

December 12, 2023

Form ADV Part 2A: Firm Brochure

Item 1 Cover Page

Firm Brochure

Honeytree Investment Management Ltd.

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This brochure provides information about the qualifications and business practices of Honeytree Investment Management Ltd.

If you have any questions about the contents of this brochure, please contact us at 416-528-8369.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Registration as an investment adviser does not imply that Honeytree Investment Management Ltd. or any of its principals or employees possess a particular level of skill or training in the investment advisory business or other business.

Additional information about Honeytree Investment Management Ltd. also is available on the SEC's website at www.adviserinfo.sec.gov.

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Item 2 Material Changes

Since its Form ADV Annual Amendment filing on January 26, 2023, Honeytree Investment Management Ltd. (“Honeytree”) has made the following material changes to this disclosure brochure:

- Honeytree has been appointed a sub-advisor to an ETF. As of November 30, 2023, the ETF, BEEZ, holds \$2.1 million in AUM.
- Honeytree has made disclosure changes, enhancements, and additions at Items 4, 5, 7, 12, 13, 14, 15 and 17 below.

ANY QUESTIONS: Honeytree’s Chief Compliance Officer, Liz Simmie, remains available to address any questions regarding the above changes, or any other issue pertaining to this brochure.

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Item 4 Advisory Business

Honeytree Investment Management Ltd. (“Honeytree”) is a Canadian based advisory firm principally owned by co-founders Paula Glick and Liz Simmie. Honeytree manages segregated investment accounts of its clients with a focus on responsible growth. Honeytree has been in business since 2018 and is organized under the laws of the Province of Ontario as a registered portfolio manager.

Honeytree specializes in responsible growth portfolios and has developed and managed equity strategies holding Global, US and Canadian based securities. Honeytree offers two different types of advisory services. More information about the type of accounts Honeytree offers is below.

Managed Accounts: “Managed Accounts” are discretionary accounts that provide direct access to our investment strategies for individuals and institutions. All accounts (except for cash and cash equivalents) are invested in equity securities, exchange traded funds, and bonds and generally follow our models. Honeytree provides discretionary investment advisory services to its Managed Accounts on a *fee* basis as discussed at Item 5 below. Honeytree's annual investment advisory fee include investment advisory services.

To commence the investment advisory process, Honeytree will ascertain each client’s investment objective(s) and then allocate the client’s assets consistent with the client’s designated investment objective(s). Once allocated, Honeytree provides ongoing supervision of the account(s). Before engaging Honeytree to provide investment advisory services, clients are required to enter into an *Investment Advisory Agreement* with Honeytree setting forth the terms and conditions of the engagement (including termination), describing the scope of the services to be provided, and the fee that is due from the client.

Separately Managed Account Program (“SMA Program” or “SMA Account”): Honeytree participates in SMA programs providing advisors and their clients access to our equity models. In some cases, we provide our model to a firm to execute on their client’s behalf, in others we act as portfolio manager and operate under a dual contract model.

Clients may impose restrictions at the security level if required for regulatory or other reasons, however the performance of that account will deviate from our model and other client accounts we manage. Clients are also able to direct tax loss harvesting, however that also creates deviation in performance from our model and other client accounts.

Use of Mutual Funds and Exchange Traded Funds: Honeytree utilizes mutual funds and exchange traded funds for its client portfolios. In addition to Honeytree’s investment advisory fee described below, and transaction and/or custodial fees discussed below, clients will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g., management fees and other fund expenses).

Custodian Charges-Additional Fees. As discussed below at Item 12 below, when requested to recommend a broker-dealer/custodian for client accounts, Honeytree generally recommends that *Credential Qtrade Securities Inc. (“Credential”)* serve as the broker-dealer/custodian for client investment management assets. Broker-dealers such as *Credential* charge brokerage commissions, transaction, and/or other type fees for effecting certain types of securities transactions (i.e., including transaction fees for certain mutual funds, and mark-ups and mark-downs charged for fixed income transactions, etc.). The types of securities for which transaction fees, commissions, and/or other type fees (as well as the amount of those fees) shall differ depending upon the broker-dealer/custodian. While certain custodians, including *Credential*,

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generally (with the potential exception for large orders) do not currently charge fees on individual equity transactions (including ETFs), others do. **Please Note:** there can be no assurance that *Credential* will not change their transaction fee pricing in the future. **Please Also Note:** *Credential* may also assess fees to clients who elect to receive trade confirmations and account statements by regular mail rather than electronically.

Retirement Plan Rollovers – No Obligation / Conflict of Interest: A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer’s plan, if permitted, (ii) roll over the assets to the new employer’s plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account (“IRA”), or (iv) cash out the account value (which could, depending upon the client’s age, result in adverse tax consequences). If Honeytree recommends that a client roll over their retirement plan assets into an account to be managed by Honeytree, such a recommendation creates a conflict of interest if Honeytree will earn new (or increase its current) compensation because of the rollover. If Honeytree provides a recommendation as to whether a client should engage in a rollover or not, Honeytree is acting as a fiduciary within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. No client is under any obligation to roll over retirement plan assets to an account managed by Honeytree.

Please Note: Socially Responsible Investing Limitations. *Socially Responsible Investing* involves the incorporation of **Environmental, Social and Governance** considerations into the investment due diligence process (“ESG”). There are potential limitations associated with allocating a portion of an investment portfolio in qualifying ESG securities (i.e., securities that have a mandate to avoid, when possible, investments in such products as alcohol, tobacco, firearms, oil drilling, gambling, etc.). The number of these securities may be limited when compared to those that do not maintain such a mandate. ESG securities could underperform broad market indices. Investors must accept these limitations, including potential for underperformance. Correspondingly, the number of ESG mutual funds and exchange traded funds are fewer when compared to those that do not maintain such a mandate. As with any type of investment (including any investment and/or investment strategies recommended and/or undertaken by Honeytree), there can be no assurance that investment in ESG securities or funds will be profitable or prove successful.

Sub-Advisor Engagements: Honeytree also serves as a sub-advisor to unaffiliated registered investment advisers per the terms and conditions of a written Sub-Advisory Agreement. The unaffiliated investment advisers that engage Honeytree’s sub-advisory services shall maintain both the initial and ongoing day-to-day relationship with the underlying client, including initial and ongoing determination of client suitability for Honeytree’s designated investment strategies. Honeytree will be paid a portion of the unaffiliated investment adviser’s investment management fees (“Total Fixed Fee”) received by the unaffiliated investment adviser’s clients. If the custodian/broker-dealer is determined by the unaffiliated investment adviser, Honeytree will be unable to negotiate commissions and/or transaction costs, and/or seek better execution. As a result, client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case through alternative clearing arrangements recommended by Honeytree. Higher transaction costs adversely impact account performance. Honeytree will continue as sub-advisor until such arrangement is modified or terminated, in writing, by either Honeytree or the unaffiliated registered investment adviser.

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Honeytree's Chief Compliance Officer, Liz Simmie, remains available to address any questions concerning its sub-advisory arrangements.

Miscellaneous

Please Note: Cash Positions. Honeytree continues to treat cash as an asset class. As such, unless determined to the contrary by Honeytree, all cash positions (money markets, etc.) shall be included as part of assets under management for purposes of calculating Honeytree's advisory fee. At any specific point in time, depending upon perceived or anticipated market conditions/events (there being **no guarantee** that such anticipated market conditions/events will occur), Honeytree may maintain cash positions for defensive purposes. In addition, while assets are maintained in cash, such amounts could miss market advances. Depending upon current yields, at any point in time, Honeytree's advisory fee could exceed the interest paid by the client's money market fund. Generally, some portion of each client's account will be held in cash. As a rule, the client's designated custodian will effect "sweep" transactions of cash balances in the account into a designated cash sweep investment vehicle made available by the custodian. Generally, the rate a client will earn on cash sweep investments will be lower than the rate on other available cash alternatives, although cash sweep rates do vary by custodian. It is important to note that, absent approved mitigating circumstances and/or deviations, cash balances and allocations to cash, including assets invested in sweep vehicle investments, are included in the calculation of assets under management for the adviser's fee billing purposes. Exceptions or modifications shall be approved by the Chief Compliance Officer or designee. Honeytree's Chief Compliance Officer, Liz Simmie, remains available to address any questions concerning the fee billing practice.

Client Obligations. In performing our services, Honeytree shall not be required to verify any information received from the client or from the client's other professionals and is expressly authorized to rely thereon. Moreover, it remains each client's responsibility to promptly notify Honeytree if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising our previous recommendations and/or services.

Please Note: Investment Risk. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by Honeytree) will be profitable or equal any specific performance level(s).

Cybersecurity Risk. The information technology systems and networks that Honeytree and its third-party service providers use to provide services to Honeytree's clients employ various controls, which are designed to prevent cybersecurity incidents stemming from intentional or unintentional actions that could cause significant interruptions in Honeytree's operations and result in the unauthorized acquisition or use of clients' confidential or non-public personal information. Clients and Honeytree are nonetheless subject to the risk of cybersecurity incidents that could ultimately cause them to incur losses, including for example: financial losses, cost, and reputational damage to respond to regulatory obligations, other costs associated with corrective measures, and loss from damage or interruption to systems. Although Honeytree has established its systems to reduce the risk of cybersecurity incidents from coming to fruition, there is no guarantee that these efforts will always be successful, especially considering that Honeytree does not directly control the cybersecurity measures and policies employed by third-party service providers. Clients could incur similar adverse consequences resulting from cybersecurity incidents that more directly affect issuers of securities in which those clients invest, broker-dealers, qualified custodians,

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governmental and other regulatory authorities, exchange and other financial market operators, or other financial institutions.

Portfolio Activity. Honeytree has a fiduciary duty to provide services consistent with the client's best interest. Honeytree will review client portfolios on an ongoing basis to determine if any changes are necessary based upon various factors, including, but not limited to, investment performance, market conditions, fund manager tenure, style drift, account additions/withdrawals, and/or a change in the client's investment objective. Based upon these factors, there may be extended periods of time when Honeytree determines that changes to a client's portfolio are unnecessary. Clients remain subject to the fees described in Item 5 below during periods of portfolio inactivity. Of course, as indicated below, there can be no assurance that investment decisions made by Honeytree will be profitable or equal any specific performance level(s).

As of November 30, 2023, Honeytree managed \$7.43 million on a discretionary basis.

Item 5 Fees and Compensation

Honeytree is generally compensated for its investment management services on an annual basis based upon the client's assets under management.

Investment Management Fee

For both Managed Accounts and the SMA Program, Honeytree provides investment management services for a fixed annual fee based upon a percentage of the market value of the assets managed by Honeytree. Honeytree's annual fee is exclusive of, and in addition to brokerage commissions, transaction fees, and other related costs and expenses, which are incurred by the client. Honeytree does not receive any portion of these commissions, fees, and costs.

Honeytree's annual fee for Managed Accounts is prorated and charged monthly or quarterly, in arrears, and is calculated based upon the average daily balance of the client's account. For partial billing periods, Honeytree only charges fees for the period where it manages an account. Upon account termination, Honeytree client's fees become due and payable. Each SMA Program that Honeytree participates in may have a different methodology for calculating fees and the timing for charging those fees.

Honeytree's annual fee varies, but generally begins at 0.9% and decreases depending upon the amount of assets under management, the client, and the type of investment management services to be rendered, negotiations between Honeytree and various other factors. **Please Also Note:** If the client is subject to an annual minimum fee, the client could pay a higher percentage fee than referenced above. **Fee Dispersion.** Honeytree, in its sole discretion, may agree to charge a lesser or different management fee, depending upon objective and subjective factors including but not limited to: the amount of assets to be managed; portfolio composition; the scope and complexity of the engagement; the anticipated number of meetings and servicing needs; related accounts; future earning capacity; anticipated future additional assets; the professional(s) rendering the service(s); prior relationships with Honeytree and/or its representatives, and negotiations with the client. As a result of these factors, similarly situated clients could pay different fees, the services to be provided by Honeytree to any client could be available from other advisers at lower fees and certain clients may have fees different than those discussed above.

Similar advisory services may be available from other investment advisers for similar or lower fees.

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ANY QUESTIONS: Honeytree's Chief Compliance Officer, Liz Simmie, remains available to address any questions that a client or prospective client may have regarding advisory fees.

Sub-Advisory Fee – Separate Accounts

Honeytree will be paid a portion of the Total Fixed Fee the unaffiliated investment adviser receives from its clients. Honeytree will receive its portion of the Total Fixed Fee directly from the unaffiliated investment advisers and not the client. If the sub-advisory relationship is terminated, Honeytree's compensation will be based on its pro-rata share of Total Fixed Fee.

Sub-Advisory Fee – BEEZ

Honeytree provides sub-advisory services for an annual fee based on the percentage of the value of the assets that are sub-advised ("Sub-Advisory Fee"). Honeytree's fee will be payable from the unitary fee proposed within the ETF and borne by the adviser to BEEZ. As a discretionary sub-adviser, Honeytree will not receive any portion of commissions, transaction fees, or other brokerage costs generated by BEEZ. The Sub-Advisory Fee will generally be calculated daily and levied monthly, in arrears, based upon the average net asset value of BEEZ's assets per month, calculated at the end of each month. Additional information about the fees charged to an investor in BEEZ is available in the prospectus and Statement of Additional Information ("SAI"), available upon request.

BEEZ Holdings in Separate Accounts

When structuring a separately managed account on behalf of a client, where appropriate and consistent with client objectives, Honeytree will use BEEZ as a holding in such account. Honeytree earns a sub-advisory fee from BEEZ based on the value of BEEZ's assets. As sponsor of the ETF, Honeytree is entitled to its profits, which represents a conflict of interest. To mitigate this conflict, we will exclude the value of BEEZ shares held in a client account when computing the separately managed account advisory fee. Furthermore, we will only consider purchasing BEEZ within a client's separately managed account if we believe doing so is consistent with client objectives and is in the best interest of the client notwithstanding any financial benefit accruing to Honeytree, when making such an allocation. Investors in BEEZ will incur additional fees and expenses in addition to the sub-advisory fee paid to Honeytree. Such fees and expenses are described in the ETF's prospectus and SAI available upon request. The BEEZ prospectus and SAI are available publicly and/or upon request and should be referenced for a complete description of risks inherent in an investment.

Fees Charged by Financial Institutions

As further discussed in response to Item 12 (below), Honeytree's clients must use the brokerage and clearing services of a custodian approved by Credential for investment management accounts. Honeytree is not affiliated with Credential but uses them to custody client assets and execute client transactions. Honeytree is only able to implement its investment management service for the client after the client has arranged for and furnished Honeytree with all information and authorization regarding accounts with Credential.

Clients may incur certain charges imposed by Custodian and other third parties. Some of the more common fees that the client may incur are custodial fees, odd-lot differentials, transfer taxes, wire

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transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Generally, Honeytree is not responsible for negotiating these additional fees and expenses. End-clients in the SMA Program are encouraged to work with their primary adviser, if any, in determining their brokerage commissions and transaction fees they will incur.

Additional information about brokerage and other transaction costs can be found in Item 12 below. Honeytree's agreement with each Custodian typically authorizes the Custodian to debit the client's account for Honeytree's fee and to directly remit that management fee to Honeytree. In these cases, the Custodian will send a statement to the client, at least quarterly, indicating all amounts disbursed from the account for management fees.

Use of Mutual Funds and Exchange Traded Funds

Honeytree utilizes mutual funds and exchange traded funds for its client portfolios. In addition to transaction and/or custodial fees, clients will incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g., management fees and other fund expenses). Honeytree does not charge management fees on top of ETF or mutual fund holdings.

Item 6 Performance-Based Fees and Side-By-Side Management

Honeytree does not provide any services for performance-based fees. Performance-based fees are those based on a share of capital gains or on capital appreciation of the assets of a client. Honeytree also does not engage in side-by-side management.

Item 7 Types of Clients

Honeytree provides its services to individuals, trusts, estates, corporations, institutions, advisory platforms, and business entities, as well as registered investment companies. Clients must typically place a minimum of \$50,000 in assets under Honeytree's management for Managed Accounts, but this may be waived at Honeytree's discretion. Account or relationship minimums vary for each SMA Program and should be identified by an end-client's primary adviser or in the SMA Program's onboarding agreements.

Honeytree, in its discretion, may charge a lesser investment advisory fee, waive its fee entirely, or charge fee on a different interval, based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, complexity of the engagement, anticipated services to be rendered, grandfathered fee schedules, employees and family members, courtesy accounts, competition, negotiations with client, etc.). As result of the above, similarly situated clients could pay different fees. In addition, similar advisory services may be available from other investment advisers for similar or lower fees.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

Honeytree primarily allocates client investment assets primarily among various mutual funds, exchange traded funds, bonds, and equities on a discretionary basis in accordance with the client's designated investment objective(s). Each type of security has its own unique set of risks associated with it.

Methods of Analysis and Investment Strategies

When building a portfolio, Honeytree uses combination of quantitative and fundamental analysis. In the use of quantitative analysis, Honeytree requires companies to meet 25 qualification criteria to become part of our consideration set. The qualification criteria include financial and non-financial inputs—commonly referred to as environmental, social, and governance matters or “ESG”.

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Once our consideration set is established, we perform a fundamental deep dive on financial and non-financial research and organize our research into a pillar framework. From the consideration set, we select the securities of the companies that we believe are the most responsibly growing companies. Companies may be removed or added to the portfolio at any time and without notice.

We periodically revisit both the financial and non-financial requirements. Our models are equal weighted and are semi-annually rebalanced. The companies in our consideration set are monitored on an ongoing basis for company news. In addition, we monitor financial and non-financial data quarterly as it becomes available and may revisit it more frequently when we deem necessary.

Our models are focused on responsible growth over the long term, and therefore we do not trade frequently.

Risk of Loss

Below is a summary of the primary risks related to the investment strategy and methods of analysis used by Honeytree. Investing in securities involves risk of loss that clients should be prepared to bear. Because our strategy is concentrated in equity securities of only a small number of companies, it should not be used as an investor's exclusive investing plan. Clients, prospective clients, and end-clients should work with their financial adviser in determining whether our strategy is appropriate for them. Furthermore, the risks listed below are not intended to be a complete description or enumeration of the risks associated with the methods of analysis and investment strategies used by Honeytree.

Market risk. The price of a security may drop in reaction to tangible and intangible events and conditions. This type of risk may be caused by external factors (such as economic, political, or social factors in the U.S. and abroad) but may also be incurred because of a security's specific underlying investments. Additionally, each security's price can fluctuate based on market movement, which may or may not be due to the security's operations or changes in its true value. For example, political, economic, and social conditions may trigger market events which are temporarily negative, or temporarily positive.

Concentration risk. Our strategies invest entirely in a small number of issuers, and poor performance by any holding will adversely affect an account's performance more than if the account invested lesser amounts in more issuers.

ESG risk. The use of ESG criteria to determine our consideration set and select investments for our models could result in selling or avoiding investments that subsequently perform well or purchasing investments that subsequently underperform. As a result, accounts that take ESG factors into account could underperform similar accounts that do not consider ESG factors. In addition, to the extent Honeytree takes ESG factors into account when voting proxies, doing so may not always be consistent with maximizing performance of the issue or the account holding such security.

Industry or sector risk. An account that focuses its investments in specific industries or sectors is more susceptible to developments affecting those industries and sectors. Issuers in a single industry can react similarly to market, economic, industry, social, political, regulatory, and other conditions. For example, if an account has significant investments in technology companies, the account may perform poorly during a downturn in one or more of the industries or sectors that heavily impact technology companies.

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Risks of stock investing. Our models generally invest only in stocks. Stocks generally fluctuate in value more than bonds and may decline significantly in price over short time periods. Stock prices overall may decline because stock markets tend to move in cycles, with periods of rising prices and falling prices. The value of a stock may also decline due to general weakness in the stock market or because of factors that affect a particular company or industry.

Bond Market risk. The risk that the bond market as a whole would decline, bringing the value of individual securities down with it regardless of their fundamental characteristics.

Foreign Investment risk: Returns on investments in foreign securities could be more volatile than, or trail the returns on, investments in U.S. securities. The prices of these securities may fluctuate more widely and may be less liquid due to adverse market, economic, political, regulatory, or other factors.

ETF risk. ETFs in which a client invests will not be able to replicate exactly the performance of the indices they track because the total return generated by the securities will be reduced by transaction costs incurred in adjusting the actual balance of the securities. In addition, the ETFs will incur expenses not incurred by their applicable indices. Certain securities comprising the indices tracked by the ETFs may, from time to time, temporarily be unavailable, which may further impede the ETF's ability to track their applicable indices. The market value of ETF shares may differ from their net asset value. This difference in price may be because the supply and demand in the market for the ETF specifically at any point in time is not always identical to the supply and demand in the market for the underlying basket of securities. Accordingly, there may be times when an ETF share trades at a premium or discount to its net asset value.

BEEZ risk. In addition to the risks of ETF investing described above, BEEZ investors should read the prospectus and SAI for a complete description of risks inherent in an investment.

Item 9 Disciplinary Information

Honeytree is required to disclose the facts of any legal or disciplinary events that are material to a client's or prospective client's evaluation of its advisory business or the integrity of management. Honeytree does not have any required disclosures in response to this Item.

Item 10 Other Financial Industry Activities and Affiliations

Neither Honeytree, nor its representatives, are registered or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer. Honeytree is organized under the laws of the Province of Ontario as a registered portfolio manager. We do not believe that Honeytree's status as a portfolio manager in Canada presents any conflict of interest.

Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Honeytree has adopted a code of ethics ("Code of Ethics") pursuant to Rule 204A-1 under the Investment Advisers Act of 1940, as amended ("Advisers Act"). In general, the Code of Ethics sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws. The Code of Ethics applies to all full and part-time, permanent and contract employees of Honeytree.

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The Code of Ethics requires employees of Honeytree to perform the duties of their office or position honestly, in good faith, with integrity and adhere to their duty of loyalty to clients. Under the Code of Ethics, operations, activities, and affairs of Honeytree are to be kept confidential. In addition, employees must avoid any situation in which their personal interests conflict with their duties as an employee of Honeytree.

The Code of Ethics requires that certain of Honeytree's personnel (called "Access Persons") report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings. Reports of all securities transactions made in Access Persons' personal securities accounts will be reviewed to identify, detect, and resolve conflicts of interest.

Honeytree and persons associated with Honeytree ("Associated Persons") are generally prohibited from buying individual securities. However, Associated Persons are encouraged, and may even be required, to invest exclusively in the firm's models, in which case, they would be invested in the same securities as clients. This creates a conflict of interest if an Associated Person were to purchase or sell securities at different times than clients, but our policies are designed to mitigate that from occurring. Client accounts invested in the model are generally traded at the same time and in the same manner as client accounts.

Clients and prospective clients may contact Honeytree at the phone number included on the cover of this brochure to request a copy of its Code of Ethics.

Item 12 Brokerage Practices

Brokerage Practices

If the client requests that Honeytree recommend a broker-dealer/custodian for execution and/or custodial services, Honeytree generally recommends that investment advisory accounts be maintained at *Credential Qtrade Securities Inc. ("Credential")*. Prior to engaging Honeytree to provide investment management services, the client will be required to enter into a formal Investment Advisory Agreement with Honeytree setting forth the terms and conditions under which Honeytree shall advise on the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that Honeytree considers in recommending *Credential* (or any other broker-dealer/custodian to clients) include historical relationship with Honeytree, financial strength, reputation, execution capabilities, pricing, research, and service. Broker-dealers such as *Credential* can charge transaction fees for effecting certain securities transactions (**See** Item 4 above). To the extent that a transaction fee will be payable by the client, the transaction fee shall be in addition to Honeytree's investment advisory fee referenced in Item 5 above.

To the extent that a transaction fee is payable, Honeytree shall have a duty to obtain best execution for such transaction. However, that does not mean that the client will not pay a transaction fee that is higher than another qualified broker-dealer might charge to effect the same transaction where Honeytree determines, in good faith, that the transaction fee is reasonable. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, transaction rates, and responsiveness. Accordingly, although Honeytree will seek competitive rates, it may not necessarily obtain the lowest possible rates for client account transactions.

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Research and Benefits: Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, Honeytree can receive from *Credential* (or another broker-dealer/custodian, investment manager, platform sponsor, mutual fund sponsor, or vendor) without cost (and/or at a discount) support services and/or products, certain of which assist Honeytree to better monitor and service client accounts maintained at such institutions. Included within the support services that can be obtained by Honeytree can be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services (including those provided by unaffiliated vendors and professionals), discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support (including client events), computer hardware and/or software and/or other products used by Honeytree in furtherance of its investment advisory business operations. Certain of the benefits that could be received can also assist Honeytree to manage and further develop its business enterprise and/or benefit Honeytree's representatives.

Honeytree's clients do not pay more for investment transactions effected and/or assets maintained at *Credential* as the result of this arrangement. There is no corresponding commitment made by Honeytree to *Credential*, or any other any entity, to invest any specific amount or percentage of client assets in any specific mutual funds, securities, or other investment products as result of the above arrangement.

Directed Brokerage

Although it is not a common practice for Managed Accounts, from time to time, Honeytree may permit a client to direct brokerage and custody at a firm other than *Credential*. SMA Programs will typically maintain their own brokerage arrangements. In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and Firm will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by Registrant. As a result, a client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. **Please Note:** If the client directs Registrant to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through Registrant. **Please Also Note:** Higher transaction costs adversely impact account performance. **Please Further Note:** Transactions for directed accounts will generally be executed following the execution of portfolio transactions for non-directed accounts.

Order Aggregation and Trading

Honeytree may aggregate purchase or sale orders for several client accounts when it appears that the clients will benefit from the practice. This will generally be a result of the availability, liquidity, or volatility of a specific security. Honeytree seeks to treat all Managed Account clients and SMA Program account clients where Honeytree has discretion fairly and equitably. Honeytree will typically relay its trading instructions to SMA Programs where it does not maintain trading authority according to the individual requirements of those programs, which may or may not involve those accounts trading ahead of Honeytree's other accounts. As referenced above in Item 11, if Honeytree becomes aware that a Honeytree employee seeks to trade in the same security on the same day, the employee transaction will either be included in the "batch" transaction or transacted after all discretionary client transactions have

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been completed. Honeytree shall not receive any additional compensation or remuneration as the result of such aggregation.

For accounts where Honeytree maintains trading authority, each client will participate in an aggregated order and transactions will be averaged as to price and allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. The intent is to obtain better price execution; to negotiate more favorable commission rates; or to allocate, more equitably among Honeytree's clients, differences in prices and commissions or other transaction costs that might have occurred had such orders been placed independently.

Prior to entering an aggregated order, a written aggregation statement will be prepared, specifying the participating client accounts and method of allocation among accounts. Partially filled orders will be allocated pro rata based on the written aggregation statement. If an order must be allocated in a manner different from that in a written aggregation statement, it must be approved by Honeytree's Compliance Officer.

Item 13 Review of Accounts

Honeytree monitors accounts on an ongoing basis and reviews client accounts quarterly at a minimum. Accounts are reviewed by either of our firm's principals and those reviews consider the clients' objectives and expected performance relative to the client's need and market conditions.

Clients of Honeytree will receive quarterly account statements from their Custodian and have online access to their accounts that will allow them to review their holdings and transactional information. Clients are urged to independently review and reconcile their Custodian records with any reports that they receive directly from Honeytree.

BEEZ investors should consult the prospectus for information related to available statements and/or reports associated with an investment.

Item 14 Client Referrals and Other Compensation

Honeytree is required to disclose any relationship or arrangement where it receives an economic benefit from a third party (non-client) for providing advisory services.

As indicated at Item 12 above, Registrant can receive from Credential (and others) without cost (and/or at a discount), support services and/or products. Registrant's clients do not pay more for investment transactions effected and/or assets maintained at Credential (or any other institution) as result of this arrangement. There is no corresponding commitment made by Registrant to Credential, or to any other entity, to invest any specific amount or percentage of client assets in any specific mutual funds, securities, or other investment products as the result of the above arrangement. **ANY QUESTIONS:** Registrant's Chief Compliance Officer, Liz Simmie, remains available to address any questions that a client or prospective client may have regarding the above arrangements and the corresponding conflicts of interest presented by such arrangement.

As noted above, Honeytree is both a Sub-Adviser and sponsor of BEEZ. This creates a potential conflict of interest because Honeytree has an incentive to increase the sub-advised ETF's assets under management.

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One way Honeytree may do so is to cause separately managed account client assets to invest in the ETF directly. However, to mitigate that conflict of interest, we will not invest separately managed account client assets in BEEZ unless such action is in the best interest of the client when considering fees, expenses, and tax consequences. In no circumstance will we layer client fees by charging an asset management fee to clients invested in BEEZ within a separately managed account structure.

Registrant does not maintain promoter arrangements/pay referral fee compensation to non-employees for new client introductions.

Item 15 Custody

Credential, not Honeytree, maintains physical custody of client funds and securities.

Honeytree assists clients by arranging for the Custodian to maintain custody of client funds and securities. For Managed Accounts, Honeytree's agreement with the Custodian authorizes Honeytree to debit the client's account for Honeytree's fee and to directly remit that management fee to Honeytree in accordance with applicable custody rules.

Custodians for Managed Accounts will send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to Honeytree. The frequency of reports for SMA Program accounts may vary. **Please Note:** To the extent that Registrant provides clients with periodic account statements or reports, the client is urged to compare any statement or report provided by Registrant with the account statements received from the account custodian. **Please Also Note:** The account custodian does not verify the accuracy of Registrant's advisory fee calculation.

Item 16 Investment Discretion

Honeytree may be given the authority to exercise discretion on behalf of clients. Honeytree is considered to exercise investment discretion over a client's account if it can effect transactions for the client without first having to seek the client's consent. Prior to engaging Honeytree to provide investment management services, the client will be required to enter into a formal *Investment Advisory Agreement* with Honeytree setting forth the terms and conditions under which Honeytree shall manage the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian. Honeytree takes discretion over the following activities:

- the securities to be purchased or sold;
- the amount of securities to be purchased or sold; and
- when transactions are made.

However, in making such decisions, Honeytree will exercise diligence, competence and skill and will place the client's interest ahead of its own. In exercising its discretion with respect to a client's account, Honeytree will consider the client's investment objectives, investment limitations and any other restrictions that have been outlined by the client.

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Clients who engage Honeytree on a discretionary basis may, at any time, impose restrictions, **in writing**, on Honeytree's discretionary authority. (such as certain securities not to be bought or sold, certain strategies not to be employed, certain asset classes to be avoided, etc.).

Item 17 Voting Client Securities

Honeytree is required to disclose if it accepts authority to vote client securities. For Managed Accounts, Honeytree maintains the authority to vote client securities. Honeytree receives proxies directly from the issuer. Honeytree will work with specific clients who wish to engage and vote directly on a case-by-case basis and may contact Honeytree with any questions by calling the number on the cover of this brochure. However, the client shall maintain exclusive responsibility for all legal proceedings or other type events pertaining to the assets, including, but not limited to, class action lawsuits.

The client shall maintain exclusive responsibility for all legal proceedings or other type events pertaining to the assets, including, but not limited to, class action lawsuits. Honeytree and/or the client shall correspondingly instruct each custodian of the assets to forward to Honeytree copies of all proxies and shareholder communications relating to the assets. Absent mitigating circumstances and/or conflicts of interest (to the extent any such circumstance or conflict is presented, if ever, information pertaining to how Honeytree addressed any such circumstance or conflict shall be maintained by Honeytree. It is Honeytree's general policy to vote proxies consistent with the recommendation of the senior management of the issuer. Honeytree shall monitor corporate actions of individual issuers and investment companies consistent with Honeytree's fiduciary duty to vote proxies in the best interests of its clients. Honeytree shall maintain records pertaining to proxy voting as required under the Advisers Act. Information pertaining to how Honeytree voted on any specific proxy issue is also available upon written request. Any questions regarding Honeytree's proxy voting policy shall be directed to Honeytree's Chief Compliance Officer, Liz Simmie. **Please Note:** No client is under any obligation to have Registrant vote the client's proxies per the above proxy voting process. If a client wants to vote his/her/its own proxies, the client can advise Registrant's Chief Compliance Officer, Liz Simmie, in writing.

Item 18 Financial Information

Honeytree does not require or solicit the prepayment of fees in advance. Honeytree has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.

Honeytree's Chief Compliance Officer, Liz Simmie, remains available to address any questions regarding this Brochure.