FORM ADV PART 2A: BROCHURE

GUARDIAN CAPITAL LP

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This brochure provides information about the qualifications and business practices of Guardian Capital LP. If you have any questions about the contents of this brochure, please contact us at (416) 364-8341. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Guardian Capital LP is also available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by selecting "Firm" and typing in our registration number 105078.

Guardian Capital LP is a registered investment adviser. Registration does not imply a certain level of skill or training.

Item 2 Material Changes

This Firm Brochure, dated March 31, 2026, summarizes Guardian Capital LP's ("Guardian", "we", "our") advisory services and fees, important business practices, risks and conflicts of interest.

This section, Item 2, highlights important changes to this Brochure since our last annual filing on March 31, 2025. We have made routine changes throughout the Brochure to improve and clarify the descriptions of our business practices and compliance policies and procedures or in response to evolving industry and firm practices. We believe that these changes are not material changes and do not describe them in this Item 2.

In addition to the routine changes noted above, one material change occurred. On March 23, 2026, Guardian Capital Group Limited ("GCG"), the ultimate owner of Guardian announced the successful completion of the acquisition of GCG by Desjardins Global Asset Management Inc. ("DGAM"). DGAM is an affiliate of Desjardins Group ("Desjardins"), the largest financial cooperative in Canada and the eighth largest in the world, with assets of $372.2 billion as at December 31, 2025. This transaction with Desjardins has resulted in Guardian disclosing several new affiliates in Item 10.

We will send clients ("you") an updated Brochure when there are material changes in future, and any time you ask by contacting us at (416) 364-8341.

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Item 4 Advisory Business

A. Business Description and Principal Owners

Guardian is an institutional investment firm founded in 1962 and an indirect, wholly owned subsidiary of DGAM, which is part of the Desjardins Group. We manage equity and fixed-income portfolios for institutions, including pension funds, insurance companies, foundations, endowments, charitable organizations, and mutual funds. Guardian is registered as a Portfolio Manager in all provinces of Canada and is a registered investment adviser with the U.S. Securities and Exchange Commission ("SEC").

B. Advisory Services

Advisory Services – General

We manage portfolios for institutional, wrap and model-based clients. The main types of securities we manage include domestic and foreign securities, warrants, corporate debt securities, commercial paper, municipal securities, mutual funds, exchange traded funds, U.S. government securities, options and money market securities. We also manage futures contracts on intangibles, interests in partnerships investing in real estate, and oil & gas interests.

For certain strategies, we engage the investment team of our London-based affiliate GuardCap Asset Management Limited to manage your portfolio.

C. Tailored Advisory Services

You choose how you want us to manage your investments, either through separately managed accounts, private funds, and/or registered mutual funds.

Institutional Separately Managed Accounts

Guardian provides investment management services to a broad range of institutional clients in accordance with the terms of individually negotiated investment management agreements. In a separate account, we follow a model portfolio, although you may provide us with guidelines and restrictions to meet your unique needs. An example would be to avoid certain market sectors or securities. Client guidelines and restrictions are agreed in writing within the Investment Advisory Agreement.

Each separate account client works directly with a dedicated client service executive. All client portfolios are monitored by our portfolio accounting and compliance teams.

U.S. Private Funds: Private funds are not customized to meet an investor's individualized needs. Private fund investors have no say in portfolio decisions but may in some cases ask to be excused from a particular investment due to legal or regulatory reasons, as explained in the fund's governing documents.

A private fund is permitted to sign a side letter with a particular fund investor to grant special rights to the investor which are not granted to other fund investors. We will notify all fund investors of the general categories of side letter terms.

Guardian-Sponsored Mutual Funds

We manage each Guardian mutual fund in accordance with the fund's prospectus which explains investment objectives, strategies and restrictions. Mutual funds are not tailored to meet the individualized needs of any particular shareholder.

D. Wrap Fee Programs

We serve as an investment manager within wrap fee programs sponsored by certain third-party broker-dealers. Wrap account clients pay a single fee, generally a percentage of the account size, which covers investment management fees, trading costs, and other operational fees such as custody, recordkeeping and reporting. The wrap sponsor pays Guardian a portion of the investment management fee it earns.

We manage wrap accounts similar to how we manage other separate accounts. However, the wrap sponsor sets the guidelines and restrictions, not the wrap account client. Clients considering a wrap account should ask the wrap sponsor for information about guidelines and restrictions before investing. Please see Brochure Item 12 for more information about how we trade wrap accounts compared to other accounts we manage.

We also provide model portfolios to certain wrap fee program sponsors (or their "overlay" managers) for unified managed accounts ("UMAs"). In a UMA account, we share investment recommendations with the program sponsor who decides whether to accept or reject them. The program sponsor executes UMA trades, so Guardian does not know whether our recommendations are accepted, nor do we have any information about the identity of UMA clients. We are paid a fee directly by the program sponsor. Please see Brochure Item 12 for more information about the timing of our investment recommendations to UMA sponsors.

The fees we receive from wrap sponsors may be lower than the fees we charge to clients who hire us directly. However, the overall cost to the client of a wrap arrangement may be higher than if the client hired us directly, when considering all the elements of the wrap fee paid to the program sponsor, such as trading, custody, recordkeeping, and reporting costs.

E. Investment Performance Differences

While direct accounts, wrap program accounts, and model portfolios utilizing the same investment strategy will generally perform similarly, performance differences are expected due to fee schedule differences, unique client restrictions, timing of trade orders, and account cash flows. Furthermore, there will be performance dispersion between direct accounts versus model portfolios because Guardian will not have trading discretion over model portfolios. For more information about Guardian's trade management policies and procedures, please see Item 12 - Brokerage Practices.

F. Regulatory Assets under Management

As of December 31, 2025, Guardian's Regulatory Assets Under Management totaled U.S. $10,679,458,174, all on a discretionary basis. In addition, Guardian had assets under administration of U.S. $7,163,634,207.

Item 5 Fees and Compensation

A. Fee Schedule

In most cases, our fees represent a percentage of assets under management which means the larger the account size, the lower the fee percentage charged due to asset breakpoints. Fee schedules and minimum account sizes may vary or be negotiable depending upon a number of factors including, but not limited to: the type of client; products or services; complexity of the client's situation; the composition of the client's account; the potential for additional account deposits; the nature, longevity and size of the overall client relationship; the total amount of assets under management for the client; and other business considerations. Negotiations may result in a reduced, higher, or fixed fee. Fees are charged as a percentage of all

investments held in the account, including cash. When interest rates are very low, client fees on cash positions could exceed the investment return on cash positions.

Investors in private funds should consult the applicable fund's offering documents for a complete description of fees and expenses associated with an investment.

Currently, we have agreed to accept performance-based fee arrangements for three accounts. Performance fees are only agreed to upon the express request of a prospective client and only for a client who meets certain eligibility requirements.

Mutual fund fees and expenses are detailed in each fund's prospectus, while private fund fees and expenses are detailed in each fund's governing documents.

As noted above, clients in wrap fee and model delivery programs pay a single fee to the program sponsor, which includes investment management, transaction expenses, and operational fees and expenses. The program sponsor pays Guardian's fees directly. In some cases, wrap program clients will see those fees payable to Guardian itemized, and in other cases not.

Guardian's standard fee schedule for investment management services is disclosed below for institutional separately managed accounts invested directly with Guardian (we do at times maintain lower fee schedules for wrap, Unified Managed Account ("UMA"), and dual contract programs and platforms)

Canadian Focused Equity:

First $25,000,000	0.45 percent
Next $25,000,000	0.35 percent
Next $50,000,000	0.30 percent
Balance	0.28 percent

Fundamental Global Equity:

First $25,000,000	0.80 percent
Next $25,000,000	0.75 percent
Next $50,000,000	0.70 percent
Balance	0.65 percent

Global Dividend Growth:

First $25,000,000	0.65 percent
Next $25,000,000	0.55 percent
Next $50,000,000	0.45 percent
Balance	0.30 percent

International Equity Select:

First $25,000,000	0.70 percent
Next $25,000,000	0.65 percent
Next $50,000,000	0.60 percent
Balance	0.55 percent

U.S. Dividend Growth:

First $25,000,000	0.60 percent
Next $25,000,000	0.50 percent
Next $50,000,000	0.40 percent
Balance	0.35 percent

The schedules above only reflect Guardian's investment management fee. See "Other Fees and Expenses" for more information on potential additional costs that could be associated with your account.

B. Deduction of Fees

Management fees for our segregated clients are billed quarterly in arrears. Our pooled fund clients have the option to have management fees debited directly from their accounts after each quarter end.

C. Other Fees and Expenses

Guardian's investment management fees are separate from the fees and expenses charged to clients by their custodian. Clients choose their own custodian and negotiate their own fees. Clients may pay brokerage commissions, transaction costs, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes in addition to the fees paid to Guardian. Mutual fund fees and expenses are described in each fund's prospectus. Please see Brochure Item 12 for more information about fees and expenses related to brokerage practices.

D. Advance Fees and Refunds

As stated above, clients are billed quarterly in arrears. We don't charge fees in advance unless a client asks us to do so. If fees are paid in advance, we will refund any unearned portion of the pre-paid fee, if the client's Investment Advisory Agreement is terminated before the end of the quarter. Upon termination, we will reimburse the client's pre-paid fees for the portion of the quarter we did not manage the account. Likewise, we will only charge fees for a new account for the portion of the first quarter we manage the account.

E. Certain Sales Compensation

Neither Guardian, nor its supervised persons accept compensation for the sale of securities or other investment products.

Item 6 Performance-Based Fees and Side-By-Side Management

As noted above, we accept performance fee arrangements, but only for a client who meets certain eligibility requirements. Performance-based fees are computed and charged in accordance with Section 205 of the Advisers Act and other applicable laws which govern eligibility.

Guardian currently charges performance-based fees for three accounts, two of which are pooled funds (Guardian Strategic Income Fund and Galibier Opportunities Fund) sponsored by Guardian and available for purchase by Canadian residents. We earn a performance-based fee plus an asset-based fee for managing these accounts.

We are conflicted when we manage a performance-fee account, because we earn a higher fee if we meet certain performance targets. To reduce this conflict, we follow an investment allocation policy which requires that we treat all accounts fairly, which means that all client accounts within each strategy are managed in the same manner, regardless of the type of fees charged. All client account trades are monitored each day by our accounting and compliance teams to ensure fair treatment.

Item 7 Types of Clients

Guardian offers its investment management services to U.S. registered funds, unregistered pooled vehicles, Canadian investment funds, pension and profit-sharing plans, trusts, estates, insurance companies, charitable organizations, corporations or other business entities, government entities, as well as wrap fee and model-based programs sponsored by third party providers of separately managed accounts and unified managed accounts.

Guardian provides investment management services to certain of its affiliates pursuant to investment management agreements.

We set different account size minimums for different strategies. For example, Canadian equity separate accounts must be at least CAD $20 million in size, while Global Equity separate accounts must be at least CAD $10 million in size. Investors must invest at least CAD $1 million in our private funds. In limited situations, we do accept smaller accounts.

Wrap program sponsors set their own account size minimums, which are usually lower than the account minimums stated above. Please see the prospectus for each mutual fund's minimum investment amount.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

A. Methods of Analysis and Investment Strategies

We primarily use "fundamental analysis" to select securities and build client portfolios. Fundamental analysis is a method of determining the true value of a security through a review of the company's financial statements, economic and market events, and industry trends. We use financial publications, electronic data services, inspections of corporate activities, third-party research, corporate rating services, annual reports, prospectuses, SEC and other regulatory filings, company press releases, and interviews with management of target and investee companies. The methods of analysis and investment strategies vary by mandate.

<u>Canadian Equities</u>
Research is conducted by all members of our Canadian equity team. The stock selection process begins by narrowing the universe of stocks (typically all portfolio holdings are selected from the S&P/TSX Composite Index) down to a subset of companies that exhibit the quality characteristics we have defined in relation to growth, profitability, risk and stewardship.

The investment team conducts a thorough analysis of each candidate stock, emphasizing the quality criteria outlined above. The objective of our research process is to gauge the sustainability of a company's fundamental drivers and the durability of its sustainable competitive advantage. This analysis includes an evaluation of how changing industry dynamics will affect the outlook for a company.

When the investment team is satisfied that a company's quality attributes are sufficiently robust, the effort then shifts to assessing the risk/reward implied by the stock's current valuation. The focus at this stage is on stress-testing the fundamental drivers and comparing the range of outcomes to what is implied by the stock's current valuation.

International Equities

Guardian uses a bottom-up research process to build concentrated, high-quality portfolios which are diversified across sector and country. Securities are selected primarily from developed markets and a pool of mid-to-large cap international companies (MSCI EAFE) with a track record of revenue growth, consistent profit gains and proven capital stewardship. This investment process ranks the quality of each portfolio holding and makes an assessment of long-term sustainable return on equity and dividend payout.

Quantitative Analysis - Systematic Strategies

In selecting securities, our I^3 investment team uses a systematic process that primarily relies on bottom-up analysis to select portfolio holdings and seeks to identify companies that have the potential for dividend growth, sustainable income, and capital appreciation over time. We combine relative, intrinsic and artificial intelligence ("AI") models to rank companies within each economic sector. Multiple factors are considered, including earnings growth, dividend growth, value, yield, momentum, and quality. The analysis projects future cash flow growth and uses customized discount rates to arrive at an intrinsic valuation target. The AI component forecasts expected dividend growth rates and also the probability of a dividend cut. A team of portfolio managers then constructs the portfolio based upon the above stock selection process and assessment of the macro environment and portfolio risk constraints. The outcome is a diversified portfolio of dividend-paying equity securities that seeks to provide above average yield and dividend growth. This investment process is used by the I^3 investment team across multiple asset classes and strategies including U.S. Dividend Growth, Global Dividend Growth, Global Quality Growth, Hedged Equity Premium Income and International Quality Growth,

Quantitative Analysis – U.S. Market Neutral Strategy

Guardian's I3 investment team uses a systematic and quantitative process to select portfolio holdings for this alternative strategy, which seeks to neutralize market risk through a balance of long and short positions in U.S, equities. The strategy integrates AI-driven analysis, including Machine Learning and Large Language Models, with rigorous intrinsic valuation. These models seek to predict Sharpe ratio, forward-looking earnings growth, price momentum, earnings surprises and discounted cash flow price targets across liquid, publicly listed U.S. equities. The portfolio managers then construct the portfolios using these insights in their decision-making process. Portfolio managers size positions through a sector-neutral, zero-beta optimization, aiming to reduce factor exposure and total risk.

Fundamental Global Equities

Guardian's London-based subsidiary, GuardCap Asset Management Limited, manages this strategy using a disciplined fundamental bottom-up approach to security selection.

GuardCap seeks to invest in businesses with excellent economics, increasing the likelihood of the company generating materially higher earnings in five to ten years' time. Research efforts are focused on determining the long-term prospects of each company, including proprietary analysis of long-term secular growth trends. The investment process is rigorous, supported by written reports and models prepared on each company considered for inclusion in a portfolio. The net result is that the portfolios are highly concentrated with exposure to high quality sustainably growing companies. The primary method of security analysis employed by GuardCap is fundamental analysis where they seek to measure the intrinsic value of a security by examining related economic, financial, and other qualitative and quantitative factors. GuardCap studies macroeconomic factors (like the overall economy and industry conditions) and company specific factors (like the financial condition and management of a company by evaluating company filings and meeting with company management). At times, GuardCap will also employ technical analysis, by studying market statistics generated by market activity (such as past prices and volume) to determine the optimal timing of trade purchases and sales.

Fixed Income

Portfolio construction for a fixed income portfolio is a mosaic process where the merits of the individual security are analyzed but each security must fit into the overall strategy and structure of the portfolio. Tightly controlled duration management is an integral part of our portfolio management process, and a critical element of portfolio risk control. The main drivers of the fixed income investment process are term structuring, sector weighting, security selection and credit analysis, and value-added trading. We utilize a proactive, disciplined approach using analytical tools to identify investments believed to offer value on a relative basis.

Derivative Overlay

Guardian's investment solutions team offers several derivative overlay strategies for both U.S. and Global equities that individually or in combination may seek to accomplish the following:

(i) enhance income generation;
(ii) provide downside protection (hedging);
(iii) provide risk-adjusted total return without changing the underlying assets (exposure management)

The solutions team relies on other investment team members and those of its affiliates to complete investment research, analysis and security selection and then makes use of derivatives through covered call option over-writing and/or the purchase of put and put spread options., which are based on quantitative factors such as equity valuations and fundamentals, and other factors such as premium return thresholds and technical prices considerations. Other derivative instruments may be utilized opportunistically and in accordance with the relevant investment mandate. In addition to custom overlay strategies, the investment team can manage the entire portfolio (underlying securities plus options) directly, where requested by institutional clients.

Responsible Investing

We have adopted a Responsible Investing Policy. The policy highlights the sustainability considerations that underscore our commitment to responsible investing and provides a framework for implementing that commitment. More specifically, with an objective of enhancing long-term investment performance each investment team is responsible for integrating sustainability considerations into the investment analysis of all securities within its strategy portfolios. In other words, each portfolio management team will seek out sustainability information, assess the materiality of that information, and integrate information judged to be material into investment analysis and decision making. We engage in active ownership which includes engagement with portfolio companies and proxy voting, as appropriate to the applicable asset class. We communicate with companies to better understand their approach to sustainability factors that are material and relevant to their specific circumstances. In this way, Guardian can more clearly determine a company's position on material sustainability issues, actions and progress made to date, and additional actions or progress it plans to take in the future and assess their impact on long term growth and valuation. Certain strategies may invest in securities such as derivatives, cash, money market securities, asset-backed securities and commercial paper, and other similar instruments where an assessment of sustainability considerations may not be applicable due to the nature of such instruments.

Reducing Risk

We believe the consistent and methodical execution of our investment philosophy will lead to attractive investment returns for our client accounts over time. We try to reduce portfolio risk through country and sector diversification and by investing in companies whose business models will thrive over the long term. However, no investment is guaranteed. Our clients must realize that loss of investment principal is a real risk.

B. Risk Factors

Before investing in securities, clients should understand that investing could lead to the loss of principal, and they should be able to withstand a loss of principal. The primary risks associated with our investment strategies and security classes are below. We cannot list all risks, but we believe these risks are important. Past performance of a particular strategy or security type is no indication of how it will perform in the future.

Mutual fund investors will find a complete discussion of investment risks in each fund's prospectus, while private fund investors will find a complete discussion of investment risks in each fund's governing documents.

ADR Risk: American Depository Receipts ("ADRs") are usually issued by a U.S. bank or trust company and represent ownership of underlying foreign securities. ADRs may not be denominated in the same currency as the common stocks into which they are converted. ADRs are meant for the U.S. securities markets. In addition to traditional investment risks, there are risks unique to ADRs, such as currency exchange risk. If the value of the company's home currency falls too much relative to the U.S. Dollar, the price of the ADR will fall. The same is true for changes in the home country's government.

Artificial Intelligence ("AI") Risk: Guardian's portfolio managers, the issuers in which they invest, service providers, and other market participants may utilize AI technologies in investment and business operations. AI refers to computer systems that can perform tasks that would otherwise require human intelligence and encompasses various different forms of AI, including machine learning and large language models. AI is typically designed to analyze data, learn from patterns and experiences, make decisions, and solve problems. It is possible that the information provided through use of AI could be insufficient, incomplete, inaccurate or biased leading to adverse effects for a strategy, including, potentially, operational errors and investment losses. The legal and regulatory frameworks within which AI technologies operate continue to rapidly evolve, and it is not possible to predict the full extent of current or future risks related to this.

Asset Allocation Risk: The amount invested in various asset classes of securities may change over time and is subject to the risks associated with those asset classes (e.g., the asset class may underperform other asset classes or that the allocation selected by Guardian may fail to perform as expected).

Capital Market Assumptions: Capital market assumptions are forecasts which involve known and unknown risks, uncertainties, and other factors which may cause the actual results to differ materially and/or substantially from any future results, performance, or achievements expressed or implied by those projections. Past performance does not guarantee future results.

Climate Change Risk: Climate change and the transition toward a low-carbon economy could result in physical and transition risks to portfolio companies and may give rise to increasing, operating or capital costs that could be material financially for certain companies.

Concentration Risk: We believe portfolio diversification can reduce risk; however, a significant percentage of a portfolio may invest in companies whose revenues come from the same market, region, or industry. Revenue problems in a specific market, region or industry will magnify the negative impact on the total value of the portfolio. If a portfolio owns companies in the same or related industries or sectors, any economic, political, regulatory, or other event affecting one of those industries or sectors may have a greater impact on the total value of the portfolio.

Convertible Securities Risk: Convertible securities are securities that may be converted or exchanged into shares of an underlying stock or other asset at a stated exchange ratio or predetermined price. The market value of convertible securities tends to decline as interest rates increase and may be affected by changes in the price of the underlying security

Correlation of Performance Across Investments and Strategies: Diversification of portfolio holdings does not prevent portfolio losses. Certain market shocks, such as the 2008 recession, the 2020 COVID-19 pandemic, or the 2023 banking scare, can result in market-wide price declines where diversification is ineffective.

Counterparty Trading Relationships: Guardian trades with different counterparties in the over-the-counter markets, including the swaps market, however there can be no assurance that these relationships will last over time. Without sufficient counterparty choices, our trade execution capabilities could be impaired.

Credit risk: Credit risk can have a negative impact on the value of a bond. This risk includes:

- Default risk: the bond issuer will not be able to pay interest or repay the principal when it is due. The greater the risk of default, the lower the quality of the bond.
- Credit spread risk: the difference in interest rates (credit spread) between the issuer's bond and a less risky bond (such as a U.S. Treasury bill) will increase. An increase in credit spreads usually decreases the price of a company's lower credit bonds.
- Downgrade risk: a credit rating agency reduces the credit rating of an issuer's securities. A downgrade in an issuer's credit rating usually leads to lower bond prices for that issuer.
- Collateral risk: if an issuer defaults on its debt, it may be difficult to sell the collateral to cover the value of the bond.

Currency Risk: Changes in currency exchange rates impact the value of the assets in the portfolio's base currency, which may negatively affect a portfolio's returns. Guardian may not choose to or be able to reduce foreign currency exposure. When we do attempt to reduce currency risk, it is not possible to fully protect against currency movements which could result in declining portfolio values or unpredictable portfolio price swings. The more unstable a given country is economically or politically, the more likely assets denominated in that country's currency will fluctuate and lose value.

Cybersecurity Risk: Technology has become more important to Guardian's business over time, which means that our business is more susceptible to operational and information security risks. A cyber breach refers to both intentional and unintentional events that may cause Guardian to lose information, suffer data corruption or lose access to our systems. This could lead to regulatory penalties, reputational damage, added compliance costs, and/or financial loss. Cyber breaches of a Guardian service provider could present similar risks. They systems and practices we and our service providers use to reduce cyber risks may not succeed.

Data Source Risk: Guardian subscribes to a variety of third-party data sources that are used to evaluate, analyze and formulate investment decisions. If a third party provides inaccurate data, client accounts may be negatively affected. While Guardian believes the third-party data sources are reliable, there are no guarantees that data will be accurate.

Derivatives Risk: Derivatives are investments whose value is based on, or derived from, an underlying asset, such as a stock or a market index. Derivatives are not a direct investment in the underlying asset itself. Derivatives are often contracts with another party to buy or sell an asset at a later date. Some common derivatives are: (a) a futures or forward contract, which is an agreement to buy or sell currencies, commodities or securities for a set price at a specified future date; or (b) an option, which gives the buyer

the right, but not the obligation, to buy or sell currencies, commodities or securities at a set price within a certain time period; and the seller, an obligation to sell or buy respectively. A strategy may use derivatives to limit potential gains or losses caused by changes in exchange rates, stock prices or interest rates. This is called hedging. A strategy may also use derivatives for non-hedging purposes, such as reducing transaction costs, increasing liquidity, gaining exposure to financial markets or increasing speed and flexibility in making portfolio changes. In addition, derivatives can be used to earn incremental income. Any use of derivatives has risks, including:

- The hedging strategy may not be effective;
- There is no guarantee that a market for the derivative contract will exist when the account wants to buy or sell;
- There is no guarantee that the account will be able to find an acceptable counterparty willing to enter into a derivative contract;
- The counterparty to the derivative contract may not be able to meet its obligations;
- A large percentage of the assets of an account may be placed on deposit with one or more counterparties, which exposes the account to the credit risk of those counterparties;
- Securities exchanges may set daily trading limits or halt trading, which may prevent an account from selling a particular derivative contract; and
- The price of a derivative may not accurately reflect the value of the underlying asset.

Dividend Risk: Companies that issue dividend-yielding securities are not required to continue to pay dividends on such securities. Therefore, there is the possibility that such companies could reduce or eliminate the payment of dividends in the future.

Emerging Market Securities Risk: Client portfolios may hold investments in "emerging markets" or in companies with material exposure to emerging markets. Certain emerging markets are developing both economically and politically and may have unstable governments and economies. Certain emerging market countries do not have strong markets while companies may have weak management or may be vulnerable to political or economic developments such as nationalization of key industries.

Emerging market securities risks generally include: (i) greater risk of expropriation, confiscatory taxation, nationalization, social and political instability (including the risk of changes of government following elections or otherwise) and economic instability; (ii) relatively small securities markets and low volume of trading, resulting in unpredictable price movement and the inability to sell securities; (iii) absence of developed legal structures governing private or foreign investment and private property; (iv) potential for higher rates of inflation or hyper-inflation; (v) currency risk; (vi) interest rate risk; (vii) credit risk; (viii) lower levels of democratic accountability; (ix) differences in accounting standards and auditing practices which may result in unreliable financial information; (x) imperfect and changing tax laws which may be applied retroactively; and (xi) weak corporate governance frameworks.

Equity Securities Risk: The value of equity securities varies in response to factors specific to a company, such as certain decisions by management, lower demand for its products or services, or even loss of a key executive, which could lead to a lower stock price. Factors specific to the company's industry, such as increased competition or costs of production or consumer or investor perception, can have a similar effect. The value of a stock may drop because of market-wide events, such as an increase in interest rates or a decrease in consumer confidence, which are unrelated to the company itself or its industry. In addition, certain equity-related instruments may be subject to additional risks, including liquidity risk, counterparty credit risk, legal risk, operations risk, and economic risk which could lead to significant loss. These factors and others can cause significant price movements and significant losses.

Execution of Orders: A portfolio's trading orders may suffer due to factors such as trading volume surges or systems failures impacting Guardian, counterparties, brokers, dealers, or other service providers. Guardian may not be able to buy or sell securities when needed, which could lead to portfolio losses. We may rely on electronic execution systems which have limitations or are manipulated, causing the interruption of trading orders.

Failure of Brokers, Counterparties, Exchanges: Client portfolios may lose assets on deposit with a broker if the broker, clearing broker, or exchange clearing house goes bankrupt or does not segregate client funds. Client portfolios may have to post margin for foreign exchange transactions either with Guardian or other foreign exchange dealers who do not segregate funds.

In the case of a bankruptcy of the counterparties or exchanges, client portfolios might not be able to recover assets in a timely manner, if at all. During a bankruptcy proceeding, client accounts may be unable to trade or transfer any positions or cash which could result in significant losses to client portfolios.

Client portfolios may trade in "over the counter" or "interdealer" markets. Participants in these markets are typically not subject to credit evaluation and regulatory oversight. Client portfolios invested in swaps derivatives or synthetic instruments, or other over-the-counter transactions, may face credit risk and may experience settlement default. Over-the-counter markets may not have clearing organization guarantees, daily marking-to-market and settlement, or segregation and minimum capital requirements.

Foreign Investment Risk: Foreign securities may lose value due to currency exchange rates, political instability, asset confiscations, taxes, restrictions on currency exchange, difficulty in selling foreign investments, and reduced legal protection. These risks grow for investments in developing countries.

Frequent Trading Risk: Strategies involving frequent trading of securities can affect investment performance due to higher brokerage transaction costs and taxes.

General Economic and Market Risk: General economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws, trade barriers, currency exchange controls, and political factors, affect client portfolios. These factors may affect the level and movement of securities' prices and the ability to easily buy and sell shares or units, all of which can cause portfolio values to drop.

Interest Rate Risk: The possibility that the value of the investment will decline due to an increase in interest rates. Interest rate risk is generally higher for longer-term debt instruments and lower for shorter-term debt instruments.

Issuer Risk: A company's security price could fall due to company-specific problems, even if the overall industry or economy is unaffected. Problems could include management issues, business disruptions, legal problems, falling revenues and/or profits, cost increases, or competition.

Leverage Risk: When an account makes investments in derivatives for non-hedging purposes, borrows cash for investment purposes, or sells short equity securities, fixed income securities or other portfolio assets, leverage may be introduced into that account. Leverage occurs when an account's notional exposure to underlying assets is greater than the amount invested. It is an investment technique that can magnify gains and losses. Consequently, any adverse change in the value or level of the underlying asset or interest may amplify losses compared to those that would have been incurred if the underlying asset or interest had been directly held by an account, and may result in losses greater than the amount invested in the derivative itself. Leverage may increase volatility, may impair an account's liquidity and may cause an account to liquidate positions at unfavourable times. Many leveraged transactions involve the posting of collateral.

Increases in the amount of margin or similar collateral could result in the need for trading at times or prices that are disadvantageous to an account and which could result in a loss for an account.

Liquidity Risk: Due to a lack of demand in the marketplace or other factors, a portfolio may not be able to sell investments promptly or may only be able to sell investments at less than desirable prices.

Market Disruption and Geopolitical Risk: The risk that geopolitical and other unpredictable events such as pandemics, outbreaks of infectious disease, environmental or natural disasters, wars and terrorism will disrupt securities markets and adversely affect global economies and markets, thereby decreasing the value of investments. Sudden or significant changes in the supply or prices of commodities or other economic inputs may have material and unexpected effects on both global securities markets and individual countries, regions, sectors, companies, or industries, which could significantly reduce the value of investments. Securities markets may be susceptible to market manipulation or other fraudulent trading practices, which could disrupt their orderly functioning or reduce the prices of securities traded on them. Fraud and other deceptive practices committed by a company undermine Guardian's due diligence efforts and, when discovered, will likely cause a steep decline in the market price of those securities and thus negatively affect the value of investments. In addition, when discovered, financial fraud may contribute to overall market volatility, which can negatively affect an investment program, as well as the rates or indices of underlying investments.

Market Neutral Strategy Risk: Market neutral strategies try to avoid market directional influences and seek to generate returns primarily from stock selection. Portfolio Managers construct long and short positions of equity securities they determine to be mispriced by the market. Portfolios are generally designed to exhibit low correlation to equity markets. The strategy depends on the ability of the I^3 investment team to identify relative winners and losers among equity securities; incorrect analysis, changing correlations, or company specific events may result in losses. Short selling involves additional risks, including potentially unlimited losses, margin requirements, and increased transaction costs. The strategy may also involve higher portfolio turnover and liquidity risks and may underperform long-only equity strategies during certain market environments.

No Investment Guarantee Equivalent to Deposit Protection: Investment in a securities portfolio is different from a deposit in a bank account, and has no protection from any government, government agency or other guarantor to protect the holder's account. Furthermore, unlike a deposit in a bank account, the principal invested in an investment portfolio will move unpredictably.

Position Limit Risk. Position limits are the maximum amounts of net long positions that any one person or entity may own or control in a specific portfolio holding. If Guardian exceeds position limits, even unintentionally, we may have to sell positions at undesirable prices or at inopportune times or be unable to complete an investment program.

Private Fund Risk: Private funds involve various risk factors, including, but not limited to, potential for complete loss of principal, inability to withdraw assets, and the inability to access portfolio holdings. A complete list of risks is found in a private fund's governing documents, which should be carefully read by qualified clients. Private funds do not provide daily access to assets or pricing. Each investor will be required to complete a Subscription Agreement to declare qualifications to invest and acknowledge and accept the risks of investment.

Quantitative Model Risk: Certain Guardian strategies managed by the I^3 investment team use quantitative models that in part use AI as part of the investment process. The use of quantitative models carries the risk of potential issues with design, coding, implementation and maintenance of the computer programs, data and/or other technology used in the quantitative models. These issues could negatively impact investment

returns. Moreover, as with many developing technologies, AI presents risks and challenges that could affect its further development, adoption and use and, therefore, could affect the Guardian strategies that use AI technology. AI algorithms may be flawed and techniques such as machine learning, deep learning and large language models may prove ineffective. Data sets may be insufficient, of poor quality, or contain biased information. Any deficiencies or inaccuracies in the analyses that AI applications and/or quantitative models produce or assist in producing for a Guardian strategy may result in a decrease in the strategy's portfolio value. Such risks should be viewed as an inherent element of investing in an investment strategy that relies upon a quantitative model that uses new technology such as AI.

Reliance on Guardian: The success of a client's portfolio depends upon the skill and expertise of Guardian's investment professionals who may not be successful. We may cause portfolio losses or miss profit opportunities. Guardian cannot assure clients that any particular investment professional or team will continue to be associated with Guardian throughout the life of the client relationship.

Regulatory Risk: Changes in government regulations may result in portfolio losses. Industries and markets with weak regulations present more risk to investors.

Short Selling Risk: A short sale involves the unlimited risk of loss due to an increase in the market price of the security between the date of the short sale and the date on which the portfolio covers its short position. There is no assurance that securities will decline in value during the period of the short sale enough to offset the interest paid and make a profit, while securities sold short may instead rise in price. The portfolio may also experience difficulties repurchasing and returning the borrowed securities. The securities lender may go bankrupt and the portfolio may lose collateral it has deposited with the sender. In addition, borrowing of securities involves a borrowing fee (which may increase during the borrowing period) and the payment of any dividends or interest payable on the securities until they are replaced. The portfolio, when engaged in short selling, will be required to maintain cash cover for its short positions, and other investments may need to be sold quickly (and at unattractive prices) to maintain sufficient cash cover. To mitigate these risks, we only sell short the securities of larger issuers and limit the size of short positions. The portfolio will also deposit collateral only with lenders that meet our creditworthiness standards and only up to certain limits.

Smaller Company Risk: Investments in small-capitalization and mid-capitalization companies, including smaller, earlier stage companies, may involve additional risks resulting from limited product lines, more limited access to markets and financial resources, greater vulnerability to competition and changes in markets, lack of management depth, volatile share price movements, and possible difficulties in valuing or selling these investments.

Sustainable Investing Risk: Sustainability considerations may result in a strategy directly or indirectly investing, or avoiding/not investing, in securities or industry sectors that may underperform or overperform the market as a whole at any given point in time. In addition, securities selected for inclusion in a portfolio may not always exhibit positive or favourable sustainability characteristics and may shift into and out of a particular sustainability classification depending on market and economic conditions. Investors may also differ in their views of what constitutes positive and negative sustainability characteristics. As a result, a strategy may directly or indirectly invest in sectors and/or issuers that do not reflect the beliefs and values of any particular investor.

Systemic Risk: A default by one institution could cause a series of defaults by other institutions. This is known as "systemic risk" and may negatively affect clearing agencies, clearing houses, banks, securities firms, and exchanges, leading to lower security prices and/or the inability to transact.

Trading on Exchanges: Certain non-U.S. exchanges are "principals' markets" in which performance is solely the individual member's responsibility and not that of an exchange or its clearinghouse, if any. A portfolio could suffer due to the inability of, or refusal by, a counterparty to meet its obligations. Certain foreign jurisdictions have less government supervision and regulation of markets, clearinghouses, and exchanges. There is a higher risk of fraud or failure of certain foreign exchanges, clearinghouses or clearing firms.

C. Risks Associated with Unique Security Types

Guardian does not recommend a particular type of security. Investing in securities involves risk of loss that clients should be prepared to bear. See Brochure Item 8B above for a discussion of the risks related to securities. The risks described herein should not be considered an exhaustive list of all the risks which clients should consider.

Item 9 Disciplinary Information

Neither Guardian nor its management team has had any material legal or disciplinary events, currently or in the past.

Item 10 Other Financial Industry Activities and Affiliations

A. Registration with Broker-Dealers

Neither Guardian nor any of its management persons are registered as a representative of a broker-dealer or have an application pending to register as a broker-dealer in the U.S. Guardian is registered in each Canadian province as an exempt market dealer, which authorizes us to engage in the business of trading in prospectus exempt securities.

B. Registration with Futures or Commodity Entities

Guardian is registered with the Ontario Securities Commission as Commodity Trading Counsel & Commodity Trading Manager for purposes of serving Canadian institutional clients.

C. Material Relationships and Arrangements with Related Persons

Through its parent company's ownership structure, Guardian has relationships or arrangements located inside and outside the United States that are material to its advisory business or clients with the following related persons:

1. DGAM indirectly controls Guardian and its main regulatory authority is the Autorité des marchés financiers where it is registered as a portfolio manager, investment fund manager, exempt market dealer and derivatives portfolio manager. It also holds registration as a portfolio manager and exempt market dealer in all other Canadian provinces and as investment fund manager in Ontario, Manitoba, Alberta, Newfoundland & Labrador. In Ontario, it also holds registration as a Commodity Trading Manager. DGAM is also registered as a securities company with the Financial Services Commission in Barbados. The firm offers investment solutions to institutional clients across Canada, including Guardian.

2. Guardian Partners Inc. ("GPI") is an indirect subsidiary of DGAM, GPI is registered as a portfolio

manager and exempt market dealer in each province of Canada and as an investment fund manager in Ontario, Quebec and Newfoundland & Labrador. GPI is also registered as an investment adviser with the SEC. The firm provides discretionary portfolio management services for the managed accounts of high-net-worth individuals and institutions.

3. Alexandria Global Investment Management Limited, also an indirect subsidiary of DGAM, is registered as a mutual fund manager under the laws of the Cayman Islands, and is the manager of a mutual fund, The Alexandria Fund, which is sold to the public outside Canada and the U.S. The fund consists of a number of "sub-funds", each of which has a different investment objective.

4. Guardian Capital Real Estate Inc. is an indirect subsidiary of DGAM and is the manager of Guardian Capital Real Estate Fund LP, a limited partnership that invests in direct real estate. DGAM also holds a 100% interest in Guardian Capital Real Estate GP Inc., which acts as general partner to Guardian Capital Real Estate Fund LP, and GC Opportunities Real Estate Inc., which acts as general partner to GC Opportunities Real Estate Fund LP.

5. GuardCap Asset Management Limited ("GuardCap"), a wholly owned subsidiary of Guardian indirectly controlled by DGAM, is registered and based in the United Kingdom. GuardCap is also registered as an SEC investment adviser. GuardCap is sub-adviser to the Guardian Capital Funds as well as a UCITS fund complex. Guardian retains GuardCap as a subadvisor for clients (including U.S. clients) in connection with Fundamental Global Equity mandates, both discretionary (sub-advisory) and non-discretionary (model) arrangements. Guardcap receives compensation from Guardian for the services provided under this arrangement.

6. Alta Capital Management, LLC ("Alta") is an SEC-registered investment management firm based in Salt Lake City, Utah, and an indirect subsidiary of DGAM. Alta Capital invests primarily in U.S.-based equity securities using a quality growth investment discipline on behalf of institutional, wrap and model-based programs for high net worth, and individual clients. Certain employees of Alta will promote the services and products of Guardian as well as the services offered by Alta. Alta and Guardian have entered into an agreement whereas each firm can provide investment management, or similar services, to each other and their respective clients. These services include discretionary (sub-advisory) and non-discretionary (model) arrangements, and other services as agreed upon between the firms. Guardian receives compensation from Alta for the services provided under this arrangement.

7. Modern Advisor Canada Inc., another indirect subsidiary of DGAM, is a registered portfolio manager in Canada, and is an affiliate of Guardian.

8. Agincourt Capital Management, LLC ("Agincourt") is an SEC-registered investment management firm based in Richmond, Virginia and an indirect subsidiary of DGAM. Agincourt primarily manages fixed income portfolios for a wide range of institutional clients.

9. Guardian Smart Infrastructure Management Inc. ("GSIM"), an indirect subsidiary of DGAM, is the manager of Guardian Smart Infrastructure Partners LP and Guardian Smart Infrastructure Partners A-LP, limited partnerships that invest in infrastructure projects.

10. Rae & Lipskie Investment Counsel Inc, an indirect subsidiary of DGAM, is a registered investment adviser (in the U.S. and Canada) and investment fund manager in Canada and is an affiliate of Guardian.

11. Sterling Capital Management LLC is an investment adviser registered with the U.S. Securities & Exchange Commission based in Charlotte, North Carolina and an indirect subsidiary of DGAM. Sterling provides investment management services to a diversified group of clients including institutional and high net worth clients. Sterling is the investment adviser to the Sterling Capital Funds, Sterling Capital ETFs and other pooled investment vehicles. Certain employees of Sterling will promote the services and products of Guardian as well as the services offered by Sterling. Sterling and Guardian have entered into an agreement whereas each firm can provide investment management, or similar services, to each other

and their respective clients. These services include discretionary (sub-advisory) and non-discretionary (model) arrangements, and other advisory services as agreed upon between the firms. Guardian receives compensation from Sterling for the services provided under this arrangement.

12. Sterling Capital (Cayman) Limited is a wholly owned subsidiary of Sterling Capital Management LLC that facilitates investment management services to non- U.S. companies.

13. Northwest & Ethical Investments L.P. ("NEI") is an indirect, partially owned subsidiary of Fédération des caisses Desjardins du Québec which has a controlling interest in DGAM and Guardian. NEI is registered as a portfolio manager in each province of Canada and as an investment fund manager in British Columbia, Ontario, Quebec and Newfoundland & Labrador. NEI has retained Guardian as sub-advisor to a Canadian mutual fund.

Guardian is the manager of a group of pooled trust funds, the Guardian Capital Funds. Guardian also serves as sub- adviser to the Guardian Capital Dividend Growth Fund, the Sterling Capital Hedged Equity Premium Income ETF as well as the Sterling Capital Multi-Strategy Income ETF, mutual funds established in the U.S. under the Investment Company Act of 1940.

Each of the above-noted dealers and advisers is a separate legal entity that carries on its business independently. Guardian may enter into arrangements with its affiliated dealers and advisers respecting such matters as the provision of support services, distribution of products and services and client referrals. Guardian may retain any of its affiliated advisers as a sub-adviser to provide advice in respect of any client account and, in appropriate circumstances, may itself be retained as a sub-adviser by any of its affiliated advisers. Guardian may use affiliated dealers. Guardian does not, prior to entering into such arrangements, search for or select dealers or advisers that are not affiliated to Guardian and does not intend to replace any affiliated dealers or advisers with third parties.

Conflicts of interest resulting from the above relationships are minimized in a number of ways. Regulations, policies and procedures restrict the relationships among dealers and advisers and govern their relationships with clients. The directors and officers of Guardian who also serve as directors and officers of its related dealers and advisers generally provide overall corporate services to DGAM entities and are not involved in the day-to-day trading for or advising of clients. Each entity has its own full-time professional staff who carries out the day-to-day trading and advising, and who may also be officers, and represented on the boards of directors, of the entities involved. Each entity has its own conflicts of interest policies. Compliance with both internal and external regulations and policies and procedures are monitored at all levels of the organization, under the guidance of the Compliance Department.

D. Recommendations and Selection of Other Investment Advisers

Guardian may recommend or select other investment advisers for clients, although we do not receive compensation directly or indirectly from these advisers. Those advisers and the potential conflicts of interest are discussed in Brochure Item 10C above.

Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

A. Code of Ethics

Guardian has developed a Code of Business Conduct ("Code") which describes the standards of conduct expected of advisory personnel. We value client trust and place our fiduciary duty to each client first and

foremost in all aspects of our business. Our Code underscores each employee's role in discharging our fiduciary duty to clients. The Code includes provisions for maintaining confidentiality of client information, prohibitions on insider trading, restrictions on the acceptance of material gifts, gifts and business entertainment, and addresses conflicts that arise from personal trading by advisory personnel. Our supervised persons must receive pre-clearance from and/or report specified personal securities transactions to the firm's Compliance Department.

For a copy of our Code, please contact us at (416) 364-8341.

B. Material Interests in Securities Recommended to or Traded for Clients

Where we exercise discretion under the client's authority in the purchase or sale of securities for the client account, we may not exercise that discretion for securities in which the firm or a related person has a material financial interest unless we have obtained the client's prior specific and informed consent. In the context of related and connected issuers referred to in Brochure Item 10C above, such consent will generally take the form of an acknowledgment by the specific clients involved, that all or a portion of their account will be invested in one or more of the associated pooled funds.

We must make certain disclosures where we advise clients, or exercise discretion on their behalf with respect to securities issued by us, a related issuer or, during the security's distribution by a connected issuer. In these situations, we must disclose the nature and extent of the relationship or connection between us and the issuer of the securities.

C. **Investing in the Same Securities we Recommend to Clients**

Guardian, and/or a related person may from time-to-time purchase or sell products that they may recommend to clients. Guardian has adopted a Code that sets forth the basic policies of ethical conduct for all managers, officers and employees of the firm. In addition, the Code governs personal trading by each employee of Guardian deemed to be an Access Person and is intended to require that securities transactions effected by Access Persons of Guardian are conducted in a manner that avoids any actual or potential conflict of interest between such persons and clients of Guardian or its affiliates.

Guardian prohibits Access Persons from trading ahead of clients, thereby profiting personally, directly or indirectly, by using knowledge about those currently considered securities transactions. Guardian collects and maintains records of securities holdings and transactions effected by the Access Person. Access Persons must seek pre-clearance to personally transact in certain securities to mitigate potential conflicts. These pre-approval requests and records are reviewed to identify and resolve potential conflicts of interest.

D. Trading in the Same Securities at the Same Time for Ourselves and Clients

Please see the response to Brochure Item 11C above.

Item 12 Brokerage Practices

A. Selection and Recommendation of Broker-Dealers for Client Transactions

Our policy on broker selection and allocation is to ensure that the firm, on behalf of its clients, receives good value from brokerage firms. This is achieved by allocating equity trade commission dollars and fixed-income trade volume to approved brokerage firms based on their efforts, for the benefit of our clients. We

have established a Broker Selection and Allocation Committee to review the allocation of brokerage commissions and volume, and to generally monitor our usage of brokerage firms. We maintain a list of approved brokerage firms. No Guardian portfolio manager is permitted to conduct a trade with a brokerage firm unless the brokerage firm is on the list of approved brokerage firms and is approved for the applicable trade type. Brokerage arrangements are made by our trading staff and portfolio managers based on their estimation of the ability of each broker to provide to Guardian services such as research, servicing, trade execution and liability trading.

When selecting brokers to conduct securities transactions on behalf of client portfolios, we take into account a number of factors, in the context of its over-riding responsibility to seek best qualitative execution, including without limitation:

(a) the execution ability of the broker with reference to the particular trade;
(b) trading expertise and prompt access to large blocks of securities;
(c) willingness of the broker to commit its own capital to facilitate trading;
(d) analyst expertise;
(e) quality of sales coverage including access to company meetings, conferences, industry or economic speakers and seminars; and
(f) international expertise.

Additionally, in selecting a broker for a particular transaction, Guardian may consider the quality and quantity of research ("Research") provided by various competing brokers, provided such brokers are otherwise able to effectively execute the applicable trade. Guardian's use of such Research is deemed to be an integral part of the investment portfolio management process and, as such, is of benefit to our clients.

None of our clients receive preferred treatment in respect of brokerage charges. In transactions governed by a fixed commission scale, our clients will not be charged in excess of that fixed commission scale. In the case of transactions where commission scales are negotiable, we endeavour to secure the best possible terms for our clients, taking into account also the general quality and reliability of service provided by the broker.

The Broker Selection and Allocation Committee meets on a quarterly basis to conduct a review of the prior period trading that includes:

- review the appropriateness of the commission rate paid on particular transactions and investigate the reasons behind any unusual levels; and,
- review the percentage of total commission dollars spent or trading volume, by product line, allocated to brokerage firms; any unusually high concentrations are investigated to ensure that they are justified based on the value added by the brokerage firm, or other unique circumstances.

1. Research and Other Soft Dollar Benefits

We realize that Brokerage commissions are the property of our clients. As the investment manager, we have an ongoing responsibility to ensure the quality of all transactions effected on behalf of our clients, including: seeking to obtain best execution; minimizing transaction costs (market impact plus commissions); and using client brokerage to benefit our clients.

Canadian and U.S. securities regulators, along with the CFA Institute, have prescribed rules and guidelines applicable to Guardian and our portfolio managers with respect to the appropriate use of client brokerage commissions. We will not direct any brokerage transactions involving client brokerage commissions to a

dealer in return for the provision of goods or services by the dealer or a third party, except where the goods and services relate to order execution or research that is related to the investment decision-making process.

When selecting brokers to conduct securities transactions on behalf of client portfolios, we take into account a number of factors, as noted above in the context of its over-riding responsibility to seek best execution.

In selecting a broker for a particular transaction, we may consider the quality and quantity of research ("Research") provided by various competing brokers, provided such brokers are otherwise able to effectively execute the applicable trade. Our use of such Research is deemed to be an integral part of the investment portfolio management process and, as such, is of benefit to our clients.

We are aware of the potential conflict of interest faced by money managers given the incentives created for money managers to place their own interests ahead of their clients' interests when obtaining goods or services other than order execution in connection with client transactions. We manage this potential conflict of interest by using client brokerage only for investment decision-making services that will benefit our clients. We never use client brokerage commissions to pay for general overhead expenses or other services that do not benefit our clients. Additionally, we do not pay affiliated brokers for Research. Affiliated brokers include those brokers in the same corporate group as Guardian.

In the normal course, we receive and utilize Research provided by brokers without any formal arrangement to compensate such brokers for the Research. We may utilize Research obtained from any broker without any corresponding obligation to direct trading commissions to such broker. Such brokers may or may not continue to provide Research in the absence of any allocation of trading commissions.

In the course of client trading activity, we may cause the accounts involved in a trade to pay more than the lowest available commission rate for eligible brokerage services in order to obtain better trade execution and in recognition of research provided by brokers. Because brokerage commissions are a client asset, we have the obligation to determine, in good faith, that commissions paid are reasonable in relation to the Research and brokerage products and services received. When making this good faith determination, we will consider the unbundled price (when that price is available) that a broker charges for Research. However, in our experience, such unbundled pricing is rare. To the contrary, in the normal course, the excess commission paid to brokers above the lowest available commission rate for a particular trade is a function not only of Research provided, but of a set of factors including execution quality and the other factors normally considered by us in our broker selection process, as detailed above. Therefore, in the normal course, we make a good faith determination, not in reference to particular transactions, but rather, in reference to our overall responsibilities with respect to accounts over which we exercise investment discretion.

Over time, as permitted by regulatory requirements, clients collectively receive the benefit of the Research supplied to Guardian through the use of their collective brokerage commissions.

Our Governance Committee must approve, in advance, any formal pre-arranged commitment whereby client brokerage commissions are allocated according to a pre-determined formula as payment for any products or services other than order execution (a "Pre-approved Soft Dollar Arrangement"). Approval for Pre-approved Soft Dollar Arrangements is generally given by approving a budget for the targeted payments at the beginning of each year, but adjustments may be made during the year, as warranted by changed circumstances.

In approving Pre-approved Soft Dollar Arrangements, the Governance Committee will require that the applicable soft dollars be provided by the groups of clients who are most likely to directly benefit from the products or services involved.

We do not seek to allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate.

The maximum percentage allocation for all transactions under Pre-approved Soft Dollar Arrangements will not exceed 10% of our total firm-wide commissions generated during the calendar year.

We will disclose annually, to all clients, our Policy on the use of client brokerage commissions. New clients will be provided with this Policy, as well as a list of each general type of good or service, other than order execution, that might be provided to us in connection with client trading activity.

Following is a list of each type of good or service, other than order execution, that was acquired with client brokerage commissions within our last fiscal year, recognizing that this list is subject to change year -to - year:

- Oil and gas commodity forecasts and research
- Equity investment research focusing on accounting disclosures and cash flows
- Data services
- Advice relating to the value of specific securities or the advisability of effecting a transaction in a specific security
- Other analyses and research reports, presented in oral or written form, concerning specific securities, portfolio strategies, issuers, industries, and economic and political factors and trends

2. Brokerage for Client Referrals

Guardian does not receive client referrals from any broker-dealer in exchange for our selection or recommendation of that broker-dealer for client trading activity.

3. Directed Brokerage

Our policy is to not utilize directed brokerage, unless requested by the client in writing. If requested by the client in writing, we will attempt to direct up to a maximum of 20% of the total commission dollars generated by the specific client account. We believe a greater percentage may affect our ability to obtain "best execution".

Our policy is to treat all clients fairly and equitably. Clients who direct commissions may not receive the same quality execution as those clients who allow us to select brokers for execution.

B. Aggregation of Client Orders

Our goal is to have the highest degree of commonality possible among our clients' portfolios which have similar investment mandates, guidelines, and performance standards. This objective is consistent with our goal of treating all clients fairly.

Guardian has adopted a Trade Rotation Policy and a Security Allocation Policy. For all clients, we utilize a multi-tiered trade aggregation or trade rotation process that seeks to execute the securities transactions of our clients and disseminate model portfolios to our model portfolio clients in a fair and equitable manner. The trade rotation process can present issues that include detrimental market impact (i.e. earlier trades may move the market causing subsequent trades to receive inferior prices), "signaling" concerns (i.e. investment dealers anticipate additional trades in the same security and use this information to the detriment of the manager's client), and timing differences that result in clients obtaining different execution prices and performance dispersion amount accounts. Such concerns are mitigated where the securities involved have significant trading volume and high liquidity. This policy specifically addresses the timing and order of transactions and the notification process for those accounts where Guardian is excluded from the trading

process or where there are significant restrictions on our trading. The various tiers in our process are as follows:

1. First Tier

We include clients that do not direct us to use specified broker-dealers in the first tier ("Free to Trade Accounts"). Free to Trade accounts are traded in accordance with our Security Allocation Policy, as further described below.

2. Second Tier

We generally include clients that direct us to utilize specified broker-dealers and traded wrap fee program clients in the second tier. A client's decision to utilize a broker as the custodian of its account (e.g. participation in a wrap fee program) may, even in the absence of an express direction to use that broker for executing securities transactions, have the same practical effect as a direction depending on the broker's capabilities and charges. Second tier accounts will be traded on a rotation basis after the Free to Trade Accounts have completed their transactions.

3. Third Tier

We include model portfolio clients in the third tier. Model portfolios are disseminated to these clients simultaneously after the first and second tier accounts have completed their transactions.

It is possible that discretionary portfolio trades (e.g. Tier 1 trades) placed by Guardian for a given security could potentially compete with client orders placed by the trading desk of a model sponsor or financial adviser. Timing delays and/or other operational factors inherently associated with trade implementation away from Guardian's discretionary trades may result in client orders being executed at the same time, before, or after the client orders of a model sponsor, or financial adviser. This may result in some clients receiving materially different prices relative to other clients.

We have established a policy for security allocation among our Free to Trade Accounts to advance our goal of dealing with all client accounts in a fair and objective manner when taking investment actions. As a result, our Security Allocation Policy requires that preferential treatment will not be given to any one client over another or that any one client will be at a disadvantage as compared to another.

In general, Guardian buys and sells securities as a block for all Free to Trade Accounts. In the process of building a "full" position or reducing or eliminating a position, it is Guardian's practice to "pro-rate" the transaction over all the portfolios that are participating in the transaction. This practice facilitates a high degree of commonality in the weight and exposure to a specific security within each of our Free to Trade Accounts that have similar investment objectives. Trade records are annotated in any situation where the actual allocation differs from the policy or the original allocation for that trade. While Guardian strives to undertake a consistent process, there could be valid commercial reasons for a deviation. It is important that these valid commercial reasons are documented at the time of execution to demonstrate the fair treatment of all clients.

Factors and principles that could form the basis of trade allocation include, but are not limited to:

- Legal and regulatory restrictions affecting the participation rates for clients;
- Liquidity preference or availability;
- Portfolio restrictions;

- Size of the investment and minimum investment sizes – for example, where allocation of an investment opportunity would be insufficient to make up a meaningful portion of a client's portfolio, such client could be excluded from the investment opportunity due to the de minimis nature of the allocation; and
- The need to rebalance positions held by any client in an investment due to capital inflows or outflows.

Because it is not possible in all instances to execute a purchase or sale in a single transaction, necessitating the execution of multiple purchases or sales over time, a series of transactions can be executed at different prices over that period. In some instances, the availability of a given security could be limited. Multiple contemporaneous client orders could also be aggregated to obtain more favorable pricing and execution. If any such aggregated order is executed in more than a single transaction and at other than a single price, the average weighted price of all such transactions will be deemed to be the price at which the security was purchased or sold for all such clients.

It is important to note that Investment decisions are made by product line and are not necessarily universal for an asset class. The risk profile and universe of stocks can be different between product lines and, therefore, a transaction completed in one product line does not require that clients of a different product line be included. A simple example might be a stock that qualifies for both our Canadian Equity Income product line and our Canadian Growth product line. Since each product line is managed with a different set of constraints and objectives, the timing of transactions will typically differ.

Trade Errors

Trade errors may occur in connection with Guardian's management of portfolios. Guardian will investigate trade errors and make a determination concerning whether reimbursement to the client is warranted. In the event of loss resulting from a trade error caused by Guardian, the firm will seek to restore the client's portfolio to the position it should have been in had the trading error not occurred. Corrective actions may include cancelling the trade, adjusting an allocation, and/or reimbursing the client.

Item 13 Review of Accounts

Regular Client Account Reviews

With respect to institutional accounts, each portfolio management team is responsible for managing a number of accounts. Accounts are continuously reviewed by the portfolio managers themselves based on information provided by the portfolio management information system. Portfolios are monitored by personnel who support the investment managers. The compliance of each portfolio with the requirements of its investment guidelines is reviewed daily by Guardian's Compliance Department. Compliance with investment guidelines is reported to management, and to the client, in writing on a quarterly basis. The Director, Compliance, is responsible for coordinating the periodic review of accounts.

B. Additional Factors which Trigger Client Account Reviews

Other factors that could trigger a review of a client's account on other than periodic basis include a change in market conditions, change in investment objective, account-level cashflows, re-balancing of assets to maintain proper asset allocation, and trading signals indicated by Guardian's portfolio software tools.

C. Client Account Reporting

Each quarter, Guardian delivers written reports to clients detailing holdings, transactions, investment guideline compliance information, performance data, commentary and investment outlook. Some clients request and receive monthly reporting.

Clients also receive Guardian's annual report discussing our domestic and international market outlook. Occasionally throughout the year, clients receive articles covering various investment-related issues, news flashes about topical events, and commentaries on major events. Clients may request up-to-date portfolio information at any time.

Item 14 Client Referrals and Other Compensation

A. Economic Benefit Received for Providing Advice to Clients

Guardian does not receive an economic benefit from any party who is not a client, for providing investment advice or other advisory services to clients.

B. Compensation for Client Referrals

Guardian may pay fees for client referrals. Such arrangements are governed by legal agreement, with referral fees based on a percentage of the management fee charged by Guardian to the referred client. All referral fees paid for U.S. clients, whether paid to employees, affiliates, or unaffiliated third parties, meet the requirements of Rule 206(4)-1 of the Investment Advisers Act of 1940, and any applicable state securities laws. Guardian pays referral fees from its revenue; there is no additional charge to the referred client. At the time of referral, unaffiliated promoters and/or Guardian clearly disclose whether the promoter making the referral is a current client, whether there is cash or other form of compensation paid, and any material conflict of interest resulting from the business relationship between Guardian and the promoter.

Item 15 Custody

An adviser has custody if it holds, directly or indirectly, client funds or securities, or has any authority to obtain possession of them. Subject to the exceptions noted below, Guardian does not maintain custody of client assets. Custody is maintained by a custodian selected by the client. Clients receive account statements directly from their custodian. Guardian's client statements are compared to custodial statements while differences are flagged and discussed with the custodian and/or the client.

Item 16 Investment Discretion

Guardian generally has discretion over the selection and amount of securities to be bought or sold in client accounts and the broker-dealer to be used for portfolio trades without obtaining prior consent or approval from the client. However, these purchases or sales and selection of the broker-dealer may be subject to specified investment objectives, guidelines, or limitations previously defined by the client and agreed to by Guardian. Discretionary authority will only be authorized upon full disclosure to the client. The granting of such authority and any related limitations is described in the written Investment Advisory Agreement. All discretionary trades made by Guardian will be in accordance with each client's investment objectives and goals. As noted in Item 4C above, clients may impose certain restrictions on investing in certain securities or types of securities which are generally outlined in writing within the Investment Advisory Agreement.

Item 17 Voting Client Securities

A. Voting of Client Securities and Client Access to Voting Information

We will accept authority to vote client securities. We consider the proxy vote an important tool to exercise active ownership. Active ownership is consistent with our fiduciary obligations and does not require us to become a shareholder activist. As active owner and signatory to the United Nations supported Principles for Responsible Investment, we integrate consideration of sustainability-related matters into our investment analysis and stewardship activities, with the objective of enhancing long-term investment performance for our clients.

We apply four broad fundamental principles when evaluating corporate governance systems:

- **Accountability**: Boards should be accountable to shareholders by holding regular board elections, providing sufficient information for shareholders to assess directors and board composition and allow shareholders to remove directors. Directors should respond to investor wishes expressed through vote results and shareholder engagement.

- **Stewardship**: A company's governance, social and environmental practices should meet or exceed the standards of its market regulations and general practices and should take into account relevant factors that may materially impact the company's long-term value creation.

- **Independence**: Boards should align their interest with what is best for the company. In order to do so, boards should be sufficiently independent from management so as to effectively supervise management's performance for the benefit of all shareholders.

- **Transparency**: Companies should share information in a sufficiently open and timely manner to enable shareholders to understand key issues and make informed investment and voting decisions.

These principles guide our fiduciary proxy voting actions by promoting long-term shareholder value creation and risk mitigation.

We subscribe to a proxy consulting service, a proxy voting service and a vote disclosure service. The consulting service provides professional review for all proxies issued by the companies held within our equity portfolios. The voting service votes proxies as specifically directed by us. We monitor the services

provided by the proxy consulting service to evaluate whether it has the capacity and competency to adequately analyze proxy issues and make recommendations in an impartial manner, and in the best interests of our clients. From time to time, we review our proxy voting policies and the services provided by the proxy consulting service to determine whether the continued use of the service and the recommendations are in the best interests of clients.

Where a real or potential conflict exists between the interest of a client and the interest of Guardian or a Guardian affiliate or associate (associate means an employee, officer or director of Guardian or its general partner), proxies are voted in accordance with investment considerations and investment merits, without regard to any other business relationship that may exist between Guardian and the portfolio company.

Examples of possible conflicts include:

- voting proxies for all accounts in a certain way to retain or obtain business
- situations where Guardian manages money for a portfolio company
- situations where a significant personal relationship exists between a Guardian associate and a proponent or beneficiary of a proxy proposal

There will be occasions where the applicable portfolio manager determines that the best interest of the client requires a vote different from the recommendation of the proxy consulting service. On such occasions, the applicable portfolio manager shall document the reasons for the voting decision when instructing the Compliance staff on how to vote the proxy.

Guardian keeps the following proxy voting records:

- Proxy statements received for client securities
- Proxy analysis received for securities
- Records of votes cast on behalf of clients
- Records of client requests for proxy voting information and the response provided by Guardian
- Documents that record the basis for decisions on voting matters, and any supporting materials
- Records related to Guardian's due diligence and oversight of the proxy consulting service.

Clients may contact their dedicated portfolio manager to direct a specific proxy vote. Clients may call us at (416) 364-8341 to obtain a proxy voting summary or copy of our proxy voting policies and procedures.

Form N-PX is used by investment companies and institutional investment managers to file reports with the SEC containing the required proxy voting records for the most recent 12-month period ending June 30 and must be filed no later than August 31 each year.

B. When Guardian Does Not Vote Securities

Guardian could decline to vote in special situations, including cases where an issue is not relevant to the proxy policy's voting objective or where Guardian believes it is not possible to ascertain what effect a vote could have on the value of an investment (e.g., social issues) or where costs are prohibitive. For example, proxy voting in certain countries requires "share blocking." During the share blocking period, shares that will be voted at a meeting may not be sold until the meeting has taken place and the shares are returned to the client's custodian. Guardian can choose not to vote a client's shares in a share blocking market if we believe that the benefit of being able to sell the shares during the blocking period outweighs the benefit of voting. In addition, certain non-U.S. markets require that Guardian deliver a power of attorney authorizing a local agent to carry out our voting instructions or comply with other administrative requirements. While Guardian could seek to provide the required power of attorney and otherwise comply with imposed

requirements, Guardian could at times be unable to do so in a timely manner, which could prevent us from voting client shares.

Clients that choose to vote their own securities will receive proxy materials from their custodian and/or transfer agent. Clients may contact their dedicated client service executive with questions about a specific proxy vote.

Item 18 Financial Information

A. Prepayment of Fees

Guardian does not require or seek prepayment of fees six months or more in advance.

B. Status of Financial Condition

Guardian is not aware of any financial condition that would impair our ability to meet legal commitments to our clients.

C. Bankruptcy

Guardian has never been the subject of a bankruptcy petition.