



Caplink Financial Corporation

Relationship Disclosure Information & Conflicts of Interest Disclosure *(RDI and COI Disclosure)*



Caplink Financial Corporation

Relationship Disclosure Information and Conflicts of Interest Disclosure

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Caplink Financial Corporation

Registration

Caplink Financial Corporation (“Caplink Financial”) is registered as an exempt market dealer (“Caplink EMD”) with the Alberta Securities Commission (“ASC”), the British Columbia Securities Commission (“BCSC”), the Financial & Consumer Affairs Authority of Saskatchewan (“FCAAS”), and the Manitoba Securities Commission (“MSC”).

Caplink Financial is also registered as an investment fund manager (“Caplink IFM”) and a restricted portfolio manager (“Caplink RPM”) in Alberta and British Columbia.

Caplink Financial acts as both a securities dealer (“Caplink EMD”) and an investment fund manager (“Caplink IFM”) and RPM for issuer Caplink Mortgage Trust (“CMT”).

Captive Dealer

Caplink EMD is a captive dealer that solely distributes the proprietary securities of CMT, which is a related and connected issuer and is managed by Caplink IFM. Caplink IFM, Caplink EMD and CMT share common mind and management and have direct and indirect common shareholders and unitholders.

When you purchase units of CMT, Caplink EMD will disclose these relationships to you and explain any conflict of interest arising from them. Refer to “Conflicts of Interest” below for further details and a description of the nature of these relationships.

Products and Services Offered by Caplink EMD

Effective February 2026, CMT units are distributed through two channels:

Series A Units (Independent DR / external channel): Series A Units are sold through Caplink EMD by independent (non-employee) dealing representatives (each, an “Independent DR”).

Series F Units (In-House channel): Series F Units are sold through Caplink EMD by dealing representatives who are employees or officers of Caplink Financial Corporation or a related entity (each, an “In-House DR”).

Channel separation: In-House DRs do not sell Series A Units and Independent DRs do not sell Series F Units.

No commissions to In-House DRs: In-House DRs do not receive any compensation from Series F sales.

Exempt Market Securities (Prospectus Exemptions)

All products offered by Caplink EMD are “exempt market securities,” meaning they are sold under prospectus exemptions available under Canadian securities laws. Investors must qualify under an available exemption in order to purchase these securities, and there are restrictions on an investor’s ability to liquidate or resell these securities.

Caplink EMD distributes securities of Caplink Mortgage Trust (“CMT”) under prospectus exemptions that may include, where applicable, the Accredited Investor exemption, the Permitted Client exemption, and the Family, Friends and Business Associates exemption. Caplink EMD does not rely on an Offering Memorandum (“OM”) prospectus exemption for these distributions.

Caplink EMD does not accept cash or cheques payable to Caplink EMD and will only accept cheques payable directly to the issuer (“CMT”) from whom you are purchasing the exempt market security.

Caplink EMD distributes exempt market securities through registered dealing representatives. Before you can make a purchase, your dealing representative will discuss the applicable prospectus exemptions, any individual investment limits (if applicable), and assess whether you qualify to invest under an available exemption.

Caplink EMD’s Role

Caplink EMD will generally only act as your dealer for your purchase of exempt market securities.

Following your purchase, all product updates, administrative and investor relations enquiries will be handled directly by the manager, Caplink Financial. You will be provided with pertinent contact information, in writing, prior to any purchase you make through Caplink EMD.

For each initial purchase, Caplink EMD will collect personal information from you through a Know Your Client (“KYC”) form in order to conduct a suitability assessment.

The information collected will include, but is not limited to, your investment needs and objectives, risk capacity, risk tolerance, time horizon, investment knowledge, financial circumstances, personal circumstances and personal identification.



This information is used to verify your identity, to verify that you qualify for an appropriate prospectus exemption, and to determine whether the purchase is suitable for you.

Each Caplink EMD dealing representative is obligated to make this suitability determination for each purchase you make through Caplink EMD.

Your Relationship with Caplink EMD and Our Obligation to You

Know Your Client and Suitability Determination

Caplink EMD and its dealing representatives will review and update your Know Your Client (“KYC”) information as needed, including for each subsequent purchase you make.

For new clients, we collect KYC information and verify identity before opening an account and accepting an instruction to purchase exempt market securities.

A new KYC form will generally be required if the KYC we have on file is more than twelve (12) months old or if there has been a material change in your information (for example, a change in your investment objectives, financial circumstances, risk profile, marital status, employment status or other circumstances).

It is important that you keep your information current with Caplink EMD and contact your dealing representative if your information changes.

Your dealing representative will assess suitability based on, among other things, your overall investment portfolio and your exposure to exempt market securities in your Caplink EMD account and in other accounts.

Because exempt market securities are typically high risk and illiquid, depending on your circumstances it may not be suitable for you to have more than ten (10) percent of your financial assets invested in one exempt product or asset class.

Exempt-market securities can be higher risk and may be illiquid (for example, they may not trade on a public exchange). Any recommendation must be suitable for you based on your financial circumstances (including liquidity needs), investment objectives, and your risk tolerance and risk capacity. We also consider concentration risk—if an investment would represent a significant portion of your total financial assets or overall portfolio, it may not be suitable.

A limited allocation to exempt market products may be appropriate if the risk is consistent with your risk tolerance for that portion of your portfolio, and your dealing representative will review this with you when you complete your KYC and when you make additional investments.

Because Caplink EMD is a captive dealer and exclusively offers proprietary products, any suitability determination (where required) will be based only on the products Caplink EMD offers and will not consider the broader market of non-proprietary products.

Caplink EMD and its dealing representatives cannot provide advice on other investments or asset classes; if you want advice or access to other securities, you should seek a different registered firm.

Pre-trade disclosure of charges

Before accepting an instruction from you to purchase or sell a security, your dealing representative will disclose to you:

- An exact or estimated amount of the charges paid directly or indirectly in respect of the purchase or sale.
- Any deferred charges that may apply during purchase or sale.
- Whether a trailing commission will be paid to the dealer of record with respect to the security and, if applicable, the trailing commission rate (including if the rate is 0%) and who will receive it (Caplink EMD or Independent DR channel).
- For Series A Units, that any trailing commission paid is paid from assets attributable to the applicable Series and reduces the Series’ NAV and investor returns.

Trusted contact person

As part of the KYC information that we collect, we are required to ask you to provide the name and contact information of a Trusted Contact Person (“TCP”). A TCP is typically a trusted adult with no financial interest in your account. This can be a close friend, a family member or a caregiver.

You can change your TCP at any time by contacting your dealing representative. Naming a TCP is not mandatory and the decision to name a TCP is completely up to you.

A TCP is not the same as a power-of-attorney and has no authority to transact in your account or make decisions

on your behalf.

With your consent, Caplink EMD may contact your TCP to make inquiries about:

- possible financial exploitation affecting your account,
- the identity of a legal guardian/executor/trustee or other representative,
- concerns about your mental capacity as it relates to financial decision-making, or
- current contact information if we cannot reach you after repeated attempts.

It is important to keep your TCP information current, and you may withdraw your consent for Caplink EMD to contact your TCP at any time.

Scope of Services (No Financial Planning)

Caplink EMD does not provide comprehensive financial planning, tax advice, or legal advice, and Caplink EMD's services are limited to the products it is registered to distribute.

Your account with Caplink EMD is opened for the purpose of transacting in Caplink EMD investment products.

Where required by securities laws, Caplink EMD will collect KYC information and make a suitability determination for purchases you make through Caplink EMD (unless an applicable waiver is signed).

For advice on your general financial needs, or advice about investments not available through Caplink EMD, you should consult a qualified independent advisor.

Where your Investments are Held

When you enter into an arrangement to purchase exempt market securities through Caplink EMD, we will refer to this as your "account". Your account with us is purely transactional in nature. We do not hold assets or investments for you when acting as EMD.

Caplink EMD does not accept cash or cheques payable to Caplink EMD and will only accept cheques payable directly to the exempt product you are purchasing.

Exempt market securities that you purchase through Caplink EMD will be held either in a "client-name" account or a "nominee-name" account, as explained below.

Client-name account

Client-name securities are non-registered investments held in your name by the issuer.

You are both the registered and beneficial security holder.

You will not receive a physical certificate representing your ownership of the security from the issuer, because the issuer uses an electronic registry system to record your name as the security holder in its books and records.

Registered investment accounts

Registered investments are tax-sheltered and held in an RRSP, RRIF, TFSA, RESP, or other registered investment accounts.

Registered accounts cannot be held directly in your name by the issuer and must be held by a third-party custodian in a nominee account (see below).

Caplink EMD does not provide services related to registered accounts and we have no custody, management, possession or control over these securities or cash holdings.

Nominee account

Securities held in a Nominee Account are issued in the name of someone other than you, such as a broker, trust company, financial institution, custodian, nominee or other intermediary.

Although you are the beneficial security holder of nominee-name securities, the intermediary is the registered security holder that holds the security for you, commonly in a registered investment account.

When opening a registered account to hold your exempt market security investment, it will typically be held through a custodian (normally Olympia Trust Company) and your securities will be held in the name of the custodian ("Nominee").

Caplink EMD is not a custodian and is not an agent or representative of any custodian; you are responsible for completing custodian forms accurately and you must deal directly with your custodian regarding your self-directed plan (including fees, statements and account administration).

Not all custodians will agree to hold exempt market securities, and custodians may charge transaction and annual

fees to purchase, hold or sell your securities.

If you have questions about custodian applications, forms or fees, you must contact your custodian directly, and Caplink EMD encourages you to review your custodian statements regularly.

Transfer Agent Services and Unit Certificates

Caplink Financial acts as its own transfer agent and is responsible for maintaining the books and records of its security holders in which case you will be relying on the record keeping of Caplink Financial, the fund manager and administrator. Unitholder administration is maintained through Caplink Financial.

You will not receive a physical certificate representing your ownership of the securities you purchased through Caplink EMD. The issuer records ownership through an electronic registry system.

Dividend Reinvestments

Caplink EMD will generally only act as your dealer in connection with the purchase of exempt market securities, and will not act as your dealer, make recommendations, accept instructions from you or make a suitability determination in connection with any sale, redemption, retraction or purchase of additional securities by way of a dividend reinvestment.

For information relating to any sale, redemption, retraction or dividend reinvestment, please contact Caplink Financial directly.

Syndicated Mortgages

If you purchase a participating interest in a syndicated mortgage, Caplink EMD will disclose to you who will be registered on title as the holder of the syndicated mortgage and associated security.

In most cases, you will not be registered on title, and Caplink Financial (as mortgage broker) will be registered on title on your behalf as bare trustee and will hold a registered interest in the mortgage in trust for you as the beneficial owner.

There is no requirement to use a qualified custodian if the mortgage is registered in the name of Caplink Financial and held in trust for you.

In the event of default, you must rely on Caplink Financial to enforce the mortgage and associated security.

Risks of Borrowing to Invest

Using borrowed money to purchase a security involves greater risk than using only cash resources.

If you borrow money to purchase a security, you must repay the loan and any interest even if the income from your investment declines or stops, or the value of the security declines.

Caplink EMD does not advocate the use of leverage and strongly recommends that you do not borrow money to invest in Caplink EMD products.

Talk to your dealing representative to better understand the product you are purchasing and where your investment will be held or refer to your client reporting from Caplink EMD for additional information.

Conflicts of Interest

Under securities legislation in Canada, Caplink EMD is required to take reasonable steps to identify existing material conflicts of interest, and material conflicts of interest that are reasonably foreseeable, between Caplink EMD (including each individual acting on its behalf) and its clients.

Caplink EMD must address material conflicts of interest in the best interest of the client and has a duty to deal fairly, honestly and in good faith with its clients.

We recognize that conflicts may arise between Caplink EMD, its dealing representatives and its clients. It is important to us to provide you with information to help you better understand material conflicts of interest that may arise in your dealings with Caplink Financial in its capacity as an EMD.

A conflict of interest is any circumstance where:

- The interests of different parties are inconsistent or divergent.
- Caplink EMD or its dealing representatives may be influenced to put their interests ahead of yours.
- Monetary or non-monetary benefits available to Caplink EMD or its dealing representatives may compromise the trust that a reasonable client has in Caplink EMD or its dealing representatives.

A conflict is generally considered material if it may reasonably be expected to affect:

- a client's decisions; or
- Caplink EMD's recommendations or decisions in the circumstances.

Caplink EMD manages material conflicts of interest by:

- Controlling the conflict.
- Disclosing the conflict to you.
- Avoiding the conflict where required or where appropriate controls are not available.

Caplink EMD will inform you of the nature and extent of any additional material conflicts of interest prior to any subsequent transaction through Caplink EMD.

Caplink EMD Exclusively Offers Proprietary Products (updated February 2026)

Caplink EMD is a captive dealer and offers only proprietary products issued by related and/or connected issuers.

Caplink EMD's current proprietary product shelf consists of units of Caplink Mortgage Trust ("CMT") and its series availability is channel-based:

- **Independent channel (Independent DRs):** CMT Series A Units are offered on Caplink EMD's shelf through this channel and may be sold only by Caplink EMD independent (non-employee) dealing representatives.
- **In-house channel (Caplink employee DRs):** Only CMT Series F Units are offered on Caplink EMD's shelf through this channel and may be sold by Caplink employee dealing representatives.

In-house dealing representatives do not receive commission compensation in connection with CMT sales.

Other CMT series/classes of units may exist and may be available through other dealers; however, they are not currently offered on Caplink EMD's proprietary product shelf and are not available through Caplink EMD under the channels described above.

Connected issuer

A "connected issuer" of Caplink EMD generally has a relationship with Caplink EMD (or a related issuer of Caplink EMD or a director or officer of Caplink EMD or a related issuer of Caplink EMD) that may lead a reasonable prospective purchaser to question whether Caplink EMD and the issuer are independent of each other for the distribution of the issuer's securities.

For example, a connected issuer may be managed by an affiliate of Caplink EMD, share common security holders (of 20% or less) with Caplink EMD, or share a common director or officer with Caplink EMD.

CMT may be considered a connected issuer of Caplink Financial because:

Roles and compensation

- Caplink Financial acts in the capacity of an EMD and distributes securities of CMT.
- Caplink Financial is also the IFM and mortgage administrator for CMT and the manager of CMT Master LP (the "Partnership"), which invests directly and indirectly in mortgages originated or underwritten by Caplink Financial in its capacity as a mortgage broker/administrator.
- Caplink Financial is entitled to receive compensation from CMT for providing portfolio manager and investment fund manager services.

Partnership structure

- Caplink Financial holds 100% of the shares of CMT Master GP Inc., the general partner of the Partnership, and through a limited partnership agreement has full and unrestricted power and exclusive authority to carry on the activities of the Partnership.
- Caplink Financial holds 100% of the shares of CMT Special LP Inc., the special limited partner, which is a limited partner of the Partnership and holds units of the Partnership.
- The special limited partner is entitled to receive the special allocation attributable to each unit series, calculated at the start of the special allocation period (365 days) and set annually.
- The general partner holds 10,000 Series M LP units and a general partner interest in the Partnership.

Common ownership and control; potential conflicts

- Brian Menges is a beneficial owner of Caplink Financial through his 51% share ownership in 721259 Alberta Ltd., which owns 100% of Caplink Financial, and he is also a beneficial owner of CMT Master GP

Inc., which is owned 100% by Caplink Financial.

- Elizabeth Menges (Brian Menges' spouse) holds 49% of 721259 Alberta Ltd. and is also a beneficial owner of Caplink Financial and CMT Master GP Inc. through that ownership; she does not play an active role in these entities.
- Brian Menges indirectly controls CMT Master GP Inc. (the general partner) and CMT and directly controls Caplink Financial; these relationships may give rise to material conflicts of interest and client confusion.
- Effective January 2026, Caplink Capital Group Inc. (a private holding company owned 100% by 721259 Alberta Ltd.) sold its wholly-owned subsidiary, SoBankable USA Inc., to SoBankable Corporation. Caplink Capital Group Inc. has no remaining business purpose and is in the process of being wound up. SoBankable USA Inc. (formerly Caplink Mortgage Corporation) is now a wholly-owned subsidiary of SoBankable Corporation and continues to operate as a licensed U.S. mortgage lender in California, Colorado, Florida and Washington State (NMLS ID: 1981940).
- Effective January 2026, Brian Menges holds 28% of the shares of SoBankable Corporation, a private company engaged in mortgage lending in the United States and Mexico (not Canada). Elizabeth Menges holds a further 27% of SoBankable Corporation. The remaining 45% is held by JBRK Equity Partners Limited Partnership, whose director is Richard Kirby. Brian Menges is President and Director of both SoBankable Corporation and SoBankable USA Inc.
- As of the date of this document, SoBankable Corporation and SoBankable USA Inc. have no activities, contracts, or arrangements in relation to Caplink Financial in its capacity as an EMD, IFM or RPM. These interests are disclosed as outside activities of Brian Menges and as a foreseeable future conflict. See "Outside Activities" and "Potential material conflicts" below.
- SoBankable Corporation has both a mortgage administration agreement and management agreement with Caplink Financial.
- SoBankable USA Inc. has a mortgage administration agreement and a accounting and payroll service agreement with Caplink Financial,

Oversight / mitigation

- To mitigate this conflict, CMT Master GP Inc. has an independent board of directors and CMT has an independent board of trustees; however, Brian Menges, as sole shareholder and as a director of the general partner, appoints directors to the general partner's board, and directors appointed by the manager are intended to meet the definition of "independent director" as defined in NI 52-110.
- This mitigates the conflict to a degree, but Brian Menges controls who is appointed to the CMT board of trustees and the general partner's board of directors.

See also "Potential for client confusion" below.

Potential for client confusion

Client confusion may arise because Caplink Financial is a connected issuer of CMT and acts in multiple capacities in relation to CMT, including acting as an exempt market dealer, and because Brian Menges (a beneficial owner of Caplink Financial) may sell units of CMT to clients in his capacity as a dealing representative.

These relationships may lead a reasonable prospective purchaser of CMT securities to question whether Caplink Financial and CMT are independent of each other for the distribution of CMT's securities.

CMT does not compensate Caplink EMD or Brian Menges for executing trades in its securities; therefore, the direct financial incentive for Brian Menges is mitigated.

This will be disclosed and addressed, in the best interest of the client, through this Conflicts of Interest and Relationship Disclosure Document.

How We Address and Mitigate Conflicts of Interest

The economic success of Caplink EMD (and ultimately Caplink Financial) is tied to its ability to raise capital for CMT so that CMT can create a return for its investors. Caplink EMD is not the sole distributor of CMT, therefore CMT's success is not totally dependent on Caplink EMD.

Caplink Financial, the Partnership, the General Partner and the special allocation partner earn revenue and/or retain a priority interest allocation from the proprietary products distributed by Caplink EMD, and the proprietary products offered by Caplink EMD may take actions that impact the return on your investment or the value of your investment.

The Manager and the General Partner control these conflicts by:

- Appointing independent directors and independent trustees to the board of the general partner and CMT and requiring unanimous approval of the independent directors/trustees (as applicable) for conflict of interest matters including related-party transactions or contracts, allocation of investment opportunities among entities managed or controlled by the Manager, any material amendment to the management agreement, and the acquisition of eligible investments outside of Canada, the United States and Mexico.
- Employing a Chief Compliance Officer who has no interest (including as a director, officer or voting shareholder or unitholder) in the proprietary products Caplink EMD sells.
- Providing clear disclosure to clients that Caplink EMD exclusively sells proprietary products.
- Developing suitable client profiles for Caplink EMD proprietary products and declining potential clients who do not fit the profile.

Related issuer

As defined in NI 33-105, a person or company is a related issuer to Caplink EMD if, through the ownership of, direction or control over, voting securities or otherwise:

- The issuer is an “influential security holder” of Caplink EMD. Caplink EMD is an “influential security holder” of the issuer.
- Each of Caplink EMD and the issuer is a related issuer of the same third person or company.
- The term “influential security holder” generally refers to a situation where a person, company or professional group (which includes Caplink EMD and its partners, directors, officers, employees and affiliates) shares common ownership or control over more than 20% of the voting securities.
- Caplink Financial, by issuing securities of CMT, is an influential security holder of Caplink EMD, and Caplink EMD and Caplink IFM have relationships with the issuer through common securityholders and the issuer’s general partner.
- For example, a related issuer would include an issuer that shares more than 20% common security holders with Caplink EMD, such as CMT.
- CMT, Caplink EMD and Caplink IFM, through Caplink Financial, share common management and control through Brian Menges (President, CEO, director and beneficial owner of Caplink Financial; trustee and President of CMT; and director and President of CMT Master GP, the general partner of CMT), and CMT Master GP also controls CMT.

Additional details regarding the ownership and control relationships among Caplink Financial, CMT, CMT Master GP Inc. and related entities, as well as the management agreement and compensation arrangements (and the related conflicts of interest), are described under ‘Connected issuer’ and ‘How We Address and Mitigate Conflicts of Interest’.

Potential material conflicts

- There may be an economic incentive to the Manager, Brian Menges, to increase the number of CMT Trust Units sold and that incentive may be in conflict with his obligations to assess the suitability of potential investors when he is acting in the capacity of a dealing representative for Caplink EMD because he is a beneficial owner of Caplink Financial.
- Caplink Financial is entitled to receive compensation from CMT through a management agreement and for providing portfolio manager and investment fund manager services which may create an inherent conflict of interest since the fees are an expense assumed directly or indirectly by the fund and at the same time constitute a source of revenue for the manager or its principals.
- Brian Menges is a member of the credit committee of Caplink Financial that reviews and approves mortgage loans for investment by CMT. As IFM/RPM for CMT, he also manages the portfolio and makes investment decisions. This dual function creates a potential conflict of interest; however, Brian Menges cannot unilaterally approve a mortgage loan — the approval of at least one other credit committee member is required before any mortgage investment is advanced. This requirement provides an independent check at the approval stage and mitigates the conflict, together with the application of documented underwriting criteria, due diligence standards, and CCO compliance oversight.
- Effective January 2026, Brian Menges holds a 28% personal ownership interest in SoBankable Corporation and serves as President and Director of SoBankable Corporation and its wholly-owned subsidiary, SoBankable USA Inc.. As of the date of this document, neither SoBankable Corporation nor SoBankable USA Inc. has any activities, contracts, or arrangements in relation to Caplink Financial in its

capacity as an EMD, IFM or RPM, and CMT's mortgage portfolio continues to be originated and administered exclusively by Caplink Financial.

- Unless the loan is in Mexico then SoBankable Corporation originates the loans for Caplink Financial because only SoBankable Corporation has the technical skill to originate loans in Mexico. However, in the event that SoBankable Corporation or SoBankable USA Inc. were to originate or service mortgages for investment by CMT in the future, a material conflict of interest could arise because Brian Menges, as IFM/RPM, would be making investment decisions from which he personally benefits as a shareholder of SoBankable Corporation. This foreseeable conflict is disclosed proactively and will be managed and updated in accordance with Caplink Financial's conflicts of interest policy and applicable securities legislation if the nature of the relationship changes.

These conflicts are addressed in the best interest of the client as fees paid by CMT to Caplink IFM are disclosed to clients at the time of purchase through the Relationship and Conflicts of Interest Disclosure Document, which also identifies and discloses potential material and other conflicts and how they are managed.

Conflicts of interest policy

Caplink Financial has adopted policies and procedures for identifying and responding to conflicts of interest by avoiding, controlling or disclosing material conflicts of interest in the best interest of the client.

Management Fees and other Fees

The Partnership pays fees to Caplink Financial Corporation for management and mortgage administration services, and Caplink Financial may also earn fees for other services; as a result, these arrangements may create actual or potential conflicts of interest because Caplink Financial (and/or its affiliates) benefit financially from fees paid by the Partnership.

Ongoing monthly fees

Management fee: Paid monthly in advance, equal to **1.00% per year** (charged monthly as 1/12th) of the **Gross Asset Value** attributable to **Series A, Series C and Series F Units**. No management fee is charged on **Series M Units**, and the Manager can waive or defer all or part of the fee (deferrals accrue without interest until paid).

Mortgage administration fee: Paid monthly in advance, equal to **0.25% per year** (charged monthly as 1/12th) of the **Mortgage Administration Value** of the outstanding units (measured at the end of the prior month).

Additional services and expenses

If Caplink provides additional services beyond the core mortgage administration services, the Partnership may pay **additional fees at market rates** (under the mortgage administration agreement, this is subject to **prior approval**). The Partnership may also reimburse certain costs and expenses where permitted under the applicable agreement(s).

Special Allocation (performance-based)

The Partnership agreement includes a "Special Allocation" payable to the Special Limited Partner, generally tied to a percentage of "Aggregate Overall Appreciation" over a "Special Allocation Period," subject to limits in the Partnership agreement. The Special Allocation is accrued when NAV is calculated (so NAV per unit reflects the accrual) and is crystallized at the end of each Special Allocation Period.

What this means for investors

These fees and allocations reduce the applicable Series' NAV (including management fees, trailing commissions and the Special Allocation as accrued/paid), which can reduce investor returns.

Fair Allocation Policy

Caplink Financial's Fair Allocation Policy is intended to ensure that, to the extent possible, all Caplink EMD clients are provided the same investment opportunities as Caplink Financial's officers, directors, and staff members.

All CMT unitholders, whether they are officers of Caplink Financial, directors of the General Partner, trustees of CMT or others, are subject to the same redemption policies as you. In addition, the Directors' Purchase and Redemption Policy requires advance notice of any director or trustee redemption request to be reviewed and authorized at a board meeting of the trustees of Caplink Mortgage Trust and the directors of the General Partner.



Officers, directors and employees of Caplink IFM or Caplink EMD must follow the same rules and guidelines that all unitholders follow when purchasing units of CMT. In addition, officers, directors and employees are only entitled to purchase units of CMT when the purchase price is at par (\$1.00 per unit) and when there is no anticipated or undisclosed benefit that could be derived from purchasing those units, and all such purchases are subject to approval by CMT's board of trustees and the directors of the General Partner.

Director's Purchase and Redemption Policy

Officers, directors, trustees and employees of Caplink Financial, CMT and the General Partner are entitled to invest in CMT. This could present a conflict if those individuals have more information than a typical investor and as a result, could take investment actions that are disadvantageous to other Unitholders, including redeeming trust units before you.

Redemptions

All CMT Unitholders, whether they are officers of Caplink Financial, directors of the General Partner, trustees of CMT or others, are subject to the same redemption policies as you. In addition, the Directors' Purchase and Redemption Policy requires advance notice of any director or trustee redemption request to be reviewed and authorized by the trustees of Caplink Mortgage Trust at a board meeting.

Purchase

Officers, directors, and employees of Caplink IFM or Caplink EMD must follow the same rules and guidelines that all unitholders follow when purchasing units of CMT. In addition, they are only entitled to purchase units when the purchase price is at par or at \$1.00 per unit and when there is no anticipated or undisclosed benefit that could be derived from purchasing those units, and all such purchases are subject to approval by CMT's board of trustees.

Outside Activities (updated March 2026)

Caplink EMD's dealing representatives may be involved in activities or offer products and services that are unrelated to the business of Caplink EMD and carried on outside of Caplink EMD, which are referred to as "Outside Activities."

Outside Activities include, but are not limited to, other securities-related activities, providing financial or finance-related services, activities with another registered firm, or any position of influence held by a dealing representative, whether or not compensation is received and whether or not the activities are business related.

Examples of Outside Activities that are reportable include insurance licenses, mortgage broker licenses, financial planning, realtor licenses, director, trustee or officer positions with a reporting issuer or an entity raising capital, or positions of influence such as religious leaders, medical doctors, nurses or lawyers.

Certain Outside Activities are not reportable, such as involvement with non-active operations or volunteer activities that are not securities-related, financial services, or positions of influence.

The following Outside Activities of Brian Menges, President, CEO, UDP and sole Director of Caplink Financial Corporation, and a dealing representative registered with Caplink EMD, are currently disclosed:

(a) Trustee and Director Roles within the CMT Structure

Brian Menges serves as a Trustee of CMT, as CEO and Director of CMT Master GP Inc. (the general partner of CMT Master LP), and as Director and CEO of CMT CAN Holdings GP Inc. These roles are integral to the management and operation of CMT and are disclosed throughout this document.

(b) Credit Committee Membership

Brian Menges is a member of the credit committee of Caplink Financial that reviews and approves mortgage loans for investment by CMT Master LP. In this capacity, he participates in the origination, underwriting and approval of mortgage investments held by CMT. This role creates a potential conflict of interest because Brian Menges, as IFM/RPM for CMT, both manages the portfolio and participates in the credit approval process for investments in that portfolio. This conflict is mitigated by the fact that Brian Menges cannot unilaterally approve a mortgage loan – the approval of at least one other credit committee member is required before any mortgage investment is advanced. Additional mitigation is provided by documented underwriting criteria and due diligence standards, and compliance oversight by the Chief Compliance Officer.

(c) SoBankable Corporation (New Outside Activity – January 2026)

Effective January 2026, Brian Menges holds 28% of the shares of SoBankable Corporation, a private company engaged in mortgage lending in the United States and Mexico (not Canada). Elizabeth Menges holds an additional 27% of SoBankable Corporation. The remaining 45% is held by JBRK Equity Partners Limited Partnership, whose



director is Richard Kirby. SoBankable Corporation owns 100% of SoBankable USA Inc., a U.S. C-Corporation licensed as a mortgage lender in California, Colorado, Florida and Washington State (NMLS ID: 1981940). Brian Menges is President and Director of both SoBankable Corporation and SoBankable USA Inc.

Current status: As of the date of this document, SoBankable Corporation and SoBankable USA Inc. have no activities, contracts, or arrangements in relation to Caplink Financial in its capacity as an EMD, IFM or RPM, and no mortgages have been originated by SoBankable Corporation or SoBankable USA Inc. for investment by CMT. CMT's mortgage portfolio is originated and administered exclusively by Caplink Financial in its capacity as a licensed mortgage broker and mortgage administrator. Caplink Financial administers SoBankable loans.

Foreseeable future conflict: In the event that SoBankable Corporation or SoBankable USA Inc. were to originate but not service mortgages for investment by CMT, Brian Menges, as IFM/RPM for CMT, could be in a position of making investment decisions from which he personally benefits through his equity stake in SoBankable Corporation. Should any such arrangement be contemplated, it would constitute a Conflict-of-Interest Matter requiring disclosure and management in accordance with Caplink Financial's conflicts of interest policy and applicable securities legislation. This disclosure will be updated if the relationship between SoBankable Corporation and the CMT structure changes.

If a dealing representative is offering you any products or services beyond exempt market products, these products and services are not business activities of Caplink EMD.

Outside Activities Control *(Updated March 2026)*

Caplink EMD controls material conflicts of interest associated with Outside Activities by:

- Only allowing dealing representatives to engage in an Outside Activity if the activity has been pre-approved by Caplink EMD and has been disclosed to regulators if required.
- Establishing internal policies and procedures that restrict any Outside Activities that would interfere with a dealing representative's ability to act in your best interest.
- Restricting a dealing representative from trading for you or providing advice if the dealing representative has a relationship with you arising from a position of influence.
- Providing clear disclosure to clients about Outside Activities, including this disclosure regarding Brian Menges' roles and interests in SoBankable Corporation, and SoBankable USA Inc.
- Requiring that the credit committee's mortgage approval process is documented and subject to compliance review to ensure that mortgage investments approved for CMT are consistent with CMT's investment objectives and underwriting criteria and are not influenced by any outside interests of the credit committee members.
- Monitoring Brian Menges' outside activities on an ongoing basis, including his roles at SoBankable Corporation and SoBankable USA Inc., to identify any new or evolving conflicts and updating this disclosure accordingly. In the event that SoBankable Corporation or SoBankable USA Inc. develops any activities in relation to CMT's mortgage portfolio, this document will be updated, and investors will be notified of any material changes.

If a dealing representative is offering you any products or services beyond exempt market products, these products and services are not business activities of Caplink EMD.

Private Funding of Mortgages *(Updated March 2026)*

Private funding of mortgages generally occurs when:

- CMT does not have sufficient funds available to fund a mortgage transaction (for example, it is fully invested).
- A mortgage investment is too large for CMT to fund on its own and, as such, that mortgage is shared with other investors.
- In rare cases, Caplink Financial has mortgage investment opportunities that do not fit the underwriting guidelines of CMT and those mortgages may be funded through private lenders.

Cross-border mortgage origination: CMT's investment mandate permits investment in residential and commercial mortgages in Canada, the United States and Mexico. Cross-border mortgages are originated and administered by SoBankable USA Inc. in its capacity as a licensed mortgage broker and mortgage administrator in the applicable United States and Mexico jurisdictions. As of the date of this document, no cross-border mortgages in CMT's portfolio have been originated through SoBankable Corporation or SoBankable USA Inc. Should any such arrangement be contemplated in the future, it would constitute a Conflict of Interest Matter and would be disclosed and managed in accordance with this document and Caplink Financial's conflicts of interest

policy. Investors should also be aware that, pursuant to Section 9.18 of the Declaration of Trust of CMT, the unanimous approval of the Independent Trustees is required only for the acquisition of Eligible Investments outside of Canada, the United States and Mexico; investments within Canada, the United States and Mexico fall within the approved investment geography and are made at the Manager's independent discretion pursuant to the Declaration of Trust and the Management Agreement.

Risks of Investing

Neither Caplink EMD nor its management makes any guarantees as to the return that Caplink EMD products may provide or the security of your capital in those investments. While Caplink EMD and its management make efforts to protect the equity in mortgage investments originated by the mortgage loan originator, impairment or loss is possible.

Risks of Investing in CMT

The following is a summary only of the risks of investing in CMT. Please note that this list is not exhaustive and has been provided to give you an indication of factors that can affect the value of your investments purchased through Caplink EMD:

- CMT units are subject to resale restrictions.
- CMT units are not publicly traded and you may not be able to sell your units.
- CMT units are not insured against loss through the Canada Deposit Insurance Corporation.
- The issuer's offering documents are not reviewed by regulators and do not generally have the same protections as publicly traded securities.
- No securities regulatory authority has assessed the merits of any of the securities sold by Caplink EMD or its dealing representatives.
- CMT is a "non-reporting issuer".
- Mortgage investments made by the Partnership are not eligible for mortgage default insurance and as such, do not carry any form of mortgage default insurance coverage.
- There is no guarantee that CMT will make distributions or pay you a return on your investment in CMT.
- Caplink EMD primarily only distributes proprietary products that are securities of funds that are related or connected issuers of Caplink Financial, or an affiliated person of Caplink Financial.
- CMT and its eligible investments are subject to economic risks such as declines in employment, real estate markets, and increases in mortgage rates.
- Mortgages are relatively illiquid investments and there may be no immediate resale market for the mortgages in the portfolios managed by CMT.
- Cash flows from mortgages in CMT's portfolio are subject to the borrowers' ability and willingness to make mortgage payments.
- As part of its investment strategy, CMT may use a combination of capital and bank financing to purchase mortgage assets in order to achieve a higher rate of return to investors.
- A substantial increase in market mortgage interest rates will have a material adverse effect on the value of the real estate securing a mortgage portfolio.
- The fund may be responsible for environmental and other regulatory matters as they relate to properties recovered through foreclosure proceedings.
- CMT is reliant on Caplink Financial for mortgage advisory and administrative services.
- Caplink EMD products may be limited to specific asset classes, sectors and regions based on the knowledge, experience and expertise of the firm's management team and consultants from time to time and the fact that Caplink EMD primarily distributes proprietary products.
- Past performance is not indicative of future performance.
- Ongoing or potential conflicts of interest.

Third Party Referral Fees

Caplink Financial relies on third-party referrals from its network of mortgage brokers to generate mortgage investment opportunities. Referral fees paid to those mortgage brokers may vary for each mortgage and are generally paid by the borrower.

Content and Frequency of Reporting

The Manager provides the following reporting:

- **At the time of initial purchase:** copies of all forms executed by the investor, including (without limitation) the subscription form and the KYC.
- **Once the trade is approved:** a trade confirmation will be sent.
- **Quarterly:** an individual account statement showing fund holdings and all transactions in the period.
- **Annually:** an annual account statement; performance reports, audited financial statements and notes to the financial statements.

Performance Reporting and Benchmarks

- Caplink Financial reports performance figures on an annual basis.
- The performance figures include a performance calculation using a money-weighted rate of return methodology.
- A benchmark is a comparable investment (for example, with similar risk and liquidity) that may be used to measure the performance of a security, fund or investment manager.
- When evaluating performance against a benchmark, it is important to use an appropriate benchmark. For example, comparing a mortgage fund's rate of return to either a Guaranteed Investment Certificate or the S&P 500 is not appropriate because the S&P 500 reflects equity performance, while a Guaranteed Investment Certificate reflects guaranteed fixed-income performance.
- Neither benchmark reasonably applies to the performance of a private mortgage fund.

Investor Responsibilities

As an investor of Caplink EMD, it is important that you:

- Provide a full and accurate description of your financial situation, investment objectives, liquidity needs, risk capacity, and risk tolerance to your dealing representative.
- Promptly inform your dealing representative and/or the Chief Compliance Officer, in writing, of any material change to your personal information, financial circumstances or life circumstances; so we can assess whether changes to your investments are necessary.
- Understand that a material change is any change that could reasonably affect the types of investments appropriate for you, such as income level, investment objectives, risk tolerance, time horizon or net worth. Other examples of change include employment status, marital status or change to retirement plans.
- Participate in all KYC updates when requested.
- Carefully review all account documentation, sales literature and other documents provided to you.
- Promptly review trade confirmations and periodic statements and report any inaccuracies to your dealing representative.
- Make sure you understand all fees and costs.
- Make sure you are aware of possible risks and returns on your investment.
- Understand that the returns on your Caplink EMD investments are not guaranteed.

Consent to Collection and Use of Information

- Caplink EMD will collect personal information about you (from you and from other sources) and use it to verify your identity, administer your account, provide you with products and services that you request, and disclose information as required by applicable regulatory policies or as required or permitted by law (including for income tax reporting purposes).
- Caplink EMD may make your personal information available to its employees, agents and service providers, provided they are required to maintain the confidentiality of that information. Caplink EMD, its agents and representatives may also use your personal information to comply with valid requests from regulators, government agencies, public bodies or other entities that have a right to issue such requests.
- If you provide personal information about a third party (such as a spouse or beneficiary), Caplink EMD will require appropriate consent from that third party for the collection, use and disclosure of their personal information in the course of the administering the account, for the purposes for which it was provided (including the purposes described above).

- Caplink EMD may keep your personal information in its records for as long as it is needed for the purposes described above and as required by law. You understand that a file of your personal information will be established and maintained, and that only employees, contractors and suppliers of Caplink EMD who need to access that file to perform their duties will have access to your file.
- By writing to Caplink EMD, you may obtain access to your personal information, review its content and accuracy, and have it amended as appropriate.
- Caplink EMD complies with the personal Information Protection Act (Alberta) and, except as described above, will hold all your personal information strictly confidential.

Caplink Privacy Policy

Caplink EMD collects personal information from its clients and prospective clients in order to fulfill its regulatory and contractual obligations, including understanding a client's circumstances and completing suitability assessments where required. Caplink EMD is committed to protecting client privacy and the confidentiality of personal information in its possession, and this Conflicts of Interest and Relationship Disclosure document describes the measures we take to do so.

We ask our clients for no more personal information than necessary. The KYC forms we ask clients to complete only collect the information we need for contractual, regulatory and income tax purposes. This may include:

- name,
- address,
- telephone and fax numbers,
- email addresses,
- birth date,
- social insurance number,
- asset holdings and values,
- investment knowledge and objectives,
- spouse's name and occupation, and
- children's and dependents' names and ages.

For registered accounts, we only collect information needed to register the account with a custodian, who will then register the account with the applicable government program(s). This may include social insurance number, spouse's or designated beneficiary's name and birth date.

Our Obligation to You

- We do not disclose any non-public personal information to any third party except as required by law or as outlined in this policy.
- We limit access to clients' personal information. We store clients' personal information electronically on systems to which only authorized persons have access, using secure passwords. We authorize employees to have access to personal information only on a "need to know" basis.
- We maintain physical, electronic and procedural safeguards designed to protect personal information, including maintaining a password-protected duplicate copy of data at an offsite location for disaster recovery purposes.
- We keep select paper copies of clients' personal information in filing cabinets and/or a locked room or secure storage facility, and we store computers and filing cabinets in areas that are kept locked when not attended or in use.
- We prevent unauthorized disclosure of client's personal information by training employees to keep personal information private and confidential.
- We require staff to maintain client confidentiality and to respect and protect client's personal information.
- We ensure that departing staff understand that they remain contractually obliged to respect the privacy of our client's personal information.
- We shred paper documents containing client's personal information before discarding such documents.
- We expect similar safeguards from our service providers who may provide us with various services such as technology, administration, printing, marketing, legal and accounting. We require them to maintain

privacy safeguards that are comparable to ours.

At Caplink EMD, we take privacy seriously:

- The Chief Compliance Officer is responsible for ensuring that the Firm adheres to its privacy policy.
- The Chief Compliance Officer is responsible for training employees on our privacy policies and monitoring our privacy practices.
- Clients and prospective clients may contact the Chief Compliance Officer if they have questions or would like clarification.
- A client wishing to review his or her personal information in our possession should send a written request to the Chief Compliance Officer.

Unless otherwise notified, Caplink EMD will use your personal information for the identified purposes in our privacy policy in order to operate and service your investment account with our firm.

For a complete version of our privacy policy, that includes important definitions and details on how we use your information, please request a copy by mail by contacting investors@caplink.ca.

Your Data and Electronic Communication

The Firm has invested in a software system that provides each client with access to a secure on-line portal. This is to provide an alternative to email communication particularly for documents that contain personal information such as account statements.

From time to time, Caplink EMD may still communicate with you by email or Canada Post.

Caplink EMD's client portal system offers our investors the best of both worlds: We can use our own email system to send emails to you, with a link to a document in a secure file sharing portal, rather than attaching the document itself to an email and it is secure, auditable, and compliant. To access the document, you simply click on a link in the email.

The transmission of account information and instructions via email presents unique risks to both parties. The following is a non-exhaustive sample list of those risks:

- Failure to receive account information: information may be submitted but not received by the intended recipient. This may be due to technical issues in transmission, misdirection or failure to properly identify the information received.
- Inability to clarify information on a timely basis: even where information is received and reviewed, it may not be possible to contact you in time to clarify vague or incomplete instructions.
- Lack of confidentiality: transmitting investor information by email is not necessarily secure, and no guarantee can be made as to privacy of information transmitted by email.
- Inability to confirm authenticity: receipt of communications by email does allow the recipient to confirm with certainty that the instructions were provided by the authorized person.
- If you choose not to use the client portal, you must provide your consent to Caplink EMD stating that you prefer for us to communicate with you by email, and that you understand and accept the risks of communicating by email. Notwithstanding these risks, if you have elected to send or receive information electronically, you accept all risks associated with this means of communication, including the risk that your direction may not be received by the intended recipient.
- If you do not receive prompt confirmation from Caplink EMD regarding the receipt of an email message, it is your responsibility to follow-up with Caplink EMD to confirm that such information was received as intended.
- You agree to hold harmless Caplink EMD, its agents, employees or related or connected parties (if any) with respect to loss or damage arising from the communication, acceptance and execution (or lack thereof) of information provided by email.

Consent to Receive Electronic Communications

Canadian Anti-Spam Legislation ("CASL") came into effect on July 1, 2014, and requires your consent for us to send you commercial electronic messages ("CEMs") such as announcements, investor updates and event invitations by email.

Existing investors may have previously provided express consent to receive CEMs from Caplink Financial, Caplink EMD or Caplink Mortgage Trust, as applicable.

For new investors (and where we request updated consent), by executing the Client Acknowledgment section on

the KYC form, you confirm that you consent to receive CEMs from Caplink Financial, Caplink EMD or Caplink Mortgage Trust, as applicable.

Our CEMs include our contact information and an unsubscribe mechanism.

You may unsubscribe at any time using the unsubscribe mechanism included in our CEMs (or by contacting us to withdraw your consent), and we will action unsubscribe requests within 10 business days.

We maintain records of consent in order to demonstrate compliance with CASL requirements.

Anti-Money Laundering Legislation (Reporting Entity – Securities Dealer)

- As a reporting entity under Canadian anti-money laundering and anti-terrorist financing legislation, Caplink EMD is required to verify the identity of clients and keep prescribed records in accordance with FINTRAC guidance.
- Caplink EMD may verify your identity using a method permitted under applicable legislation and FINTRAC guidance (for example, by reviewing valid government-issued photo identification or using other permitted verification methods) and recording the required identification details.
- Caplink EMD is also required to take reasonable measures to determine whether you are a politically exposed person (foreign or domestic) or a head of an international organization, or a family member or close associate of such a person, and to maintain records related to these determinations where required.
- For corporate clients, Caplink EMD must confirm the corporation's existence using reliable documentation or information.
- Caplink EMD must also obtain and record beneficial ownership information for corporate clients, including the names of all directors, the names and addresses of individuals who directly or indirectly own or control 25% or more of the corporation, and information establishing the corporation's ownership, control and structure.

Complaint Handling

Caplink EMD and the Manager strive to provide courteous, effective and transparent services. If we do not meet the high standards that we set for ourselves, we want you to tell us. To bring a complaint to our attention and have it addressed quickly and effectively, please do the following:

- Contact the individual you deal with at Caplink Financial to discuss your concern(s). In most cases, complaints are resolved at this level.
- If you remain unsatisfied, ask to speak to that individual's manager or supervisor.
- If the concern is not resolved to your satisfaction, ask to speak with Caplink EMD's Chief Compliance Officer. If your complaint cannot be easily resolved, you will be asked to put the complaint in writing so it can be thoroughly investigated.
- Within five (5) business days of receiving your written complaint, we will acknowledge receipt of your complaint in writing and may request additional information and documentation from you.
- We have up to 90 calendar days to review, analyze and assess your complaint. Upon completion of our review, we will provide you with a full response to your complaint.
- If you remain unsatisfied with the outcome, or if Caplink EMD has not formally responded within 90 calendar days, you may seek assistance from the Ombudsman for Banking Services and Investments ("OBSI").

Independent Dispute Resolution – OBSI

Caplink EMD offers access to independent dispute resolution through the Ombudsman for Banking Services and Investments ("OBSI") (www.obsi.ca), at Caplink EMD's expense, to help resolve eligible client complaints.

OBSI will generally consider complaints where the client raised the complaint with Caplink EMD within six years of the date the client knew (or reasonably ought to have known) of the act or omission that caused or contributed to the complaint.

- A client may escalate an eligible complaint to OBSI if Caplink EMD has not provided its final response within 90 days of receiving the complaint, or if the client is not satisfied with Caplink EMD's final response.
- If Caplink EMD provides a final response, the client has 180 days from the date of that final response to bring the complaint to OBSI.

- A client may contact OBSI at 1.888.451.4519 or through www.obsi.ca.

In accordance with section 13.16 of NI 31-103, Caplink EMD will provide clients with information on how to contact OBSI when a complaint is made about trading activity of Caplink EMD or its dealing representatives.

A registered firm does not have to offer dispute resolution for complaints from permitted clients that are not individuals.

Escalating a complaint to OBSI does not prevent a client from pursuing other dispute resolution options or civil litigation at the client's expense.

Contact Information

To contact us to report a complaint or to make inquiries regarding the handling of your account or personal information, please contact the Chief Compliance Officer as follows:

Karen Riva, Chief Compliance Officer
Suite 1000, College Plaza
8215- 112 Street
Edmonton, AB T6G 2C8

By Telephone: 780-702-9223

By Email: karen@caplink.ca

In Writing: Send your letter to the “Chief Compliance Officer” at the address above.