

CANACCORD Genuity Wealth Management

Canaccord Genuity Wealth Management (USA) Inc.

2200 – 609 Granville Street

Vancouver, BC, Canada V7Y 1H2

1-800-663-8061

Firm Brochure

CRD# 7449

This brochure provides information about the qualifications and business practices of Canaccord Genuity Wealth Management (USA) Inc. If you have any questions about the contents of this brochure, please contact us at the phone number listed above.

Additional information about the firm and its representatives is also available on the SEC's website at www.adviserinfo.sec.gov/

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. Please note, where this brochure may use the terms "registered investment adviser" and/or "registered", registration itself does not imply a certain level of skill or training.

Material Changes

The purpose of Item 2 is to disclose any material changes that have been made since the last annual update. As this is the initial Firm Brochure created by Canaccord Genuity Wealth Management (USA) Inc., there are no material changes.

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Advisory Business

Canaccord Genuity Wealth Management (USA) Inc. ("CGWM USA") is a registered investment adviser with the Securities and Exchange Commission and a full service broker-dealer registered with FINRA. CGWM USA is a wholly owned subsidiary of Canaccord Genuity Group Inc. (TSX: CF), through Canaccord Adams Financial Group Inc. Since its establishment in 1950, the Company has been driven by an unwavering commitment to building lasting client relationships. The Company has affiliates with offices in 12 countries worldwide, including Wealth Management offices located in Canada, Australia, the UK and Europe. Canaccord Genuity, the Company's international capital markets division, has operations in Canada, the U.S., the U.K., France, Germany, Ireland, Italy, Hong Kong, mainland China, Singapore, Australia and Barbados.

As of August 30, 2015, CGWM USA has zero assets under management.

CGWM USA offers its clients two different types of advisory accounts:

Complete Canaccord Fee-based Account:

The Complete Canaccord Fee-Based Account provides clients with a non-discretionary fee-based investment option. The Complete Canaccord Fee-Based Account is designed for moderately active investors who plan to stay with their investment strategy for many years. It appeals to those clients who value a disciplined and traditional full-service approach, but wish to pay a recurring fee that is tied to account value, not account activity.

The Complete Canaccord Fee-Based Account is suitable for clients who:

- Want an investment strategy to protect and build their wealth.
- Prefer to pay a single asset-based fee to capitalize on all the investment opportunities that suit their investment strategy without considering each and every transaction cost.

The Complete Canaccord Fee-Based Account provides you with access to:

- A customized investment strategy that reflects your risk tolerance, financial needs and goals, and overall assets.
- The full range of investments, including equities, fixed-income securities and mutual funds.
- All account types so you can build wealth in your IRA, ROTH IRA and non-registered accounts.
- The convenience of online account access, so you can monitor your progress towards your financial goals from wherever you are, whenever you choose.

With the Complete Canaccord Fee-Based Account, your Investment Advisor will work closely with you to determine how they will best meet your investment needs. As the client you have the ability to impose restrictions on investments in certain securities or types of securities.

Portfolio Management Account (PMA):

A discretionary account which provides the client's Investment Advisor with the authority to make investment decisions on the client's behalf, determined by well-defined guidelines established in the client's Investment Policy Statement.

You have the comfort of knowing that CGWM USA conducts ongoing monitoring of each Portfolio Manager to ensure they provide nothing but the highest quality of service to each and every client.

Both the Separately Managed Account and the Portfolio Management Account have been designed with the affluent investor in mind. Our prestigious platform includes top-quality Quarterly Portfolio reviews and comprehensive reporting.

Fees and Compensation

CGWM USA receives compensation for advisory services through fees charged to clients based on the level of assets in your account rather than paying commissions on each and every transaction. This gives you the cost-efficiency you need to maintain your investment strategy, protect your capital and seize good opportunities, through changing market conditions. Clients have the option to have the fee charged to their accounts on a monthly or quarterly basis. CGWM USA does not charge advisory fees in advance.

CGWM USA clients may incur brokerage and other transaction costs related to the custody of assets in their accounts. Additional information on these charges can be found in Item 12: Brokerage Practices.

In certain situations the firm may receive compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds or exchange traded funds. This practice presents a conflict of interest as a result of the incentive to recommend products based on the compensation received rather than your needs as a client. To address this conflict, the firm will only recommend “no-load” funds and does not permit the purchase of funds with a front end load or a deferred sales charge.

Performance-based Fees and Side by Side Management

Neither CGWM USA, nor its supervised persons accept performance-based fees which are fees based on a share of capital gains on or capital appreciation of the assets of a client.

Types of Clients

CGWM USA’s service offerings currently extend to individuals, estates, trusts, corporate entities, including pension & profit sharing plans. Clients must typically have a minimum of \$100,000 in assets to open an account. Client accounts may be aggregated to meet the minimum account value. This may be waived at the discretion of CGWM USA.

Methods of Analysis, Investment Strategies and Risk of Loss

CGWM USA utilizes a wide variety of methods of analysis and investment strategies in formulating investment advice and managing client assets. Most methods of selecting investments for clients are based around one of the following types of analysis:

Fundamental analysis: The analysis of a company's fundamental information such as revenue, earnings, assets, liabilities and growth to find a stock's intrinsic value in comparison to the overall market value to determine whether to make a recommendation to clients. The main risk in fundamental analysis is that although a company may present well with its fundamental information, overall market conditions may have an adverse effect on the security.

Technical or Charting analysis: This method uses charts and diagrams to reveal patterns or changes in market or stock movements. These patterns are then used to determine the potential future movements in specific securities. The risk with this method of analysis is that it uses past market data and there is no guarantee the patterns will reoccur.

With any investment strategy, clients must be aware that investing in securities involves risk of loss that the clients should be prepared to bear.

Disciplinary Information

CGWM USA is required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of your advisory business or the integrity of the firm's management. At this time the firm does not have any required disclosures to this item.

Other Financial Industry Activities and Affiliations

CGWM USA is a subsidiary of Canaccord Adams Financial Group Inc. which is wholly owned by Canaccord Genuity Group Inc., a publicly held company (TSX:CF and LSE:CF). CGWM USA is also a registered broker-dealer in the US which operates from the same locations as its affiliate, Canaccord Genuity Corp., which is a Canadian broker-dealer. CGWM USA is also affiliated through common ownership with Canaccord Genuity Inc., a US broker-dealer in the United States. The advisory activities of CGWM USA are in no way conducted or provided by its parent company or related affiliates.

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

A Code of Ethics (the "Code") has been established by CGWM USA in compliance with SEC Rule 204A-1 under the Investment Adviser's Act of 1940 to establish "best practices" and create the highest standards of ethical conduct supporting CGWM USA's fiduciary responsibility to its clients. The Code is designed to and requires that CGWM USA:

- Promote honest and ethical conduct, including the ethical handling of actual or perceived conflicts of interest between personal and professional relationships;
- Effect full, fair, accurate, timely, and understandable disclosures in reports and documents that are provided to clients or filed or submitted to the SEC, state securities regulators, and in other public communications made by CGWM USA;

- Never place the personal interests of CGWM USA or its employees, improperly, before the interests of clients;
- Comply with the Compliance policy of CGWM USA;
- Comply with applicable federal and state laws, rules, and regulations;
- Promptly report any known or perceived violations of the Code.

Material Nonpublic Information – The Code establishes that the improper use of material nonpublic information for an employee’s own gain is not only unethical and in fact, illegal. The Code prohibits the improper use or dissemination of material nonpublic information regarding the business of CGWM USA, any securities recommendation or client securities holding.

Securities Trading of CGWM USA Personnel - The Code calls for the reporting of all personal securities transactions to CGWM USA management and for the review of personal securities transactions by CGWM USA management. Additionally, the Code requires that employees seek the permission of the CGWM USA Compliance Officer to engage in certain types of investments where a potential conflict of interest may exist.

Reporting and Accountability - The Code establishes responsibility for employees to fully adhere to the Code and to immediately report perceived or real violations of the Code to the CGWM Compliance Officer.

Confidentiality - Confidentiality is essential to the operations of CGWM USA and the Code establishes a prohibition regarding the inappropriate disclosure of client and business information to inappropriate persons.

Questions about the Code may be directed to the CGWM Compliance Officer at (604) 643-7050.

CGWM USA does not recommend to clients nor buy or sell from clients any securities in which it maintains a material financial interest.

Brokerage Practices

All accounts held by CGWM USA are held by Pershing LLC (“Pershing”) which serves as the firm’s clearing agent and custodian. CGWM USA requires clients to open their accounts with CGWM USA as broker-dealer. Not all advisers require their clients to hold accounts or execute transactions with a specific broker-dealer. As CGWM USA is directing brokerage we may be unable to achieve the most favorable execution of client transactions and this may cost clients more money.

CGWM USA will aggregate the purchase or sale of securities for multiple client accounts under conditions which will be beneficial to clients to reduce the costs of trading.

CGWM USA is not engaged in any soft dollar benefits or brokerage for client referrals with respect to the brokerage transactions it conducts for clients.

Review of Accounts

CGWM USA monitors discretionary accounts on a monthly basis and non-discretionary accounts on a quarterly basis. The accounts are monitored by the firm's compliance department for suitability and concentration.

Clients will receive statements from the account custodian on a monthly or quarterly basis dependent on the level of account activity. Clients are also able to access their account information directly online.

Clients are encouraged to review their account information on a regular basis and to contact the firm with respect to any questions or concerns that may arise. CGWM USA expects clients will immediately notify the firm about any changes to their financial circumstances as these changes may affect their accounts and their investments.

Client Referrals and Other Compensation

CGWM USA does not directly or indirectly compensate any person who is not a supervised person for client referrals. Further we do not receive any economic benefit for providing investment advice or other advisory service to clients.

Custody

CGWM USA does not directly custody client funds or securities, client accounts are held by CGWM USA as a registered broker-dealer. CGWM USA has a fully disclosed clearing agreement with Pershing LLC to act as its clearing firm and custodian of client assets. Client statements will be issued directly by Pershing monthly or quarterly based on account activity. Clients should take the time to reconcile their account statements with any portfolio or performance reports issued directly from CGWM USA to ensure their account holdings and information are consistent.

Investment Discretion

Clients may be able to provide CGWM USA with discretionary authority to manage securities on their behalf. Such authority must be granted in the form of a written agreement between the Client and CGWM USA which outlines any applicable limitations to the firm's discretionary authority including the types and amounts of securities to be purchased or sold, the timing of such transactions, and the ability to make decisions which follow the client's investment objectives and overall investment goals.

Voting Client Securities

CGWM USA will not vote or advise clients how to vote with respect to proxies for securities held in client accounts. The client will maintain the authority and responsibility for voting of proxies at all times. Clients will receive proxies or other solicitations directly from the issuer or their designated service provider as applicable. Clients with questions regarding proxies may contact CGWM USA for additional information.

Financial Information

CGWM USA does not require or request the payment of fees in advance. CGWM USA has no financial commitment, hardship or impairment that might restrict its ability to meet its contractual or fiduciary obligations to clients. A copy of financial information related to the company is available to clients upon written request.