#### TRICON RESIDENTIAL INC.

#### **CODE OF BUSINESS CONDUCT AND ETHICS**

The following code of business conduct and ethics was adopted by the board of directors of Tricon Residential Inc. ("Tricon") on June 10, 2010 and revised with effect on May 1, 2014.

This Code covers a wide range of business practices and procedures. It does not cover every issue that may arise, but sets out basic principles to guide all directors, officers, employees or consultants (collectively, "Tricon Personnel") of Tricon and any of its subsidiaries over which it exercises day to day or substantial control (collectively, the "Company"). Furthermore, this Code sets forth standards of conduct and personal trading guidelines that are intended to comply with Rule 204A-1 of the Investment Advisers Act of 1940 ("Advisers Act"). All Tricon Personnel must conduct themselves accordingly and seek to avoid even the appearance of improper behaviour.

If a law conflicts with a policy in this Code, Tricon Personnel must comply with the law. If a local custom or policy conflicts with this Code, Tricon Personnel must comply with this Code. If you have any questions about these conflicts, you should ask the Chief Compliance Officer or, if different, the General Counsel of Tricon, both of whom are contact persons for any questions regarding this Code. Each of the Chief Compliance Officer and, if different, the General Counsel of Tricon is herein referred to as a "Compliance Adviser."

Tricon Personnel who violate the standards in this Code will be subject to disciplinary action, up to and including termination of their employment or other relationship with the Company. If you are in a situation that you believe may violate or lead to a violation of this Code, follow the guidelines described below under "Compliance Procedures."

### 1. The Code

### A. Compliance with Laws, Rules and Regulations; Duties to Clients

Obeying the law, both in letter and in spirit, is the foundation on which the Company's ethical standards are built and is critical to our reputation and continued success. All Tricon Personnel must respect and obey the laws of the various jurisdictions in which the Company operates and avoid even the appearance of impropriety. Specifically, Supervised Persons (as defined in Item P of this Section 1) must comply with the Advisers Act and other applicable United States federal securities laws. Although not all Tricon Personnel are expected to know the details of these laws, it is important to know enough to determine when to seek advice from a Compliance Adviser or executive members or other appropriate personnel. Any Compliance Adviser is available to assist Tricon Personnel in determining applicable legal requirements, issues that may arise under this Policy, the Advisers Act, or any other policy of the Company, and to seek the advice of legal counsel where appropriate.

The Company's duties and obligations to its clients generally include the following:

- *Duty to Disclose* Tricon Personnel have an obligation to disclose all material facts about the advisory relationship. The word "material" in this context usually means that there is a substantial likelihood that a reasonable client would attach importance to it.
- Duty to Put Clients' Interests First Tricon Personnel are to act only in the best interests of clients. When there is a conflict between what would be best for the Company versus what would be best for its client, the adviser is always to act in accordance with the client's best interest.
- Duty to be Fair Tricon Personnel are to treat each client fairly; not benefit one client to disadvantage another. If there are clients that have substantially similar investment objects and restrictions, each account shall be treated in accordance with the documents applicable to such client and otherwise so as to not favor certain accounts over others and, if applicable, in accordance with the Company's allocation policy if there is a policy applicable to any particular opportunity.

#### **B.** Conflicts of Interest

A "conflict of interest" exists when a person's private interests interfere in any way with the interests of the Company. A conflict of interest can arise when Tricon Personnel take actions or have interests that may make it difficult for them to perform their work for the Company objectively and effectively. Conflicts of interest also may arise when Tricon Personnel or members of their families receive improper personal benefits as a result of their positions with the Company.

Conflicts of interest are prohibited as a matter of policy, except as may be approved by the board of directors of Tricon. Conflicts of interest may not always be clear-cut. If you have a question, you should consult with your supervisor, department head or any Compliance Adviser. Any Tricon Personnel who become aware of a conflict or potential conflict should bring it to the attention of a supervisor, department head or the Chief Compliance Officer and consult the procedures described below under "Compliance Procedures."

## C. Confidentiality

Tricon Personnel must maintain the confidentiality of confidential information entrusted to them by the Company and persons with whom the Company does business, except when disclosure is authorized under Tricon's Confidential Information Policy or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors or harmful to the Company or the person to whom it relates if disclosed. The obligation to preserve the confidentiality of confidential information continues even after Tricon Personnel cease to have a relationship with the Company.

Tricon Personnel who have access to confidential information are not permitted to use or share that information for trading purposes or for any other purpose except the conduct of the Company's business. All Tricon Personnel should read and abide by the Company's Confidential Information Policy and Disclosure Policy.

## **D.** Corporate Opportunities

Tricon Personnel are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or positions without the consent of the board of directors of Tricon and from using corporate property, information or positions for improper personal gain. No Tricon Personnel may compete with the Company directly or indirectly. Tricon Personnel owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

For greater certainty, Tricon Personnel may, from time to time, be permitted to purchase individual real estate in residential real estate projects funded by Tricon-managed investment vehicles in priority to other purchasers provided that the terms of the purchase and sale (including, but not limited to, pricing and termination) are no less favourable than terms offered to other third-party purchasers.

## **E.** Protection and Proper Use of Company Assets

All Tricon Personnel should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the profitability of the Company. Any suspected incident of fraud or theft should be reported immediately to the Chief Compliance Officer for investigation.

The obligation of Tricon Personnel to protect the assets of the Company includes the Company's proprietary information. Proprietary information includes any information that is not known generally to the public or would be helpful to competitors of the Company. Examples of proprietary information include intellectual property (such as trade secrets, patents, trademarks and copyrights), business, marketing and service plans, designs, databases, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy and could be illegal and result in civil or criminal penalties. The obligation to preserve the confidentiality of proprietary information continues even after Tricon Personnel cease to have a relationship with the Company.

Company assets may never be used inappropriately or for illegal purposes.

## F. Competition and Fair Dealing

The Company seeks to excel and to outperform any competitors fairly and honestly through superior performance and not through unethical or illegal business practices. Taking proprietary information without the owner's consent, inducing disclosure of that information by past or present employees of other persons or using that information is prohibited. Tricon Personnel should respect the rights of, and deal fairly with, the Company's competitors and persons with whom the Company has a business relationship. No Tricon Personnel should take unfair advantage of anyone through illegal conduct, manipulation, concealment, abuse of proprietary information, misrepresentation of material facts or any other intentional unfair-dealing practice. Nor should any Tricon Personnel act in a manner that may be anti-competitive under anti trust laws. Any Compliance Adviser is available to assist Tricon Personnel in determining the application of those laws and to seek the advice of legal counsel where appropriate.

#### **G.** Gifts and Entertainment

Business gifts and entertainment are customary courtesies designed to build goodwill and constructive relationships among business partners. These courtesies may include such things as meals and beverages, tickets to sporting or cultural events, discounts not available to the general public, accommodation and other merchandise or services. In some cultures, they play an important role in business relationships. However, a problem may arise when these courtesies compromise, or appear to compromise, the Company's ability to make fair and objective business decisions or to gain an unfair advantage.

Offering or receiving any gift, gratuity or entertainment that might be perceived to unfairly influence a business relationship should be avoided. These guidelines apply at all times and do not change during traditional gift-giving seasons.

No gift or entertainment should ever be offered, given, provided, authorized or accepted by any Tricon Personnel or their family members unless it is consistent with customary business practices, is not excessive in value, cannot be construed as a bribe or payoff and does not violate any laws. Cash gifts are prohibited. Strict rules apply when the Company does business with governmental agencies and officials, personnel of investors or potential investors in any Company fund, separate account or other investment account (collectively, "Restricted Account Personnel" and such entities "Accounts"), as discussed in more detail below. Tricon Personnel should discuss with their supervisor, management or any Compliance Adviser any gifts or proposed gifts about which they have any questions.

### H. Payments to Government Personnel and Restricted Account Personnel

All Tricon Personnel must comply with all laws prohibiting improper payments to domestic and foreign governmental officials and all other Restricted Account Personnel and to the policies of the applicable governments or Accounts. Governments and Accounts have applicable laws and/or policies regarding business gifts that may be accepted by any such government personnel and other Restricted Account Personnel. The promise, offer or delivery to an official or employee of various governments or of Accounts of a gift, favour or other gratuity in violation of these laws or policies would not only violate the Company's policies but could also be a criminal offence. Illegal payments should not be made to government officials of any country. A Compliance Adviser can provide guidance to Tricon Personnel in this area.

#### I. Charitable Donations

Senior management of the Company will have the authority, in its discretion, to make charitable donations on the Company's behalf of up to \$100,000 per annum in the aggregate; provided that such donations may not be for the purpose of obtaining or retaining business. Corporate donations in excess of such amount per annum will require the prior written approval of the board of directors. All donations made by or on behalf of the Company will be for the purpose of developing the goodwill of the Company and not in connection with any investment or as to obtaining or retaining any Account.

#### J. Political Contributions

All Tricon Personnel are prohibited from making political contributions for the purpose of obtaining or retaining business. In addition, Tricon Personnel are prohibited from considering the Company's current or anticipated business relationships as a factor in soliciting political contributions. Without the approval of both the Chief Compliance Officer and the President of Tricon, no Tricon Personnel may make political contributions to any person who directly or indirectly can direct or otherwise is involved in the pension plans, investment plans or any comparable plans of any government entity (such as a Treasurer of a State of the United States).

### K. Service as Director for an Outside Company

Any Tricon Personnel wishing to serve as director, trustee or similar capacity for an outside public company or private company (for profit or not-for-profit) must first seek the approval of both the Chief Compliance Officer and the Chief Executive Officer of Tricon. Such personnel, in reviewing the request, will determine whether such service is consistent with the interests of the Company or might create a conflict of interest or an inappropriate inference of a conflict of interest.

#### L. Outside Business Interests

All Tricon Personnel wishing to engage in business activities outside of Tricon's business must seek approval from both the Chief Compliance Officer and the President of Tricon, and, if requested, provide periodic reports to the Chief Compliance Officer, or his/her designee, summarizing those outside business activities. Any outside business activities of the President, Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, and, if otherwise an employee of the Company, the Chairman, will require approval of the board of directors of Tricon.

#### M. Discrimination and Harassment

The diversity of Tricon Personnel is a tremendous asset. The Company is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. Violence and threatening behavior are not permitted. Tricon Personnel are encouraged to speak with the Chief Compliance Officer when a co-worker's conduct makes them uncomfortable and to report harassment when it occurs.

### N. Health and Safety

The Company strives to provide all Tricon Personnel with a safe and healthy work environment. All Tricon Personnel have responsibility for maintaining a safe and healthy workplace by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions to a supervisor or department head. Being under the influence, and the possession, of illegal drugs in the workplace will not be tolerated. Tricon Personnel should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol.

## O. Accuracy of Records and Reporting

The Company requires honest and accurate recording and reporting of information to make responsible business decisions. The Company's accounting records are relied upon to produce reports for management, directors, securityholders, governmental agencies and persons with whom the Company does business. All of the Company's financial statements and the books, records and accounts on which they are based must appropriately reflect the Company's activities and conform to applicable legal, accounting and auditing requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless required by applicable law or regulation.

All Tricon Personnel have a responsibility, within the scope of their positions, to ensure that the Company's accounting records do not contain any false or intentionally misleading entries. The Company does not permit intentional misclassification of transactions as to accounts, departments or accounting records. All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper accounts and in the proper accounting period.

Many Tricon Personnel use business expense accounts, which must be documented and recorded accurately. If Tricon Personnel are not sure whether a certain expense is legitimate, a supervisor or management can provide advice. General rules and guidelines are available from the Chief Compliance Officer.

Business records and communications often become public through legal or regulatory proceedings or the media. Tricon Personnel should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations that can be misunderstood. This requirement applies equally to communications of all kinds, including e-mail, online means, informal notes, internal memos and formal reports.

### P. Personal Trading

The provisions of this Paragraph P apply to securities of companies other than Tricon and are in addition to, and not in replacement of Tricon Residential Inc.'s Insider Trading Policy, which relates to securities of Tricon.

#### a. Definitions

- i. "<u>Access Person</u>" means any employee, officer or partner of the Company who, in conjunction with his/her regular functions or duties, obtains nonpublic information regarding client holdings, or the purchase or sale of a security for a client.
- ii. "Beneficial Ownership" has the same meaning as in Rule 16a-1(a)(2) under the U.S. Securities Exchange Act of 1934, as amended (the "1934 Act") in determining whether a person is a beneficial owner for purposes of Section 16 of the 1934 Act. As a general matter, "beneficial ownership" will be attributed to an employee in all instances where the person has or shares (i) the ability to purchase or sell the security; (ii) voting power; or (iii) a direct or indirect monetary interest in such security, including through any contract, arrangement, understanding, relationship or otherwise.

- iii. "Reportable Security" has the same meaning as set forth in Section 202(a)(18) of the Advisers Act, as set forth in Schedule "Reportable Securities" attached to this Code, except that it does not include the following securities ("Excluded Securities"):
  - Direct obligations of the United States government;
  - Bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements;
  - Shares of money market funds;
  - Shares of open-ended funds, unless Tricon or a control affiliate acts as in the investment adviser of principal underwrite for the fund; and
  - Shares of unit investment trusts that are invested exclusively in unaffiliated open-end funds.
- iv. "<u>Supervised Person</u>", as set forth in Section 202(a)(25) of the Advisers Act, means any officer, director, partner, or employee of the Company, or any other person who provides advice on behalf of the Company and is subject to Tricon's supervision and control.

### **b.** Personal Trading Prohibitions and Restrictions

All Access Persons must obtain written approval from the Chief Compliance Officer prior to participating in an initial public offering ("IPO") or investing in a private placement or any security, of any nature, in any entity on the Restricted Trading List.

In addition to compliance with Tricon's Insider Trading Policy with respect to holdings of securities of Tricon, all Supervised Persons are also prohibited from executing a transaction in a Reportable Security when it is listed on Tricon's Restricted List. The Restricted List is updated continuously and is available on Tricon's shared server.

Pre-clearance requests should be submitted to the Chief Compliance Officer, or his/her designee, and such requests should be made on the form maintained by the Chief Compliance Officer. The pre-clearance authorization is effective until the close of business on the day the pre-clearance request is approved, unless extended or revoked at the discretion of Chief Compliance Officer. The Chief Compliance Officer or his/her designee may disapprove such request for any reason s/he deems appropriate. All pre-clearance requests of the Chief Compliance Officer shall be submitted to the President of Tricon for review and approval.

### c. Reporting Requirements by Access Persons

i. <u>Initial and Annual Holdings Reports</u> – Access Persons are required to provide a report of all personal securities holdings, other than Excluded Securities, to the Chief Compliance Officer, or his/her designee, within 10 calendar days upon becoming an employee of

Tricon and on an annual basis thereafter, as directed by the Chief Compliance Officer or his/her designee. In addition to other securities holdings, holdings in reportable funds and private placements (which include the Tricon managed funds) require reporting. These reports should be current as of a date not more than 45 calendar days prior to submission. The Chief Compliance Officer shall submit his/her holdings report to the President of Tricon. Access Persons may use the form maintained by the Chief Compliance Officer to report holdings. Investment statements may by submitted in lieu of the report as long as all required information and holdings specified in Schedule Securities Transaction Reporting Requirements are included within the statements.

- ii. Quarterly Transaction Reports Within 30 calendar days following the end of each calendar quarter, Access Persons shall submit to the Chief Compliance Officer, or his/her designee, a report of personal securities transactions, other than those involving Excluded Securities, within the period in which the Access Person had a direct or indirect Beneficial Ownership interest including transactions in reportable funds and private placements (which include the Tricon managed private funds). If an Access Person effected no transactions during the applicable quarter, s/he shall file a report indicating as such. The Chief Compliance Officer shall submit his/her transaction report to the President of Tricon. Access Persons may use the form maintained by the Chief Compliance Officer to report transactions. Investment statements may be submitted in lieu of completing the form so long as the statements contain all of the required information specified in Schedule Securities Transaction Reporting Requirements.
- iii. Exceptions from Reporting Requirements. Access Persons are not required to submit (a) holdings reports and quarterly transaction reports for securities held in accounts over which the access person had no direct or indirect influence of control; (b) quarterly transaction reports for transactions effected pursuant to an automatic investment plan; and (c) quarterly transaction reports that would duplicate information included in account statements or confirmations.

## d. Review of Personal Securities Reports

In reviewing reportable security holdings, transactions reports and pre-clearance requests, the Chief Compliance Officer shall generally consider whether the investment opportunity should be directed to a client's account and whether the transaction has the appearance of impropriety.

The President of Tricon will review the Chief Compliance Officer's personal securities reports. In no case should an Access Person review his/her own report.

## 2. Waivers of the Code

Any waiver of this Code for directors or officers may be made only by the board of directors (or a committee of the board of directors to whom that authority has been delegated) and will be promptly disclosed as required by law or stock exchange regulation.

## 3. Reporting, Sanctions and Illegal or Unethical Behavior

Violations of this Code must be promptly reported to the Chief Compliance Officer. It is the policy of the Company not to allow retaliation for reports of misconduct by others made in good faith. It is, at the same time, unacceptable to file a report knowing that it is false. All Tricon Personnel are expected to cooperate in internal investigations of misconduct.

Upon discovering a violation of this Code, the President and the Chief Compliance Officer may impose such sanctions as they deem appropriate, including, among other sanctions, a letter of censure or suspensions, or termination of employment of the violator.

The Company has a strong commitment to conduct its business in a lawful and ethical manner. Tricon Personnel are encouraged to talk to supervisors, managers, Compliance Advisers or other appropriate personnel when in doubt about the best course of action in a particular situation.

### 4. Compliance Procedures

All Tricon Personnel must work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that the Company has a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will help you to focus on the specific question you are faced with and the alternatives you have. Use your judgment and common sense if something seems like it might possibly be unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with your manager. This is the basic guidance for all situations. In many cases, your manager will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember that it is your manager's responsibility to help solve problems.
- Seek help from Company resources. In the rare case where it may not be appropriate to discuss an issue with your manager, or where you do not feel comfortable approaching your manager with your question, discuss it locally with your "two-up". If that is not appropriate for any reason, contact any Compliance Adviser.
- You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected to

the extent possible. The Company does not permit retaliation of any kind against employees for good faith reports of ethical violations.

• Always ask first, act later: If you are unsure of what to do in any situation, seek guidance before you act.

The Company: (i) encourages Tricon Personnel to come forward with credible information on illegal practices or serious and substantial violations of this Policy and any other policy adopted by the Company; (ii) specifies that the Company will protect the person from retaliation; and (iii) identifies where such information can be reported.

The Company prohibits retaliation by or on behalf of the Company against Tricon Personnel for making good faith complaints, reports or inquiries under this Code and under any other codes or policies of the Company or for participating in a review or investigation under this Code. This protection extends to those whose allegations are made in good faith but prove to be mistaken. The Company reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.

Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the bases for the complaints, reports or inquiries. They should be directed to the Chief Compliance Officer; however, if such person is implicated in the complaint, report or inquiry, it should be directed to the President of Tricon. The Company will conduct a prompt, discreet, and objective review or investigation. Tricon Personnel must recognize that the Company may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously. The Chief Compliance Officer or other person investigating any such incident shall complete a written report of any complaint and all actions thereafter taken in connection therewith and such reports shall be maintained in a secure limited access location.

### 5. Written Acknowledgment

The Company must provide each Tricon Personnel with a copy of this Code, and each Tricon Personnel must acknowledge receipt of the Code in writing.

### 6. Record Keeping Requirements

Tricon will keep the following records regarding this Code:

- A copy of this Code that is currently in effect or any Code that was in effect at any time within the prior five (5) years, including any amendments thereto;
- A record of any violation of the Code, and records of action taken in response to the such violation;
- A record of all written acknowledgments of receipt of the Code and any amendments for each person who is currently, or within the past five (5) years was, a Supervised Persons;

- A record of all holdings and quarterly transaction reports made by Access Persons, including any account statements or trade confirmations provide in lieu of transaction reports;
- A record of the names of all current Access Persons, any persons who were Access Persons during the preceding five (5) years; and
- A record of any decision, and the reason supporting the decision, to approve an Access Person's participation in an IPO, private placement or any other securities transactions for a period of five (5) years from the end of the fiscal year in which the approval is granted.

In accordance with the Company's Document Retention and Destruction Policy, records under Rule 204-2 of the Advisers Act must be retained for a period of five (5) years after the last date they were in effect, in an easily accessible area, and during the first two (2) years on site at an appropriate Tricon office.

### 7. <u>Compliance Review</u>

At least annually, the Chief Compliance Officer shall review the records of the Company, all reports required to be prepared under this Code and all other relevant materials as determined to be reasonably necessary in the Chief Compliance Officer's judgment so that s/he can make a judgment as to whether the Code is being complied with. Upon completion of such review, the Chief Compliance Officer shall prepare a written report as to his/her findings, any deficiencies found, and including the actions to be taken, and the person or persons responsible for taking such actions, to cure any such deficiencies, as well as any other steps which the Chief Compliance Officer recommends to strengthen compliance with the Code. The Chief Compliance Officer shall report such findings to the President of Tricon. If any material deficiencies are found, the President and the Chief Compliance Officer shall present the board of directors of Tricon the findings and the actions being taken to cure such deficiencies.

## SCHEDULE DEFINITION OF REPORTABLE SECURITIES UNDER ADVISERS ACT

Any note, stock, treasury stock, security future, bond, debenture, evidence of indebtedness, certificate of interest or participation in any profit-sharing agreement, collateral-trust certificate, preorganization certificate or subscription, transferable share, investment contract, voting-trust certificate, certificate of deposit for a security, fractional undivided interest in oil, gas, or other mineral rights, any put, call, straddle, option, or privilege on any security (including a certificate of deposit) or on any group or index of securities (including any interest therein or based on the value thereof), or any put, call, straddle, option, or privilege entered into on a national securities exchange relating to foreign currency, or, in general, any interest or instrument commonly known as a "security", or any certificate of interest or participation in, temporary or interim certificate for, receipt for, guaranty of, or warrant or right to subscribe to or purchase any of the foregoing.

All the above descriptive terms shall be interpreted based upon generally accepted usage thereof in the United States.

## SCHEDULE SECURITIES TRANSACTION REPORTING REQUIREMENTS

### **Annual Statement Information**

- Security Name
- Ticker Symbol or CUSIP number
- Number of Shares or Par
- Principal Amount
- Broker or Bank Name
- Date of the Report

# **Quarterly Report Information**

- Trade Date
- Security Name
- Ticker Symbol, CUSIP number, interest rate and maturity date
- Number of Shares or Par
- Type of Transaction (Purchase, Sale or Other)
- Price
- Principal Amount
- Broker Name
- Account Number
- Date of Report