



## C.S.T. SPARK INC.

### RELATIONSHIP DISCLOSURE INFORMATION

This document describes your relationship with C.S.T. Spark Inc. (**CST Spark**) and contains all the information that a client would consider important, including the nature of the advisory relationship, products and services offered, conflicts of interest, costs associated with CST Spark's services and products and reporting.

#### WHO WE ARE

CST Spark is a wholly owned subsidiary of the Canadian Scholarship Trust Foundation (the **Foundation**). The Foundation is under common management with CST Spark and our affiliates, C.S.T. Savings Inc. and C.S.T. Asset Management, although the board of directors of the Foundation, with the exception of the President and CEO of the Foundation, are independent of management. The Foundation has retained CST Spark as the Investment Fund Manager to direct the business, operations and affairs of the CST Spark Education Portfolios (each a **Fund** and collectively, the **Funds**) and to provide other administrative services. We have contracted some of our administrative services to C.S.T. Savings Inc.

#### REGISTRATION & SRO MEMBERSHIP

CST Spark is registered in Newfoundland and Labrador, Ontario and Quebec as an investment fund manager. CST Spark is also registered in all 13 Canadian jurisdictions as a scholarship plan dealer and a mutual fund dealer. CST Spark is a Dealer Member of the Canadian Investment Regulatory Organization (**CIRO**).

#### NATURE OF ADVISORY RELATIONSHIP

Our Representatives provide investment advice to you, our clients, in order to help develop a strategy to meet your investment objectives but ultimately, you make your own investment decisions as to the investments you make and how much to allocate to the chosen investment. Our Representatives are responsible for the advice provided and to ensure it is both suitable based on your investment needs and objectives and is based on placing your interests before their own.

### SETTING UP YOUR ACCOUNT

#### NATURE OF PRODUCTS AND SERVICES OFFERED

CST Spark is an independent mutual fund dealer and investment fund manager. We offer proprietary CST Spark Education Portfolios which have been qualified by prospectus and filed with securities regulators.

#### OPENING A CST SPARK ACCOUNT

To open a CST Spark account, you're required to complete a New Account Application Form (**NAAF**) online at [www.cstspark.ca](http://www.cstspark.ca). Once you submit your NAAF, a scheduled call with a Representative is required so that we can review and confirm your personal and financial information prior to proceeding with your NAAF. Securities rules require CST Spark to obtain information related to your identity and information will be collected from you in order to open a new account with CST Spark. Once you have completed your appointment with a Representative and have confirmed that you wish to proceed, your NAAF will be processed.

If you are opening a Registered Education Savings Plan (the **RESP**), the Foundation will apply to the Canada Revenue Agency to have your plan registered as an RESP and will apply for any available government education saving grants (**government grants**) requested by you on your behalf. To do this, we require your Social Insurance Number (**SIN**), and the RESP beneficiary's name, date of birth and SIN. Only an RESP can receive government grants.

#### INFORMATION YOU PROVIDE US

Provincial securities laws require that we collect and record certain key information about you and each order or account we accept. The personal and financial information collected is called the Know Your Client (**KYC**) information. It is your obligation to ensure that you keep your records with us up-to-date and promptly notify CST Spark if your personal circumstances change or if any of the information you previously provided us – such as your stated investment objective, risk tolerance, or time horizon for your account(s), or any of your financial circumstances - change. This is because such changes may impact your investor profile, which can make some investments no longer suitable for you.

The KYC information includes information about you, your financial situation (your annual income and net worth), investment knowledge, investment objectives, risk tolerance and time horizon.



## INVESTMENT KNOWLEDGE

Investment knowledge should reflect your understanding of investing, investment products and their associated risks. You should not buy investments that you do not understand. By providing your level of investment knowledge to us, you can help us better pick and explain investments we recommend to you.

**None / Novice:** You understand there are different things you can invest in but do not know the differences between each type. This might be your first investment.

**A Little / Fair:** You know different types of investments and their level of risk. You own different investments.

**Comfortable / Good:** You are familiar with mutual funds, bonds and equities. You understand the interaction between the risk level, the returns and the fluctuation in time of different investment types.

**Experienced / Excellent:** You have in-depth knowledge of the financial market, its movement and its effect on your investments.

## INVESTMENT OBJECTIVE

Selecting one of the following investment objectives indicates which objective best describes the goal of your Account. This means that most of the holdings in the Account should help achieve this goal. You may have a different investment objective for different Accounts. By indicating which investment objective is intended for your Account, you also help us ensure that we only recommend suitable investments and that you have chosen an appropriate investment to achieve your goals and needs for that Account.

**Safety:** Your objective is mainly the preservation of the principal investment. The investment selection could include money market funds, short-term bonds and cash.

**Income:** Your objective is mainly to generate an income from your investments and you are less concerned with capital appreciation. This could include fixed income funds, funds that invest in bonds and money market funds.

**Balanced:** Your objective is a combination of income and growth. A balanced objective should typically include at least 40% in fixed income investments and no more than 60% in equity mutual funds.

**Growth:** Your objective is capital appreciation and current income from investments is not a requirement.

## RISK TOLERANCE AND RISK APTITUDE

Risk Tolerance and Risk Aptitude are gauges of how comfortable you are with risk, including the risk your investment returns could fluctuate and the risk you could lose money. They describe your willingness to withstand both fluctuations in the value of your investments and volatility in their investment returns. Risk varies from one investment product to another and even from one mutual fund to another. A customer may be willing to assume some risk proportionate to their desire to obtain higher returns. Generally, a customer's risk tolerance will fall into one of the following categories:

**Low:** You are willing to forgo potential for gains to ensure that losses and volatility in your portfolio are minimal. Examples of products you may choose to invest in: GICs, short-term bonds, or instruments where principal is guaranteed.

**Low to Moderate:** It is important to you that losses and volatility in your portfolio are limited, but you desire growth of your portfolio to keep pace with inflation. Examples of products you may choose to invest in: asset allocation funds, balanced funds.

**Moderate:** You desire a portfolio that has the potential for some growth in value and are willing to accept the potential for some losses and moderate volatility. Examples of products you may choose to invest in: dividend funds, equity funds.

**Moderate to High:** You desire the potential for above average performance. In doing so, you accept that your portfolio has the increased potential to experience larger losses and moderate to high volatility. Example of products you may choose to invest in: small and mid cap equity funds, some sector specific funds.

**High:** You desire the potential for the greatest amount of growth. In doing so, you accept that your portfolio will likely experience significant losses from time to time and have high volatility. Examples of products you may choose to invest in: emerging market equity funds or instruments using alternative strategies.

## TIME HORIZON

Time Horizon Time horizon means the length of time you expect to hold the investments in your Account, and when you anticipate you will need money from the investments in your Account. It also relates to how far in the future your financial



goals for your Account are. For example, if you're investing for a short-term goal, your time horizon will be much shorter than if the purpose of your Account is to accumulate wealth for your retirement that is several years away.

### **SUITABILITY OF INVESTMENTS**

Based on the NAAF that you submit, we'll review the KYC information and all investment orders for suitability based on your investment objectives, risk tolerance, investment knowledge, time horizon, financial position and any other relevant information you may provide during this review. Additional reviews of this information will occur, when any assets are transferred into CST Spark or when your KYC information changes.

When we do a suitability assessment, we match the KYC information on your account to the characteristics of the Fund you are purchasing. If there is a discrepancy between the KYC information and the investments, the investments will generally be considered to be either unsuitable or the KYC information may need to be updated if there have been any material changes to your circumstances. Any trades that raise questions based on our suitability review will be returned to a Representative for follow up with you. As we do not offer non-proprietary products, the suitability determination that we and our employees conduct may not consider the larger market of non-proprietary products or whether those non-proprietary products would be better, worse or equal in meeting your investment needs and objectives.

### **TRUSTED CONTACT PERSON AND TEMPORARY HOLDS**

When you open an account at CST Spark, our Representative may ask you for the name and contact information for a trusted contact person and your consent to contact this individual in certain circumstances. A Trusted Contact Person is someone that can be contacted to confirm or make inquiries about possible financial exploitation, or if there are concerns about your mental capacity as it relates to your ability to make financial decisions. A common example of financial exploitation is financial fraud. Your Trusted Contact Person may be contacted to confirm your current contact information if we cannot reach you or to confirm the name and contact information of a legal guardian, if any. You can replace or revoke your Trusted Contact Person at any time.

A temporary hold may be placed on your account or a particular transaction if we reasonably believe that you are in a vulnerable position and are being financially exploited or that you are experiencing diminished mental capacity which may affect your ability to make financial decisions relating to your account(s). A vulnerable position includes an illness, impairment or disability which places you at risk of financial exploitation. If a temporary hold is placed on a particular transaction, you'll be provided with a notice, either written or verbal, explaining the reasons for the temporary hold, and at least every 30 days thereafter until the temporary hold is revoked. Your Trusted Contact Person may also be contacted.

### **MUTUAL FUND INFORMATION**

Once your account is opened, you'll receive the Fund Facts and simplified prospectus (collectively, the **prospectus**). The Fund Facts and prospectus explain important features of the mutual fund(s) that you are buying, including compensation and fees specific to each product. Details regarding how applicable fees are calculated and charged to you, as well as your rights of rescission and withdrawal are outlined in the Fund Facts and/or prospectus. It is recommended that you read the Fund Facts and/or prospectus carefully and retain it for future reference, together with all other information pertaining to your investment(s).

### **CASH AND CHEQUE HANDLING PROCEDURES AND FAILED SETTLEMENT**

All purchases of units of a CST Spark Education Portfolio must be made through pre-authorized payment. Under no circumstances should a cheque be made payable to or cash be given to a Representative or any other employee of CST Spark.

## **RISKS**

### **PURCHASING MUTUAL FUNDS**

Mutual fund securities are not covered by the Canada Deposit Insurance Corporation or by any other government deposit insurer. There can be no assurances that the funds will be able to maintain their net asset value per unit at a constant amount or that the full amount of your investment in a fund will be returned to you. Mutual funds are not guaranteed, their values change frequently, and past performance is not necessarily a guarantee of future performance.



## INVESTMENT RISKS

Securities law require us to disclose the risks that should be considered when making an investment decision. Depending on the type of CST Spark Education Portfolio you choose, investment risk can include:

**General investment risk** – the risk that changes in interest rates, economic conditions and market and company news will result in frequent and substantial changes in the value of your investment;

**Capital risk** – the risk that the value of an investment at the time of withdrawal may be significantly lower than the amount investment;

**Liquidity risk** – the risk that investments made by a mutual fund may not be readily saleable and affect the value of the fund;

**Currency risk** – the risk that securities denominated in a currency other than Canadian dollars will be affected by changes in the value of the Canadian dollar in relation to the value of the currency in which the security is denominated;

**Interest rate risk** – the risk to the earnings or market value of a portfolio due to uncertain future interest rates;

**Business risk** – the risk inherent in the operations and results of the entity or industry in which the mutual fund invests in, including the risk associated with the amount of leverage or debt that the fund has invested in used to finance the assets.

Please refer to the risk outlined in the CST Spark Education Portfolios prospectus and each Fund's Fund Facts document for more information.

## RISKS OF BORROWING MONEY

Using borrowed money to finance the purchase of securities involves greater risk than a purchase using cash resources only. If you borrow money to purchase securities, your responsibility to repay the loan and pay interest as required by its terms remains the same even if the value of the securities purchased declines. CST Spark does not allow leveraged accounts.

## FEES ASSOCIATED WITH YOUR ACCOUNT

There are costs for investing in CST Spark Education Portfolios. The following summary lists the fees and expenses that you may have to pay if you invest in the CST Spark Education Portfolios. You may have to pay some of these fees and expenses directly. The Funds may have to pay some of these fees and expenses which will reduce the value of your investment in the CST Spark Education Portfolio.

## COMPENSATION

Each Fund pays an annual management fee (the **Management Fee**) of 1.3% of the daily asset value to CST Spark that is calculated and payable monthly in arrears based on each Fund's daily average net asset value (**NAV**) during the relevant month and is subject to harmonized sales tax and other applicable taxes. The Management Fee is used to pay certain expenses such as employee salaries, research costs, and promotional expenses and is consideration for the management and administration services provided to the Funds.

CST Spark does not receive a commission at the time of sale of an investment and does not earn any trailing commissions.

You will find details of compensation amounts in the Fund Facts for each mutual fund.

## UNDERLYING FUND FEES

Where a Fund invests in an underlying investment fund, the fees and expenses payable by that underlying fund are in addition to the fees and expenses payable by the Fund. No sales or redemption fees, other than brokerage fees, are payable by a Fund when it buys or sells securities of an underlying fund.

Each Fund holds exchange traded funds (**ETFs**) that are managed by BlackRock. The weighted average cost of these ETFs' fees and expenses across the CST Spark Education Portfolios ranges from 0.16% to 0.19% of the Fund's value based on their target asset mix and the ETFs' management expense ratios as reported in their most recent ETF Facts, which range from 0.06% to 0.72% of each ETF's daily asset value. These fees are not paid directly by you but impact the prices of the ETFs that the Fund holds. C.S.T. Spark Inc. does not charge a management fee that would be reasonably expected to duplicate a fee payable by the underlying funds in which a Fund invests for the same service.



## **OPERATING EXPENSES**

CST Spark Education Portfolios pay for certain expenses of its operation that are not paid for by the Manager out of the Management Fee. This includes brokerage fees and other fees, and disbursements directly relating to the investments made for CST Spark Education Portfolios, taxes payable by the Funds, expenses of any Subscriber meetings, and expenses related to out of the ordinary costs of the trustee and custodian. Any fees and expenses relating to compliance with a new requirement that may apply to CST Spark Education Portfolios will be charged to the Funds.

## **INDEPENDENT REVIEW COMMITTEE (IRC) FEES**

The CST Spark Education Portfolios share the fee for the IRC's services with other CST Plans. The IRC reviews conflict of interest matters between CST Spark and the CST Spark Education Portfolios. These and other fees are described in the Fund Facts and prospectus.

## **TRANSACTION CHARGES**

Transaction charges are defined as any amount charged to a client by CST Spark in respect of a purchase or sale of a security and includes any federal, provincial or territorial sales taxes paid on that amount. Some examples of these charges include commissions, transaction fees (such as fees for insufficient funds or transfer fees) and switch fees.

## **OUTSIDE ACTIVITIES AND CONFLICTS OF INTEREST**

Our Representatives are employees of CST Spark. Any investments being offered are through CST Spark and therefore there are no conflict of interest issues or confusion as would be the case if different investments were being offered through multiples unrelated entities.

## **CONTENT AND FREQUENCY OF REPORTING**

You can access your account at any time through our website [www.cstspark.ca](http://www.cstspark.ca). You may reach our Customer Experience department Monday to Friday 9:00 am to 5:00 p.m. Eastern Time toll free at 1-800-461-7100. We are available by telephone, email or live chat during business hours to assist you.

## **TRADE CONFIRMATIONS**

After any investment transaction, you'll receive an email from CST Spark notifying you that a written confirmation of the transaction details is available in your online account, usually within 2 to 3 business days of the transaction.

For recurring transactions (e.g., pre-authorized contributions, systematic withdrawal plans) a confirmation will be issued for the first transaction only. Subsequent transaction details can be found on your account statement.

## **ACCOUNT STATEMENTS**

We'll send you an email advising when your client statement has been posted to your online account. An account statement is provided to you at least once every three months. The statement contains details of securities transactions and your holdings during the period covered by the statement as follows:

- (i) the type of account;
- (ii) the account number;
- (iii) the date the statement was issued;
- (iv) the period covered by the statement;
- (v) the name of the Representative(s) servicing the account, if applicable; and
- (vi) the name, address and telephone number of CST Spark.

You'll also receive a **Report on Charges and Compensation** on an annual basis summarizing annual charges (such as switch fees and account fees) paid to CST Spark and any other compensation CST Spark has received during the 12-month period covered by the report.

**A Performance Report** will be sent to you once every calendar year (if you have been a client of CST Spark for the full calendar year) which includes the annualized total percentage return for the 12-month period covered by the statement, and the annualized total percentage return "since inception".



## PROTECTION OF YOUR PERSONAL INFORMATION

Your information and the business you do with us is kept in strict confidence. Only authorized personnel have access to your information. We collect, use and disclose personal information that a reasonable person would consider appropriate for the circumstances. Our procedures and systems are designed to protect your information from error, loss and unauthorized access. We keep your information for only as long as it is needed and/or required by privacy, securities or any other applicable legislation.

We monitor our compliance with applicable privacy legislation. To help serve you better, we may review and analyze your use of products and services, including transactions in your account(s), to help protect you from unauthorized use of your account(s).

## REFERRAL ARRANGEMENT

A CST Spark Representative may have contacted you because a friend or family member has provided your name and contact information and has indicated you may be interested in CST Spark Education Portfolios. If our Representative received your name from such an individual, CST Spark may have given that individual a thank you gift of a nominal value for the referral and helping us build our business.

Our Representative may also have contacted you because he or she was given your name and contact information from one of our corporate programs or a referral provider for a fee of less than \$10 per name.

A referrer is not registered to provide any investment advice or recommendations about CST Spark Education Portfolios to you. Only a Representative of CST Spark, registered under its mutual fund dealer registration, may provide such advice or recommendations.

## BENCHMARKS

You can use investment performance benchmarks to assess the relative performance of your portfolio versus, most commonly, a published index (or a hybrid of several indices). It is important to choose a benchmark that has similar (or identical) risk and return characteristics and asset classes. If there is no single benchmark that matches your portfolio, you may be able to construct a hybrid benchmark. The closer a benchmark matches your portfolio, the more meaningful the comparison.

Benchmarks can help you determine if your portfolio is achieving your investing goals, and help you develop realistic expectations for the long-term return on your portfolio. Benchmarks usually do not include fees in their return calculations, so their returns are overstated versus a real portfolio.

We do not provide benchmark comparisons in our account reporting. Please speak to a Representative if you have questions about the performance of your portfolio or what benchmarks might be appropriate for you. CST Spark will, however, report the mutual fund's performance in its Management Report of Fund Performance available on our website and at [www.sedarplus.ca](http://www.sedarplus.ca).

## CANADIAN INVESTOR PROTECTION FUND

CST Spark's clients' accounts are protected by the Canadian Investor Protection Fund (**CIPF**) within specific limits. Please refer to the CIPF Coverage Policy on the website at [www.cipf.ca/cipf-coverage](http://www.cipf.ca/cipf-coverage) for a description of the nature and limits of coverage or contact the CIPF at 1-866-243-6981.

## CUSTODY OF YOUR ASSETS

When you invest in a CST Mutual Fund, your investment is held in a trust that is governed by a trust agreement between CST Spark, the Foundation and RBC Investor Services Trust as trustee. Assets invested in the Funds are held and safeguarded by RBC Investors Services Trust who also acts as the custodian. If the custodian were to discontinue its services for any reason, CST Spark and the Foundation will appoint another firm as custodian of the Funds.



## UNCLAIMED PROPERTY

Your investment in the CST Spark Education Portfolios will be considered unclaimed when a payment is due to you and we are unable to locate either you or your beneficiary. Your accounts will be handled in accordance with our unclaimed property policy and any provincial unclaimed property laws which apply. For clients in Quebec and Alberta, any remaining contributions will be paid to the respective provincial government.

For RESPs, we will continue to invest your contributions, earnings and government grants until your plan expires. Your RESP expires at the end of the 36<sup>th</sup> year of your RESP. At expiry, we'll pay any earnings remaining in your account to a designated educational institution as required under the *Income Tax Act* (Canada) and any government grants will be returned to the applicable government.

## YOUR RESPONSIBILITIES

We encourage you to understand the risks associated with your purchase of the Funds. Before entering into an agreement to purchase these funds, you should read the Fund Facts and prospectus and ask our Representatives any questions you may have.

You should regularly review the financial information about the Funds that we provide to you, either on your online account or on our website.

You should also ensure your profile is up to date and you inform us of changes to your personal details, financial circumstances, investment objectives and risk tolerance.

## COMPLAINTS AND DISPUTE RESOLUTION

If you have a complaint or a concern about a Representative or the services you received from us, we invite you to contact us by mail at C.S.T. Spark Inc., 2235 Sheppard Avenue East, Suite 1600, Toronto, ON M2J 5B8 or via our website [www.cstspark.ca](http://www.cstspark.ca) or by email at [complaint@cstspark.ca](mailto:complaint@cstspark.ca).

We'll work with you to resolve your complaint or dispute. However, if we do not provide you with our decision within 90 days of our acknowledgement of your complaint or if you are not satisfied with our resolution of the matter, you may refer your complaint to the Ombudsman for Banking Services and Investments up to 180 days after we provide you with our decision or Autorité des marchés financiers (Québec residents only) at the contact details given below.

### Ombudsman for Banking Services and Investments (OBSI)

20 Queen Street West, Suite 2400  
P.O. Box 8  
Toronto, Ontario M5H 3R3

Toll Free: (888) 451-4519  
Fax: (888) 422-2865  
Website: [www.obsi.ca](http://www.obsi.ca)  
E-mail: [ombudsman@obsi.ca](mailto:ombudsman@obsi.ca)

### Autorité des marchés financiers (AMF)

Service du traitement des plaintes  
800, square Victoria, 22<sup>e</sup> étage  
C.P. 246, tour de la Bourse

Montréal (Québec) H4Z 1G3  
Telephone: (514) 395-0337  
Toll Free: (1-877) 525-0337  
Toll Free Fax: (1-877) 285-4378  
Website: <https://lautorite.qc.ca>

OBSI offers a free, independent and impartial resolution service for our clients. Legal representation isn't required to participate fully with any investigation carried out by OBSI. If OBSI investigates a complaint against us and finds in your favour, it'll recommend a course of action to resolve the complaint, which may include compensation.

If you're a resident of Québec and aren't satisfied with the resolution offered or with the handling of your complaint, you may request that we transfer our complaint file to the AMF. The AMF will assess the complaint and if necessary, offer mediation services to assist us in reaching a satisfactory settlement.

Please refer to the Client Complaint Information Form for additional information.



## CONFLICTS OF INTEREST

As a financial services firm, our business interests may be different from your interests as a customer of CST Spark. A conflict of interest may arise in circumstances where your own interests differ or conflict with the interests of CST Spark or your Representative. Under securities regulations, CST Spark is required to take reasonable steps to identify and manage, by placing your interests before our own, material conflicts of interest which could be expected to arise between CST Spark, our Representatives, and you, our customers. We are also required to inform you of the nature and extent of an identified conflict of interest and the potential impact and risks to you. Although we seek to avoid or minimize conflicts of interest whenever possible, some conflicts of interest cannot be avoided.

The purpose of this Conflicts of Interest Disclosure is to provide you with a description of any conflicts arising from our role as a Mutual Fund Dealer and Investment Fund Manager and the measures we take to prevent, avoid, and mitigate conflicts and ensure they are addressed by placing your interest before our own.

In connection with your Account, the most significant conflict that we have is that we recommend that you invest in the CST Spark Education Portfolios, which are mutual funds managed by us, to meet your investment needs and objectives. CST Spark only offers its proprietary CST Spark Education Portfolios (a **Fund** or collectively **Funds**). Because we invest your RESP account only in our Funds, the suitability determination that we and our Representatives conduct may not consider the larger market of non-proprietary products or whether those non-proprietary products would be better, worse or equal in meeting your investment needs and objectives. You will receive information about your investments and all information about the fees you directly and indirectly pay to us.

CST Spark's business model is to offer investments designed for saving for post-secondary education which are based on the time horizon of when your child is expected to attend post-secondary school. To the extent we can access information for comparable products, we, or a third party on our behalf, perform periodic due diligence on comparable (non-proprietary) products in the market and evaluate whether our proprietary products are competitive with the alternatives available and suitable for their intended purpose. Our Representatives are salaried employees who may be awarded bonuses and incentives which are based on their sales performance. These incentives are not designed to motivate Representatives to recommend the sale of our proprietary products over other products that may be more suitable for you or to act in their own interest above yours. Our Representatives are obligated to make recommendations to purchase a Fund that are aligned with your investment objective(s), interests, risk tolerance and time horizon and to place your interests before their own.

There are also conflicts of interest inherent in our management of the Funds. The conflicts of interest are addressed by us in the best interests of the Funds and are referred to and considered by the Independent Review Committee for those Funds. The members of the Independent Review Committee are independent of CST Spark.

### MANAGEMENT OF CONFLICTS OF INTEREST

We have adopted the following principles to address and manage conflicts:

- We avoid conflicts prohibited by law and conflicts that we cannot effectively manage in your best interest.
- Our Representatives are required to comply with securities laws and CST Spark's policies, procedures and Code of Ethics designed to ensure that they follow ethical customer sales and business practices.
- We seek to manage material conflicts of interest by placing your interests before those of CST Spark.
- We provide you with disclosures about material actual and potential conflicts of interest so that you can understand and assess their significance to you and how we address them.

We address and manage conflicts as follows:

**AVOIDANCE** – This includes avoiding conflicts that are prohibited by law as well as conflicts that cannot effectively be addressed.

**CONTROL** – We manage acceptable conflicts through means such as physically separating different business functions and restricting the internal exchange of information.

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





CONFLICT OF INTEREST	ADDRESSED BY	HOW CONFLICTS WILL BE ADDRESSED
<p>We earn compensation as the Investment Fund Manager and Mutual Fund Dealer for managing and distributing the Funds.</p>	<p>Disclosure</p> <p>Control</p>	<ul style="list-style-type: none"> <li>- We will inform you of CST Spark Education Portfolios' fees and expenses so that you know what the Fund will be paying. Please review the disclosures in this document, the fund facts and the prospectus to review the fees associated with your RESP.</li> <li>- Our Representatives are CST Spark employees who are paid a salary and may also receive other compensation, and awards. These rewards are structured to ensure that they do not influence recommendations.</li> </ul>
<p>We only sell CST Spark Education Portfolios which are proprietary products. We can only determine the suitability of our products and no other investments available in the marketplace.</p>	<p>Disclosure</p> <p>Control</p>	<ul style="list-style-type: none"> <li>- You will receive a funds facts and prospectus at the time of enrolment. You have 2 days to review this information.</li> <li>- Our recommendation will be solely based on CST Spark Education Portfolios. We are required by securities law and CST Spark policy to ensure investment recommendations are suitable. The Compliance department ensures that purchases of CST Spark Education Portfolios are reviewed for suitability.</li> </ul>
<p>We may be party to various referral arrangements where potential customers are referred to us for the purchase of a CST Spark Education Portfolio. Referral partners are paid a fee for providing customer information.</p>	<p>Disclosure</p> <p>Control</p>	<ul style="list-style-type: none"> <li>- Your Representative must disclose to you how we received your information and the amount paid to the referral provider. Disclosure of our referral arrangements is also provided in the Referral section of this document.</li> <li>- Representatives must ensure a potential customer is suitable for purchasing a CST Spark Education Portfolio.</li> </ul>
<p>Individuals may engage in other employment and activities that could be positions of influence, create customer confusion as to CST Spark's activities and/or take time or attention away from their CST Spark activities. (Outside Activities)</p>	<p>Avoid</p> <p>Control</p> <p>Disclosure</p>	<ul style="list-style-type: none"> <li>- When a Representative engages in other activities, they are required under securities rules to provide us with disclosure of their activities, including the identification, assessment and reporting of conflicts of interest related to these activities.</li> <li>- We review all Outside Activities and assess for conflicts of interest and if the activity is approved, we monitor and supervise the activity to ensure that conflicts of interest which arise are addressed by placing your interest before our own.</li> <li>- Restrictions or controls may be placed over the Outside Activity.</li> <li>- A Representative or employee who engages in an Outside Activity that requires another license or registration will provide you with a Point of Sale Disclosure document at the time of a sale.</li> </ul>



<p>Potential conflicts may arise from gifts or inducements which could influence your investment decision.</p>	<p>Avoid</p> <p>Control</p>	<ul style="list-style-type: none"> <li>- Representatives may not accept gifts from customers or potential customers or other third parties. Representatives may provide thank you gifts of a nominal value.</li> <li>- Representatives are prohibited from directly or indirectly inducing you to purchase a CST Spark Education Portfolio by paying a contribution.</li> </ul>
<p>Certain directors and officers of CST Spark are also officers and/or directors of C.S.T. Savings Inc. and C.S.T. Asset Management Inc. which could influence or affect the related company.</p>	<p>Disclosure</p> <p>Control</p>	<ul style="list-style-type: none"> <li>- All of the directorships and officer roles are disclosed in the CST Spark prospectus.</li> <li>- There are policies and procedures in place to ensure that duties remain separate for each entity, decisions are made independently, and conflicts of interest are addressed.</li> </ul>