



Conflict of Interest Disclosure

Morgan Stanley Access Direct (“MSAD”) is a division of Morgan Stanley Wealth Management Canada Inc. (“MSWC”). MSAD has introduced a conflict of interest disclosure document describing existing and reasonably foreseeable material conflicts of interest that may affect you as a client of MSAD.

It does not create or modify any agreement, relationship, or obligations between you and MSAD. Should any additional material conflicts of interest be identified after delivery of the Conflicts Disclosure, we will inform you in a timely manner. Please review the Conflicts Disclosure and if you have any questions or would like more information, please contact MSAD at +1 (833) 352-0107.

Conflict of Interest Defined

A conflict of interest is any circumstance in which the interests of different parties, such as the interests of a client and those of the MSAD, are inconsistent or divergent. While providing our clients with the best possible service to achieve their financial goals, there may be times when a conflict emerges between our clients’ interests and our own. It is important our clients understand these conflicts and how MSAD will oversee them.

This Conflicts of Interests Disclosure document outlines key conflicts we have identified. We have a regulatory obligation to identify all such conflicts, and to manage them accordingly.

We will manage these conflicts through:

- **Avoidance:** Conflicts prohibited by law or are otherwise unmanageable must be avoided.
- **Control:** Certain conflicts must be controlled; for example, the physical separation of business units and/or departments to restrict the flow of highly sensitive information.
- **Disclosure:** Most conflicts can be managed by way of full disclosure to clients thereby enabling them to independently assess their significance when evaluating, for example, investment recommendations made by their investment

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MSAD Responsibility to Identify Conflict of Interest

MSAD shall take reasonable steps to identify existing and potential material conflicts of interests between the interests of MSAD and the interests of the client. Where a MSAD employee becomes aware of an existing or potential material conflict of interest, the existing or potential conflict shall be reported immediately to the Firm.

MSAD Responsibility to Address Conflicts of Interest

MSAD must consider the implications of any existing or potential material conflicts of interest between the Firm and the client. The Firm must address the existing or potential material conflict of interest in a fair, equitable and transparent manner, and considering the best interests of the client or clients.

Any existing or potential conflict of interest between The Firm and the client that cannot be addressed in a fair, equitable and transparent manner, and considering the best interests of the client or clients, must be avoided.

MSAD must adequately supervise how existing or potential material conflicts of interest between the Firm and the client are addressed.

Responsibility to Disclose Conflicts of Interest

Unless avoided, an existing conflict of interest must be disclosed to the client in all cases where a reasonable client would expect to be informed:

- For new clients, prior to opening an account for the client
- For existing clients, either as the conflict of interest occurs or, in the case of a transaction related conflict of interest, prior to entering the transaction with the client.

MSAD provides order execution-only services. This means we do not assess your trading activity taking into consideration your financial situation to determine the suitability of your trades and investments. We facilitate the trades that you choose to execute.

Generally, a conflict of interest is material if the conflict may be reasonably expected to influence either your decisions as a client in the circumstances or MSAD or its representatives' decisions in the circumstances.

Generally, MSAD identifies and addresses material conflicts of interest through policies and procedures, including the Morgan Stanley Code of Conduct that clearly outlines that employees are to avoid any situation in which their personal interests conflict or appear to conflict with their responsibilities as a MSAD employee.

MSWC's Compliance Manual includes a chapter on "Conflicts of Interests and Business Practices" that includes a defined escalation procedure for conflicts of interest and the role of MSAD employees and the MSWC Chief Compliance Officer.

Information about how we manage material conflicts of interest

Outside Business Activities

We may permit certain individuals who are employed with us to be employed by, participate in, or accept compensation outside the scope of his/her relationship with us. In addition, individuals may serve on a board of directors or take on other activities that could take time or attention away from their duties with MSAD.

MSAD manages this conflict by:

- Adopting internal policies and procedures

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that involve review and approval of all Outside Business Activities to ensure they are not in conflict with their MSAD obligations.

- Securities legislation prohibits an individual from serving as a director of another registered firm that is not an affiliate of our firm.
- When an individual sits on a board of directors (i.e. charity or condo board) or undertakes other community activities in any substantive way, they are subject to both internal policies and regulatory guidance on the disclosure and approval of the Outside Business Activities.

Gifts and Entertainment

Employees of MSAD may be offered or receive a gift or entertainment which could compromise or give the impression of compromising their independence. For example, an MSAD employee may potentially offer and/or receive gifts from clients which may influence the services that representatives provide.

MSAD manages this conflict of interest by:

- Adopting internal policies and procedures that supplement regulatory requirements, including policies regarding gifts and entertainment; and
- Prohibiting individuals registered with MSAD from accepting certain compensation from any other person, outside the scope of their relationship with MSAD, unless they obtain prior approval from MSAD.

Personal Trading

Employees of MSAD may have access to confidential information including the trading activities of any client which they could use for their own personal trading purposes, with a potential negative outcome to a client such as through placing trades ahead of

client trades (i.e. front-running).

MSAD manages this conflict of interest by:

- Complying with legal and regulatory requirements imposing restrictions on personal trading.
- Adopting internal policies and/or procedures that supplement regulatory requirements to address personal trading, including,
 - At the time of hiring and on an annual basis obtaining from applicable MSAD representative disclosure of trading accounts (i.e. employee accounts); and
 - Monitoring and reviewing transactions in employee accounts on a regular basis.

Conflicts Related to Referral Arrangements

We may contact you about products and services offered by other divisions of MSWC. The purpose of these internal MSWC referrals is to better align your financial goals with the MSWC division that is best placed to provide the specific services or products that may benefit you. All registerable activities will be provided by the employee receiving the referral.

We are not paying or receiving any referral fees to/from another MSWC division or to an employee of an MSWC division. You do not pay any additional charges and fees in connection with these internal MSWC referrals and are not obligated to purchase any product or service in connection with a referral.

Third party compensation

MSAD could receive compensation from third-party entities in connection with certain products available on its platform.

MSAD's goal is to prohibit the availability of any

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product that provides MSAD with third-party compensation such as trail-paying securities.

To manage this conflict, we apply a product review process when selecting products that verifies products on the MSAD product shelf do not provide third-party compensation to MSAD.

In addition, MSAD will review all products transferred into MSAD to prevent products that pay third party compensation from being received into an MSAD account.

Proprietary products

MSAD does not currently offer for sale any proprietary products manufactured by MSWC or its affiliates. Offering proprietary products is considered a material conflict of interest.

If MSAD offers proprietary products of MSWC or an affiliate in the future, we will manage this conflict by:

- Disclosing to clients related and connected issuer relationships on trade confirmations.
- Vetting all new products through a product review process that considers various factors in assessing whether proprietary products should be included on the MSAD platform.