

Foyston, Gordon & Payne Inc.  
 FORM CRS – CUSTOMER RELATIONSHIP SUMMARY  
 March, 2024

<p><b>Item 1.</b> <b><u>Introduction</u></b></p>	<p>Foyston, Gordon &amp; Payne Inc. (“<b>Foyston</b>”) is registered with the Securities and Exchange Commission (<b>SEC</b>) as an investment adviser. We provide advisory accounts and services, rather than brokerage accounts and services. Brokerage and investment advisory services and fees differ, and it is important for you to understand these differences. Free and simple tools are available to research firms and financial professionals at <a href="http://www.investors.gov/CRS">www.investors.gov/CRS</a>, which also provides educational materials about broker-dealers, investment advisers, and investing.</p>		
<p><b>Item 2.</b> <b><u>Relationships and Services</u></b></p>	<p><b>What investment services and advice can you provide me?</b></p> <p>We provide investment advisory services to retail investors, specifically discretionary asset management for high-net-worth individuals, family foundations and trusts. We work with you to establish your Investment Policy Statement to meet your specific investment objectives, risk tolerance, and unique investment needs. As a part of our standard services, we monitor and advise on your investment portfolio on an ongoing basis. We manage investment portfolios across asset classes, including Canadian, U.S., and International equities, as well as fixed income securities.</p> <p><b>Monitoring</b>        Our portfolio management, trading, operations, and compliance teams are responsible for the regular review of the assets of client portfolios. Specifically, portfolio managers review the investments in their client’s accounts, for portfolio strategy and asset allocation purposes. Regular reviews of client accounts are also conducted for adherence to internal investment guidelines, client-mandated or contractual guidelines, and regulatory requirements. We will also regularly compare individual client accounts against other accounts invested in a similar manner to assess the consistency of holdings and performance. Personnel also perform regular reconciliations of its records against the records of the custodians who actually hold the securities and cash.</p> <p>We provide you with regular reporting, and direct access to view your portfolio and activity through our client portal. We meet with you at a minimum annually for one-on-one discussions with you about your investment objectives, risk tolerance, and liquidity requirements.</p> <p><b>Investment Authority</b>        Your account is managed on a discretionary basis which means we have the authority to buy and sell securities in your account without your consent for each transaction. You will sign an Investment Management Agreement giving us this authority. This authority may be limited by investment restrictions established by you.</p> <p><b>Limited Investment Offering</b>        Discretionary portfolios may be constructed using segregated investments and or Foyston Pooled Funds as appropriate. While we do not limit our advice to proprietary products, or a limited menu of products or types of investments, the availability of Foyston Pooled Funds may be limited with respect to U.S. investors.</p> <p><b>Account Minimums and Other Requirements</b>        The minimum initial account size for client relationships is \$1 million of investible assets, although we may adjust this amount in our discretion. Assets of family members in the client relationship are aggregated for purposes of meeting this minimum.</p> <p><b>Additional information</b> about our services is available in our Form ADV Part 2A brochure available at <a href="https://adviserinfo.sec.gov/firm/summary/121591">https://adviserinfo.sec.gov/firm/summary/121591</a>.</p> <table border="1" data-bbox="358 1829 1539 1990"> <tr> <td data-bbox="358 1829 472 1990">Ask us:</td> <td data-bbox="472 1829 1539 1990"> <ul style="list-style-type: none"> <li>• Given my financial situation, should I choose an investment advisory service? Why or why not?</li> <li>• How will you choose investments to recommend to me?</li> <li>• What is your relevant experience, including your licenses, education, and other qualifications? What do these qualifications mean?</li> </ul> </td> </tr> </table>	Ask us:	<ul style="list-style-type: none"> <li>• Given my financial situation, should I choose an investment advisory service? Why or why not?</li> <li>• How will you choose investments to recommend to me?</li> <li>• What is your relevant experience, including your licenses, education, and other qualifications? What do these qualifications mean?</li> </ul>
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<p><b>Item 3.</b> <b><u>Fees, Costs, Conflicts, and Standard of Conduct</u></b></p> <p><b>Item 3. (cont'd)</b> <b><u>Fees, Costs, Conflicts, and Standard of Conduct</u></b></p>	<p><b>What fees will I pay?</b></p> <p>We receive fees from clients only for investment management services. These fees are set out in the Investment Management Agreement and are based on a percentage of your assets under management. For individual clients, we typically charge an investment management fee of between 0.75% and 1.50% per year, and subject to a minimum fee. Fees are generally charged quarterly based on the market value of the investments in the portfolio on March 31, June 30, September 30 and December 31.</p> <p>Additional information about our fees is included in our Form ADV Part 2A brochure, available at <a href="https://adviserinfo.sec.gov/firm/summary/121591">https://adviserinfo.sec.gov/firm/summary/121591</a>.</p> <p>In addition to paying our investment management fee, you will be responsible for transaction costs, including brokerage and custodial fees. To the extent we invest your assets in the Foyston Pooled Funds, although no investment management fees are charged directly to the Foyston Pooled Funds (other than for Class 'C' and 'D' units, which are not offered to U.S. investors), such Funds pay transaction fees and incur operating costs that will impact the value of your investment in such Funds.</p> <p><b>You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.</b></p> <table border="1" data-bbox="360 892 1537 991"><tr><td>Ask us:</td><td><ul style="list-style-type: none"><li>Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?</li></ul></td></tr></table> <p><b>What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?</b></p> <p>When we act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide to you. The following is an example to help you understand what this means.</p> <p>We manage accounts for multiple clients, and we allocate our time based on each client's needs. Our firm earns more as we expand our client base and grow our assets under management, and we seek to balance our staffing with the individualized needs of each client.</p> <table border="1" data-bbox="360 1396 1537 1430"><tr><td>Ask us:</td><td><ul style="list-style-type: none"><li>How might your conflicts of interest affect me, and how will you address them?</li></ul></td></tr></table> <p>Additional information about conflicts of interest between our firm and our clients is available in our Form ADV Part 2A brochure, which is available at <a href="https://adviserinfo.sec.gov/firm/summary/121591">https://adviserinfo.sec.gov/firm/summary/121591</a>.</p> <p><b>How do your financial professionals make money?</b></p> <p>Foyston's financial professionals receive a fixed base salary and may receive a discretionary bonus based on individual performance, client satisfaction and retention and growth of the firm. Compensation is set with the intention of attracting and retaining highly qualified professionals.</p>	Ask us:	<ul style="list-style-type: none"><li>Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?</li></ul>	Ask us:	<ul style="list-style-type: none"><li>How might your conflicts of interest affect me, and how will you address them?</li></ul>
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<p><b>Item 4.</b> <b><u>Disciplinary History</u></b></p>	<p><b>Do you or your financial professionals have legal or disciplinary history?</b></p> <p>Yes <input type="checkbox"/> No <input checked="" type="checkbox"/></p> <p>Visit <a href="http://www.investor.gov/CRS">www.investor.gov/CRS</a> for a free and simple search tool to research us and our financial professionals.</p> <table border="1" data-bbox="360 1898 1537 1963"><tr><td>Ask us:</td><td><ul style="list-style-type: none"><li>As a financial professional, do you have any disciplinary history? For what type of conduct?</li></ul></td></tr></table>	Ask us:	<ul style="list-style-type: none"><li>As a financial professional, do you have any disciplinary history? For what type of conduct?</li></ul>		
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<b>Item 5.</b> <b><u>Additional Information</u></b>	<p><b><i>Additional information about our services</i></b> can be found in our Form ADV Part 2A brochure available at <a href="https://adviserinfo.sec.gov/firm/summary/121591">https://adviserinfo.sec.gov/firm/summary/121591</a>. If you would like additional information, a copy of the Form CRS or other disclosure documents, please call us at 1-844-369-7866 or 1-416-362-4725 or email us at <a href="mailto:info@foyston.com">info@foyston.com</a>.</p> <table border="1" data-bbox="358 359 1536 453"><tr><td data-bbox="358 359 469 453">Ask us:</td><td data-bbox="469 359 1536 453"><ul style="list-style-type: none"><li>• Who is my primary contact person?</li><li>• Is he or she a representative of an investment adviser or a broker-dealer?</li><li>• Who can I talk to if I have concerns about how this person is treating me?</li></ul></td></tr></table>	Ask us:	<ul style="list-style-type: none"><li>• Who is my primary contact person?</li><li>• Is he or she a representative of an investment adviser or a broker-dealer?</li><li>• Who can I talk to if I have concerns about how this person is treating me?</li></ul>
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