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Firm Brochure: Form ADV Part 2A

Date of brochure: November 12, 2012

This brochure provides information about the qualifications and business practices of Wise Capital Management Inc. If you have any questions about the contents of this brochure, please contact us at 416-483-1900 or info@wisecapitalmanagement.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Wise Capital Management Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Material Changes

This is the first version of this brochure.

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Item 4: Advisory Business

A. Description of the Firm

Wise Capital Management Inc. was formed as a corporation under the laws of the Province of Ontario on November 14, 2000.

The firm is registered as a portfolio manager with the Ontario Securities Commission, the Alberta Securities Commission, and the Quebec Financial Markets Authority.

The principal owner is Samuel Wiseman.

B. Types of Services

Wise Capital Management is a portfolio management firm, providing discretionary investment management strategies for pension funds, corporations, and private individuals.

Through the collection of 'know-your-client' information, we aim to understand the general investment needs and objectives of the client and any other factors necessary to be able to determine whether a proposed investment strategy or our investment product based upon the attributes and associated risks of the investment product that we propose to that client is suitable. This is determined through the collection of 'know-your-client' information.

We will consider client requests or restrictions, for example if the client does not want to invest in a certain country.

Wrap Fee Programs

In Canada only, we participate in the Macquarie IMA platform. In this program we only provide the target weights for a model portfolio. We do not determine or execute the required transactions to bring individual client portfolios in line with the model portfolio. We receive a % fee based on the value of the assets in this program.

Assets Under Management

As of September 30, 2012, total discretionary assets was \$188,706,825. These are entirely Canadian clients.

Item 5: Fees and Compensation

Wise Capital is compensated through fees that are based on a percentage of the assets under management, and performance based fees for certain accounts.

Fees are negotiable.

Fee schedule:

First \$15 mm: 0.5%

Next \$15 mm.: 0.4%

Next \$20 mm: 0.35%

Above \$50 mm: 0.26%

A performance-based incentive fee schedule is also available. For example, 10% of the excess return over 10% per annum for a rolling 3-year period.

Clients may select either to deduct fees from clients assets or bill clients for fees incurred. For clients that are billed, this is generally done on a quarterly basis. For those where we deduct fees, this is generally done on a monthly or quarterly basis.

Clients pay transaction costs and custodial fees as described in the custodian's account forms.

Fees are always paid in arrears.

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

We set up different trades for performance-based fee accounts than for non-performance based fee accounts.

We ensure fair and equitable trade allocation among client accounts. When possible, we use block trades and allocate shares fairly using an average price. When the total trade is not large enough for all eligible clients to participate fully, the trade is generally allocated pro-rata to ensure that some clients are not given preferential treatment or routinely traded first.

Item 7: Types of Clients

Generally our clients include pension plans and high net worth individuals. Our assets under management are 70% institutional.

Our plan is a \$1 million minimum account size for US accounts.

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

A. Methods of Analysis and Investment Strategies

The methods of analysis and investment strategies involve the use of quantitative models, fundamental analysis of companies, and creating diversified portfolios. We use Thomson One to follow earnings releases and track risk characteristics. Our process includes ranking securities in relation to the rest of the market, modeling them, and speaking with company management.

Wise Capital cannot assure investment performance and all investments have associated with them risks to capital and to income.

B. Risks of Strategies Used

All Cap Equity:

An investment in Canadian All Cap Equity will bear various inherent risks. This includes general equity risk, where the price of a company's stock may fluctuate with the market and overall economic conditions.

Small Cap Equity:

Small cap companies will generally experience higher risk and fluctuation of the market value of securities, as small companies are generally more sensitive to economic conditions.

Global Equity:

There is exposure to country risk, as changing economic conditions in a particular foreign country may impact the value of the companies held. There is also foreign currency risk, where changes in the value of the foreign currency versus the value of the local currency may impact the value of the securities held in local terms.

High Income:

As this strategy contains fixed income securities, there is interest rate risk as the price of these securities will fluctuate with the movement of interest rates. There is also credit risk, in that there is risk that the issuer of the fixed income securities may default on its obligations, or it may be impacted by credit rating downgrades that would impact the value of the securities.

C. Risks of Securities

We primarily invest in public equities. Investing in equities involves various risks, including market risk, sector risk, economic risk.

Item 9: Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Item 10: Other Financial Industry Activities and Affiliations

A. Broker-Dealer Registration

Neither Wise Capital Management nor any of our *management persons* are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

B. Futures and Commodities Registration

Neither Wise Capital Management nor any of our *management persons* are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

C. Arrangements with Related Persons

Neither Wise Capital Management nor any of our management persons have any relationship or arrangement that is material to our advisory business or to its clients with any related person.

D. Recommendation of Investment Advisers

We do not recommend or select other investment advisers for our *clients* and receive compensation directly or indirectly from those advisers that creates a material conflict of interest, nor have other business relationships with those advisers that create a material conflict of interest.

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

A. Code of Ethics

We are not an SEC-registered adviser, however Wise Capital Management's standards of practice and investment policies always include those of the CFA Institute and the Ontario Securities Commission regulations. All staff must also abide by the regulations of other jurisdictions in which we are registered.

The most current policies, dated February 21, 2012, are available at wisecapitalmanagement.com, and a copy can be sent to any client or prospective client upon request.

B. Conflicts in Material Financial Interest in Securities

By following the standards of practice of the CFA Institute, we have a fiduciary responsibility to act in the best interests of our clients and to place the interests of our clients before their own. When there is a material financial interest, the employee must disclose this to the Chief Compliance Officer. Employees are required to provide the Chief Compliance Officer with copies of their statements of personal holdings which is also used to determine if there is a material financial interest.

C. Conflicts in Personal Trading

Any employee or associate of WiseCap, must with respect to any and all trades or transactions in securities that the employee or associate proposes to engage in, or engages in, obtain pre-

clearance from the CIO before transacting the trade or transaction. If such pre-clearance is not obtained from the CIO, the employee or associate may not engage in the trade or transaction.

This pre-clearance requirement applies to any and all trades or transactions for both the employee's or associate's own account, or any other account the employee or associate may have decision making power over and/or decision making input, including accounts of relatives, or accounts with respect to which the employee or associate acts as trustee or fiduciary.

D. Conflicts in buying or selling securities at the same time

We ensure fair and equitable trade allocation among client accounts. When possible, we use block trades and allocate shares fairly using an average price.

For personal trading, a non-trading window is applied for securities in which Wise Capital is trading a security, knows it will be trading a security, or is contemplating a trade in a particular security, subject to certain conditions described further in the Wise Capital policies and procedures manual.

Item 12: Brokerage Practices

In selecting broker-dealers for client transactions we seek best execution, and consider factors such as execution ability, commission rate, responsiveness, financial condition, and reputation among other factors. In determining the reasonableness of commissions we consider what the cost for a trade would be if it were to be done with other broker-dealers.

Item 13: Review of Accounts

Client accounts are reviewed at least annually with the client. The reviews typically have at least two representatives from Wise Capital in attendance, and are headed either by the Chief Investment Officer, or a Portfolio Manager.

Private wealth clients receive monthly account statements from the custodian, or quarterly if there is no activity on the account. Clients can also access electronic reports on demand from the NDEX system, if they want to have more frequent reports. Institutional clients make their own arrangements for custody.

Item 14: Client Referrals and Other Compensation

Referral arrangements are documented and disclosed in writing to the client. These arrangements typically are calculated from a percentage of the client's assets under management.

Item 15: Custody

Clients will receive monthly statements from the custodian, or quarterly if there is no activity on the account. Clients should carefully review these statements.

Item 16: Investment Discretion

We accept discretionary authority to manage securities on behalf of clients. In doing so, we abide by our investment policies, and discharge our duties with reasonable diligence in the circumstances then prevailing. The procedure, before assuming this responsibility, involves the signing of an investment management agreement between the client and Wise Capital Management.

Item 17: Voting Client Securities

We vote for all proxies for our clients except when instructed otherwise. A copy of the voting policies is available upon request.

Item 18: Financial Information

Wise Capital Management does not require or solicit prepayment of client fees. We do not have custody of client funds or securities. Wise Capital Management has never been the subject of a bankruptcy petition.

Item 19: Requirements for State-Registered Advisers

A. Principal Executive Officers

The principal executive officer of Wise Capital Management is Samuel Wiseman. His background is as follows:

SAMUEL WISEMAN, B.COMM., M.A., CFA

CHIEF INVESTMENT OFFICER, WISE CAPITAL MANAGEMENT (November 2000 to Present). Has been a portfolio manager since 1990.

BOLTON TREMBLAY: started the All Cap Canadian strategy as Vice President Equity (1998 to 1999)

OMERS: Responsible for \$6.5 billion in several investment strategies and global asset allocation (1990 to 1997)

WILLIAM M. MERCER: Consulted to investment managers and pension funds on their major investment decisions. (1988 to 1989)

GOVERNMENT OF CANADA: As Economist, led Ontario forecasting and model building (1982 to 1987)

BANK OF CANADA: Fundamental and quantitative analyst and trader (1978 to 1981)

Mr. Wiseman was born in 1955. He earned a B.Comm from Sir John Williams University (now Concordia University) in 1977, an MA from McMaster University in 1979, and became a CFA charterholder in 1987.

B. Other Business

Wise Capital Management is not involved in any business other than as described in Item 4.

C. Performance-Based Fees

Any performance based fees are for the corporation. See Item 5.

D. Additional Disciplinary Information

Neither Wise Capital Management nor any management person has been involved in any of the events listed below:

1. An award or otherwise being *found* liable in an arbitration claim alleging damages in excess of \$2,500, *involving* any of the following:

- (a) an investment or an *investment-related* business or activity;
- (b) fraud, false statement(s), or omissions;
- (c) theft, embezzlement, or other wrongful taking of property;
- (d) bribery, forgery, counterfeiting, or extortion; or
- (e) dishonest, unfair, or unethical practices.

2. An award or otherwise being *found* liable in a civil, *self-regulatory organization*, or administrative *proceeding involving* any of the following:

- (a) an investment or an *investment-related* business or activity;
- (b) fraud, false statement(s), or omissions;
- (c) theft, embezzlement, or other wrongful taking of property;
- (d) bribery, forgery, counterfeiting, or extortion; or
- (e) dishonest, unfair, or unethical practices.

E. Relationship with Issuers of Securities

There are no relationships or arrangements that Wise Capital Management nor any of our management persons have with any issuer of securities that is not listed in Item 10.C. of Part 2A

Wise Capital Management Inc.

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Supplement to Firm Brochure: Form ADV Part 2B

Date of Supplement: November 12, 2012

Samuel Wiseman

Suite 1717-2 Carlton Street, Toronto ON M5B 1J3

Tel: (416) 483-1900

Fax: (416) 352-1901

This brochure supplement provides information about Samuel Wiseman that supplements the Wise Capital Management Inc. brochure. You should have received a copy of that brochure. Please contact Wise Capital Management at 416-483-1900 or info@wisecapitalmanagement.com if you did not receive the Wise Capital Management Inc. brochure or if you have any questions about the contents of this supplement.

Additional information about Samuel Wiseman also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Educational Background and Business Experience

SAMUEL WISEMAN, B.COMM., M.A., CFA

CHIEF INVESTMENT OFFICER, WISE CAPITAL MANAGEMENT (November 2000 to Present). Has been a portfolio manager since 1990.

BOLTON TREMBLAY: started the All Cap Canadian strategy as Vice President Equity (1998 to 1999)

OMERS: Responsible for \$6.5 billion in several investment strategies and global asset allocation (1990 to 1997)

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BANK OF CANADA: Fundamental and quantitative analyst and trader (1978 to 1981)

Mr. Wiseman was born in 1955. He earned a B.Comm from Sir John Williams University (now Concordia University) in 1977, an MA from McMaster University in 1979, and became a CFA charterholder in 1987.

Item 3: Disciplinary Information

There are no legal or disciplinary matters that would be material to the ability of a client or prospective client to evaluate Mr. Wiseman.

Item 4: Other Business Activities

A. Investment Related Activities

Mr. Wiseman is not involved in any investment related business activities or occupation other than those he provides through Wise Capital Management.

B. Other Activities for Compensation

Mr. Wiseman is not involved in any other substantial business activities or occupation other than those he provides through Wise Capital Management.

Item 5: Additional Compensation

No person that is not a client provides an economic benefit to Mr. Wiseman for providing advisory services.

Item 6: Supervision

Mr. Wiseman is the owner of Wise Capital Management. There is no supervisor above him.

Item 7: Requirements for State-Registered Advisers

A. Additional Disciplinary Information

Mr. Wiseman has never been involved in any of the events listed below:

1. An award or otherwise being *found* liable in an arbitration claim alleging damages in excess of \$2,500, *involving* any of the following:

- (a) an investment or an *investment-related* business or activity;
- (b) fraud, false statement(s), or omissions;
- (c) theft, embezzlement, or other wrongful taking of property;
- (d) bribery, forgery, counterfeiting, or extortion; or
- (e) dishonest, unfair, or unethical practices.

2. An award or otherwise being *found* liable in a civil, *self-regulatory organization*, or administrative *proceeding involving* any of the following:

- (a) an investment or an *investment-related* business or activity;
- (b) fraud, false statement(s), or omissions;
- (c) theft, embezzlement, or other wrongful taking of property;
- (d) bribery, forgery, counterfeiting, or extortion; or
- (e) dishonest, unfair, or unethical practices.

B. Bankruptcy

Mr. Wiseman has never been the subject of a bankruptcy petition.