



# PCJ INVESTMENT COUNSEL LTD.

## Firm Brochure (Part 2A and 2B of Form ADV)

### **PCJ INVESTMENT COUNSEL LTD.**

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## PCJ INVESTMENT COUNSEL LTD.

This brochure provides information about the qualifications and business practices of PCJ Investment Counsel Ltd. If you have any questions about the contents of this brochure, please contact us at: (416) 955-9990, or by e-mail at: [more\\_info@cclgroup.com](mailto:more_info@cclgroup.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 PCJ Investment Counsel Ltd. is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**March 28, 2024**

## 2. MATERIAL CHANGES

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### **ANNUAL UPDATE**

The Material Changes section of this brochure will be updated annually when material changes occur since the previous release of the Firm Brochure.

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### **MATERIAL CHANGES SINCE THE LAST UPDATE**

- Item 6 has been updated to include additional information on performance based compensation.
  - Item 10 has been updated to include additional information about affiliations
  - Item 11 has been updated to include additional information regarding personal trading.
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### **FULL BROCHURE AVAILABLE**

This Firm Brochure contains both Part 2A and 2B of our Form ADV Part II.

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## 4. ADVISORY BUSINESS

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### FIRM DESCRIPTION

PCJ Investment Counsel Ltd., (“PCJ” or the “Firm”) is a discretionary asset manager registered as an investment adviser with the SEC under the U.S. Investment Advisers Act of 1940. PCJ was founded in 1996. Registration as an investment adviser does not imply a certain level of skill or training.

The Firm provides investment management to individuals, pension and profit-sharing plans, trusts, estates, charitable organizations, corporations and private investment funds. Advice is provided through consultation with the Client and may include: determination of financial objectives, and investment management.

As of the date of this Brochure, the Adviser renders advisory services primarily to clients outside of the United States. Accordingly, the description of the Adviser’s advisory business contained herein relates primarily to its business outside of the United States. However, consistent with prior SEC precedent, the substantive provisions of the United States Investment Advisers Act of 1940, as amended (the “Advisers Act”) generally will not apply to the Adviser’s relationship with its non-U.S. clients, except to the extent otherwise required by applicable law.

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### PRINCIPAL OWNERS

PCJ Investment Counsel Partnership (“Partnership”) is the sole shareholder of the Firm. The Partnership interests are held by the Directors and Officers of the Firm and the Connor, Clark & Lunn Financial Group Ltd. (“CCLFG”). CCLFG is the only individual or company owning greater than 25% of the Firm.

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### TYPES OF ADVISORY SERVICES

The Firm provides investment advice and management on a discretionary basis. The Firm provides professional management of financial assets for a variety of clients which currently and in the future may include pension fund sponsors, capital accumulation plans (defined contribution pension, group RRSPs and DPSPs), corporation, foundations, private investment funds and individual investors.

As of December 31, 2023, the Firm manages approximately U.S. \$0.6 billion in assets under management. All assets are managed on a discretionary basis.

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### TAILORED RELATIONSHIPS

The Firm acts as a discretionary investment adviser to one private investment fund, the fund’s investment strategy, which is set out in the governing document for the fund, is not customizable.

In addition to managing a private fund (the “PCJ Fund”), the Firm also offers discretionary advisory services to managed accounts (the “Client Accounts”), which may be owned by private investment funds sponsored by third party or affiliated advisers or other clients. The goals and objectives for each client are documented

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in our client relationship management system. The terms, nature and scope of such advisory services may be negotiated by the Firm and the applicable client, based on the client's specific financial and investment objectives, risks and goals.

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## **TYPES OF AGREEMENTS**

The following agreements define the typical client relationships.

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### **INVESTMENT MANAGEMENT AGREEMENT OR MANAGED ACCOUNT AGREEMENT**

An Investment Management Agreement or Managed Account Agreement ("MAA") is executed between the Firm and its clients. The annual fee for an Investment Management Agreement or MAA is negotiable, and depends on the investment mandate for which the Firm is retained.

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### **TERMINATION OF AGREEMENT**

A Client may terminate any of the aforementioned agreements at any time by notifying the Firm in writing. If the client made an advance payment, the Firm will refund any unearned portion of the advance payment.

The Firm may terminate any of the aforementioned agreements at any time by notifying the client in writing. If the client made an advance payment, the Firm will refund any unearned portion of the advance payment.

## **5. FEES AND COMPENSATION**

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### **DESCRIPTION**

The Firm bases its fees on a percentage of assets under management. All client contracts include a fee schedule agreed to by the Client and the Firm. Clients are charged according to the standard fee schedules for standard client mandates, subject to negotiation with each client. Clients with different mandates may have a different fee schedule.

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### **FEE BILLING**

Investment management fees for Client Accounts are typically billed quarterly, in arrears. In a limited number of cases, clients are billed monthly. In a limited number of cases, clients are billed in advance. Payment in full is expected within 30 days of receipt of the invoice. Fees may be deducted from a client's account if the client has provided written instruction to their custodian to accept invoices directly from the Firm.

Private investment funds for which the Firm acts as sub-advisor and for the PCJ Fund there are management fees and may be performance fees which will be deducted from the assets in the fund, these fees are disclosed in the fund's PPM.

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## **OTHER FEES**

Custodians may charge transaction fees on purchases or sales of certain securities and pooled fund units. Transactions are also subject to normal brokerage commissions.

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## **PAST DUE ACCOUNTS**

The Firm will charge interest on overdue accounts at a rate of 2% per month (24% per annum).

## **6. PERFORMANCE-BASED FEES**

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### **PERFORMANCE-BASED FEES**

The Firm has a performance-based fee schedule with some clients. This schedule incorporates a base fee percentage, plus a periodic adjustment based on positive performance in excess of the benchmark. The performance fee is negotiated with the client and set out in the MAA entered into with the client.

With respect to its management of a Client Account, PCJ may charge a performance-based fee in addition to, an asset-based management fee, any such arrangements will be in compliance with applicable laws and regulations, including Rule 205-3 under the Investment Advisers Act of 1940.

Although performance-based fee arrangements may create an incentive for an adviser to favor higher fee paying accounts over other accounts in the allocation of investment opportunities, PCJ has designed and implemented procedures to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among Client Accounts.

As noted above, certain Client Accounts may not pay performance-based compensation to PCJ or its affiliates or, conversely, may pay a higher rate of performance-based compensation than that paid by other Client Accounts. This gives rise to a potential conflict of interest, as PCJ may have an incentive to favor some Client Accounts for which it or its affiliates receive performance-based compensation (or receive higher amounts of performance based compensation) over accounts for which they receive only an asset-based fee (or receive lower amounts of performance-based compensation) by, for example, seeking to allocate more profitable investment opportunities to the clients for which PCJ or its affiliates receive higher amounts of performance-based compensation. However, PCJ has designed and implemented procedures to ensure that all clients are treated impartially to prevent this conflict from influencing the allocation of investment opportunities among its clients.



## 7. TYPES OF CLIENTS

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### DESCRIPTION

PCJ provides asset management services to various client types, including, but not limited to pension and profit-sharing plans, trusts and endowments, financial institutions, investment companies, trusts, limited partnerships, estates and charitable organizations, corporations or business entities. The Firm may also provide investment advice to comingled investment vehicles, including the PCJ Fund. These investment vehicles issue units, shares or interests in comingled investment vehicles to investors, and the units, shares or interests are not offered for sale by way of a prospectus.

Client relationships vary in scope and length of service.

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### INVESTOR REQUIREMENTS/ACCOUNT MINIMUMS

There is no minimum annual fee charged.

The minimum account size for clients managed on a segregated basis is \$5,000,000, which may be reduced or waived by PCJ..

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## 8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

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### METHODS OF ANALYSIS

Security analysis methods may include fundamental analysis, technical analysis, cyclical analysis and quantitative analysis.

The main sources of information include database providers of global economic, market and security specific data, financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, annual reports, corporate rating services, prospectuses, filings with the Securities and Exchange Commission, and other regulators and stock exchanges, and company press releases. Portfolio managers may also carry out corporate interviews, and attend conferences and seminars.

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### INVESTMENT STRATEGIES

The Firm uses an integrated investment approach based on company research, sector trends, economic and liquidity and risk analysis. Investment strategy is set in line with the investment policy of the client as established in the client's Investment Management Agreement or MAA. The portfolio managers, all based in Toronto, take a team-based approach to the management of all accounts. Individual members of the team are responsible for designated investment sectors. Decisions on investment style and strategy are taken collectively for all accounts with similar mandates to ensure they are managed consistently and in line with the individual client investment objectives and restrictions.

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The Firm employs a growth/core-oriented investment approach to Canadian equity management. Portfolios are concentrated and actively managed.

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Each client executes an Investment Policy Statement that documents their objectives and their desired investment strategy.

Other strategies may include long-term purchases and short-term purchases.

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## RISK OF LOSS

All investment programs have certain risks that are borne by the investor. PCJ's investment approach constantly keeps the risk of loss in mind. Investment risks that investors face include, but are not limited to, the following:

- *Business Risk:* These risks are associated with a particular industry or a particular company within an industry.
- *Changes in Laws:* There can be no assurance that laws, including Canadian and foreign laws, and including securities, investment and tax laws, and the administrative policies and practices of governments or regulators, will not be changed in a manner that may adversely affect Client Accounts.
- *Currency Risk:* Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- *Derivatives:* If allowed under the terms of a mandate, PCJ may invest in complex derivative instruments that seek to modify or emulate the investment performance of particular securities, commodities, interest rates, indices or markets on a leveraged or unleveraged basis. These instruments generally have counterparty risk. These investments are all subject to risks that can result in a loss of all or part of an investment, such as interest rate and credit risk volatility, world and local market economic factors and activity.

Derivatives may have very high leverage embedded in them that can substantially magnify the impact of market movements and result in losses greater than the amount of the investment. Some of the markets in which derivative transactions are effected are over-the-counter or interdealer markets. The participants in such markets are typically not subject to regulatory oversight as are participants of exchange-based markets. PCJ is not restricted from dealing with any particular counterparty or from concentrating all of their transactions with one counterparty.

- *Financial Risk:* Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- *Impact of Taxation:* The after-tax return from an investment in Units to a taxable Canadian investor will depend in part on the composition for tax purposes of the distributions paid to the client (a portion of which may be fully or partially taxable or in certain circumstances may constitute non-taxable returns of capital). This composition may change over time, thus affecting the after-tax return to the client, and the tax rates applicable to different types of income may change as a result of changes in government policies.
- *Indebtedness:* The Client Account may borrow cash as a temporary measure to accommodate requests for redemptions or to settle portfolio transactions. If the market declines before securities can be sold to

raise cash to pay off such temporary borrowings, the net asset value of the client account will decline and the remaining investors will bear the decline. The Client Account will be entitled to, and intend to, incur indebtedness secured by the assets of the client account.

- *Inflation Risk:* When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- *Interest-rate Risk:* Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- *Investment and Trading Risks in General:* All securities investments present a risk of loss of capital. Equity securities can be subject to a high degree of volatility and the price of such securities can change, sometimes rapidly and unpredictably. Securities may change in value due to general market conditions, such as actual or anticipated changes in interest rates, inflationary expectations and other factors in addition to factors specific to the industry or the issuer. Some securities may be illiquid because they are thinly traded. If allowed under the terms of a mandate, the Client Account / Fund's investment strategies may, however, utilize such investment techniques and instruments, such as futures and option transactions, margin transactions and short sales, which practices can, in certain circumstances, maximize any losses. To the extent that any counterparties with or through whom the Client Account / Fund engages in trading and maintains accounts that do not segregate the Client Account / Fund's assets, the Client Account / Fund will be subject to a risk of loss in the event of the insolvency of such person. Even where the Client Account / Fund's assets are segregated, there is no guarantee that, in the event of such an insolvency, they will be able to recover all of their assets.
- *Limited Right to Vote or Participate:* For investors in a fund, unitholders in a fund will only have a limited right to vote in respect of certain matters regarding the fund. Accordingly, unitholders should not invest if they are not willing to entrust the management of the fund to PCJ.
- *Liquidity Risk:* Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- *Margin and Counterparty Risks:* The Client Account / Fund may be subject to the risk of the failure of the counterparties with whom trades are carried out. Should the securities pledged to brokers to secure the Client Account / Fund's margin accounts decline in value, the Client Account / Fund could be subject to a "margin call" and need to deposit additional funds with the broker or another counterparty or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden drop in the value of the Client Account / Fund's assets, the Client Account / Fund might not be able to liquidate assets quickly enough to pay off their margin debt.
- *Market Risk:* The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.

Unexpected volatility or illiquidity in the markets in which the Investment Manager holds positions, including due to legal, political, regulatory, economic or other developments, such as public health emergencies, including an epidemic or pandemic, natural disasters, war and related geopolitical risks, could impair the Manager's ability to carry out their objectives or cause them to incur losses.

In addition, global economies and financial markets are becoming increasingly interconnected, and political, economic and other conditions and events (including, but not limited to, natural disasters,

pandemics, epidemics, and social unrest) in one country, region, or financial market can adversely impact issuers in a different country, region or financial market. Outbreaks of disease (such as COVID-19, avian influenza or H1N1/09), epidemics, pandemics, can also adversely impact the performance of a portfolio. Even if general economic conditions do not change, the value of an investment in a portfolio could decline if the particular industries, sectors or companies in which the portfolio invests do not perform well or are adversely affected by events. Furthermore, such negative political and economic conditions and events could disrupt the processes necessary for a portfolio's operations.

- *Modeling Risk:* PCJ may use proprietary quantitative models in its investment processes. Differences between expected and actual model performance can lead to undesirable outcomes for clients. In particular, the historical data that is used as inputs to the models may not be representative of future market conditions, and therefore, may fail to predict future returns, volatilities, correlations or market performance adequately. Unexpected market or other events may cause the model's performance to vary significantly from expectations. A data or model coding error could have a material impact on the model output and be difficult to identify and resolve. There can be no assurances that the models will perform as expected.
- *Performance Risks:* There can be no assurance that the Client Account / Fund's investment approach will be successful or that its investment objective will be attained. No assurance can be given that the Client Account / Fund's investment portfolio will generate any income or will appreciate in value. While it is anticipated that the diverse portfolio of the Client Account / Fund and the selection process used by PCJ will minimize risks, the Client Account / Fund could realize substantial losses, rather than gains, from the investments described herein.

The Net Asset Value of the Client Account / Fund will fluctuate with general conditions in debt, equity or commodities markets, currency rates, political, economic or social developments, instability in the relevant capital markets or the financial performance of the issuers of securities that are, or underlie, investments in the Client Account / Fund.

The performance of the Client Account / Fund is dependent on the investment management skills of PCJ.

- *Possible Effect of Redemptions:* For investors in a fund, substantial requests to repurchase Units could require the fund to liquidate positions more rapidly than otherwise desirable to raise the necessary cash to fund such repurchases and achieve a market position appropriately reflecting a smaller asset base. These facts could adversely affect the value of the Units repurchased and the Units remaining outstanding.
- *Reinvestment Risk:* This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- *Short Sales:* If allowed under the terms of a mandate, short sales may be used in the management of your account. A short sale involves the sale of an asset that the Client Account / Fund does not own in the expectation of purchasing the same security (or a security exchangeable therefore) at a later date at a lower price. To make delivery to the buyer, the Client Account / Fund must borrow the security and later purchase the security to return to the lender. A short sale involves a risk of a theoretically unlimited increase in the market price of the security.
- *Suspension of Trading:* Securities exchanges typically have the right to suspend or limit trading in any instrument traded on the exchange. A suspension would render it impossible to liquidate positions and could thereby expose the Client Account / Fund to losses.

- *Use of a Prime Broker to hold Assets:* Special risks exist if the assets of an Client Account / Fund are held by a prime broker. Due to the use of leverage and the presence of short positions, some or all of an Client Account / Fund's assets may be held in one or more margin accounts, which may provide less segregation of customer assets than would be the case with a more conventional custody arrangement. In the event that the prime broker experiences severe financial difficulty, the Client Account / Fund's assets could be frozen and inaccessible for withdrawal or subsequent trading for an extended period of time while the prime broker's business is liquidated, resulting in a potential loss to the Client Account / Fund's investment due to adverse market movements while the positions cannot be traded. Furthermore, if the prime broker's pool of customer assets is determined to be insufficient to meet all claims, the Client Account / Fund could suffer a loss.

Prime brokers have the discretion to amend the financing, margin, collateral or valuation policies and terms which may result in margin calls or other actions that require the liquidation of assets unexpectedly and may result in material losses to the Client Account / Fund.

- *Use of Leverage:* If allowed under the terms of a mandate, leverage may be used in the management of your account. The Client Account / Fund will, pursuant to its investment objectives and strategies, make use of leverage. Although the use of leverage increases the opportunity for a higher return on an investment, it also increases the risk of loss. The use of leverage may result in PCJ having to liquidate positions prematurely in order to meet collateral or margin calls, which may result in material losses.

In addition, there are risks to investors who are considering borrowing to buy securities, including units of investment funds ("leveraged investing").

It is important that an investor proposing to borrow for the purchase of units of investment funds be aware that a leveraged purchase involves greater risk than a purchase using cash resources only. The extent to which a leveraged purchase involves risk varies for each purchaser depending on the individual purchaser's particular circumstances as well as the investment fund purchased.

PCJ is not a lending institution, and hence, does not provide loans to its clients to buy units of investment funds or for any other purpose.

Risk levels associated with all exposures are consistently measured and monitored, and maintained within bands that reflect clients' risk tolerance levels.

## 9. DISCIPLINARY INFORMATION

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### LEGAL AND DISCIPLINARY

PCJ is required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's evaluation of PCJ or the integrity of its management. Neither the Firm nor any of its employees have been involved in legal or disciplinary events related to past or present investment clients.

## 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

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### FINANCIAL INDUSTRY ACTIVITIES

The Firm is registered in Canada as follows:

Province	Registration Category
Ontario (Principal)	Portfolio Manager and Investment Fund Manager
British Columbia	Portfolio Manager and Investment Fund Manager
Nova Scotia	Portfolio Manager and Investment Fund Manager
Alberta	Portfolio Manager and Investment Fund Manager
Québec	Portfolio Manager and Investment Fund Manager

The Firm is also registered with the Irish Financial Services Regulatory Authority as “Investment Manager”.

Except as described herein, the Firm does not have any arrangements that are material to its advisory or its clients with a related person who is a broker-dealer, investment company, other investment adviser, financial planning firm, commodity pool operator, commodity trading adviser or futures commission merchant, banking or thrift institution, accounting firm, law firm, insurance company or agency, pension consultant, real estate broker or dealer, or an entity that creates or packages limited partnerships.

Through its relationship with Connor, Clark & Lunn Financial Group Ltd. (“CCLFG”), PCJ has direct relationships with the following entities:

- CCLFG provides non-investment management related functions to PCJ, including legal, compliance, accounting, back office, information technology, cybersecurity, sales and marketing as discussed in section 14 of this brochure. The depth and breadth of the skills that flow from the centralization of resources enables PCJ to benefit from high quality operational support that is structured into functional teams made up of over 300 employees. In addition, PCJ has direct relationships with management committee members representing the interests of CCLFG, who are on the boards of other affiliates. There are policies and procedures in place to minimize any conflicts.
- Connor, Clark & Lunn Private Capital Ltd. (“CC&L Private Capital”), a firm offering investment management advisory services to Canadian clients. PCJ acts as sub-adviser to private pooled funds on behalf of CC&L Private Capital.
- Connor, Clark & Lunn (Canada) Ltd., a firm offering investment management advisory services to Canadian clients.
- Connor, Clark & Lunn Investment Management Ltd. (“CC&L Investment Management”), a firm offering investment management advisory services to institutional Canadian clients. PCJ acts as sub-adviser for certain clients of CC&L Investment Management.
- Connor, Clark & Lunn Funds Inc., partners with leading Canadian financial institutions and their investment advisors to bring select institutional investment strategies to private investors in Canada.
- Scheer, Rowlett & Associates Investment Management Ltd., a firm offering investment advisory services to Canadian clients.
- Vergent Asset Management LLP, a firm offering investment management advisory services to U.S. and non-U.S. accounts.
- Global Alpha Capital Management Ltd., a firm offering investment management advisory services to U.S. and Canadian clients
- NS Partners Ltd, a firm providing investment advisory services to U.S. and non-U.S. accounts.
- PCJ Absolute Return Fund GP LLC, a general partner of a pooled investment vehicle.
- Crestpoint Asset Management Ltd., a firm that invests in commercial real estate properties.

The Firm is an investment adviser and/or sub-advisor for certain trusts and/or funds. These trusts/funds are pooled investment vehicles through which various types of clients may commingle their assets for

investment purposes. The Firm receives investment management fees based upon total assets under management and performance.

The Firm does not receive compensation directly or indirectly from any other business relationship that could create a potential conflict of interest.

PCJ's affiliation with these other investment advisory firms gives rise to the appearance of a potential conflict of interest, in that PCJ might compete with its affiliated investment advisers for investment opportunities. Further, because of the overlap in beneficial ownership between PCJ and these other advisers, certain principals of the firms could have an incentive to direct investment opportunities among the affiliated advisory firms based upon the relative fee income generated by the opportunity (and, indirectly, received by such principals), rather than considering the appropriateness of the opportunities for their respective client bases. However, PCJ's portfolio managers operate independently from its affiliated investment advisers, and CCLFG personnel generally are not involved in PCJ's day-to-day trading and portfolio management decisions (and vice versa), which substantially mitigates any apparent conflict of interest arising from its affiliate relationships. Moreover, PCJ implements materially different investment strategies than these affiliated investment advisers, and because of these differences, it is not generally anticipated that PCJ and its clients will compete with other affiliated investment advisory firms for investment opportunities.

As described above, PCJ will manage investments on behalf of a number of clients, including multiple Client Accounts, the number and composition of which will vary over time. However, investment decisions and allocations will not in all cases be made in parallel among all such clients. Different Client Accounts managed by PCJ may make investments and utilize investment strategies that may not be made or utilized by PCJ on behalf of other clients, and may take positions that are opposite those of other clients. Accordingly, the various Client Accounts managed by PCJ may produce results that are materially different from those experienced by another Client Account, and the records of any investment management activities that PCJ engages in on behalf of other clients generally will not be available to any such Client Account. As described below, in the event that a limited investment opportunity is identified by PCJ that is within the investment mandate of more than one Client Account advised by PCJ, subject to consideration of various factors under PCJ's trade allocation policy, the relevant Client Accounts generally will be offered an opportunity to participate in the investment and PCJ will make an equitable allocation of the opportunity among all participating funds and clients.

## 11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

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### CODE OF ETHICS

The directors, officers and employees of the Firm have committed to a Code of Ethics that is available for review by clients and prospective clients upon request. The Firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

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## **PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS**

The Firm and its directors, officers and employees may buy or sell securities that are also held by clients in accordance with the personal trading policy of the Firm. Directors, officers and employees may not trade their own securities ahead of client trades. Directors, officers and employees comply with the provisions of the PCJ Policies and Procedures Manual.

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## **PERSONAL TRADING**

PCJ has standards of personal conduct that apply to all partners, officers, and employees (the “Personnel”). PCJ’s policies are designed to prevent potential conflicts of interest and the appearance of conflicts of interest with respect to the activities of Personnel, including personal trading activity. These policies permit PCJ to restrict its Personnel from trading in any securities of companies forming part of the PCJ portfolio of investments where deemed necessary to ensure that any trades do not create any material, actual, potential or perceived conflicts with the best interests of PCJ, its clients, or the funds it manages. The Chief Compliance Officer and the CCLFG Compliance department are responsible for monitoring ongoing compliance with this policy and will report any violations to the PCJ Board of Directors.

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## **GIFTS AND ENTERTAINMENT**

In general, personnel should not accept any gift or gratuity of more than minimal value from anyone doing business with the Firm or any of the affiliates or associates of the Firm. This standard does not preclude customary, ordinary, business-related entertainment. In keeping with the duty of loyalty to clients, this restriction preserves independence and objectivity when making decisions that affect their investment portfolio.

Employees are required to report all entertainment they have been a party to, which is paid for by anyone doing business with the Firm or any of the affiliates of the Firm.

# **12. BROKERAGE PRACTICES**

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## **SELECTING BROKERAGE FIRMS**

The Firm acts in good faith and with due diligence in its choice and use of brokers. PCJ does not have any affiliation with product sales firms. Specific custodian recommendations are made to clients based on their need for such services. PCJ recommends custodians based on the proven integrity and financial responsibility of the firm.

The Firm:

- Selects brokers and dealers taking all factors into consideration.
  - Does not use brokerage from other clients to pay for individual client-directed obligations. Clients invested in the Firm’s pooled funds do not direct soft dollar commissions.
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The Firm does not receive fees or commissions for any of these arrangements.

PCJ does not have any affiliation with product sales firms. Specific custodian recommendations, if requested by a Client Account are made based on their need for such services, based on the proven integrity and financial responsibility of PCJ and such other factors as PCJ may deem material in making such recommendation.

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## **BEST EXECUTION**

The Firm has written policies for best execution in its portfolios. In buying and selling securities, the Firm will always seek the best price and terms of execution available, taking into account such factors as price (including the applicable brokerage commission or dealer spread), size of order, difficulty of execution and operational facilities of the Firm involved, and the Firm's risk in positioning a block of securities.

The Firm maintains an approved list of brokers. The performance of brokers is monitored regularly, and brokers are evaluated based on an assessment of execution, service and value provided. The commissions generated are reviewed at least annually to ensure that brokerage commissions paid align with the brokers' ranking, and to identify any adjustments that may be required as a result of changes in service levels and/or execution.

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## **SOFT DOLLARS**

Some of the commissions are used to purchase research services in accordance with the Soft dollar Policy.

Under certain circumstances consistent with applicable law and regulation PCJ may select dealers that furnish PCJ with proprietary brokerage and research services, as well as other services that assist in the investment decision-making process such as access to management or the ability to attend conferences, in connection with commissions paid on transactions it places for Client Accounts. In such circumstances, the Firm may cause Client Accounts to pay brokers a commission in excess of the amount of commission another broker would have charged for the same transactions absent the research and brokerage services. The Firm will do so only where it makes a determination in good faith that such commission is reasonable in relation to the brokerage and research services provided by such broker.

Soft dollars will not be used in trades where the transacting broker or dealer is acting on a principal basis.

All soft dollar payments directed by the Firm are for the purchase of research products or services that directly assist in the investment decision-making process. Research services will only be purchased with brokerage from clients who benefit from the research in question. The availability of these proprietary and third party research and brokerage services, as well as other services such as access to management or the ability to attend conferences, may create a conflict between the interests of the client in obtaining the lowest cost execution and the Firm's interest in obtaining such services. When client brokerage commissions are used to obtain such services, the Firm receives a benefit because it does not have to produce or pay for the research, products or services.

In order to execute client-directed business, the Firm must have a letter of authority on file from the directing client. Notwithstanding the letter of direction, the Firm's duty is still to obtain the best possible execution value.

Clients directing their brokerage may limit the Firm's ability to negotiate commission rates. Therefore, such accounts may be paying higher brokerage costs than non-directed accounts.

The Firm allocates, on a best efforts basis, up to 25% of the commission generated by each client to client-directed obligations.

Available upon request, a report containing the commissions generated on a broker-by-broker basis, as well as descriptions and amounts used for any research services or client-directed brokerage arrangements.

The Firm's soft dollar policies and procedures are in compliance with CFA Institute Soft Dollar Standards and the provisions of Section 28(e) of the Securities Exchange Act of 1934, as amended.

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## TRADE ALLOCATIONS

Each account with a similar mandate is managed in line with similar models. All transactions are allocated on a pro rata basis at an average price after transaction costs (subject to practical constraints, e.g. transaction costs vs. transaction size, odd lots, etc.) in order to achieve the target model weight for the specific security in each account. Allocations are reviewed and approved by a senior portfolio manager.

## 13. REVIEW OF ACCOUNTS

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### PERIODIC REVIEWS

The Firm conducts the following periodic reviews:

- Weekly reviews of models by the Investment Team and formal review of each asset model and discussion of strategy.
- Continual monitoring of investment returns and extensive analysis of performance attribution.
- The weekly review and a client guideline database monitors performance objectives, benchmarks and asset mix guidelines.
- Continual constraint monitoring with automated reports showing any violation with respect to client mandates.

Reviewers:

- The Investment Team is collectively responsible for all accounts with the assistance of sub-advisors.

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### REVIEW TRIGGERS

Other conditions that may trigger a review are changes in the tax laws, new investment information, and changes in a client's own situation.

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### REGULAR REPORTS

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Reports to clients are reviewed by the client servicing manager responsible for the account. Client servicing managers are members of the Firm's Investment Committee. The nature and frequency of regular reports to clients is as follows:

- Client Meetings - designated portfolio manager meets with client on a regular basis and reviews past economic and financial market developments.
- Reports - performance, portfolio statements and commentary are sent monthly or quarterly based on client request.

## 14. CLIENT REFERRALS AND OTHER COMPENSATION

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### CLIENT REFERRALS AND OTHER COMPENSATION

As part of its partnership with CCLFG, PCJ has access to, and utilizes, the resources of the CCLFG Institutional Sales Team. CCLFG will provide certain services and introduce prospective investment management clients, to PCJ.

In the event a new client retains PCJ to manage a Client Account as a result of the efforts of the CCLFG Institutional Sales Team, PCJ will make a cash payment to CCLFG where permissible under applicable law. Such payments are always at the discretion of CCLFG management but, in general, the payment amount will be a percentage of the advisory fees earned by PCJ from the Client Account during the first year of PCJ's relationship with a client. By custom, such fees will most frequently be forty-five percent of fees earned in the first year after commencement of a client's relationship with PCJ. If the new client becomes an investor in any private fund offered by PCJ, any transaction-based payments will be made through Foreside Fund Services, LLC ("Foreside").

The Firm, at its expense, pays Foreside, an unaffiliated FINRA registered broker-dealer, a fee for certain distribution-related services for the PCJ Absolute Return Fund LP. Employees or officers of the Firm may serve as registered representatives of Foreside to facilitate the distribution of PCJ Fund interests to investors, and, where permissible under applicable law, these individuals will earn sales commissions in connection with successful referrals.

Referred clients will not be charged any amount for the cost of obtaining the account in addition to the fee charged by PCJ for advisory services. Additionally, a referred client will not be charged an amount in excess of PCJ's standard advisory fees solely because of the agreement.

## 15. CUSTODY

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### ACCOUNT STATEMENTS

All assets are held at qualified custodians, which means the custodians provide account statements directly to clients at their address of record at least quarterly.

The Firm does not provide custody arrangements for any client accounts. Such clients must appoint their own global custodian and any fees for such custodial arrangements will be due to the global custodian outside of any investment management fees due to the Firm.

Clients with segregated portfolios will receive account statements directly from their global custodian. The Firm provides monthly valuations which will have been reconciled to the custodian's monthly statements but we would urge clients to compare both sets of statements.

Any collective investment vehicle for which the Firm acts as sub-adviser, including the PCJ Fund, will have an independent global custodian. Investors generally will not receive statements from the independent global custodian. In lieu of such statements, audited financial statements for the PCJ Fund and such other collective investment vehicles (as applicable) will be prepared on an annual basis and delivered to investors in the PCJ Fund and such other collective investment vehicles within 120 days of the PCJ Fund's or collective investment vehicle's year-end.

## 16. INVESTMENT DISCRETION

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### **DISCRETIONARY AUTHORITY FOR TRADING**

The Firm has discretionary authority to manage securities accounts on behalf of clients.

The Firm usually receives discretionary authority from the client at the outset of an advisory relationship (including in the case of the PCJ Fund, in the governing documents of the fund) to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular Client Account or PCJ Fund. When selecting securities and determining amounts, PCJ observes the investment policies, limitations and restrictions of the clients for which it advises.

## 17. VOTING CLIENT SECURITIES

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### **PROXY VOTES**

Unless the client designates otherwise, the Firm votes proxies for securities over which it maintains discretionary authority consistent with its proxy voting policy. A copy of the Firm's proxy voting policy is available upon request. The proxy voting record is provided upon request.

## 18. FINANCIAL INFORMATION

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### **FINANCIAL CONDITION**

The Firm is required to provide certain financial information or disclosures about its financial condition. PCJ has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to its clients, and has not been the subject of a bankruptcy proceeding.

## BROCHURE SUPPLEMENT (PART 2B OF FORM ADV)

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### **EDUCATION AND BUSINESS STANDARDS**

The Firm requires any officer or employee who determines or gives investment advice to clients to demonstrate a clear command of the Firm's investment discipline, its principles and implementation, and its suitability for clients. PCJ takes its fiduciary responsibilities very seriously, and ensures that its professionals meet high standards of financial sophistication as evidenced by ongoing education and experience.

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## BIOGRAPHIES OF SUPERVISED PERSONS

Name/Title	D.O.B.	Formal Education	Business Activity for Past 5 Years	Disciplinary Information	Other Activities & Compensation	Supervision
Adam Posman Director, President and Ultimate Designated Person	1977	MBA, University of Western 2004 BComm, McGill University 1999 CIM: 2009	2011 – Present Portfolio Manager and Chief Investment Officer, PCJ Investment Counsel Ltd.	N/A	N/A	Board of Directors 416-955-9990
Heiki Altosaar Portfolio Manager, Chief Compliance Officer	1970	BA, University of Toronto: 1993 CFA <sup>1</sup> : 1998	1997 – Present Portfolio Manager and Chief Compliance Officer, PCJ Investment Counsel Ltd.	N/A	N/A	Adam Posman <a href="mailto:APosman@cclgroup.com">APosman@cclgroup.com</a>
Kevin Kingsley Portfolio Manager	1973	B.Comm, University of Ottawa Master of Science (Finance) from the University of London CFA: 2000	2019 – Present Portfolio Manager, PCJ Investment Counsel Ltd.	N/A	N/A	Adam Posman <a href="mailto:APosman@cclgroup.com">APosman@cclgroup.com</a> 416-955-9990
Derek Cangiano Portfolio Manager	1993	BA, Wilfrid Laurier University CFA: 2019	2022 – Present Portfolio Manager, PCJ Investment Counsel Ltd. 2016 -2022 Senior Equity Analyst, Cambridge Global Asset Management – CI Investments	N/A	N/A	Adam Posman <a href="mailto:APosman@cclgroup.com">APosman@cclgroup.com</a>
Blake Hayley Head of Client Service & Operations	1993	BBA, Wilfrid Laurier University CFA: 2021	2022 – Present Head of Client Service & Operations, PCJ Investment Counsel Ltd. 2019 – 2021 Private Client Associate, Connor, Clark and Lunn Private Capital Ltd.	N/A	N/A	Adam Posman <a href="mailto:APosman@cclgroup.com">APosman@cclgroup.com</a>

<sup>1</sup>The Chartered Financial Analyst (“CFA”) designation is issued by the CFA Institute. CFA candidates must meet one of the following requirements: (1) undergraduate degree and four years of professional experience involving investment decision-making, or (2) four years qualified work experience (full time, but not necessarily investment-related). To receive the CFA designation, candidates must complete the CFA Program, which is organized into three levels, each requiring 250 hours of self-study and each culminating in a six-hour exam. There are no ongoing continuing education or experience thresholds necessary to maintain the CFA designation. More information about the designation is available at <https://www.cfainstitute.org>.