



Conflict of Interest Disclosure Statement

Trans-Canada Capital (“TCC”, “we”, or “us”) was formed and incorporated under the *Canada Business Corporations Act* in March 2018, with its head office located at 1800 McGill College Ave., Suite 2000, Montreal. TCC is a wholly owned subsidiary of Air Canada and the duly appointed portfolio manager of the Air Canada Pension Master Trust Fund (“ACPMTF”).

TCC also acts as portfolio manager and investment fund manager of specialized TCC investment vehicles offering various investment strategies (the “Funds”). TCC distributes the securities of the Funds mainly to institutional investors and high net worth clients. Our investment management operations are independent from Air Canada and as such no representative of Air Canada has access to, or participates in formulating, investment decisions made on behalf of our clients (including the Funds).

TCC is registered as an Exempt Market Dealer in all Canadian provinces and territories, as an Investment Fund Manager in Quebec, Ontario and Newfoundland and Labrador, a Portfolio Manager in Quebec, Ontario and Newfoundland and Labrador and finally as a Commodity Trading Manager in Ontario and Derivatives Portfolio Manager in Quebec.

In accordance with Canadian securities laws and regulations we must provide disclosure to our clients relating to material conflicts of interests including how we address these conflicts in their best interests.

From time to time, additional material conflicts of interest may arise or be reasonably foreseeable. We will continue to take appropriate measures to identify and address such situations in our clients’ best interests. We will update this document periodically and provide you with a revised version in a timely manner. More specifically, the purpose of this Conflicts of Interest Disclosure Statement is to inform clients on how we identify and deal with material conflicts of interest in our clients’ best interests. A conflict of interest arises when interests of different parties, such as interests of a client and those of TCC, are inconsistent or divergent.

Generally, a conflict of interest is material if the conflict may be reasonably expected to influence the decision of any potential clients of TCC in the circumstances, or the decisions taken by us or our representatives in the circumstances. To ensure that TCC clients’ interests are always put first in any situation where a material conflict of interest may affect our relationship, our representatives must, among other things, respect TCC’s Code of Conduct for employee and TCC’s Compliance Manual, which both set out the basic principles that guide their conduct and the regulatory requirements. TCC strives to take reasonable steps to identify all existing material conflicts of interest, and material conflicts of interest that we, in our reasonable opinion, would expect to arise. We then assess the level of risk associated with each conflict. We strive to avoid situations which can lead to material conflicts of interest or represent too high risk for the clients and ensure that in other cases appropriate measures are implemented to control and minimise the impact of the conflict of interest effectively.

Definitions

Unless otherwise specified, all capitalized terms used in this document are defined below:

“Associate” where used to indicate a relationship with a person, means i) any company in which the person owns securities assuring it of more than 10% of a class of shares to which are attached voting rights or an unlimited right to participate in earnings and in the assets upon winding-up; ii) any partner of that person; or iii) any trust or succession in which the person has a substantial ownership interest or to which he fulfils the functions of a trustee or liquidator or similar functions;

“Connected Issuer” means for TCC an issuer, or any Related Issuer of the issuer, having a relationship with any of the following that may lead a reasonable prospective purchaser of the securities to question if TCC and the issuer are independent: TCC, a Related Issuer to TCC, a director, officer, or partner of TCC or a director, officer, or partner of a Related issuer of TCC. Accordingly, an issuer is “connected” to TCC if, due to indebtedness or other material relationships, a prospective purchaser of securities of the Connected Issuer might question TCC’s independence from such Connected Issuer;

“Funds” means the investment vehicles for which TCC acts as portfolio manager and investment fund manager, securities of which are distributed through prospectus exemptions;

“Related Issuer” means for TCC an issuer if i) TCC is an influential securityholder of the issuer; ii) the issuer is an influential securityholder of TCC; or iii) each of TCC and the issuer is a related issuer of the same third person or company. In this context, “influential securityholder” means having the power to exercise a controlling influence over the management and policies of a person or company, whether alone or in combination with one or more other persons or companies, whether through ownership of voting securities or otherwise;

“Responsible Person” means in respect of TCC, TCC itself, a partner, director, or officer of TCC and each of the following who has access to, or participates in formulating, an investment decision made on behalf of a client of TCC or advise to be given to a client of TCC: i) an employee or agent of TCC, ii) an affiliate of TCC, iii) a partner, director, officer, employee or agent of an affiliate of TCC; and

“Restricted Securities” means securities of an issuer where a Responsible Person or an Associate of a Responsible Person is a partner, officer, or director of such issuer. See below for a list of issuers, securities of which constitute Restricted Securities for TCC.

Investment in Related or Connected Issuers or in Restricted Securities

Securities legislation in Canada requires that brokers and advisers, when trading or providing advice on their own securities or the securities of other issuers with whom they are connected or related, to follow certain rules when carrying out such trades or giving such advice; the investors will then be aware of any relationships and connections the brokers and advisers have with the issuers of the securities.

As an exempt market dealer, TCC distributes to third-party investors securities of the Funds. The Funds may be considered related and connected issuer of TCC in accordance with applicable securities laws. However, TCC is not compensated for acting as an exempt market dealer in connection with the distributed of the Funds' securities.

In addition, when acting as portfolio manager, TCC is restricted from investing its clients' assets, including the assets of any Fund, in Restricted Securities unless such facts are disclosed to TCC's clients, and a written consent of the client is obtained before the purchase of the Restricted Securities.

As a general rule, by executing an investment management agreement or a subscription agreement with TCC, acting as manager of a Fund, you consent to TCC trading in: i) Restricted Securities in your account; or ii) Restricted Securities on behalf of the Fund(s) of which you may hold units.

Due to the relationship described below, the following issuers are Related and/or Connected issuers of TCC and the securities of these issuers are Restricted Securities for TCC:

Air Canada: TCC is a wholly owned subsidiary of Air Canada. Consequently, Air Canada is a Connected and Related issuer of TCC. Air Canada's securities are listed on the Toronto Stock Exchange ("TSX") under the symbol "AC". Air Canada's employees, officers and directors do not have access to, or participate in, TCC's investment decisions.

Chorus Aviation Inc. ("Chorus"): Mr. Amos Kazzaz acts as director of TCC and acts as director of Chorus. Consequently, Chorus is a Connected Issuer of TCC and TCC's securities are Restricted Securities for TCC. Chorus' securities are listed on the TSX under the symbol "CHR".

Funds: TCC acts as manager of the following investment vehicles (and may also establish additional investments vehicles from time to time for which it will as manager), securities of which are offered to institutional or high net worth clients

- TCC Master Multi-Strategy Fund, L.P.
- TCC MSF Mutual Fund
- TCC Active+ LT Fixed Income Master Fund, L.P.
- TCC Levered Active Long LT Fixed Income Master Fund, L.P.
- TCC Altitude Master Fund, LP
- TCC Master Alternative Fund, LP
- TCC Alphabet Master Fund, LP
- TCC Universe+ Fixed Income Trust Fund

The Funds are established as trusts or limited partnership proposing to investors investment strategies, the whole as more fully detailed in the constating and/or offering documents of each Fund. The Funds qualify as investment funds under applicable Canadian securities laws and distribute their securities through exemptions from the prospectus requirement. The Funds are Connected and Related issuers of TCC and the securities of the Funds are Restricted Securities.

Underlying Funds: TCC and/or TCC's affiliates act as manager or general partner of investment vehicles into which the Funds may invest in accordance with their investment objectives and strategies, the whole as more fully detailed in the constating and/or offering documents of each Fund. The Underlying Funds are established as limited partnerships, securities of which are distributed to the Funds through exemptions from prospectus requirement. The Underlying Funds are Connected and Related issuers of TCC and the securities of the Underlying Funds are Restricted Securities.

TCC's policies and procedures prevent it from investing any of its clients' assets (including the Funds' assets) in, or recommending investments in, any securities of Air Canada or Chorus.

The Funds

From time to time and with the consent of their securityholders, the Funds may, in accordance with their respective investment objectives and strategies, invest in the Underlying Funds. Certain Funds (which do not pay incentive fees to us or TCC's Related and/or Connected issuers) may invest in Underlying Funds which may pay incentive fees to TCC or TCC's affiliates. When investing assets of the Funds in securities of the Underlying Funds, TCC will ensure that no management fees, priority distributions, carried interest and/or other fees would be payable by the Underlying Funds to it or its affiliates that, to a reasonable person, would duplicate a fee payable by the Funds directly or indirectly for the same service fees.

More specifically, Underlying Funds offering an exposure to non-traditional classes of assets such as venture capital or private debt funds or other alternative funds may pay TCC or its affiliates management fees, performance allocation and have their own organisational fee structure as described in their constating documents. These fees will be in addition to any management fee received by us with regards to the management of the Funds' assets.

In anticipation of any proposed investments further to which a Fund may directly or indirectly pay additional fees, TCC will provide its clients with detailed information about the applicable investment vehicles and fee structure presenting all applicable fees (including in the constating and/or offering documents of the Funds).



Large Securityholder in the Funds

Due to TCC's historical relationship with the ACPMTF, as of the date hereof, a significant portion of each Fund is held by the ACPMTF. TCC ensures to respect its statutory and contractual standard of care when acting as manager of the Funds. Consequently, TCC must exercise its powers and discharge its duties as manager of the Funds honestly, in good faith and in the best interest of the Funds and must exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances. At the time of establishing each Fund's structure, TCC takes into account the interests of potential investors (including the interests of the ACPMTF) in order to determine the most efficient structure for each Fund. When invested in the Funds, assets of Air Canada pension fund are treated as an external client in all cases.

Compensation for services to the Funds

TCC is the investment fund manager and portfolio manager of the Funds. TCC earns management fees and, in some cases, TCC or affiliates of TCC may receive performance allocation as more fully disclosed in the constating and/or offering documents of each Fund. TCC may occasionally face conflicts between its own interests and those of its clients, or between the interests of one client and the interests of another. TCC has adopted policies to minimize the occurrence of such conflicts or to deal fairly where these conflicts cannot be avoided. In no case will TCC put its own interests ahead of those of its clients. TCC discloses in the Fund documentation a summary of all applicable fees and expenses. The fee disclosures and expenses are in clear language so that investors can understand what each is for and what services the fee covers.

Ethics

TCC has adopted a Code of Ethics and a compliance manual outlining the basic principles that guide the conduct of TCC and its employees, officers, and directors regarding conflicts of interest. The Code of Ethics and the Compliance Manual establishes rules of conduct for all employees, officers, and directors.

Personal Trading

TCC employees are allowed to operate personal trading accounts at other registered firms. TCC has adopted a personal trading policy that applies to all employees, officers, and directors with access to information regarding the portfolios. These policies are designed to reasonably prevent employees from trading in advance of orders for the Funds, or trading based on their knowledge of the Funds' trading activities. Access Persons must not use any non-public information about our clients for their direct or indirect personal benefit or in a manner which would not be in the best interests of TCC's clients, including the Funds. That prohibition includes what is commonly called "front-running" and it is not only a breach of this policy but is generally prohibited under Canadian securities legislation. Mitigation occurs at employee onboarding as well as through continuous monitoring.

Gifts and Business Entertainment

Giving, receiving, or soliciting gifts in a business may create an appearance of impropriety or may raise a potential conflict of interest for TCC. The overriding principle is that all TCC employees should not accept inappropriate gifts, favours, entertainment or special accommodations or other things of material value that could influence their decision-making. It is expected that employees will not knowingly place themselves in a position that would create an appearance of conflict of interest between TCC or its clients, and themselves. This includes all circumstances of possible conflicts of interest with, but not limited to, current or prospective customers, vendors, and consultants. Employees must comply with TCC's guidelines for Gifts and Business Entertainment.

TCC has adopted policies and performs controls and monitoring to ensure compliance with the policies. The resulting level of inherent risk and the potential appearance of conflicts of interest are then reviewed and approved by the Chief Compliance Officer.

Outside Activities

TCC employees may not engage in any outside activity where they may exercise influence or employment that might affect their objectivity, independence of judgment or conduct in carrying out their duties and responsibilities for TCC. This means, for example, that employees may not work for an organization that is a supplier or competitor of TCC without the prior written consent of the President and CCO.

TCC requires that employees, officers, and directors disclose in writing to the CCO all outside business, commercial, financial, charitable or community interests, including officer positions and directorships ("outside business activities" or "OBAs") or activities that might interfere or give the appearance of interfering with their ability to act in the best interests of or perform work for TCC and its clients. If TCC reasonably believes an employee's OBAs could hamper the employee's ability to deal fairly, honestly, in good faith and in the best interest of TCC or TCC's clients, the employee may be required to end the interests or activities.

TCC also seeks to identify all registered individuals who are in a position of influence, to ensure that the registered individual does not trade with clients who are subject to that influence and report the position of influence as reportable activity to regulators.

Principal Transactions and Cross Trading Securities

For rebalancing purposes, a cross trade is performed when a security is to be acquired and disposed by two investment funds managed by TCC. The transaction is carried out at market price through a broker, which allows cost savings on the "Bid-Ask" spread in the best interests of TCC's clients.

In the interest of carrying out fiduciary duty and in order to adequately address any actual or perceived conflict of interest, every cross trade must be:

- consistent with the investment objectives of the participating investment funds;
- notified to the compliance team by the trading team;

- reviewed at the monthly compliance meeting between the compliance and trading teams.
- transacted at the current market price, and in respect of exchange-traded securities.

Cross trades will also be reviewed twice a year by the Independent Review Committee.

Best Execution

TCC has an ongoing duty to act in the best interest of its clients and to obtain best execution of client transactions. TCC shall take reasonable steps to achieve best execution and obtain the most advantageous terms for the client. TCC will consider such execution factors as price, speed, likelihood of execution & settlement, and costs. TCC will also consider prevailing market conditions when manually handling client orders.

Fair Allocation

TCC has established a policy for the fair distribution of securities in its clients' accounts (including funds established and managed by TCC). It will cover cases where the availability of some securities is limited.

General Rules: Generally, trades will be allocated before they are performed, on a pro-rata basis based on the risk budget for each account. The risk budget will be reassessed at least monthly in order to account for the relative account size changes. Once the risk budget allocation by account is determined, it will be used for the trade allocation until the next monthly or ad hoc reassessment.

Exceptions: It may happen that the trade allocation described in the previous section will not be respected for various reasons. A justification must then be provided in writing by TCC's Investment Committee before trading.

Fund Expense Allocation

TCC ensures expenses charged to any of the Funds are reasonable, effectively controlled and in compliance with the applicable documentation. TCC has an Expense Allocation Policy to assure that rules and guidelines have been put in place related to the allocation of expenses between the investment management Company and the mandates, including allocations between master and feeder funds, as well as any separately managed accounts.

The Funds' assets must be utilized for the benefit of the Funds and its unitholders, only. Hence, expenses that are charged to one of the Funds must relate to that Funds' activities. If expenses are incurred for multiple Funds or apply to both investment management and fund activities, a reasonable method of allocation must be utilized. In our case, TCC typically bears the cost of expenditures where the benefits are most likely to accrue to the investment management company rather than investors.



Pricing, Fund Valuation and Trade Errors

TCC has a Pricing Policy to provide framework for the pricing of the various instruments in the different portfolios or funds managed by TCC. The policy is complemented by procedures describing the process used to validate prices for the instruments including frequency and methodology and ultimately this valuation system provides a foundation to determine the fair market value for all the assets of the portfolios or Funds.

NAV calculations are approved by the CFO, at each valuation date to ensure their reasonableness. In an occurrence of a NAV calculation error, the CFO and CCO must determine whether and to what extent the Funds and/or unitholders' registry should be rectified for the error. To the extent a rectification is warranted, the Funds and/or unitholders' registry will be corrected the following valuation period.

There are occasions in which trading errors made in formulating trades may result in a financial gain or loss that does not represent the intended outcome in managing a particular client or group of clients. TCC's policy is to ensure, based on specific facts and circumstances of each case, that trade errors resulting in losses are corrected appropriately.

September 30, 2022