

# **CALDWELL CLEARPOINT FUNDS**

**ANNUAL INFORMATION FORM  
DATED February 28, 2019**

**Offering Series A, F and I units of:**

**CLEARPOINT SHORT TERM INCOME FUND**

**and**

**CLEARPOINT GLOBAL DIVIDEND FUND**

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. The securities offered under this simplified prospectus are not registered with the United States Securities and Exchange Commission and are sold in such jurisdiction only in reliance on exemptions from such qualification or registration.

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## **NAME, FORMATION AND HISTORY OF THE FUNDS**

This annual information form contains information about the Clearpoint Short Term Income and Clearpoint Global Dividend Fund (each a “**Fund**”, collectively the “**Funds**”). The Funds are open-ended mutual fund trust established under the laws of Ontario by way of declaration of trust dated October 17, 2016 (Clearpoint Short Term Income Fund) and October 21, 1988 (Clearpoint Global Dividend Fund), as amended and restated (collectively, the “**Declarations of Trust**”). The registered address of the Funds is Suite 1702, 150 King Street West, Toronto, Ontario, M5H 1J9. The trustee and the manager of the Funds is Caldwell Investment Management Ltd. (“**Caldwell**”, the “**Trustee**” or the “**Manager**”)

A reference in this document to “you” refers to anyone who invests in the Funds.

The Manager acts as the manager of the Funds as well as other investment funds, including:

- Caldwell Balanced Fund
- Tactical Sovereign Bond Fund
- Caldwell U.S. Dividend Advantage Fund
- Caldwell Canadian Value Momentum Fund

On July 30, 2013, pursuant to an agreement made between the parties, the trusteeship and the management of the Clearpoint Global Dividend Fund was transferred from Redwood Asset Management Inc, to Caldwell.

CIBC Mellon Trust Company acts as the custodian and SGGG Fund Services Inc. acts as recordkeeper.

Cortland Credit Group, Inc. acts as the sub-advisor for the Clearpoint Short Term Income Fund and Nine Gates Capital, LLC acts as the sub-advisor of the Clearpoint Global Dividend Fund.

The head office and principal place of business of the Funds and the Manager is located at:

150 King Street West  
Suite 1702, P.O. Box 47  
Toronto, Ontario M5H 1J9

## **HISTORY OF THE FUNDS**

The Clearpoint Short Term Income Fund was established by a declaration of trust dated October 17, 2016

The Clearpoint Global Dividend Fund was established by a declaration of trust dated October 21, 1988

The following is a summary of the important changes to the Clearpoint Global Dividend Fund during the past ten years:

<b>Effective Date</b>	<b>Description of Changes of Clearpoint Global Dividend Fund</b>
January 31, 2008	<ul style="list-style-type: none"> <li>The Fund acquired all of the assets and liabilities of the frontier<i>Alt</i> All Terrain Canada Fund in exchange for units of the Fund. As a result, former Series A, Series F and Series I securityholders of frontier<i>Alt</i> All Terrain Canada Fund became Series A, Series F and Series I unitholders of the Fund, respectively.</li> </ul>
January 31, 2008	<ul style="list-style-type: none"> <li>Fund name change from frontier<i>Alt</i> All Terrain World Fund to frontier<i>Alt</i> Opportunistic Global Fund</li> </ul>
December 10, 2008	<ul style="list-style-type: none"> <li>The trustee and manager of the Fund changed from frontier<i>Alt</i> Funds Management Limited to Ark Fund Management Ltd.</li> </ul>
December 10, 2008	<ul style="list-style-type: none"> <li>Fund name change from frontier<i>Alt</i> Opportunistic Global Fund to Ark NorthRoad Global Fund.</li> </ul>
March 1, 2009	<ul style="list-style-type: none"> <li>Change of portfolio advisor from Avenue Investment Management Inc. to SciVest Capital Management Inc.</li> </ul>
March 1, 2009	<ul style="list-style-type: none"> <li>Appointment of NorthRoad Capital Management LLC as investment sub-advisor</li> </ul>
August 31, 2009	<ul style="list-style-type: none"> <li>Redwood Asset Management Inc. acquired control of Ark Fund Management Ltd.</li> </ul>
November 5, 2010	<ul style="list-style-type: none"> <li>Appointment of Fox Asset Management LLC as investment sub-advisor, replacing NorthRoad Capital Management LLC</li> </ul>
November 5, 2010	<ul style="list-style-type: none"> <li>Fund name change from Ark NorthRoad Global Fund to Redwood Global High Dividend Fund</li> </ul>
July 30, 2013	<ul style="list-style-type: none"> <li>The trustee and manager of the Fund changed from Redwood Asset Management Inc. to Caldwell Investment Management Ltd. This change was approved at a meeting of the unitholders of the Fund held on July 17, 2013.</li> </ul>
July 30, 2013	<ul style="list-style-type: none"> <li>Fund name change from Redwood Global High Dividend Fund to Clearpoint Global Dividend Fund.</li> </ul>
October 30, 2013	<ul style="list-style-type: none"> <li>Re-appointment of Fox Asset Management LLC as investment sub-advisor.</li> </ul>
December 11, 2013	<ul style="list-style-type: none"> <li>Change of portfolio advisor from SciVest Capital Management Inc. to Caldwell Investment Management Ltd.</li> </ul>
December 15, 2013	<ul style="list-style-type: none"> <li>Change of fiscal year end from September 30 to December 31 and financial year end for tax purposes from December 31 to December 15.</li> </ul>
July 1, 2015	<ul style="list-style-type: none"> <li>Appointment of Nine Gates Capital, LLC as investment sub-advisor, replacing Fox Asset Management, LLC</li> </ul>

## **INVESTMENT RESTRICTIONS AND PRACTICES**

The Funds are subject to certain standard investment restrictions and practices contained in securities legislation, including National Instrument 81-102 – *Investment Funds* (“**NI-81-102**”). This legislation is designed in part to ensure that the investments of mutual funds are diversified and relatively liquid and to ensure the proper administration of mutual funds. The Funds adheres to these standard investment restrictions and practices.

The fundamental investment objective of the Funds are set out in the Simplified Prospectus of the Funds. Any change in the fundamental investment objective of a Fund requires the approval of a majority of the votes cast at a meeting of investors of the Fund called for that purpose. The Manager may change the Funds’ investment strategies from time to time at its discretion.

## **Short Selling**

Each Fund may engage in short selling which involves borrowing securities from a lender which are then sold in the open market (or “sold short”). At a later date, the same number of securities are repurchased by the Fund and returned to the lender. In the interim, the proceeds from the first sale are deposited with the lender and the Fund pays interest to the lender. If the value of the securities declines between the time that the Fund borrows the securities and the time it repurchases and returns the securities, the Fund makes a profit for the difference (less any interest the Fund is required to pay to the lender). In this way, the Fund has more opportunities for gains when markets are generally volatile or declining.

Each Fund will engage in short selling only within certain controls and limitations, pursuant to applicable securities legislation, which imposes the following conditions and limits on the Fund’s short-selling activities. Securities will be sold short only for cash. A security sold short shall not be: (i) a security that the mutual fund is otherwise not permitted to purchase at the time of the short sale transaction; (ii) an illiquid asset; or (iii) a security of an investment fund unless the security is an index participation unit.

As well, at the time securities of a particular issuer are sold short by a Fund, (i) the Fund has borrowed or arranged to borrow from a borrowing agent the security that is to be sold under the short sale transaction; (ii) the aggregate market value of all securities of that issuer sold short will not exceed 5% of the net asset value of the Fund; and (iii) the aggregate market value of all securities sold short by the Fund will not exceed 20% of the net asset value of the Fund. The Fund also will hold cash cover (as defined in NI 81-102) in an amount, including the Fund’s assets deposited with borrowing agents as security in connection with short transactions, that is at least 150% of the aggregate market value of all securities it sold short on a daily market-to-market basis. No proceeds from short sales will be used by the Fund to purchase long positions other than cash cover.

## **Eligibility for Registered Plans**

Units of the Funds are currently qualified investments for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans, registered disability savings plans, tax-free savings accounts and registered education savings plans (collectively “**Registered Plans**”) under the *Income Tax Act* (Canada) (the “**Tax Act**”).

## **DESCRIPTION OF UNITS OF THE FUNDS**

### **General**

Each Fund is permitted to issue an unlimited number of units in each series. As described below, each Fund offers Series A, Series F and Series I units.

**Series A:** Series A units of each Fund are available to all investors. The minimum investment in each Fund is \$1,000 and the minimum subsequent investment is \$100. These minimum investment amounts may be adjusted or waived in the absolute discretion of the Manager.

**Series F units:** Series F units of each Fund are available to investors who participate in fee-based programs through their dealer and whose dealer has signed a Series F agreement with us, investors for whom we do not incur distribution costs, or individual investors approved by us, including our employees. You may only buy Series F units if we and your broker, dealer or advisor approve the

order first. Your broker, dealer or financial advisor's participation in the Series F is subject to our terms and conditions.

Series I units: Investors may purchase Series I units of each Fund either directly from the Manager or through a registered dealer in all provinces. The minimum initial investment in Series I units of Clearpoint Short Term Income Fund is \$2,000,000 and of Clearpoint Global Dividend Fund is \$1,000,000. These minimum investment amounts may be adjusted or waived in the absolute discretion of the Manager. There are no sales charges payable on purchases of Series I units of either Fund. Purchasers of Series I of units of either Fund may, however, be required to pay their dealers a fee under a "fee-for-service" or wrap program, if a dealer is engaged for the purpose of purchasing the units.

Although money you pay to purchase units of any series of each Fund is tracked on a series-by-series basis in the Fund's administrative records, the assets of all series of each Fund are combined into a single pool to create one portfolio for investment purposes. Please refer to the Funds' simplified prospectus for further information pertaining to Series A, Series F and Series I units of the Funds.

Units of a series of a Fund represent your ownership in the Fund. You receive distributions of the Fund's net income and/or net capital gains attributable to your units based on their relative net asset value per unit for each series in the Fund. Upon the wind-up or termination of the Fund, unitholders of the Fund will be entitled to participate pro rata in the Fund's net assets allocated to the applicable series.

Units of the Funds are non-voting, other than as required by law, including NI 81-102. If you hold units in a Fund you will be entitled to vote at the unitholder meetings of the Fund as a whole as well as any unitholder meetings for the particular series of units that you own. Units are issued as fully paid and non-assessable and are redeemable at their net asset value per unit of a series next determined after the receipt of a redemption order. Other than as described in this annual information form, there are no pre-emptive or conversion rights attached to the units. Each Fund may issue an unlimited number of units. Each unit, regardless of the series, will entitle the holder to one vote with respect to a particular issue. Each Fund may issue fractional units, which shall entitle the holder to similar proportionate participation in the Fund but will not entitle the holder to receive notice of, or vote at, meetings of unitholders of the Fund.

Units of each Fund have the following attributes:

1. the units have no voting rights except as described in this annual information form;
2. the units are redeemable at the option of the holder at their net asset value per unit of a series next determined after the receipt of a redemption order;
3. upon the termination of the Fund, the assets of the Fund will be distributed and all unitholders in the Fund will share in the value of the Fund;
4. there are no pre-emptive rights;
5. the units of the Fund cannot be transferred except in limited circumstances;

6. there is no liability for further calls or assessments; and
7. a fractional unit of the Fund carries the rights and privileges and is subject to the restrictions and conditions applicable to whole units in the proportion which it bears to one unit, except that a fractional unit does not entitle its holder to a vote.

### **Meetings of Unitholders**

The Funds does not hold regular meetings, however unitholders of each Fund will be entitled to vote to approve all matters that require unitholder approval pursuant to NI 81-102. As at the date of this document these matters, in respect of each Fund, include:

- a change in the manager of the Fund, unless the new manager is an affiliate of the Manager;
- any change in the fundamental investment objective of the Fund;
- any decrease in the frequency of calculating the net asset value of the Fund;
- unless the Fund's independent review committee (the "IRC") (as described below) has approved, and all conditions of applicable securities legislation have been adhered to, the Fund undertakes a reorganization with, or transfers its assets to, another mutual fund, if: (i) the Fund ceases to continue after the reorganization or transfer of assets; and (ii) the transaction results in the unitholders of the Fund becoming securityholders in the other mutual fund;
- the Fund undertakes a reorganization with, or acquires assets from, another mutual fund, if: (i) the Fund continues after the reorganization or acquisition of assets; (ii) the transaction results in the securityholders of the other mutual fund becoming unitholders in the Fund; and (iii) the transaction would be a material change to the Fund;
- if the basis for calculating a fee or expense charged to the Fund, or to unitholders in connection with holding units of the Fund, is changed and could result in an increase in charges to the Fund or to unitholders unless (i) the Fund is at arm's length to the person or company charging the fee or expense to the Fund, and (ii) the unitholders are sent a written notice at least 60 days before the effective date of the change that is to be made that could result in charges to the Fund;
- if a fee or expense to be charged to the Fund or to unitholders, in connection with holding units of the Fund, is introduced and could result in an increase in charges to the Fund or to unitholders;
- any change in Trustee of the Fund, unless the new trustee is an affiliate of the current Trustee;
- any material change to the terms of the Declaration of Trust governing the Fund; and
- any other matter which requires the approval of unitholders pursuant to the agreement between the Fund and the Manager or applicable laws.

The approval of the unitholders of a Fund is not required for a change of auditors, but unitholders will receive notice 60 days in advance of a proposed change of auditors. Unitholders will receive notice 60 days in advance of any proposed fund mergers which do not require unitholder approval.

In certain circumstances, your approval may not be required under securities legislation to effect a merger of a Fund with another fund. Where the IRC is permitted under securities legislation to approve a merger of a Fund with another fund in place of unitholders, you will receive written

notice at least 60 days before the effective date of any such merger. The IRC may also approve any change of the auditors of a Fund. Investor approval will not be obtained in these circumstances, but you will be sent a written notice.

## **VALUATION OF PORTFOLIO SECURITIES**

As at 4:00 p.m. (Toronto time) on each day that the Toronto Stock Exchange is open for business (a “**Valuation Date**”), the net asset value per series of each Fund is calculated by subtracting from the series’ proportionate share of the assets of the Fund its proportionate share of common expenses of the Fund and the liabilities attributable to that series. To arrive at the net asset value per unit of a series, the net asset value of a series of a Fund is divided by the number of outstanding units of that series of that Fund.

In determining the market value of the assets of each Fund the following rules apply:

- (a) the value of any cash on hand or on deposit, bills, notes, accounts receivable, prepaid expenses, cash dividends received (or to be received and declared to securityholders of record on a date before the date as of which the net asset value of the Fund is being determined), and interest accrued and not yet received, shall be deemed to be the full amount thereof unless the Manager shall have determined that any such deposit, bill, note, account receivable, prepaid expense, cash dividend received or interest is not worth the full amount thereof, in which event the value thereof shall be deemed to be such value as the Manager shall determine to be the reasonable value thereof;
- (b) the value of any security which is listed or dealt in upon a stock exchange shall be determined by (1) in the case of a security which was traded on the day as of which the net asset value of the Fund is being determined, the closing sale price; (2) in the case of a security which was not traded on the day as of which the net asset value of the Fund is being determined, a price which is the average of the closing recorded bid and ask prices; or (3) if no bid or ask quotation is available, the price last determined for such security for the purpose of calculating the net asset value of the Fund. The value of inter-listed securities shall be computed in accordance with directions laid down from time to time by the Manager; and provided however that if, in the opinion of the Manager, stock exchange or over-the-counter quotations do not properly reflect the prices which would be received by the Fund upon the disposal of shares or securities necessary to effect any redemptions of units, the Manager may place such value upon such shares or securities as appears to the Manager to most closely reflect the fair value of such shares or securities;
- (c) the value of any security, the resale of which is restricted or limited by reason of a representation, undertaking, or agreement by the Fund shall be restricted to the lesser of (1) the value based on reported quotations of that restricted security in common use and (2) that percentage of the market value of securities of the same class, or series of a class of which the restricted security forms part that are not restricted securities, equal to the percentage that the Fund’s acquisition cost was of the market value of the securities at the time of acquisition, but taking into account, if appropriate, the amount of time remaining until the restricted securities will cease to be restricted securities;

- (d) a long position in an option or a debt-like security shall be valued at the current market value of the position;
- (e) for options written by the Fund (1) the premium received by the Fund for those options shall be reflected as a deferred credit and the option shall be valued at an amount equal to the current market value of the option that would have the effect of closing the position; (2) any difference resulting from revaluation shall be treated as an unrealized gain or loss on investment; (3) the deferred credit shall be deducted in calculating the net asset value per security of the mutual funds; and (4) any securities that are the subject of a written option shall be valued at their current market value;
- (f) the value of a forward contract or swap shall be the gain or loss on the contract that would be realized if, on the date that valuation is made, the position in the forward contract or swap were to be closed out;
- (g) the value of any security or other property for which no price quotations are available or in the opinion of the Manager, to which the above valuation principles cannot or should not be applied, shall be the fair value thereof determined from time to time in such manner as the Manager shall from time to time provide;
- (h) the value of all assets and liabilities of the Fund valued in terms of a currency other than the currency used to calculate the Fund's net asset value shall be converted to the currency used to calculate the Fund's net asset value by applying the rate of exchange obtained from the best available sources to the Manager;
- (i) the value of standardized futures shall be (1) if daily limits imposed by the futures exchange through which the standardized future was issued are not in effect, the gain or loss on the standardized future that would be realized if, on the date that valuation is made, the position in the standardized future were to be closed out; or (2) if daily limits imposed by the futures exchange through which the standardized future was issued are in effect, based on the current market value of the underlying interest of the standardized future; and
- (j) margin paid or deposited on standardized futures or forward contracts shall be reflected as an account receivable, and if not in the form of cash, shall be noted as held for margin.

The liabilities of each Fund shall be deemed to include:

- (a) all bills and accounts payable;
- (b) all administrative expenses payable and/or accrued;
- (c) all obligations for the payment of money or property, including the amount of any declared but unpaid distributions;
- (d) all allowances authorized or approved by the Manager for taxes or contingencies; and
- (e) all other liabilities of the Fund of whatever kind and nature, except liabilities represented by outstanding units.

In the event of any inconsistency between the foregoing valuation principles and the provisions of securities legislation, the provisions of securities legislation shall prevail.

Portfolio transactions (investment purchases and sales) will be reflected in the first computation of the net asset value per unit made after the date on which the transaction becomes binding.

The Manager may declare a suspension of the calculation of the net asset value per unit for each series of each Fund, in the circumstances described under “**Redemption of Units**”. There will be no calculation of net asset value per unit for each series during any suspension period and a Fund will not be permitted to issue further units or redeem any units during this period.

## **CALCULATION OF UNIT PRICE**

As at 4:00 p.m. on each Valuation Date, the net asset value per unit is calculated for each series of each Fund. The net asset value per unit (or unit price) of a series of each Fund will be based on the market value of the series’ proportionate share of the assets of the Fund, less any liabilities attributable to that series and less that series’ proportionate share of the common liabilities and expenses of the Fund, divided by the total outstanding units of that series of the Fund. The net asset value per unit of a series is the basis for all purchases, switches and redemptions and for reinvestment of distributions.

Net assets will be calculated in accordance with the rules and policies of the Canadian securities administrators or in accordance with any exemption therefrom that a Fund may rely upon (which rules and policies could differ from International Financial Reporting Standards).

## **PURCHASE OF UNITS**

Units of the Funds may be purchased in each of the provinces of Canada. Units of the Funds are not registered for sale in any jurisdiction outside Canada. You may not purchase units of the Funds outside Canada, for yourself if you live outside Canada, on behalf of a person living outside Canada, if this practice is against the law where you live or the other person resides, or such foreign residency has negative legal, regulatory or tax implications for the Funds. In some jurisdictions outside Canada, a purchase of units of the Funds is not against the law as long as the purchase is unsolicited. In these jurisdictions, you and your dealer are responsible for submitting only those purchase orders that have been initiated by you.

You may purchase or redeem units of the Funds through your registered dealer approved by the Manager. The procedures to be followed by investors who desire to purchase units of the Funds are described in the Funds’ simplified prospectus.

Investors have the option of purchasing units of the Funds under four different purchase options: (a) Series A units of the Funds under the Initial Sales Charge Option, (b) Series A units of the Funds under the Redemption Charge Option; (c) Series F units of the Funds, which are not subject to sales commissions; however, investors purchasing Series F will generally be required to pay their dealer an advisory or asset-based fee for purchases of Series F units to be negotiated between you and your dealer; and (d) Series I units of the Funds, which are not subject to sales commissions; however, investors purchasing Series I units may be required to pay their dealers a fee, if a dealer is engaged for the purpose of purchasing the units. Please refer to the Funds’ Simplified Prospectus

for a description of the purchase options. The purchase option that you choose will affect the amount of compensation your dealer receives. See “Dealer Compensation” in the Funds’ Simplified Prospectus.

Units of each Fund may be purchased at their net asset value per unit of a specific series, computed as described under “Calculation of Unit Price”. The purchase price per unit of each Fund is the net asset value per unit of a series of the Fund next determined following receipt by the Fund of a completed subscription order. Any subscription order received on a Valuation Date after the cut-off time or on any day which is not a Valuation Date is deemed to have been received on the following Valuation Date. The purchase price per unit of the Fund will then be the net asset value per unit of each series of the Fund established on the Valuation Date following the day of actual receipt of the subscription. If your purchase order is received by a Fund before 4:00 p.m. (Eastern Standard Time) on a Valuation Date, you will pay the net asset value per unit set on that Valuation Date, or if received after 4:00 p.m., the net asset value per unit set on the next Valuation Date, subject to the Fund receiving all necessary forms properly completed. The Manager must receive payment for the purchase of the units within two business days of receipt of the subscription order. Your dealer may seek reimbursement from you for any losses caused by you in connection with a failed settlement of a purchase of units of a Fund where such dealer has the contractual right to do so.

No certificates are issued for units purchased but an investor receives from his or her dealer, following each purchase of units, a written statement indicating all relevant details of the purchase transaction including the number of units purchased, cost per unit and the total dollar amount of the purchase order.

## **REDEMPTION OF UNITS**

An investor may redeem Fund units by completing a redemption request and delivering it to his or her registered dealer approved by the Manager. The Manager may require that an investor’s signature on any redemption request be guaranteed by a bank, trust company, credit union or otherwise to the satisfaction of the Manager. A redemption request received by a Fund before 4:00 p.m. (Toronto time) on a Valuation Date is deemed to have been received on that day and will receive the net asset value per unit for each series of units established on that day. A redemption request received by a Fund after 4:00 p.m. (Toronto time) or on a day which is not a Valuation Date is deemed to have been received on the next Valuation Date and will receive the net asset value per unit for each series of units on that day. A Fund will pay the redemption proceeds within two business days of receipt of a signed and properly completed redemption request. Your dealer may seek reimbursement from you for any of its losses caused by you in connection with a failed settlement of a redemption of units of a Fund where such dealer has the contractual right to do so.

Each Fund may suspend the right of unitholders to redeem units for the whole or any part of a period during which normal trading is suspended on a stock exchange or options exchange within or outside Canada on which securities are listed and traded, or which specified derivatives are traded, if those securities or specified derivatives represent more than 50 percent by value, or underlying market exposure, of the total assets of the Fund (without allowance for liabilities) and

if those securities or specified derivatives are not traded on any other exchange that represents a reasonably practical alternative for the Fund.

Each Fund may postpone payment during a period in which the right of unitholders to request redemption of their units is suspended, despite the Fund's obligation to pay the redemption price for units that have been redeemed in accordance with the redemption requirements.

## **SWITCHES**

A switch is an exchange of the units of a Fund that you own for securities of another fund managed by the Manager. Such a switch is not available for unitholders of either Fund. Furthermore, you cannot switch units of one series of a Fund for units of another series within the same Fund unless you meet the criteria for the new series and only if the Manager approves, at its discretion, such a switch.

If you switch the type of account in which you hold your units (for example, switching from an investment account to an RRSP), your dealer or financial advisor may charge you the fees described under "Fees and Expenses" in the simplified prospectus.

## **RESPONSIBILITY FOR OPERATIONS OF THE FUND**

The head office and principal place of business of the Funds is Suite 1702, 150 King Street West, Toronto, Ontario, M5H 1J9.

### **The Trustee**

Pursuant to the Declarations of Trust, the Trustee of the Funds has the responsibility to oversee all activities of the Funds. The Trustee may delegate all of its power and authority to other persons. In that regard, the Trustee has appointed itself as the Manager to oversee the day-to-day administration of each Fund and is empowered, among other things, to determine the policies of each Fund and to calculate the net asset value of each Fund, and is entitled to sign all documents on behalf of each Fund. See "Fund Governance" for more information.

Subject to the provisions of the Declaration of Trust of each, the Declaration of Trust of each Fund may be amended by the Trustee with the approval of the Manager and upon 30 days' prior notice to the unitholders of the Fund, as the case may be. No approval of unitholders is required for any such amendment except pursuant to the requirements of applicable regulatory authorities and the provisions of the Declaration of Trust. See "Description of Units – Meetings of Unitholders" for information about matters which require unitholder approval.

The Trustee and the Manager shall be indemnified by Funds, as the case may be, in certain circumstances for losses incurred in connection with their duties.

The Declaration of Trust of each Fund provides that the Manager of Fund may terminate the Fund with the approval of at least a majority of the votes cast at a meeting of the unitholders duly called for that purpose.

## The Manager

Caldwell Investment Management Ltd. is the manager of the Clearpoint Short Term Income Fund and Clearpoint Global Dividend Fund pursuant to agreements made as of October 17, 2016 and July 30, 2013, respectively (collectively the “**Management Agreements**”).

The registered office of Caldwell Investment Management Ltd. is located at:  
150 King Street West  
Suite 1702, P.O. Box 47  
Toronto, Ontario M5H 1J9

The contact information of the Manager is as follows:

Tel: (416) 593-1798  
Toll-free: 1-800-256-2441  
E-mail: [funds@caldwellinvestment.com](mailto:funds@caldwellinvestment.com)  
Website: [www.caldwellinvestment.com/](http://www.caldwellinvestment.com/)

The name and municipality of residence, position and office held with Caldwell and current principal occupation of each of the directors and executive officers of Caldwell are as follows:

<u>Name and Municipality of Residence</u>	<u>Position and Office held with Caldwell</u>	<u>Current Principal Occupation</u>
Thomas S. Caldwell Toronto, Ontario	Chairman and Director	Chairman, Chief Executive Officer and Director of Caldwell Securities Ltd. and Caldwell Financial Ltd., Chairman and Director of Caldwell
Sally Haldenby-Haba Etobicoke, Ontario	Secretary and Chief Financial Officer	Vice President and Secretary of Caldwell Securities Ltd., Secretary of Caldwell Financial Ltd. and Secretary and Chief Financial Officer of Caldwell
Michael B.C. Gundy Toronto, Ontario	Director	President of Gundy Inc. Gundy Inc. is a business consulting firm
Brendan T. N. Caldwell Toronto, Ontario	Chief Executive Officer, President, Ultimate Designated Person and Director	Director of Caldwell Securities Ltd., Executive Vice President and Director of Caldwell Financial Ltd., Chief Executive Officer, President and Director of Caldwell
Jacqueline Sanz Toronto, Ontario	Chief Compliance Officer	Chartered Professional Accountant Chief Compliance officer of Caldwell

Except for Jacqueline Sanz, each of the people listed above has held his or her current position with Caldwell and his or her principal occupation during the five years preceding the date hereof. Jacqueline Sanz has held her current position with Caldwell since February, 2019 and has been a Chartered Professional Accountant during the five years preceding the date hereof.

Pursuant to the terms of the Management Agreements, the Manager is responsible for providing all management and administrative services required by each Fund, which includes the management of the investment portfolio, investment analysis, recommendations and decisions, the implementation of the portfolio purchase and sale transactions and arranging for the distribution of Fund units. Pursuant to the terms of the Management Agreements, the Manager may delegate any or all of its duties and responsibilities to one or more agents to assist it in the performance of such duties and responsibilities.

The Manager shall be indemnified by the Funds in certain circumstances for any losses incurred in connection with its duties.

The Manager is overseen by an independent review committee (the “**IRC**”) as described further below.

### **Portfolio Advisors**

Pursuant to the Declarations of Trust, the Manager may directly or through a third party provide investment management services to the Funds for the management of the investment portfolios of the Funds.

#### *Caldwell Investment Management Ltd.*

Caldwell will manage the investment portfolios of the Funds in accordance with the stated investment objectives. Caldwell is responsible for providing investment analysis and recommendations and for making investment decisions and placing orders to purchase and sell securities for the Funds. Caldwell is qualified and approved by the regulatory authorities to handle managed accounts including the Funds. Caldwell manages investments for other clients which may invest in the same securities as the Funds. In placing orders to buy and sell securities, execution of those orders is either divided pro rata or effected alternatively on a basis that is judged to be equitable by Caldwell among all clients that are trading the securities. As of the date hereof, Caldwell employs Thomas S. Caldwell, Brendan T.N. Caldwell, Jennifer Radman, Mario Mainelli, William Chin and Sean Tascatan, as portfolio managers of Caldwell. Thomas S. Caldwell is also a Director and Chairman and Brendan T.N. Caldwell is also a Director, President, Chief Executive Officer and Ultimate Designated Person. The investment decisions made by Thomas S. Caldwell, Brendan T.N. Caldwell, Jennifer Radman, Mario Mainelli, William Chin and Sean Tascatan, in their capacity as portfolio managers, are not subject to formal ratification or approval of a committee of Caldwell.

Brendan T.N. Caldwell is principally responsible for the day-to-day management of a material portion of the portfolios of the Funds.

#### *Cortland Credit Group, Inc.*

Cortland Credit Group, Inc. (“**Cortland**”), a company incorporated under the laws of Ontario and located in Toronto, Ontario, acts as the portfolio sub-advisor to Clearpoint Short Term Income Fund pursuant to the terms of an investment sub-advisory agreement between Caldwell Investment Management Ltd. and Cortland, effective as of October 17, 2016 (the “**Cortland Sub-Advisory Agreement**”).

The Cortland Sub-Advisory Agreement provides that either party may terminate the agreement at any time, without cause, by providing not less than 60 days' prior written notice. Either party also has the right to terminate the Sub-Advisory Agreements immediately in limited circumstances, including but not limited to persistent failure to perform duties under the agreement, fraudulent actions, bankruptcy, insolvency or regulatory qualification.

Sean Rogister, Chief Executive Officer of Cortland, brings over 25 years of experience, leading investment management teams in the fixed income asset class and other areas of the capital markets, to the role. A highlight of his career entails managing the global public and private debt exposures with Ontario Teachers' Pension Plan, where he also oversaw the Tactical Asset Allocation department and total assets under his management of \$38 billion (\$28 billion due to FI). Experience prior to the role at OTPP includes management of the FI exchange traded derivatives business for one of dealer-arms of a top 5 Canadian bank and management of the arbitrage trading group on the bond desk of the Canadian division of a global investment bank. He joined an equity focused investment management firm in 2010 and developed their fixed income platform. In 2013 he co-founded Cortland Credit Group to build a unique fixed income investment platform, targeting lending strategies catering to the massive short term borrowing requirements of Canadian corporations while sourcing capital as a unique short duration private debt-based investment strategy for sophisticated fixed income investors. Mr. Rogister was also the Adjunct Instructor for the Fixed Income Instruments and Markets course in the Masters of Finance Program with the Smith School of Business at Queen's University from 2013 to 2016. His credentials include BA (UWO), MBA (U of T), CIM and ICD.D.

Bruce Sherk, President of Cortland, brings extensive implementation and leadership expertise as a private-debt management executive with over 25 years' experience to the role. Previously, he was co-founder and President of Nexcap Finance Corporation, specializing in providing financing solutions for end-users and distributors of capital equipment. With his extensive experience in the development and implementation of systems and processes for tracking and reporting data, Bruce plays a key role at Cortland leading the origination platform.

#### *Nine Gates Capital, LLC*

Nine Gates Capital, LLC (“**Nine Gates**”), incorporated under the laws of Delaware and located in Shrewsbury, New Jersey, acts as the portfolio sub-advisor to Clearpoint Global Dividend Fund pursuant to the terms of an investment sub-advisory agreement between Caldwell Investment Management Ltd. and Nine Gates effective as of July 1, 2015 (the “**Nine Gates Sub-Advisory Agreement**”).

The Nine Gates Sub-Advisory Agreement provides that either party may terminate the agreement at any time, without cause, by providing not less than 60 days' prior written notice. Either party also has the right to terminate the Sub-Advisory Agreements immediately in limited circumstances, including but not limited to persistent failure to perform duties under the agreement, fraudulent actions, bankruptcy, insolvency or regulatory qualification.

Since Nine Gates and its assets are located outside of Canada, it may be difficult to enforce legal rights against it. The Manager is responsible for all investment advice provided to Clearpoint Global Dividend Fund.

Mr. Dodge founded Nine Gates in 2003. He is the President, CEO/CIO and Portfolio Manager at Nines Gates and is principally responsible for the day-to-day management of a material portion of the portfolio of the Clearpoint Global Dividend Fund. From 2011 to 2015, Mr. Dodge was Co-Director at Fox Asset Management, LLC (“**Fox**”) and Co-Chair of the Investment Committee. From 2005 to 2011, Mr. Dodge was Chief Executive Officer and Chief Investment Officer of Fox. Prior to joining Fox, he founded and operated Nine Gates from 2003 to 2005 and Mr. Dodge was President and Chief Equity Investment Officer of Delaware Investment Advisers, Inc. from 1999 to 2003. He served as President, Director of Marketing, and senior portfolio manager of Marvin & Palmer Associates in Wilmington, DE (1996-1998). Mr. Dodge served as Chairman of the investment policy committee, Chief Investment Strategist, Co-Chairman of the Stock Selection Committee, and Assistant Director of Research for Dean Witter in New York City (1991 – 1996). From 1983 to 1991 he was the Director of Quantitative Strategies, senior portfolio manager, and senior equity analyst with DuPont Capital (E.I. du Pont de Nemours Pension Fund). Earlier in his career, he was Senior Vice President and Chief Trust Investment Officer with National Bank of Washington in Washington, D.C.

Mr. Dodge co-authored *The High Performance CFO*, Irwin Publishing 1995, and has been widely quoted in the financial press. He has appeared on CNBC, CNN’s Moneyline with Lou Dobbs, Wall Street Week with Louis Rukeyser, and CNN’s Crossfire. Mr. Dodge served honorably in the United States Marine Corps from 1969-1971.

Mr. Dodge earned a BBA in Marketing and MBA in Business and Finance from the University of Massachusetts. He was named School of Management’s Alumnus of the Year in 1995 and served on the Investment Committee of the University Endowment Fund. He is a CFA charterholder and a member of the CFA Institute.

### **Custodian and Recordkeeper**

Under the terms of the custodial agreement dated December 17, 2012 and as amended from time to time among the Funds, CIBC Mellon Trust Company, CIBC Mellon Global Securities Services Company, Canadian Imperial Bank of Commerce and The Bank of New York Mellon (the “**Custodian Agreement**”), CIBC Mellon Trust Company has been appointed the custodian of the Funds (the “**Custodian**”).

The Custodian holds each Fund’s cash and securities on behalf of the Funds and is responsible for ensuring that they are safe and secure. All of such securities will be held by the Custodian with the exception of foreign portfolio securities, gold and precious minerals, if any, or at the offices of sub-custodians under arrangements made to the satisfaction and order of the Custodian and in compliance with applicable regulatory requirements. The Custodian holds title to the securities owned by the Funds on behalf of unitholders.

The Manager has appointed SGGG Fund Services Inc. as the recordkeeper, transfer agent, and registrar for its funds, pursuant to a securityholder services agreement dated as of February 14, 2013 and as amended from time to time (the “**SGGG Services Agreement**”). Pursuant to the SGGG Services Agreement, SGGG Fund Services Inc. also provides fund valuation services for the Manager’s funds. Either party may terminate this SGGG Services Agreement by giving at least three months written notice to the other party of such termination. The principal office of SGGG Fund Services Inc. is at 1200-60 Yonge Street, Toronto, ON, M5E 1H5, where the registers of securities of the Funds are kept.

### **Auditor**

The auditor of the Funds is Deloitte LLP, Bay Adelaide Centre, East Tower, 8 Adelaide Street West, Suite 200, Toronto, ON, M5H 0A9. Any changes in the auditors by the Funds may be made only in accordance with securities legislation.

### **Brokerage Arrangements**

The purchase and sale of portfolio securities is arranged by Caldwell through registered brokers or dealers. Caldwell has a regulatory obligation to make reasonable efforts to achieve best execution of those portfolio trades when acting for the Funds. Best execution refers to the most advantageous execution terms reasonably available under the circumstances.

The elements that Caldwell considers in determining the most advantageous execution terms reasonably available under the circumstances and the weight given to each can vary depending on the circumstances, including the needs of the Funds, the particular security and the prevailing market conditions. These elements include price, speed of execution, certainty of execution, overall cost of the transaction, the ability to preserve the confidentiality of Caldwell's trading strategy and the quality of any research services received. In assessing the overall cost of the transaction Caldwell includes, where appropriate, commission fees charged by a dealer, as well as all costs associated with accessing an order and/or executing a trade that are passed on to the Funds.

Under its best execution policy, Caldwell undertakes a regular assessment designed to ensure that the dealers Caldwell frequently uses are capable of delivering best execution on an overall basis over time. This assessment includes factors which may affect a dealer's ability to achieve best execution easily, including changes in market conditions and personnel. Caldwell maintains a list of approved dealers it frequently uses, selected based on an assessment of certain dealer traits, such as a dealer's level of trading expertise, ability to provide value-added information or services and ability to provide services to accommodate special transaction needs.

Subject to its best execution obligations, Caldwell allocates on an aggregate basis to non-affiliated dealers 25% of the shares covered by bulk orders, as calculated by value. This is meant to facilitate comparisons of trade execution and transaction cost for best execution purposes. Caldwell records for each order a reason why the trade was sent to a particular dealer. On an annual basis, Caldwell evaluates dealer performance information generated by its trade evaluation process in order to identify ways to improve Caldwell's trade execution on a continuous basis and to decide what dealers it will work with going forward.

Caldwell may choose to execute a portion of the Funds' portfolio transactions with Caldwell Securities Ltd., an affiliate of Caldwell. Caldwell applies its best execution policy in respect of affiliated and non-affiliated dealers. Specifically, any trade allocation by Caldwell to an affiliated dealer is based on an assessment of the same best execution criteria.

Because Caldwell Securities Ltd. is an affiliate of Caldwell and the interrelationship of their businesses, a conflict of interest exists that has the potential of influencing Caldwell's choice of Caldwell Securities Ltd. to execute Fund portfolio transactions. Caldwell manages this conflict of interest by applying its best execution policy and by following best execution standing instructions issued by the Funds' independent review committee. Research and order execution goods and

services may benefit not only a Fund when its trades generate the brokerage commission, but may also benefit other funds and clients to whom Caldwell provides advice.

In addition to order execution goods and services, dealers or third parties may provide research goods and services, which include (i) advice relating to the value of securities and the advisability of effecting transactions in securities and (ii) analyses and reports concerning securities, portfolio strategy, issuers, industries, or economic or political factors and trends. Such goods and services may be provided by the executing broker-dealer directly.

Since the date of the last annual information form, some brokerage transactions of the Funds have been directed to Caldwell Securities Ltd., an affiliate of Caldwell, in return for the provision of advice as to the method of executing orders in light of prevailing market conditions and the following research goods or services: advice relating to the advisability of effecting transactions in securities.

Since the date of the last annual information form, some brokerage transactions of the Funds have been directed to unaffiliated broker-dealers in return for the provision of the following research goods or services to Caldwell in connection with the Funds: advice relating to the value of securities and the advisability of effecting transactions in securities and analyses and reports concerning securities, portfolio strategy, issuers, industries, or economic or political factors and trends. A list of such broker-dealers will be made available to Unitholders on request, at no cost, by calling Caldwell toll-free at 1-800-256-2441 or by writing to [info@caldwellinvestment.com](mailto:info@caldwellinvestment.com).

Caldwell makes a good faith determination that the Funds receive a reasonable benefit from the use of research goods and services, if any, considering both the use of such services and the amount of brokerage commissions paid. Specifically, Caldwell determines allocation to broker-dealers based on a process which evaluates the broker-dealers' ability to provide best execution of trades on an aggregate basis over time, as described above, and the range and quality of research goods and services utilized.

## **CONFLICTS OF INTEREST**

### **(a) Principal holders of securities**

#### **(i) *The Funds***

As at the date of this annual information form, no person or company owns of record or, to the knowledge of either Fund or the Manager, beneficially, directly or indirectly, more than 10% of the outstanding units of any series of either Fund.

#### **(ii) *Manager***

Caldwell Financial Ltd. owns 100% of the outstanding shares of the Manager.

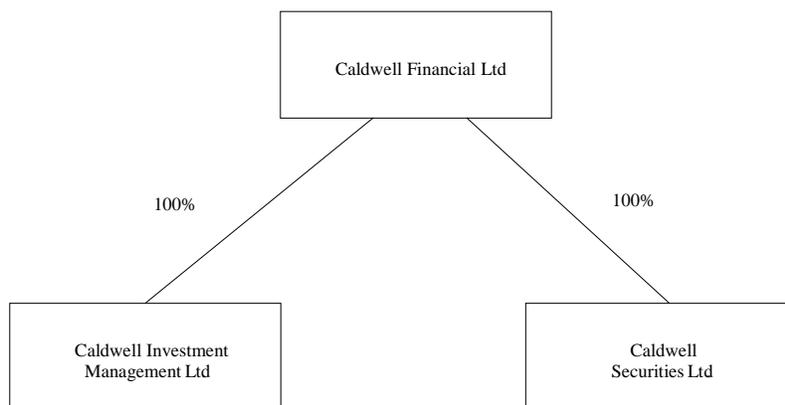
Caldwell Financial Ltd. owns 100% of the outstanding shares of Caldwell Securities Ltd., a company that provides services to the Manager. The directors and officers of the Manager, in aggregate, beneficially own or control, directly or indirectly, 90.41% of the voting shares of Caldwell Financial Ltd.

(iii) **IRC**

The members of the IRC do not own beneficially, directly or indirectly, in aggregate any class of voting of equity securities of the Manager; any class of voting securities of any person or company that provides services to either Fund or the Manager; or more than 10% of units of either Fund.

(b) **Affiliated Entities**

Caldwell Securities Ltd., a registered broker, provides services to the Funds or the Manager in relation to the Funds and is affiliated with Caldwell.



**FUND GOVERNANCE**

**Generally**

The Manager has established appropriate policies, procedures and guidelines to ensure the proper management of the Funds. The systems implemented monitor and manage the business and sales practices, risks and internal conflicts of interest relating to the Funds while ensuring compliance with regulatory and corporate requirements.

**Derivatives**

The Funds may use derivatives as discussed under the heading Investment Strategies in the Funds' simplified prospectus. The Manager has not established written policies and procedures to manage the risks associated with the use of derivatives but will establish written policies and procedures for managing risks upon the use of such transactions.

The Manager considers the use of derivatives in conjunction with the provisions of N1 81-102 and with any relief orders granted to the Funds by the securities regulators. The Manager is responsible for ensuring that all trading limits or other controls are complied with.

## **Short Selling**

The Funds may engage in short selling from time to time as described on page 3.

The Manager and Custodian have in place policies and procedures relating to short selling by the Funds. Any agreements, policies and procedures that are applicable to the Funds relating to short selling (including trading limits and controls in addition to those specified above) will be prepared and reviewed by the Manager and Trustee. The decision to effect any particular short sale will be made by the Portfolio Adviser and reviewed and monitored as part of the Manager's ongoing compliance procedures and risk control measures.

## **Proxy Voting Guidelines**

The Portfolio Advisor and the Manager are jointly responsible for establishing, monitoring and amending (if necessary) the policies and procedures relating to the voting of proxies received in connection with the Funds' portfolio securities.

Generally speaking, the Portfolio Advisor will vote in favour of the following proxy proposals:

- electing and fixing the number of directors
- appointing auditors
- ratifying director actions
- approving private placements exceeding a 25% threshold
- changing a registered address
- authorizing directors to fix the remuneration of auditors
- approving private placements to insiders exceeding a 10% threshold
- approving special resolutions to change the authorized capital of the company

In certain cases, proxy votes may not be cast when the Portfolio Advisor determines that it is not in the best interests of unitholders of a Fund to vote such proxies. In the event a proxy raises a potential material conflict of interest between the interests of the Fund and the Manager, the Portfolio Advisor, affiliate or associate of the Fund or the manager or portfolio advisor of such affiliate or associate, the conflict will be resolved in the best interests of the unitholders and the Fund. The Portfolio Advisor retains the discretion over all proxy voting.

The proxy voting guidelines of the Funds are available on request, free of charge, by contacting the Manager at 1-800-256-2441 and are available on our website at [www.caldwellinvestment.com](http://www.caldwellinvestment.com). The Portfolio Advisor maintains and prepares an annual proxy voting record for the Funds. The proxy voting record for the annual period ending June 30 each year for the Funds are available free of charge to any investor upon request at any time after August 31 of that year.

## **Independent Review Committee**

In accordance with National Instrument 81-107 – *Independent Review Committee for Mutual Funds* (“**NI 81-107**”), an Independent Review Committee for the Funds (the “**IRC**”) was established. The composition of the IRC may change from time to time but will be composed of persons who are independent from the Manager, the Funds or entities related to the Manager.

Currently, members of the IRC are Sharon Kent (chair), F. Michael Walsh and Trent Morris, who are also members of the independent review committee of other funds managed by the Manager.

The mandate of the IRC is to:

- (a) review conflict of interest matters, including any related policies and procedures, referred to the IRC by the Manager and provide the Manager with its recommendations as to whether, in its opinion after reasonable inquiry, the Manager's proposed action achieves a fair and reasonable result for the Funds; and
- (b) perform any other functions as may be required under applicable securities legislation.

NI 81-107 further imposes obligations upon the Funds 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 is required to comprise a minimum of three independent members. The IRC must also adopt a written charter setting forth its mandate, responsibilities and functions and the policies and procedures it will follow when performing its functions. The IRC will conduct its review at least annually and will provide the Manager with a written report of its assessment. For each financial year of each Fund, the IRC will also deliver a report of its activities to the unitholders of the Fund in respect of its functions. The fees and expenses of the IRC are allocated among the Funds in a manner that is considered by the IRC to be fair and reasonable to the Funds.

The compensation and other expenses of the IRC, including the costs of complying with NI 81-107, is paid pro rata by the Funds and other funds managed by the Manager and its affiliates for which the IRC acts as the independent review committee. IRC members are also reimbursed for travel expenses in connection with meeting attendance. Other fees and expenses payable by the Funds in connection with the IRC include insurance costs, legal fees, and attendance fees for educational seminars.

The IRC has approved the following standing instructions:

1. Brokerage arrangements with Caldwell Securities Ltd.: The Portfolio Advisors may choose to execute all or a portion of the Funds' portfolio transactions with Caldwell Securities Ltd., an affiliate of the Manager, on terms as favourable or more favourable to the Funds as those executed through other dealers unrelated to Caldwell.
2. Trade allocation policy: Caldwell will allocate trades among all its clients on a pro-rata basis and in accordance with the investment objectives of each Fund and the restrictions contained under applicable law. When the investment objective of a Fund overlaps with the investment objectives of other fund(s) managed by Caldwell, Caldwell will allocate trades according to the capital available in each respective fund.
3. Soft dollar arrangements: should Caldwell choose to engage in soft dollar arrangements, Caldwell will adhere to the terms of the National Instrument 23-102 – *Use of Client Brokerage Commissions* or any successor rule, policy or instrument.
4. Corrections made to the calculation of net asset value: corrections may be required due to incorrect pricing information for securities held within a Fund or information not being

available to value a Fund fully. All net asset value error corrections must be approved by senior management.

5. Proxy Voting: Caldwell's goal is to vote in favour of resolutions that it believes to be in the best interests of each Fund's investors and follows a process for voting routine and non-routine matters in this regard. Caldwell will maintain a record of how proxies were voted. For more information please refer to "Proxy Voting Guidelines".
6. Fees and expenses payable by investors and by the Funds: Caldwell must ensure that management and other fees applicable to the Funds are calculated and paid for in accordance with the simplified prospectus, annual information form and applicable laws.
7. Handling of client complaints: Caldwell is required to investigate complaints received from a unitholder. The results of any investigation will be communicated to the unitholder in writing within 45 business days.
8. Principal trading of fixed income securities: Caldwell shall not discuss any specific investment decision on behalf of a unitholder with any other personnel who are also officers of Caldwell Securities Ltd. and the price realized will be not less than the bid price of the debt security in the event of a sale made on behalf of a Fund and not more than the ask price of the debt security in the event of a purchase made on behalf of the Funds as reported on at least one real time quote provided by a public quotation system.
9. Fair valuation of securities held within each Fund: Equities are valued at retail market trading close as at 4:00 p.m. (Eastern Time) from the applicable exchange or valued at the last or closing market price on the specific international exchange, as applicable. Bonds, debentures and other obligations will be valued by taking the average of the bid and ask prices on the valuation date. When assigning a value to the private membership shares, Caldwell will assign the last sale as the basis for valuation unless the last traded value is not within the current bid/offer spread (i.e. the last trade is either higher than the current offer or lower than the current bid). If the last trade is outside the bid/offer spread, then the following valuations will be assigned: (1) if the last trade is lower than the current bid, the value of the current bid will be assigned; or (2) if the last trade is higher than the current offer, the value of the current offer will be assigned.

### **Short-Term Trading**

The Manager has adopted policies and procedures to detect and deter short-term trading. Short-term trades are defined as a combination of a purchase and redemption within a short period of time that the Manager believes is detrimental to other investors in a Fund. These trades can be for periods of up to 90 days.

The interests of Fund investors and the Funds' ability to manage its investments may be adversely affected by short term trading because, among other things, these types of trading activities can dilute the value of Fund units, can interfere with the efficient management of the Funds' portfolio and can result in increased brokerage and administrative costs to a Fund. While the Manager will actively take steps to monitor, detect and deter short-term trading, it cannot ensure that such trading activity will be completely eliminated.

A purchase and a redemption of units of a Fund within a short period of time may be subject to a short-term trading fee. If you redeem your units within 90 days of purchase, the Manager may charge you a short-term trading fee of up to 3% of the aggregate net asset value of the redeemed units. The fee payable will be deducted from the redemption proceeds when you redeem your units and such fees will be retained by the Fund. The Manager, in its sole discretion, may waive the short-term trading fee.

The Manager may also take such additional action as it considers appropriate to prevent further similar activity by the investor. These actions may include the delivery of a warning to the investor, placing the investor/account on a watch list to monitor his or her trading activity, the subsequent refusal of further trades by the investor if the investor continues to attempt such trading activity and/or closure of the investor's account.

Short-term trading fees will not be payable on units of a Fund issued to a limited partnership or distributed to the limited partners of such partnership on a mutual fund rollover transaction (as such term is defined in the simplified prospectus of the Funds). Furthermore, the short-term trading fee will generally not be charged for a redemption of units of a Fund (i) acquired through automatic investment of all distributions of net income or capital gains by the Fund; (ii) through the exercise of statutory redemption rights; or (iii) in the absolute discretion of the Manager. For purposes of this short-term trading fee, units will be considered to be redeemed or switched on a first-in first-out basis.

## **FEES AND EXPENSES**

To encourage large purchases in the Funds and to achieve effective management fees that are competitive for these investments, the Manager may reduce the management and/or incentive fee payable by the Funds with respect to the units held by a particular investor at its discretion, based on a number of factors including the type of investor and the number and value of units held by an investor. Such management fee reduction is called a *management fee rebate*. At a minimum, an investor must hold \$5,000,000 of investments in a Fund in order to be eligible for a management fee rebate. The minimum amount may be waived or reduced in the absolute discretion of the Manager. Investors who receive the benefit of a management fee and/or incentive fee rebate automatically have such rebate reinvested in additional securities of the same series of the applicable Fund. See "Fees and Expenses" in the Funds' simplified prospectus for more information.

## **INCOME TAX CONSIDERATIONS FOR INVESTORS**

This section describes the principal Canadian federal income tax considerations generally applicable to the Funds and to individual unitholders (other than trusts) who are residents of Canada, deal with the Funds at arm's length and who hold units of the Funds as capital property. The summary is based upon the current provisions of the Tax Act, the regulations made under the Tax Act (the "**Regulations**"), proposals to amend the Tax Act and the Regulations publicly announced by, or on behalf of, the Minister of Finance prior to the date hereof and the administrative practices and policies of the Canada Revenue Agency ("**CRA**") published by it in writing. This summary does not otherwise take into account or anticipate any change in law or administrative practice, whether by legislative, regulatory, administrative or judicial action. The summary is not intended to be exhaustive of all possible income tax considerations. It does not

address provincial or foreign tax considerations. Unitholders should consult their own tax advisers for advice with respect to the tax consequences of an investment in the Funds in their particular circumstances. Each Fund qualifies as a mutual fund trust under the Tax Act. This summary assumes that each Fund will qualify as a mutual fund trust under the Tax Act at all times.

### **Tax status of the Funds**

In each taxation year of each Fund, the net income and net realized capital gains, if any, of the Fund, as would otherwise be taxable in the Fund, will generally be distributed to unitholders. Distributions will be paid in cash or by reinvestment in additional units. Consequently, each Fund will not be liable for income tax under Part I of the Tax Act. Losses incurred by each Fund cannot be allocated to unitholders but may, subject to certain limitations and to the extent not utilized in the year incurred, be deducted by the Fund in subsequent years. Generally, gains and losses from derivative transactions will, for tax purposes, be on income account rather than capital account. Each Fund intends to report the returns earned from writing and holding options relating to capital property on capital account in accordance with CRA's administrative position. Each Fund is required to compute its net income and net realized capital gains in Canadian dollars for the purposes of the Tax Act. Consequently each Fund may realize income or capital gains by virtue of changes in the value of a foreign currency relative to the Canadian dollar. The "suspended loss" rules in the Tax Act may prevent a Fund from recognizing capital losses on the disposition of securities in certain circumstances, which may increase the amount of net realized gains of the Fund to be paid to investors.

### **Tax status of taxable unitholders**

Unitholders who are not exempt from income tax must include in their income all net income and the net taxable capital gains, if any, payable to them by a Fund in a year, whether paid in cash or by reinvestment in additional units. If a unitholder's share of distributions from the Fund in a year exceeds the unitholder's share of the Fund's net income and net realized capital gains for the year, the excess will be a return of capital and will not be taxable, but will reduce the adjusted cost base of the unitholder's units in the Fund. Each Fund intends to make all permissible designations to ensure that dividends from taxable Canadian corporations, foreign income, foreign tax credits and net realized capital gains will, to the extent of amounts distributed, be considered to have been received as such by unitholders, or paid by unitholders in the case of foreign creditable tax. To the extent that amounts distributed to a unitholder are designated as taxable dividends from taxable Canadian corporations, the gross-up and dividend tax credit rules will apply including the enhanced dividend tax credit applicable to "eligible dividends". Where foreign income has been so designated, the unitholder will be treated as having paid the unitholder's proportionate share of foreign tax paid, or deemed to be paid, by the Fund on that income and may be entitled to claim a foreign tax credit. When units of a Fund are purchased, a portion of the purchase price may reflect income and capital gains of the Fund for the year. Accordingly, unitholders who purchase just before a distribution date will be required to include in their income amounts distributed from the Fund, even though the Fund earned these amounts before the unitholder owned the units. A distribution reduces a Fund's net asset value per unit. Upon a disposition of a unit, including a redemption to effect a transfer to another Fund (a switch of units), a unitholder will realize a capital gain (or a capital loss) to the extent that the proceeds of disposition exceed (or are exceeded by) the adjusted cost base of the unit at such time plus reasonable disposition costs. Generally, one-half of a capital gain or a capital loss is taken into account in determining taxable capital gains and

allowable capital losses. Allowable capital losses may only be deducted against taxable capital gains realized in a particular year, the three immediately preceding years or any subsequent year, subject to certain restrictions in the Tax Act. In certain situations, where a unitholder disposes of units of a Fund and would otherwise realize a capital loss, the loss will be denied. This may occur if a unitholder or a person affiliated with a unitholder (including the unitholder's spouse or common-law partner or a corporation controlled by the unitholder) has acquired units of the same Fund within 30 days before or after the original unitholder disposed of the units, which are considered to be "substituted property". In these circumstances, the capital loss may be deemed to be a "superficial loss" and denied. The amount of the denied capital loss will be added to the adjusted cost base to the owner of the units which are substituted property. The adjusted cost base of units of a Fund to a unitholder is, generally, the amount paid for the units, plus the amount of reinvested distributions on the units, minus the adjusted cost base of units redeemed and any capital returned in distributions. Unitholders should keep detailed records of the purchase costs, sales charges and distributions related to their units.

### **Eligibility for investment by deferred income plans**

Units of the Funds are qualified investments for registered retirement savings plans, registered retirement income funds, deferred profit sharing plans, registered disability savings plans, tax-free savings accounts and registered education savings plans ("**Deferred Income Plans**"). Owners of tax-free savings accounts and registered disability savings plans, annuitants of registered retirement savings plans and registered retirement income funds, and subscribers of registered education savings plans should consult their own advisers as to whether units would be a "prohibited investment" for their tax-free savings account, registered retirement savings plan or registered retirement income fund having regard to their circumstances. No tax under the Tax Act will be payable on net income and net realized capital gains distributed by the Funds on units held by Deferred Income Plans, or on any capital gains from selling or switching units, as long as the proceeds remain in the plan, but such amounts will generally be taxable when withdrawn from such plans. Amounts withdrawn from a Deferred Income Plan (other than from a tax-free savings account, contributions withdrawn from a registered education savings plan and certain withdrawals from a registered disability savings plan) will generally be subject to tax. Investors who choose to purchase units of the Funds through a Deferred Income Plan should consult their own professional advisers regarding the tax treatment of contributions to, and acquisitions of property by, such Deferred Income Plan.

### **Alternative Minimum Tax**

Individuals who are designated taxable dividends or capital gains in respect of distributions received from the Funds or who realize net capital gains from the disposition of units of the Funds may be subject to alternative minimum tax under the Tax Act in respect of such sources of income.

### **Tax Records**

The Funds will provide its Unitholders with the annual remittance forms and income tax information necessary to complete their income tax returns in respect of distributions received from the Funds. Unitholders should keep records of the cost of units of the Funds purchased, including the amount of reinvested distributions, if any, so that any capital gain or loss on a redemption or other disposition can be accurately determined for tax purposes.

## **REMUNERATION OF DIRECTORS, OFFICERS AND TRUSTEE**

During the year ended December 31, 2018, the most recent financial year-end of the Funds, no salaries or other compensations or reimbursements were paid (or are payable) by the Funds to the directors or officers of the Manager of the Funds. The Funds pay costs and expenses related to the IRC. The compensation and other expenses of the IRC, including the costs of complying with NI 81-107, are paid collectively by the Funds and the other investment funds managed by the Manager or its affiliates for which the IRC acts as the independent review committee and reviews conflict of interest matters (collectively, the “**Caldwell Funds**”). These fees and expenses, plus associated legal and insurance costs, are allocated among the Caldwell Funds in a manner that is considered by the Manager to be fair and reasonable. In the year ended December 31, 2018, the Manager was also the manager of four other funds, for all of which the IRC reviews conflict of interest matters.

For the year ended December 31, 2018, the total fees paid and payable to the members of the IRC in respect of the Funds were \$10,000, with each of the three members (Sharon Kent, F. Michael Walsh and Trent Morris) receiving a sum of \$3,333.

The combined total fees paid and payable for the year ended December 31, 2018 to the members of the IRC by the Caldwell Funds in that period were \$30,000 with each of the three members receiving \$10,000. There were no reimbursement payments to any members of the IRC in 2018.

## **MATERIAL CONTRACTS**

The material agreements of each Fund are listed below:

- (1) the Declaration of Trust governing each Fund;
- (2) the Custodian Agreement;
- (3) the Management Agreement; and
- (4) the Cortland Sub-Advisory Agreement (Clearpoint Short Term Income Fund); and
- (5) the Nine Gates Sub Advisory Agreement (Clearpoint Global Dividend Fund).

## **LEGAL AND ADMINISTRATIVE PROCEEDINGS**

There are currently no legal proceedings material to the Funds, nor are there any such proceedings known to be contemplated, as of the date of this annual information form.

Currently, the Ontario Securities Commission has commenced an administrative proceeding alleging that the Manager did not fulfil its best execution obligations as an adviser in relation to certain securities trades executed through Caldwell Securities Ltd. a registered broker and an affiliate of the Manager. The Manager has engaged in discussions with regulators to resolve this proceeding.

In May 2011, the Manager entered into a settlement agreement with the Ontario Securities Commission in which the Manager agreed that it had acted contrary to the public interest by failing to keep records and monitor portfolio management accounts for two public investment funds promoted by the *FrontierAlt* financial organization. The Manager provided portfolio management advice to the investment funds.

During the Manager's engagement, *FrontierAlt* entities controlled and managed the business and assets of the funds and retained control over the portfolio assets of the funds. The Manager primarily received information about the portfolio assets of the investment funds from a *FrontierAlt* entity. The Manager agreed to make a voluntary payment of \$75,000, a payment of \$25,000 in respect of the costs of the Ontario Securities Commission and to submit to a review by an independent party of its compliance practices and procedures for engagements where it does not have direct control of assets.

## **Certificate of Caldwell Clearpoint Funds (the “Funds”) and the Manager of the Funds**

Dated: February 28, 2019.

This annual information form, together with the simplified prospectus and the documents incorporated by reference into the simplified prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as required by the securities legislation of each of the provinces of Canada and do not contain any misrepresentations.

### **Caldwell Investment Management Ltd. as trustee and manager of the Funds:**

*“Brendan T. N. Caldwell”*

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Brendan T. N. Caldwell  
President and Chief Executive Officer

*“Sally Haldenby-Haba”*

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Sally Haldenby-Haba  
Secretary and Chief Financial Officer

### **On behalf of the Board of Directors of Caldwell Investment Management Ltd. as trustee and manager of the Funds:**

*“Thomas S. Caldwell”*

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Thomas S. Caldwell  
Director

*“Michael B.C. Gundy”*

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Michael B.C. Gundy  
Director

## CALDWELL CLEARPOINT FUNDS

[BACK COVER]

- ADDITIONAL INFORMATION ABOUT the CALDWELL CLEARPOINT FUNDS IS AVAILABLE IN THE FUNDS' SIMPLIFIED PROSPECTUS, FUND FACTS, MANAGEMENT REPORTS OF FUND PERFORMANCE AND FINANCIAL STATEMENTS.
- YOU CAN GET A COPY OF THESE DOCUMENTS AT NO COST, BY CALLING TOLL FREE 1-800-256-2441 OR FROM YOUR DEALER OR BY E-MAIL AT FUNDS@CALDWELLINVESTMENT.COM.
- THESE DOCUMENTS AND OTHER INFORMATION ABOUT THE CALDWELL CLEARPOINT FUNDS, SUCH AS INFORMATION CIRCULARS AND MATERIAL CONTRACTS, ARE ALSO AVAILABLE ON THE FUNDS' INTERNET SITE AT [WWW.CALDWELLINVESTMENT.COM](http://WWW.CALDWELLINVESTMENT.COM) OR AT [WWW.SEDAR.COM](http://WWW.SEDAR.COM).

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