

1. Cover Page

Firm Brochure

(Part 2A and 2B of Form ADV)

**PCJ INVESTMENT COUNSEL LTD.
181 UNIVERSITY AVENUE, SUITE 300
TORONTO, ONTARIO, CANADA M5H 3M7
416.955.9990
416.363.2089
HTTP://WWW.PCJ.CA
MORE_INFO@CCLGROUP.COM**

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 email at: 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.

December 4, 2014

2. Material Changes

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.

Material Changes since the Last Update

The U.S. Securities and Exchange Commission issued a final rule in July 2010 requiring advisers to provide a Firm Brochure in narrative “plain English” format. The new final rule specifies mandatory sections and organization.

Full Brochure Available

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

3. Table of Contents

1. Cover Page	i
2. Material Changes	ii
Annual Update	ii
Material Changes since the Last Update	ii
Full Brochure Available	ii
3. Table of Contents	1
4. Advisory Business	1
Firm Description.....	1
Principal Owners.....	1
Types of Advisory Services.....	1
Tailored Relationships	1
Types of Agreements.....	2
Investment Management Agreement or Managed Account Agreement.....	2
Termination of Agreement	2
5. Fees and Compensation.....	2
Description.....	2
Fee Billing	2
Other Fees.....	2
Past Due Accounts	2
6. Performance-Based Fees	3
Performance-Based Fees	3
7. Types of Clients	3
Description.....	3
Account Minimums.....	3
8. Methods of Analysis, Investment Strategies and Risk of Loss.....	3
Methods of Analysis	3
Investment Strategies	3
Risk of Loss	4
9. Disciplinary Information	5
Legal and Disciplinary.....	5

10. Other Financial Industry Activities and Affiliations	5
Financial Industry Activities.....	5
11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading 6	
Code of Ethics.....	6
Participation or Interest in Client Transactions.....	6
Personal Trading.....	6
12. Brokerage Practices.....	7
Selecting Brokerage Firms.....	7
Best Execution	7
Soft Dollars	7
Trade Allocations	8
13. Review of Accounts	8
Periodic Reviews	8
Review Triggers.....	8
Regular Reports.....	8
14. Client Referrals and Other Compensation	9
Client Referrals and Other Compensation	9
15. Custody.....	9
Account Statements.....	9
16. Investment Discretion.....	9
Discretionary Authority for Trading.....	9
17. Voting Client Securities	9
Proxy Votes	9
18. Financial Information	9
Financial Condition	9
19. Business Continuity Plan	10
General	10
Disasters.....	10
Alternate Offices	10
Loss of Key Personnel	10
20. Information Security Program.....	10
Information Security	10

Privacy Notice	10
Brochure Supplement (Part 2B of Form ADV)	11
Education and Business Standards	11
Professional Certifications	11
Biographies of Directors and Officers	12

4. Advisory Business

Firm Description

PCJ Investment Counsel Ltd., (“PCJ”) was founded in 1996.

PCJ provides investment management to individuals, pension and profit sharing plans, trusts, estates, charitable organizations and corporations. Advice is provided through consultation with the client and may include: determination of financial objectives, and investment management.

PCJ is strictly a fee-only investment management firm. The firm does not sell annuities, insurance, stocks, bonds, mutual funds, limited partnerships, or other commissioned products.

PCJ does not act as a custodian of client assets.

Principal Owners

PCJ Investment Counsel Partnership (“Partnership”) is the sole shareholder of PCJ. The Partnership interests are held by the Directors and Officers of PCJ (49.75%) and Connor, Clark & Lunn Financial Group Ltd. (CCLFG) (50.25%). Warren Stoddart, a Director of CCLFG holds a 10.8% voting interest in PCJ through his holdings in CCLFG. CCLFG and Warren Stoddart are the only parties who hold greater than 10% of PCJ.

Types of Advisory Services

PCJ 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, mutual funds and individual investors.

As of October 31, 2014, PCJ manages approximately US\$3,028,600,000.00 in assets for 31 clients. All assets are managed on a discretionary basis.

PCJ also offers its asset management services to separately managed account platforms (“SMA”) which are operated by a financial institution or dealer. In these instances, PCJ provides a portfolio model to the client on a regular basis and is not responsible for the execution of trades or the ongoing monitoring of the underlying portfolios. As a result, these assets are not included in the regulatory assets under management.

Tailored Relationships

The goals and objectives for each client are documented in our client relationship management system. Investment policy statements are created that reflect the stated goals and objective. Clients may impose restrictions on investing in certain securities or types of securities.

Agreements may not be assigned, other than in some cases to an affiliate of PCJ, without client consent.

Types of Agreements

The following agreements define the typical client relationships.

Investment Management Agreement or Managed Account Agreement

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

Termination of Agreement

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

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

5. Fees and Compensation

Description

PCJ bases its fees on a percentage of assets under management. All client contracts include a fee schedule agreed to by the client and PCJ. Clients are charged according to the standard fee schedules for standard client mandates. Clients with different mandates may have a different fee schedule. Fees are negotiable, but are subject to contractual restrictions on PCJ from existing clients.

Fee Billing

Investment management fees 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 PCJ.

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.

Past Due Accounts

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

6. Performance-Based Fees

Performance-Based Fees

PCJ 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 Managed Account Agreement entered into with the client.

7. Types of Clients

Description

PCJ generally provides investment advice to pension and profit sharing plans, trusts and endowments, financial institutions, investment companies, trusts, estates and charitable organizations, corporations or business entities.

Client relationships vary in scope and length of service.

Account Minimums

There is no minimum annual fee charged.

The minimum account size for clients managed on a segregated basis is \$5,000,000.

PCJ has the discretion to waive the account minimum.

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

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.

Investment Strategies

PCJ 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 (IMA) or Managed Account Agreement (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.

PCJ 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.

Risk of Loss

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

- **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.
- **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.
- **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.
- **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.
- **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.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry.
- **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.

- **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.

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

9. Disciplinary Information

Legal and Disciplinary

Neither PCJ 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

Financial Industry Activities

PCJ 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

PCJ is also registered with the Irish Financial Services Regulatory Authority as "Investment Manager".

PCJ 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 advisor, 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 CCLFG, PCJ has direct relationships with the following entities:

- Connor, Clark & Lunn Private Capital Ltd., a firm offering investment management advisory services to Canadian clients. PCJ acts as sub-adviser to private pooled funds as well as prospectus-qualified mutual funds on behalf of CC&L Private Capital.
- Connor, Clark & Lunn Investment Management Ltd., 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 (USA) Ltd. is a wholly-owned subsidiary of CCLFG. Connor, Clark & Lunn (USA) Ltd. provides marketing services in the United States to affiliates within the CCLFG group of companies.
- Scheer, Rowlett & Associates Investment Management Ltd., a firm offering investment advisory services to Canadian clients.

PCJ is investment adviser and/or sub-advisor for certain Canadian trusts and/or funds. These Canadian trusts/funds are pooled investment vehicles through which various types of Canadian clients may commingle their assets for investment purposes. PCJ receives investment management fees based upon total assets under management.

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

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

Code of Ethics

The directors, officers and employees of PCJ 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.

Participation or Interest in Client Transactions

PCJ and its directors, officers and employees may buy or sell securities that are also held by clients. 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.

Personal Trading

The Chief Compliance Officer of PCJ is Heiki Altosaar. He reviews all trades by directors, officers and employees each quarter. His trades are reviewed by the Board of Directors. The personal trading reviews ensure that the personal trading of directors, officers and employees does not affect the

markets, and that clients of the firm receive preferential treatment. Since most trades by directors, officers and employees are small, the trades do not affect the securities markets.

12. Brokerage Practices

Selecting Brokerage Firms

PCJ 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.

PCJ:

- 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 PCJ's pooled funds may not direct soft dollar commissions.

PCJ does not receive fees or commissions for any of these arrangements.

Best Execution

PCJ has written policies for best execution in its portfolios. In buying and selling securities, PCJ 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.

Soft Dollars

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

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 PCJ 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.

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

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

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

On a quarterly basis, PCJ reports to each client 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.

PCJ's soft dollar policies and procedures are in compliance with CFA Institute Soft Dollar Standards.

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

Periodic Reviews

PCJ 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.
- -Daily 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.

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.

Regular Reports

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.
- Quarterly Reports - performance, portfolio statements and commentary are sent within 4 weeks of quarter-end.

14. Client Referrals and Other Compensation

Client Referrals and Other Compensation

As part of its partnership with the Connor, Clark & Lunn Financial Group Ltd. (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 as a result of the efforts of the CCLFG Institutional Sales Team, PCJ will pay a cash referral to CCLFG in accordance with all applicable laws.

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

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.

16. Investment Discretion

Discretionary Authority for Trading

PCJ has discretionary authority to manage securities accounts on behalf of clients. PCJ works with the custodian selected by the client.

17. Voting Client Securities

Proxy Votes

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

18. Financial Information

Financial Condition

PCJ does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients.

19. Business Continuity Plan

General

PCJ and CCLFG have a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services or key people.

Disasters

The Business Continuity Plan covers natural disasters such as snow storms, hurricanes, tornados, and flooding. The Plan covers man-made disasters such as loss of electrical power, loss of water pressure, fire, bomb threat, nuclear emergency, chemical event, biological event, T-1 communications line outage, Internet outage, railway accident and aircraft accident. Electronic files are backed up daily and archived offsite.

Alternate Offices

Alternate offices are identified to support ongoing operations in the event the main office is unavailable. It is our intention to contact all clients in the event of a disaster that dictates moving our office to an alternate location.

Loss of Key Personnel

The investment professionals at PCJ work in an integrated team environment using highly structured investment processes. As a result, the loss of any individual team member would have little material impact on investment strategies and outcomes. The team takes responsibility for ensuring that important functions and expertise are protected and shared.

20. Information Security Program

Information Security

PCJ maintains an information security program to reduce the risk that your personal and confidential information may be breached.

Privacy Notice

PCJ is committed to maintaining the confidentiality, integrity and security of the personal information that is entrusted to us.

PCJ handles the private details of our clients' business affairs with discretion and in accordance with the applicable privacy legislation and PCJ privacy practices. Confidentiality is essential to the long-term success of our business. We obtain permission from the client (usually in the contract or MAA), to collect, use and disclose confidential information in accordance with our policies.

Brochure Supplement (Part 2B of Form ADV)

Education and Business Standards

PCJ's investment team members all meet the proficiency requirements prescribed under Canadian National Instrument 31-103 for "Advising Representatives", or have been grandfathered with respect to certain of the requirements due to their years of experience as portfolio managers. Under s.3.11 of National Instrument 31-103, these requirements include completion of the following:

- C.F.A. (Chartered Financial Analyst) Charter and twelve months of relevant investment management experience in the thirty-six month period before applying for registration.
- Canadian Investment Manager (CIM) designation and forty-eight months of relevant investment management experience, twelve months of which was in the thirty-six month period before applying for registration.

Professional Certifications

Employees have earned certifications and credentials that are required to be explained in further detail.

Chartered Financial Analyst (CFA): Chartered Financial Analysts are licensed by the CFA Institute to use the CFA mark. CFA certification requirements:

- Hold a bachelor's degree from an accredited institution or have equivalent education or work experience.
- Successful completion of all three exam levels of the CFA Program.
- Have 48 months of acceptable professional work experience in the investment decision-making process.
- Fulfill society requirements, which vary by society. Unless you are upgrading from affiliate membership, all societies require two sponsor statements as part of each application; these are submitted online by your sponsors.
- Agree to adhere to and sign the Member's Agreement, a Professional Conduct Statement, and any additional documentation requested by CFA Institute.

Canadian Investment Manager (CIM) Designation: CIM designation requirements:

- Canadian Securities Course, plus Investment Management Techniques, plus Portfolio Management Techniques;
- OR

- Canadian Securities Course, plus Wealth Management Essentials, plus Advanced Investment Strategies OR Wealth Management Essentials Investment Management Supplement, plus Portfolio Management Techniques.

Biographies of Directors and Officers

Name/Title	D.O.B. yy/mm/dd	Formal Education	Business Activity for Past 5 Years	Disciplinary Information	Other Activities & Compen- sation	Supervision
Nereo Piticco, Director & President	55/03/03	BComm, Concordia University: 1976 CFA: 1985	Investment management, Canadian equity strategy and fundamental research.	N/A	N/A	Board of Directors 416-955-9990
Jack Campbell, Director & Vice President	47/03/11		Investment management and Canadian equity strategy	N/A	N/A	Nereo Piticco npiticco@cclgroup .com 416-955-9990
Michael W. Freund Director	59/03/28	University of Cape Town, BBusSc CA, Canada and South Africa	Operations	N/A	N/A	Board of Directors 416-955-9990
Heiki Altosaar, Chief Compliance Officer, Corporate Secretary	70/10/01	BA, University of Toronto: 1993 CFA: 1998	Investment management, Canadian equity strategy and fundamental research.	N/A	N/A	Nereo Piticco npiticco@cclgroup.com Board of Directors 416-955-9990
Aly Alladina, Vice President	73/12/29	BBA, Simon Fraser University: 1996 CFA: 2000	Investment management, Canadian equity strategy and fundamental research.	N/A	N/A	Nereo Piticco npiticco@cclgroup.com 416-955-9990

Bryan Rock, Vice President	79/02/19	BASc, University of Toronto: 2003. MBA, University of Toronto: 2005. CFA: 2009	Investment management, Canadian equity strategy and fundamental research..	N/A	N/A	Nereo Piticco npiticco@cclgroup.com 416-955-9990
Adam Posman Vice President	77/03/08	MBA, University of Western 2004 BComm McGill University 1999 CIM	Investment management, Canadian equity strategy and fundamental research.	N/A	N/A	Nereo Piticco npiticco@cclgroup.com 416-955-9990
Eric Hasenauer Vice President	77/12/02	MBA Fordham University 2006 BA Williams College 2000	Head of Institutional Sales	N/A	N/A	Nereo Piticco npiticco@cclgroup.com 416-955-9990
Gary Simonette Vice President	86/01/14	BA Williams College 2008	Institutional Sales	N/A	N/A	Nereo Piticco npiticco@cclgroup.com 416-955-9990
Patrick D. Robitaille Corporate Secretary	65/11/22	University of BC, BSc. University of Saskatchewan, LLB British Columbia Bar: 1992 Partners, Directors and Senior Officers Qualifying Exam Canadian Securities Course CFA Level 1	Regulatory, In-house Counsel	N/A	N/A	Nereo Piticco npiticco@cclgroup.com 416-955-9990