J.P.Morgan
ASSET MANAGEMENT

JPMorgan Asset Management (Canada) Inc.'s Conflicts of Interest Disclosure

1. Introduction

JPMorgan Asset Management (Canada) Inc. ("JPMAMC" or the "Adviser") is a Canadian domiciled investment adviser, registered as a "Portfolio Manager", and "Exempt Market Dealer", as such terms are respectively defined in National Instrument 31-103 ("NI 31-103"), in all provinces and territories except the Yukon.[1] JPMAMC is also registered as an "Investment Fund Manager" in British Columbia, Ontario, Quebec, and Newfoundland and Labrador, a "Derivatives Portfolio Manager" in Quebec, and a "Commodity Trading Manager" in Ontario. As a wholly-owned subsidiary of JPMorgan Chase and Co. ("JPMC" or the "Firm"), JPMAMC has taken the requisite steps to address actual and potential conflicts of interest and act in the best interest of its clients. The Canadian Securities Administrators ("CSA") mandated the Client Focused Reforms ("CFR") which are amendments to NI 31-103 and the NI 31-103 Companion Policy, adopted with the objective of improving the relationship between clients and registrants and seeking to ensure registered firms and their registered individuals continuously put the best interests of their clients first. In accordance with the CFR, this Conflicts of Interest Disclosure Document is designed to (i) help clients understand how JPMAMC manages key conflicts of interests with its clients, and (ii) summarize the measures which the Firm uses to identify, manage, and, where possible, mitigate and/or prevent any actual or potential conflicts of interest.

2. Overview

A conflict exists if the interests of parties on opposite sides of an arrangement or transaction (such as a client and a registrant) are competing, inconsistent or divergent. A registrant may be influenced to put its interests ahead of its client's interests when monetary or non-monetary benefits, or potential detriments available to the registrant, may compromise the trust that a reasonable client has in the registrant.

The CFR requires registrants to address any material conflicts of interest in the best interest of a client, and avoid those that cannot be resolved in the best interest of a client. Registrants and their registered individuals must put the interests of their clients first, ahead of their own interests and any other competing considerations. Additionally, for conflicts of interest that cannot be avoided or otherwise mitigated, the Adviser provides disclosure of such conflicts to its clients.

3. Identifying, Disclosing, and Managing Conflicts of Interest

Conflicts of interest may arise in various situations with various parties (the registrant, a registered individual, or a client). For example, conflicts may arise between a registrant and a client, a registered individual and a client, between a registrant and a registered individual, or among clients. It is the responsibility of JPMAMC and its registered individuals to take reasonable steps to identify existing material conflicts of interest and material conflicts that the Firm reasonably expects to arise. Registered individuals who become aware of an existing or potential material conflict of interest must report the conflict immediately to the Firm's compliance department or JPMAMC's Chief Compliance Officer.

[1] See Appendix A for a full list of jurisdictions in which the Adviser is registered.

Assessing the materiality of a conflict of interest includes many factors, such as determining how the conflict manifests in different circumstances, and whether the conflict would reasonably be expected to affect the decisions of a client and/or the recommendations or decisions of the Adviser in particular circumstances.

There are many situations where conflicts of interest arise. Included in this disclosure are some examples of primary conflicts of interest topics that have been identified by the Firm through the Code of Conduct, JPMAM Code of Ethics, and policies and procedures, designed to manage and control conflicts of interest.

4. Code of Conduct and Code of Ethics

All JPMC employees are required to disclose any potential or actual personal conflicts of interest consequent to their employment at the Firm. Failure to disclose a personal conflict may lead to disciplinary action which could ultimately result in the termination of employment at the Firm. Equally, employees must not put themselves in a position in which their interests, personal, financial, or otherwise, might influence any action conducted on behalf of the Firm. Annually, all employees must attest to the Firm's Code of Conduct, and complete the Firm's Code of Conduct and Conflicts of Interest trainings.

In addition, as a fiduciary, J.P. Morgan Asset Management ("Asset Management" or "JPMAM" which is comprised of the wholly-owned institutional asset management operating entities of the Firm, including the Adviser) and its employees are held to more restrictive standards on similar policy topics through the JPMAM Code of Ethics.

4.1. Gifts and Entertainment

A conflict of interest arises where a JPMC employee receives a gift or ticket(s) to an entertainment event from a client, or where a JPMC employee offers a client a gift or ticket(s) to an entertainment event. In both of the aforementioned situations, the JPMC employee's objectivity, when making decisions for such client, may be impacted. The exchange of gifts and offers of business hospitality can be misinterpreted or suggest the appearance of improper behavior, even when there is no improper intent. The JPMAM Code of Ethics contains policies and procedures which includes guidance for Asset Management employees relating to: (i) the Firm's restrictions on gifts and entertainment; and (ii) permissible use of gifts and entertainment (including appropriate circumstances and costs).

4.2. Outside Activities

Employees are expected to place their job at JPMAMC ahead of other business opportunities, non-profit activities, government service, or second jobs, whether or not compensation or other benefits are received. A personal conflict of interest occurs when an employee has a personal interest, financial interest, or other interest that conflicts with his or her employment duties and could possibly result in not being able to place a client's best interest first. Certain outside activities of all employees must be pre-cleared for potential conflicts of interest. If the Firm cannot properly control a potential conflict of interest, it will not permit the outside activity.

4.3. Information Barriers / Confidential Information

JPMAMC may share office space with a line of business other than Asset Management, which poses conflicts of interest when information crosses over from one line of business to another.

Information barriers are used to restrict confidential information, including Material Non-Public Information ("MNPI") and private client information, from being misused, however it was obtained. Information flow is physically separated between private and public areas of the Firm to prevent information sharing and inappropriate trading by taking advantage of market sensitive information such as MNPI, and trading ahead of client orders..

Employees may not buy or sell securities in their own account or any account where they can exercise control (either alone or with others, including client accounts), when in possession of confidential information. Employees are prohibited from using such information or tipping anyone to buy or sell securities while in possession of such confidential information. As these situations involve actual or potential conflicts of interest, the Adviser and its affiliates have adopted policies and procedures relating to personal securities transactions, insider trading and other ethical considerations. These policies and procedures are intended to identify and mitigate actual and perceived conflicts of interest with clients and to resolve such conflicts appropriately if they do occur. Additionally, JPMAM's policies and procedures contain provisions regarding pre-clearance of employee trading, reporting requirements and supervisory procedures that are designed to address potential conflicts of interest with respect to the activities and relationships of related persons that might interfere, or appear to interfere, with making decisions in the best interest of clients, including the prevention of front-running. In addition, the Adviser and its affiliates have implemented monitoring systems designed to ensure compliance with these policies and procedures. The Firm monitors information barriers and maintains watch lists and restricted lists. For additional information regarding MNPI as it relates to investments in client accounts, see Section 14 below.

4.4. Personal Account Dealing

Personal account trading refers to the personal trading activities of employees. Conflicts of interest arise as a consequence of such trading. With the aim of mitigating any conflicts of interest that arise as a result of personal account trading, the Firm has policies and procedures in place that prohibit inappropriate use of confidential and inside information by employees. The Firm's employees are required to disclose any existing trading accounts and obtain pre-approval, if applicable, for new trades they wish to place. The Firm's Personal Account Dealings Team continually reviews employee account statements and trading activities across JPMC.

Additionally, Asset Management employees have more restrictive requirements for their personal trading activities due to the nature of the investment management business they are employed by, where they may have access to client investment information that is confidential in nature.

4.5. New Business Initiative Approval

The Firm has a New Business Initiative Approval ("NBIA") program in place, which consists of an approval and vetting process that is designed to ensure conflicts related to new business initiatives are identified and addressed appropriately.

5. Conflicting Roles and Responsibilities

Conflicts arise when a registered individual serves on a board of directors of the firm with which they are employed, as such registered individual faces conflicting fiduciary duties; those owed to the registered firm, and the fiduciary responsibilities owed to a client. While a registered representative must act in the best interest of a client that they deal with, when serving on an adviser's board of directors, there's a perceived appearance that the board member will always act in the best interest of the adviser it serves, rather than that of the adviser's clients.

The JPMAMC Board of Directors is wholly composed of employees of the Firm, specifically employees of the Asset Management line of business, per Firm guidelines. As such, JPMAMC's Board of Directors has no independent or third-party members. Additionally, certain JPMAMC registered representatives serve as members on the Board of Directors of JPMAMC. The JPMAMC Board is instituted as a matter of corporate governance and does not have discretion over any client account, nor is it the official governing body of any JPMAMC Trust, JPMorgan Affiliated Fund or JPMAMC ETF (each defined below). The Firm has many legal entities with boards, each acting in a similar capacity, designed to oversee the affairs of the legal entity, as a component of the Firm's corporate governance. Nonetheless, the Firm mandates that the JPMAMC Board of Directors and all registered representatives of JPMAMC alike should address conflicts of interest in the best interest of its clients.

Note that, any conflicts arising from conflicting roles, such as the one described above, are identified and managed through vetting of the board candidates by JPMAMC, the Firm, and applicable regulators.

6. Conflicts Related to the Advising of Multiple Accounts

Certain portfolio managers of the Adviser and its advisory affiliates may manage multiple client accounts or investment vehicles. These portfolio managers are not required to devote all or any specific portion of their working time to the affairs of any specific clients. Conflicts of interest do arise in allocating management time, services or functions among such clients, including clients that may have the same or similar type of investment strategies. The Adviser and its affiliates address these conflicts by disclosing them to clients and through its supervision of portfolio managers and their teams. Responsibility for managing the Adviser's client accounts is organized according to investment strategies within asset classes. Generally, client accounts with similar strategies are managed by portfolio managers in the same portfolio management group using the same or similar objectives, approach, and philosophy. Therefore, portfolio holdings, relative position sizes, industry and sector exposures generally tend to be similar across client accounts with similar strategies. However, the Adviser and its affiliates face conflicts of interest when the Adviser's and its affiliates' portfolio managers manage accounts with similar investment objectives and strategies. For example, investment opportunities that may potentially be appropriate for certain clients may also be appropriate for other groups of clients and, as a result, client accounts may have to compete for positions. There is no specific limit on the number of accounts which may be managed by the Adviser or its affiliates. Once held by a client, certain investments compete with other investments held by other clients of the Adviser. Accordingly, the Adviser and its affiliates have controls in place to monitor and mitigate these potential conflicts of interest. See Allocation and Aggregation below for further details on this subject.

7. Inappropriate Compensation Design/ Internal Compensation Arrangements and Incentive Practices

It is an inherent conflict of interest for registrants to create incentives to sell or recommend certain products or services over others.

Asset Management utilizes a discretionary incentive compensation program for its employees, maintaining a balanced total compensation program comprised of a mix of fixed compensation (including a competitive base salary), variable compensation in the form of cash incentives, and long-term incentives in the form of equity based and/or fund-tracking incentives that vest over time. Additionally, registered representatives do not receive increased compensation for selling products with higher management fees. The Firm has policies and procedures that address how to handle compensation matters resulting from inappropriate behavior by an employee, such as reducing or eliminating annual incentive compensation, claw backs, canceling unvested awards, and demotion, among others.

Compliance staff maintains different reporting lines from that of the registered representatives, and do not have compensation that is tied to sales or revenue of JPMAMC, or the registered representatives they supervise. The aforementioned structure provides a degree of independence in compensation matters pertaining to registered representatives of JPMAMC.

8. Conflicts Relating to the Use of Affiliates and Recommending JPMorgan Products

8.1. Recommending JPMAMC Trusts and Products of JPMAMC's Affiliates

JPMAMC only offers investment advisory services to Canadian institutional investors that meet the requirements of a permitted client, as defined by NI 31-103, section 1.1 ("Permitted Clients"). JPMAMC recommends and/or offers the following investment vehicles to such Permitted Clients: separately managed accounts, JPMAMC's Canadian-domiciled pooled investment trusts (each a "JPMAMC Trust", collectively the "JPMAMC Trusts"), and funds offered and managed by affiliates of JPMAMC, including certain private or alternative investment strategy funds (each a JPMorgan Affiliated Fund, collectively the "JPMorgan Affiliated Funds"). JPMAMC also offers sub-advisory services to Permitted Clients which may include the use of the aforementioned investment vehicles.

As JPMAMC only offers JPMAMC Trusts and/or JPMorgan Affiliated Funds to its Permitted Clients and does not consider or canvass the universe of unaffiliated funds available, there may be unaffiliated funds that may be more appropriate for the client accounts or funds, or that have superior historical returns. As such, this creates conflicts of interests because JPMAMC and/or its affiliates benefit from increased allocations to the affiliate funds, and certain affiliates of JPMAMC may receive distribution, placement, administration, custody, trust services or other fees, for services provided to such funds, benefiting the affiliates or the Firm as a whole.

If a client's separately managed account is invested in a JPMAMC Trust and/or JPMorgan Affiliated Fund, JPMAMC generally does not receive advisory fees from both the client's separate account and the trust, or affiliated fund, in which the separate account is invested, to avoid double dipping of fees.

8.2. JPMAMC acting as an Investment Fund Manager for JPMAMC ETFs

JPMAMC serves as Investment Fund Manager ("IFM") and trustee for Canadian domiciled exchange-traded funds (each a "JPMAMC ETF", collectively the "JPMAMC ETFs"). JPMAMC often employs its affiliates to provide services to the JPMAMC ETFs (e.g., sub-advisory services, custodial services, administrative services, etc.). As such, certain affiliates of JPMAMC may receive distribution, placement, administration, custody, trust services or other fees, for services provided to such funds, benefiting the affiliates or the Firm as a whole. Currently, JPMAMC ETFs are not marketed or offered to Permitted Clients (via direct investment or separate account). Rather, JPMAMC ETFs are sold exclusively through registered financial intermediaries in Canada, and investors receive appropriate fund governing documents and disclosures prior to investing.

8.3. JPMAMC acting as a placement agent for Asset Management Affiliates

In its capacity as an Exempt Market Dealer, JPMAMC serves as a placement agent for the distribution of JPMorgan Affiliated Funds. JPMAMC's affiliates benefit from JPMAMC's placement agent services; with each Permitted Client's investment in a JPMorgan Affiliated Fund, such JPMorgan Affiliated Fund receives an increase in assets and fees. In addition, the potential for JPMAMC to receive compensation in connection with investor subscriptions for JPMorgan Affiliated Funds creates an inherent conflict of interest, in recommending investments in such funds where both JPMAMC and its affiliates would benefit.

Because JPMAMC only offers JPMorgan Affiliated Funds when acting as an Exempt Market Dealer, it does not receive placement fees from such funds. JPMAMC does, however, receive fees directly from the affiliated fund's manager, resulting from Canadian investors subscribing to interests in JPMorgan Affiliated Funds. The affiliate fund managers compensate JPMAMC with a portion of the revenue generated from the investor's subscription amounts, in line with the firmwide transfer pricing policy.

8.4 Using Asset Management Affiliates as Sub-advisers

When JPMAMC is a (i) discretionary investment manager to a separately managed account, (ii) sub-adviser to an account, or (iii) Investment Fund Manager to a JPMAMC Trust, JPMAMC delegates its portfolio management responsibilities to one of its advisory affiliates through a delegation agreement. In these situations, JPMAMC is named as the investment adviser to the relevant account or trust, and the JPMAMC advisory affiliate providing portfolio management services acts a sub-adviser. Each Permitted Client is aware of the applicable sub-advisory arrangement for its account and permits such delegation in its respective agreements with JPMAMC. JPMAMC remains ultimately responsible to each client for the performance of the Adviser's duties under the applicable client agreement.

The sub-advisers may have interests and relationships that create actual or potential conflicts of interest related to their management of the assets of such investment vehicles and separate accounts. Asset Management has adopted policies and procedures reasonably designed to appropriately prevent, limit, or mitigate conflicts of interest that may arise between advisers and their affiliates, and to apply them consistently across the line of business, as practicable. In addition, there is continued oversight and due diligence of affiliates acting as sub-advisers, so that client accounts and funds delegated to affiliates are managed according to applicable laws and client guidelines. Any errors, breaches, and violations are reported to the delegating entity, promptly, for resolution and reporting as necessary.

JPMAMC compensates its affiliated sub-advisers out of the advisory fees it receives from the investment vehicles and clients maintaining separate accounts, creating an incentive for the Adviser to select affiliated sub-advisers, because paying fees to affiliated sub-advisers results in greater fees being paid to JPMC overall. All such compensation is paid per the firmwide transfer pricing policy for such services, and JPMAMC only selects affiliated sub-advisers for its clients.

8.5. Key Conflicts of Interest Managed by Sub-advisers

There are numerous other potential and actual conflicts of interest that arise when managing client assets invested in separate accounts, JPMAMC Trusts, and pooled investment vehicles. The following are some of the key conflicts of interest that advisers face and manage:

- Cross Trades
- Conflicts in Purchase of Affiliate Underwritten Securities
- Investment in Proprietary Investment Products
- Prohibited or Conflicting Investing and/or Proprietary Trading
- Inadequate Handling of Proxy Voting/Corporate Actions
- Investing in Securities which the Adviser or a Related Person Has a Material Financial Interest
- Conflicts Related to the Advising of Multiple Accounts
- Conflicts Related to Allocation and Aggregation
- Use of Client Brokerage Commissions

Because JPMAMC delegates the portfolio management function to its Asset Management advisory affiliates globally, it must rely on the delegation arrangements with the affiliated sub-advisers, along with proper oversight functions and controls in place, to identity, avoid, mitigate and/or control many of the aforementioned conflicts. Across Asset Management, there are risk assessments, monitoring, testing and surveillance programs, among others, to support such efforts.

8.6. Key Conflicts of Interest when investing in JPMC Securities

Subject to applicable law, from time to time, an affiliated sub-adviser invests in fixed income or equity instruments or other securities that represent a direct or indirect interest in securities of JPMC, including

JPMC stock. JPMAMC will receive advisory fees on the portion of client holdings invested in such instruments or other securities, and the affiliated sub-adviser may be entitled to vote or otherwise exercise rights and take actions with respect to such instruments or other securities on behalf of JPMAMC clients. Generally, such activity occurs when a client account includes an index or enhanced index strategy that targets the returns of certain indices in which JPMC securities are a component. The Adviser and its Asset Management affiliates have a conflict of interest, because JPMC, its subsidiaries, and their personnel, benefit from transactions that support or increase the market demand and price for JPMC securities. However, the conflict is mitigated, because purchases and sales of JPMC securities in a client's account are limited to transactions that align to the relative weighting of JPMC securities in a client's account to the current weightings of the index, tracked by the relevant client account. In addition, JPMAMC's affiliated sub-advisers generally utilize a third party-proxy voting firm to vote shares of the JPMC securities that are held in a client's account. For certain institutional separately managed accounts that follow an index or enhanced index strategy, which includes fixed income securities, voting, consent, or similar rights in connection with the JPMC Securities, are typically exercised in a manner that the Adviser's affiliate determines is consistent with the index's treatment of such rights.

Clients' direct or indirect investments in the securities, secured loans or other obligations of companies affiliated with JPMC, or in which the Adviser or the Adviser's other clients have an equity, debt, or other interest, may result in other clients of the Adviser, the Adviser, or its affiliates being relieved of obligations. For example, a client account may acquire securities or indebtedness of a company affiliated with JPMC, directly or indirectly, through syndicate or secondary market purchases, or may make a loan to, or purchase securities from, a company that uses the proceeds to repay loans made by JPMC. Under these circumstances, such investments by the Adviser, on behalf of its clients, are beneficial to JPMC's own investments in, and its activities with respect to, such companies.

8.7. Conflicts Related to Futures Execution and/or Clearing

Certain of the Adviser's affiliates provide futures executions and/or clearing services for a fee. From time to time, at the direction of a Permitted Client, JPMAMC uses an affiliated entity as a futures clearing agent. In these cases, the Adviser or affiliate acts in a fiduciary capacity, and the relevant affiliate will receive consideration for clearing services rendered.

8.8. JPMC Service Providers and their Funds in Client Accounts

JPMC faces conflicts of interest when certain JPMorgan Affiliated Funds select service providers affiliated with JPMC, because JPMC receives greater overall fees when they are used. Affiliates provide investment advisory, custody, administration, fund accounting, and shareholder servicing services, to certain JPMorgan Affiliated Funds, for which they are compensated by such funds. In addition, certain unaffiliated funds, in which the Adviser or its affiliates invest on behalf of Adviser's clients, in the normal course of their operations, may engage in ordinary market transactions with JPMC, or may have entered into service contracts or arrangements with JPMC. For example, the Adviser or its affiliates may allocate client assets to an unaffiliated fund that trades OTC derivatives with JPMC. Similarly, JPMC provides custodial, brokerage, administrative, or other services to unaffiliated funds, in which the Adviser invests on behalf of its clients. These relationships could potentially influence the Adviser in deciding whether to select such funds for its clients or recommend such funds to its clients.

9. Proprietary Investments by the Adviser and/or its Related Persons – Initial Funding and Seed Investments

In the ordinary course of business, and subject to compliance with applicable regulations, JPMAMC or its related persons from time to time provide the initial funding ("JPMC Seed Capital") necessary to establish new funds for developing new investment strategies and products. These funds may be in the form of registered or private funds, and may invest in the same securities as other client accounts. JPMC Seed Capital in any such seeded fund can be redeemed at any time generally without notice as permitted by the governing documentation of such funds and applicable regulations. Due to the requirements of the US Volcker Rule, which applies to JPMAMC funds, JPMC Seed Capital must be withdrawn within a period of one to three years following the launch of a fund. A large redemption of shares by the Adviser or its related persons could result in the fund selling securities when it otherwise would not have done so, accelerating the realization of capital gains and increasing transaction costs. A large redemption of shares could also significantly reduce the assets of a fund, causing a higher expense ratio and decreased liquidity. From time to time, the Adviser uses derivatives to hedge all or a portion of these seed capital investments. JPMC Seed Capital may also subject a fund to additional regulatory restrictions. For example, seeded funds may be precluded from buying or selling certain securities, including IPOs. Where permitted these funds and accounts may, and frequently do, invest in the same securities as other funds and client accounts managed by the Adviser. The Adviser's policy is to treat seeded funds and accounts in the same manner as other funds and client accounts for purposes of order aggregation and allocation. The Adviser or its related persons may acquire one or more investments in respect of a closed-end fund or client account before the closing or funding date of such fund or account (each, a "Seed Investment"). On or after the closing or funding date, the Adviser or its related person will sell the Seed Investment (or a fund interest attributable to the Seed Investment) to such fund or client account on pre-agreed terms. While the purchase price may take into account any decline in the fair market value of a Seed Investment, there is no guarantee that a Seed Investment will not continue to decline in value after the fund or account's purchase of the Seed Investment. Regardless of any decline in the fair market value of a Seed Investment, the fund or account may still be required to bear the closing costs and other expenses relating to such Seed Investment.

10. Referral Arrangements

Paid referral arrangements are inherent conflicts of interest and must be addressed in the best interest of the client. As such, a registrant must conduct a due diligence analysis to assess options that could be made available to the client.

Currently, JPMAMC has a referral arrangement with a single provider who may, from time to time, provide access to certain Canadian investors. As part of the Asset Management's counterparty risk process, due diligence is conducted on all counterparties. Additionally, JPMAMC provides disclosures to Permitted Clients sourced by the referral agent prior to, or at the time of, contracting with clients, so that each Permitted Client is aware of JPMAMC's relationship with the referral agent, and is provided the opportunity to evaluate the arrangement for any conflicts of interest.

Compensation generally consists of a cash payment, computed as a percentage of the client's investment. Such compensation is paid entirely out of JPMAMC's own resources and, therefore, does not result in any additional charges to the clients.

In accordance with the JPMC Code of Conduct and the JPMAM Code of Ethics, Compliance and/or senior management ensures that all clients, regardless of how they are obtained, are all treated fairly by JPMAMC. No preferential treatment is extended to referred clients in order to attract more referrals from a referral agent, nor are referred clients' needs neglected because JPMAMC views these clients as less profitable than non-referred clients. The JPMAMC compliance department also ensures that registerable activities are not delegated to a referral agent through the monitoring of JPMAMC's activities with such referral agents.

Regardless of whether a client is a referred client or a non-referred client, JPMAMC utilizes standard fee schedules for its products, which may be negotiated from time to time between JPMAMC and the client. For more information on fees, see Item 12 below.

11. Inaccurate Client Account and Fund Valuations

There is an inherent conflict of interest where the Adviser or its affiliate values securities or assets in client accounts, or provides any assistance in connection with such valuation, and the Adviser is receiving a fee based on the value of such assets. Overvaluing certain positions held by clients will inflate the value of the client assets, as well as the performance record of such client accounts, which would likely increase the fees payable to the Adviser. The valuation of investments may also affect the ability of the Adviser to raise successor or additional funds. As a result, there may be circumstances where the Adviser is incentivized to determine valuations that are higher than the actual fair value of investments.

In addition, the Adviser may value identical assets differently in different funds due to, among others, different valuation guidelines applicable to such private funds, or different third-party pricing vendors. Furthermore, certain areas within the Firm may assign a different value to identical assets than the Adviser, because these units may have certain information regarding valuation techniques and models, or other information relevant to the valuation of a specific asset or category of assets, which they do not share with the Adviser.

To mitigate this conflict, the various lines of business within Asset Management typically will be guided by specific policies and requirements with respect to valuation of client holdings. Such policies may include valuations that are provided by third-parties, when appropriate, as well as comprehensive internal valuation methodologies.

On occasion, the Adviser utilizes the services of affiliated pricing vendors for assistance with the pricing of certain securities. In addition, securities for which market quotations are not readily available, or are deemed to be unreliable, are fair valued in accordance with established policies and procedures.

Asset Management utilizes established controls to oversee all pricing services, including those provided by affiliated and unaffiliated entities, which includes ongoing and routine due diligence review of prices received.

12. Conflicts Related to Allocation and Aggregation

Potential conflicts of interest also arise involving both the aggregation of trade orders, and allocation of securities transactions or investment opportunities. As previously mentioned in this document, the Adviser delegates its portfolio management duties, including trading activities, to its Asset Management affiliates. As such, the Adviser's client accounts are subject to the relevant affiliate's allocation and aggregation policies and procedures.

Allocations of aggregated trades, particularly trade orders that were only partially filled due to limited availability, and allocation of investment opportunities raise a potential conflict of interest, because the Adviser or its affiliate has an incentive to allocate trades or investment opportunities to certain accounts or funds. For example, the Adviser or its affiliate has an incentive to cause accounts it manages to participate in an offering, where such participation could increase the Adviser's or its affiliate's overall allocation of securities in that offering. In addition, the Adviser or its affiliate may receive more compensation from one account than it does from a similar account, or may receive compensation based in part on the performance of one account, but not a similar account. This could incentivize the Adviser or its affiliate to allocate opportunities of limited availability to the account that generates more compensation for the Adviser and/or its affiliate.

The Adviser and/or its affiliates have established policies, procedures and practices to manage the conflicts described above. The Adviser or its affiliate's allocation and order aggregation practices are designed to achieve a fair and equitable allocation and execution of investment opportunities among its client accounts over time, regardless of the investment strategy, product type or fee arrangement and these practices are designed to comply with securities laws and other applicable regulatory requirements. In addition to the aforementioned policies, procedures and practices, the Adviser and its affiliates also monitor a variety of areas, including compliance with account guidelines, IPOs, new issue allocation decisions, and any material discrepancies in the performance of similar accounts.

Equities, Fixed Income, and Global Liquidity

The fairness of a given allocation depends on the facts and circumstances involved, including, the client's investment strategy, criteria, account size, and the size of the order. Allocations are made in the good faith judgment of the Adviser or its affiliate so that fair and equitable allocation will occur over time. In determining whether an allocation is fair and equitable, the Adviser or its affiliate considers account specific factors such as, availability of cash, liquidity needs of the account, risk/return profile of the account, exposure to the security, sector or industry, and whether the account is participating in specialized strategies.

Generally, equity orders involving the same investment opportunity or managed by the same portfolio manager are aggregated and allocated across client accounts at average price, consistent with the Adviser's obligation to obtain best execution for its clients. If an aggregated order is not fully executed, subject to the exceptions below, participating accounts will typically be systematically allocated their requested allotment on a pro rata, average price basis.

Non-pro rata allocations may occur across clients, including in fixed income securities, due to the availability of multiple appropriate or substantially similar investments in fixed income strategies, as well as due to differences in benchmark factors, hedging strategies or other reasons. In addition, investment opportunities sourced by one portfolio management team may not be made available to clients managed by other portfolio management teams.

Allocations may be adjusted under certain circumstances, for example, in situations where pro-rata allocations would result in de minimis positions or odd lots. In such cases, non-pro rata allocations may be appropriate and the rounding of an otherwise pro rata partial fill to appropriate par amounts, to meet minimum trade size, is still considered to be pro rata. Furthermore, some clients may not be eligible to participate in an IPO/new issue where, for example, the investment guidelines for an account prohibit IPOs/new issues, the account is a directed brokerage account (including accounts in the Wrap and Unbundled Programs), the account is owned by persons restricted from participating in IPOs/new issues, or due to other applicable law or rules or prudent policies in any jurisdiction.

13. Unfair Pricing

Separately Managed Accounts

Separately managed account advisory fees may be determined on a fixed rate, sliding scale or incentive basis. Clients generally pay an investment advisory fee based on a percentage of the market value of the assets managed by the Adviser. Certain accounts are charged an incentive or performance-based fee or carried interest together with, or in lieu of, an asset-based fee. Generally, performance-based fees are calculated on the appreciation of a client's assets or performance, relative to a specified benchmark. Clients with separately managed accounts enter into a fee agreement with JPMAMC through an investment management agreement, and explicitly consent and agree to the fee terms.

Separately Managed Accounts invested in Pooled Vehicles

If a separately managed account is invested in a JPMAMC Trust or JPMorgan Affiliated Fund, JPMAMC generally does not receive advisory fees from both the client's separate account and the JPMAMC Trust, or JPMorgan Affiliated Fund, in which the separate account is invested, to avoid double dipping of fees. Additionally, each client enters into a fee agreement with JPMAMC through an investment management agreement and explicitly consents and agrees to the fee terms.

Direct Investments in a Pooled Vehicle

If a Permitted Client is directly invested in a JPMAMC Trust or JPMorgan Affiliated Fund, the client generally pays such trust's or fund's advisory fee. Additionally, each client enters into a fee agreement with JPMAMC or an affiliate through a subscription document, and explicitly consents and agrees to the fee terms.

14. Side Letters; Preferential Terms

The Adviser, on its own behalf or on behalf of a fund or trust, from time to time, enters into side letters or other similar agreements with investors, in connection with their admission to the fund or trust, without the approval of any other investor. The side letters, or other similar agreements, have the effect of establishing rights under, altering, or supplementing the terms of the governing documents of the fund or trust, with respect to one or more such investors in a manner more favorable to such investors than those applicable to other investors. Such rights or terms, in any such side letter, typically include one or more of the following: (i) fee and other economic arrangements with respect to such investors, including, but not limited to, reductions, modifications, or waivers of fees; (ii) additional or modified obligations of the Adviser (or affiliate); (iii) waiver of certain confidentiality obligations; or (iv) rights or terms necessary in light of particular legal, regulatory or policy characteristics of an investor.

15. JPMC’s Policies and Regulatory Restrictions Affecting Client Accounts and Funds

As part of a global financial services firm, the Adviser and/or its affiliates may be precluded from effecting or recommending transactions in certain client accounts, and may restrict its investment decisions and activities on behalf of its clients, as a result of applicable law, regulatory requirements and/or other conflicts of interest, information held by the Adviser or JPMC, the Adviser’s and/or JPMC’s roles in connection with other clients, and in the capital markets, and JPMC’s internal policies and/or potential reputational risk. As a result, client accounts managed by the Adviser or its affiliates may be precluded from acquiring, or disposing of, certain securities or instruments at any time. This includes the securities issued by JPMC. However, with respect to voting proxies on behalf of the Adviser’s clients, the Adviser and/or its affiliate, as a fiduciary, will vote proxies independently and in the best interests of its clients.

In addition, potential conflicts of interest also exist when JPMC maintains certain overall investment limitations on positions in securities or other financial instruments due to, among other things, investment restrictions imposed upon JPMC by law, regulation, contract, or internal policies. These limitations have precluded and, in the future, could preclude certain accounts managed by the Adviser and/or its affiliates from purchasing particular securities or financial instruments, even if the securities or financial instruments would otherwise meet the investment objectives of such accounts. For example, there are limits on the aggregate amount of investments by affiliated investors in certain types of securities within a particular industry group that may not be exceeded without additional regulatory or corporate consent. There are also limits on aggregate positions in futures and options contracts held in accounts, deemed owned or controlled by the Adviser and its affiliates, including funds and client accounts managed by the Adviser and its affiliates. If such aggregate ownership thresholds are reached, the ability of a client to purchase or dispose of investments, or exercise rights or undertake business transactions, will be restricted.

The Adviser and its affiliates are not permitted to use MNPI in effecting purchases and sales in public securities transactions. In the ordinary course of operations, certain businesses within the Adviser may seek access to MNPI. For instance, the Adviser's and/or its affiliates' syndicated loan and distressed debt strategies may utilize MNPI in purchasing loans and other debt instruments and, from time to time, certain portfolio managers may be offered the opportunity, on behalf of applicable clients, to participate on a creditors committee, which participation may provide access to MNPI. In certain instances, personnel of JPMC may obtain information about an issuer that is material to the management of a client account and that will, at times, limit the ability of personnel of the Adviser and/or its affiliates to buy or sell securities of the issuer on behalf of a client. The results of the investment activities for a client's account may differ, at times significantly, from the results achieved by JPMC or by the Adviser for other client accounts. The intentional acquisition of MNPI may give rise to a potential conflict of interest since the Adviser and its affiliates may be prohibited from rendering investment advice to clients regarding the public securities of such issuer and, thereby, potentially limiting the universe of public securities that the Adviser and its affiliates may purchase, or potentially limiting the Adviser's and/or its affiliates' ability to sell such securities. Similarly, where the Adviser or its affiliates decline access to (or otherwise does not receive or share within the Firm) MNPI regarding an issuer, the Adviser and its affiliates may base their investment decisions, with respect to assets of such issuer, solely on public information, thereby limiting the amount of information available to the Adviser and/or its affiliates in connection with such investment decisions. In determining whether or not to elect to receive MNPI, the Adviser and its affiliates will endeavor to act fairly to its clients as a whole.

Furthermore, the Adviser and its affiliates have adopted policies and procedures reasonably designed to ensure compliance, generally, with economic and trade sanctions-related obligations directly applicable to its activities (although such obligations are not necessarily the same obligations that its clients may be subject to). Such economic and trade sanctions prohibit, among other things, transactions with and the provision of services to, directly or indirectly, certain countries, territories, entities, and individuals. These economic and trade sanctions, and the application by the Adviser and its affiliates of their compliance policies and procedures in respect thereof, may restrict or limit an advisory account's investment activities. In addition, JPMC from time to time subscribes to or otherwise elects to become subject to investment policies on a firm-wide basis, including policies relating to environmental, social and corporate governance. The Adviser and its affiliates may also limit transactions and activities for reputational or other reasons, including when JPMC is providing (or may provide) advice or services to an entity involved in such activity or transaction, when JPMC or a client is or may be engaged in the same or a related activity or transaction to that being considered on behalf of the advisory account, when JPMC or another account has an interest in an entity involved in such activity or transaction, or when such activity or transaction on behalf of or in respect of the advisory account could affect JPMC, the Adviser, its affiliates, their clients or their activities. JPMC may become subject to additional restrictions on its business activities that could have an impact on the Adviser's client accounts activities. In addition, the Adviser and/or its affiliates may restrict its investment decisions and activities on behalf of particular advisory accounts, and not on behalf of other accounts.

16. Additional Disclosure Information

Additional information regarding JPMAMC's or applicable affiliated adviser's enhanced conflicts of interest policies or procedures can be obtained by contacting your local Registered Representative or Client Account Manager, or can be found within the Form ADV of certain affiliated advisers.

APPENDIX A

Canadian jurisdictions where the Adviser is registered and applicable Securities Regulators:

JURISDICTION	REGULATOR	PM	EMD	IFM	Derivatives
Alberta	Alberta Securities Commission	X	X		
British Columbia	British Columbia Securities Commission	X	X	X	
Manitoba	The Manitoba Securities Commission	X	X		
New Brunswick	Financial and Consumer Services Commission of New Brunswick	X	X		
Newfoundland and Labrador	Financial Services Regulation Division Department of Service NL	X	X	X	
Nova Scotia	Nova Scotia Securities Commission	X	X		
Northwest Territories	Government of the Northwest Territories Office of Superintendent of Securities	X	X		
Nunavut	Government of Nunavut Office of Superintendent of Securities	X	X		
Ontario	Ontario Securities Commission	X	X	X	Commodity Trading Manager
Prince Edward Island	Consumer, Corporate and Financial Services Division	X	X		
Québec	Autorité des marchés financiers	X	X	X	Derivatives Portfolio Manager
Saskatchewan	Financial and Consumer Affairs Authority of Saskatchewan	X	X		
Yukon	Office of the Yukon Superintendent of Securities				