



Relationship Disclosure Document

Information About Your Relationship with CVC™ Market Point Inc.

CVC's Products

CVC™ Market Point Inc. ("CVC") is an exempt market dealer ("EMD") registered with the Alberta Securities Commission and the British Columbia Securities Commission, providing investment opportunities in private issuers to qualified investors. All of the products offered by CVC are prospectus-exempt products or exempt market securities, which means they are offered without the issuer having to file a prospectus or having the material reviewed by a securities regulator. Investors must qualify under a prospectus exemption in order to invest in these types of prospectus-exempt products. CVC's dealing representatives are available to discuss prospectus exemptions, applicable individual investment limits and assess whether you qualify to invest in private issuers.

As a captive dealer, CVC primarily or solely offers securities of related or connected issuers that share common ownership with CVC. From time to time, CVC's selection of investment opportunities may include mortgage investment corporations ("MICs") managed by Carecana™ Management Corp. ("Carecana"), syndicated mortgages offered by CareVest® Capital Inc., limited partnerships or third party products. At any time CVC sells you a security of a related or connected issuer, CVC will disclose that fact to you and explain any conflict of interest arising from that relationship.

CVC's Role

CVC may act as your dealer in the purchase of an exempt product. Following your purchase, all product updates, administrative and investor relations enquiries will be handled directly by the issuer or the investment fund manager. CVC will provide you with the contact information for the issuer or the investment fund manager in writing prior to any purchase you make through CVC.

For each initial purchase, CVC will collect personal information from you by having you complete a Know Your Client ("KYC") Form, including but not limited to, your specific investment objectives, risk tolerance, time horizon, investment knowledge, overall financial position and personal identification, and will use this information to verify your identity and make an assessment about whether the purchase is suitable for you. As an EMD, CVC is obligated to make this suitability assessment for each purchase you make through CVC, so it is important that you provide full and accurate information to your dealing representative. CVC will provide you with a signed copy of the KYC Form for your records.

CVC will review with you and update your KYC information, if required, for each subsequent purchase you make through CVC and a new KYC form will be collected if the KYC form was completed more than twelve months earlier or if there has been a material change in your information, such as a change in your investment objectives, financial position, risk tolerance, marital status, employment status or other circumstances. It is important for you to keep your information current with CVC and CVC encourages you to contact your dealing representative if any of your information has changed.

CVC will not act as your dealer in connection with any securities other than exempt securities and will also generally not act as your dealer respecting any sale of your exempt securities (including on a redemption or retraction) or in respect of a purchase of an exempt product by way of a cash dividend reinvestment.

Where Your Investments are Held

CVC will not open any type of account for you or agree to hold or have access to your cash or securities at any time, other than delivering your cheque payable to a third-party in respect of your purchase in certain circumstances. **CVC does not accept cash or cheques payable to CVC, and will only accept cheques payable directly to the exempt product you are purchasing, or their legal counsel.** CVC and its dealing representatives also will not act as your personal agent or attorney respecting your cash or securities at any time.

Exempt market securities you purchase through CVC will either be held in “client-name” or “nominee-name”, as explained below. Talk to your dealing representative to understand more about the product you are purchasing and where your investment will be held, or refer to your client reporting from CVC for additional information.

Client-name securities are securities issued in your name, they are not held in an account and you are both the registered and beneficial securityholder. You may or may not receive a physical certificate representing your ownership of the security from the issuer, because the issuer may retain original certificates in its minute book and provide you with a copy, or the issuer may use an electronic registry system to record your name as the securityholder in the issuer’s books and records.

If you are issued a physical certificate representing your investment, you will be required to safeguard and present the physical certificate to the issuer to facilitate any dealings with your investment and you may be charged a fee and/or be required to provide a surety bond and an indemnity to the issuer in order to replace a lost, stolen or destroyed certificate. If you participate in a dividend reinvestment plan of an issuer that issues physical certificates, you may be issued additional certificates as your dividends are reinvested to purchase additional securities, resulting in multiple certificates for you to safeguard.

You may choose to not have the physical certificate(s) in your possession, and have the issuer instead maintain electronic records or provide you with a copy of your certificate(s). There is no custodian if you are holding client name securities, and there may not be a third-party transfer agent responsible for maintaining the books and records of the registered securityholders in which case you will be relying on the record-keeping of the issuer.

If you hold MICs managed by Carecana, there is no independent transfer agent or qualified custodian holding the MIC’s investments in mortgages. Title to the mortgage investments of the MIC is commonly held in the name of an affiliated mortgage broker in trust for the MIC, as set out in further detail in the Offering Memorandum. Although CVC offers products of related or connected issuers and may share common ownership with Carecana, MICs managed by Carecana and the mortgage broker holding title to the MIC’s mortgage investments, CVC does not have access to your assets invested in the MICs and is functionally independent from the mortgage broker holding title to the MIC’s mortgage investments.

Nominee-name securities are securities issued in the name of someone other than you, such as a broker, trust company, financial institution, custodian, nominee or other intermediary. Although you are the beneficial securityholder of nominee-name securities, the intermediary is the registered securityholder that holds the security in an account for you. If you decide to hold your investment in a self-directed registered plan, such as an RRSP, RRIF, TFSA, RESP or other deferred plan, your securities will be held in nominee-name.

CVC is NOT a qualified custodian authorized to hold registered plans such as RRSPs, RRIFs, RESPs or TFSAs pursuant to applicable income tax legislation in Canada, nor is it an agent or representative of any custodian. However, if you wish to hold your securities in a registered plan, CVC may introduce you to a third-party, independent, qualified Canadian custodian who has agreed to hold the securities in a self-directed registered plan, or you have the option of finding your own custodian who is willing to allow you to hold exempt market securities in your self-directed registered plan. If you use your own custodian, CVC will not make an assessment on whether or not it is a qualified custodian for you. If CVC introduces you to a custodian that uses a sub-custodian to hold your assets, CVC will make you aware of that fact.

Although CVC may make custodian’s applications and forms available to you to complete or be listed as the dealer that sold you investments in your third-party self-directed registered plan, CVC is not acting as your agent or as agent of the custodian in doing so and CVC will not review your custodian application and/or forms for completeness or accuracy. You are solely responsible for completing your custodian application and/or forms accurately and in their entirety. These are forms of the custodians and are not CVC forms.

CVC and its dealing representatives are not authorized to and will not contact or deal with your custodian regarding your self-directed registered plan on your behalf, and will not accept trading authorization for your self-directed registered plan. You must deal directly with your custodian in respect of your self-directed registered plan with that custodian, including, without limitation, the third party custodian's fee schedule, RRSP or TFSA contribution limits, trading instructions or calculating and arranging for the withdrawal of required amounts from your RRIF.

If you have any questions relating to the custodian applications, forms, fees or questions of a general nature surrounding your self-directed registered plan, you must contact the custodian of your self-directed registered plan directly. CVC also encourages you to regularly review any statements from your custodian and contact your custodian directly if you have any concerns with your statement or your custodial agreement.

Using a custodian to hold your securities for safekeeping may minimize the risk of having your certificates lost, stolen or destroyed. Custodians will also be responsible for record keeping relating to your investment and are required to provide you with periodic statements relating to your investment. Not all custodians will agree to hold exempt market securities, and custodians may charge transaction fees and annual fees to purchase, hold or sell your securities. Your dealing representative can arrange for an introduction to a qualified Canadian custodian upon your request.

Client Reporting

While you continue to be a client of CVC, CVC will send you the following client reporting following a transaction or at the end of each calendar year, as applicable. It is important for you to review all of the client reporting CVC sends you, and contact your dealing representative if you have any questions or concerns.

1. **Trade Confirmations** - CVC will provide you with a trade confirmation report promptly following a transaction for which CVC acted for you, including the name of the product, number and type of securities purchased, purchase price per security, the security's annual yield (in the case of a purchase of a debt security), commission and charges paid by you to CVC (if any), a description of where your assets are being held and the settlement date.
2. **Client Statements** - In the month following a transaction for which CVC acted for you, CVC will provide you with a one-time client statement showing all of your CVC transactions during the month, including the name of the product, number and type of securities purchased, purchase price per security, gross purchase price, the security's annual yield (in the case of a purchase of a debt security), a description of where your assets are being held and the transaction date. The client statement from CVC only includes transaction information and does not include ending balance or market value information. Because CVC does not open client accounts, it does not hold or control any of your cash or securities. **You will only receive a client statement from CVC if you completed a purchase transaction through CVC during the monthly reporting period.** CVC generally will not act for you respecting any sale of your exempt securities (including on a redemption or retraction) or in respect of a purchase of an exempt product under any dividend reinvestment plan.

CVC is not required to provide you with an additional statement on securities you hold in client-name. CVC does not have trading authority over your securities and does not receive trailing commissions or other continuing payments related to your ownership of securities.

3. **Fee Report** – CVC will provide you with a Fee Report at the end of each calendar year during which CVC acts as your dealer, even if CVC acted as your dealer for less than 12 months. **CVC will not send you this report if you did not do any transactions with CVC during the last calendar year.** The Fee Report summarizes all of the compensation CVC received directly and indirectly for acting as your dealer, including but not limited to, operating charges, transaction charges, trading commissions, trailing commissions, payments CVC receives from issuers or other registrants in relation to providing services to you or any mark-ups, mark-downs or service charges on the purchase or sale of debt securities.
4. **Investment Performance Report** – CVC is not required to provide you with an Investment Performance Report to show you the performance of exempt market securities CVC sold to you. Because CVC does not open client accounts, it does not hold or control any of your cash or securities. **For information on the performance of your exempt market securities, please contact the issuer or investment fund manager directly.** In the future if CVC has trading authority over your securities or if CVC receives trailing fees or any other continuing payment related to your securities, CVC may be required to provide you with an Investment Performance Report for certain exempt market securities issued by an investment fund if the market value of your securities can be determined.

If CVC is required to provide you with an Investment Performance Report, it will include the beginning and ending market value of the exempt market securities CVC sold you and your annualized total percentage return for each of the 1-year, 3-year, 5-year, 10-year and since inception period, as applicable, for the exempt market securities CVC sold you.

Client Costs

It is important to CVC that you be an informed investor and understand the fees you pay for your investments that CVC sells you. Prior to any purchase you make through CVC, CVC will provide you with a written summary of the direct and indirect fees and costs associated with your particular investment and CVC will explain how it will be compensated from your investment. CVC will also provide you with a Fee Report at the end of each calendar year during which CVC acts as your dealer to summarize the compensation CVC earned from acting as your dealer. Refer to “Fee Report” above.

CVC may receive a sales commission from the product and/or the investment fund manager when you purchase an investment. Your investment may have other indirect fees and costs that are paid by the product, which will reduce the value of your investment, such as management fees, performance fees, mortgage brokerage fees or other fees. If any of these direct or indirect fees are payable to entities related to CVC, this fact will also be disclosed to you in offering documents. You may also be charged direct fees or early redemption or retraction charges when redeeming or retracting your investment within a specified period of time after your purchase, which will be set out in the Offering Memorandum or disclosure document and discussed with you by your dealing representative.

Please refer to the product Offering Memorandum or disclosure document for a detailed description of any fees, deductions or charges applicable to the product’s securities that may be paid directly by you, and a description of any indirect costs associated with your investment in an exempt product.

CVC does not charge its retail clients any direct fees or costs for purchasing, holding or selling investments. However, third party intermediaries or custodians may charge transaction fees and annual or ongoing fees to purchase, hold or sell an exempt product within a registered plan.

Conflicts of Interest

Securities legislation in Canada is focused on investor protection, including managing conflicts of interest. CVC has a general duty to deal fairly, honestly and in good faith with its clients. We recognize that conflicts may arise between CVC, its dealing representatives and its clients. It is important to us to provide you with information to help you better understand conflict issues that may arise in your dealings with CVC as an exempt market dealer.

A conflict of interest is any circumstance where the interests of different parties are inconsistent, competing or divergent. Actual, potential and perceived conflicts of interest may exist, and CVC will manage these conflicts by controlling the conflict, disclosing the conflict to you, or avoiding the conflict if it is prohibited by law or where the risk of harm is too high.

CVC has identified some conflicts of interest to make you aware of below, and explains how CVC manages them so that you can independently assess these conflicts when making your investment decision. Other conflicts of interest may arise from time to time, and CVC will inform you of the nature and extent of any additional conflicts of interest prior to any subsequent transaction through CVC.

1. CVC is a Captive Dealer Selling Securities of Related or Connected Issuers

CVC is a captive dealer that primarily or solely distributes securities of related or connected issuers, such as securities of CareVest Capital Inc. or investment funds managed by Carecana. Related issuers generally share common ownership or control over more than 20% of the voting securities, and connected issuers have relationships that may lead a reasonable prospective purchaser to question their independence.

Prior to any purchase you make in a security of a related or connected issuer, CVC will provide you with a current *Conflicts of Interest Disclosure* describing the nature and extent of the conflict of interest. You can visit CVC’s website at www.cvcmarketpoint.com to view CVC’s current *Conflicts of Interest Disclosure* describing CVC’s relationships with any related or connected issuers. There may be additional conflicts of interest between CVC, issuers, affiliates or third parties, all of which will be disclosed in applicable offering documents which you are encouraged to read in their entirety.

2. Outside Business Activities

Certain dealing representatives of CVC engage in other business activities outside of their duties with CVC, such as volunteer activities from time to time with charitable organizations, industry associations and/or condominium corporations. CVC's dealing representatives are subject to regulatory disclosure and approval of these outside business activities, and subject to CVC's internal policies and procedures on outside business activities which will restrict any outside business activities that would interfere with a dealing representative's ability to act in your best interest.

3. Compensation

Dealing representatives of CVC are compensated on a commission basis, and different products have different compensation structures and may involve commissions based on sales volume. The amount of compensation received by CVC on any transaction with you will be disclosed to you in advance of the transaction.

Types of Risks

Investment products sold in the prospectus-exempt market are generally considered high risk and are only suitable for investors who are qualified to purchase the securities, and are familiar with and have the ability and willingness to accept the high risk associated with private investments. The types of risks that you should consider when deciding to purchase an exempt product include, without limitation: illiquidity (private issuers are not publicly traded on a stock exchange, are subject to resale restrictions, and may have limitations on redemptions or retractions that restrict your ability to sell or liquidate your investment at will), high risk nature of exempt products, no guarantee of return or payment of dividends, speculative nature of the investment, reliance on management, conflicts of interest, absence of voting rights (if applicable) and limited ongoing disclosure from issuers that are not publicly traded.

There are a number of additional industry specific risks that should also be considered and will be described in detail in each product's Offering Memorandum or disclosure document. Examples of industry specific risks in the real estate industry include but are not limited to, general economic conditions, fluctuations in real estate markets, interest rates, and risks related to mortgage extensions, defaults, foreclosure and related costs.

In addition, exempt products are sold under certain statutory prospectus exemptions, which exemptions relieve the exempt products from having to file a prospectus and therefore there is no review of the disclosure documents by the securities commission or similar regulatory authority.

All applicable risks are described in detail in each product's Offering Memorandum or disclosure document and we encourage you to read the entire Offering Memorandum or disclosure document carefully and seek independent legal or tax advice where appropriate before making an investment decision. We also encourage you to read this Relationship Disclosure Document carefully as it contains important information about the risks associated with your relationship with CVC.

Using Leverage

Using borrowed money to finance the purchase of securities involves greater risk than using cash resources only. The purchase of securities using borrowed money magnifies the gain or loss on the cash invested. This effect is called leveraging. If you borrow money to purchase securities, your responsibility to repay the loan and pay interest on the loan as required by its terms remains the same even if the value of the securities purchased with the borrowed money declines.

Furthermore, many of the products that CVC offers to retail investors do not have guaranteed cash flow or income streams to rely on to repay your loans or make interest payments on your loans. Investing in products with embedded leverage or the ability to utilize leverage may also involve additional risks that will be described in detail in the product's Offering Memorandum or disclosure document, if applicable.

Benchmarks

An investment performance benchmark is a market or industry sector index against which you can measure the relative performance of your investment. By comparing your investment to an appropriate benchmark, you can see how your investment performed compared to the market or industry sector in general. Benchmarks should reflect a similar asset class, industry sector and/or risk level so they are comparable to the investment to which you are comparing performance. CVC does not currently offer benchmark comparisons to its clients for the products it sells.

Complaint Process

We encourage you to direct complaints you have regarding CVC to CVC's Chief Compliance Officer by telephone at 1-888-538-5832, by e-mail at enquiries@cvcmarketpoint.com or by mail to Suite 1800, 555-4th Avenue SW, Calgary, Alberta, T2P 3E7, Attention: Chief Compliance Officer so we may have the opportunity to address your complaint. CVC will acknowledge receipt of your complaint as soon as possible, typically within five business days of receiving your complaint, and in most cases you can expect to receive a final response and decision from CVC within 90 days of receiving your complaint.

If CVC does not provide you with a final response within 90 days of receiving your complaint, you have the right to contact the Ombudsman for Banking Services & Investments ("**OBSI**") for a further review of any complaints relating to trading or advising activity. You also have the right to contact OBSI within 180 days of receiving CVC's final response if your complaint is not resolved to your satisfaction. OBSI is a national independent dispute resolution service for resolving banking services and investment disputes and provides its services at no cost to you. An alternative to the legal system, OBSI can recommend compensation of up to \$350,000 and its recommendations are not binding. OBSI can be reached by telephone at 1-888-451-4519, by e-mail at ombudsman@obsi.ca or visit its website at www.obsi.ca.

Contact Us

If you wish to obtain further information concerning your relationship with CVC, or if you have any concerns about your client reporting, please contact your dealing representative or the Chief Compliance Officer at:

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