

Relationship Disclosure Document

June 2019

Please review and retain this document.

This Relationship Disclosure Document (RDD) contains important information concerning our relationship with you. It contains information about us, the services and products that we offer, the nature of your account(s) with us, manner in which they are operated and our responsibilities to you. Additional important information you need to know about your relationship with us is contained in other documents we provide to you such as account opening forms, trade confirmations, month end statements, and the updates we provide to you from time to time about any changes that have occurred to the information that you have received from us. Specific documents that you may receive from us during the course of our relationship are discussed later in this document.

ATB Capital Markets Inc. (ATB Capital Markets) is a registered investment dealer under provincial securities laws and is a member of the Investment Industry Regulatory Organization of Canada (“IIROC”). ATB Capital Markets is known as an “integrated” investment firm since we provide a broad range of corporate finance, institutional trading and retail client services and products. You can learn more about our firm at atbcapitalmarkets.com.

Our Relationship with You

Pursuant to securities industry regulations, your account is described as an “advisory account.” This means that you are responsible for investment decisions. Your advisor can make recommendations but cannot make investment decisions for you. When making recommendations, your advisor must meet an appropriate standard of care, provide suitable investment recommendations and provide unbiased investment advice.

Products and Services Offered

Account Types	Services	Investment Products
<ul style="list-style-type: none"> • Cash (investment) accounts • Margin accounts (loans) • Self-directed retirement plans (RRSP, RRIF, etc.) • Registered Education Savings Plans (RESP) • Tax-Free Savings Account (TFSA) 	<ul style="list-style-type: none"> • Investment recommendations • Comprehensive portfolio reviews • Financial needs assessment • Online account access • Retirement planning • Estate planning • Facilitate access to third parties including Private Banking and Trust Services 	<ul style="list-style-type: none"> • Cash and cash equivalents • Equities including warrants • Investment funds such as mutual funds • Fixed income and debt securities (e.g. bonds, debentures, strip-bonds) • Alternative investments such as grey market issuers

Suitability Assessment

Securities regulations require that we use due diligence to ensure that orders accepted from you and recommendations made to you are suitable for you, based on factors including your financial situation, investment knowledge, investment objectives and time horizon, risk tolerance, current portfolio compensation and risk level. As a result, we reserve the right to decline to accept orders to purchase securities if, in our opinion, they are not suitable based on such factors. Upon opening your account, your advisor will request information from you related to these factors, which will be used to assess the suitability of investments recommended and orders accepted.

You will be provided with a copy of this information in the New Client Application Form (NCAF). Please review this form carefully to ensure that all of the personal and financial information recorded is accurate before signing the form. After your account has been opened, you will receive a copy of the NCAF for your records. Please review the NCAF carefully and advise us promptly if any of the information is not accurate. If there is a material change to your personal or financial information – such as your employment status, income or financial resources, investment objectives or risk tolerance – at any time after you open your account, please tell your advisor about these changes so that we may update our records and continue to provide suitable advice. If you do not tell your advisor about these changes, we cannot ensure that any further recommendations made to you or orders accepted from you will be appropriate for you. If there is a material change in your personal or financial circumstances that results in a change to the information that we have on record, we will send you an updated NCAF which includes these changes. Please review this document carefully and advise us promptly if any of the information is not accurate.

Your advisor will review your account holdings to assess their suitability in the following circumstances:

- When an order is accepted;
- When a recommendation is made;
- When you deposit or transfer securities into your account;
- When there is a material change in your personal or financial circumstances that results in a revision of the information that we have on record; and
- When there is a change of the advisor responsible for your account.

Other events, such as significant market fluctuations, may not result in a review of the suitability of your existing investments. Please contact your advisor if you wish to review the suitability of your investments at any time.

Although we will endeavor to ensure that the investments you own are suitable for you, it is important to note that the value of individual securities (unless specified) is not guaranteed. The value of securities and your investment portfolio as a whole can fluctuate, and you could lose part or all of the value of any investment. Unlike bank accounts or GICs, your stocks, bonds and mutual funds are not covered by the Canada Deposit Insurance Corporation or another deposit insurer. The Canadian Investor Protection Fund (CIPF) covers losses of clients of IIROC member firms resulting from the insolvency of a member firm, within specified limits, but the CIPF does not insure against investment losses resulting from loss of value of securities.

Account Reporting

You will receive an account statement from us after the end of each month when there has been any activity in your account (other than dividend and interest) during the month. You will receive a quarterly statement if you held any cash or investments in your account at the end of the quarter. You will also receive a trade confirmation each time you purchase or sell a security, other than transactions resulting from systematic plans such as dividend reinvestment or pre-authorized purchases or sales of securities on a systematic basis. You may also receive or view your statements, trade confirmations and tax documents electronically. Please contact your advisor for more details on electronically accessing your documents. Please review all statements and trade confirmations carefully and advise us promptly if you believe there are errors or if you did not authorize any of the transactions reported.

Your monthly or quarterly statement will show the adjusted cost base of securities held in your account. If the securities were purchased elsewhere and transferred into your account, the cost base shown will be based on the information, if any, provided when the securities were received by us, and we cannot guarantee the accuracy of that information. Please consult your advisor if you wish to obtain performance reporting information regarding the investments held in your account.

Investment Expenses

In the course of making, holding and disposing of investments in securities, you may incur the following expenses for commission-based accounts:

Stocks: When buying or selling stocks that trade on a marketplace, you will normally be charged a commission for our services as agent in the transaction. For each trade your advisor will provide you with a commission amount that will be applicable on that specific trade. There is no ongoing charge for holding stocks in your account.

Bonds: When you purchase a bond or similar fixed-income security, we are normally selling the security to you from our inventory, that is, we are acting as principal in the transaction. The price that you pay for the security normally includes a markup from the price that we paid for the security when we purchased it from another dealer. Likewise, if you wish to sell a bond that you hold in your account, the price that we offer to you will normally be less than the price that we anticipate we could sell it for in trading with other dealers. In each case, the markup or markdown represents the revenue that we earn from effecting the transaction. There is no ongoing charge for holding fixed-income securities in your account.

Mutual funds: Most mutual fund companies provide various options for the cost of buying, holding and disposing of units of the fund. For purchases of a "front end load" fund, there may be an acquisition cost that is charged directly to you and deducted from the amount that is invested in the fund. There is no charge for the redemption of these fund units. Alternatively, you may choose to purchase a fund with a deferred sales charge ("DSC.") When you purchase fund units on this basis, the fund company pays a commission directly to us rather than deducting it from the amount invested. When you redeem units of a DSC fund, the fund company will deduct and retain a redemption charge, if the units are sold before the redemption fee schedule expires. Although we do not apply an ongoing charge for holding mutual funds in your account, the mutual fund company will charge its expenses for the management and administration

of the fund to the unit holders of the fund, which may include trailing commissions paid to ATB Capital Markets, and these charges will be deducted from the value of the fund. Mutual fund companies may also assess charges for short-term trading or switching. Details of these charges are outlined in the fund's prospectus and in the Fund Facts document. Both of these documents are available from your advisor, from the fund company's website and on the SEDAR website (sedar.com).

For fee based accounts, a fee will be applied monthly or quarterly against your account. The fee is calculated as a percentage of the value of the assets. Commissions will be charged if the number of trades per year exceeds the amount specified in your Fee-Based Account Agreement.

Account Service Fees and Charges

Please refer to the Fee Schedule for a description of service fees and charges that may apply to your account.

Conflicts of Interest

Actual, potential and perceived conflicts of interest exist in almost all human interactions. Our relationship with you is no different. We have a legal responsibility to maximize economic returns for our shareholders and other stakeholders. We believe the best way to achieve our goal is to provide you with trusted advice and personalized financial solutions that help you achieve your financial goals in order to retain your continued patronage and encourage you to recommend our services and products to others.

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.

Description of Role of an Investment Dealer

As an investment dealer, we are a financial intermediary. As is the common practice in the brokerage industry, sometimes we may be the party on the other side of the transaction (referred to as a "principal" trade) where we own the security we sell to you. On other occasions, we simply facilitate a transaction 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 other cases, we advise an issuer of securities on how to best raise funds by selling securities, while contemporaneously recommending that our clients buy those same securities.

In general, we deal with and manage relevant conflicts in one of the following manners:

- 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:** By providing you with information about conflicts, you are able to assess independently their significance when evaluating our recommendations and any actions we take.

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. Despite that, we believe the simplest control is the most effective – your continued satisfaction and patronage. If you ever have any questions or concerns, whether they involve conflicts of interest or anything else, you should never hesitate to say so and ask your advisor for an explanation and 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. This is summarized in the table below.

Possible Conflicts and How They Are Managed

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.
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.
	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.
	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"> Management has put in place compliance programs to monitor investment advisors to help identify and address concerns

Conflict of Interest	Address By	How Conflicts Will Be Addressed
Conflict of Interest May Occur		
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	<ul style="list-style-type: none"> Various forms of other compensation we may receive are disclosed to you. Please refer to our other disclosures to you in that regard.
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 (which we usually sell as principal) we provide you with a stated yield to maturity so you can assess the competitiveness of our pricing.
We may sell you securities of companies that are related or connected to us.	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 (which we usually sell as principal) we provide you with a stated yield to maturity so you can assess the competitiveness of our pricing.
	Control	<ul style="list-style-type: none"> Our advisors receive the same commission compensation regardless of the product originator.
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 is a key determinant. Allocations cannot be influenced by guarantees of future business.

Conflict of Interest	Address By	How Conflicts Will Be Addressed
<p>We are paid by issuers of securities when we advise on or underwrite a new issue which we may recommend to you.</p> <p>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.</p>	Disclose	<ul style="list-style-type: none"> We have structurally segregated our institutional corporate finance and retail advisory businesses, which prevents the sharing of non-public information by our institutional corporate finance business (with the relationship with the issuer) with our retail advisory businesses (with the relationship with clients like you).
	Control	<ul style="list-style-type: none"> The offering documents provide full disclosure of all relationships we may have with the issuer.
<p>If you hold an applicable security, we may be paid by issuers, offerors or others to solicit your proxy or vote in their favour with respect to takeover bids, corporate reorganizations, solicitation of proxies and other corporate actions.</p>	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.
<p>As a result of business relationships with issuers of securities, we may be exposed to non-public information that we cannot disclose.</p>	Control	<ul style="list-style-type: none"> We operate our corporate finance and retail advisory business separately so that such information is tightly controlled and not shared by corporate finance with our retail advisory businesses. Our internal information barriers are designed to ensure regulatory requirements are complied with and retail advisory employees do not have access to any non-public information that may be available to our corporate finance businesses.
<p>We may have access to commercially sensitive or inside information.</p>	Avoid/ 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.
<p>We provide investment research on securities of companies that may have other business relationships with us.</p>	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 and internal standards. You can review the standards our research analysts are required to comply with at atbcapitalmarkets.com.

Conflict of Interest	Address By	How Conflicts Will Be Addressed
<p>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.</p>	<p>Avoid/ Disclose</p>	<ul style="list-style-type: none"> • Industry regulations dictate our best price and best execution obligations to you. • We disclose to you our ownership interests in marketplaces and policies and procedures for order routing.
<p>Individuals registered with us may also be registered with another registered firm related to ATB Capital Markets and provide services to clients of that firm.</p>	<p>Control</p>	<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.
<p>We may permit certain individuals who are registered with us (including your investment advisor) to be employed by, participate in, or accept compensation from other persons or firms, outside the scope of his/her relationship with us.</p>	<p>Control</p>	<ul style="list-style-type: none"> • Your advisor or representative must declare and have approved by us any such private investments before they are made. • Your advisor must declare any outside business activities to the firm. These activities, in particular those activities involving publicly traded companies, are reviewed for real or potential conflicts and approved by the firm.
<p>Individuals may serve on a board of directors or take on other activities that could take time or attention away from your account.</p>	<p>Avoid</p>	<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.
	<p>Control</p>	<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.
<p>Individuals may give or receive gifts, entertainment options etc. as a result of their relationships with clients.</p>	<p>Control</p>	<ul style="list-style-type: none"> • Securities legislation along with our policies and procedures provide guidelines and set limits with respect to gifts to avoid any conflicts, potential conflicts, or perceived conflicts.

Complaint Handling Procedures

If you have a problem, or concern regarding the handling of your account, there are several options available to resolve such issues.

- In the first instance, please contact your advisor to discuss any problems or concerns regarding your account.
- If you are not able to resolve an issue directly with your advisor, or your complaint involves possible misconduct or violation of industry rules, please contact our Chief Compliance Officer (CCO) at:

**410, 585 8th Avenue SW
Calgary, AB T2P 1G1
atbcm_compliance@atb.com
403-539-8600**

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 benchmarks. When choosing a benchmark, pick one 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. This index would be a good benchmark for assessing performance of a Canadian equity fund that invests only in large Canadian companies. It would be a poor benchmark if your investments are diversified in other products, sectors or geographic areas.

We do not provide benchmark comparisons in our account reporting.

Currently, we do not provide percentage returns on our statements.

Performance Benchmarks and How to Use Them

If there are material changes to this Relationship Disclosure, we will post them on our website at atbcapitalmarkets.com. You can also obtain a current version of the Relationship Disclosure at any time from your advisor.