

GOODWOOD INC.

POLICY CONCERNING CONFLICTS OF INTEREST WITH RELATED ISSUERS AND CONNECTED ISSUERS

Conflicts of Interest with Related Issuers and Connected Issuers

The securities laws of certain provinces require securities dealers and advisers, when they trade in or advise with respect to their own securities or securities in certain other issuers to which they, or certain other parties related to them, are related or connected, to do so only in accordance with particular disclosure and other rules. These rules require dealers and advisers, prior to trading with or advising their customers or clients, to inform them of the relevant relationships and connections with the issuer of the securities. Clients and customers should refer to the applicable provisions of these securities laws for the particulars of these rules and their rights or consult with a legal adviser. The definition of the terms “related issuer” and “connected issuer” can be found in National Instrument 33-105 *Underwriting Conflicts* of the Canadian Securities Administrators.

Goodwood engages in activities as an investment dealer, portfolio manager and investment fund manager. In the course of its activities, Goodwood may provide advice in respect of the purchase or sale of corporations, general partnerships, limited partnerships, trusts or other issuers which may be considered to be related issuers or connected issuers of Goodwood, including without limitation one or more investment vehicles formed or sponsored by and/or managed by Goodwood. If Goodwood does provide advice or act as an agent for the purchase or sale of securities of related issuers or connected issuers, it will: (a) disclose this fact in writing to the purchasers of such securities; and (b) comply with all applicable requirements under securities legislation.

Goodwood Fund, Goodwood Capital Fund, Goodwood Milford Fund Trust, Goodwood Milford Fund Limited Partnership, Goodwood SPValue Fund LP and Goodwood MV Realty LP (together, the “Funds”) are connected issuers of Goodwood by virtue of their relationship with Goodwood. The Funds are investment vehicles to which Goodwood provides fund management, portfolio management and/or distribution services. An affiliate of Goodwood owns and controls the general partner of Goodwood SPValue Fund LP and Goodwood MV Realty LP. Goodwood also indirectly shares in profits of Goodwood SPValue Fund LP and Goodwood MV Realty LP. Goodwood also charges a management fee, redemption fee and/or performance fee in connection with its management of the Funds and/or their investment portfolios. Goodwood will not accept any commission either from the purchaser or from the Funds in connection with the sale of units of a Fund. Information regarding the services provided to each Fund and the fees charged by Goodwood is contained in the offering memorandum of the respective Fund. Goodwood may also provide brokerage services to the Funds and to other managed or sub-advised accounts (each, a “client”) and may, in such cases, earn fees and commission from trades of the clients’ investment portfolios.

Goodwood may also utilize the services of third-party sub-advisers to provide investment advice and trade recommendations for certain Funds. Currently, sub-advisory services for the Goodwood Capital Fund are carried out by Waypoint Investment Partners Inc. pursuant to a Sub-Advisory Agreement dated October 4, 2021. Goodwood is responsible for payment of sub-advisory fees directly so there is no duplication of fees charged to clients. Goodwood has policies and procedures to address any conflicts that may arise from these types of relationships which include oversight and supervision to ensure investment advice and actions are in the best interest of the Funds and clients.

Goodwood, an affiliate of Goodwood, or key personnel of Goodwood or an affiliate, may from time to time provide services to or have other relationships with other issuers of securities, including issuers in which clients are invested. In those circumstances, that issuer would be considered under relevant securities law to be a “connected issuer” of Goodwood, which may create perceived conflicts with the best interest of clients, as there will be competing demands on the time of the individuals involved and there may be proposed dealings from time to time which are beneficial to such issuers, to Goodwood or to the individuals providing services to such issuers but potentially prejudicial to clients, or vice-versa. Goodwood has in place policies and procedures aimed at addressing any potential conflicts of interest that may arise as a result of these relationships, to ensure that the first priority of Goodwood is to act in the best interest of its clients and to ensure that the nature of the duties and commitment of time does not impact the ability to act in the best interest of clients.

Principals of Goodwood may, from time to time, accept officer positions and/or directorships and/or provide services to or have other relationships with companies unrelated to Goodwood, including issuers in which clients are invested. In this circumstance, that company would be considered under relevant securities law to be a “connected issuer” to Goodwood. Currently, Goodwood MVR Investors, Inc. and MV Realty Holdings, LLC (“MVR”) are considered connected issuers to Goodwood.

Goodwood has entered into a four year consulting agreement with Medexus Pharmaceuticals Inc. (“**Medexus Pharmaceuticals**”) dated October 16, 2018 and a 3 year Consulting Agreement with MVR dated August 1, 2020 pursuant to which Goodwood receives cash compensation for providing strategic advisory services.

As of the date hereof, the following officers, directors and/or other key personnel of Goodwood and are also officers and/or directors of an issuer in which clients are invested:

Peter Puccetti, CFA
Chairman, CIO
Goodwood Inc.

Director, MV Realty Holdings, LLC
Director, Goodwood MVR Investors Inc.

The directors and officers of Goodwood are directors and officers of Goodwood Management Services Ltd. (“**GMSL**”), an affiliate of Goodwood. Mr. Puccetti indirectly owns and controls a majority of the shares of Goodwood and of **GMSL**.

Certain of the Funds hold shares of Medexus Pharmaceuticals and MVR. As the principal of Goodwood, Mr. Puccetti indirectly exercises control and direction over the shares of Medexus Pharmaceuticals and MVR owned by the Funds. Furthermore, directors and officers of Goodwood personally hold shares of Medexus Pharmaceuticals and MVR (indirectly through Goodwood MVR Investors Inc.).

Goodwood, **GMSL** or another affiliate of Goodwood may in the future provide services to and receive compensation from other issuers in which clients are invested. It is the policy of Goodwood to make appropriate adjustments to the fees charged by it to clients where fees or other compensation are received directly by Goodwood or its affiliates, officers, directors or key personnel from issuers in which clients are invested.

Goodwood maintains a list of issuers for which a director, officer and/or key personnel of Goodwood act as a director and/or officer or with which Goodwood has another relationship. This list can be found on Goodwood’s website at www.goodwoodfunds.com. **This list may change from time to time, therefore Goodwood recommends that investors refer to the website frequently and before making additional purchases of units of the Funds.**