

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus constitutes a public offering of these securities in those jurisdictions where they may be lawfully offered for sale and only by persons permitted to sell these securities*

## PROSPECTUS



*Continuous Offering*

May 31, 2022

This prospectus qualifies the distribution of units (the “Units”) of the following actively managed exchange-traded funds (each, a “Fund” and together, the “Funds”) each of which is a trust created under the laws of the province of Ontario. CI Global Asset Management, the registered business name of CI Investments Inc., (the “Manager”, “CI Global Asset Management” or “CI”) is the trustee and manager of the Funds and is responsible for the day-to-day administration of the Funds. See “Organization and Management Details of the Funds – Manager, Trustee and Promoter”.

### **CI ONE Global Equity ETF (“ONEQ”) CI ONE North American Core Plus Bond ETF (“ONEB”)**

The investment objective of ONEQ is to seek long-term growth of capital by investing in a portfolio of equity securities of global issuers, through direct purchases of publicly traded companies and/or exchange-traded funds (ETFs) that represent an equity asset class.

The investment objective of ONEB is to seek to provide a stable rate of return, primarily through income, and to a lesser extent, capital appreciation by investing in a portfolio consisting primarily of investment grade North American fixed-income securities issued by corporations, governments (federal and state/provincial) and government-related entities and agencies through direct purchases and/or ETFs.

See “Investment Objectives” for further information.

One Capital Management, LLC (“OCM”) acts as investment advisor to the Funds. OCM is located in the United States and an affiliate of the Manager. See “Organization and Management Details of the Funds – Investment Advisor”.

Units of each of the Funds are being issued and sold on a continuous basis and there is no maximum number of Units that may be issued. Units of the Funds are Canadian dollar denominated.

Units of Funds are currently listed on the TSX (as defined herein) and offered on a continuous basis. Investors can buy or sell such Units of the Funds on the TSX through registered brokers and dealers in the province or territory where the investor resides. Investors may incur customary brokerage commissions when buying or selling Units. No fees are paid by investors to the Manager or any Fund in connection with buying or selling of Units on the TSX. All orders to purchase Units directly from a Fund must be placed by Designated Brokers (defined herein) or Dealers (defined herein).

**No underwriter has been involved in the preparation of this prospectus or has performed any review of the contents of this prospectus.**

**For a discussion of the risks associated with an investment in Units of the Funds, see “Risk Factors”. Unlike bank accounts or guaranteed investment certificates, your investment in a Fund is not covered by the Canada Deposit Insurance Corporation or any other government deposit insurer.**

Provided that a Fund qualifies as a “mutual fund trust”, is a “registered investment”, or the Units of the Fund are listed on a “designated stock exchange” (which currently includes the TSX), all within the meaning of

the *Income Tax Act* (Canada) (the “Tax Act”), such Units will be qualified investments under the Tax Act for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans, registered disability savings plans, registered education savings plans and tax-free savings accounts.

Registration of interests in, and transfer of, the Units will be made only through CDS Clearing and Depository Services Inc. Beneficial owners will not have the right to receive physical certificates evidencing their ownership.

Additional information about each Fund is or will be available in the most recently filed annual financial statements, any interim financial statements filed after those annual financial statements, the most recently filed annual management report of fund performance (“MRFP”), any interim MRFP filed after the annual MRFP for each Fund, and the most recently filed ETF Facts for each Fund. These documents are incorporated by reference into, and legally form an integral part of, this prospectus. See “Documents Incorporated by Reference” for further information.

CI Global Asset Management is a registered business name of CI Investments Inc.

## TABLE OF CONTENTS

	Page
GLOSSARY .....	1
PROSPECTUS SUMMARY .....	5
SUMMARY OF FEES AND EXPENSES .....	13
OVERVIEW OF THE LEGAL STRUCTURE OF THE FUNDS .....	14
INVESTMENT OBJECTIVES.....	15
INVESTMENT STRATEGIES .....	15
OVERVIEW OF THE SECTORS THAT THE FUNDS INVEST IN.....	17
INVESTMENT RESTRICTIONS .....	17
FEES AND EXPENSES .....	17
RISK FACTORS.....	19
DISTRIBUTION POLICY.....	31
PURCHASES, EXCHANGES AND REDEMPTIONS OF UNITS .....	32
PRICE RANGE AND TRADING VOLUME OF UNITS .....	38
INCOME TAX CONSIDERATIONS .....	38
INTERNATIONAL INFORMATION REPORTING.....	42
ELIGIBILITY FOR INVESTMENT .....	43
ORGANIZATION AND MANAGEMENT DETAILS OF THE FUNDS.....	43
CALCULATION OF NET ASSET VALUE .....	50
ATTRIBUTES OF THE SECURITIES.....	53
UNITHOLDER MATTERS.....	54
TERMINATION OF THE FUNDS.....	55
PLAN OF DISTRIBUTION .....	56
RELATIONSHIP BETWEEN THE FUNDS AND THE DEALERS.....	56
PRINCIPAL HOLDERS OF SECURITIES .....	57
INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS .....	57
PROXY VOTING DISCLOSURE FOR PORTFOLIO SECURITIES HELD .....	57
MATERIAL CONTRACTS.....	58
LEGAL AND ADMINISTRATIVE PROCEEDINGS.....	58

**TABLE OF CONTENTS**  
(continued)

	<b>Page</b>
EXPERTS.....	58
EXEMPTIONS AND APPROVALS .....	58
PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION.....	59
DOCUMENTS INCORPORATED BY REFERENCE.....	60
CERTIFICATE OF THE FUNDS, THE TRUSTEE, MANAGER AND PROMOTER.....	C-1

## GLOSSARY

*Unless otherwise indicated, the references to dollar amounts in this prospectus are to Canadian dollars and all references to times in this prospectus are to Toronto time.*

**Accounting Agent** – CIBC Mellon Global Securities Services Company.

**Basket of Securities** – means, in relation to a particular Fund, a group of securities and/or assets determined by the Investment Advisor from time to time representing the constituents of the portfolio of the Fund.

**Canadian securities legislation** – the applicable securities legislation in force in each province and territory of Canada, all regulations, rules, orders and policies made thereunder and all multilateral and national instruments adopted by the securities regulatory authorities, as the same may be amended, restated or replaced from time to time.

**capital gains refund** – as defined in “Income Tax Considerations – Taxation of the Funds”.

**Cash Creation Fee** – the fee payable in connection with any cash payments for subscriptions of a PNU of the applicable Fund, representing, as applicable, brokerage expenses, commissions, transaction costs and other costs or expenses that the Fund incurs or expects to incur in purchasing securities on the market with such cash proceeds.

**Cash Exchange Fee** – the fee payable in connection with any cash payments for exchange of a PNU of the applicable Fund, representing, as applicable, brokerage expenses, commissions, transaction costs and other costs or expenses that the Fund incurs or expects to incur in selling securities on the market to obtain the necessary cash for the exchange.

**CDS** – CDS Clearing and Depository Services Inc.

**CDS Participant** – a registered dealer or other financial institution that is a participant in CDS and that holds Units on behalf of beneficial owners of Units.

**CDSX** – the clearing and settlement system for debt and equity securities in Canada.

**CI** – CI Investments Inc. or CI Global Asset Management, a registered business name of CI Investments Inc.

**Continuous Distribution Agreement** – an agreement between the Manager, on behalf of one or more of the Funds, and a Dealer, as amended from time to time.

**CRA** – the Canada Revenue Agency.

**Custodian** – CIBC Mellon Trust Company.

**Custodian Agreement** – the amended and restated custodian agreement dated April 11, 2022 (as amended from time to time) between the Manager, the Funds and the Custodian.

**Dealer** – a registered dealer (that may or may not be a Designated Broker) that has entered into a Continuous Distribution Agreement with the Manager, on behalf of a Fund, pursuant to which the Dealer may subscribe for Units of that Fund.

**Declaration of Trust** – the amended and restated master declaration of trust establishing the Funds dated August 13, 2018, as the same may be amended from time to time.

**Designated Broker** – a registered dealer that has entered into a Designated Broker Agreement with the Manager, on behalf of a Fund, pursuant to which the Designated Broker agrees to perform certain duties in relation to that Fund.

**Designated Broker Agreement** – an agreement between the Manager, on behalf of one or more of the Funds, and a Designated Broker, as amended from time to time.

**distribution Payment Date** – a day that is no later than the 10<sup>th</sup> business day following the applicable Distribution Record Date or such other business day as the Manager shall determine, on which a Fund pays a distribution to its Unitholders.

**distribution Record Date** – a date designated by the Manager as a record date for the determination of Unitholders of a Fund entitled to receive a distribution.

**DPSP** – a deferred profit sharing plan within the meaning of the Tax Act.

**ETF** – an exchange-traded fund.

**Funds** – collectively, ONEQ and ONEB and *Fund* means any one of them.

**GST** – the federal goods and services tax.

**HST** – the harmonized sales tax, which currently applies in lieu of GST in the provinces of Ontario, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador.

**Investment Advisor** – OCM, as investment advisor of the Funds.

**Investment Advisory Agreement** – has the meaning ascribed to such term under the heading “Organization and Management Details of the Funds – Investment Advisor”.

**IRC** – the independent review committee of the Funds established under NI 81-107.

**Management Fee** – has the meaning ascribed to such term under the heading “Fees and Expenses – Fees and Expenses Payable by the Funds – Management Fees”.

**Management Fee Distribution** – amount equal to the difference between the management fee otherwise chargeable and a reduced fee determined by the Manager, from time to time, that is distributed in cash to certain Unitholders of the Funds.

**Manager** – CI Global Asset Management, a registered business name of CI Investments Inc.

**NAV and NAV per Unit** – means, in relation to a particular Fund, the net asset value of the Fund and the net asset value per Unit of the Fund, calculated by the Accounting Agent as described in “Calculation of Net Asset Value”.

**NI 81-102** – National Instrument 81-102 – *Investment Funds*, as the same may be amended, restated or replaced from time to time.

**NI 81-107** – National Instrument 81-107 – *Independent Review Committee for Investment Funds*, as the same may be amended, restated or replaced from time to time.

**OCM** – One Capital Management, LLC., the Investment Advisor of the Funds and an affiliate of CI.

**Permitted Merger** – has the meaning ascribed to such term under the heading “Unitholder Matters – Matters Requiring Unitholders’ Approval”.

**Plan Agent** – TSX Trust Company, as the plan agent under the Reinvestment Plan.

**Plan Participant** – has the meaning ascribed to such term under the heading “Distribution Policy – Distribution Reinvestment Plan”.

**Plan Unit** – has the meaning ascribed to such term under the heading “Distribution Policy – Distribution Reinvestment Plan”.

**PNU or Prescribed Number of Units** – means, in relation to a particular Fund, the number of Units determined by the Manager from time to time for the purpose of subscription orders, exchanges, redemptions or for other purposes.

**RDSP** – a registered disability savings plan within the meaning of the Tax Act.

**Registered Plans** – means, collectively, RRSPs, RRIFs, DPSPs, RDSPs, RESPs and TFSAs.

**Registrar and Transfer Agent** – TSX Trust Company.

**Reinvestment Plan** – has the meaning ascribed to such term under the heading “Distribution Policy – Distribution Reinvestment Plan”.

**REITs** – real estate investment trusts.

**REOCs** – real estate operating companies.

**RESP** – a registered education savings plan within the meaning of the Tax Act.

**RRIF** – a registered retirement income fund within the meaning of the Tax Act.

**RRSP** – a registered retirement savings plan within the meaning of the Tax Act.

**Securities Lending Agent** – Bank of New York Mellon.

**Securities Lending Agreement** – has the meaning ascribed to such term under the heading “Organization and Management Details of the Funds – Securities Lending Agent”.

**securities regulatory authorities** – the securities commission or similar regulatory authority in each province and territory of Canada that is responsible for administering the Canadian securities legislation in force in such province or territory.

**SIFT** – a specified investment flow-through trust or partnership as defined in the Tax Act.

**SIFT Rules** – the rules in the Tax Act that are applicable to SIFTs.

**Tax Act** – the *Income Tax Act* (Canada), as amended from time to time.

**Tax Proposals** – all specific proposals to amend the Tax Act that have been publicly announced in writing by the Minister of Finance (Canada) prior to the date of this prospectus.

**TFSA** – a tax-free savings account within the meaning of the Tax Act.

**Trading Day** – means, for each Fund, unless otherwise agreed by the Manager, a day on which: (i) a regular session of the TSX is held, and (ii) the primary market or exchange for the securities held by the Fund is open for trading.

**Trustee** – CI Global Asset Management, as trustee of the Funds pursuant to the Declaration of Trust, or its successor.

**TSX** – the Toronto Stock Exchange.

**Unit** – means, in relation to a particular Fund, a redeemable, transferable unit of the Fund, which represents an equal, undivided interest in such Fund.

**Unitholder** – a holder of Units of a Fund.

**Valuation Date** – each Trading Day or any other day designated by the Manager on which the NAV and NAV per Unit of a Fund is calculated. If a Fund elects to have a December 15 year-end for tax purposes as permitted by the Tax Act, the NAV per Unit of the Fund will be calculated on December 15.

**Valuation Time** – means, in relation to a Fund, 4:00 p.m. (EST) on a Valuation Date or such other time that the Manager deems appropriate on each Valuation Date.



## PROSPECTUS SUMMARY

*The following is a summary of the principal features of the Units of the Funds and should be read together with the more detailed information, financial data and statements contained elsewhere in this prospectus or incorporated by reference in this prospectus.*

**Issuers:** Each of the funds listed below offers units (“Units”):

CI ONE Global Equity ETF (“ONEQ”)  
CI ONE North American Core Plus Bond ETF (“ONEB”)  
(each, a “Fund” and together, the “Funds”)

Each Fund is an actively managed exchange-traded mutual fund established as a trust under the laws of the province of Ontario. CI Global Asset Management (“CI”) is the trustee, manager and promoter of the Funds and is responsible for the day-to-day administration of the Funds. See “Overview of the Legal Structure of the Funds”.

One Capital Management, LLC (“OCM”) is the investment advisor of the Funds and an affiliate of CI.

**Continuous Distribution:** Each Fund issues Units on a continuous basis and there is no maximum number of Units that may be issued.

Units of the Funds are currently listed on the Toronto Stock Exchange (the “TSX”). Investors can buy or sell such Units on the TSX through registered brokers and dealers in the province or territory where the investor resides.

Investors may incur customary brokerage commissions when buying or selling Units. No fees are paid by investors to the Manager or any Fund in connection with the buying or selling of Units on the TSX. Investors may trade Units in the same way as other securities listed on the TSX, including by using market orders and limit orders. All orders to purchase Units directly from a Fund must be placed by Designated Brokers or Dealers.

See “Purchases, Exchanges and Redemptions of Units – Information for Designated Broker and Dealers – Issuance of Units”.

**Investment Objectives:** *ONEQ*

The investment objective of ONEQ is to seek long-term growth of capital by investing in a portfolio of equity securities of global issuers, through direct purchases of publicly traded companies and/or exchange-traded funds (ETFs) that represent an equity asset class.

*ONEB*

The investment objective of ONEB is to seek to provide a stable rate of return, primarily through income, and to a lesser extent, capital appreciation by investing in a portfolio consisting primarily of investment grade North American fixed-income securities issued by corporations, governments (federal and state/provincial) and government-related entities and agencies through direct purchases and/or ETFs.

See “Investment Objectives”.

**Specific  
Investment  
Strategies:**

The investment strategy of each Fund is to invest in and hold a portfolio of securities selected by the Investment Advisor in order to achieve its investment objectives.

**ONEQ**

ONEQ invests in a portfolio of equity securities of global issuers, through direct purchases of publicly traded companies and/or ETFs that represent an equity asset class. The Fund will have geographic diversification including Canada, U.S., developed markets in Europe and Asia and developing markets. The Fund will also be diversified by market capitalization from large-capitalization companies to micro-capitalization companies around the world. The Fund will include exposure to publicly traded REITs.

The Investment Advisor seeks diversification by equity asset class, industry sector and geographic region and relies on its in-depth fundamental research, view of market trends, analysis of a company's competitive position, and review of the expected return of an asset class or company relative to the expected risk of any alternative equity asset class, the industry sector or company's risk and general market conditions. The Investment Advisor also directs the currency hedging strategy for the Fund.

**ONEB**

ONEB invests primarily in North American investment grade fixed-income securities issued by corporations, governments (federal and state/provincial) and government-related entities and agencies ("core fixed-income securities") directly and/or through ETFs. The Fund may also invest to a lesser extent directly and/or through ETFs in international fixed-income securities, emerging market debt, preferred shares, convertible bonds and non-investment grade bonds ("non-core fixed-income securities"). Generally, at the discretion of the Investment Advisor, no less than 70% of the Fund's portfolio will be invested (directly and indirectly) in core fixed-income securities at any time.

In order to select securities for the Fund, the Investment Advisor relies on its in depth fundamental credit research, view of the issuer's industry, growth prospects and long term trends, analysis of each issuer's competitive position and review of the return relative to the issuer's risk and general market conditions. The Investment Advisor also directs the currency hedging strategy for the Fund.

**General  
Investment  
Strategies:**

Each Fund invests in its own actively managed portfolio comprised of various securities and instruments which may include, but are not limited to, equity and equity related securities, debt securities, futures contracts and ETFs. Equity related securities held by ONEQ may include, but are not limited to, convertible debt, income trust units, single issuer equity options, preferred shares and warrants. Debt related securities held by ONEB may include, but are not limited to, bonds, notes and bills.

*Investment in Other Investment Funds*

In accordance with applicable securities legislation, as part of its investment strategy and as an alternative to or in conjunction with investing in and holding securities directly, a Fund may invest in one or more other investment funds or ETFs listed on a stock exchange in Canada or the United States, including other investment funds managed by the Manager or an affiliate of the Manager or advised by the Investment Advisor, provided that no management fees or incentive fees are payable by the Fund that, to a reasonable person, would duplicate a fee payable by the other investment fund for the same service. In accordance with exemptions from applicable securities legislation, a Fund may also invest in certain ETFs listed on

stock exchanges outside of Canada and the United States. See “Exemptions and Approvals”.

#### *Use of Derivatives*

Each Fund may use derivative instruments to seek to hedge all or only a portion of its foreign currency exposure, if any, back to the Canadian dollar (by investing in currency futures or forwards). ONEB may use derivatives to seek to manage interest rate exposure (by investing in bond futures) and credit exposure (by investing in credit default swaps).

Any use of derivative instruments by a Fund will be in compliance with NI 81-102 and other applicable derivatives legislation and will be consistent with the investment objective and investment strategies of the Fund.

#### *Securities Lending*

A Fund may enter into securities lending transactions, repurchase and reverse repurchase transactions in compliance with NI 81-102 to earn additional income for the Fund.

#### *Cash Management*

From time to time, a Fund may hold cash or cash equivalents including money market instruments or securities of money market funds.

See “Investment Strategies”.

#### **Special Considerations for Purchasers:**

The so-called “early warning” reporting requirements in Canadian securities legislation do not apply in connection with the acquisition of Units of the Funds. The Manager, on behalf of the Funds, has obtained exemptive relief to permit Unitholders to acquire more than 20% of the Units of a Fund through purchases on the TSX without regard to the takeover bid requirements of applicable Canadian securities legislation, provided that any such Unitholder, and any person acting jointly or in concert with the Unitholder, provides the Manager with an undertaking not to exercise any votes attached to Units that represent more than 20% of the votes attached to all outstanding Units of the Fund at any meeting of Unitholders.

See “Attributes of the Securities – Description of the Securities Distributed”

#### **Risk Factors:**

There are certain general risk factors inherent in an investment in the Funds:

- (a) general risks of investments;
- (b) fund-of-funds investments risk;
- (c) market risk
- (d) asset class risk;
- (e) issuer risk;
- (f) liquidity risk;
- (g) reliance on key personnel risk;
- (h) fluctuations in NAV risk;
- (i) cease trading of securities risk;
- (j) concentration risk;
- (k) derivative investments risk;
- (l) changes in legislation risk;
- (m) withholding tax risk;
- (n) other tax-related risks;
- (o) cyber security risk;
- (p) emerging markets risk;
- (q) cash redemption risk;

- (r) risks associated with the residency of the investment advisor;
- (s) securities lending risk;
- (t) geopolitical risk;
- (u) capital controls and sanctions risk;
- (v) currency hedging risk;
- (w) exchange rate risk;
- (x) general risks of foreign investments and foreign markets;
- (y) country risk;
- (z) global financial developments risk;
- (aa) capital depletion risk;
- (bb) designated broker / dealer risk;
- (cc) exchange risk;
- (dd) halted trading risk;
- (ee) trading price risk;
- (ff) absence of an active market for Units risk; and
- (gg) operational risk.

See “Risk Factors – General Risks Relating to an Investment in the Funds”.

In addition to the general risk factors, the following additional risk factors are inherent in an investment in one or more of the Funds as indicated in the table below:

<b>ETF Specific Risks</b>	<b>ONEQ</b>	<b>ONEB</b>
General Risks of Equity Investments	√	
General Risks of Fixed-Income Investments		√
High Yield Securities Risk		√
Interest Rate Risk		√
Issuer Credit Risk		√
Mid-Capitalization Risk	√	
Small and Micro Capitalization Risk	√	

See “Risk Factors”.

**Income Tax Considerations:**

This summary of Canadian federal income tax considerations for the Funds and for Canadian resident Unitholders is subject in its entirety to the qualifications, limitations and assumptions set out in “Income Tax Considerations”.

A Unitholder who is an individual (other than a trust) resident in Canada and who holds Units as capital property (all within the meaning of the Tax Act) will generally be required to include in the Unitholder’s income for tax purposes for any year the Canadian dollar amount of net income and net taxable capital gains of the Fund paid or payable to the Unitholder in the year and deducted by the Fund in computing its income. Any non-taxable distributions from a Fund (other than the non-taxable portion of any net realized capital gains of a Fund) paid or payable to a Unitholder in a taxation year, such as a return of capital, will reduce the adjusted cost base of the Unitholder’s Units of that Fund. To the extent that a Unitholder’s adjusted cost base would otherwise be a negative amount, the negative amount will be deemed to be a capital gain realized by the Unitholder and the adjusted cost base of the Unit to the Unitholder will be nil immediately thereafter. Any loss realized by a Fund cannot be allocated to, and cannot be treated as a loss of, the Unitholders of such Fund. Upon the actual or deemed disposition of a Unit held by the Unitholder as capital property, including the exchange or redemption of a Unit, a capital gain (or a capital loss) will generally be realized by the Unitholder to the extent that the

proceeds of disposition of the Unit exceed (or are less than) the aggregate of the adjusted cost base to the Unitholder of the Unit and any reasonable costs of disposition.

The Declaration of Trust governing each of the Funds requires that each Fund distribute its net income and net realized capital gains, if any, for each taxation year to Unitholders to such an extent that the Fund will not be liable in any taxation year for ordinary income tax.

Each investor should satisfy himself or herself as to the tax consequences of an investment in Units by obtaining advice from his or her own tax advisor. See “Income Tax Considerations”.

**Exchange and Redemptions:**

Unitholders may exchange the Prescribed Number of Units (or an integral multiple thereof) on any Trading Day for Baskets of Securities (defined herein) and/or cash (or, in the Manager’s discretion, cash only).

In addition to the ability to sell Units on the TSX, Unitholders may also redeem Units of any Fund for cash at a redemption price per Unit equal to the lesser of: (i) 95% of the closing price for the Units on the TSX on the effective day of the redemption; and (ii) the NAV per Unit on the effective day of the redemption, or exchange a PNU (or an integral multiple thereof) for Baskets of Securities and/or cash or, in certain circumstances, for cash.

See “Purchases, Exchanges and Redemptions of Units – Information for Unitholders – Redemption of Units in any Number for Cash” and “Purchases, Exchanges and Redemptions of Units – Information for Designated Broker and Dealers – Exchange of Prescribed Number of Units” for further information.

**Distributions:**

Cash distributions on Units of a Fund will be made as set forth in the following table, if at all.

Fund	Frequency of Distributions
CI ONE Global Equity ETF	Quarterly
CI ONE North American Core Plus Bond ETF	Monthly

Depending on the underlying investments of a Fund, distributions on Units may consist of ordinary income, including foreign source income and taxable dividends from taxable Canadian corporations, interest or distributions received by the Fund but may also include net realized capital gains, in any case, less the expenses of that Fund and may include returns of capital. A return of capital is not directly subject to tax but will reduce the adjusted cost base of the Units.

Cash distributions on Units of a Fund are expected to be paid primarily out of dividends or distributions, and other income or gains, received by the Fund less the expenses of the Fund, but may also consist of non-taxable amounts including returns of capital, which may be paid in the Manager’s sole discretion. To the extent that the expenses of a Fund exceed the income generated by such Fund in any given month or quarter, as the case may be, it is not expected that a monthly or quarterly distribution will be paid.

For each taxation year, each Fund will ensure that its net income and net realized capital gains have been distributed to Unitholders to such an extent that the Fund will not be liable for ordinary income tax thereon. To the extent that a Fund has not distributed the full amount of its net income or capital gains in any taxation year, the difference between such amount and the amount actually distributed by the Fund will be paid as a “reinvested distribution”. Reinvested distributions, net of any

required withholding tax, will be reinvested automatically in additional Units at a price equal to the NAV per Unit of the Fund and the Units will be immediately consolidated such that the number of outstanding Units following the distribution will equal the number of Units outstanding prior to the distribution. See “Distribution Policy”.

In addition to the distributions described above, a Fund may from time to time pay additional distributions on its Units, including without restriction in connection with a special dividend or in connection with returns of capital.

**Distribution Reinvestment:** The Funds have adopted a distribution reinvestment plan (a “Reinvestment Plan”). Unitholders of the Funds are able to elect to participate in the Reinvestment Plan by contacting the CDS Participant through which the Unitholder holds its Units of a Fund. Under the Reinvestment Plan, cash distributions (net of any required withholding tax) will be used to acquire additional Units of the Fund in the market and will be credited to the account of the Unitholder through CDS. See “Distribution Policy – Distribution Reinvestment Plan”.

**Termination:** The Funds do not have a fixed termination date but may be terminated at the discretion of the Manager in accordance with the terms of the Declaration of Trust. See “Termination of the Funds”.

**Eligibility for Investment:** Provided that a Fund qualifies as a “mutual fund trust”, is a “registered investment” or the Units of that Fund are listed on a “designated stock exchange” (which includes the TSX), all within the meaning of the Tax Act, Units of that Fund, if issued on the date hereof, would be “qualified investments” under the Tax Act for a trusts governed by Registered Plans (as defined herein).

Notwithstanding the foregoing, if Units of a Fund are a “prohibited investment” for a Registered Plan that acquires such Units, the holder of the TFSA or RDSP, subscriber of the RESP or annuitant of the RRSP or RRIF (any such holder, subscriber or annuitant, a “controlling individual”) will be subject to a penalty tax as set out in the Tax Act. A “prohibited investment” includes a unit of a trust that does not deal at arm’s length with the controlling individual or in which the controlling individual has a significant interest, which generally means the ownership of 10% or more of the value of the trust’s outstanding units by the controlling individual, either alone or together with persons and partnerships with whom the controlling individual does not deal at arm’s length. Certain exemptions from the “prohibited investment” rules may be available. Holders of TFSAs or RDSPs, subscribers of RESPs and annuitants under RRSPs and RRIFs should consult with their tax advisors regarding whether Units of the Fund would be a prohibited investment for such accounts or plans in their particular circumstances.

See “Income Tax Considerations – Taxation of Registered Plans”.

**Documents Incorporated by Reference:** Additional information about each Fund is or will be available in the most recently filed annual financial statements, any interim financial statements filed after those annual financial statements, the most recently filed annual management report of fund performance (“MRFP”), any interim MRFP filed after the annual MRFP for each Fund, and the most recently filed ETF Facts for each Fund. These documents are incorporated by reference into, and legally form an integral part of, this prospectus. These documents may be obtained upon request, at no cost, by calling 1-800-792-9355, by emailing CI at [service@ci.com](mailto:service@ci.com) or by contacting a registered dealer. These documents and other information about the Funds are also available from the Funds’ website at [www.ci.com](http://www.ci.com) and are publicly available at [www.sedar.com](http://www.sedar.com). See “Documents Incorporated by Reference”.

## **Organization and Management of the Funds**

**Manager, Trustee and Promoter:** CI is the trustee, manager and promoter of the Funds and provides all management and administrative services required for the Funds. CI has taken the initiative in founding and organizing the Funds and is, accordingly, the promoter of the Funds within the meaning of securities legislation of certain provinces and territories of Canada. The Manager may from time to time employ or retain any other person or entity, including the Investment Advisor, to assist the Manager in managing or providing administrative and investment advisory services to the Funds. The address of CI and the Funds is 15 York Street, Second Floor, Toronto, Ontario M5J 0A3.

See “Organization and Management Details of the Funds – Manager, Trustee and Promoter”.

**Investment Advisor:** OCM is the investment advisor of the Funds. OCM is headquartered in Westlake Village, California, and is registered as an Investment Advisor with the U.S. Securities and Exchange Commission and as a Portfolio Manager (PM) in the following provinces: Quebec, Ontario, Manitoba, Saskatchewan, Alberta, British Columbia, Nova Scotia. OCM makes all decisions relating to the investment portfolio of the Funds and is an affiliate of the Manager. See “Organization and Management Details of the Funds – Investment Advisor”.

CI is responsible for the investment advice provided by OCM. It may be difficult to enforce any legal rights against OCM, because this entity is resident outside of Canada and most or all of their assets are outside of Canada. CI is responsible for any loss that arises out of the failure of OCM to meet standards prescribed by securities regulation.

**Accounting Agent:** CIBC Mellon Global Securities Services Company of Toronto, Ontario acts as the accounting agent of the Funds and provides certain fund accounting, valuation and administrative services to the Funds including, without limitation, calculating the NAV, NAV per Unit, net income and net realized capital gains of the Funds. CIBC Mellon Global Securities Services Company is independent of CI.

See “Organization and Management Details of the Funds – Accounting Agent”.

**Custodian:** CIBC Mellon Trust Company is the custodian of the assets of the Funds. The Custodian provides custody services to the Funds pursuant to an amended and restated custodian agreement between CI, as trustee and manager of the Funds, and the Custodian dated as of April 11, 2022, as amended from time to time. The Custodian is entitled to receive fees from the Manager as described under “Fees and Expenses” and to be reimbursed for all expenses and liabilities that are properly incurred by the Custodian in connection with the activities of the Funds. The principal office of the Custodian is located in Toronto, Ontario. CIBC Mellon Trust Company is independent of CI.

See “Organization and Management Details of the Funds – Custodian”.

**Registrar and Transfer Agent:** TSX Trust Company, at its principal offices in Toronto, Ontario, is the registrar and transfer agent for the Units of the Funds. The registers of the Funds are kept in Toronto. TSX Trust Company is independent of CI.

See “Organization and Management Details of the Funds – Transfer Agent and Registrar”.

**Plan Agent:** TSX Trust Company, at its principal offices in Toronto, Ontario, is the plan agent for the Funds. TSX Trust Company is independent of CI.

See “Organization and Management Details of the Funds – Plan Agent”.

**Auditor:** Ernst & Young LLP, at its principal offices in Toronto, Ontario, is the auditor of the Funds and is independent of CI.

See “Organization and Management Details of the Funds – Auditor”.

**Securities Lending Agent:** Bank of New York Mellon, at its principal offices in New York, New York, acts as agent for securities lending transactions for the Funds. Bank of New York Mellon is independent of CI.

See “Organization and Management Details of the Funds – Securities Lending Agent”.



## SUMMARY OF FEES AND EXPENSES

This table set forth below lists the fees and expenses that an investor may have to pay if the investor invests in the Funds. An investor may have to pay some of these fees and expenses directly. The Funds may have to pay some of these fees and expenses, which will therefore reduce the value of an investment in the Funds. For further information, see “Fees and Expenses”.

### ***Fees and Expenses Payable by the Funds***

**Type of Fee**

**Amount and Description**

**Management Fees:**

Each Fund pays the Manager a management fee as set forth in the table below based on the average daily NAV of the applicable Fund for acting as trustee and manager of the Funds (the “Management Fee”). The Manager, as manager of the Funds, manages the day-to-day business of the Funds, including negotiating contractual agreements with service providers, including the Investment Advisor, and preparing reports to Unitholders and securities regulatory authorities. The Manager also acts as trustee of the Funds. The management fee also remunerates the Manager for taking the responsibility of certain operating expenses of the Funds.

Fund	Annual Management Fee
ONEQ	0.85% of NAV
ONEB	0.55% of NAV

The Management Fee for each Fund listed above is calculated and accrued daily and is subject to applicable taxes, including H.S.T., G.S.T. and any applicable provincial taxes. The Manager may, from time to time in its discretion, waive all or a portion of the Management Fee charged at any given time.

**Fees and Expenses of Underlying Funds:**

In accordance with applicable securities legislation, as part of its investment strategy and as an alternative to or in conjunction with investing in and holding securities directly, a Fund may invest in one or more other investment funds or ETFs listed on a stock exchange in Canada or the United States, including other investment funds managed by the Manager or an affiliate of the Manager or advised by the Investment Advisor, provided that no management fees or incentive fees are payable by a Fund that, to a reasonable person, would duplicate a fee payable by the other investment fund for the same service.

**Operating Expenses:**

In addition to the payment of the Management Fee, each Fund is responsible for (a) costs and expenses incurred in complying with NI 81-107 (including any expenses related to the implementation and on-going operation of the Independent Review Committee of the Funds (the “IRC”), (b) brokerage expenses and other fees, charges, taxes, levies or expenses (such as stamp taxes) incurred in connection with the execution of portfolio transactions or in connection with creation, exchange and redemption transactions (including without limitation any fees, charges, taxes, levies or expenses related to the purchase or sale of an amount of any currency, or the patriation or repatriation of any security or other asset, related to the execution of portfolio transactions or any creation, exchange or redemption transactions), (c) legal fees or expenses in connection with any arbitration, litigation or pending or threatened arbitration or litigation, including any settlements in connection therewith, (d) distribution fees and expenses paid by the Fund under any distribution reinvestment plan adopted by the Fund, (e) interest and taxes of any kind or nature (including but not limited to, income, excise, transfer and withholding taxes as well as all other applicable taxes, including GST and HST), (f) fees and

expenses related to the provision of securities lending services, (g) the costs of complying with any new governmental or regulatory requirement introduced after the Fund was established and (h) extraordinary expenses. The payment or assumption by the Manager of any expense of a Fund described in (a) through (h) above, that the Manager is not required to pay or assume, shall not obligate the Manager to pay or assume the same or any similar expense of a Fund on any subsequent occasion. In exchange for the management fee, the Manager is responsible for all other costs and expenses of each Fund, including the fees payable to the Investment Advisor, the Custodian, the Registrar and Transfer Agent and the Plan Agent and fees payable to other service providers retained by the Manager.

**Management  
Fee  
Distributions:**

To achieve effective and competitive management fees, the Manager may agree to charge a reduced management fee as compared to the Management Fee it otherwise would be entitled to receive from the Funds with respect to investments in the Funds by certain Unitholders. In such cases, an amount equal to the difference between the fee otherwise chargeable and the reduced fee will be distributed to the applicable Unitholders as a “Management Fee Distribution”. The availability, amount and timing of Management Fee Distributions with respect to Units of a Fund will be determined from time to time by the Manager in its sole discretion. See “Fees and Expenses – Fees and Expenses Payable by the Funds – Management Fee Distributions”.

***Fees and Expenses Payable Directly by Unitholders***

**Short-Term Trading  
Fees:**

At the present time, the Manager is of the view that it is not necessary to impose any short-term trading restrictions on the Units of the Funds.

**Dealer  
Administration  
Fee:**

An amount may be charged to a Designated Broker or Dealer, which is payable to the applicable Fund, to offset brokerage expenses, commissions, transaction costs and other costs or expenses associated with the listing, issuance, exchange and/or redemption of Units of a Fund. The current dealer administration fee of a Fund is available upon request. This charge does not apply to Unitholders who buy and sell their Units through the facilities of the TSX.

**OVERVIEW OF THE LEGAL STRUCTURE OF THE FUNDS**

The Funds are actively managed exchange-traded mutual funds established as trusts under the laws of the province of Ontario, pursuant to the terms of the Declaration of Trust. CI is the trustee, manager and promoter of the Funds and is responsible for the day-to-day administration of the Funds. The head office and principal place of business of the Funds and CI is located at 15 York Street, Second Floor, Toronto, Ontario M5J 0A3.

One Capital Management, LLC is the investment advisor of the Funds and provides investment advisory services to the Funds.

Units of the Funds are currently listed on the TSX and offered on a continuous basis. Investors can buy or sell Units of the Funds on the TSX through registered brokers and dealers in the province or territory where the investor resides. Investors may incur customary brokerage commissions when buying or selling Units. No fees are paid by investors to the Manager or any Fund in connection with buying or selling of Units on the TSX.

While each Fund is a mutual fund under the securities legislation of certain provinces and territories of Canada, it has been granted exemptive relief from certain provisions of Canadian securities legislation applicable to conventional mutual funds. See “Exemptions and Approvals”.

The following table sets out the full legal name as well as the TSX ticker symbol for each of the Funds:

<b>Fund</b>	<b>TSX Ticker Symbol</b>
CI ONE Global Equity ETF	ONEQ
CI ONE North American Core Plus Bond ETF	ONEB

### **INVESTMENT OBJECTIVES**

The investment objective of each of the Funds is described below.

#### *ONEQ*

The investment objective of ONEQ is to seek long-term growth of capital by investing in a portfolio of equity securities of global issuers, through direct purchases of publicly traded companies and/or ETFs that represent an equity asset class.

#### *ONEB*

The investment objective of ONEB is to seek to provide a stable rate of return, primarily through income, and to a lesser extent, capital appreciation by investing in a portfolio consisting primarily of investment grade North American fixed-income securities issued by corporations, governments (federal and state/provincial) and government-related entities and agencies through direct purchases and/or ETFs.

The investment objective of each Fund may not be changed except with the approval of its Unitholders. See “Unitholder Matters” for additional descriptions of the process for calling a meeting of Unitholders and the requirements of Unitholder approval.

### **INVESTMENT STRATEGIES**

The investment strategy of each Fund is to invest in and hold a portfolio of securities selected by the Investment Advisor in order to achieve its investment objective. The Funds are not index mutual funds and are managed at the discretion of the Investment Advisor in accordance with their investment objectives and investment strategies.

#### *ONEQ*

ONEQ invests in a portfolio of equity securities of global issuers, through direct purchases of publicly traded companies and/or ETFs that represent an equity asset class. The Fund will have geographic diversification including Canada, U.S., developed markets in Europe and Asia and developing markets. The Fund will also be diversified by market capitalization from large cap companies to micro-cap companies around the world. The Fund will include exposure to publicly traded REITs.

The Investment Advisor seeks diversification by equity asset class, industry sector and geographic region and relies on its in-depth fundamental research, view of market trends, analysis of a company’s competitive position, and review of the expected return of an asset class or company relative to the expected risk of any alternative equity asset class, industry sector or company’s risk and general market conditions. The Investment Advisor also directs the currency hedging strategy for ONEQ.

#### *ONEB*

ONEB invests primarily in North American investment grade fixed-income securities issued by corporations, governments (federal and state/provincial) and government-related entities and agencies (“core fixed-income securities”) directly and/or through ETFs. The Fund may also invest to a lesser extent directly and/or through ETFs in international fixed-income securities, emerging market debt, preferred shares, convertible bonds and non-investment grade bonds (“non-core fixed-income securities”). Generally, at the discretion of the Investment Advisor, no less than 70% of the Fund’s portfolio will be invested (directly and indirectly) in core fixed-income securities at any time.

In order to select securities for the Fund, the Investment Advisor relies on its in depth fundamental credit research, view of the issuer's industry, growth prospects and long term trends, analysis of each issuer's competitive position and review of the return relative to the issuer's risk and general market conditions. The Investment Advisor also directs the currency hedging strategy for the Fund.

### **General Investment Strategies of the Funds**

Each Fund invests in its own actively managed portfolio comprised of various securities and instruments which may include, but are not limited to, equity and equity related securities, debt securities, futures contracts and ETFs. Equity related securities held by ONEQ may include but are not limited to, convertible debt, income trust units, single issuer equity options, preferred shares and warrants. Debt related securities held by ONEB may include, but are not limited to, bonds, notes and bills.

#### *Investment in Other Investment Funds*

In accordance with applicable securities legislation, as part of its investment strategy and as an alternative to or in conjunction with investing in and holding securities directly, a Fund may invest in one or more other investment funds or ETFs listed on a stock exchange in Canada or the United States, including other investment funds managed by the Manager or an affiliate of the Manager or advised by the Investment Advisor, provided that no management fees or incentive fees are payable by the Fund that, to a reasonable person, would duplicate a fee payable by the other investment fund for the same service. In accordance with exemptions from applicable securities legislation, a Fund may also invest in certain ETFs listed on stock exchanges outside of Canada and the United States. See "Exemptions and Approvals". A Fund's allocation to investments in other investment funds or ETFs, if any, will vary from time to time depending on the relative size and liquidity of the investment fund or ETFs, and the ability of the Investment Advisor to identify appropriate investment funds or ETFs that are consistent with the Fund's investment objectives and strategies.

#### *Use of Derivatives*

Each Fund may use derivative instruments to seek to hedge all or only a portion of its foreign currency exposure, if any, back to the Canadian dollar (by investing in currency futures or forwards). ONEB may use derivatives to seek to manage interest rate exposure (by investing in bond futures) and credit exposure (by investing in credit default swaps).

Any use of derivative instruments by a Fund will be in compliance with NI 81-102 and other applicable derivatives legislation and will be consistent with the investment objective and investment strategies of the Fund.

#### *Securities Lending*

A Fund may, in compliance with NI 81-102, lend securities to securities borrowers acceptable to it in order to earn additional income for the Fund pursuant to the terms of a securities lending agreement between the Fund and a securities lending agent under which: (i) the borrower will pay to the Fund a negotiated securities lending fee and will make compensation payments to the Fund equal to any distributions received by the borrower on the securities borrowed; (ii) the securities loans qualify as "securities lending arrangements" for the purposes of the Tax Act; (iii) the Fund will receive collateral security equal to at least 102% of the value of the portfolio securities loaned; and (iv) immediately after the Fund enters into the transaction, the aggregate market value of all securities loaned and not yet returned to it does not exceed 50% of the NAV of the Fund. The securities lending agent for a Fund will be responsible for the ongoing administration of the securities loans, including the obligation to mark-to-market the collateral on a daily basis.

#### *Cash Management*

From time to time, a Fund may hold or invest some or all of its assets in cash or cash equivalents including money market instruments or securities of money market funds for temporary defensive purposes in response to adverse market, economic or political conditions. To the extent that the fund is in a defensive position, the fund may lose the benefit of upswings and limit its ability to meet its investment objective.

## OVERVIEW OF THE SECTORS THAT THE FUNDS INVEST IN

### *ONEQ*

ONEQ invests in a portfolio of equity securities of global issuers, through direct purchases of publicly traded companies and/or ETFs that represent an equity asset class. The Fund will have geographic diversification including Canada, U.S., developed markets in Europe and Asia and developing markets. The Fund will also be diversified by market capitalization from large cap companies to micro-cap companies around the world. The Fund will include exposure to publicly traded REITs.

### *ONEB*

ONEB invests primarily in North American investment grade fixed-income securities issued by corporations, governments (federal and state/provincial) and government-related entities and agencies (“core fixed-income securities”) directly and/or through ETFs. The Fund may also invest to a lesser extent directly and/or through ETFs in international fixed-income securities, emerging market debt, preferred shares, convertible bonds and non-investment grade bonds (“non-core fixed-income securities”). Generally, at the discretion of the Investment Advisor, no less than 70% of the Fund’s portfolio will be invested (directly and indirectly) in core fixed-income securities at any time.

## INVESTMENT RESTRICTIONS

The Funds are subject to certain restrictions and practices contained in Canadian securities legislation. The Funds are managed in accordance with these restrictions and practices, except as otherwise permitted by exemptions provided by Canadian securities regulatory authorities. See “Exemptions and Approvals”. A change to the fundamental investment objective of a Fund would require the approval of the Unitholders of that Fund. See “Unitholder Matters – Matters Requiring Unitholders’ Approval”.

A Fund will not make an investment or conduct any activity that would result in the Fund (i) failing to qualify as a “unit trust” or “mutual fund trust” within the meaning of the Tax Act or (ii) being subject to the tax for “SIFT trusts” for purposes of the Tax Act. In addition, a Fund will not (i) make or hold any investment in property that would be “taxable Canadian property” (if the definition of such term in the Tax Act were read without reference to paragraph (b) thereof) if more than 10% of the Fund’s property consisted of such property; (ii) invest in or hold (a) securities of or an interest in any non-resident entity, an interest in or a right or option to acquire such property, or an interest in a partnership which holds any such property if the Fund would be required to include significant amounts in income pursuant to section 94.1 of the Tax Act, (b) an interest in a trust (or a partnership which holds such an interest) which would require the Fund to report significant amounts of income in connection with such interest pursuant to the rules in section 94.2 of the Tax Act, or (c) any interest in a non-resident trust other than an “exempt foreign trust” for the purposes of section 94 of the Tax Act (or a partnership which holds such an interest); or (iii) invest in any security that would be a “tax shelter investment” within the meaning of section 143.2 of the Tax Act.

In addition, the Fund may not enter into any arrangement (including the acquisition of securities for its portfolio) where the result is a “dividend rental arrangement” for the purposes of the Tax Act, and the Fund may not engage in securities lending that does not constitute a “securities lending arrangement” for purposes of the Tax Act.

## FEES AND EXPENSES

### **Fees and Expenses Payable by the Funds**

#### *Management Fees*

Each Fund pays the Manager a management fee (the “Management Fee”) as set forth in the table below based on the average daily NAV of the Units of the Fund. CI, as manager of each Fund, manages the day-to-day business of each of the Funds, including negotiating contractual agreements with and providing oversight of service providers, preparing reports to Unitholders and securities regulatory authorities and conducting marketing activities. The management fee also remunerates the Manager for taking the

responsibility of certain operating expenses of each Fund. The Manager also acts as trustee of the Funds. See “Organization and Management Details of the Funds – Officers and Directors of the Trustee, Manager and Promoter – Duties and Services Provided by the Trustee and Manager” for more information.

<b>Fund</b>	<b>Annual Management Fee</b>
ONEQ	0.85% of NAV
ONEB	0.55% of NAV

The Management Fee for each Fund listed above is calculated and accrued daily and is subject to applicable taxes, including H.S.T., G.S.T. and any applicable provincial taxes. This fee is generally paid monthly. The Manager may, from time to time in its discretion, waive all or a portion of the Management Fee charged at any given time.

In accordance with applicable securities legislation, as part of its investment strategy and as an alternative to or in conjunction with investing in and holding securities directly, a Fund may invest in one or more other investment funds or ETFs listed on a stock exchange in Canada or the United States, including other investment funds managed by the Manager or an affiliate of the Manager or advised by the Investment Advisor, provided that no management fees or incentive fees are payable by the Fund that, to a reasonable person, would duplicate a fee payable by the other investment fund for the same service.

#### *Operating Expenses*

In addition to the payment of the Management Fee, each Fund is responsible for (a) costs and expenses incurred in complying with NI 81-107 (including any expenses related to the implementation and on-going operation of the IRC, (b) brokerage expenses and other fees, charges, taxes, levies or expenses (such as stamp taxes) incurred in connection with the execution of portfolio transactions or in connection with creation, exchange and redemption transactions (including without limitation any fees, charges, taxes, levies or expenses related to the purchase or sale of an amount of any currency, or the patriation or repatriation of any security or other asset, related to the execution of portfolio transactions or any creation, exchange or redemption transactions), (c) legal fees or expenses in connection with any arbitration, litigation or pending or threatened arbitration or litigation, including any settlements in connection therewith, (d) distribution fees and expenses paid by the Fund under any distribution reinvestment plan adopted by the Fund, (e) interest and taxes of any kind or nature (including but not limited to, income, excise, transfer and withholding taxes as well as all other applicable taxes, including GST and HST), (f) fees and expenses related to the provision of securities lending services, (g) the costs of complying with any new governmental or regulatory requirement introduced after the Fund was established and (h) extraordinary expenses. The payment or assumption by the Manager of any expense of a Fund described in (a) through (h) above, that the Manager is not required to pay or assume, shall not obligate the Manager to pay or assume the same or any similar expense of a Fund on any subsequent occasion. In exchange for the management fee, the Manager is responsible for all other costs and expenses of each Fund, including the fees payable to the Investment Advisor, the Custodian, the Registrar and Transfer Agent and the Plan Agent and fees payable to other service providers retained by the Manager.

#### *Management Fee Distributions*

To achieve effective and competitive management fees, the Manager may agree to charge a reduced management fee as compared to the management fee it would otherwise be entitled to receive from the Funds with respect to investments in the Funds by certain Unitholders. An amount equal to the difference between the fee otherwise chargeable and the reduced fee of the Fund will be distributed in cash by the Fund to those Unitholders as “Management Fee Distributions”.

The availability, amount and timing of Management Fee Distributions with respect to Units of a Fund will be determined from time to time by the Manager in its sole discretion. Management Fee Distributions will generally be calculated and applied based on a Unitholder’s average holdings of Units (excluding Units lent by those Unitholders under the terms of securities lending agreements) over each applicable period as specified by the Manager from time to time. Management Fee Distributions will be available only to beneficial owners of Units (including Designated Brokers and Dealers) and not to the holdings of Units by

dealers, brokers or other CDS Participants (defined herein) that hold Units on behalf of beneficial owners. Management Fee Distributions will be paid first out of net income of the Fund then out of capital gains of the Fund and thereafter out of capital. See “Income Tax Considerations” for further details. In order to receive a Management Fee Distribution for any applicable period, a beneficial owner of Units must submit a claim for a Management Fee Distribution that is verified by a CDS Participant on the beneficial owner’s behalf and provide the Manager with such further information as the Manager may require in accordance with the terms and procedures established by the Manager from time to time.

The Manager reserves the right to discontinue or change Management Fee Distributions at any time. The income tax consequences of Management Fee Distributions made by a Fund generally will be borne by the Unitholders receiving these distributions.

## **Fees and Expenses Payable Directly by the Unitholders**

### *Short-Term Trading Fees*

At the present time, the Manager is of the view that it is not necessary to impose any short-term trading restrictions on the Units.

### *Dealer Administration Fee*

An amount may be charged to a Designated Broker or Dealer, which is payable to the applicable Fund, to offset brokerage expenses, commissions, transaction costs and other costs or expenses associated with the listing, issuance, exchange and/or redemption of Units of a Fund. The current dealer administration fee of a Fund is available upon request. This charge does not apply to Unitholders who buy and sell their Units through the facilities of the TSX.

## **RISK FACTORS**

In addition to the considerations set out elsewhere in this prospectus, the following are certain considerations relating to an investment in Units that prospective investors should consider before purchasing such Units:

### **General Risks Relating to an Investment in the Funds**

#### *General Risks of Investments*

The value of the underlying securities of a Fund, whether held directly or indirectly, may fluctuate in accordance with changes in the financial condition of the issuers of those underlying securities, the condition of equity, fixed-income and currency markets generally and other factors.

The risks inherent in investments in equity or debt securities, whether held directly or indirectly, include the risk that the financial condition of the issuers of the securities may become impaired or that the general condition of the stock market may deteriorate. Equity and debt securities are susceptible to general stock market fluctuations and the financial condition of the issuer. These investor perceptions are based on various and unpredictable factors, including expectations regarding government, economic, monetary and fiscal policies, inflation and interest rates, economic expansion or contraction and global or regional political, economic, health and banking crises.

### *Fund-of-Funds Investment Risk*

The Funds may invest directly in, or obtain exposure to, other ETFs, mutual funds or public investment funds as part of their investment strategy and accordingly will be subject to the risks of such underlying funds. While an underlying fund may seek to provide returns similar to a performance of a particular market index or industry sector index, the underlying fund may not achieve the same return as its benchmark market or industry sector index due to (a) the differences in the actual weightings of securities held in the underlying fund versus the weightings in the relevant index and (b) the operating and administrative expenses of the underlying fund. Also, if an underlying fund suspends redemptions, the Fund which invests in it may be unable to accurately value part of its investment portfolio and may be unable to redeem its Units.

The securities of an underlying fund may trade below, at or above its net asset value (NAV) per security. The NAV per security will fluctuate with changes in the market value of the underlying fund's holdings. The trading prices of the securities of the underlying fund will fluctuate in accordance with changes in its NAV per security, as well as market supply and demand on the stock exchanges on which the underlying fund is listed.

If a Fund purchases a security of an underlying investment fund at a time when the market price of that security is at a premium to the NAV per security or sells a security at a time when the market price of that security is at a discount to the NAV per security, the Fund may sustain a loss.

### *Market Risk*

Market risk is the risk that a Fund's investments (whether they are equity or debt securities) will go down in value, including the possibility that such investments will go down sharply or unpredictably. Such decline may be based on company-specific developments, industry-specific developments and/or market trends. Several factors can influence market trends, such as general economic conditions, changes in interest rates, political changes, global pandemics and catastrophic events. All Funds and all investments are subject to market risk.

### *Asset Class Risk*

The securities in the portfolio of a Fund may underperform the returns of other securities that track other countries, regions, industries, asset classes or sectors. Various asset classes tend to experience cycles of outperformance and underperformance in comparison to the general securities markets.

### *Issuer Risk*

Performance of the Funds depends on the performance of the individual securities to which the Funds have exposure. Changes in the financial condition or credit rating of an issuer of those securities may cause the value of the securities to decline.

### *Liquidity Risk*

If a Fund is unable to dispose of some or all of the securities held by it, that Fund may experience a delay in the receipt of the proceeds of disposition until such time as it is able to dispose of such securities or may be able to do so only at prices which may not reflect the true value of such investments. Likewise, if certain securities are particularly illiquid, the Manager may be unable to acquire the number of securities it would like to at a price acceptable to the Manager on a timely basis.

### *Reliance on Key Personnel Risk*

Unitholders will be dependent on the abilities of the Manager and the Investment Advisor to effectively manage the Funds in a manner consistent with their investment objectives, investment strategies and investment restrictions. There is no certainty that the individuals who are principally responsible for providing administration and portfolio management services to the Funds will continue to be employed by the Manager or the Investment Advisor, as applicable.



### *Fluctuations in NAV Risk*

The NAV per Unit of a Fund will vary according to, among other things, the value of the securities held by the Fund. The Manager, the Investment Advisor and the Funds have no control over the factors that affect the value of the securities held by the Fund, including factors that affect the equity and debt markets generally, such as general economic and political conditions, fluctuations in interest rates and factors unique to each issuer included in the portfolio, such as changes in management, changes in strategic direction, achievement of strategic goals, mergers, acquisitions and divestitures, changes in distribution and dividend policies and other events.

### *Cease Trading of Securities Risk*

If the securities of an issuer included in the portfolio of a Fund are cease-traded by order of the relevant securities regulatory authority or are halted from trading by the relevant stock exchange, the applicable Fund may halt trading in its securities. Accordingly, securities of a Fund bear the risk of cease trading orders against all issuers whose securities are included in its portfolio, not just one. If portfolio securities of the Funds are cease-traded by order of a securities regulatory authority, if normal trading of such securities is suspended on the relevant exchange, or if for any reason it is likely there will be no closing bid price for such securities, the Funds may suspend the right to redeem securities for cash as described under "Purchases, Exchanges and Redemptions of Units – Suspension of Exchanges and Redemptions", subject to any required prior regulatory approval. If the right to redeem securities for cash is suspended, the Funds may return redemption requests to Unitholders who have submitted them. If securities are cease-traded, they may not be delivered on an exchange of a PNU for a Basket of Securities until such time as the cease-trade order is lifted.

### *Concentration Risk*

A Fund may have more of its net assets invested in one or more issuers and/or sectors than is typical for many investment funds. In these circumstances, the Fund may be affected more by the performance of individual issuers in its portfolio, with the result that the NAV of the Fund may be more volatile and may fluctuate more over short periods of time than the NAV of a more broadly diversified investment fund. In addition, this may increase the liquidity risk of these Funds which may, in turn, have an effect on the Funds' ability to satisfy redemption requests.

### *Derivative Investments Risk*

The Funds may use derivative instruments from time to time in accordance with NI 81-102 as described under "Investment Strategies". The use of derivative instruments involves risks different from, and possibly greater than, the risks associated with investing directly in securities and other traditional investments. Risks associated with the use of derivatives include: (i) there is no guarantee that hedging to reduce risk will not result in a loss or that there will be a gain; (ii) there is no guarantee that a market will exist when a Fund wants to complete the derivative contract, which could prevent a Fund from reducing a loss or making a profit; (iii) securities exchanges may impose trading limits on options and futures contracts, and these limits may prevent a Fund from completing the derivative contract; (iv) a Fund could experience a loss if the other party to the derivative contract is unable to fulfill its obligations; (v) if a Fund has an open position in an option, a futures contract or a forward contract or a swap with a dealer or counterparty who goes bankrupt, a Fund could experience a loss and, for an open futures or forward contract or a swap, a loss of margin deposits with that dealer or counterparty; and (vi) if a derivative is based on a stock market index and trading is halted on a substantial number of stocks in the index or there is a change in the composition of the index, there could be an adverse effect on the derivative; and (v) the Tax Act, or its interpretation, may change in respect of the tax treatment of derivatives.

There is no assurance that a Fund's use of derivatives will be effective. There may be an imperfect historical correlation between the behaviour of the derivative instrument and the underlying investment. Any historical correlation may not continue for the period during which the derivative instrument is used.

### *Changes in Legislation Risk*

There can be no assurance that income tax, securities or other laws will not be changed in a manner that adversely affects the Funds or the Unitholders. There can be no assurance that Canadian federal and provincial income tax laws and the administrative policies and assessing practices of the CRA respecting the treatment of mutual fund trusts, SIFT trusts or an investment in a non-resident trust will not be changed in a manner that adversely affects the Funds or the Unitholders.

For example, changes to tax legislation or the administration thereof could affect the taxation of a Fund or the issuers in which it invests.

### *Withholding Tax Risk*

A Fund may invest in global debt or equity securities. While the Funds intend to make investments in such a manner as to minimize the amount of foreign taxes incurred under foreign tax laws and subject to any applicable tax conventions with respect to taxes on income and on capital, investments in global debt or equity securities may subject a Fund to foreign taxes on interest or dividends paid or credited to it or any gains realized on the disposition of such securities. The return on a Fund's portfolio will be net of such foreign withholding tax, unless the terms of the securities in such portfolio require the issuers of such securities to "gross-up" payments so that a holder of such securities receives the amount that it would have received in the absence of such withholding tax. There can be no assurances that (i) interest, dividends and gains on securities held in a Fund's portfolio will not be subject to foreign withholding tax, or (ii) the terms of securities held in a Fund's portfolio will provide for the gross-up referred to above.

Canada has entered into tax treaties with certain foreign countries which may entitle the Funds to a reduced rate of withholding tax on such income. Some countries require the filing of a tax reclaim or other forms to receive the benefit of the reduced tax rate. Whether or when a Fund will receive the tax reclaim is within the control of the particular foreign country. Information required on these forms may not be available (such as Unitholder information); therefore, a Fund may not receive the reduced treaty rates or potential reclaims. Certain countries have conflicting and changing instructions and restrictive timing requirements which may cause a Fund not to receive the reduced treaty rates or potential reclaims. Certain countries may subject capital gains realized by a Fund on sale or disposition of certain securities to taxation in that country. If a Fund receives a tax refund that has not been previously accrued, Unitholders in the Fund at the time the claim is successful will benefit from any resulting increase in the Fund's NAV.

See "Income Tax Considerations – Taxation of the Funds" for additional information on the impact of withholding taxes on the Funds.

### *Other Tax-Related Risks*

There can be no assurance that changes will not be made to the tax rules affecting the taxation of a Fund or a Fund's investments, or in the administration of such tax rules.

There can be no assurances that the CRA or other relevant tax authority will agree with the tax treatment adopted by a Fund in filing its tax return and the CRA could reassess a Fund on a basis that results in tax being payable by the Fund.

It is anticipated that the Funds will qualify, or will be deemed to qualify, at all times as "mutual fund trusts" within the meaning of the Tax Act. For the Funds to qualify as "mutual fund trusts" they must comply on a continuous basis with certain requirements relating to the qualification of their Units for distribution to the public, the number of Unitholders of a particular class of Units of the Funds and the dispersal of ownership of that class of their Units.

Currently, a trust will be deemed not to be a mutual fund trust if it is established or maintained primarily for the benefit of non-residents unless, at that time, all or substantially all of its property is property other than property that would be "taxable Canadian property" (if the definition of such term in the Tax Act were read without reference to paragraph (b) thereof). The current law does not provide any means of rectifying a loss of mutual fund trust status if this requirement is not met.

Provided a Fund complies with its investment restrictions set forth under the heading “Investment Restrictions”, no more than 10% of the fair market value of the Fund’s assets will at any time consist of property that would be “taxable Canadian property” (if the definition of such term in the Tax Act were read without reference to paragraph (b) thereof).

If a Fund were to cease to qualify as a mutual fund trust, the income tax considerations in respect of that Fund as described under “Income Tax Considerations” would in some respects be materially and adversely different. For example, if a Fund does not qualify as a mutual fund trust for the purposes of the Tax Act throughout a taxation year, the Fund may be liable to pay alternative minimum tax and/or tax under Part XII.2 of the Tax Act, and would not be entitled to the capital gains refund (as defined under “Income Tax Considerations – Taxation of the Funds”). In addition, if a Fund does not qualify as a mutual fund trust, it may be subject to the “mark-to-market” rules under the Tax Act if more than 50% of the fair market value of the Units of the Fund are held by “financial institutions” within the meaning of the Tax Act for purposes of the “mark-to-market” rules.

In determining its income for tax purposes, the Funds treat gains and losses on dispositions of securities in the portfolio as capital gains and losses. Generally, a Fund includes gains and deducts losses on income account in connection with investments made through certain derivatives, including short sales of securities other than Canadian securities in the case of certain Funds that have made an election under subsection 39(4) of the Tax Act, except where such derivatives are used to hedge portfolio securities held on capital account provided there is sufficient linkage and recognizes such gains or losses for tax purposes at the time they are realized by the Fund. In addition, gains or losses in respect of foreign currency hedges entered into in respect of amounts invested in the Funds’ portfolio should constitute capital gains and capital losses to a Fund if the portfolio securities are capital property to the Fund and there is sufficient linkage. Designations with respect to the Funds’ income and capital gains will be made and reported to Unitholders of the Funds on the foregoing basis. The practice of the CRA is not to grant advance income tax rulings on the characterization of items as capital gains or income and no advance income tax ruling has been requested or obtained. If some or all of the transactions undertaken by the Funds in respect of such dispositions or transactions were treated on income rather than capital account, the net income of the Funds for tax purposes and the taxable component of distributions to Unitholders could increase. Any such redetermination by the CRA may result in the Funds being liable for unremitted withholding taxes on prior distributions made to Unitholders of the Funds who were not resident in Canada for the purposes of the Tax Act at the time of the distribution. Such potential liability may reduce the NAV of, or trading prices of, the Units of the Funds.

Pursuant to rules in the Tax Act, if a Fund experiences a “loss restriction event” it (i) will be deemed to have a year-end for tax purposes (which would result in an unscheduled distribution of the Fund’s net income and net realized capital gains, if any, at such time to its Unitholders so that the Fund is not liable for non-refundable income tax on such amounts under Part I of the Tax Act), and (ii) will become subject to the loss restriction rules generally applicable to a corporation that experiences an acquisition of control, including a deemed realization of any unrealized capital losses and restrictions on its ability to carry forward losses. Generally, the Fund will be subject to a loss restriction event if a person becomes a “majority-interest beneficiary”, or a group of persons becomes a “majority-interest group of beneficiaries”, of the Fund, as those terms are defined in the affiliated persons rules contained in the Tax Act, with certain modifications. Generally, a majority-interest beneficiary of a Fund is a beneficiary in the income or capital, as the case may be, of the Fund whose beneficial interests, together with the beneficial interests of persons and partnerships with whom the beneficiary is affiliated, have a fair market value that is greater than 50% of the fair market value of all the interests in the income or capital, as the case may be, of the Fund. Please see “Income Tax Considerations” for the tax consequences of an unscheduled or other distribution to Unitholders. Trusts that qualify as “investment funds” as defined in the rules in the Tax Act relating to “loss restriction events” are generally excepted from the application of such rules. An “investment fund” for this purpose includes a trust that meets certain conditions, including satisfying certain of the conditions necessary to qualify as a “mutual fund trust” for purposes of the Tax Act, not using any property in the course of carrying on a business and complying with certain asset diversification requirements. If a Fund were not to qualify as an “investment fund”, it could potentially have a “loss restriction event” and thereby become subject to the related tax consequences described above.

The Tax Act contains rules concerning the taxation of publicly traded Canadian trusts and partnerships that own certain types of property defined as “non-portfolio property” (the “SIFT Rules”). If the SIFT Rules apply to a trust, including a Fund, the trust will be taxed on certain income and gains on a basis similar to that which applies to a corporation with the result that certain tax efficiencies may cease to be available. A trust that is subject to these rules is subject to trust level taxation, at rates comparable to those that apply to corporations, on the trust’s income earned from “non-portfolio property” or taxable capital gains from the disposition of “non-portfolio” property” to the extent that such income is distributed to its unitholders. The Funds will not be subject to tax under the SIFT Rules as long as the Funds comply with their investment restrictions in this regard. If the Funds are subject to tax under these rules, the after-tax return to its Unitholders could be reduced, particularly in the case of a Unitholder who is exempt from tax under the Tax Act or is a non-resident of Canada.

If a Fund realizes capital gains as a result of the transfer or disposition of its property undertaken to permit an exchange or redemption of Units by a Unitholder, allocation of fund-level capital gains may be permitted pursuant to the Declaration of Trust. Recent amendments to the Tax Act will deny a Fund a deduction for the portion of the capital gain of the Fund allocated and designated to a Unitholder on an exchange or redemption of Units that is greater than the Unitholder’s accrued gain on those Units, where the Unitholder’s proceeds of disposition are reduced by the designation. Any capital gains that would have been allocated and designated to exchanging or redeeming Unitholders in the absence of these recent amendments to the Tax Act will be made payable to the remaining non-redeeming Unitholders to ensure that the Fund will not be liable for non-refundable income tax thereon. Accordingly, the amounts of taxable distributions made to Unitholders of the Funds may be greater than they would have been in the absence of such amendments. Alternatively, if certain Tax Proposals are enacted as proposed (the “ATR Rule”), the preceding limitation will not apply. Instead, pursuant to the ATR rule, a Fund will be able to designate capital gains to Unitholders on an exchange or redemption of Units in an amount determined by a formula (the “Capital Gains Designation Limit”) which is based on (i) the amount of capital gains designated to Unitholders on an exchange or redemption of Units in the taxation year, (ii) the total amount paid for exchanges or redemptions of the Units in the taxation year, (iii) the Fund’s NAV at the end of the taxation year and the end of the previous taxation year, and (iv) the Fund’s net taxable capital gains for the taxation year. In general, the formula contained in the Tax Proposals is meant to limit the Fund’s designation to an amount that does not exceed the portion of the Fund’s taxable capital gains considered to be attributable to Unitholders that exchanged or redeemed their Units in the year. The amount of capital gains allocated and designated to each redeeming or exchanging Unitholder shall be equal to the Unitholder’s *pro rata* share of the Capital Gains Designation Limit.

### *Cyber Security Risk*

Cyber security risk is the risk of harm, loss and liability resulting from a failure or breach of information technology systems. Failures or breaches of the information technology systems (“Cyber Security Incidents”) can result from deliberate attacks or unintentional events and may arise from external or internal sources. Deliberate cyber attacks include, but are not limited to, gaining unauthorized access to digital systems (e.g., through “hacking” or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data, equipment or systems, or causing operational disruption. Deliberate cyber attacks may also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users).

The primary risks to the Funds from the occurrence of a Cyber Security Incident include disruption in operations, reputational damage, disclosure of confidential information, the incurrence of regulatory penalties, additional compliance costs associated with corrective measures, and/or financial loss. Cyber Security Incidents of a Fund’s third party service providers (e.g., administrators, transfer agents, custodians and investment advisors) or issuers that a Fund invests in can also subject a Fund to many of the same risks associated with direct Cyber Security Incidents.

The Funds have established risk management systems designed to reduce the risks associated with cyber security. However, there is no guarantee that such efforts will succeed. Furthermore, a Fund cannot control the cyber security plans and systems put in place by its service providers or any other third party whose

operations may affect the Fund or its Unitholders. The Fund and its Unitholders could be negatively impacted as a result.

#### *Emerging Markets Risk*

A Fund may be subject to a number of risks specific to having exposure to issuers in emerging market countries. Investments in the securities of issuers in emerging market countries involve risks not associated with investments in the securities of issuers in developed countries. Emerging markets can be substantially more volatile, and substantially less liquid, than more developed markets such as Canada. Emerging markets are subject to greater political and economic instability, uncertainty regarding the existence of trading markets and more governmental limitations on foreign investment than more developed markets.

There may be less information publicly available with regard to emerging market issuers and such issuers are not subject to the uniform accounting, auditing and financial reporting standards applicable to Canadian issuers. There may be no single centralized securities exchange on which securities are traded in emerging market countries and the systems of corporate governance to which companies in emerging markets are subject may be less advanced than that to which Canadian issuers are subject, and therefore, shareholders in such companies may not receive many of the protections available to shareholders in Canada.

Securities laws in many emerging markets countries are relatively new and unsettled. In addition, laws regarding foreign investment in emerging market securities, securities regulation, title to securities and shareholder rights may change quickly and unpredictably. Further, the enforcement of systems of taxation at federal, regional and local levels in emerging market countries may be inconsistent, and subject to sudden change.

#### *Cash Redemption Risk*

The investment strategy of the Funds may require it to redeem Units for cash or to otherwise include cash as part of its redemption proceeds. In the event of a redemption of Units by a Unitholder, the Fund may be required to sell or unwind portfolio investments in order to obtain the cash needed to distribute the redemption proceeds. In connection with the sale of portfolio investments, the Fund may recognize certain transaction costs which shall be payable by the Unitholder. Accordingly, a Unitholder may incur more transaction fees and expenses in connection with a redemption of Units that includes cash as part of the redemption process than it would have otherwise received if the Unitholder had received its redemption proceeds in-kind.

#### *Risks Associated with the Residency of the Investment Advisor*

The Investment Advisor is resident outside of Canada and all or a substantial portion of its assets are located outside Canada. As a result, anyone seeking to enforce legal rights against the Investment Advisor may find it difficult to do so.

#### *Securities Lending Risk*

The Funds may engage in securities lending transactions in accordance with NI 81-102 in order to earn additional income for the Funds. Although they will receive collateral security equal to at least 102% of the value of the portfolio securities loaned and such collateral will be marked-to-market, the Funds may be exposed to the risk of loss should the borrower default on its obligation to return the borrowed securities and the collateral be insufficient to reconstitute the portfolio of loaned securities.

#### *Geopolitical Risk*

Some countries and regions in which the Funds invest have experienced security concerns, war or threats of war and aggression, terrorism, economic uncertainty, economic sanctions, natural and environmental disasters, pandemics and/or systemic market dislocations that have led, and in the future may lead, to increased short-term market volatility and may have adverse long-term effects on the Canadian and world economies and markets generally, each of which may negatively impact a Fund's investments.

### *Capital Controls and Sanctions Risk*

Economic conditions, such as volatile currency exchange rates and interest rates, political events, military action and other conditions may, without prior warning, lead to foreign government intervention (including intervention by the Canadian government with respect to foreign governments, economic sectors, foreign companies and related securities and interests) and the imposition of capital controls and/or sanctions, which may also include retaliatory actions of one government against another government, such as seizure of assets. Capital controls and/or sanctions include the prohibition of, or restrictions on, the ability to own or transfer currency, securities or other assets, which may potentially include derivative instruments related thereto. Capital controls and/or sanctions may also impact the ability of a Fund to buy, sell, transfer, receive, deliver or otherwise obtain exposure to, foreign securities or currency, negatively impact the value and/or liquidity of such instruments, adversely affect the trading market and the NAV per Unit of a Fund, and cause the Fund to decline in value.

### *Currency Hedging Risk*

As a portion of a Fund's portfolio may be invested in securities traded in foreign currencies, the NAV of such Fund, when measured in Canadian dollars, will, to the extent this has not been hedged against, be affected by changes in the value of the foreign currencies relative to the Canadian dollar. Each of the Funds may seek to hedge all or any of its direct foreign currency exposure back to the Canadian dollar, in each case by entering into currency forward contracts with financial institutions that have a "designated rating" as defined in NI 81-102. If a Fund seeks to hedge all or any of its foreign currency exposure back to the Canadian dollar, there is no assurance that these currency forward contracts will be effective, the Manager expects these currency forward contracts (if any) to be substantially effective.

### *Exchange Rate Risk*

Changes in foreign currency exchange rates may affect the NAV of Funds that hold investments denominated in currencies other than the Canadian dollar. The Units of the Funds are Canadian dollar denominated. As a portion of a Fund's portfolio may be invested in securities traded in foreign currencies, the NAV of such Fund, when measured in Canadian dollars, will, to the extent this has not been hedged against, be affected by changes in the value of the foreign currencies relative to the Canadian dollar. At the discretion of the Investment Advisor, each of the Funds may seek to hedge all or any of its direct foreign currency exposure back to the Canadian dollar.

### *General Risks of Foreign Investments and Foreign Markets*

Investments in a Fund's portfolio may, at any time, include investments in issuers established in jurisdictions outside Canada and the United States. Although most of such issuers will be subject to uniform accounting, auditing and financial reporting standards comparable to those applicable to Canadian and U.S. companies, some issuers may not be subject to such standards and, as a result, there may be less publicly available information about such issuers than a Canadian or U.S. company. Volume and liquidity in some foreign markets may be less than in Canada and the United States and, at times, volatility of price may be greater than in Canada or the United States. As a result, the price of such securities may be affected by conditions in the market of the jurisdiction in which the issuer is located or its securities are traded. Generally, investments in foreign markets are subject to certain risks and the Funds may be adversely affected by, among other things, political upheaval, financial troubles, natural disasters, wars, occupations, economic sanctions, reduced government oversight as compared to Canada, difficulty in enforcing contractual obligations, currency volatility and government intervention in markets.

Participation in transactions by a Fund may involve the execution and clearing of trades on or subject to the rules of a foreign market. None of the Canadian securities regulatory authorities or Canadian exchanges regulates activities of any foreign markets, including the execution, delivery and clearing of transactions, or has the power to compel enforcement of any rule of a foreign market or any applicable foreign law. Generally, any foreign transaction will be governed by applicable foreign laws. This is true even if the foreign market is formally linked to a Canadian market so that a position taken on a market may be liquidated by a transaction on another market. Moreover, such laws or regulations will vary depending on the foreign country in which the transaction occurs. For these reasons, entities such as a Fund may not be afforded certain of the protective measures provided by Canadian legislation or Canadian exchanges. In particular,

funds received from investors for transactions by a Fund on foreign exchanges may not be provided the same protection as funds received in respect of transactions by the Fund on Canadian exchanges.

#### *Country Risk*

A Fund that invests primarily in a specific region or country may be more volatile than a more geographically diversified fund, and will be strongly affected by the overall economic performance of that specific region or country. The Fund must continue to follow its investment objectives regardless of the economic performance of a specific region or country.

#### *Global Financial Developments Risk*

Significant events in foreign markets and economies can have material impacts on other markets worldwide, including Canada and the United States. Such events could, directly or indirectly, have a material effect on the prospects of a Fund and the value of the securities in its portfolio. Global financial markets have experienced a sharp increase in volatility in the last several years. This has been, in part, the result of the revaluation of assets on the balance sheets of international financial institutions and related securities. This has contributed to a reduction in liquidity among financial institutions and has reduced the availability of credit to those institutions and to the issuers who borrow from them. While central banks as well as global governments are attempting to restore much needed liquidity to the global economies, no assurance can be given that the combined impact of the significant revaluations and constraints on the availability of credit will not continue to materially and adversely affect economies around the world. No assurance can be given that this stimulus will continue or that if it continues, it will be successful or, that these economies will not be adversely affected by the inflationary pressures resulting from such stimulus or central banks' efforts to slow inflation. Further, market concerns about the economies of certain European Union countries and their ability to continue to borrow may adversely impact global equity markets. Some of these economies have experienced significantly diminished growth and some are experiencing or have experienced a recession. These market conditions and further volatility or illiquidity in capital markets may also adversely affect the prospects of a Fund and the value of the Fund's portfolio. A substantial drop in the markets in which a Fund invests could be expected to have a negative effect on the Fund.

#### *Capital Depletion Risk*

The Funds may make distributions comprised in whole or in part, of return of capital. A return of capital distribution is a return of a portion of an investor's original investment and may, over time, result in the return of the entire amount of the original investment to the investor. This distribution should not be confused with yield or income generated by the Funds. Return of capital distributions that are not reinvested will reduce the NAV of the Funds, which could reduce the Funds' ability to generate future income.

#### *Designated Broker / Dealer Risk*

As a Fund will only issue Units directly to a Designated Broker or a Dealer, in the event that the purchasing Designated Broker or Dealer is unable to meet its settlement obligations, the resulting costs and losses incurred will be borne by the Fund.

#### *Exchange Risk*

In the event that the TSX closes early or unexpectedly on any day that it is normally open for trading, Unitholders of the Funds will be unable to purchase or sell Units on the TSX until it reopens and there is a possibility that, at the same time and for the same reason, the exchange and redemption of Units may be suspended until the TSX reopens.

#### *Halted Trading Risk*

Trading of Units of a Fund may be halted by the activation of individual or market-wide "circuit breakers" (which halt trading for a specific period of time when the price of a particular security or overall market prices decline by a specified percentage). In the case of the TSX, trading of Units of a Fund may also be halted if: (i) Units of the Fund are delisted from the TSX without first being listed on another exchange; or

(ii) TSX officials determine that such action is appropriate in the interest of a fair and orderly market or to protect investors.

*Trading Price Risk*

Units of a Fund may trade in the market at a premium or discount to the NAV per Unit. There can be no assurance that Units will trade at prices that reflect their NAV per Unit. The trading price of Units will fluctuate in accordance with changes in a Fund's NAV, as well as market supply and demand on the TSX (or such other exchange or marketplace on which Units of a Fund may be traded from time to time). However, as the Designated Broker and Dealers subscribe for and exchange Prescribed Number of Units at the NAV per Unit, large discounts or premiums to NAV should not be sustained. If a Unitholder purchases Units of a Fund at a time when the market price of a Unit is at a premium to the NAV per Unit or sells Units of a Fund at a time when the market price of a Unit is at a discount to the NAV per Unit, the Unitholder may sustain a loss.

*Absence of an Active Market for the Units Risk*

Although Units of the Funds are listed on the TSX, there can be no assurance that an active public market for the Units will be developed or sustained.

*Operational Risk*

A Fund's day to day operations may be adversely affected by circumstances beyond the reasonable control of the Manager, such as failure of technology or infrastructure, natural disasters or global pandemics that affect the productivity of the Manager's or its service providers' workforce.

**Additional Risks Relating to an Investment in each Fund**

In addition to the general risk factors, the following additional risk factors are inherent in an investment in one or more of the Funds as indicated in the table below. A description of each of these risks, listed in alphabetical order, follows the table.

<b>ETF Specific Risks</b>	<b>ONEQ</b>	<b>ONEB</b>
General Risks of Equity Investments	√	
General Risks of Fixed-Income Investments		√
High Yield Securities Risk		√
Interest Rate Risk		√
Issuer Credit Risk		√
Mid-Capitalization Risk	√	
Small and Micro Capitalization Risk	√	

*General Risks of Equity Investments*

Holders of equity securities of an issuer incur more risk than holders of debt obligations of such issuer because shareholders, as owners of such issuer, have generally inferior rights to receive payments from such issuer in comparison with the rights of creditors of, or holders of debt obligations issued by, such issuer. Further, unlike debt securities, which typically have a stated principal amount payable at maturity (whose value, however, will be subject to market fluctuations prior thereto), equity securities have neither a fixed principal amount nor a maturity.

Distributions on the Units will generally depend upon the declaration of dividends or distributions on the securities in the portfolio. The declaration of such dividends or distributions generally depends upon various factors, including the financial condition of the issuers included in the portfolio and general economic



conditions. Therefore, there can be no assurance that the issuers included in the portfolio will pay dividends or distributions on portfolio securities.

#### *General Risks of Fixed-Income Investments*

ONEB invests in fixed-income securities. The NAV of the Fund will fluctuate with interest rate changes, as well as other factors such as changes to maturities and the credit ratings of fixed-income securities, and the corresponding changes in the value of the fixed-income securities to which the Fund is exposed. The value of the debt securities held by the Fund will be affected by the risk of default in the payment of interest and principal and price changes due to such factors as general economic conditions and the issuer's creditworthiness.

#### *High Yield Securities Risk*

High yield securities, also referred to as "junk bonds" or non-investment grade securities, tend to be more sensitive to economic conditions than are higher-rated securities, generally involve more credit risk than securities in the higher-rated categories and are predominantly considered to be speculative. The issuers of high yield securities are typically more leveraged, and the risk of loss due to default by an issuer of high yield securities is significantly greater than issuers of higher-rated securities because such securities are generally unsecured and are often subordinated to other creditors.

#### *Interest Rate Risk*

The market value of fixed-income securities is inversely related to changes in the general level of interest rates (i.e., the interest rates charged by banks and other major commercial lenders). If the general level of interest rates increases, the market value of fixed-income securities will go down while the interest payments (also referred to as "coupon payments") remain fixed. If the general level of interest rates decreases, the market value of fixed-income securities will go up while the coupon payments remain fixed. Funds with higher durations generally are subject to greater interest rate risk.

#### *Issuer Credit Risk*

A Fund may be subject to credit risk. Credit risk is a measure of an issuer's financial strength and reflects the possibility that a borrower, or the counterparty to a derivatives contract, is unable or unwilling to repay the loan or obligation, either on time or at all. Companies and governments that borrow money, and the debt securities they issue, are rated by specialized rating agencies. Securities that have a low credit rating have high credit risk. Credit rating downgrades and defaults (failure to make interest or principal payment) may potentially reduce a Fund's income and unit price. A deterioration of an issuer's financial strength may also affect the issuer's ability to make dividend payments.

#### *Mid-Capitalization Risk*

ONEQ invests in securities of mid-capitalization companies. As a result, the performance of ONEQ may be adversely affected if securities of mid-capitalization companies underperform securities of other capitalization ranges or the market as a whole. Securities of smaller companies are often more vulnerable to market volatility than securities of larger companies.

#### *Small and Micro Capitalization Risk*

Capitalization is a measure of the value of a company. It is the current price of a company's stock, multiplied by the number of shares issued by the company. Companies with small and micro capitalization may not have a well-developed market for their securities. As a result, these securities may be difficult to trade, making their prices more volatile than those of large companies.

### **Risk Ratings of the Funds**

The Manager determines the risk rating for each Fund in accordance with NI 81-102. The investment risk level of a Fund is required to be determined in accordance with standardized risk classification methodology that is based on the historical volatility of the Fund as measured by the 10-year standard deviation of the returns of the Fund. Just as historical performance may not be indicative of future returns, a Fund's historical

volatility may not be indicative of its future volatility. Investors should be aware that other types of risk, both measurable and non-measurable, also exist. This information is only a guide.

Standard deviation is a statistical measure used to estimate the dispersion of a set of data around the average value of the data. In the context of investment returns, it measures the amount of variability of returns that has historically occurred relative to the average return. The higher the standard deviation, the greater the variability of returns it has experienced in the past.

Using this methodology, CI assigns a risk rating to each Fund as either low, low to medium, medium, medium to high, or high risk as follows:

- Low – commonly associated with money market funds and Canadian fixed-income funds.
- Low to medium – commonly associated with balanced, higher yielding fixed-income and asset allocation
- Medium – commonly associated with equity funds investing in large-capitalization companies in developed markets.
- Medium to high – commonly associated with equity funds investing in small-capitalization companies or specific regions or sectors.
- High – commonly associated with equity funds investing in narrow sectors or emerging market countries where there may be substantial risk of loss over short to medium periods.

A Fund's risk rating is determined by calculating its standard deviation for the most recent 10 years using monthly returns and assuming the reinvestment of all income and capital gains distributions in additional units of the Fund. For a Fund that does not have at least 10 years of performance history, the Manager uses a reference index that reasonably approximates or, for a newly established Fund, that is reasonably expected to approximate, the standard deviation of the Fund (or in certain cases a highly similar fund managed by the Manager) as a proxy.

The following chart sets out the reference index used for each Fund, as they each have less than 10 years of performance history. The risk ratings, also set forth below, do not necessarily correspond to an investor's risk tolerance assessment. Investors are advised to consult their financial advisor for advice regarding their personal circumstances.

<b>Fund</b>	<b>Reference Index</b>	<b>Risk Rating</b>
ONEQ	S&P Global 1200 Index (70%) S&P/TSX Composite Index (30%)	Medium
ONEB	Bloomberg Canadian Short Aggregate Composite Index (75%) Bloomberg Canadian Aggregate Index (25%)	Low

There may be times when the Manager believes the standardized methodology produces a result that does not reflect a Fund's risk based on other qualitative factors. As a result, the Manager may place the Fund in a higher risk rating category, as appropriate. The Manager will review the risk rating for each Fund it manages on an annual basis or if there has been a material change to a Fund's investment objectives or investment strategies. As part of its annual review, the Manager also reviews the investment risk classification methodology and ensures that the reference indices used for its calculations are appropriate. On or about April 29, 2022, the Manager determined that the reference index of ONEB should be changed to better approximate the standard deviation of the Fund. This change is not a result of any changes to the investment objective, strategies or management of the Fund.

A copy of the methodology used by the Manager to identify the investment risk levels of the funds it manages is available on request, at no cost, by calling 1-800-792-9355.

### Reference Index Descriptions

The **Bloomberg Canadian Aggregate Index** is a broad based index that measures the investment grade, Canadian dollar-denominated, fixed-rate taxable bond market. This includes Treasuries, government-related and corporate securities, mortgage-backed securities, asset-backed securities and collateralised mortgage-backed securities.

The **Bloomberg Canadian Short Aggregate Composite Index** is a market-value weighted combination of Treasury, government-related and corporate securities with 1-5 remaining years to maturity.

The **S&P Global 1200 Index** tracks the performance of the global equity market.

The **S&P/TSX Composite Index** is the headline index for Canadian-based, TSX-listed companies with approximately 95% of coverage of the Canadian equities market.

### DISTRIBUTION POLICY

Cash distributions on Units of a Fund will be made as set forth in the following table, if at all.

Fund	Frequency of Distributions
ONEQ	Quarterly
ONEB	Monthly

Depending on the underlying investments of a Fund, distributions on Units may consist of ordinary income, including foreign source income and taxable dividends from taxable Canadian corporations, interest or distributions received by the Fund but may also include net realized capital gains, in any case, less the expenses of that Fund and may include returns of capital. A return of capital is not directly subject to tax but will reduce the adjusted cost base of the Units.

Cash distributions on Units of a Fund are expected to be paid primarily out of dividends or distributions, and other income or gains, received by the Fund less the expenses of the Fund, but may also consist of non-taxable amounts including returns of capital, which may be paid in the Manager's sole discretion. To the extent that the expenses of a Fund exceed the income generated by such Fund in any given month or quarter, as the case may be, it is not expected that a monthly or quarterly distribution will be paid.

For each taxation year, each Fund will ensure that its net income and net realized capital gains have been distributed to Unitholders to such an extent that the Fund will not be liable for ordinary income tax thereon. To the extent that a Fund has not distributed the full amount of its net income or capital gains in any taxation year, the difference between such amount and the amount actually distributed by the Fund will be paid as a "reinvested distribution". Reinvested distributions, net of any required withholding tax, will be reinvested automatically in additional Units at a price equal to the NAV per Unit of the Fund and the Units will be immediately consolidated such that the number of outstanding Units following the distribution will equal the number of Units outstanding prior to the distribution. The tax treatment to Unitholders of reinvested distributions is discussed under the heading "Income Tax Considerations".

In addition to the distributions described above, a Fund may from time to time pay additional distributions on its Units, including without restriction in connection with a special dividend or in connection with returns of capital.

### Distribution Reinvestment Plan

The Funds have adopted a distribution reinvestment plan (the "Reinvestment Plan"). Unitholders are, at any time, able to elect to participate in the Reinvestment Plan by contacting the CDS Participant through which the Unitholder holds its Units. Under the Reinvestment Plan, cash distributions (net of any required withholding tax) will be used to acquire additional Units of the Fund (the "Plan Units") in the market and will be credited to the account of the Unitholder (the "Plan Participant") through CDS in accordance with the

terms of the Reinvestment Plan (a copy of which will be available through your broker or dealer) and, if applicable, a distribution reinvestment agency agreement to be entered into between the Manager, on behalf of the Fund, and the Plan Agent, as may be amended. The key terms of the Reinvestment Plan are as described below.

Unitholders who are not residents of Canada may not participate in the Reinvestment Plan and any Unitholder who ceases to be a resident of Canada will be required to terminate its participation in the Reinvestment Plan. The Fund will not be required to purchase Plan Units if such purchase would be illegal.

Any eligible Unitholder may enroll in the Reinvestment Plan by notifying the CDS Participant through which the Unitholder holds its Units of such Unitholder's intention to participate in the Reinvestment Plan. Under the Reinvestment Plan, cash distributions will be used to acquire Plan Units in the market and will be credited to the account of the Plan Participant through CDS. The CDS Participant must, on behalf of such Plan Participant, elect online via CDSX no later than 5:00 p.m. (Toronto time) on each applicable Distribution Record Date in respect of the next expected distribution in which the Unitholder wishes to participate. These elections are received directly by the Plan Agent via CDSX. If this election via CDSX is not received by the Plan Agent by the applicable deadline, the Unitholder will not participate in the Reinvestment Plan for that distribution.

No fractional Plan Units will be purchased under the Reinvestment Plan. Any funds remaining after the purchase of whole Plan Units will be credited to the Plan Participant via its CDS Participant in lieu of fractional Plan Units.

The automatic reinvestment of the distributions under the Reinvestment Plan will not relieve Plan Participants of any income tax applicable to such distributions. See "Income Tax Considerations – Taxation of Unitholders".

Plan Participants may voluntarily terminate their participation in the Reinvestment Plan as of a particular Distribution Record Date by notifying their CDS Participant no later than 5:00 p.m. (Toronto time) at least 2 business days immediately prior to the Distribution Record Date. Plan Participants should contact their CDS Participant to obtain details of the appropriate procedures for terminating their participation in the Reinvestment Plan. Beginning on the first Distribution Payment Date after such notice is received from a Plan Participant and accepted by a CDS Participant, distributions to such Plan Participant will be made in cash. Any expenses associated with the preparation and delivery of such termination notice will be borne by the Plan Participant exercising its right to terminate participation in the Reinvestment Plan. The Manager may terminate the Reinvestment Plan, in its sole discretion, upon not less than 30 days' notice to: (i) CDS; (ii) the Plan Agent; and (iii) if necessary, the TSX.

The Manager may amend, modify or suspend the Reinvestment Plan at any time in its sole discretion, provided that it gives notice of that amendment, modification or suspension to: (i) CDS; (ii) the Plan Agent; and (iii) if necessary, the TSX.

## **PURCHASES, EXCHANGES AND REDEMPTIONS OF UNITS**

### **Continuous Distribution**

Units of the Funds are being issued and sold on a continuous basis and there is no maximum number of Units that may be issued.

### **Designated Broker**

The Manager, on behalf of each Fund, has entered, or will enter, into a Designated Broker Agreement with a Designated Broker pursuant to which the Designated Broker has agreed, or will agree, to perform certain duties relating to the Fund including, without limitation: (i) to subscribe for a sufficient number of Units to satisfy the TSX's original listing requirements; (ii) to subscribe for Units when cash redemptions of Units occur as described under "Purchases, Exchanges and Redemptions of Units – Information for Unitholders – Redemption of Units in any Number for Cash"; and (iii) to post a liquid two-way market for the trading of Units on the TSX.

The Manager may from time to time and, in any event not more than once quarterly, require the Designated Broker to subscribe for Units of a Fund for cash in a dollar amount not to exceed 0.30% of the NAV of the Fund, or such other amount as may be agreed to by the Manager and the Designated Broker. The number of Units issued will be the subscription amount divided by the NAV per Unit next determined following the delivery by the Manager of a subscription notice to the Designated Broker. Payment for the Units must be made by the Designated Broker by no later than the second Trading Day after the subscription notice has been delivered.

### **Information for Designated Broker and Dealers**

#### *Issuance of Units*

Generally, all orders to purchase Units directly from a Fund must be placed by the Fund's Designated Broker or Dealers. Each Fund reserves the absolute right to reject any subscription order placed by the Designated Broker or a Dealer. No fees will be payable by a Fund to the Designated Broker or a Dealer in connection with the issuance of Units. On the issuance of Units, an amount may be charged to the Designated Broker or a Dealer to offset the expenses (including any applicable TSX additional listing fees) incurred in issuing the Units.

On any Trading Day, a Dealer (who may also be the Designated Broker) may place a subscription order for the minimum of a Prescribed Number of Units (and any additional multiple thereof) of a Fund. If a subscription order is received by the Fund by the applicable Cut-Off Time on a Trading Day, the Fund will issue to the Dealer a minimum of a Prescribed Number of Units (and any additional multiple thereof) based on the NAV per Unit determined on such Trading Day. If a subscription order is not received by the applicable Cut-Off Time on a Trading Day, subject to the discretion of the Manager, the subscription order will be deemed to be received only on the next Trading Day. The Cut-Off Times for the Funds are set out in the table below.

<b>Cut-Off Times for Subscriptions /Exchanges, Paid in Cash Only</b>	<b>Cut-Off Times for all other Subscriptions /Exchanges</b>
9:30 a.m. (Toronto time) on a Trading Day	9:30 a.m. (Toronto time) on a Trading Day

For each Prescribed Number of Units issued, the Designated Broker or Dealer must deliver payment consisting of, in the Manager's discretion: (i) one Basket of Securities and cash in an amount sufficient so that the value of the securities and the cash received is equal to the aggregate NAV of the Prescribed Number of Units next determined following the receipt of the subscription order; (ii) cash in an amount equal to the aggregate NAV of the Prescribed Number of Units next determined following the receipt of the subscription order; or (iii) a combination of securities and cash, as determined by the Manager, in an amount sufficient so that the value of the securities and cash received is equal to the aggregate NAV of the Prescribed Number of Units next determined following the receipt of the subscription order, plus in any such case, the Cash Creation Fee (if applicable).

The Manager will make available to the Designated Broker and the Dealers information as to the Prescribed Number of Units and the Basket of Securities for each Fund for each Trading Day. The Manager may, in its discretion, increase or decrease the Prescribed Number of Units from time to time.

#### ***Exchange of Prescribed Number of Units***

On any Trading Day, Unitholders may exchange a minimum of a Prescribed Number of Units (and any additional multiple thereof) for Baskets of Securities and/or cash (or, in the Manager's discretion, cash only). To effect an exchange of Units, a Unitholder must submit an exchange request in the form prescribed by the Manager from time to time to the applicable Fund at its head office or as the Manager may otherwise direct by the applicable Cut-Off Time on a Trading Day. The exchange price will be equal to the aggregate NAV of the Prescribed Number of Units on the effective day of the exchange request, payable by delivery of Baskets of Securities (constituted prior to the receipt of the exchange request) and/or cash. In certain circumstances and only with the consent of the Manager, the exchange price may be paid fully in cash, provided the Unitholder agrees to pay the Cash Exchange Fee, as applicable. In this case, the Manager

may, in its discretion, require the Unitholders to pay or reimburse the applicable Fund for the trading expenses incurred or expected to be incurred by the Fund in connection with the sale by such Fund of securities in order to obtain the necessary cash to fund the exchange price. On an exchange, the applicable Units will be cancelled.

If an exchange request is not received by the applicable Cut-Off Time on a Trading Day, subject to the discretion of the Manager, the exchange order will be effective only on the next Trading Day. Settlement of exchanges for Baskets of Securities and/or cash, as the case may be, will be made by no later than the second Trading Day after the effective day of the exchange request.

The Manager will make available to the Designated Broker and the Dealers information as to the Prescribed Number of Units and the Basket of Securities for each Fund for each Trading Day. The Manager may, in its discretion, increase or decrease the Prescribed Number of Units from time to time.

A Unitholder that exchanges or redeems Units during the period that begins one business day prior to a Distribution Record Date and ends on and includes that Distribution Record Date will be entitled to receive the applicable distribution in respect of those Units. Pursuant to the Declaration of Trust, subject to the limitations imposed under the Tax Act, a Fund may allocate and designate as payable any capital gains realized by the Fund as a result of any disposition of property of the Fund undertaken to permit or facilitate the redemption or exchange of Units to a Unitholder whose Units are being redeemed or exchanged. Any such allocations and designations will reduce the price otherwise payable to the redeeming or exchanging Unitholder.

If portfolio securities are cease traded at any time by order of a securities regulatory authority or other relevant regulator or stock exchange, the delivery of such securities to a Unitholder on an exchange may be postponed until such time as the transfer of the securities is permitted by law.

#### ***Costs Associated with Exchanges and Redemptions***

An amount may be charged by the Manager at its discretion, on behalf of a Fund, to exchanging or redeeming Unitholders to offset certain transaction costs including brokerage expenses, commissions and other costs and expenses associated with the exchange or redemption of Units of a Fund. The current dealer administration fee of a Fund is available upon request.

This fee, which is payable to the applicable Fund, does not apply to Unitholders who buy and sell their Units through the facilities of the TSX.

#### ***Special Circumstances***

Units may also be issued by a Fund to the Designated Broker in a number of special circumstances, including the following: (i) when the Manager has determined that the Fund should acquire portfolio securities; and (ii) when cash redemptions of Units occur as described below under “Purchases, Exchanges and Redemptions of Units – Information for Unitholders – Redemption of Units in any Number for Cash” or the Fund otherwise has cash that the Manager wants to invest.

#### **Information for Unitholders**

##### ***Buying and Selling Units***

Units of the Funds are listed on the TSX and investors can buy or sell Units of the Funds on the TSX through registered brokers and dealers in the province or territory where the investor resides. Accordingly, investors may trade Units in the same way as other securities listed on the TSX, including by using market orders and limit orders. Investors may incur customary brokerage commissions when buying or selling Units. No fees are paid by investors to the Manager or any Fund in connection with buying or selling of Units on the TSX. Unitholders may also redeem Units of the Funds for cash at a redemption price per Unit equal to the lesser of: (i) 95% of the closing price for the Units on the TSX on the effective day of the redemption; and (ii) the NAV per Unit on the effective day of the redemption, or exchange a PNU (or an integral multiple thereof) for Baskets of Securities and/or cash or, in certain circumstances, for cash. See “Purchases, Exchanges and Redemptions of Units – Information for Unitholders – Redemption of Units in any Number

for Cash” and “Purchases, Exchanges and Redemptions of Units – Information for Designated Broker and Dealers – Exchange of Prescribed Number of Units” for further information.

The Funds will issue Units directly to the Designated Broker and Dealers, as discussed under “Information for Designated Broker and Dealers” above. From time to time, as may be agreed by a prospective purchaser and the Designated Broker and the Dealers, the Designated Broker and the Dealers may agree to accept portfolio securities as payment for Units from a prospective purchaser.

#### ***Issuance on Reinvestment or on Payment of Distributions in Units***

In addition to the issuance of Units, Units of a Fund may be issued to Unitholders on the automatic reinvestment of certain distributions or on the payment of distributions in Units, in each case in accordance with the distribution policy of the Funds. See “Distribution Policy”.

#### ***Redemption of Units in any Number for Cash***

On any Trading Day, Unitholders may redeem Units of a Fund for cash at a redemption price per Unit equal to the lesser of: (i) 95% of the closing price for the Units on the TSX on the effective day of the redemption; and (ii) the NAV per Unit on the effective day of the redemption. Because Unitholders will generally be able to sell Units at the market price on the TSX through a registered broker or dealer subject only to customary brokerage commissions, Unitholders are advised to consult their brokers, dealers or investment advisers before redeeming their Units for cash. No fees or expenses are paid by Unitholders to the Manager or any Fund in connection with selling Units on the TSX.

In order for a cash redemption to be effective on a Trading Day, a cash redemption request in the form prescribed by the Manager from time to time must be delivered through a CDS Participant by 9:00 a.m. (Toronto time) on that day to the applicable Fund at its head office or as the Manager may otherwise direct. If a cash redemption request is received after 9:00 a.m. (Toronto time) on a Trading Day, the cash redemption request will be effective only on the next Trading Day. Payment of the redemption price will be made by no later than the second Trading Day after the effective day of the redemption.

In connection with the redemption of Units, a Fund will generally dispose of securities or other assets in order to fund the required redemption proceeds. Pursuant to the Declaration of Trust, subject to the limitations imposed under the Tax Act, a Fund may allocate and designate as payable any capital gains realized by the Fund as a result of any disposition of property of the Fund undertaken to permit or facilitate the redemption of Units to a Unitholder whose Units are being redeemed. Any such allocations and designations will reduce the redemption price otherwise payable to the redeeming Unitholder.

#### **Costs Associated with Exchanges and Redemptions**

An amount may be charged by the Manager at its discretion, on behalf of a Fund, to exchanging or redeeming Unitholders to offset certain transaction costs including brokerage expenses, commissions and other costs and expenses associated with the exchange or redemption of Units of a Fund. The current dealer administration fee of a Fund is available upon request.

This fee, which is payable to the applicable Fund, does not apply to Unitholders who buy and sell their Units through the facilities of the TSX.

#### **Exchange and Redemption through CDS**

The exchange and redemption rights described above must be exercised through the CDS Participant through which the owner holds Units. Beneficial owners of Units should ensure that they provide exchange and/or redemption instructions to the CDS Participants through which they hold Units sufficiently in advance of the cut-off times set by CDS Participants to allow such CDS Participants to notify the Manager or as the Manager may direct prior to the relevant cut-off time.

#### **Suspension of Exchanges and Redemptions**

The Manager may suspend the exchange and/or redemption of Units or the payment of the exchange or redemption price of a Fund: (i) during any period when normal trading is suspended on a stock exchange

or other market on which securities owned by the Fund are listed and traded, if these securities represent more than 50% by value or underlying market exposure of the total assets of the Fund, without allowance for liabilities, and if these securities are not traded on any other exchange that represents a reasonably practical alternative for the Fund; or (ii) with the prior permission of the securities regulatory authorities where required. The suspension shall apply to all requests for exchange or redemption received prior to the suspension but as to which payment has not been made, as well as to all requests received while the suspension is in effect. All Unitholders making such requests shall be advised by the Manager of the suspension and that the exchange or redemption will be effected at a price determined on the first Valuation Date following the termination of the suspension. All such Unitholders shall have, and shall be advised that they have, the right to withdraw their requests for exchange or redemption. The suspension shall terminate in any event on the first day on which the condition giving rise to the suspension has ceased to exist, provided that no other condition under which a suspension is authorized then exists. To the extent not inconsistent with the official rules and regulations promulgated by any government body having jurisdiction over the Funds, any declaration of suspension made by the Manager shall be conclusive.

### **Special Considerations**

The so-called “early warning” reporting requirements in Canadian securities legislation do not apply in connection with the acquisition of Units of the Funds. The Manager, on behalf of the Funds, has obtained exemptive relief to permit Unitholders to acquire more than 20% of the Units of a Fund through purchases on the TSX without regard to the takeover bid requirements of applicable Canadian securities legislation, provided that any such Unitholder, and any person acting jointly or in concert with the Unitholder, provides the Manager with an undertaking not to exercise any votes attached to Units that represent more than 20% of the votes attached to all outstanding Units of the Fund at any meeting of Unitholders.

### **Non-Resident Unitholders**

At no time may (i) non-residents of Canada, (ii) partnerships that are not Canadian partnerships or (iii) a combination of non-residents of Canada and such partnerships (all as defined in the Tax Act) be the beneficial owners of a majority of the Units of a Fund and the Manager shall inform the Registrar and Transfer Agent of the Fund of this restriction. The Manager may require declarations as to the jurisdictions in which a beneficial owner of Units is resident and, if a partnership, its status as a Canadian partnership. If the Manager becomes aware, as a result of requiring such declarations as to beneficial ownership or otherwise, that the beneficial owners of 40% of the Units of a Fund then outstanding are, or may be, non-residents and/or partnerships that are not Canadian partnerships, or that such a situation is imminent, the Manager may make a public announcement thereof. If the Manager determines that more than 40% of the Units of a Fund are beneficially held by non-residents and/or partnerships that are not Canadian partnerships, the Manager may send a notice to such non-residents and/or partnerships, chosen in inverse order to the order of acquisition or in such manner as the Manager may consider equitable and practicable, requiring them to sell their Units or a portion thereof within a specified period of not less than 30 days. If the Unitholders receiving such notice have not sold the specified number of Units or provided the Manager with satisfactory evidence that they are not non-residents or partnerships other than Canadian partnerships within such period, the Manager may on behalf of such Unitholders sell such Units and, in the interim, shall suspend the voting and distribution rights attached to such Units. Upon such sale, the affected holders shall cease to be beneficial holders of Units and their rights shall be limited to receiving the net proceeds of sale of such Units.

Notwithstanding the foregoing, the Manager may determine not to take any of the actions described above if the Manager has been advised by legal counsel that the failure to take any of such actions would not adversely impact the status of a Fund as a mutual fund trust for purposes of the Tax Act or, alternatively, may take such other action or actions as may be necessary to maintain the status of the Fund as a mutual fund trust for purposes of the Tax Act.

### **Registration and Transfer through CDS**

Registration of interests in, and transfers of, Units of a Fund will be made only through CDS. Units must be purchased, transferred and surrendered for redemption only through a CDS Participant. All rights of an owner of Units must be exercised through, and all payments or other property to which such owner is entitled will be made or delivered by, CDS or the CDS Participant through which the owner holds such



Units. Upon buying Units of a Fund, the owner will receive only the customary confirmation. All distributions and redemption proceeds in respect of Units will be made or paid initially to CDS, which payments will be forwarded by CDS to the CDS Participants and, thereafter, by such CDS Participants to the applicable Unitholders. References in this prospectus to a holder of Units means, unless the context otherwise requires, the owner of the beneficial interest of such Units.

Neither the Funds nor the Manager will have any liability for: (i) any aspect of the records maintained by CDS relating to the beneficial interests in the Units or the book-entry accounts maintained by CDS; (ii) maintaining, supervising or reviewing any records relating to such beneficial ownership interests; or (iii) any advice or representation made or given by CDS, whether contained in this prospectus or otherwise, or made or given with respect to the rules and regulations of CDS or any action taken by CDS or at the direction of the CDS Participants. The rules governing CDS provide that it acts as the agent and depository for the CDS Participants. As a result, CDS Participants must look solely to CDS and persons, other than CDS Participants, having an interest in the Units must look solely to CDS Participants for payment made by the Fund to CDS.

The ability of a beneficial owner of Units to pledge such Units or otherwise take action with respect to such owner's interest in such Units (other than through a CDS Participant) may be limited due to the lack of a physical certificate.

The Funds have the option to terminate registration of Units through the book-entry only or book-based system, as the case may be, in which case certificates for Units in fully registered form will be issued to beneficial owners of such Units or to their nominees.

### **Short-Term Trading**

At the present time, the Manager is of the view that it is not necessary to impose any short-term trading restrictions on the Funds as Units of the Funds are generally traded by investors on an exchange in the secondary market in the same way as other listed securities. In the few situations where the Funds are not purchased in the secondary market, purchases usually involve a Designated Broker or a Dealer upon whom the Manager may impose a dealer administration fee, which is intended to compensate the applicable Fund for any costs and expenses incurred in relation to the trade.

## PRICE RANGE AND TRADING VOLUME OF UNITS

The following tables set forth the market price range and trading volume of the Units of the Funds on the TSX for the calendar periods indicated. The greatest volume of trading of the Funds generally occurs on the TSX.

	<u>ONEQ</u>			<u>ONEB</u>		
	<u>Price Range</u>		<u>Volume</u>	<u>Price Range</u>		<u>Volume</u>
	<u>High</u>	<u>Low</u>		<u>High</u>	<u>Low</u>	
<b>2021</b>						
May	\$32.26	\$31.21	38,407	\$51.79	\$51.47	205,398
June	\$32.88	\$32.41	169,724	\$51.77	\$51.36	75,975
July	\$33.06	\$32.07	64,692	\$51.80	\$51.46	67,609
August	\$33.88	\$32.96	41,497	\$51.73	\$51.44	49,385
September	\$34.15	\$32.71	52,359	\$51.72	\$51.23	30,482
October	\$33.84	\$32.40	61,759	\$51.32	\$50.66	63,867
November	\$35.08	\$33.70	33,231	\$50.87	\$50.40	50,607
December	\$34.99	\$33.43	73,642	\$50.79	\$50.26	166,630
<b>2022</b>						
January	\$34.96	\$32.72	36,024	\$50.46	\$49.81	56,648
February	\$34.41	\$32.65	65,125	\$50.01	\$49.34	50,633
March	\$34.46	\$32.46	56,754	\$49.73	\$48.54	59,391
April	\$34.23	\$32.27	17,727	\$48.68	\$47.93	38,198

## INCOME TAX CONSIDERATIONS

The following is a summary of the principal Canadian federal income tax considerations under the Tax Act for the Funds and for a prospective investor in a Fund that, for the purpose of the Tax Act, is an individual, other than a trust, is resident in Canada, holds Units of the Fund, and any portfolio securities accepted as payment for Units of a Fund, as capital property, has not with respect to Units or portfolio securities entered into a “derivative forward agreement” as that term is defined in the Tax Act, and is not affiliated and deals at arm’s length with the Fund. This summary is based upon the current provisions of the Tax Act, all specific proposals to amend the Tax Act and such regulations that have been publicly announced by the Minister of Finance (Canada) prior to the date hereof (“**Tax Proposals**”), and counsel’s understanding of the current published administrative policies and assessing practices of the CRA. This summary does not take into account or anticipate any other changes in law whether by legislative, administrative or judicial action and it does not take into account provincial, territorial or foreign income tax legislation or considerations, which may differ from the considerations described below.

**This summary is of a general nature only and is not exhaustive of all possible income tax considerations. Prospective investors should therefore consult their own tax advisors about their individual circumstances.**

This summary is also based on the assumptions that: (i) none of the issuers of securities held by a Fund will be a foreign affiliate of the Fund or any Unitholder; (ii) none of the securities held by a Fund will be a “tax shelter investment” within the meaning of section 143.2 of the Tax Act; (iii) none of the securities held by a Fund will be an interest in a non-resident trust other than an “exempt foreign trust” as defined in Section 94 of the Tax Act relating to non-resident trusts; (iv) none of the securities held by a Fund will be an interest in a trust (or a partnership which holds such an interest) which would require a Fund (or the partnership) to report significant amounts of income in connection with such interest pursuant to the rules in section 94.1 or 94.2 of the Tax Act; and (v) no Fund will enter into any arrangement where the result is a dividend rental arrangement for the purposes of the Tax Act.

## **Status of the Funds**

This summary is based on the assumption that each Fund will comply at all material times with the conditions prescribed in the Tax Act and otherwise so as to qualify as a “mutual fund trust” as defined in the Tax Act.

A Fund that does not qualify as a mutual fund trust under the Tax Act will be treated as a “financial institution” for purposes of certain special mark-to-market rules in the Tax Act if more than 50% of the Units of the Fund are held by one or more Unitholders that are themselves considered to be financial institutions under those rules. In such a case, the Fund will be required to recognize at least annually on income account any gains and losses accruing on certain types of debt obligations and equity securities that it holds and also will be subject to special rules with respect to income inclusion on these securities. Any income arising from such treatment will be included in amounts to be distributed to Unitholders. If more than 50% of the Units of such a Fund cease to be held by financial institutions, the tax year of the Fund will be deemed to end immediately before that time and any gains or losses accrued on certain securities before that time will be deemed realized by the Fund and will be distributed to Unitholders. A new taxation year for the Fund will then begin and for that and subsequent taxation years, for so long as not more than 50% of the Units of the Fund are held by financial institutions, or the Fund is a mutual fund trust for purposes of the Tax Act, the Fund will not be subject to these special mark-to-market rules. Given the manner in which Units are distributed, there will be circumstances in which it will not be possible to control or identify whether a Fund has, or has ceased to, become a “financial institution”. As a result, there can be no assurance that a Fund is not a “financial institution” or will not in the future become, or cease to be, a “financial institution” and no assurance as to when and to whom any distributions arising on the change in “financial institution” status of a Fund will be made, or that the Fund will not be required to pay tax on any undistributed income or taxable capital gains realized by the Fund on such event.

Provided that a Fund qualifies as a “mutual fund trust”, is a “registered investment”, or that the Units of the Fund are listed on a “designated stock exchange” (which includes the TSX), all within the meaning of the Tax Act, the Units of such Fund will be “qualified investments” under the Tax Act for Registered Plans.

## **Taxation of the Funds**

A Fund will include in computing its income taxable distributions received or deemed to be received on securities held by it, including any special dividends, the taxable portion of capital gains realized by the Fund on the disposition of securities held by it and income earned by any securities lending activity and futures trading activity. Under the SIFT Rules, certain income earned by issuers of portfolio securities that are SIFT trusts or SIFT partnerships, when such income is distributed or allocated to a Fund, would be treated as eligible dividends from a taxable Canadian corporation. A Fund will include in computing its income any interest accruing to it on bonds held by that Fund. In the case of any Fund holding real return or inflation-adjusted bonds, any amounts in respect of inflation-related adjustments to the principal amount of the bonds will be deemed to be interest for this purpose. Any such amounts of accrued interest and amounts deemed to be interest will be reflected in distributions to Unitholders.

The Declaration of Trust governing each of the Funds requires that each Fund distribute its net income and net realized capital gains, if any, for each taxation year of the Fund to Unitholders to such an extent that the Fund will not be liable in any taxation year for ordinary income tax (after taking into account any applicable losses of the Fund and any capital gains refunds to which the Fund is entitled). If in a taxation year the income for tax purposes of a Fund exceeds the cash available for distribution by the Fund, such as in the case of the receipt by the Fund of special dividends, the Fund will distribute its income through a payment of reinvested distributions.

The Funds may be subject to the suspended loss rules contained in the Tax Act. A loss realized on a disposition of property may be considered to be a suspended loss when a Fund acquires a property (a “substituted property”) that is the same or identical to the property disposed of, within 30 days before and 30 days after the disposition and the Fund owns the substituted property 30 days after the original disposition. If a loss is suspended, the applicable Fund cannot deduct the loss from the Fund’s gains until the substituted property is sold and is not reacquired within 30 days before and after the sale.

In determining the income of a Fund, gains or losses realized upon transactions in securities undertaken by the Fund will constitute capital gains or capital losses of the Fund in the year realized unless the Fund is a “financial institution” as described above, or is considered to be trading or dealing in securities or otherwise carrying on a business of buying and selling securities, or the Fund engaged in a transaction or transactions considered to be an adventure in the nature of trade. The Manager has advised counsel that each Fund that holds “Canadian securities” (as defined in the Tax Act) has elected or will elect in accordance with the Tax Act to have each such security treated as capital property. Such election will ensure that gains or losses realized by a Fund on the disposition of Canadian securities by a Fund that is not a “financial institution and is not trading or dealing in securities at the time of such disposition, or which is a “mutual fund trust” for the purposes of the Tax Act, are taxed as capital gains or capital losses.

A Fund will be entitled for each taxation year throughout which it is a “mutual fund trust” for purposes of the Tax Act to reduce (or receive a refund in respect of) its liability, if any, for tax on its net realized capital gains by an amount determined under the Tax Act based on the redemptions of its Units during the year (“capital gains refund”). The capital gains refund in a particular taxation year may not completely offset the tax liability of the Fund for such taxation year which may arise upon the sale of its investments in connection with redemptions of Units.

The Manager has advised counsel that, generally, each Fund will include gains and deduct losses on income account, rather than as capital gains and capital losses, in connection with investments made through derivative transactions, except where such derivatives are not “derivative forward agreements” (as defined in the Tax Act), and are entered into in order to hedge and are sufficiently linked with securities that are held on capital account by the Fund. Gains or losses on derivatives will be recognized for tax purposes at the time they are realized by the Fund. Where a Fund uses derivatives to hedge foreign currency exposure with respect to securities held on capital account, such derivatives are not “derivative forward agreements”, and the derivatives are sufficiently linked to such securities, gains or losses realized thereon will be treated as capital gains or capital losses.

Each Fund is required to compute its income and gains for tax purposes in Canadian dollars. Therefore, the amount of income, cost, proceeds of disposition and other amounts in respect of investments that are not Canadian dollar denominated will be affected by fluctuations in the exchange rate of the Canadian dollar against the relevant foreign currency.

A Fund may pay foreign withholding or other taxes in connection with investments in foreign securities.

## **Taxation of Unitholders**

### ***Distributions***

A Unitholder will generally be required to include in computing income for a particular taxation year of the Unitholder such portion of the net income of a Fund, including the taxable portion of any net realized capital gains, as is paid or becomes payable to the Unitholder in that particular taxation year whether or not such amounts are paid in cash or automatically reinvested in additional Units of the Fund (including pursuant to the Reinvestment Plan), including in the case of Unitholders who receive Management Fee Distributions). Amounts paid or payable by a Fund to a Unitholder after December 15 and before the end of the calendar year are deemed to have been paid or become payable to the Unitholder on December 15.

Under the Tax Act, a Fund is permitted to deduct in computing its income for a taxation year an amount that is less than the amount of its distributions of income for the calendar year, to the extent necessary to enable the Fund to use, in that year, losses from prior years without affecting the ability of the Fund to distribute its income annually. In such circumstances, the amount distributed to a Unitholder of a Fund but not deducted by the Fund will not be included in the Unitholder’s income. However, the adjusted cost base of the Unitholder’s Units of the Fund will be reduced by such amount. The non-taxable portion of a Fund’s net realized capital gains for a taxation year, the taxable portion of which was designated in respect of a Unitholder for the calendar year in which that taxation year ends, that is paid or becomes payable to the Unitholder in the calendar year in which that taxation year ends will not be included in computing the Unitholder’s income for the year. Any other amount in excess of a Unitholder’s share of the net income of a Fund for a taxation year that is paid or becomes payable to the Unitholder in the calendar year in which that taxation year ends (i.e. returns of capital) will not generally be included in the Unitholder’s income for

the year, but will reduce the adjusted cost base of the Unitholder's Units of the Fund. To the extent that the adjusted cost base of a Unit of a Fund to a Unitholder would otherwise be a negative amount, the negative amount will be deemed to be a capital gain and the adjusted cost base of the Unit to the Unitholder will be increased by the amount of such deemed capital gain to zero.

Provided that appropriate designations are made by a Fund, such portion of the net realized taxable capital gains of the Fund, the taxable dividends received or deemed to be received by the Fund on shares of taxable Canadian corporations and foreign source income as is paid or becomes payable to a Unitholder will effectively retain its character and be treated as such in the hands of the Unitholder for purposes of the Tax Act. To the extent that amounts are designated as taxable dividends from taxable Canadian corporations, the gross-up and dividend tax credit rules will apply. Where a Fund makes designations in respect of its foreign source income, for the purpose of computing any foreign tax credit that may be available to a Unitholder, the Unitholder will generally be deemed to have paid as tax to the government of a foreign country that portion of taxes paid by the Fund to that country that is equal to the Unitholder's share of the Fund's income from sources in that country.

Any loss of a Fund for purposes of the Tax Act cannot be allocated to, and cannot be treated as a loss of, a Unitholder.

### ***Disposition of Units***

On the disposition or deemed disposition of a Unit of a Fund, including on a redemption, a Unitholder will realize a capital gain (or capital loss) to the extent that the Unitholder's proceeds of disposition (which do not include any amount of capital gains payable by the Fund to the Unitholder which represents capital gains realized by the Fund in connection with dispositions to fund the redemption), net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base of the Unit. For the purpose of determining the adjusted cost base of a Unitholder's Units of a Fund, when additional Units of the Fund are acquired by the Unitholder (pursuant to the Reinvestment Plan or otherwise), the cost of the newly acquired Units of the Fund will be averaged with the adjusted cost base of all Units of the Fund owned by the Unitholder as capital property immediately before that time. For this purpose, the cost of Units that have been issued on a distribution will generally be equal to the amount of the distribution. A consolidation of Units of a Fund following a distribution paid in the form of additional Units of the Fund as described under "Distribution Policy" will not be regarded as a disposition of Units of the Fund and will not affect the aggregate adjusted cost base to a Unitholder.

In the case of an exchange of Units for a Basket of Securities, a Unitholder's proceeds of disposition of Units would generally be equal to the aggregate of the fair market value of the distributed property and the amount of any cash received, less any capital gain realized by the Fund on the disposition of such distributed property. The cost to a Unitholder of any property received from the Fund upon the exchange will generally be equal to the fair market value of such property at the time of the distribution. In the case of an exchange of Units for a Basket of Securities, the investor may receive securities that may or may not be qualified investments under the Tax Act for Registered Plans. If such securities are not qualified investments for trusts governed by Registered Plans, such Registered Plans (and, in the case of certain Registered Plans, the annuitants, beneficiaries or subscribers thereunder or holders thereof) may be subject to adverse tax consequences including. Investors should consult their own tax counsel for advice on whether or not such securities would be qualified investments for trusts governed by Registered Plans.

If a Fund realized capital gains as a result of a transfer or disposition of its property undertaken to permit an exchange or redemption of Units by a Unitholder, a portion of the amount received by the Unitholder may be allocated and designated for income tax purposes as a distribution to the Unitholder of capital gains rather than being treated as proceeds of disposition of the Units. Any capital gains so allocated and designated, which amount will be restricted by the ATR Rule in the manner described under "Risk Factors – General Risks Relating to an Investment in the Funds – Other Tax-Related Risks", must be included in the calculation of the Unitholder's income in the manner described above and will reduce the Unitholder's proceeds of disposition.

## **Taxation of Registered Plans**

In general, a Registered Plan will not be taxable on the amount of a distribution paid or payable to a Registered Plan from a Fund, nor on gains realized by a Registered Plan on a disposition of a Unit. As is the case for all investments held in Registered Plans, amounts withdrawn from a Registered Plan (other than from a TFSA or a return of contributions from an RESP or RDSP) will generally be subject to tax. If you hold your Units of a Fund in a Registered Plan, withholding tax may apply if you withdraw money from the plan.

## **Taxation of Capital Gains and Capital Losses**

In general, one-half of any capital gain (a “taxable capital gain”) realized by a Unitholder on the disposition of Units of a Fund or a taxable capital gain designated by the Fund in respect of the Unitholder in a taxation year of the Unitholder will be included in computing the Unitholder’s income for that year and one-half of any capital loss (an “allowable capital loss”) realized by the Unitholder in a taxation year of the Unitholder generally must be deducted from taxable capital gains realized by the Unitholder in the taxation year or designated by the Fund in respect of the Unitholder in the taxation year in accordance with the detailed provisions of the Tax Act. Allowable capital losses for a taxation year in excess of taxable capital gains for that taxation year may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against taxable capital gains in accordance with the provisions of the Tax Act.

Each Unitholder who delivers subscription proceeds consisting of a Basket of Securities will be disposing of securities in exchange for Units. Assuming that such securities are held by the Unitholder as capital property for purposes of the Tax Act, the Unitholder will generally realize a capital gain (or a capital loss) in the taxation year of the Unitholder in which the disposition of such securities takes place to the extent that the proceeds of disposition for such securities, net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base of such securities to the Unitholder. For this purpose, the proceeds of disposition to the Unitholder of securities disposed of will equal the aggregate of the fair market value of the Units received for the securities. The cost to a Unitholder of Units acquired in exchange for a Basket of Securities and cash (if any) will be equal to the aggregate of the cash paid (if any) to a Fund plus the fair market value of the securities disposed of in exchange for Units at the time of disposition, which sum would generally be equal to or would approximate the fair market value of the Units received as consideration in exchange for a Basket of Securities and cash (if any).

Amounts designated by a Fund to a Unitholder of the Fund as taxable capital gains, or dividends from taxable Canadian corporations, and taxable capital gains realized on the disposition of Units of the Fund may increase the Unitholder’s liability for alternative minimum tax.

## ***Tax Implications of the Funds’ Distribution Policy***

The NAV per Unit of a Fund will, in part, reflect any income and gains of the Fund that have accrued and/or have been realized, but have not been made payable at the time Units of the Fund were acquired. Accordingly, a Unitholder of a Fund who acquires Units of the Fund, including on a reinvestment of distributions or a distribution of Units, may become taxable on the Unitholder’s share of such income and gains of the Fund. In particular, an investor who acquires Units of a Fund at any time in the year but prior to a distribution being paid or made payable will have to pay tax on the entire distribution (to the extent it is a taxable distribution) notwithstanding that such amounts may have been reflected in the price paid by the Unitholder for the Units. Further, where a Unitholder acquires Units in a calendar year after December 15 of such year, such Unitholder may become taxable on income earned or capital gains realized in the taxation year ending on December 15 of such calendar year but that had not been made payable before the Units were acquired.

## **INTERNATIONAL INFORMATION REPORTING**

The Funds are required to comply with due diligence and reporting obligations in the Tax Act enacted to implement the Canada-United States Enhanced Tax Information Exchange Agreement (collectively, the “FATCA Rules”). As long as Units of the Funds are and continue to be listed on the TSX, the Funds should not have any U.S. reportable accounts and, as a result, they should not be required to provide information

to the CRA in respect of Unitholders. However, dealers through which Unitholders hold Units of a Fund are subject to due diligence and reporting obligations with respect to financial accounts that they maintain for their clients. Unitholders may be requested to provide information to their dealer in order to allow the dealer to identify U.S. persons holding Units. If a Unitholder is a U.S. person (including a U.S. citizen or green card holder who is resident in Canada) or if the Unitholder does not provide the requested information and U.S. indicia is present, the Unitholder's dealer will be required under Part XVIII of the Tax Act to report certain information to the CRA about such Unitholder's investment in a Fund, unless the Units are held by a Plan. The CRA is expected to provide that information to the U.S. Internal Revenue Service.

In addition, due diligence and reporting obligations in the Tax Act which came into force on July 1, 2017, have implemented the Organization for Economic Co-operation and Development's (the "OECD") Common Reporting Standard (the "CRS Rules"). Pursuant to the CRS Rules, in order to meet the objectives of the OECD'S Common Reporting Standard (the "CRS"), Canadian financial institutions are required to have procedures in place to identify accounts held by residents of foreign countries which have agreed to a bilateral information exchange with Canada under the CRS (the "Participating Jurisdictions"), or by certain entities any of whose "controlling persons" are resident in a Participating Jurisdiction, and to report the required information to the CRA. Similar to the FATCA Rules, as long as Units of a Fund are and continue to be listed on the TSX, it will be the responsibility of the dealers to perform the due diligence and reporting obligations under the CRS Rules. Similarly, the dealer will have to forward the relevant information to the CRA in respect of any Unitholder who is either a resident of a jurisdiction other than Canada or the U.S., or does not provide the relevant information and non-resident indicia is present, unless the Units are held by a Registered Plan. Such information will be exchanged by the CRA on a reciprocal, bilateral basis with the Participating Jurisdictions in which the Unitholders are resident.

### **ELIGIBILITY FOR INVESTMENT**

In the opinion of counsel, Borden Ladner Gervais LLP, provided that a Fund qualifies as a "mutual fund trust", is a "registered investment", or that the Units of the Fund are listed on a "designated stock exchange" (which includes the TSX), all within the meaning of the Tax Act, the Units of that Fund will be "qualified investments" under the Tax Act for Registered Plans.

Notwithstanding the foregoing, if Units of a Fund are a "prohibited investment" for a TFSA, RRSP, RRIF, RDSP or RESP that acquires such Units, the holder of the TFSA or RDSP, subscriber of the RESP or annuitant of the RRSP or RRIF (any such holder, subscriber or annuitant, a "controlling individual") will be subject to a penalty tax as set out in the Tax Act. A "prohibited investment" includes a unit of a trust that does not deal at arm's length with the controlling individual or in which the controlling individual has a significant interest, which generally means the ownership of 10% or more of the value of the trust's outstanding units by the controlling individual, either alone or together with persons and partnerships with whom the controlling individual does not deal at arm's length. Certain exemptions from the "prohibited investment" rules may be available. Holders of TFSAs or RDSPs, subscribers of RESPs and annuitants under RRSPs and RRIFs should consult with their tax advisors regarding whether Units of the Funds would be a prohibited investment for such accounts or plans in their particular circumstances.

In the case of an exchange of Units of a Fund for a Basket of Securities of the Fund, or a distribution in specie on the termination of a Fund, the investor will receive securities. The securities received by an investor as a result of an exchange of Units or a distribution in specie may or may not be qualified investments for trusts governed by Registered Plans. Investors should consult their own tax counsel for advice on whether or not such securities would be qualified investments for trusts governed by Registered Plans or prohibited investments for TFSAs, RRSPs, RESPs, RDSPs or RRIFs.

### **ORGANIZATION AND MANAGEMENT DETAILS OF THE FUNDS**

#### **Manager, Trustee and Promoter**

CI Global Asset Management, a corporation incorporated under the laws of the Province of Ontario, is the manager of the Funds. CI is a wholly owned subsidiary of CI Financial Corp. The address, phone number, email address and website of CI is 15 York Street, Second Floor, Toronto, Ontario M5J 0A3, 1-800-792-9355, [service@ci.com](mailto:service@ci.com) and [www.ci.com](http://www.ci.com). CI manages the Funds pursuant to the Declaration of Trust.

CI is the trustee and manager of the Funds and is responsible for the day-to-day administration of the Funds. CI is registered as an investment fund manager and exempt market dealer with applicable securities regulatory authorities in Canada.

CI has taken the initiative in founding and organizing the Funds and accordingly may be considered to be a promoter of the Funds within the meaning of securities legislation of certain provinces and territories of Canada.

#### Officers and Directors of the Trustee, Manager and Promoter

The name and municipality of residence of each of the directors and executive officers of CI, the trustee, manager and Promoter of the Funds , and their principal occupations are as follows:

<b>Name and Municipality of Residence</b>	<b>Position with Manager</b>	<b>Principal Occupation for the Past 5 Years</b>
Darie Urbanky Toronto, Ontario	Director, President, Chief Operating Officer and Ultimate Designated Person	<p>President and Ultimate Designated Person (since April 2021), Director (since December 2019) and Chief Operating Officer, CI Global Asset Management since September 2018</p> <p>President (since June 2019) and Chief Operating Officer, CI Financial Corp. since September 2018</p>
Amit Muni Manhasset, New York, USA	Director and Chief Financial Officer	<p>Chief Financial Officer, CI Global Asset Management since May 2022</p> <p>Director, CI Global Asset Management since May 2021</p> <p>Executive Vice President and Chief Financial Officer, CI Financial Corp. since May 2021</p> <p>Executive Vice President and Chief Financial Officer, WisdomTree Investments, Inc., from March 2008 to May 2021</p> <p>Director (since 2016), Executive Vice President and Chief Financial Officer, WisdomTree Asset Management Inc., from March 2008 to May 2021</p> <p>Director (since 2015) and Chief Financial Officer, WisdomTree Asset Management Canada, Inc., from April 2016 to February 2020</p>
William Chinkiwsky Toronto, Ontario	Chief Compliance Officer	<p>Chief Compliance Officer, CI Global Asset Management, since February 2021</p> <p>Head, Global Asset Management Compliance, Bank of Montreal, from October 2012 to February 2021</p>



<b>Name and Municipality of Residence</b>	<b>Position with Manager</b>	<b>Principal Occupation for the Past 5 Years</b>
Edward Kelterborn Toronto, Ontario	Director, Executive Vice-President and Chief Legal Officer	Director (since February 2019), Executive Vice-President and Chief Legal Officer, CI Global Asset Management, since November 2021  Chief Legal Officer (since September 2018) and Executive Vice-President, CI Financial Corp. since November 2020

Except where another company is disclosed above, all directors and executive officers have held position(s) with CI for the last five (5) consecutive years. Where a director or executive officer has held multiple positions within CI for the last five (5) consecutive years, the above table generally sets out only the current or most recently-held position(s) held at CI. The start date for each position generally refers to the date on which the director or executive officer commenced the applicable position.

***Duties and Services Provided by the Trustee and Manager***

CI is the trustee and manager of the Funds and, as such, is responsible for providing managerial, administrative and compliance services to the Funds including, without limitation, calculating NAV, NAV per Unit, net income and net realized capital gains of the Funds, authorizing the payment of operating expenses incurred on behalf of the Funds, preparing financial statements and financial and accounting information as required by the Funds, ensuring that Unitholders are provided with financial statements (including interim and annual financial statements) and other reports as are required by applicable law from time to time, ensuring that the Funds comply with regulatory requirements and applicable stock exchange listing requirements, preparing the Funds’ reports to Unitholders and the securities regulatory authorities, determining the amount of distributions to be made by the Funds and negotiating contractual agreements with third-party providers of services, including the Investment Advisor, Designated Brokers, the Custodian, the Registrar and Transfer Agent, the auditor and printers.

***Details of the Declaration of Trust***

CI is required to exercise its powers and discharge its duties honestly, in good faith and in the best interests of Unitholders, and in connection therewith, to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

CI may resign as trustee and/or manager of a Fund upon 90 days’ notice to the Unitholders. If the Manager resigns it may appoint its successor but, unless its successor is an affiliate of the Manager, its successor must be approved by the Unitholders. If the Manager is in material default of its obligations under the Declaration of Trust and such default has not been cured within 30 days after notice of the same has been given to the Manager, the Unitholders may remove the Manager and appoint a successor trustee and/or manager.

CI is entitled to fees for its services as manager under the Declaration of Trust as described under “Fees and Expenses – Fees and Expenses Payable by the Funds – Management Fees”. In addition, CI and its affiliates and each of their directors, officers, employees and agents will be indemnified by each of the Funds for all liabilities, costs and expenses incurred in connection with any action, suit or proceeding that is proposed or commenced or other claim that is made, or threatened, against any of them in the exercise of CI’s duties under the Declaration of Trust, if they do not result from CI’s wilful misconduct, bad faith, gross negligence or breach of its obligations thereunder.

## Investment Advisor

### *One Capital Management, LLC*

One Capital Management, LLC acts as investment advisor to the Funds pursuant to the terms of an amended and restated investment advisory agreement (the “Investment Advisory Agreement”) between the Manager, as manager of the Funds, and OCM.

OCM is headquartered in Westlake Village, California, and is registered as an Investment Advisor with the U.S. Securities and Exchange Commission and as a Portfolio Manager (PM) in the following provinces: Quebec, Ontario, Manitoba, Saskatchewan, Alberta, British Columbia, Nova Scotia. OCM is an affiliate of the Manager.

OCM makes all decisions relating to the investment portfolio of the Funds. The name, title and length of service of persons employed by OCM who are principally responsible for providing investment advisory services to the Funds are shown in the table below:

<b>Name and Municipality of Residence</b>	<b>Position with OCM</b>	<b>Years with OCM</b>
Steven R. Cowley, CFA Los Angeles, California	Chief Investment Officer	20
Randol Curtis Thousand Oaks, California	Deputy Chief Investment Officer	6
Lance Messervy Thousand Oaks, California	Senior Portfolio Manager	9

The investment decisions made by these individuals (relating to portfolio securities) are subject to the oversight, approval or ratification of OCM’s Investment Committee, which considers the reports prepared by the research team in making its decisions. Decisions regarding the purchase and sale of portfolio securities and the execution of transactions for the portfolio are made by OCM in accordance with and subject to the terms of the Investment Advisory Agreement.

Pursuant to the Investment Advisory Agreement, the Investment Advisor manages the assets held by each Fund in accordance with the Fund’s investment objectives and investment strategies and subject to its investment restrictions. The Investment Advisory Agreement continues indefinitely unless otherwise terminated in accordance with its terms. In consideration for the services provided by the Investment Advisor pursuant to the Investment Advisory Agreement, the Investment Advisor receives from the Manager a fee, in an amount to be agreed upon by the Manager and the Investment Advisor from time to time, payable out of the Management Fee.

Under the Investment Advisory Agreement, the Investment Advisor is required to exercise its powers and discharge its duties honestly, in good faith and in the best interests of the Funds and must exercise the degree of care, diligence and skill that a reasonably prudent portfolio manager would exercise in comparable circumstances. The Investment Advisor is not liable in carrying out its duties under the Investment Advisory Agreement, including for any losses, damages, expenses and costs (including court costs and reasonable solicitor’s fees) (collectively, “Losses”) which it may suffer or incur resulting from or arising out of any claim brought against the Investment Advisor in connection with or arising out of the Investment Advisor’s services provided to the Fund, except to the extent that the Losses result from the wilful misconduct, negligence, bad faith, any material breach, material inaccuracy or material non-performance by the Investment Advisor of any covenant, representation or warranty or other obligation to be performed by it contained in the Investment Advisory Agreement or if the Investment Advisor has failed to meet the standard of care set out above.

The Investment Advisor and each of its directors, officers, employees and agents will be indemnified and saved harmless by the Manager and the Funds for all Losses in the exercise of the Investment Advisor’s duties if they do not result from the wilful misconduct, negligence, bad faith, any material breach, material inaccuracy or material non-performance by the Investment Advisor of any covenant, representation or

warranty or other obligation to be performed by it contained in the Investment Advisory Agreement or failure to meet its standard of care.

### **Brokerage Arrangements**

OCM utilizes various brokers to effect securities transactions on behalf of the Funds. These brokers may directly provide the Funds with research and related services, as outlined below, in addition to executing transactions – often referred to as “bundled services”. Although the Funds (in addition to other funds managed by the Manager) may not benefit equally from each research and related service received from a broker, OCM will endeavour to ensure that all of the funds managed by it receive an equitable benefit over time.

OCM maintains a list of brokers that have been approved to effect securities transactions on behalf of the Funds. When determining whether a broker should be added to that list there are numerous factors that are considered including: (a) with respect to trading: (i) level of service; (ii) response time; (iii) availability of securities (liquidity); (iv) account management; (v) idea generation; and (vi) access to alternative markets/liquidity pools; (b) with respect to research: (i) proprietary research reports; (ii) industry knowledge; (iii) access to analysts; and (iv) access to staff; (c) with respect to personnel: (i) back office support; and (ii) sales contacts; and (d) with respect to infrastructure: (i) trade settlement; (ii) confirmations; and (iii) reporting.

Approved brokers are monitored on a regular basis to ensure that the value of the goods and services, as outlined above, provides a reasonable benefit as compared to the amount of brokerage commissions paid for the goods and services. In conducting this analysis, OCM considers the use of the goods and services, execution quality in terms of trade impact and the ability to achieve the target benchmark price, as well as the amount of brokerage commissions paid relative to other brokers and the market in general.

Since the date of the Funds’ last prospectus, certain brokerage transactions may have been directed to soft dollar brokers in return for the provision of qualified order execution and research goods. Additional information including the services supplied by each broker can be obtained from CI upon request, at no cost, by calling 1-800-792-9355 or [service@ci.com](mailto:service@ci.com).

### **Conflicts of Interest**

CI, the Investment Advisor and their affiliates are engaged in a wide range of investment management, investment advisory and other business activities. The services provided by CI under the Declaration of Trust and the Investment Advisor under the Investment Advisory Agreement are not exclusive and nothing in the agreement prevents CI, the Investment Advisor or any of their affiliates from providing similar services to other investment funds or clients (whether or not their investment objectives, strategies and policies are similar to those of the Funds) or from engaging in other activities. CI and the Investment Advisor therefore will have conflicts of interest in allocating management time, services and functions to the Funds and the other persons for which they provide similar services. The Investment Advisor’s investment decisions for the Funds will be made independently of those made on behalf of its other clients or for its own investments. On occasion, however, the Investment Advisor will make the same investment for a Fund and for one or more of its other clients. If a Fund and one or more of the other clients of the Investment Advisor, as applicable, or any of their respective affiliates, are engaged in the purchase or sale of the same security, the transactions will be effected on an equitable basis. In this regard, the Investment Advisor will generally endeavour to allocate investment opportunities to the Funds on a pro rata basis.

The Investment Advisor may trade and make investments for its own accounts, and the Investment Advisor currently trade and manage and will continue to trade and manage accounts other than a Fund’s accounts utilizing trading and investment strategies which are the same as or different from the ones to be utilized in making investment decisions for the Fund. In addition, in proprietary trading and investment, the Investment Advisor may take positions the same as, different than or opposite to those of a Fund. Furthermore, all of the positions held by accounts owned, managed or controlled by CI will be aggregated for purposes of applying certain position limits. As a result, a Fund may not be able to enter into or maintain certain positions if such positions, when added to the positions already held by the Fund and such other accounts, would exceed applicable limits. All of such trading and investment activities may also increase the level of

competition experienced with respect to priorities of order entry and allocations of executed trades. See “Risk Factors”.

CI and the Investment Advisor may at times have interests that differ from the interests of the Unitholders. Where CI and the Investment Advisor or their affiliates otherwise perceive in the course of business, that they are or may be in a material conflict of interest position, the matter will be referred to the IRC. The IRC will consider all matters referred to it and provide its recommendations to CI as soon as possible.

In evaluating these conflicts of interest, potential investors should be aware that CI and the Investment Advisor each have a responsibility to the Unitholders to exercise good faith and fairness in all dealings affecting the Funds. Unitholders should be aware that the performance by CI and the Investment Advisor of their responsibilities to the Funds will be measured in accordance with (i) the provisions of the agreement by which each of CI and the Investment Advisor have been appointed to their positions with the Funds; and (ii) applicable laws.

A registered dealer acts as a Designated Broker, and one or more registered dealers may act as a Dealer and/or a market maker. These relationships may create actual or perceived conflicts of interest which investors should consider in relation to an investment in a Fund. In particular, by virtue of these relationships, these registered dealers may profit from the sale and trading of Units. The Designated Broker, as market maker of the Funds in the secondary market, may therefore have economic interests which differ from and may be adverse to those of Unitholders.

Any such registered dealer and its affiliates may, at present or in the future, engage in business with the Funds, the issuers of securities making up the investment portfolio of the Funds, or with CI or any funds sponsored by CI or its affiliates, including by making loans, entering into derivative transactions or providing advisory or agency services. In addition, the relationship between any such registered dealer and its affiliates, and CI and its affiliates may extend to other activities, such as being part of a distribution syndicate for other funds sponsored by CI or its affiliates.

No Designated Broker or Dealer has been involved in the preparation of this prospectus or has performed any review of the contents of this prospectus. The applicable Designated Broker and Dealers do not act as underwriters of any Fund in connection with the distribution of Units under this prospectus. Units of the Funds do not represent an interest or an obligation of any Designated Broker, any Dealer or any affiliate thereof, and a Unitholders does not have any recourse against any such parties in respect of amounts payable by a Fund to the applicable Designated Broker or Dealers. The Canadian securities regulators have provided the Funds with a decision exempting the Funds from the requirement to include a certificate of any underwriter in the prospectus.

#### **Independent Review Committee (“IRC”)**

NI 81-107 requires the Funds to establish an independent review committee to whom the Manager must refer conflict of interest matters for review or approval. NI 81-107 also imposes obligations upon the Manager to establish written policies and procedures for dealing with conflict of interest matters, maintain records in respect of these matters and provide assistance to the IRC in carrying out its functions. The IRC will be required to conduct regular assessments and provide reports to the Manager and to Unitholders in respect of its functions.

The Funds, along with other funds managed by the Manager’s affiliates, share the same IRC. The fees and expenses of the IRC are borne and shared by all of such funds. Each fund is also responsible for all expenses associated with insuring and indemnifying the IRC members.

Set out below is a list of the individuals who comprise the IRC for the Funds:

Name and municipality of residence	Principal occupation in the last 5 years
Karen Fisher* Newcastle, Ontario	Chair of the IRC Corporate director
Tom Eisenhauer Toronto, Ontario	Chief Executive Officer of Bonnefield Financial Inc.
James McPhedran Toronto, Ontario	Corporate director Senior Advisor, McKinsey & Company, since 2018 Supervisory Board Director, Maduro & Curriel's Bank (Curacao), since 2018  Executive Vice-President, Canadian Banking, Scotiabank, from 2015 to 2018
Donna Toth Thornbury, Ontario	Corporate director

*\*Effective December 10, 2021, Ms. Karen Fisher replaced Mr. James M. Werry as the Chair of the IRC.*

Each member of the IRC is independent of the Manager, the Manager's affiliates and the Funds. The IRC provides independent oversight and impartial judgment on conflicts of interest involving the Funds. Its mandate is to consider matters relating to conflicts of interest and recommend to the Manager what action the Manager should take to achieve a fair and reasonable result for the Funds in those circumstances, and to review and advise on or consent to, if appropriate, any other matter required by the Declaration of Trust and by applicable securities laws, regulations and rules. The IRC meets at least quarterly.

The IRC will prepare a report, at least annually, of its activities for Unitholders which will be available on the Funds' website at [www.ci.com](http://www.ci.com), or at Unitholder's request at no cost, by contacting the Manager at [service@ci.com](mailto:service@ci.com).

The IRC members perform a similar function as the IRC for other funds managed by the Manager or the Manager's affiliates. The Chair of the IRC is paid \$88,000 annually and each member other than the Chair is paid \$72,000. Members of the IRC are also paid a meeting fee of \$1,500 per meeting after the sixth meeting attended and are reimbursed for their expenses which are typically nominal and associated with travel and the administration of meetings. Their annual fees are allocated across all investment funds managed by the Manager and its affiliates with the result that only a small portion of such fees are allocated to any particular Fund.

As of May 15, 2022, the members of the IRC did not beneficially own, directly or indirectly, in aggregate, any material amount of issued and outstanding securities of the Funds, (ii) any class or series of voting or equity securities of the Manager or (iii) any material amount of any class or series of voting or equity securities of any material service provider to the Funds or to the Manager.

### **Liquidity Risk Oversight Committee**

The Manager has established a Liquidity Risk Oversight Committee, which is responsible for the oversight of policies and procedures related to liquidity risk management and is part of the Manager's broader risk management process. The committee members include representatives from capital markets, operations, compliance, risk management, investments and product development.

### **Custodian**

Pursuant to the Custodian Agreement, CIBC Mellon Trust Company is the custodian of the assets of the Funds and has been given authority to appoint sub-custodians. The principal office of the Custodian is located in Toronto, Ontario. The Custodian is entitled to receive fees from the Manager as described under "Fees and Expenses" and to be reimbursed for all expenses and liabilities that are properly incurred by the Custodian in connection with the activities of the Funds.

### **Accounting Agent**

CIBC Mellon Global Securities Services Company acts as the accounting agent of the Funds pursuant to an accounting and administrative services agreement. CIBC Mellon Global Securities Services Company provides certain fund accounting, valuation and administrative services to the Funds including, without limitation, calculating the NAV, NAV per Unit, net income and net realized capital gains of the Funds. The principal office of CIBC Mellon Global Securities Services Company is located in Toronto, Ontario.

### **Auditor**

The auditor of the Funds is Ernst & Young LLP, at its principal offices in Toronto, Ontario.

### **Transfer Agent and Registrar**

TSX Trust Company, at its principal offices in Toronto, Ontario, is the registrar and transfer agent for the Units. The register of the Funds is kept in Toronto, Ontario.

### **Plan Agent**

TSX Trust Company, at its principal offices in Toronto, Ontario, is the Plan Agent for the Funds.

### **Securities Lending Agent**

Bank of New York Mellon of New York, New York is the securities lending agent of the Funds pursuant to a securities lending authorization agreement entered into between CI, as manager of the Funds, and Bank of New York Mellon, as securities lending agent (the "Securities Lending Agreement"). The Securities Lending Agent is not an affiliate of the Manager. In accordance with the Securities Lending Agreement, Bank of New York Mellon will value the loaned securities and the collateral daily to ensure that the collateral is worth at least 102% of the value of the securities. In addition to the collateral held by a Fund, each Fund also benefits from a borrower default indemnity provided by the Securities Lending Agent. The Securities Lending Agent's indemnity provides for the replacement of a number of securities equal to the number of unreturned loaned securities. Pursuant to the terms of the Securities Lending Agreement, Bank of New York Mellon will indemnify and hold harmless CI, on behalf of the Funds from all losses, damages, liabilities, costs or expenses (including reasonable counsel fees and expenses but excluding consequential damages) suffered by CI or the Fund(s) arising from (a) the failure of Bank of New York Mellon to perform any obligations under the Securities Lending Agreement or (b) any inaccuracy of any representation or warranty made by Bank of New York Mellon in the Securities Lending Agreement. Either party may terminate the Securities Lending Agreement by giving the other parties 30 days' prior notice.

### **CALCULATION OF NET ASSET VALUE**

The NAV and NAV per Unit of a Fund will be calculated by the Accounting Agent as of the Valuation Time on each Valuation Date. The NAV of the Units of a Fund on a particular date will be equal to the aggregate value of the assets of the Fund less the aggregate value of the liabilities of the Fund including any income, net realized capital gains or other amounts payable to Unitholders on or before such date and the value of the liabilities of the Fund for management fees. The NAV per Unit of a Fund on any day will be obtained by dividing the NAV of the Fund on such day by the number of Units of the Fund then outstanding.

### **Valuation Policies and Procedures**

In calculating the NAV, each Fund values the various assets as described below. The Manager may deviate from these valuation practices in circumstances where this would be appropriate, for example, if trading in a security is halted because of significant negative news about the issuer.

Type of asset	Method of valuation
Liquid assets, including cash on hand, on deposit or on call; bills and notes and accounts receivable; prepaid expenses; cash dividends to be received; and interest accrued but not yet received	Valued at full face value unless the Manager determines the asset is not worth full face value, in which case the Manager will determine a fair value.
Money market instruments	The purchase cost amortized to the instrument's due date.
Bonds, debentures or other debt obligations	The mid-price, which is the average of the bid and ask prices quoted by a pricing vendor selected by CI. The pricing vendor will determine the price from quotes received from one or more dealers in the applicable bond, debenture or debt obligation market, selected for this purpose by the pricing vendor.
Shares, subscription rights and other securities listed or traded on a stock exchange	The latest available sale price reported by any means in common use. If a price is not available, the Manager will determine a price not higher than the latest available asked price and not lower than the latest available bid price. If the securities are listed or traded on more than one exchange, the Manager will calculate the value in a manner that it believes accurately reflects fair value. If the Manager believes stock exchange quotations do not accurately reflect the price the Fund would receive from selling a security, the Manager can value the security at a price the Manager believes reflects fair value.
Shares, subscription rights and other securities not listed or traded on a stock exchange	The price quotation or valuation that the Manager believes best reflects fair value.
Restricted securities as defined in NI 81-102	The market value of securities of the same class which are not restricted, multiplied by the percentage that the Fund's acquisition cost was of the market value of such securities at the time of acquisition. The extend of the restrictions (including materiality) will be taken into consideration, provided that a gradual taking into account of the actual value of the securities may be made where the date on which the restrictions will be lifted is known or such lower value as may be available from reported quotations in common use.
Long positions in clearing corporation options, options on futures, over-the-counter options, debt-like securities, warrants, and rights	The current market value.
Premiums received from written clearing corporation options, options on futures or over-the-counter options	Treated as deferred credits and valued at an amount equal to the market value that would trigger closing the position. The deferred credit is deducted when calculating the NAV of the Fund. Any securities that are the subject of a written clearing corporation option or over-the-counter option will be valued as described above.
Futures contracts, forward contracts and swaps	Valued according to the gain or loss the Fund would realize if the position were closed out on the day of the valuation. If daily limits are in effect, the value will be based on the current market value of the underlying interest. Margin paid or deposited in respect of futures contracts, forward contracts and swaps will be reflected as an account receivable and margin consisting of assets other than cash shall be noted as held as margin.

Type of asset	Method of valuation
Assets valued in foreign currency, deposits and contractual obligations payable to a Fund in a foreign currency and liabilities and contractual obligations the Fund must pay in a foreign currency	Valued using the exchange rate at 4:00 p.m. Eastern time that Valuation Day or the prevailing exchange rate determined by the Manager. Certain funds are valued using the exchange rate at either 4:00 p.m. Eastern time or 11:00 a.m. Eastern time (for London close).
Precious metals (certificates or bullion) and other commodities	Precious metals (certificates or bullion) and other commodities are valued at their fair market value, generally based on prevailing market prices as reported on exchanges or other markets.
Securities of other mutual funds, other than exchange-traded mutual funds	The value of the securities will be the NAV per security on that day or, if the day is not a Valuation Day of the Fund, the NAV per security on the most recent Valuation Day. The Manager may also use fair value to value the securities.

When a portfolio transaction becomes binding, the transaction is included in the next calculation of the Fund's NAV.

The following are liabilities of the Funds:

- all bills and accounts payable
- all administrative expenses payable and/or accrued
- all contractual obligations to pay money or property, including distributions the Fund has declared but not yet paid
- allowance that we have approved for taxes or contingencies
- all other liabilities except liabilities to investors for outstanding Units.

Prior to the calculation of the NAV of a Fund, any non-Canadian denominated assets and liabilities of the Fund will be translated into Canadian currency at the prevailing rate of exchange, as determined by the Manager, on the applicable Valuation Date.

In calculating the NAV of a Fund, the Fund will generally value its investments based on the market value of its investments at the time the NAV of the Fund is calculated. If no market value is available for an investment of the Fund or if the Manager determines that such value is inappropriate in the circumstances (i.e., when the value of an investment of the Fund has been materially changed by effects occurring after the market closes), the Manager will value such investments using methods that have generally been adopted by the marketplace. Fair valuing the investments of a Fund may be appropriate if: (i) market quotations do not accurately reflect the fair value of an investment; (ii) an investment's value has been materially affected by events occurring after the close of the exchange or market on which the investment is principally traded; (iii) a trading halt closes an exchange or market early; or (iv) other events result in an exchange or market delaying its normal close. The risk in fair valuing an investment of a Fund is that the value of the investment may be higher or lower than the price that the Fund may be able to realize if the investment had to be sold.

In determining the NAV of a Fund, Units of the Fund subscribed for will be deemed to be outstanding immediately following the calculation of the applicable NAV per Unit that is the issue price of the Units and the amount payable in connection with the issuance shall then be deemed to be an asset of the Fund. Units of a Fund that are being redeemed shall be deemed to remain outstanding until immediately following the calculation of the applicable NAV per Unit that is the redemption price of the Units and thereafter, the redemption proceeds, until paid, will be a liability of the Fund.



## **Reporting of Net Asset Value**

Following the Valuation Time on the Valuation Date, the NAV and NAV per Unit of a Fund will be made available to persons or companies, at no cost, by calling the Manager at 1-800-792-9355 (toll free), or checking on the Funds' website at [www.ci.com](http://www.ci.com).

## **ATTRIBUTES OF THE SECURITIES**

### **Description of the Securities Distributed**

Each Fund is authorized to issue an unlimited number of redeemable, transferable Units, each of which represents an undivided interest in the net assets of that Fund.

On December 16, 2004, the *Trust Beneficiaries' Liability Act, 2004* (Ontario) came into force. This statute provides that holders of units of a trust are not, as beneficiaries, liable for any default, obligation or liability of the trust if, when the default occurs or the liability arises: (i) the trust is a reporting issuer under the *Securities Act* (Ontario); and (ii) the trust is governed by the laws of the province of Ontario. Each Fund is a reporting issuer under the *Securities Act* (Ontario) and each Fund is governed by the laws of the province of Ontario by virtue of the provisions of the Declaration of Trust.

### **Certain Provisions of the Units**

Each Unit entitles the owner to one vote at meetings of Unitholders and is entitled to participate equally with all other Units of a Fund with respect to all payments made to Unitholders, other than Management Fee Distributions, including distributions of net income and net realized capital gains and, on liquidation, to participate equally in the net assets of the Fund remaining after satisfaction of any outstanding liabilities that are attributable to Units of the Fund. Notwithstanding the foregoing, subject to the limitation imposed under the Tax Act, a Fund may allocate and designate as payable any capital gains realized by the Fund as a result of any disposition of property of the Fund undertaken to permit or facilitate the redemption or exchange of Units to a Unitholder whose Units are being redeemed or exchanged. All Units will be fully paid, with no liability for future assessments, when issued and will not be transferable except by operation of law. Unitholders are entitled to require a Fund to redeem their Units of the Fund as outlined under the heading "Purchases, Exchanges and Redemptions of Units – Information for Unitholders – Redemption of Units in any Number for Cash" and "Information for Designated Broker and Dealers – Exchange of Prescribed Number of Units".

### **Exchange of Units for Baskets of Securities**

As set out under "Information for Designated Broker and Dealers – Exchange of Prescribed Number of Units", Unitholders may exchange the applicable PNU (or an integral multiple thereof) of a Fund on any Trading Day for Baskets of Securities and/or cash (or, in the Manager's discretion, cash only), subject to the requirement that a minimum PNU be exchanged.

### **Redemptions of Units for Cash**

On any Trading Day, Unitholders may redeem Units of a Fund for cash at a redemption price per Unit equal to the lesser of: (i) 95% of the closing price for the Units of the Fund on the TSX on the effective day of the redemption; and (ii) the NAV per Unit of the Fund on the effective day of the redemption.

### **Modification of Terms**

All rights attached to the Units may only be modified, amended or varied in accordance with the terms of the Declaration of Trust. See "Unitholder Matters – Amendments to the Declaration of Trust".

The Manager may amend the Declaration of Trust from time to time to redesignate the name of a Fund or to create a new class or series of units of a Fund without notice to existing Unitholders of the Funds.

### **Voting Rights in the Portfolio Securities**

Holders of Units will not have any voting rights in respect of the securities in a Fund's portfolio.

## UNITHOLDER MATTERS

### Meetings of Unitholders

Except as otherwise required by law, meetings of Unitholders of a Fund will be held if called by the Manager upon written notice of not less than 21 days nor more than 50 days before the meeting.

### Matters Requiring Unitholders' Approval

NI 81-102 requires a meeting of Unitholders of a Fund to be called to approve certain changes as follows:

- (a) the basis of the calculation of a fee or expense that is charged to the Fund is changed in a way that could result in an increase in charges to the Fund, except where:
  - (i) the Fund is at arm's length with the person or company charging the fee;
  - (ii) the Unitholders have received at least 60 days' notice before the effective date of the change; and
  - (iii) the right to notice described in (ii) is disclosed in the prospectus of the Fund;
- (b) a fee or expense is introduced that is to be charged to a Fund or directly to its Unitholders by the Fund or the Manager in connection with the holding of Units of the Fund that could result in an increase in charges to the Fund or its Unitholders;
- (c) the Manager is changed, unless the new manager of the Fund is an affiliate of the Manager;
- (d) the fundamental investment objective of the Fund is changed;
- (e) the Fund decreases the frequency of the calculation of its NAV per Unit;
- (f) the Fund undertakes a reorganization with, or transfers its assets to, another mutual fund, if the Fund ceases to continue after the reorganization or transfer of assets and the transaction results in the Unitholders of the Fund becoming securityholders in the other mutual fund, unless:
  - (i) the IRC of the Fund has approved the change;
  - (ii) the Fund is being reorganized with, or its assets are being transferred to, another mutual fund that is managed by the Manager, or an affiliate of the Manager;
  - (iii) the Unitholders have received at least 60 days' notice before the effective date of the change;
  - (iv) the right to notice described in (iii) is disclosed in the prospectus of the Fund; and
  - (v) the transaction complies with certain other requirements of applicable Canadian securities legislation;
- (g) the Fund undertakes a reorganization with, or acquires assets from, another mutual fund, if the Fund continues after the reorganization or acquisition of assets, the transaction results in the securityholders of the other mutual fund becoming Unitholders of the Fund, and the transaction would be a material change to the Fund; or
- (h) any matter which is required by the constating documents of the Fund or by the laws applicable to the Fund or by any agreement to be submitted to a vote of the Unitholders of the Fund.

Approval of Unitholders of a Fund of any such matter will be given if a majority of the votes cast at a meeting of Unitholders of the Fund duly called and held for the purpose of considering the same approve the related resolution.

A Fund may, without Unitholders' approval, enter into a merger or other similar transaction that has the effect of combining the funds or their assets (a "Permitted Merger") with any other investment fund or funds managed by the Manager or an affiliate of the Manager that have investment objectives that are substantially similar to those of the Fund, subject to:

- (a) approval of the merger by the IRC;
- (b) compliance with certain merger pre-approval conditions set out in section 5.6 of NI 81-102; and
- (c) written notice to Unitholders at least 60 days before the effective date of the merger.

In connection with a Permitted Merger, the merging funds will be valued at their respective net asset values for the purpose of such transaction.

In addition, the auditor of a Fund may not be changed unless:

- (a) the IRC has approved the change; and
- (b) Unitholders have received at least 60 days' notice before the effective date of the change.

#### **Amendments to the Declaration of Trust**

The trustee may amend the Declaration of Trust from time to time but may not, without the approval of a majority of the votes of Unitholders of the Fund voting at a meeting of Unitholders duly called for such purpose, make any amendment relating to any matter in respect of which NI 81-102 requires a meeting, as set out above, or any amendment that will adversely affect the voting rights of Unitholders. All Unitholders of a Fund shall be bound by an amendment affecting the Fund from the effective date of the amendment.

#### **Accounting and Reporting to Unitholders**

The Funds' fiscal year is the calendar year or such other fiscal period permitted under the Tax Act as the Funds elect. The Manager will make available to Unitholders such financial statements and other continuous disclosure documents as are required by applicable law, including (i) unaudited interim and audited annual financial statements of the Funds, prepared in accordance with International Financial Reporting Standards and (ii) interim and annual management reports of fund performance in respect of the Funds.

Any tax information necessary for Unitholders to prepare their annual federal income tax returns will be distributed to Unitholders within 90 days after the end of each taxation year of the Funds occurring in December of each calendar year.

The Manager will ensure that adequate books and records are kept reflecting the activities of the Funds. A Unitholder or his or her duly authorized representative has the right to examine the books and records of the applicable Fund during normal business hours at the registered office of the Manager. Notwithstanding the foregoing, a Unitholder shall not have access to any information that, in the opinion of the Manager, should be kept confidential in the interests of the Funds.

#### **TERMINATION OF THE FUNDS**

A Fund may be terminated by the Manager on at least 60 days' notice to Unitholders of such termination and the Manager will issue a press release in advance thereof. The Manager may also terminate a Fund if the trustee resigns or becomes incapable of acting and is not replaced. The rights of Unitholders to exchange and redeem Units described under "Purchases, Exchanges and Redemptions of Units – Information for Unitholders - Redemption of Units in any Number for Cash" and "Purchases, Exchanges

and Redemptions of Units – Information for Designated Broker and Dealers – Exchange of Prescribed Number of Units” will cease as and from the date of termination of the applicable Fund.

The trustee shall be entitled to retain out of any assets of a Fund, at the date of termination of the Fund, full provision for all costs, charges, expenses, claims and demands incurred or believed by the trustee to be due or to become due in connection with or arising out of the termination of the Fund and the distribution of its assets to the Unitholders of the Fund. Out of the funds so retained, the trustee is entitled to be indemnified and saved harmless against all costs, charges, expenses, claims and demands. Upon such termination, the portfolio securities, cash and other assets remaining after paying or providing for all liabilities and obligations of the applicable Fund shall be distributed *pro rata* among the Unitholders of the Fund.

### **PLAN OF DISTRIBUTION**

Units are being offered for sale on a continuous basis by this prospectus and there is no maximum number of Units that may be issued. The Units shall be offered for sale at a price equal to the NAV per Unit determined at the Valuation Time on the effective date of the subscription order.

#### **Non-Resident Unitholders**

At no time may (i) non-residents of Canada, (ii) partnerships that are not Canadian partnerships or (iii) a combination of non-residents of Canada and such partnerships (all as defined in the Tax Act) be the beneficial owners of a majority of the Units of a Fund and the Manager shall inform the Registrar and Transfer Agent of the Fund of this restriction. The Manager may require declarations as to the jurisdictions in which a beneficial owner of Units is resident and, if a partnership, its status as a Canadian partnership. If the Manager becomes aware, as a result of requiring such declarations as to beneficial ownership or otherwise, that the beneficial owners of 40% of the Units of a Fund then outstanding are, or may be, non-residents and/or partnerships that are not Canadian partnerships, or that such a situation is imminent, the Manager may make a public announcement thereof. If the Manager determines that more than 40% of the Units of a Fund are beneficially held by non-residents and/or partnerships that are not Canadian partnerships, the Manager may send a notice to such non-residents and/or partnerships, chosen in inverse order to the order of acquisition or in such manner as the Manager may consider equitable and practicable, requiring them to sell their Units or a portion thereof within a specified period of not less than 30 days. If the Unitholders receiving such notice have not sold the specified number of Units or provided the Manager with satisfactory evidence that they are not non-residents or partnerships other than Canadian partnerships within such period, the Manager may on behalf of such Unitholders sell such Units and, in the interim, shall suspend the voting and distribution rights attached to such Units. Upon such sale, the affected holders shall cease to be beneficial holders of Units and their rights shall be limited to receiving the net proceeds of sale of such Units.

Notwithstanding the foregoing, the Manager may determine not to take any of the actions described above if the Manager has been advised by legal counsel that the failure to take any of such actions would not adversely impact the status of a Fund as a mutual fund trust for purposes of the Tax Act or, alternatively, may take such other action or actions as may be necessary to maintain the status of the Fund as a mutual fund trust for purposes of the Tax Act.

### **RELATIONSHIP BETWEEN THE FUNDS AND THE DEALERS**

The Manager, on behalf of a Fund, may enter into various agreements with registered dealers (that may or may not be Designated Brokers) pursuant to which the Dealers may subscribe for Units of the Fund as described under “Purchases, Exchanges and Redemptions of Units”.

No Designated Broker or Dealer has been involved in the preparation of this prospectus or has performed any review of the contents of this prospectus and, as such, the Designated Broker and the Dealers do not perform many of the usual underwriting activities in connection with the distribution by the Funds of their Units under this prospectus. Units of a Fund do not represent an interest or an obligation of the applicable Designated Broker, any Dealer or any affiliate thereof and a Unitholder does not have any recourse against

any such parties in respect of amounts payable by a Fund to the applicable Designated Broker or Dealers. See “Organization and Management Details - Conflicts of Interest”.

### **PRINCIPAL HOLDERS OF SECURITIES**

CDS & Co., the nominee of CDS, is the registered owner of the Units of the Funds, which it holds for various brokers and other persons on behalf of their clients and others. From time to time, a Designated Broker, Dealer, a Fund or another investment fund managed by the Manager or an affiliate of the Manager may beneficially own, directly or indirectly, more than 10% of the Units of a Fund.

As of May 15, 2022, the directors and senior officers of the Manager did not beneficially own, directly or indirectly, in aggregate, any material amount of issued and outstanding securities of the Funds, (ii) any class or series of voting or equity securities of the Manager, or (iii) any material amount of any class or series of voting or equity securities of any material service provider to the Funds or to the Manager.

### **INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

The Manager will receive fees for its services to the Funds. See “Fees and Expenses – Fees and Expenses Payable by the Funds – Management Fees”.

### **PROXY VOTING DISCLOSURE FOR PORTFOLIO SECURITIES HELD**

The Funds have adopted the proxy voting guidelines of the Investment Advisor. CI has delegated to the Investment Advisor the authority and responsibility for voting proxies on the portfolio securities held by each Fund. The remainder of this section discusses each Fund's proxy voting guidelines and the Investment Advisor's role in implementing such guidelines.

#### **Proxy Policy for OCM**

It is OCM's policy to vote proxies, with respect to securities held in client accounts over which OCM has voting discretion in a manner consistent with the best interests of OCM's clients. As a general rule, proxies are voted “with management”. If OCM disagrees with management, OCM would be more likely to sell the security in question, rather than vote the proxy “against management”. OCM will monitor proposed corporate actions and proxy issues regarding securities in client accounts and may either (i) determine how to vote the proxies, (ii) abstain or (iii) follow the recommendations of an independent proxy voting service in voting the proxies.

OCM uses the following guidelines when voting client securities:

- neutral issues such as the retention or appointment of accounting or audit services are typically voted yes;
- OCM will typically vote with the board of directors' recommendations unless voting according to the board of directors' recommendations could adversely affect clients; and
- OCM will vote against any matters that may affect substantially the rights or privileges of the holders of securities to be voted.

Issues related to executive compensation, incentive stock options, executive recruiting or any matter giving the company latitude in compensation matters or similar matters that could potentially be used to act in the company's best interest rather than the clients' best interest will typically be voted against.

The portfolio manager(s) review each proxy on an individual basis. Corporate governance issues are studied and voted upon on a case by case basis. OCM will vote or sell the security in question in a timely manner. Proxies are voted by internet, phone or mail.

#### ***Records Management***

The portfolio manager(s), to the best of their abilities, ensure that all proxies and notices are received from all issuers promptly, and will maintain for all clients:

- a record of all proxies received;
- a record of votes cast; and
- a copy of the reasons for voting against management, when applicable.

Proxy voting circulars for all companies are received electronically through an external service provider.

A complete copy of OCM's proxy voting policy may be obtained by calling the Manager 1-800-792-9355 or by writing to: 15 York Street, Second Floor, Toronto, Ontario M5J 0A3.

CI will post the proxy voting record on [www.ci.com](http://www.ci.com) no later than August 31 of each year. CI will send the most recent copy of the proxy voting policies and procedures and proxy voting record, without charge, to any Unitholder upon a request made by the Unitholder.

### **MATERIAL CONTRACTS**

The only contracts material to the Funds are the Declaration of Trust, the Investment Advisory Agreement and the Custodian Agreement.

Copies of the agreements referred to above may be inspected during business hours at the registered office of the Manager.

### **LEGAL AND ADMINISTRATIVE PROCEEDINGS**

The Funds are not involved in any legal proceedings, nor is the Manager aware of existing or pending legal or arbitration proceedings involving the Funds.

### **EXPERTS**

Ernst & Young LLP, the auditor of the Funds, has consented to the incorporation by reference of its report on the Funds dated March 21, 2022. Ernst & Young LLP has confirmed that it is independent with respect to the Funds within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

### **EXEMPTIONS AND APPROVALS**

Each Fund has obtained exemptive relief from the Canadian securities regulatory authorities to permit the following practices:

- (a) the purchase by a Unitholder of the Fund of more than 20% of the Units of the Fund through purchases on the TSX without regard to the take-over bid requirements of Canadian securities legislation;
- (b) to relieve the Fund from the requirement that a prospectus contain a certificate of the underwriters;
- (c) to permit the Fund to invest up to 10% of its net asset value in securities of exchange-traded mutual funds that are not index participation units ("IPUs") and are not reporting issuers in Canada, but whose securities are listed for trading on a stock exchange in the United States, including exchange-traded mutual funds that seek to replicate the performance of gold or silver;
- (d) to permit the Fund to deposit portfolio assets with a borrowing agent (that is not the Fund's custodian or sub-custodian) as security in connection with a short sale of securities, provided that the aggregate market value of the portfolio assets being deposited, excluding the aggregate market value of the proceeds from outstanding short sales of securities held by the borrowing agent, does not exceed 10% of the net asset value of the Fund at the time of deposit;

- (e) to permit the Fund to invest more than 10% of its net assets in debt obligations issued or guaranteed by either the Federal National Mortgage Association (“Fannie Mae”) or the Federal Home Loan Mortgage Corporation (“Freddie Mac”, and such debt obligations, “Fannie or Freddie Securities”) by purchasing securities of an issuer, entering into a specified derivative transaction or purchasing index participation units, provided that: (i) such investments are consistent with the Fund’s investment objective; (ii) the Fannie or Freddie Securities or the corporate debt of Fannie Mae or Freddie Mac (“Fannie or Freddie Debt”), as applicable, maintain a credit rating assigned by Standard & Poor’s Rating Services (Canada) or an equivalent rating assigned by one or more other designated rating organizations to a Fannie or Freddie Security or Fannie or Freddie Debt, as applicable, that is not less than the credit rating when assigned by such designated rating organization to the debt of the United States government of approximately the same term as the remaining term to maturity of, and denominated in the same currency as, the Fannie or Freddie Security or the Fannie or Freddie Debt, as applicable; and (iii) such rating is not less than a credit rating of BBB- assigned by Standard & Poor’s Rating Services or an equivalent rating by one or more other designated rating organizations;
- (f) to permit the Fund, subject to certain conditions, to: (i) purchase and/or hold securities of TOPIX Exchange Traded Fund, NEXT FUNDS Nomura Shareholder Yield 70 ETF, iShares FTSE A50 China Index ETF and the ChinaAMC CSI 300 Index ETF (together, the “Foreign Underlying ETFs”); (ii) purchase and/or hold securities of one or more ETFs which are, or will be, listed and traded on the London Stock Exchange and managed by BlackRock Asset Management Ireland Limited or its affiliate (each, a “Dublin iShare ETF”); and (iii) purchase and/or hold a security of another investment fund managed by the Manager or its affiliate that holds more than 10% of its net asset value in securities of one or more Foreign Underlying ETFs or Dublin iShare ETFs.
- (g) to permit a CI ETF to use references to Lipper Leader ratings and Lipper Awards in sales communications;
- (h) to permit the disclosure and marketing of annual FundGrade A+ Awards and monthly FundGrade Ratings;
- (i) to permit each CI ETF, subject to certain conditions, to invest a portion of its assets in CI Global Private Real Estate Fund and CI Adams Street Global Private Markets Fund and/or any other future collective investment fund that is or will be managed by the Manager and will have similar non-traditional investment strategies;
- (j) to permit each CI ETF (1) to purchase and hold non-exchange traded debt securities of a related party issuer in the primary or secondary market; and (2) to purchase securities from, or sell securities to, related investment funds or fully managed accounts managed or advised by the Manager or its affiliate, provided certain conditions are met; and,
- (k) to exclude purchases and holdings by each CI ETF of fixed income securities that qualify for, and may be traded pursuant to, the exemption from the registration requirements of the Securities Act of 1933 (U.S), for resale (“144A Securities”) from consideration as an “illiquid asset” under NI 81-102, provided that certain conditions are met.

The Funds have also received permission from their IRC to invest in securities of CI Financial Corp., including unlisted debt securities, and trade in portfolio securities with other mutual funds managed by the Manager or any of its affiliates, subject to complying with rules relating thereto contained in NI 81-107 and other conditions.

#### **PURCHASERS’ STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION**

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase ETF securities within 48 hours after the receipt of a confirmation of a purchase of such securities. In several of the provinces and territories, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or

damages if the prospectus and any amendment contains a misrepresentation, or for non-delivery of the ETF Facts, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory.

The purchaser should refer to the applicable provisions of the securities legislation of the province or territory for the particulars of these rights or consult with a legal advisor.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

Additional information about the Funds is, or will be, available in the following documents:

- (a) the most recently filed comparative annual financial statements of the Funds, together with the accompanying report of the auditor;
- (b) any interim financial statements of the Funds filed after the most recently filed comparative annual financial statements of the Funds;
- (c) the most recently filed annual MRFP of the Funds;
- (d) any interim MRFP of the Funds filed after that most recently filed annual MRFP of the Funds; and
- (e) the most recently filed ETF Facts of the Funds.

These documents are, or will be, incorporated by reference in this prospectus, which means that they will legally form part of this document just as if they were printed in it. The above documents, if filed by the Funds after the date of this prospectus and before the end of the distribution hereunder, are also deemed to be incorporated by reference herein. An investor can get a copy of these documents, when available, upon request and at no cost by calling the Manager at 1-800-792-9355 or by contacting a registered dealer. These documents are or will also be available on the Funds' website at [www.ci.com](http://www.ci.com).

These documents and other information about the Funds are or will be available on the internet at [www.sedar.com](http://www.sedar.com).

CI Global Asset Management is a registered business name of CI Investments Inc.

To request an alternative format of this document, please contact the Manager through its website at [www.ci.com](http://www.ci.com) or by calling 1-800-792-9355.



**CERTIFICATE OF THE FUNDS, THE TRUSTEE, MANAGER AND PROMOTER**

Dated: May 31, 2022

This prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, Nova Scotia, New Brunswick, Prince Edward Island, Newfoundland and Labrador, Yukon Territory, Northwest Territories and Nunavut.

**CI GLOBAL ASSET MANAGEMENT  
as manager, promoter and trustee of the Funds**

*"Darie Urbanky"*  
Darie Urbanky  
President,  
acting as Chief Executive Officer  
CI Global Asset Management

*"Amit Muni"*  
Amit Muni  
Chief Financial Officer  
CI Global Asset Management

**On behalf of the Board of Directors of  
CI GLOBAL ASSET MANAGEMENT**

*"Edward Kelterborn"*  
Edward Kelterborn  
Director