

CONFLICT OF INTEREST DISCLOSURE - UNIVERSITAS, REFLEX AND INDIVIDUAL PLANS

About Us

Kaleido Growth Inc. ("KGI") is registered as an investment fund manager and scholarship plan dealer with Autorité des marchés financiers ("AMF") in Quebec, and with the Financial and Consumer Services Commission (FNCSB) in New Brunswick. KGI acts as the distributor of the scholarship plans promoted by the Kaleido Foundation (the "Foundation").

The Foundation, a non-profit organization, acts as the promoter of the Universitas, Reflex and Individual scholarship plans referred to in this document (collectively, the "plans," or separately, a "plan"). KGI is a wholly owned subsidiary of the Foundation.

What is a Conflict of Interest

Securities regulations govern the handling of situations of conflict that may arise between the interests of the client and the interests of an organization, its representatives, and other related entities or individuals. "Conflict of interest" means a known or apparent situation in which an individual or organization is subject to multiple interests that may differ from the interests of a client. These multiple interests have the potential to influence the advice provided, at the expense of the client's best interest. A conflict of interest is not itself a reprehensible fact, but even in the absence of a prejudicial act, a conflict of interest can undermine the client's confidence in their representative or the organization.

When is a conflict of interest "significant"? The significance of a conflict will depend on the circumstances. We must assess whether the conflict could reasonably affect the client's decisions or the recommendations or decisions of our organization or our representatives in specific circumstances.

Conflict of Interest Management

The Foundation and KGI take reasonable measures to identify all significant conflicts of interest that exist or that they reasonably foresee arising between their clients and themselves, their representatives, or other related entities or individuals. We avoid illegal conflicts and conflicts that we cannot effectively manage in your best interest. We try to limit or minimize the impact of conflict of interest situations, but in some cases, it is not possible to avoid them. In such cases, we address the conflicts of interest in the best interests of the client and promptly disclose the nature and extent of any identified conflict of interest or potential conflict of interest that a reasonable client would expect to be informed about. In addition, our representatives are required to comply with securities laws and our policies, procedures, and Code of Ethics to ensure that they adhere to responsible sales and business practices.

As required by law, KGI has established an Independent Review Committee ("IRC") comprised of three members with no significant relationship to the Foundation, KGI, or any of their affiliated entities. The IRC is an independent body integrated to the governance structure of the Plans, with the mandate to improve the quality of management through the supervision of conflict of interest issues that may arise in the administration, asset management or operations of the Plans.

Conflict of Interest Disclosure

The purpose of this disclosure document is to provide you with a description of the potential conflicts of interest, their impact on you, and the measures taken to prevent, avoid, or mitigate them and to ensure that they are managed in your best interest.

GENERAL			
APPARENT OR PROVEN CONFLICTS OF INTEREST	POTENTIAL IMPACT ON THE CLIENT	MANAGED THROUGH	HOW CONFLICTS WILL BE HANDLED
<p>Administrative fees</p> <p>KGI, as an investment fund manager, and the Foundation, as a promoter, receive an administration fee based on a percentage of the assets under management.</p>	<p>A portion of the fees paid from the fund's income or directly from fund assets go to KGI and the Foundation.</p>	<p>Disclosure Controls</p>	<p>- We will inform you of the fees and other management costs for your UNIVERSITAS, REFLEX or INDIVIDUAL plan. To see the fees that apply to your RESP, please review the disclosure statements in the <i>Relationship disclosure UNIVERSITAS, REFLEX, INDIVIDUAL</i>, the plan summary, and the prospectus.</p>

<p>Exclusive products</p> <p>KGI and its representatives only offer the scholarship plans promoted by the Foundation.</p>	<p>The product we suggest do not take into account non-exclusive products or products offered by third parties or whether these products could potentially be better, worse, or equivalent in meeting your investment needs and objectives.</p>	<p>Disclosure Controls</p>	<ul style="list-style-type: none"> - KGI and its representatives have an obligation to put the client's interests first in any recommendation or transaction. - You will receive a plan summary and prospectus when the plan is opened. You have 60 days to review the information and terminate your plan to receive a full refund of your contributions. - We are required by securities regulations to ensure that the investment recommendations are appropriate. - Our representatives are required to comply with securities laws and our policies, procedures, and Code of Ethics to ensure they adopt responsible sales and business practices. - The KGI Compliance Department trains representatives and conducts periodic audits of their sales practices. - Representatives who violate rules or policies may be subject to penalties, such as having their licence suspended or their representative contract with KGI revoked.
<p>External activities</p> <p>Some representatives may engage in other professional income-generating activities that are independent from their work with KGI, including as financial security advisors, property managers, and business employees. Some representatives may also be involved in their communities by serving on boards of directors.</p>	<p>Your representative may have interests that differ from yours because of their external activities.</p>	<p>Avoidance Controls</p>	<ul style="list-style-type: none"> - Under securities regulations, representatives must disclose any other activities they engage in and must identify, assess, and inform us of any conflicts of interest related to those activities. - We review all external business activities and assess conflicts of interest. If an activity is approved, we supervise and monitor it to ensure that conflicts of interest that arise are managed in your best interest. - Restrictions and controls may be put in place to govern the external activity. - Our representatives are required to comply with securities laws and our policies, procedures, and Code of Ethics to ensure they adopt responsible sales and business practices. - The KGI Compliance Department trains representatives and conducts periodic audits of their sales practices. - Representatives who violate rules or policies may be subject to penalties, such as having their licence suspended or their representative contract with KGI revoked.
<p>Directors and officers</p> <p>Some of KGI's directors and officers are also officers and/or directors of the Foundation.</p>	<p>This could influence or have an impact on the decisions of related entities.</p>	<p>Disclosure Controls</p>	<ul style="list-style-type: none"> - Policies and procedures have been put in place to ensure that the functions of each entity remain separate, that decisions are made independently, and that conflicts of interest are managed. - Directors are required to comply with the provisions of the Code of Ethics and Professional Conduct for Directors. - A declaration of interest from each director is obtained annually and updated during the year.
<p>Incentives, benefits, gifts</p> <p>Incentives, goods, or benefits offered to a representative by their client or, conversely, by a representative to their client.</p>	<p>The exchange of incentives, goods, or benefits between a representative and their client may influence decision-making.</p>	<p>Avoidance Controls</p>	<ul style="list-style-type: none"> - Representatives are not permitted to accept gifts from existing or prospective clients or other third parties. Representatives may offer thank-you gifts or promotional items of non-significant value. - Our representatives are required to comply with securities laws and our policies, procedures, and Code of Ethics to ensure they adopt responsible sales and business practices. - The KGI Compliance Department trains representatives and conducts periodic audits of their sales practices. - Representatives who violate rules or policies may be subject to penalties, such as having their licence suspended or their representative contract with KGI revoked.

COMPENSATION FOR REPRESENTATIVES RELATED TO UNIVERSITAS, REFLEX AND INDIVIDUAL PLANS			
APPARENT OR PROVEN CONFLICTS OF INTEREST	POTENTIAL IMPACT ON THE CLIENT	MANAGED BY MEANS OF	HOW CONFLICTS WILL BE HANDLED
<p>Compensation for total assets under management</p> <p>Representatives receive incentive compensation based on the total assets invested by clients assigned to them.</p>	<p>The more clients a representative has and the more these clients invest in the plans, the greater the representative's compensation.</p>	<p>Disclosure Controls</p>	<ul style="list-style-type: none"> - KGI and its representatives have an obligation to ensure that recommendations and transactions are suitable and in the client's best interest. - Our representatives are required to comply with securities laws and our policies, procedures, and Code of Ethics to ensure they adopt responsible sales and business practices. - The KGI Compliance Department trains representatives and conducts periodic audits of their sales practices. - Representatives who violate rules or policies may be subject to penalties, such as having their licence suspended or their representative contract with KGI revoked.

INSURANCE		
APPARENT OR PROVEN CONFLICTS OF INTEREST	POTENTIAL IMPACT ON THE CLIENT	MANAGED BY MEANS OF
<p>Sales commission and administrative fees</p> <p>KGI receives from Humania Assurance inc. 5% of the premium paid by the subscriber as a commission for the sale of the group life and disability insurance complementary to the scholarship plan. KGI also receives 5% of the premium paid by the subscriber as an administrative fee.</p>	<p>Some of the decisions you make about group life and disability insurance complementary to the scholarship plan may affect KGI's earnings</p>	<p>Disclosure</p>
<p>Annual refund</p> <p>KGI is the policyholder of the insurance contract entered into with Humania Assurance inc. Each year, based on a calculation to ensure the financial health and sustainability of the insurance plan, a portion of any unrequired premiums is refunded to the policyholder. The value of this refund will be different in the coming years once our group scholarship plans are no longer commercialized and IDEO+ plans have been commercialized in full. In the case of the former UNIVERSITAS and REFLEX plans, the refund represented an average of 65% of the premiums paid by subscribers and was transferred to the beneficiaries in the form of an education assistance payment or to KGI. The refund amount varies depending on several factors, including the number of claims received by Humania Assurance inc., the amount of benefits paid, the administrative fees, and taxes.</p>	<p>KGI may receive an annual sum of money representing a portion of the unrequired premiums paid by subscribers. Some of the decisions you make about group life and disability insurance complementary to the scholarship plan may affect KGI's earnings.</p>	<p>Disclosure</p>