



Greenchip Financial Corp.

**Statement of Policies and Undertaking
Respecting
Related and Connected Issuers**

The securities laws of the Province of Ontario require securities dealers and advisers, when they trade in or advise with respect to their own securities or securities of 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.

Greenchip is required to disclose to investors whether any securities it recommends to investors for purchase are securities issued by related or connected issuers. An issuer is related to Greenchip if Greenchip, through ownership of, or direction or control over voting securities, influences the issuer. An issuer is connected to Greenchip if it has a business relationship with Greenchip that, in connection with a distributor of securities of that issuer, may lead a reasonable prospective purchaser to question if the issuer and Greenchip are independent of each other.

Issuers that are connected to Greenchip, because they are managed by Greenchip, comprise the following mutual funds that are sold pursuant to exemptions from applicable prospectus requirements:

Greenchip Global Equity Fund

As regards the above-described connected issuer, Greenchip will not act as an adviser, dealer or underwriter in respect of the securities of such issuers (“Related Securities”) except to the extent that purchasers of the Related Securities are accredited investors as defined in National Instrument 45-106 - *Prospectus and Registration Exemptions*.

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