

## **Annual Report of the Independent Review Committee of the Knowledge First Foundation and Heritage Educational Foundation Group of Scholarship Plans**

February 19, 2019

**IRC annual report to: Planholders in the Knowledge First Foundation and Heritage Educational Foundation Group of Scholarship Plans (the “Plans”) as listed at the end of this report.**

Dear Planholder,

In accordance with **National Instrument 81-107 *Independent Review Committee for Investment Funds*** (“NI 81-107” or the “Instrument”), the Manager established an Independent Review Committee (the “Committee” or “IRC”) for the Plans. The IRC has functioned in accordance with the applicable securities laws and is composed of three individuals, each of whom is independent of the Plans, the Manager and each entity related to the Manager (as defined in the Instrument).

The Manager acquired Heritage Education Funds Inc. (“Heritage”) and their corporate entities on January 1, 2018. On August 28, 2018 Heritage Education Funds Inc. amalgamated with Knowledge First Financial Inc. and Knowledge First Financial Inc. became the Manager of the Heritage Plans and the Impression Plans, both of which are sponsored by Heritage Educational Foundation. At that point the members of the Heritage IRC ceased to be members in accordance with the regulations. The Manager has appointed the members of this IRC to be the IRC of the Heritage Plans and the Impression Plan effective August 28, 2018.

The IRC is pleased to publish its annual report to Planholders, covering the period from January 1, 2018 to December 31, 2018 (the “Reporting Period”).

### **Mandate of the IRC**

In accordance with the Instrument, the mandate of the IRC is to consider and provide recommendations to the Manager on conflicts of interest matters to which the Manager may be subject when managing the Plans. A conflict of interest matter is defined as a situation where a reasonable person would consider a Manager to have an interest that may conflict with the Manager's ability to act in good faith and in the best interest of the Plans. The Manager is required under the Instrument to identify potential conflicts of interest inherent in its management of the Plans, develop written policies and procedures guiding its management of those conflicts and request input from the IRC on those written policies and procedures.

When a conflict matter arises, the Manager must refer its proposed course of action in respect of such conflict to the IRC for its review. While certain matters require the IRC's prior approval, in most cases the IRC will provide a recommendation to the Manager as to whether or not, in the opinion of the IRC, the Manager's proposed action provides a fair and reasonable result for the Plans. For recurring conflict of interest matters, the IRC can provide the Manager with Standing Instructions (“SIs”) that enable the Manager to proceed with certain matters without having to refer them to the IRC each time for approval, providing the Manager deals with the conflicts in accordance with the SIs.

The IRC is empowered to represent the best interest of the Plans in any matter where the Manager has referred a conflict of interest matter to it. Where a conflict is referred to the IRC, its responsibility is to determine whether the Manager's proposed course of action provides a fair and reasonable result for the Plans.

**Composition of the IRC**

The current members of the IRC, and their principal occupations, are as follows:

<b>Name and municipality of residence</b>	<b>Principal Occupation</b>	<b>Term of Office</b>
Chair, Don Hathaway, Stratford, Ontario	Corporate Director	Initial Appointment: June 1, 2017 for a period of three years.
Ann Harris, Toronto, Ontario	Securities Compliance Professional, former regulator with IROC & ex-Chief Compliance Officer for Manulife Mutual Funds and Sun Life Global Investments	Initial Appointment: May 1, 2013.  Renewed for a period of two years with effect from May 1, 2017.
William McNeill, Toronto, Ontario	Currently employed in Legal and Compliance roles by Wealth One Bank of Canada. Previously: Vice President and Managing Director of BMO Nesbitt Burns	Initial Appointment: May 1, 2013  Renewed for a period of three years with effect from May 1, 2016.

**Compensation and Indemnification****Review of Compensation**

At least annually, the IRC reviews its compensation giving consideration to the following:

- the nature and extent of the workload of each member of the IRC, including the commitment of time and energy expected from each member;
- the number of meetings required by the IRC including special meetings to consider conflict issues brought to the Committee;
- industry best practices, including industry averages and surveys on IRC compensation; and
- the complexity of the conflict issues brought to the IRC.

After a review of the above factors the IRC determined that its compensation was satisfactory and no changes were recommended.

**Members' Fees**

In aggregate, the former Heritage IRC members, the KFF IRC members and Independent Review Inc., the Secretariat, were paid a total of \$126,614 during the Reporting Period, plus applicable taxes.

**Indemnities Granted**

The Plans and the Manager have provided each IRC Member with a contractual indemnity in keeping with NI 81-107. No indemnities were paid to the IRC Members by the Plans or the Manager during the Reporting Period.

**Disclosure of IRC Member Holdings**

As at December 31, 2018, the:

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- IRC Members did not beneficially own, directly or indirectly any interests in the Manager;
- IRC Members' interests in a company or person that provides services to the Manager or any Plan, if any, were insignificant; and
- IRC Members were not subscribers of any of the Plans.

### **Recommendations and Approvals**

On May 31, 2018 the Manager referred a conflict matter to the Heritage IRC prior to its merger with the KFF IRC on August 28, 2019. The conflict matter arose from the Manager's agreement to purchase one of its competitors, Heritage Education Funds Inc. ("HEFI") and affiliates (the "Transaction"). To finance the Transaction, the Manager proposed securing a bank financing from the Bank of Nova Scotia ("BNS"). 1832 Asset Management L.P. ("1832") is an affiliate of BNS. Scotia Institutional Asset Management is a division of 1832 and is a sub-advisor to the Heritage Plans and Impression Plan (the "Heritage Plans").

In addition, as part of the financing of the Transaction the Manager has agreed to sell Preferred Shares to Guardian Capital Group Limited. Guardian Capital Group Limited is an affiliate of Guardian Capital LP. Guardian Capital LP is a sub-advisor to the Family Group Education Savings Plan, and the Flex First Plan (the "KFF Plans"), as well as the Heritage Plans. The Manager and the IRC agreed on how the conflict of interest would be mitigated.

After reasonable enquiry, and based on the information provided to the IRC by the Manager prior to and during the meeting, IRC unanimously **RESOLVED** that the Manager's proposed course of action to use BNS to provide bank financing and Guardian Capital Group Limited to acquire Preferred Shares in order to complete the Transaction achieved a fair and reasonable result for the Heritage Plans and the KFF Plans.

On November 13, 2018 the Manager informed the IRC that it was winding down the Knowledge First Foundation Classic Plan. A subset of approximately 4,081 plans in the Classic Plan only contain less than \$25.00 each in principal and/or grants and/or grant income. The Manager proposed that rather than returning these small amounts to the subscribers, that the grant income instead be donated to a Designated Educational Institution ("DEI"). After discussion and reasonable enquiry and based on the material and information provided by the Manager prior to and during the meeting the IRC **RESOLVED** unanimously that the Manager's proposed course of action to donate the grant and grant income to a DEI where the combined amounts of grant and grant income in each plan is less than \$25.00, provided a fair and reasonable result for the Classic Plan.

### **Standing Instruction Approved**

The IRC has one Standing Instruction ("SI") which constitute a written approval or recommendation from the IRC that permit the Manager to proceed with the specific action(s) set out in the SI on an ongoing basis, without having to refer the conflict of interest matter or its proposed action to the IRC, provided that the Manager complies with the terms and conditions of the SI. In each case, the SIs requires the Manager to comply with its related policies and procedures and to report periodically to the IRC. The SI applies to all the funds listed below.

The Manager relied on SI No. 1 during the Reporting Period. The Manager confirmed to the IRC that for the Reporting Period it had complied with the requirements of SI No. 1.

#### **Standing Instruction No. 1: Omnibus**

This SI deals with a number of conflict of interest matters including:

1. Expenses charged to the Plans

2. Expense allocations among Plans
3. Trade allocations
4. Employee Personal Trading and Accepting Gifts
5. Soft Dollar Arrangements and best execution
6. Voting Proxies
7. Net Asset Value and other Error Corrections
8. Short term trading and late trading
9. Monitoring and changing Portfolio advisors
10. Investing in securities of an issuer related to a Portfolio Advisor
11. Investing in Securities of an Issuer when a person at a Portfolio Advisor is an officer or director of that Issuer
12. Complaints handling
13. Related party services and outsourced services
14. Allocation of income, Surpluses and Scholarships
15. Marketing the Plans using distributor incentives.

The Foundation Plans served by the IRC

List of all the Plans that have appointed this Committee as their IRC:

- Classic Education Savings Plan (Classic Plan)
- Family Group Education Savings Plan
- Family Single Student Education Savings Plan
- Flex First Plan
- Heritage Plans
- Impression Plan.

This report is available on the Manager's website at <http://www.knowledgefirstfinancial.ca> or you may request a copy, at no cost to you, by contacting the Plans at (905) 270-8777 or 1 800 363 7377 or email the Plans at [contact@kff.ca](mailto:contact@kff.ca). This document and other information about the Plans are available on [www.sedar.com](http://www.sedar.com) under the "Public Company" tab of the "Issuer Profiles" section, and then by selecting the name of each individual Plan.

Yours truly,



Don Hathaway, Chair

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