

RELATIONSHIP DISCLOSURE DOCUMENT

Founded in 2008, Canoe Financial LP (“Canoe”) is an employee-owned investment management firm focused on building financial wealth for Canadians. Canoe is one of Canada’s fastest growing independent mutual fund companies and currently manages approximately \$4.5 billion in assets across a diversified range of award-winning mutual funds, flow-through limited partnerships and private energy equity products. To learn more about Canoe please visit www.canoefinancial.com.

Relationship Disclosure

Important information about your relationship with us is contained in this statement and the periodic account statements that will be provided to you from time to time. If there is a significant change to the information contained in this document, we will provide you with updated information as soon as possible by sending an updated document by email (if you have consented to electronic delivery of documents from us) or by mail (if you have not provided consent to delivery by email).

Products and Services

Canoe is registered as a Portfolio Manager, Investment Fund Manager and Exempt Market Dealer with the appropriate securities regulatory authorities across Canada. As fund manager, Canoe is responsible for the day to day business and affairs of the various funds it manages. As portfolio manager, it provides portfolio management services to its funds and also utilizes the services of third party sub-advisors for certain Funds. While Canoe is not in the business of trading securities generally, it acts as an exempt market dealer to allow clients to invest in its own Canoe pooled funds (the “Private Funds”). These products may be purchased through accounts held with an investment dealer, a mutual fund dealer, or directly from Canoe with respect to units in its Private Funds. Canoe Financial GP is the general partner (“General Partner”) of Canoe, and is majority owned by an entity which is majority owned by Mr. M. Bruce Chernoff.

Accounts

Canoe acts as an exempt market dealer only to allow clients to invest in Canoe’s own Private Funds using exemptions from the prospectus requirements. In these circumstances, client accounts held directly with Canoe must be non-registered, cash accounts, as Canoe does not currently have the facilities to offer any form of registered accounts or those with margin facilities.

Your Role in our Relationship

It is important that you actively participate in our relationship with you as your exempt market dealer. In particular, you are responsible for the following:

- Keeping us fully and accurately informed regarding your personal circumstances, and promptly advising us of any change to information that could reasonably result in a change to the types of investments appropriate for you, such as a change to your income, investment objectives, risk tolerance, time horizon or net worth.
- Reviewing the documentation and other information we provide to you regarding your Account, transactions conducted in your Account and the holdings in your portfolio.
- Asking questions of and requesting information from us to address any questions you have about your Account, transactions conducted in your Account or the holdings in your portfolio, or your relationship with us or anyone acting on our behalf.

Providing us with this information is important as when we are acting as your Dealer, we have an obligation to assess whether a purchase or sale of a security is suitable for you prior to executing the transaction or at any other time.

Where there has been a material change in your circumstances or should a situation arise where you have questions with respect to your account at Canoe, please contact us by telephone at 403-513-0101 or via email at tahmazian@canoefinancial.com.

Fees

We do not charge additional fees to open, operate or maintain an account with us. All costs are part of your investment in the Private Funds, as discussed below.

Canoe does not receive compensation or commission for the sale of units of a Private Fund to investors. However, Canoe, or an affiliate of Canoe (such as the General Partner for the various investment funds), may receive a management fee or an administration fee from a Canoe Fund. As an investor in a Canoe Fund you may bear a portion of the ongoing fees and operating expenses paid by the individual Canoe Fund that you own, and in addition, the purchase and redemption of your investment may be subject to certain sales charges and redemption fees. All management fees and other fees are disclosed in the offering documents for the various Funds and may include fees based on the percentage of the net asset value (NAV) of the Fund; share of profits (performance fees) and other fees and expenses.

Use of Benchmarks

You may assess the performance of your investments by comparing them to an investment performance benchmark. Benchmarks show the performance over time of a select group of securities. There are many different types of benchmarks. When selecting a benchmark, care must be taken to choose a benchmark that reflects your investments. For example, the S&P/TSX Composite Index follows the share prices of the largest companies listed on the Toronto Stock Exchange. The S&P/TSX Composite Index would be a good benchmark for assessing performance of a Canadian Equity Fund that only invests in large Canadian companies. It would not be an appropriate benchmark if your investments are diversified in other products, sectors or geographical areas. You may wish to discuss the use of benchmarks with your investment advisor/dealing representative.

Reporting

Canoe will provide each investor in the Private Funds, within 60 days after the end of each of the first three quarters of the Private Fund's fiscal year, unaudited interim financial statements of the Private Fund as at the end of the quarter. Within 120 days after the end of each fiscal year, Canoe will provide audited financial statements of the Private Fund, a report on allocations and distributions to Canadian investors in the Private Fund and the estimated NAV of the Private Fund.

We will provide you with quarterly account statements (or monthly if you have requested statements on a monthly basis or if a transaction, other than an automatic transaction, occurred in your account during the preceding month) containing certain information about the status of your account, including details about each transaction/activity conducted in your account during the time period covered by the statement and information about each security you own and the cash balance, if any, in the account at the end of the period covered by the statement.

Canoe will promptly deliver to you, or if you direct in writing, to a registered adviser acting for you, a written confirmation of each transaction in your account.

Risks associated with making an Investment

There are certain risks investors should consider when making an investment in the Private Funds. Before making any investment decision, it is important to review your investment objectives, your tolerance for risk, your time horizon, and the risk associated with the investment you are considering. Investments are subject to different types of risk depending on the type of investment and the features associated with the investment product. Investment risks associated with the funds can include:

- **Start-up risk** – the risk associated with a new offering that has no history of earnings and that may not be able to mitigate the risks associated with planned activities.
- **Market risk** – the risk that the market value of a Private Fund's investments will rise or fall based on overall stock market conditions rather than each company's performance.
- **Liquidity risk** – the risk that an asset purchased by a Private Fund may have a limited resale market and may not be liquidated readily. Additionally, units of a Private Fund may not be readily transferred or sold until the expiry of the holding period.
- **Commodity risk** – the risk that exposures to certain commodities, or to companies whose business is dependent on commodities, may be directly affected by movements in the price of the commodities.

- Concentration risk – the Private Funds invest in relatively few securities, which can result in a lack of diversification across all sectors, regions or countries and may result in higher volatility of the Private Fund’s performance.
- Specialization risk – the Private Funds may invest primarily in one industry or market capitalization range, which may cause the Private Fund’s performance to be more volatile and strongly affected by the overall economic performance of the area of specialization.
- Risk of loss- investing, in general, has risk associated with it, including the risk that the investor may lose a portion or all of an investment.
- Limited liability loss risk - unitholders may lose their limited liability under certain circumstances and become liable beyond their contribution/share of undistributed net income in the event of judgement on a claim.
- Risk of loss of key personnel – the management of the Private Funds is dependent on a small number of key officers and employees, the loss of any of whom could have an adverse effect on the Funds.
- Foreign currency risk – the risk associated with currency fluctuations if the Private Funds invest in non-Canadian dollar denominated securities, or in companies whose businesses are carried out in foreign jurisdictions which create exposure to foreign currency fluctuations.
- Leverage risk – the risk of loss associated with borrowing, as the Private Funds may use leverage as part of their investment strategy.
- Shorting risk – involves borrowing a security from an existing holder and selling the security in the market with a promise to return it at a later date. Should the security increase in value during the shorting period, losses will occur.

Leverage

If you are considering borrowing money to make investments, or considering providing Canoe with borrowed money to make investments on your behalf, you should be aware that the use of borrowed money to purchase securities involves greater risk than a purchase made using cash resources only. If you borrow money to purchase securities, your responsibility to repay the loan and pay interest as required by its terms remains the

same, even if the value of the securities purchased declines. As a result, your losses would be larger than had you invested using your own money.

Related and Connected Issuers

We are the manager and portfolio manager of the Canoe Mutual Funds and of the Private Funds, and we may in the future, be the manager and portfolio adviser of other mutual funds, unit trust or investment funds managed, administered or promoted by us (the “Related Funds”). We may from time to time make recommendations regarding the securities of these Related Funds to you and assist you with the purchase and redemption of units of the Related Funds for your account. In most cases our connection to these Related Funds will be obvious to you because the names of the Related Funds will be sufficiently similar to our name. For example, in most cases the names of the Related Funds will include the word “Canoe”. If we believe the name of any Related Fund is not similar enough to convey the Fund’s relationship to us, we will provide you with specific disclosure regarding that relationship at the appropriate time. Currently our Private Funds include the following:

- Canoe Unique Energy Limited Partnership
- Canoe Unique Energy Limited Partnership II & III; and
- Canoe Energy Alpha Fund LP

In addition, as at November 1, 2017, certain officers/directors of Canoe are also directors of various issuers including:

- Artis Exploration Ltd.
- Chance Oil and Gas Ltd.
- Maxim Power Corp.
- PetroShale Inc.
- TORC Oil & Gas Ltd.
- Venturion Oil Limited
- Well Ventures Corp.
- Westbrick Energy Ltd.

As a result, each of these issuers are related or connected issuers of Canoe. We may advise our Related Funds and the Private Funds with respect to

the purchase or sale of securities of these issuers, or any other issuers which may, from time to time, become related and/or connected issuers, but only if we are confident that such activities are in the best interests of our clients.

Privacy

At the time of account opening and on an ongoing basis there may be instances where clients disclose personal and confidential information to Canoe, including personal identification and financial information. Canoe's personnel will comply with all legislation and Canoe's privacy policy in connection with the use and protection of such information. A copy of Canoe's Privacy Policy is available upon request. Please be aware that in certain circumstances Canoe may be required to disclose personal information, including as the result of judicial or other government requests or orders.

Referral Arrangements

We may enter into referral arrangements from time to time with third parties pursuant to which we refer clients to another entity and receive a fee or another entity refers clients to us for which we pay referral fees. The details of these referral arrangements, including the parties to the referral arrangement, the manner in which the referral fee for services is calculated, and the party to whom it is paid will be provided to you in a separate document. All services resulting from a referral arrangement relating to your account that require registration under applicable securities legislation will be provided by the entity receiving the referral.

Non-Resident Status

Canoe is a resident of Alberta and Ontario. In those jurisdictions in which we carry on business, but are not resident in, we have appointed an agent for service of process as follows:

British Columbia: *Blake, Cassels & Graydon*
Manitoba: *Aikins, MacAulay & Thorvaldson*
New Brunswick: *Stewart McKelvey*
Newfoundland: *Stewart McKelvey*
Labrador: *Stewart McKelvey*
Nova Scotia: *Stewart McKelvey*
PEI: *Stewart McKelvey*
NW Territories: *Field Law*
Nunavut (Iqaluit): *Terry Gray*
Quebec: *Davies Ward Phillips & Vineberg*

Saskatchewan: *Kanuka Thuringer*
Yukon: *Austring Fendrick Fairman & Parkkari*

It is important to know that certain rights may not be enforceable by you against us in a jurisdiction where we are not resident.

What to do if you have a complaint

Our clients come first in everything we do. If you have a complaint, we encourage you to let us know and give us an opportunity to address your concerns. We promise to respond quickly, efficiently and professionally, as retaining your confidence and trust is of the utmost importance. We use your feedback to continually improve the quality of the products and services that we provide to you.

If you have a complaint about our service or a product, contact us at:

Investor Relations

Toll-Free: 1-877-434-2796

Email: info@canoefinancial.com

Fax: 1-403-571-5554; or

Canoe Financial LP Attention: Chief Compliance Officer

Suite 3900, 350 – 7th Avenue SW

Calgary, Alberta

T2P 3N9

Telephone: 403-234-2778

Email: compliance@canoefinancial.com

We will acknowledge your complaint

We will acknowledge your complaint in writing, as soon as possible, typically within five business days of receiving your complaint. We may ask you to provide clarification or more information to help us resolve your complaint.

We will provide our decision

We normally provide our decision in writing, within 90 days of receiving a complaint, which will include: 1) a summary of the complaint, 2) the results of our investigation, and 3) and our decision to make an offer to resolve the complaint or deny it, and an explanation of our decision. If we cannot provide a decision within 90 days, we will inform you of the delay, explain why our decision is delayed and give you a new date for our decision.

If we cannot provide a decision within 90 days, or if you are not satisfied with our decision, you may be eligible for a free and independent dispute resolution service offered by the Ombudsman for Banking Services and Investments (OBSI). If you are a Québec resident, you may consider the free mediation service offered by the Autorité des marchés financiers. Canoe Financial is required to maintain membership in OBSI. You can contact OBSI by email at ombudsman@obsi.ca or by telephone 1-888-451-4519.

In order to take advantage of OBSI's free services, your complaint must fulfill the following requirements:

- the complaint must relate to trading services of Canoe Financial or one of its dealing representatives,
- the complaint must be brought to Canoe Financial's attention within six years from the time that you first knew, or ought to have known, about the event that caused the complaint,
- your claim against Canoe Financial must be under \$350,000, and
- you must take your complaint to OBSI in accordance with the time limits below.

If we do not provide you with a decision on your complaint within 90 days, you may file your complaint with OBSI any time after the 90-day period has ended. If we do respond, but you are not satisfied with our decision, you have up to 180 days after we provide you with our decision to take your complaint to OBSI. OBSI will conduct its own independent investigation and provide its recommendations to you and to Canoe. Please note that OBSI's recommendations are not binding on you or Canoe. You can find more information at www.obsi.ca.

Alternative dispute resolution options

You do not have to use OBSI as your dispute resolution provider. At your own expense you may choose another dispute resolution provider, such as an arbitrator or pursue legal action to resolve your complaint. You may do this if your complaint does not fit within OBSI's criteria.

If you have any questions regarding this complaint procedure, please contact the Chief Compliance

Officer of Canoe at compliance@canoefinancial.com, or 403-234-2778.

Conflicts of Interest

Under securities regulations, Canoe, in each of its registrant roles, is required to identify material conflicts of interest which would be expected to arise between Canoe (including each individual, acting on its behalf) and its clients. Further, if a reasonable investor would expect to be informed of the nature and extent of an identified conflict of interest, Canoe must do so.

Canoe must take reasonable steps to identify existing material conflicts of interest and any material conflicts that the firm reasonably expects to arise between the firm and a client. As part of identifying these conflicts, Canoe collects information from the individuals acting on its behalf regarding the conflicts they expect to arise with their clients. Some of these conflicts are inherent in the business model that is used by Canoe. It will seek to avoid or minimize conflicts where reasonably possible. However, some conflicts cannot be avoided and, although others could be avoided, Canoe has chosen to manage them.

The purpose of this disclosure is to provide clients of Canoe with a description of the conflicts of interest Canoe may encounter as a registrant firm with roles as portfolio manager, investment fund manager and exempt market dealer. The following are some of the more significant conflicts of interest that may affect the service we provide to you:

Investments in Certain Related Issuers – Under securities legislation, if any of the partners, directors, officers, employees or agents of Canoe appointed by Canoe are also partners, directors or officers of an issuer, Canoe may not cause an investment portfolio managed by it, such as a fund, to invest in securities of such issuers without obtaining the prior written consent of investors in the portfolio after disclosure of that fact has been made to such investors. In general, officer or director positions with other issuers are permitted only under those circumstances where it would not place Canoe or its personnel in a position which may conflict with their ability to act in the best interest of

the funds. In this situation, Canoe will adhere to its policies and procedures which are designed to ensure that any investment made by a fund in a private issuer is made without taking into account any consideration relevant to Canoe and represents the business judgment of Canoe, uninfluenced by considerations other than the best interests of the fund. Additionally, on occasion, Canoe may cause the funds to invest in certain private issuers to which Canoe provides advisory services. A potential conflict may arise where the interests of Canoe are different from the interests of the funds. In this situation, Canoe will adhere to its respective policies and procedures and place the interests of a fund ahead of its own.

Fair Allocation Among Accounts - When Canoe acts as portfolio manager, it may aggregate orders for a number of funds for the purchase of a particular security. A conflict of interest can arise when the quantity of a security available for purchase on a market at the same price is insufficient to satisfy the requirements of each fund wishing to purchase the security, or the quantity of a security available to be sold for a number of funds is too great to be completed at the same price on a market. Similarly, the availability of a new issue of a security may be insufficient to satisfy the requirements of all funds. To handle any potential conflicts of interest, Canoe has adopted policies which are designed to ensure fair allocation of securities among all applicable funds. In order to fairly allocate investment opportunities among the funds, generally Canoe will undertake to allocate such purchases or sales on a pro-rata basis in proportion to the proposed transactions.

Best Execution and Use of Client Brokerage Commissions – When placing orders for or on behalf of its funds, Canoe and its sub-advisors will select those brokers/dealers from whom they reasonably expect to obtain best execution (including considering transaction costs and research). Canoe, and certain sub-advisors to Canoe, may cause a fund to pay brokerage commissions to a dealer in return for receiving certain goods or services. The use of fund brokerage commissions in this manner creates a perceived conflict of interest to the extent that a sub-advisor may use soft dollars for services that benefit the sub-advisor and its other clients, but not

necessarily the fund that pays the commission. Canoe and its sub-advisors comply with applicable regulatory requirements regarding the use of client brokerage commissions, which are designed to ensure that the funds receive reasonable benefit from such transactions, taking into consideration the goods and services received and the amount of brokerage commission paid.

Fees and Portfolio Valuation – Canoe charges its funds a management fee for acting as investment fund manager and portfolio manager, which is calculated as a percentage of the NAV of each fund's portfolio. In some cases Canoe also charges its Private Funds a performance fee, which is calculated on the basis of NAV of the Private Funds' portfolios. Where Canoe charges a performance or incentive fee to a fund, such fee can pose a potential conflict because Canoe may have an incentive to take greater risks in making investment decisions for that fund, and typically would not be required to return performance fees paid in prior periods if performance subsequently lags.

Canoe may, on occasion, receive a fee from private issuers which have been purchased in the Private Funds for providing advisory services to such issuers relating to the share offering of these issuers. This relationship can pose a potential conflict of interest concern, as Canoe may have an incentive to cause the Private Funds to purchase the securities of the private issuer on behalf of a fund as a result of wishing to continue to provide advisory services to the issuer. In these situations, Canoe will comply with applicable regulatory requirements to act in the best interests of the Private Funds.

Canoe is responsible for the valuation of the funds' assets and for determining the net asset value of their portfolios, which in turn will determine the amount of management and performance fee (if applicable) payable by a fund. Canoe and its service providers use pricing feeds typically used in the industry to obtain the values for particular securities and other investments held in the funds' portfolios. It will price thinly traded securities, or those securities that do not have a readily available market value, based on its fund valuation policies and procedures. If Canoe determines that the price of a particular security does not fairly represent its value, Canoe will use its discretion to determine the value



of such security, taking into account its fiduciary obligation to the funds.

that it only sells securities of the funds to clients for which it is a suitable investment.

Pricing and Account Errors - Canoe may have a potential conflict of interest when determining when, and how, to deal with a pricing error or other type of investor account error, due to the time, processing cost and size of reimbursement involved. Canoe has adopted an error correction policy that establishes standards for the correction of errors in the calculation of a fund's NAV in a manner consistent with industry guidelines. In general, Canoe will determine that an error has been made when there is an incorrect calculation in the NAV of a fund that is the result of a breach of Canoe's standard of care owed to the fund. Canoe will make a fund whole if the error is 0.5% or more of the fund's NAV, and will also adjust investor accounts, unless the total impact on an individual account is less than \$50.

Personal Trading/Co-investing – When individual portfolio managers and other personnel of Canoe invest in the same securities as the funds (or invest in the same investment funds), there is potential for a conflict of interest in that the individual may have an incentive to benefit from investment opportunities at the expense of the funds or other investors. Canoe has a Code of Ethics for Personal Investing that sets forth policies and procedures for monitoring personal trades of employees, officers and directors who have access to information regarding the portfolios of the funds. This personal trading policy requires that each of Canoe's employees, officers and directors put the interests of the funds ahead of their own personal self-interests. Canoe personnel are only allowed to make a personal trade if it falls within a general exception in Canoe's personal trading policy, or if Canoe's Compliance Department has determined that such trade will not conflict with the best interest of its clients.

Sale of Related Party Securities – Canoe is registered as an investment fund manager, portfolio manager and exempt market dealer. As dealer, Canoe sells securities of certain funds for which it acts as manager and portfolio manager. A conflict may arise in these circumstances, as the fees Canoe receives from these funds are dependent on the NAV of the funds. Canoe has policies and procedures to ensure