

**GFI Investment Counsel Ltd.**

**STATEMENT OF FAIRNESS IN ALLOCATION OF  
INVESTMENT OPPORTUNITIES**

It is our policy to act in a manner consistent with an obligation to deal fairly with all clients when disseminating investment recommendations or taking investment action.

However, in the course of managing a large number of individual accounts, decisions are made to purchase or sell securities for some accounts and not for others. Investment decisions for a client are made in accordance with the investment objectives and restrictions governing that account and are independent of investment decisions made for other clients (or accounts). No account or type of account will receive preference in the allocation of investment opportunities.

Some of the factors which influence the decision-making process include:

- (a) the investment objectives of the client,
- (b) the effect on income in relationship to requirements,
- (c) the amount of free funds available, and
- (d) the degree of concentration of existing opportunities in certain securities and industries.

In general, Whenever possible, trades in the same security transacted on behalf of more than one client will be aggregated in order to facilitate best execution and to reduce brokerage commissions and other costs.

Investment opportunities are allocated equitably among different client accounts while seeking reasonable efficiency in client transactions and providing flexibility to use appropriate allocation methodologies, including the following:

1. Securities bought or sold in an aggregated transaction will be allocated on a pro-rata basis among the participating client accounts in proportion to the size of the orders placed for each account (subject to the investment objectives and investment restrictions of the client).
2. Each client participating in an aggregated trade will pay the average share price for that aggregated trade. Costs incurred on an aggregated transaction will be shared pro-rata based on each account's order size.
3. In situations where investment opportunities are too limited for all accounts to share (even on an allocated basis), such transactions will be allocated in an objective manner, which **GFI Investment Counsel Ltd.** (the "**Registrant**"), in good faith, determines to be a fair and equitable allocation.
4. Where it is not possible to aggregate a client's order with other accounts, the investment process will be managed so that all accounts receive fair and equitable treatment over time.

5. Initial public offerings (“IPOs”) of equity securities, many of which are deemed “Hot Issues”, will be allocated first to clients with investment objectives focused on the particular sector of the issuer of an IPO on a pro-rata basis in proportion to the size of the participating accounts (subject to the investment objectives and the investment restrictions of the client).

When this treatment of order fills still does not satisfy the need of every account, every effort will be made in future transactions to ensure that over a period of time every account, regardless of size, receives equitable treatment.