



**EDUCATORS FINANCIAL GROUP INC.  
NO LOAD MUTUAL FUNDS**

ANNUAL INFORMATION FORM  
dated May 15, 2020

Relating to an Offering of Class A units and Class I units in

**EDUCATORS BALANCED FUND  
EDUCATORS BOND FUND  
EDUCATORS DIVIDEND FUND  
EDUCATORS GROWTH FUND  
EDUCATORS MONEY MARKET FUND  
EDUCATORS MONTHLY INCOME FUND  
EDUCATORS MORTGAGE & INCOME FUND  
EDUCATORS U.S. EQUITY FUND  
EDUCATORS MONITORED AGGRESSIVE PORTFOLIO  
EDUCATORS MONITORED BALANCED PORTFOLIO  
EDUCATORS MONITORED CONSERVATIVE PORTFOLIO  
EDUCATORS MONITORED GROWTH PORTFOLIO**

Relating to an Offering of Class E units in

**EDUCATORS BALANCED FUND  
EDUCATORS MONITORED AGGRESSIVE PORTFOLIO  
EDUCATORS MONITORED BALANCED PORTFOLIO  
EDUCATORS MONITORED CONSERVATIVE PORTFOLIO  
EDUCATORS MONITORED GROWTH PORTFOLIO**

No securities regulatory authority has expressed an opinion about these units, and it is an offence to claim otherwise.

## TABLE OF CONTENTS

|  |    |
|--|----|
| NAME, FORMATION AND HISTORY OF THE FUNDS .....           | 1  |
| INVESTMENT RESTRICTIONS .....                            | 1  |
| DESCRIPTION OF UNITS .....                               | 2  |
| VALUATION OF PORTFOLIO SECURITIES .....                  | 3  |
| PURCHASES AND SWITCHES OF FUND UNITS .....               | 5  |
| REDEMPTION OF FUND UNITS .....                           | 6  |
| RECLASSIFICATION .....                                   | 7  |
| MANAGEMENT AND ADMINISTRATION OF THE FUNDS .....         | 7  |
| PRINCIPAL HOLDERS OF SECURITIES .....                    | 17 |
| FEES AND EXPENSES.....                                   | 17 |
| INCOME TAX CONSIDERATIONS .....                          | 17 |
| CUSTODIAN OF PORTFOLIO SECURITIES .....                  | 22 |
| MATERIAL CONTRACTS.....                                  | 23 |
| ADDITIONAL INFORMATION .....                             | 23 |
| CERTIFICATE OF THE FUNDS, THE MANAGER AND PROMOTER ..... | 24 |
| CERTIFICATE OF THE FUNDS' PRINCIPAL DISTRIBUTOR.....     | 25 |

## NAME, FORMATION AND HISTORY OF THE FUNDS

The Educators Financial Group Inc. no-load mutual funds consist of the Educators Balanced Fund (the “Balanced Fund”), the Educators Bond Fund (the “Bond Fund”), the Educators Dividend Fund (the “Dividend Fund”), the Educators Growth Fund (the “Growth Fund”), the Educators Money Market Fund (the “Money Market Fund”), the Educators Monthly Income Fund (the “Monthly Income Fund”), the Educators Mortgage & Income Fund (the “Mortgage & Income Fund”) the Educators U.S. Equity Fund (the “U.S. Equity Fund”), the Educators Monitored Aggressive Portfolio (the “Aggressive Portfolio”), the Educators Monitored Balanced Portfolio (“Balanced Portfolio”), the Educators Monitored Conservative Portfolio (“Conservative Portfolio”) and the Educators Monitored Growth Portfolio (“Growth Portfolio”) (collectively, the “Funds” and individually, a “Fund”).

The Funds are governed by a combined amended and restated declaration of trust made by Educators Financial Group Inc. (“Educators Financial Group” or the “Manager”) as manager and trustee dated as of January 2, 2018 (the “Declaration of Trust”) and as amended on February 20, 2020 to, among other things, reflect the addition of Class E units for the Balanced Fund and the Portfolio Funds (as defined herein). The Declaration of Trust amended and restated the prior combined amended and restated declaration of trust dated October 6, 2008 primarily so as to incorporate amendments dated March 14, 2011 reflecting the creation of the Bond Fund and the Monthly Income Fund, dated September 15, 2017 reflecting the change to the investment objectives and change of name of the U.S. Equity Fund and the addition of Class I units for this Fund, and dated September 15, 2017 reflecting the addition of Class I units for the other Funds other than the Portfolio Funds, as well as creating the Portfolio Funds.

Each of the Money Market Fund, Mortgage & Income Fund, U.S. Equity Fund, Growth Fund and Balanced Fund is an unincorporated open-end investment trust created under the laws of Ontario on January 2, 1984. These Funds resulted from a reorganization of the Ontario Teacher’s Group Retirement Savings Plan which was established in 1975 pursuant to an agreement between the Ontario Secondary School Teachers’ Federation (“O.S.S.T.F.”) and Montreal Trust Company of Canada and amended by agreement dated January 4, 1982.

The Dividend Fund is an unincorporated open-end investment trust created under the laws of Ontario on January 4, 2000. The Bond Fund and the Monthly Income Fund are each an unincorporated open-end investment trust created under the laws of Ontario on March 14, 2011. The Aggressive Portfolio, Balanced Portfolio, Conservative Portfolio and Growth Portfolio (collectively, the “Portfolio Funds” and individually, a “Portfolio Fund”) are each an unincorporated open-end investment trust created under the laws of Ontario on January 2, 2018.

On June 30, 2011, the Educators Global Fund was merged into the Balanced Fund.

The U.S. Equity Fund was originally known as the “Educators Diversified Fund”. The name was changed to the “Educators North American Diversified Fund” on January 15, 2013 and to the “Educators U.S. Equity Fund” on September 15, 2017 in conjunction with the change of investment objectives of this Fund from a fund investing in North American equity securities to one investing in U.S. equity securities, which also resulted in Beutel, Goodman & Company Ltd. becoming the Fund’s portfolio adviser.

Educators Financial Group is a wholly owned subsidiary of the O.S.S.T.F. The address of Educators Financial Group and of the principal office of each Fund is located at 2225 Sheppard Ave. East, Suite 1105, Toronto, Ontario M2J 5C2.

## INVESTMENT RESTRICTIONS

Educators Financial Group manages each of the Funds in accordance with the standard restrictions and practices imposed by Canadian securities legislation, including National Instrument 81-102 *Investment Funds* of the Canadian securities administrators (“NI 81-102”). These standard restrictions and practices, which are incorporated into this annual information form by reference, have been designed in part to ensure that the Funds’ investments are diversified and relatively liquid, and to ensure the proper administration of the Funds.

Each of the Funds is also prohibited from making or retaining any investment which would result in the units of the Fund not being qualified investments for a trust governed by a registered retirement savings plan (includes locked-in plans), registered retirement income fund (includes locked-in and self-directed plans), registered education savings plan, or a tax-free savings account (“Registered Plans”) under the *Income Tax Act* (Canada) and the regulations thereunder (the “Tax Act”) or which would render a Fund subject to tax under Part X.2 of the Tax Act. The Manager intends to monitor the activities of the Aggressive Portfolio and Growth Portfolio so as to ensure that each such Fund does not have any “designated income” for purposes of the Tax Act in a taxation year of the Fund unless and until such Fund qualifies as a mutual fund trust for purposes of the Tax Act

throughout the taxation year. During the financial year of the Funds ended December 31, 2019, each of the Funds observed the investment restrictions set forth in this paragraph.

Any change to the fundamental investment objectives of a Fund requires unitholder approval given at a meeting of the unitholders of the Fund called to consider such change.

### DESCRIPTION OF UNITS

The Bond Fund, Dividend Fund, Growth Fund, Money Market Fund, Monthly Income Fund, Mortgage & Income Fund and U.S. Equity Fund currently offer two classes of units: Class A units and Class I units. The Balanced Fund and the Portfolio Funds currently offer three classes of units: Class A units, Class I units and Class E units. Units are purchased and redeemed through Educators Financial Group and are offered to qualified investors only in the provinces of Ontario and British Columbia.

Class A units are the regular retail class of units available to all eligible purchasers. Class I units are identical in all respects to the Class A units, except that there is no management fee payable by the Funds in respect of the Class I units, although the Class I units are responsible for paying all expenses of their operation. Class E units are identical in all respects to the Class A units, except with respect to the management fee payable by the applicable Fund to the Manager.

Class A units of a Fund may be purchased by (i) an individual who is either a teaching or non-teaching educational worker in a province in Canada, which includes staff of a board of education, a university, a college, a private educational facility, an education consortium or affiliate (including the O.S.S.T.F. and other education unions), or their family members; or (ii) a registered plan of which the holder, annuitant or "subscriber" (as defined in subsection 146.1(1) of the Tax Act) thereof is an individual described by (i).

Class I units of a Fund, other than a Portfolio Fund, have been created primarily for purchase by a Portfolio Fund. Class I units of a Portfolio Fund may be purchased by such institutional investors as the Manager may determine from time to time in its discretion. As the Manager does not intend to charge a management fee to investors in Class I units, such institutional investors must be persons or companies whose relationship to Class A unit investors or to the Manager is such that it is appropriate for them to be permitted to invest in a Fund on a non-management fee basis. Such investors could include pension funds serving the education community or associated with the Manager. Individual investors may not purchase Class I units of a Fund.

Class E units of a Fund may be purchased by any RESP of which (i) the Manager is the "promoter" (as described in paragraph (b) of the definition of "educations savings plan" in subsection 146.1(1) of the Tax Act and (ii) the "subscriber" (as defined in subsection 146.1(1) of the Tax Act) is a "Class E Units Eligible Subscriber". A Class E Units Eligible Subscriber means an individual who is either a teaching or non-teaching educational worker in a province in Canada, which includes staff of a board of education, a university, a college, a private educational facility, an education consortium or affiliate (including the O.S.S.T.F. and other education unions), or their family members.

All units of a class of a Fund have equal rights and privileges. Each unit of a class entitles the holder to an equal allocation of income and capital gains, to an equal distribution of the net asset value per unit upon a redemption of the unit and, upon termination of a Fund, to an equal allocation of the net assets distributable to all unitholders after paying or providing for all obligations and liabilities of the Fund, in each case attributable to that class. Each unit also entitles the holder to one vote at any meeting of unitholders of the Fund.

A meeting of the unitholders of a Fund must be convened to consider and approve any matter as required by Canadian securities laws. These matters are set out in NI 81-102 and currently include:

- (a) the basis of the calculation of the fees or other expenses that are charged to the Fund or directly to unitholders by the Fund or the Manager in connection with the holding of units of the Fund is changed in a way that could result in an increase in charges to the Fund or unitholders (other than an increase in the management fees or expenses for which unitholders received at least 60 days prior notice);
- (b) a fee or expense to be charged to the Fund or 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, is introduced (other than a fee or expense for which unitholders received at least 60 days prior notice);
- (c) a change of the manager of the Fund (other than to an affiliate of the current Manager);

- (d) any change in the fundamental investment objectives of the Fund;
- (e) any decrease in the frequency of calculating the net asset value of the Fund;
- (f) certain mergers or reorganization involving the Fund, as specified in NI 81-102; and
- (g) any restructuring of the Fund into a non-redeemable investment fund or into an issuer that is not an investment fund.

A Fund may not bear any of the costs of a meeting held to approve a restructuring referred to in paragraph (g) above.

### **VALUATION OF PORTFOLIO SECURITIES**

Purchases are made, distributions reinvested, and switches and redemptions are implemented for all Funds based on the net asset value per unit applicable to the transaction, which are then reflected in the next calculation of the net asset value. The net asset value per unit of a particular class of a particular Fund is calculated by dividing the value of the net assets of the Fund (that is, the value of the Fund's assets less the Fund's liabilities) attributable to the relevant class of units by the total number of units of that class of the Fund then outstanding.

The net asset value per unit for each class of the Funds is calculated at the close of business on each business day and such other days as the Manager may specify from time to time. The days on which the net asset value per unit of a Fund is calculated are known as "Valuation Dates". The daily net asset value per unit of each Fund is available on the Manager's website at [www.educatorsfinancialgroup.ca](http://www.educatorsfinancialgroup.ca).

The Manager intends to maintain the net asset value of the units of the Money Market Fund at \$10.00 per unit by allocating income daily to unitholders. There can be no assurance, though, that the Manager will always be able to maintain a stable price.

The net asset value of the Funds at a particular time shall be calculated by RBC Investor Services Trust ("RBC") in the manner described below, pursuant to an Amended Fund Valuation Services Agreement dated as of August 15, 2014, as amended (the "Fund Valuation Services Agreement").

#### **Valuation Principles**

The assets of a Fund shall be deemed to include all cash on hand or on deposit, including any interest accrued thereon, adjusted for accruals derived from trades executed, but not yet settled; all bills, notes and accounts receivable; all bonds, debentures, shares, subscription rights, mortgages and other securities owned by, or contracted for the Fund; all shares, rights and cash dividends and cash distributions to be received by the Fund and not yet received by it when the net asset value is being determined so long as, in the case of cash dividends and cash distributions, to be received by the Fund and not yet received by it when the net asset value is being determined, the shares are trading ex-dividend; all interest accrued on any interest-bearing securities owned by the Fund other than interest, the payment of which is in default; and prepaid expenses.

The value of the assets of the Funds for the purpose of determining the purchase price and redemption price of the Fund's units is determined by RBC in its discretion, subject to the following:

1. the value of any cash on hand, on deposit or on call, prepaid expenses, cash dividends declared and interest accrued and not yet received, shall be deemed to be the face amount thereof, unless RBC determines that any such deposit or call loan is not worth the face amount thereof, in which event the value thereof shall be deemed to be such value as RBC determines to be the reasonable value thereof;
2. the value of any bonds, debentures, and other debt obligations, excluding mortgages, shall be valued by taking the average of the bid and ask prices on a Valuation Date at such times as RBC, in its discretion, deems appropriate. Short-term investments including notes and money market instruments shall be valued at cost plus accrued interest;
3. the value of any mortgages shall be the fair value determined by the Manager and provided to RBC as required in accordance with the Fund Valuation Services Agreement;
4. the value of any security, index futures or index options thereon which is listed on any recognized exchange shall be determined by the closing sale price at the close of business on the Valuation Date or, if there is no closing sale price, the average between the closing bid and the closing asked price on the Valuation Date, all as reported by any report in common use or authorized as official by a recognized stock exchange; provided that if such stock exchange

is not open for trading on that date, then on the last previous date on which such stock exchange was open for trading;

5. the value of any security of another investment fund shall be its most recently calculated daily net asset value as calculated by or under the authority of its manager;
6. the value of any other security or other asset for which a market quotation is not readily available shall be its fair market value as determined by RBC;
7. the value of any security, the resale of which is restricted or limited, shall be the lesser of the value thereof based on reported quotations in common use and that percentage of the market value of securities of the same class, the trading of which is not restricted or limited by reason of any representation, undertaking or agreement or by law, equal to the percentage that a Fund's acquisition cost was of the market value of such securities at the time of acquisition; provided that a gradual taking into account of the actual value of the securities may be made where the date on which the restriction will be lifted is known;
8. purchased or written clearing corporation options, options on futures, over-the-counter options, debt-like securities and listed warrants shall be valued at the current market value thereof;
9. where a covered clearing corporation option, option on futures or over-the-counter option is written, the premium received by a Fund shall be reflected as a deferred credit which shall be valued at an amount equal to the current market value of the clearing corporation option, option on futures or over-the-counter option that would have the effect of closing the position. Any difference resulting from revaluation of such options shall be treated as an unrealized gain or loss on investment. The deferred credit shall be deducted in arriving at the net asset value of a Fund or the net asset value of a class of units. The securities, if any, which are the subject of a written clearing corporation option, or over-the-counter option shall be valued at their then current market value;
10. the value of a futures contract, or a forward contract, shall be the gain or loss with respect thereto that would be realized if, at the close of business on the Valuation Date, the position in the futures contract, or the forward contract, as the case may be, were to be closed out unless daily limits are in effect in which case fair value shall be based on the current market value of the underlying interest;
11. margin paid or deposited in respect of futures contracts and forward contracts shall be reflected as an account receivable and margin consisting of assets other than cash shall be noted as held as margin;
12. all Fund property valued in a foreign currency and all liabilities and obligations of a Fund payable by a Fund in foreign currency shall be converted into Canadian funds by applying the rate of exchange obtained from the best available sources to RBC, including, but not limited to, RBC or any of its affiliates;
13. all expenses or liabilities, including fees payable to the Manager, shall be calculated on an accrual basis, on direction by the Manager to RBC; and
14. for the purpose of calculating the net asset value per unit, the liabilities of units of a Fund shall comprise the liabilities of that Fund.

The value of all other assets is their fair value as determined by the Manager in consultation with RBC. Nevertheless, if a competent regulatory authority, having jurisdiction over the distribution of the units of a Fund in any jurisdiction in which such distribution may from time to time take place, requires the adoption by the Fund of some other method of valuation of the assets of the Fund or any part thereof, such method shall be adopted with effect as at the date as of which such requirement became applicable to the Fund; and in the event of any real or apparent conflict between the requirements of two or more such authorities, the Manager shall determine which method shall be adopted.

The Manager has not deviated nor permitted RBC to deviate from these valuation principles in the past three completed financial years of the Funds in existence during that period.

Each Fund is required under National Instrument 81-106 *Investment Fund Continuous Disclosure* of the Canadian securities administrators to calculate its net asset value using "fair value". The Manager believes that the valuation principles set forth above will result in a calculation of the fair value for the assets of the Funds.

Units of a Fund issued and sold on any Valuation Date shall be deemed to be outstanding immediately after the close of business on such Valuation Date, while units of the Fund redeemed on any Valuation Date shall be deemed to be redeemed

immediately after the close of business on such Valuation Date. Portfolio purchases or sales are reflected, following confirmation of the net settlement amount of the transaction, in the calculation of net asset value on the next Valuation Date.

### **PURCHASES AND SWITCHES OF FUND UNITS**

Units of the Funds are offered for sale only in the Provinces of Ontario and British Columbia to eligible purchasers, who in respect of the Class A units means (i) an individual who is either a teaching or non-teaching educational worker in a province in Canada, which includes staff of a board of education, a university, a college, a private educational facility, an education consortium or affiliate (including the O.S.S.T.F. and other education unions), or their family members; or (ii) a registered plan of which the holder, annuitant or "subscriber" (as defined in subsection 146.1(1) of the Tax Act) thereof is an individual described by (i). Units of the Funds may only be purchased from Educators Financial Group. Units of the Funds may either be purchased directly or be held by Registered Plans of eligible investors.

Units of the Funds must be purchased in Canadian dollars and are redeemed in Canadian dollars.

Educators Financial Group may reject your purchase order within one business day of receiving it, but only if it believes this to be in the best interests of the Fund. Any monies sent with a purchase order will be returned immediately, without interest. Also, Educators Financial Group may not be able to process purchase, switch or redemption orders if market trading is suspended.

There are no acquisition charges applicable on purchases of units of the Funds or on the automatic reinvestment of distributions.

You should contact Educators Financial Group in person or by telephone to request appropriate documentation or print an appropriate application form or transaction request form from our website; complete the application form or transaction request form; and mail the completed form to Educators Financial Group promptly with a cheque payable to Educators Financial Group Inc.

Once your account is opened, you may call your financial adviser or other licensed representative to purchase, switch or redeem units, open a pre-authorized contribution plan (a "PAC") or a systematic withdrawal program (a "SWP") or undertake other transactions (including transactions in third party funds), or meet with him or her in person. For trades made by telephone, signatures are not required. It is our policy that email trading instructions are not generally permitted, unless they are signed by you and we have agreed in advance to proceed on the basis of an email, and we have then acknowledged to you the receipt of the same.

If we receive a buy, switch or redemption order before 3:00 p.m. (Eastern Time) on a Valuation Date, the order will be processed at the net asset value determined on that day. Otherwise, we will process your order at the net asset value on the first Valuation Date following the date by which the request was received. Unless you are purchasing through a PAC, the minimum initial purchase order for any Fund is \$500, regardless of whether you already have invested in another Fund or not, and each subsequent investment must be at least \$25. With a PAC, the minimum investment that can be made in a Fund on any investment date is \$25.

The Manager reserves the right to accept or reject orders, provided that any decision to reject an order must be made promptly and, in any event, within one business day of the receipt of the order, and any monies received with a rejected order must be refunded immediately.

Pursuant to the provisions of NI 81-102, the payment of all subscriptions for units of a Fund must be received at the principal office of the Manager on or before the second business day from, but not including, the Valuation Date as of which the net asset value per unit was calculated for the purpose of issuing units pursuant to the subscription. Where payment for an order is not so received, the Fund shall be deemed to have received and accepted an order for the redemption of such units on the first business day following such period. The redemption proceeds shall be applied to reduce the amount owing to that Fund in respect of the purchase of such units.

If the amount of such redemption proceeds exceeds the subscription price of such units, the Fund is permitted to retain such excess. If the amount of the redemption proceeds is less than the subscription price, then the Manager as the principal distributor of units of the Fund is required to pay to the Fund the amount of any such deficiency.

If the documentation on your purchase is incomplete, we will generally invest your money in the Money Market Fund so that you will earn daily interest until complete instructions have been received. Your investment, including interest, will then be exchanged

into the Fund(s) you select without any additional charge once completed documentation is received. The only situation in which a temporary investment in the Money Market Fund is not made is the rare case where the Manager is not legally permitted to make such an investment. In these circumstances, funds received remain un-invested pending receipt of the complete subscription documentation.

### **Switches**

Unitholders may switch units of one Fund for units of another Fund of the same class without transfer or sales charges. A switch is the transfer of your investment money from one Fund to another. No switches will be permitted during any period when redemption of units has been suspended. To effect a switch, a unitholder must redeem the appropriate number of units of the one Fund following the procedure set out below under "*Redemption of Fund Units*" and direct the Manager to apply the proceeds representing the aggregate redemption price to the purchase of units in the other Fund.

The redemption of units pursuant to the exercise of this transfer privilege will be a disposition for tax purposes and may cause a unitholder to realize a capital gain or loss. See "*Income Tax Considerations – Taxation of Individual Unitholders Resident in Canada*".

### **Periodic Purchase Plans**

Unitholders have the option to accumulate units on a regular basis – either weekly, bi-weekly, monthly, quarterly, semi-annually or annually – at the net asset value per unit on the date of acquisition by making use of the Funds' PAC. By completing the appropriate authorization form, which can be obtained from Educators Financial Group or from our website, unitholders will authorize the deduction of a specified amount from their bank account for the regular purchase of units of a Fund. Unitholders using this option may terminate it at any time upon written notice to Educators Financial Group.

### **Registered Plans**

Each of the Funds other than the Aggressive Portfolio is a "mutual fund trust" for purposes of the Tax Act. Certain of the Funds, including the Aggressive Portfolio have been registered as a "registered investment" for purposes of the Tax Act for Registered Plans. Provided that the Funds all qualify as mutual fund trusts, or are so registered as registered investments, under the Tax Act at all relevant times, units of the Funds will be qualified investments under the Tax Act for Registered Plans. Net realized capital gains and net income distributed in respect of units held by such plans and capital gains realized on the disposition of units held by such plans will not be subject to tax in such plans provided such units are qualified investments and are not prohibited investments for purposes of the Tax Act, but will generally be subject to tax when taken out of a Registered Plan (other than a tax-free savings account). See "*Income Tax Considerations – Units Held by Registered Plans*".

## **REDEMPTION OF FUND UNITS**

A unitholder may, by an order to redeem units to the Manager of the Fund received by the Manager prior to 3:00 p.m. (Toronto time) on a Valuation Date, request that all, or any part, of the units be redeemed at the net asset value per unit of such units on the Valuation Date. Payment for units redeemed by the Funds will normally be made on or before the second business day following the Valuation Date. No interest will be paid in respect of a redemption payment.

You may call your financial adviser or other licensed representative to redeem units or meet with him or her in person. For trades made by telephone, signatures are not required. It is our policy that email trading instructions are not generally permitted, unless they are signed by you and we have agreed in advance to proceed on the basis of an email, and we have then acknowledged to you the receipt of the same. If certificates representing the units to be redeemed have been issued, the application for redemption must be accompanied by such certificates.

No redemption fee will be charged, with the exception of an Account Transfer Fee of \$150 plus any applicable taxes, to any unitholder who transfers his or her account to another financial institution, but if the units tendered for redemption have been purchased within the preceding 90 days, the units will be redeemed at their net asset value less 1%.

### **Suspension of Redemption of Units**

A Fund is permitted by the provisions of NI 81-102 to suspend the redemption of its units for any period when normal trading is suspended on any stock exchange, options exchange or futures exchange within or outside of Canada on which securities are listed and posted for trading, or on which derivatives are traded, if those securities or derivatives represent more than 50% by



value, or underlying market exposure, of the total assets of the Fund, without allowance for liabilities, and if those securities or derivatives are not traded on any other exchange that represents a reasonably practical alternative for the Fund.

### **Systematic Withdrawal Plans**

A SWP is available for the convenience of investors. Withdrawals will be made from the units held under this plan in accordance with instructions given by the planholder. No redemption fee will be charged. Planholders should note that if the planholder directs that withdrawals be made that are in excess of dividends, distributions, other income and net capital appreciation, such withdrawals may require the redemption of units which will be a disposition for tax purposes and may cause a unitholder to realize a capital gain or loss, and will result in an encroachment upon or possible exhaustion of the planholder's original capital. See "*Income Tax Considerations – Taxation of Individual Unitholders Resident in Canada*".

## **RECLASSIFICATION**

### **Transfers of Class E Units**

On any transfer of a Class E unit from an eligible purchaser of Class E units to another person who is not an eligible purchaser of Class E units, the Class E unit will first be reclassified as a Class A units of the same Fund. Such a transfer can only be made to a person that qualifies as a Class A eligible purchaser. At the time of such reclassification, the aggregate net asset value of the Class E units to be reclassified and the aggregate net asset value of the Class A units into which they are reclassified shall be equal. A unitholder will not be entitled to proceeds of disposition on any such reclassification and the Class E units will not be redeemed or cancelled upon the reclassification.

### **Reclassification of Class A Units**

Commencing with the offering by a Fund of the Class E units, the Class A units of a Fund held by a unitholder may be reclassified as Class E units of the same Fund if such unitholder is an eligible purchaser of Class E units and requests such reclassification. At the time of such reclassification, the aggregate net asset value of the Class A units to be reclassified and the aggregate net asset value of the Class E units into which they are reclassified shall be equal. A unitholder will not be entitled to proceeds of disposition on any such reclassification and the Class A units will not be redeemed or cancelled upon the reclassification.

## **MANAGEMENT AND ADMINISTRATION OF THE FUNDS**

### **The Manager and Trustee**

Educators Financial Group, a wholly owned subsidiary of O.S.S.T.F., is the manager, trustee, promoter and principal distributor of each Fund. The Manager is responsible for providing the administrative services required by the Funds under the Declaration of Trust.

### **Directors and Executive Officers of the Manager**

The names, municipalities of residence, and principal occupation during the last five years of the directors and executive officers of Educators Financial Group and the positions and offices held with it are as follows:

| <b><u>Name and Municipality of Residence</u></b> | <b><u>Position with the Manager</u></b> | <b><u>Principal Occupation</u></b>  |
|--|---|---|
| James Spray<br>Whitby, Ontario                   | Director                                | Chief Financial Officer/Associate General Secretary, Operational Services, O.S.S.T.F. |
| Andrew Poprawa<br>Mississauga, Ontario           | Chair and Director                      | Independent Corporate Director and Consultant   |
| Rhonda Kimberley-Young<br>Scarborough, Ontario   | Director                                | Retired, formerly Secretary-Treasurer, Ontario Teachers Federation                    |

| <u>Name and Municipality of Residence</u> | <u>Position with the Manager</u>                       | <u>Principal Occupation</u>   |
|---|--|---|
| Janet Dalicandro<br>Toronto, Ontario      | Director   | President and Co-founder, Enrichment Enterprises Inc.   |
| Pierre Côté<br>Toronto, Ontario           | Director   | General Secretary, O.S.S.T.F.   |
| John McDonald<br>Newmarket, Ontario       | Director   | President, McDonald Investment Management Inc.  |
| Charles Hamilton<br>Ottawa, Ontario       | Chief Executive Officer and Ultimate Designated Person | Chief Executive Officer, Educators Financial Group  |
| Stuart Mulcahy<br>Toronto, Ontario        | Chief Financial Officer                                | Chief Financial Officer, Educators Financial Group.   |
| Mike Hannikainen<br>Markham, Ontario      | Chief Compliance Officer                               | Chief Compliance Officer, Educators Financial Group, formerly Project Leader, Compliance Officer Educators Financial Group. |

The Funds have no officers or directors. The Funds have not paid, and are not obligated to pay, any remuneration to the directors and officers of the Manager.

#### **Portfolio Advisers**

The portfolio advisers for the Funds are:

| <b>Fund</b>  | <b>Portfolio Adviser</b>                               |
|--|--|
| Money Market Fund<br>Monthly Income Fund   | Fiera Capital Corporation ("Fiera Capital")            |
| Mortgage & Income Fund<br>Aggressive Portfolio<br>Balanced Portfolio<br>Conservative Portfolio<br>Growth Portfolio | HSBC Global Asset Management (Canada) Limited ("HSBC") |
| Dividend Fund<br>Growth Fund   | BMO Asset Management Inc. ("BMO AM")                   |
| Balanced Fund<br>Bond Fund<br>U.S. Equity Fund   | Beutel, Goodman & Company Ltd. ("Beutel Goodman")      |

BMO AM has been retained pursuant to a portfolio advisory agreement dated as of January 10, 2018; HSBC has been retained pursuant to an amended and restated portfolio advisory agreement dated as of January 2, 2018; Fiera Capital has been retained pursuant to an amended and restated investment portfolio advisory agreement dated as of May 7, 2019; and Beutel Goodman has been retained pursuant to an amended and restated portfolio advisory agreement dated as of November 27, 2019 (collectively, the "Advisory Agreements").

The Advisory Agreement with BMO AM may be terminated by either party on 30 days prior notice; the Advisory Agreements with HSBC may be terminated by either party on 30 days prior notice, and is subject to earlier termination upon the occurrence of certain events of bankruptcy or default or regulatory enforcement proceedings; the Advisory Agreement with Fiera Capital may be terminated by either party on 60 days prior notice, and is subject to earlier termination upon the occurrence of certain events of bankruptcy or default or regulatory enforcement proceedings; and the Advisory Agreements with Beutel Goodman may be terminated by either party on 90 days prior notice, and is subject to earlier termination upon the occurrence of certain events of

bankruptcy or default or there is a change to a Fund's investment objectives or restrictions that Beutel Goodman does not accept or if the Manager does not accept a change thereto proposed by Beutel Goodman. Educators Financial Group shall not give notice of termination to a portfolio adviser unless a successor has been selected.

The Advisory Agreements generally include customary provisions for advisory agreements of this nature including a right of the portfolio advisers to appoint sub-advisers, compliance by the portfolio advisers with applicable laws and the required statutory standard of care, exculpatory provisions, cross-indemnities, maintenance of books and records, and confidentiality provisions.

The name, title and business experience of the persons who are principally responsible for the day-to-day management of the Funds' portfolio assets are as follows:

| <b><u>Fund</u></b> | <b><u>Name of Person Responsible for the Fund</u></b> | <b><u>Title and Length of Service with the Portfolio Adviser</u></b>                                  | <b><u>Business Experience in the Last Five Years</u></b>  |
|--------------------|---|---|---|
| Balanced Fund      | Colin Ramkissoon                                      | Vice President, U.S. and International Equities, Beutel, Goodman & Company Ltd.<br><br>8 years        | Vice President, U.S. and International Equities, Beutel, Goodman & Company Ltd.   |
| Bond Fund          | David Gregoris  | Managing Director, Fixed Income, Beutel, Goodman & Company Ltd.<br><br>28 years                       | Managing Director, Fixed Income, Beutel, Goodman & Company Ltd.   |
| Dividend Fund      | Phillip Harrington                                    | Director & Portfolio Manager, Canadian Fundamental Equities, BMO Asset Management Inc.<br><br>8 years | Vice President & Portfolio Manager, Canadian Fundamental Equities, BMO Asset Management Inc.  |
|                    | Lutz Zeitler  | Managing Director & Head, Canadian Fundamental Equities, BMO Asset Management Inc.<br><br>8 years     | Vice President & Portfolio Manager, Canadian Fundamental Equities, BMO Asset Management Inc.  |
| Growth Fund        | James Thai  | Director & Portfolio Manager, Disciplined Equities, BMO Asset Management Inc.<br><br>9 years          | Vice President & Portfolio Manager, Canadian Disciplined Equities, BMO Asset Management Inc., Vice President & Portfolio Manager, Quantamental Investments, BMO Asset Management Inc. |
|                    | Ariel Liang   | Associate Portfolio Manager, Disciplined Equities, BMO Asset Management Inc.<br><br>2 year            | Quantitative Researcher, Quantitative Investments, RBC Global Asset Management  |

| <b><u>Fund</u></b>     | <b><u>Name of Person Responsible for the Fund</u></b> | <b><u>Title and Length of Service with the Portfolio Adviser</u></b>                              | <b><u>Business Experience in the Last Five Years</u></b>   |
|------------------------|---|---|--|
| Money Market Fund      | Frédéric Bérubé                                       | Vice-President & Money Market Portfolio Manager, Fiera Capital Corporation<br><br>17 years        | Vice-President & Money Market Portfolio Manager, Fiera Capital Corporation   |
| Monthly Income Fund    | Nessim Mansoor  | Head of Canadian Large Cap Equities, Fiera Capital Corporation<br><br>3 years                     | Head of Canadian Large Cap Equities, Fiera Capital Corporation, Vice President & Senior Portfolio Manager, Fiera Capital Corporation, Senior Portfolio Manager Equities, Empire Life Investments |
| Mortgage & Income Fund | Andrew Sage   | Head of Fixed Income, HSBC Global Asset Management (Canada) Limited<br><br>1 year                 | Managing Director, Treasury and Portfolio Management, Central 1 Credit Union   |
| U.S. Equity Fund       | Rui Cardoso   | Managing Director, U.S. and International Equities, Beutel, Goodman & Company Ltd.<br><br>7 years | Vice President, U.S. and International Equities, Beutel, Goodman & Company Ltd.  |
| Aggressive Portfolio   | Jim Huggan  | Chief Investment Officer, HSBC Global Asset Management (Canada) Ltd.<br><br>20 years              | Chief Investment Officer, HSBC Global Asset Management (Canada) Ltd.   |
| Balanced Portfolio     | Jim Huggan  | Chief Investment Officer, HSBC Global Asset Management (Canada) Ltd.<br><br>20 years              | Chief Investment Officer, HSBC Global Asset Management (Canada) Ltd.   |
| Conservative Portfolio | Jim Huggan  | Chief Investment Officer, HSBC Global Asset Management (Canada) Ltd.<br><br>20 years              | Chief Investment Officer, HSBC Global Asset Management (Canada) Ltd.   |
| Growth Portfolio       | Jim Huggan  | Chief Investment Officer, HSBC Global Asset Management (Canada) Ltd.<br><br>20 years              | Chief Investment Officer, HSBC Global Asset Management (Canada) Ltd.   |

## Brokerage Arrangements

Brokerage fees are usually paid at the most favourable rates available to a Fund. When allocating trades to brokers, a portfolio adviser considers the quality of research provided, the commission cost and the ability of the broker to execute the trade.

BMO AM decisions regarding the purchase and sale of portfolio securities for the Dividend Fund and the Growth Fund are made by BMO AM, taking into consideration the particular investment objectives, investment strategies and policies of each Fund.

BMO AM allocates brokerage business to dealers based on quality of service and the terms offered for specific transactions including price, volume, speed and certainty of execution, the competitiveness of commission terms and prices, the range of services and the quality of research provided and total transaction cost. The process for allocation of brokerage business is the same as described above for dealers that are affiliated entities.

BMO AM has no ongoing contractual arrangements with any brokers with respect to securities transactions.

BMO AM maintains a list of brokers that have been approved to effect securities transactions on behalf of each fund. 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.

BMO AM monitors approved brokers 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, BMO AM 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. The selection and monitoring processes are the same regardless of whether the broker is affiliated with BMO AM or is an unrelated third party.

In addition to order execution goods and services, dealers or third parties may provide research goods and services, which include: (i) advice as to the value of securities and the advisability of effecting transactions in securities; and (ii) analyses and reports concerning securities, issuers, industries, portfolio strategy or economic or political factors and trends that may have an impact on the value of securities. Such research goods and services may be provided by the executing dealer directly (known as proprietary research) or by a party other than the executing dealer (known as third party research).

In the event of the provision of a good or service that contains an element that is neither research goods and services nor order execution goods and services ("mixed-use goods and services"), such as data analysis, software applications and data feeds, brokerage commissions will only be used to pay for the portion of such goods and services which would qualify as either research goods and services or order execution goods and services. BMO AM would itself pay for the remainder of the costs of such mixed-use goods and services. Records detailing the payment allocations will be kept.

BMO AM makes a good faith determination that the fund, on whose behalf it directs to a dealer any brokerage transactions involving client brokerage commissions, in return for research and order execution goods and services from such dealer or third party, receives reasonable benefit, considering both the use of the goods or services and the amount of the client brokerage commissions paid, by conducting extensive trade cost analyses.

Research and order execution goods and services may benefit not only the funds whose trades generated the brokerage commission but may also benefit other funds and clients to whom BMO AM provides advice. Such research and order execution goods and services may also be shared with affiliates of BMO AM. Similarly, the funds may benefit from research and order execution goods and services obtained with brokerage commissions generated by client accounts of affiliates of BMO AM. There are policies and procedures in place to ensure that, over a reasonable period of time, all clients, including the Funds, receive a fair and reasonable benefit in return for the commissions generated.

Since the date of the last annual information form of the Funds, no affiliated companies have provided investment decision making services in the nature of research analysis and reports concerning securities and portfolio strategies and statistical or other similar services to BMO AM in return for the allocation of brokerage transactions. Since the date of the last annual information form of the Funds, services other than order execution provided to BMO AM by non-affiliated dealers and third

parties in return for the allocation of brokerage transactions have included research, market data subscriptions, and economic analysis.

Beutel Goodman recognizes that all brokerage is the property of and must be used exclusively for the benefit of the client.

Payments in soft dollars will only be made to acquire products or services which directly assist Beutel Goodman in its order execution or research and decision-making services. Eligible research goods and services means advice relating to the value of a security or the advisability of effecting a security transaction or report concerning a security, portfolio strategy, issuer, industry or economic or political factor or trend. The types of such research goods or services that might be provided include advice, analyses and reports, databases and software related to investments and provided or used before an adviser makes an investment or trading decision. Order execution goods and services may include order management systems (to the extent they effect a securities transaction), algorithmic trading software (if assist in order execution) and custody, clearing and settlement services directly related to an executed order that generated commissions.

No product or service designed to assist in the management of the firm will be secured through soft dollar payments.

Brokerage generated from a client account will not be used to pay for a product or service purchased under another client's directed brokerage arrangement.

When selecting brokers to execute transactions, priority will always be given to the most efficient execution at minimum transaction cost. In selecting brokers, Beutel Goodman considers the capabilities of the broker to provide best execution, the broker's financial responsibility, and responsiveness to the firm, commission or spread involved and the range of services offered.

Soft dollar commissions are limited to 25% of total commissions generated.

HSBC broker selection and allocation are the responsibility of the Canadian investment team who will select brokers primarily based on their execution capabilities. This process does not differ where the dealer or broker is an affiliated entity.

HSBC, or one of the sub-advisors retained by HSBC, may direct the brokerage business of the Funds to an affiliated entity, including HSBC Securities (Canada) Inc., HSBC Bank Canada, HSBC Bank plc, HSBC Securities (USA) Inc., HSBC Securities Brokers (Asia) Limited, Hong Kong and Shanghai Banking Corporation Limited and HSBC Broking Services (Asia) Limited, in all cases provided that such transactions are made on terms and conditions comparable to those offered by unrelated brokers or dealers.

All brokers selected by HSBC must be approved in a risk management meeting. The portfolio managers and analysts for the Funds review and assess the benefit of the services provided and the expected future use on an ongoing basis. On an annual basis, HSBC reviews all brokers selected by them in their risk management meeting.

HSBC, or the sub-advisors retained by HSBC, may obtain certain goods and services from brokers, dealers or third parties in connection with the execution of brokerage transactions on behalf of certain of the Funds that are in addition to the order execution services provided by the brokers or dealers. These goods and services may be provided directly by the brokers or dealers who execute the transactions or third parties and may include investment decision-making services in the nature of research analysis and reports concerning securities and portfolio strategies and statistical and other similar services.

There are no agreements that give a single investment dealer or broker the exclusive right to buy or sell investments on behalf of the Funds, or that would give one dealer or broker an advantage over another. In the case of a transition manager, HSBC may grant the transition manager or its affiliates exclusive rights as trading agent to buy or sell portfolio securities in order to effect the transition.

HSBC may receive a wide range of goods and services from brokers and dealers in connection with the execution of brokerage transactions on behalf of the Funds. These goods and services may include advice, analyses or reports regarding various subject matter relating to investments, as well as databases and software to the extent that they support these goods or services. Research goods and services may be received in the form of written reports, computer generated reports or databases, telephone contacts and in-person meetings with security analysts. Research goods or services may also be generated by third parties who are not broker-dealers, provided that the goods or services are provided by or through broker-dealers that participate in effecting the transactions. Some examples of the research goods and services HSBC receives include general economic,

industry or issuer reports or investment recommendations; research data compilations; compilations of securities prices, earnings, dividends and similar data; computerized databases; and services of economic reports or other consultants.

HSBC, or one of the sub-advisors retained by HSBC, makes a good faith determination that the Funds receive reasonable benefit for the brokerage commissions paid by taking into account both the value of the goods and services received and the amount of the brokerage commissions paid. In particular, HSBC's investment team determines brokerage allocation to brokers by evaluating the brokers' ability to provide best execution of trades and the range of other goods and services made available by the brokers.

## **Fund Governance**

The Manager is responsible for fund governance. The Manager is a member of the Mutual Fund Dealers Association of Canada and is therefore subject to its rules, by-laws and policies covering such matters as business practices and conflicts of interest, and it has developed policies to reflect those and other applicable legislative requirements. There are no other written policies or guidelines relating to business practices, sales practices, risk management or internal conflicts of interest. The Manager is not affiliated with the Funds' portfolio advisers, custodian or other service providers; the Manager believes this significantly lessens the conflicts of interest to which it is subject.

A Fund's portfolio adviser is responsible for voting (or deciding to refrain from voting) all shares or other voting securities of the Fund in accordance with its best judgement in this regard.

BMO AM, which is a part of BMO Global Asset Management ("BMO GAM"), has appointed an affiliate, BMO Asset Management Limited ("BMO AML"), to provide it with proxy voting services for the Dividend Fund and the Growth Fund. BMO AML works alongside but independently from the BMO AM portfolio management team.

BMO AM has proxy voting policies and procedures, which includes adopting BMO GAM's global proxy voting policies and procedures, including its publicly available Corporate Governance Guidelines ("CGG") and standing voting instructions, and also generally following such CGG (collectively, the "Proxy Voting Guidelines"). The Proxy Voting Guidelines inform the voting on matters for which each fund receives proxy materials for an issuer.

In providing proxy voting services to BMO AM, BMO AML employs International Shareholder Services ("ISS"), a third-party independent proxy voting administrator (the "Proxy Agent") who auto-executes, without further guidance, the majority of votes in accordance with the Proxy Voting Guidelines. When the Proxy Agent needs guidance on the Proxy Voting Guidelines or when BMO AML wishes to further consider how to vote on certain matters, the Proxy Agent consults with BMO AML and obtains instructions on how to proceed.

Although BMO AML generally adheres to the CGG and relies on ISS to execute votes, any proxy issues that differ from the CGG are considered by taking into account the particular circumstances involved. This provides flexibility in making prudent judgments in the proxy voting process. Further, BMO AM may depart from the Proxy Voting Guidelines in order to avoid voting decisions that may be contrary to the best interests of a fund and its securityholders.

Due to the variety of proxy voting issues that may arise, the following summary of the Proxy Voting Guidelines is not exhaustive and is intended to provide guidance but does not necessarily dictate how each issue must be voted in each instance.

The Proxy Voting Guidelines include:

- (a) a standing policy for dealing with routine matters on which a fund may vote, such as election of directors, appointment of auditors and an issuance of shares;
- (b) the circumstances under which a fund will deviate from the standing policy for routine matters. For example, the Proxy Voting Guidelines provide that a fund will typically support management's recommendation regarding appointing auditors, but may vote against such recommendation where auditor independence is in question;
- (c) the policies under which, and the procedures by which, a fund will determine how to vote on non-routine matters such as mergers and acquisitions, spin-offs and other corporate restructurings, shareholder rights (other than the issuance of shares), corporate governance, compensation, and social and environmental responsibility. For example, with respect to mergers and acquisitions, spin-offs and other corporate restructurings, the Proxy Voting Guidelines

provide that a fund will typically support incumbent management provided that the financial terms, synergistic benefits and management quality are sound; and

(d) procedures to ensure that a fund's portfolio securities are voted in accordance with the fund's instructions.

BMO GAM has a policy in place to identify and deal with potential conflicts of interest in proxy voting such as the following proxy voting situations:

- (a) voting proxies at a company meeting where the company is a client of, or has another type of business relationship with BMO Financial Group;
- (b) voting proxies at a Bank of Montreal shareholder meeting (including meetings of funds managed by BMO AM or its affiliates) or a company meeting relating to a corporate action such as a merger or acquisition involving the company (or any of its affiliates) or a member of BMO Financial Group;
- (c) voting proxies at a meeting involving a BMO GAM officer, director or employee;
- (d) voting proxies on a matter with a potential voting outcome that favours one fund over another; and
- (e) voting proxies at a meeting where BMO AM's affiliated portfolio managers prefer different outcomes.

HSBC has adopted policies and procedures (the "Proxy Voting Policy") with respect to the voting of the Fund's proxies. HSBC's Proxy Voting Policy sets out the voting procedures to be followed in voting on routine and non-routine matters, and contains policies and procedures to ensure that when real or perceived conflicts of interest arise between HSBC's interests and the interests of its clients, those issues are properly addressed and resolved.

HSBC has retained ISS, a leading, independent firm with expertise in global proxy voting and corporate governance issues, to provide in-depth research and analysis on all proxies for which HSBC has authority to vote, and to administer the proxy voting process. HSBC has adopted HSBC Global Asset Management Global Voting Guidelines (the "HSBC Voting Guidelines"). HSBC will generally vote the Fund's proxies in accordance with the HSBC Voting Guidelines; however, there may be circumstances where HSBC believe that it is in the best interests of the Fund to vote differently than the manner contemplated by the HSBC Voting Guidelines or to refrain from voting, as further discussed below. The ultimate decision as to the manner in which the Fund's proxies will be voted rests with HSBC. HSBC may amend the Proxy Voting Policy or guidelines at any time and without notice.

At least once a year, certain of HSBC's officers and employees meet to discuss proxy matters and administer the Proxy Voting Policy. These proxy voting meetings may take place more frequently as needed to resolve any proxy voting issues that may arise. Pursuant to HSBC's Proxy Voting Policy, in those circumstances where the primary investment advisor determines that it may be appropriate to vote contrary to the HSBC Voting Guidelines, the matter will be reviewed by the members of this meeting to arrive at a decision regarding how the proxy will be voted. In making a decision in such circumstance, information and recommendations from ISS, internal or external research, the management of the subject company and shareholder groups may be considered. This meeting also reviews the reasoning submitted by HSBC's affiliate sub-advisors for decisions made to deviate from the HSBC Voting Guidelines, in the best interests of the applicable Fund. If a material conflict of interest is determined to exist, HSBC will direct that the proxy be voted according to ISS's recommendation. In the event ISS is unable to make a recommendation on a proxy vote and where no material conflict of interest is determined to exist, the matter will be referred to the proxy voting meeting to make the determination. In circumstances where a material conflict of interest is determined to exist, with the absence of ISS's recommendation, the matter will be referred to HSBC's senior management to make a decision or, if deemed necessary, an independent consultant or outside counsel to resolve the material conflict of interest and ensure that the proxy is voted in the best interests of the Funds.

HSBC cannot guarantee the ability to exercise the voting rights attributable to securities of foreign issuers. In many countries, proxy voting can be complicated and onerous, and there may be instances when HSBC cannot exercise such voting rights.

Some Funds primarily invest a majority of their assets in units of other mutual funds ("Sub-Funds"). Sub-Funds typically do not submit matters to investors for vote, although they are required to do so in the event of certain fundamental changes in respect of their operation or administration. In the event that a Sub-Fund submits a matter to its investors for vote, HSBC will consider the matter on a case-by-case basis and vote any securities of the Sub-Fund held by the Funds in accordance with what HSBC believes is in the best interest of the relevant Funds.



HSBC will not vote the securities of any Sub-Funds if the Sub-Fund is managed by HSBC or any of its affiliates. HSBC may, at its discretion, arrange for the securities of such Sub-Funds to be voted by the unitholders of the Funds holding the securities of the Sub-Funds.

Fiera Capital's proxy voting guidelines cover environmental, social and governance ("ESG") issues and are strictly applied by all equity investment teams as Fiera Capital believes that high standards of corporate governance are necessary for maximizing shareholder value. These guidelines govern the exercise, by Fiera Capital, of voting rights at shareholder meetings for companies whose shares are held in Canadian and foreign equity portfolios under Fiera Capital's management. The Chief Investment Officer ("Fiera Capital CIO Office") is responsible for the establishment and annual review of these guidelines, which are then approved by the firm's board of directors.

Proxy voting is a key element of Fiera Capital's integration of ESG factors into the investment process. The intent is to provide and communicate Fiera Capital's guidelines for the exercise of voting rights addressing ESG issues. Fiera Capital will exercise its voting rights in order to maintain the highest standard of corporate governance, sustainability of the business and practices of the companies whose shares are held. High standards are necessary for maximizing shareholder value as well as protecting the economic interest of shareholders. Fiera Capital's equity investment management teams therefore take ESG issues into consideration when voting each proxy and tend to vote in favour of ESG issues, while taking into consideration the impact on a company's ability to create wealth.

Fiera Capital uses both ISS' Proxy Voting Policy as well as its own internal voting policy to guide proxy voting decisions. ISS is an independent firm with expertise in global proxy voting and corporate governance issues, which provides vote recommendations as well as customized voting recommendations based on Fiera Capital's guidelines and manages the proxy voting process in collaboration with the Fiera Capital CIO Office. Fiera Capital also benefits from the expertise of two internal portfolio administrators that specialize in corporate actions. The role of the internal portfolio administrators is to track upcoming shareholder meetings and ISS' proxy voting recommendations as well as the recommendations based on Fiera's proxy voting policy and provide the managers who own the security with all of the information required to make an informed decision. The internal portfolio administrators also record the votes and maintain records of all votes across the firm. Fiera Capital has access to ISS Proxy Exchange services to track all of the proxy votes the firm has made both at the account and firm levels and the results are reported on a yearly basis.

Beutel Goodman believes that the voting of proxies is essential to the advancement of shareholder value through the encouragement of sound corporate governance. To assist it in analyzing proxies in respect of the Balanced Fund, the Bond Fund and the U.S. Equity Fund, Beutel Goodman subscribes to ISS, an unaffiliated third party corporate governance research service that provides in-depth analyses of shareholder meeting agendas, vote recommendations, record keeping and vote disclosure services. Beutel Goodman, in conjunction with ISS, has established proxy voting guidelines for this Fund. These guidelines are designed to be responsive to the wide range of issues that can be raised in proxy situations. Beutel Goodman reviews each proxy item before casting votes, with Beutel Goodman taking into consideration the relevant facts and circumstances at the time of the vote.

Educators Financial Group will, with the assistance of the portfolio advisers, maintain a proxy voting record for each Fund which includes details of the issuers and securities in respect of which the Funds have the right to vote, as well as details regarding the types of meetings and the matters to be voted on at those meetings. This proxy voting record will also specify whether, and if so how, the Funds' securities were voted on such matters. Each Fund prepares a proxy voting record for the twelve-month period ending on June 30 no later than August 31 of the year. Upon request made by a Unitholder, the Fund will deliver a copy of its proxy voting record to such Unitholder without charge. This record will also be available on the Funds' website.

The Funds do not have any specific policies to deal with any potential conflicts of interest in respect of the voting of their portfolio securities by their portfolio advisers. Such portfolio advisers, both under the terms of their contractual arrangements with a Fund and under applicable securities laws, are required to deal fairly, honestly and in good faith with the Funds, and the portfolio advisers are therefore required to put the Funds' interests ahead of their own in exercising their voting powers and responsibilities on behalf of the Funds.

#### *Use of Derivatives by the Funds*

The Mortgage & Income Fund, Monthly Income Fund, and Dividend Fund are permitted and use derivatives solely for the purpose of hedging any foreign currency exposure it may have from time to time, in the discretion of its Portfolio Adviser.

Currency hedging is permitted but not employed for the Growth Fund, Money Market Fund and U.S. Equity Fund. The Bond Fund may use derivative instruments for the purpose of risk and duration management, foreign currency hedging and liquidity enhancement. Examples of derivatives that may be used by the Bond Fund include foreign exchange forward contracts and government bond futures contracts. The Bond Fund is permitted to use currency forwards for hedging purposes and government bond futures for risk and duration management in accordance with Canadian mutual fund regulation which prohibit leverage. Pre-approval by the Investment Committee would be required for the Bond Fund to introduce the use of any other derivative instruments. The other Funds do not use derivatives directly, although the Portfolio Funds may invest in underlying funds that use derivatives.

#### *Securities Lending Provisions*

The Funds other than the Portfolio Funds have retained RBC, Toronto, Ontario as their securities lending agent, in order to manage the Funds' securities lending activities in accordance with the requirements of NI 81-102.

RBC is not an affiliate or an associate of the Manager. Under the agreement with RBC, the aggregate market value of the collateral provided to a Fund in respect of securities loaned must never be less than the percentage of the aggregate market value of the loaned securities which is the higher of the minimum percentage required by any applicable legislation or regulatory authority having jurisdiction over the Fund (currently 102%) and the prevailing market practice. Such agreement may be terminated by the Manager on behalf of the Fund or RBC at any time upon notice to the other and neither party indemnifies the other under such agreement. The Manager relies on the policies and procedures that RBC has put in place to ensure that the extensive requirements of NI 81-102 are complied with. Given the limitations imposed by NI 81-102, the Manager has concluded that no additional limitations are necessary. No risk measurement procedures or simulations are used to test a Fund's portfolio under stressed conditions beyond such procedures as RBC may undertake in its discretion from time to time.

#### **Independent Review Committee**

The Independent Review Committee ("IRC"), is responsible for reviewing, and if desirable providing input on, the Funds' written policies and procedures on conflicts of interest involving the Funds and the Manager. The IRC also reviews conflicts of interest matters referred to it by the Manager and provides a recommendation or decision to the Manager with respect to such conflicts. The current members of the IRC are Kenneth Thompson, W. William Woods and Audrey Robinson. Each member of the IRC is independent as that term is defined under National Instrument 81-107 Independent Review Committee for Investment Funds. The Funds do not have any directors, or a board of governors or advisory board other than the IRC.

| <u>Name and Municipality of Residence</u> | <u>Position with IRC</u> | <u>Principal Occupation</u>  |
|---|--------------------------|--|
| Kenneth Thompson<br>Toronto, Ontario      | Chair                    | President, Universal Financial Corp., an Investment Holding Company                |
| W. William Woods<br>Toronto, Ontario      | Member                   | Consultant, Lawyer, Independent Director, former CEO of the Bermuda Stock Exchange |
| Audrey Robinson<br>Burlington, Ontario    | Member                   | Investment Professional, Board Director  |

#### *Remuneration of the IRC*

Members of the IRC receive compensation payable on a semi-annual basis, in respect of all the Funds, in the amount of \$8,750.00 plus HST and shall be reimbursed for all expenses reasonably incurred. The Chair of the IRC receives compensation payable on a semi-annual basis, in respect of all the Funds, in the amount of \$11,250 plus HST and shall be reimbursed for all expenses reasonably incurred. During the fiscal year of the Funds ended December 31, 2019, the Funds paid an aggregate of \$57,500 to members of the IRC. Such amounts were apportioned among the Funds in accordance with the Manager's policies in this regard.

## PRINCIPAL HOLDERS OF SECURITIES

To the best of the knowledge of the Manager, the following table shows the number of units of a class of each Fund owned of record or beneficially, directly or indirectly, by persons owning 10% or more of such units of the Funds as at April 30, 2020.

| <u>Names &amp; Address</u>   | <u>Fund</u>            | <u>Type of Ownership</u> | <u>No. of Units Owned</u> | <u>Percentage of Fund</u> |
|--|------------------------|--------------------------|---------------------------|---------------------------|
| The Royal Trust Company<br>155 Wellington Street West<br>Toronto, Ontario<br>M5V 3K7 | Aggressive Portfolio   | Of record*               | 159,236.9477              | 80.08%                    |
|  | Balanced Portfolio     | Of record*               | 3,489,297.8659            | 84.49%                    |
|  | Conservative Portfolio | Of record*               | 2,957,230.8206            | 69.71%                    |
|  | Growth Portfolio       | Of record*               | 965,038.1750              | 88.58%                    |
|  | Money Market Fund      | Of record*               | 1,368,844.6069            | 62.37%                    |
|  | Mortgage & Income Fund | Of record*               | 8,544,509.7176            | 75.02%                    |
|  | U.S. Equity Fund       | Of record*               | 3,767,347.3461            | 79.28%                    |
|  | Growth Fund            | Of record*               | 2,721,097.4721            | 80.00%                    |
|  | Balanced Fund          | Of record*               | 9,655,502.7502            | 75.69%                    |
|  | Dividend Fund          | Of record*               | 3,175,106.7437            | 69.04%                    |
|  | Bond Fund              | Of record*               | 691,279.4437              | 75.13%                    |
|  | Monthly Income Fund    | Of record*               | 4,310,943.5799            | 73.50%                    |

\* These Class A units are held of record by The Royal Trust Company in its capacity as trustee for the beneficiaries of Educators Financial Group Inc. Retirement Savings Plans, Education Savings Plans, Retirement Income Funds and Life Income Funds. To the knowledge of the Manager, no one unitholder was the beneficial owner of more than 10% of the units of any of these Funds on April 30, 2020. As at such date, the Balanced Fund, Monthly Income Fund and Mortgage & Income Fund did not issue any Class I units.

As at April 30, 2020, the aggregate percentage of securities of each class or series of voting or equity securities of the Funds beneficially owned, directly or indirectly, by members of the IRC or by the Manager or its directors or senior officers did not exceed 10%.

The Manager is wholly owned by O.S.S.T.F.

### Short-Term Trading

The Manager has not entered into arrangements with any person or company to permit short-term trading in the Funds and there are no formal policies and procedures in place to detect short-term trading. The Manager does, however, monitor purchases and redemptions of the Funds daily with a view, among other things, to detecting any inappropriate short-term trading.

## FEES AND EXPENSES

The Funds do not have any management fee rebate or distribution programs for unitholders.

## INCOME TAX CONSIDERATIONS

In the opinion of Blake, Cassels & Graydon LLP, counsel to the Funds, the following is a fair summary of the principal Canadian federal income tax considerations generally applicable to the Funds and to purchasers of units of the Funds who are, at all relevant times, individuals (other than trusts that are not governed by Registered Plans) resident in Canada, who deal at arm's length with and are not affiliated with the Funds and who hold their units as capital property, all within the meaning of the Tax Act. Generally, units will be considered to be capital property to a purchaser of units provided that such purchaser does not hold the units in the course of carrying on a business and has not acquired them in one or more transactions considered to be an

adventure in the nature of trade. Certain unitholders who might not otherwise be considered to hold their units as capital property may, in certain circumstances, be entitled to have such units, other than units of a Fund that is not a mutual fund trust within the meaning of the Tax Act, and all other Canadian securities owned in the taxation year of the election or subsequently acquired by them treated as capital property by making the irrevocable election permitted by subsection 39(4) of the Tax Act.

This summary does not apply to an investor who has entered or will enter into a “derivative forward agreement” as such term is defined in the Tax Act, with respect to the units.

This summary is based upon the information set out in this annual information form, a certificate of the Manager, the current provisions of the Tax Act, counsel’s understanding of the current administrative policies and assessing practices of the Canada Revenue Agency (“CRA”) made publicly available in writing prior to the date hereof and an advance tax ruling dated February 11, 2020 received by the Funds from the CRA. This summary takes into account specific proposals to amend the Tax Act publicly announced and made publicly available prior to the date hereof by the Minister of Finance (Canada) (the “Proposed Amendments”) and assumes that the Proposed Amendments will be enacted as proposed. No assurances can be given that the Proposed Amendments will be enacted in the form currently proposed, or at all. Otherwise, this summary does not take into account or anticipate any changes in law or administrative policy or assessing practice, whether by legislative, governmental or judicial action or decision.

This summary is based on the assumptions that none of the issuers of the securities held in the portfolios of the Funds is a foreign affiliate of any of the Funds or of any unitholder and that none of the securities held in the portfolio of any of the Funds is a tax shelter investment. Further, this summary assumes that none of the securities held in any of the portfolios of the Funds will be (i) a share of, an interest in, or a debt of a non-resident entity, an interest in or a right or option to acquire such a share, interest or debt or an interest in a partnership which holds such a share, interest or debt that would cause the Fund (or partnership) to include any significant amounts in income under section 94.1 of the Tax Act, (ii) securities of a non-resident trust other than an “exempt foreign trust” as defined in subsection 94(1) of the Tax Act (or a partnership which holds such interest), or (iii) an interest in a trust (or a partnership which holds such interest) that would require the Fund (or the partnership) to report income in connection with such interest pursuant to the rules in section 94.2 of the Tax Act. This summary further assumes that the Aggressive Portfolio will not earn any “designated income” as defined for the purpose of Part XII.2 of the Tax Act in a taxation year of the Fund unless and until such Fund qualifies as a mutual fund trust throughout the taxation year.

This summary is also based on the assumption that none of the Funds will at any time be a “SIFT trust” as defined in the rules in the Tax Act relating to the tax for SIFT trusts and SIFT partnerships (the “SIFT Rules”). One of the conditions for a trust to be a SIFT trust is that investments in the trust must be listed or traded on a stock exchange or other public market, which includes a trading system or other organized facility on which securities that are qualified for public distribution are listed or traded, but does not include a facility that is operated solely to carry out the issuance of a security or its redemption, acquisition or cancellation by the issuer. The Manager has advised counsel that the units of the Funds will not be listed or traded on a stock exchange and it is not expected that the units will trade on any other trading system or organized facility. On this basis, the Funds should not be SIFT trusts.

This summary is of a general nature only and does not take into account the tax laws of any province or territory of Canada or of any jurisdiction outside Canada. In particular, this summary does not address the deductibility of interest on any funds borrowed by a unitholder to purchase units of a Fund. It is not intended to be, nor should it be construed to be, legal or tax advice to any particular investor. Investors are urged to consult with their own tax advisers for advice regarding the income tax consequences of investing in units with respect to their particular circumstances.

### **Status of the Funds**

The Manager has advised counsel that each Fund is a “unit trust” and that each Fund other than the Aggressive Portfolio is also a “mutual fund trust” as defined in the Tax Act. The Manager has further advised counsel that certain of the Funds, including the Aggressive Portfolio have been registered as a registered investment for purposes of the Tax Act for Registered Plans and are expected to so qualify as registered investments at all relevant times.

In order for a Fund to qualify as a mutual fund trust, it must comply on a continuous basis with certain requirements relating to the qualification of its units for distribution to the public, the number of its unitholders and the dispersal of ownership of a particular class of its units. In addition, a Fund may not reasonably at any time be considered to be established or maintained primarily for the benefit of non-resident persons unless, at that time, substantially all of its property consists of property other than “taxable Canadian property” (if the definition of such term in the Tax Act were read without reference to paragraph (b) thereof).

The following discussion is based on the assumption that each Fund, other than the Aggressive Portfolio, qualifies as a mutual fund trust and that the Aggressive Portfolio is registered as a registered investment for purposes of the Tax Act at all relevant times. If a Fund were to fail to qualify as a mutual fund trust or fail to be registered as a registered investment, as applicable, the tax considerations may, in some respects, be materially different from those described below.

If a Fund does not qualify as a mutual fund trust under the Tax Act and more than 50% of the fair market value of all interests in the Fund are held by holders that are “financial institutions”, as such term is defined in the Tax Act, the Fund will be a “financial institution” within the meaning of the Tax Act and, among other things, will be subject to the “mark-to-market” rules under the Tax Act. This summary assumes that none of the Funds will at any time be a “financial institution” within the meaning of the Tax Act.

### **Taxation of the Funds**

Based on information provided by the Manager, each of the Funds, other than the Money Market Fund and the Portfolio Funds, has elected to have a taxation year that ends on December 15 of each calendar year. In the absence of such an election, a Fund will have a taxation year that ends on December 31 of each calendar year.

Each Fund will be subject to tax under Part I of the Tax Act on the amount of its income for each taxation year, including net realized taxable capital gains. However, the Tax Act provides that a trust, in computing its income for a year, may deduct such part of its income for the taxation year as became payable for the year to a unitholder. If a Fund has elected to have a taxation year that ends on December 15, such amounts may be paid or payable to unitholders of the Fund in the calendar year in which the taxation year-end falls. The Manager has advised counsel that the net income and net realized capital gains of each Fund for each taxation year will be payable to such Fund’s unitholders each year to the extent necessary so that there will be no tax payable by the Funds under Part I of the Tax Act (after taking into account any applicable losses or capital gains refunds to which the Fund is entitled).

Each Fund will be required to include in its income for each taxation year any dividends received (or deemed to be received) by it in such year on a security in its portfolio and all interest that accrues to it to the end of the year, or becomes receivable or is received by it before the end of the year, except to the extent that such interest was included in computing its income for a preceding taxation year. Upon the actual or deemed disposition of indebtedness, a Fund will be required to include in computing its income for the year of disposition all interest that accrued on such indebtedness from the last interest payment date to the date of disposition except to the extent such interest was included in computing the Fund’s income for that or another taxation year and such income inclusion will not be included in the proceeds of disposition for purposes of computing any capital gain or loss.

On a conversion by a Fund of a convertible debenture into shares of a corporation, the Fund is considered not to have disposed of the convertible debenture and to have acquired the shares at a cost equal to the adjusted cost base to the Fund of the convertible debenture immediately before the exchange.

On a redemption or repayment of a convertible debenture, a Fund is considered to have disposed of the convertible debenture for proceeds of disposition equal to the amount received by the Fund (other than an amount received on account of interest) on such redemption or repayment.

To the extent a Fund holds trust units issued by a trust resident in Canada that is not at any time in the relevant taxation year a “SIFT trust” and held as capital property for purposes of the Tax Act, the Fund will be required to include in the calculation of its income for a taxation year the net income, including net taxable capital gains, paid or payable to the Fund by such trust in the calendar year in which that taxation year ends, notwithstanding that certain of such amounts may be reinvested in additional units of the trust. Provided that appropriate designations are made by such trust, net taxable capital gains realized by the trust, foreign source income of the trust and taxable dividends from taxable Canadian corporations received by the trust that are paid or payable by the trust to the Funds will effectively retain their character in the hands of the Fund. The Fund will be required to reduce the adjusted cost base of units of such trust by any amount paid or payable by the trust to the Fund except to the extent that the amount was included in calculating the income of the Fund or was the Fund’s share of the non-taxable portion of capital gains of the trust, the taxable portion of which was designated in respect of the Fund. If the adjusted cost base to the Fund of such units becomes a negative amount at any time in a taxation year of the Fund, that negative amount will be deemed to be a capital gain realized by the Fund in that taxation year and the Fund’s adjusted cost base of such units will be increased by the amount of such deemed capital gain to zero.

Each issuer in a Fund's portfolio that is a "SIFT trust" (which will generally include income trusts, other than certain real estate investment trusts, the units of which are listed or traded on a stock exchange or other public market) will be subject to a special tax in respect of (i) income from business carried on in Canada, and (ii) certain income and capital gains in respect of "non-portfolio properties" (collectively, "Non-Portfolio Income"). Non-Portfolio Income that is distributed by an issuer that is a SIFT trust to its unitholders will be taxed at a rate that is equivalent to the federal general corporate tax rate plus a prescribed amount on account of provincial tax. Non-Portfolio Income that becomes payable by an issuer that is a SIFT trust will generally be taxed as though it were a taxable dividend from a taxable Canadian corporation and will be deemed to be an "eligible dividend" eligible for the enhanced gross-up and tax credit rules.

Upon the actual or deemed disposition of a security included in the portfolio of a Fund, the Fund will realize a capital gain (or capital loss) to the extent the proceeds of disposition net of any amounts included as interest on the disposition of the security and any reasonable costs of disposition exceed (or are less than) the adjusted cost base of such security unless the Fund were considered to be trading or dealing in securities or otherwise carrying on a business of buying and selling securities or the Fund has acquired the security in a transaction or transactions considered to be an adventure in the nature of trade. The Manager has advised counsel that each Fund has purchased, and will continue to purchase, securities in the portfolio of such Fund with the objective of receiving distributions and income thereon and will take the position that gains and losses realized on the disposition thereof are capital gains and capital losses.

A loss realized by a Fund on a disposition of capital property will be a suspended loss for purposes of the Tax Act if the Fund, or a person affiliated with the Fund, acquires a property (a "substituted property") that is the same as or identical to the property disposed of, within 30 days before and 30 days after the disposition and the Fund, or a person affiliated with the Fund, owns the substituted property 30 days after the original disposition. If a loss is suspended, the Fund cannot deduct the loss from the Fund's capital gains until the substituted property is sold and is not reacquired by the Fund, or a person affiliated with the Fund, within 30 days before and after the sale.

Each Fund is entitled for each taxation year throughout which it is a mutual fund trust 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 redemption of units during the year ("capital gains refund"). In certain circumstances, 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 securities in connection with a redemption of units.

Income of a Fund from foreign sources may be subject to foreign income and withholding taxes. To the extent that such foreign tax paid by a Fund exceeds 15% of the amount included in the Fund's income from such investments, such excess may generally be deducted by the Fund in computing its net income for the purposes of the Tax Act. To the extent that such foreign tax paid does not exceed 15% of such amount and has not been deducted in computing the Fund's income, the Fund may designate in respect of a unitholder a portion of its foreign source income which can reasonably be considered to be part of the Fund's income distributed to such unitholder so that such income and a portion of the foreign tax paid by the Fund may be regarded as foreign source income of, and foreign tax paid by, the unitholder for the purposes of the foreign tax credit provisions of the Tax Act.

Each of the Funds is required to compute its income, the cost and proceeds of disposition of portfolio securities, interest and all other amounts in Canadian dollars for purposes of the Tax Act in accordance with the rules in the Tax Act in that regard and may, as a consequence, realize income or capital gains by virtue of changes in the value of a foreign currency relative to the Canadian dollar. Gains or losses in respect of currency hedges entered into in respect of amounts invested in securities by a Fund will constitute capital gains and capital losses to such Fund if the securities are capital property to the Fund provided there is sufficient linkage.

The Tax Act contains rules (the "DFA Rules") that target certain financial arrangements (described in the DFA Rules as "derivative forward agreements") that seek to reduce tax by converting, through the use of derivative contracts, the return on an investment that would have the character of ordinary income to capital gains. The DFA Rules are broad in scope and could apply to other agreements or transactions. If the DFA Rules were to apply in respect of derivatives utilized by a Fund, gains realized in respect of the property underlying such derivatives could be treated as ordinary income rather than capital gains.

Certain Funds have been registered as a registered investment under the Tax Act (and are now also mutual fund trusts), and the Aggressive Portfolio is registered as a registered investment but does not currently qualify as a mutual fund trust. A Fund that is a registered investment and not a mutual fund trust under the Tax Act is subject to a special tax under Part X.2 of the Tax Act if, generally, at the end of any month it holds property that is not a "prescribed investment" under the Tax Act. The Manager has

advised counsel that each Fund that is or becomes a registered investment and is not a mutual fund trust will restrict its investments so that it will not be liable for tax under Part X.2 of the Tax Act.

The Tax Act provides for a special tax on the designated income of certain trusts (other than a trust that was throughout the taxation year a mutual fund trust) that have designated beneficiaries. Based on the investment strategies of the Funds, the Manager does not expect any Fund that is not a mutual fund trust throughout the taxation year to earn any designated income in that year for purposes of the Tax Act. On this basis, it is anticipated that the Funds will not have any liability with respect to this special tax.

In addition, if a Fund does not qualify as a mutual fund trust under the Tax Act throughout a taxation year, among other things, (a) the Fund may be liable to pay an alternative minimum tax under the Tax Act, and (b) it may be subject to the "anti-straddle" rules which would defer the ability to claim certain losses.

### **Taxation of Individual Unitholders Resident in Canada**

A unitholder will generally be required to include in computing his or her income for purposes of the Tax Act the amount of any net income, including net taxable capital gains, of a Fund for each year (computed prior to the deduction of amounts payable to unitholders for the year) which is paid or payable to the unitholder in such year, whether such amount is reinvested in additional units or paid to the unitholder in cash. In the case of a Fund that has validly elected to have a December 15 taxation year end, amounts paid or payable by the 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. The Manager has advised counsel that a sufficient amount of the net income and net realized capital gains of each Fund for each taxation year will be payable to unitholders of the Fund each year and distributed in the manner described under "*Distribution Policy*" in Part B of the Funds' simplified prospectus so that there will be no tax payable by the Funds under Part I of the Tax Act (after taking into account any applicable losses or capital gains refunds).

Because capital gains of the Funds are allocated only in the year that they are realized and income is distributed on a periodic basis, prospective purchasers acquiring units of a Fund may become taxable on unrealized gains and gains that have been realized or income that has been earned but not yet distributed by that Fund at the time the units were acquired, despite the fact that such income or gains are reflected in the cost of the units acquired. Further, if a Fund has elected to have a taxation year that ends on December 15 of a calendar year and a unitholder acquires units of such Fund 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.

In general, provided the appropriate designations are made by a Fund, unitholders will be subject to tax under the Tax Act on their allocated portion of dividends from taxable Canadian corporations, foreign source income and taxable capital gains of the Fund for a year, in the same manner as if such designated amounts had been received directly by the unitholder. Accordingly, such amounts will generally retain their character and source for tax purposes including determining a unitholder's entitlement to the applicable dividend gross-up and tax credit (including the enhanced gross-up and tax credit for certain eligible dividends) and the foreign tax credit.

A trust is permitted to deduct in computing its income for purposes of the Tax Act an amount less than the amount of its distributions of income for a year to the extent necessary to utilize in the year losses from prior years without affecting the ability of the Fund to distribute its income annually. Such amount distributed but not deducted by the Fund is not required to be included in the income of unitholders. However, such amount generally reduces the adjusted cost base of the unitholder's units of the Fund. A Fund may distribute amounts in excess of the Fund's income. Such excess distributions will generally not be included in the income of a unitholder but, unless such amount relates to the non-taxable portion of capital gains, the taxable portion of which has been allocated to the unitholder, will generally reduce the adjusted cost base of the unitholder's units of the Fund. To the extent that the adjusted cost base of a unit 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 would then be nil.

Upon the disposition or deemed disposition of a unit (including a redemption, and, in particular, a redemption effected as part of a switch of units from one Fund to another or pursuant to a SWP), the unitholder will realize a capital gain (or a capital loss) to the extent that the proceeds of disposition of the unit, net of reasonable expenses of disposition, exceed (or are exceeded by) the unitholder's adjusted cost base of the unit as determined for the purposes of the Tax Act. For the purpose of determining the adjusted cost base of a unit to a unitholder, when the unit is acquired, the cost of the newly acquired unit will be averaged with the adjusted cost base of all units of the same class of the same Fund owned by the unitholder as capital property immediately

before that time. One-half of any capital gains realized will be included in computing the income of an individual as taxable capital gains and one-half of any capital loss (“allowable capital loss”) sustained must be deducted against taxable capital gains for the year. Allowable capital losses for a taxation year in excess of taxable capital gains 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.

Individual unitholders are generally subject to an alternative minimum tax. In general terms, net income of a Fund paid or payable to a unitholder will not increase the unitholder’s liability under the Tax Act for alternative minimum tax. However, amounts designated as, or deemed to be, net realized capital gains or taxable dividends from taxable Canadian corporations paid or payable to a unitholder by the Fund or taxable capital gains realized on the disposition of units by the unitholder may increase the unitholder’s liability, if any, for alternative minimum tax under the Tax Act.

### **Units held by Registered Plans**

The Manager has advised counsel that each Fund, other than the Aggressive Portfolio, currently qualifies as a “mutual fund trust” under the Tax Act and (except in the case of the Dividend Fund, the Bond Fund, the Monthly Income Fund, the Balanced Portfolio and the Conservative Portfolio) is a registered investment under the Tax Act. Accordingly, units of each Fund are qualified investments for Registered Plans, so long as each Fund qualifies or is deemed to qualify as a mutual fund trust or qualifies as a registered investment under the Tax Act, as applicable.

The units of a Fund will not be a “prohibited investment” for trusts governed by a tax-free savings account, registered retirement savings plan, registered retirement income fund or registered education savings plan unless the holder of the tax-free savings account, the annuitant under the registered retirement savings plan or registered retirement income fund or the subscriber of the registered education savings plan, as applicable, does not deal at arm’s length with such Fund for purposes of the Tax Act or has a “significant interest” as defined in the Tax Act in such Fund. Generally, a holder, annuitant or subscriber, as the case may be, will not have a significant interest in a Fund unless the holder, annuitant or subscriber, as the case may be, owns interests as a beneficiary under such Fund that have a fair market value of 10% or more of the fair market value of the interests of all beneficiaries under the Fund, either alone or together with persons and partnerships with which the holder, annuitant or subscriber, as the case may be, does not deal at arm’s length. In addition, the units of a Fund will not be a prohibited investment if such units are “excluded property” as defined in the Tax Act for trusts governed by a tax-free savings account, registered retirement savings plan, registered retirement income fund or registered education savings plan.

Holders, annuitants and subscribers should consult their own tax advisors with respect to whether units of a Fund would be prohibited investments, including with respect to whether such units would be excluded property.

The proceeds of redemption of units of the Funds and the amount of income including net realized taxable capital gains distributed by the Funds to Registered Plans are generally not taxable under Part I of the Tax Act while retained by such Registered Plans provided that the units are qualified investments, and not prohibited investments, for such Registered Plans. Investors are urged to consult their own tax advisors regarding the implications of establishing, amending, terminating or withdrawing amounts from a Registered Plan.

Investors are responsible for complying with the relevant income tax legislation in acquiring or holding units of a Fund through a Registered Plan, and the Funds and Manager assume no liability to such persons as a result of the units being made available for investment.

### **CUSTODIAN OF PORTFOLIO SECURITIES**

RBC is the custodian of the Funds’ cash and Canadian securities (in such capacity, the “Custodian”) pursuant to an Amended and Restated Custodian Agreement dated July 1, 2011 (and made applicable to Funds created after such date from their inception). Such securities are held at 155 Wellington Street West, Toronto, Ontario M5V 3L3. Foreign securities are held through the Custodian’s sub-custodial network.

The securities held by the Custodian shall be surrendered only on the written order of the two authorized officers of a portfolio adviser or the Manager, and the Custodian may act in all matters on instruction given by or on behalf of a Fund by any two authorized officers of a portfolio adviser or the Manager. For its services, the Custodian’s normal fees and charges prevailing from time to time are paid by the Manager.



## **MATERIAL CONTRACTS**

The material contracts of the Funds are the Declaration of Trust for the Funds, the Advisory Agreements, and the Amended and Restated Custodian Agreement, as amended. These documents may be inspected during ordinary business hours at the office of the Manager at 2225 Sheppard Ave. East, Suite 1105, Toronto, Ontario M2J 5C2 and are also available at [www.sedar.com](http://www.sedar.com).

## **ADDITIONAL INFORMATION**

Because many attributes of the Funds, and the units of the Funds, are identical, units of the Funds are being offered under one combined simplified prospectus which is to be filed with Canadian securities administrators, together with this combined annual information form. No Fund assumes responsibility for disclosure relating to any other Fund contained herein or in the simplified prospectus, however, or for any misrepresentation relating to any other Fund.

Educators Financial Group maintains current security standards to ensure that personal and financial information is protected against unauthorized access, disclosure, inappropriate alteration or misuse. All safety and security measures are appropriate to the sensitivity of the information. Some service providers may be located in the United States, and to the extent personal information is located outside of Canada; it will be subject to any legal requirements in the U.S. applicable to these service providers. For example, there could be lawful requirements imposed on U.S. service providers to disclose personal information to various U.S. government authorities.

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

Dated the 15 day of May, 2020

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 Ontario and British Columbia, and do not contain any misrepresentations.

*(Signed) "Charles Hamilton"*

Charles Hamilton  
Chief Executive Officer of Educators Financial Group  
Inc., as Manager, Trustee and promoter of the Funds

*(Signed) "Stuart Mulcahy"*

Stuart Mulcahy  
Chief Financial Officer of Educators Financial Group Inc., as  
Manager, Trustee and promoter of the Funds

On behalf of the Board of Directors of Educators Financial Group Inc. as Manager, Trustee and promoter of the Funds

*(Signed) "Andrew Poprawa"*

Andrew Poprawa  
Director

*(Signed) "James Spray"*

James Spray  
Director

**CERTIFICATE OF THE FUNDS' PRINCIPAL DISTRIBUTOR**

Dated the 15 day of May, 2020

To the best of our knowledge, information and belief, 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 Ontario and British Columbia, and do not contain any misrepresentations.

*(Signed) "Charles Hamilton"*  
Charles Hamilton  
Chief Executive Officer of Educators Financial Group  
Inc., as principal distributor of the Funds

*(Signed) "Stuart Mulcahy"*  
Stuart Mulcahy  
Chief Financial Officer of Educators Financial Group Inc., as  
principal distributor of the Funds

On behalf of the Board of Directors of Educators Financial Group Inc. as principal distributor of the Funds

*(Signed) "Andrew Poprawa"*  
Andrew Poprawa  
Director

*(Signed) "James Spray"*  
James Spray  
Director

**EDUCATORS BALANCED FUND  
EDUCATORS BOND FUND  
EDUCATORS DIVIDEND FUND  
EDUCATORS GROWTH FUND  
EDUCATORS MONEY MARKET FUND  
EDUCATORS MONTHLY INCOME FUND  
EDUCATORS MORTGAGE & INCOME FUND  
EDUCATORS U.S. EQUITY FUND**

**EDUCATORS MONITORED AGGRESSIVE PORTFOLIO  
EDUCATORS MONITORED BALANCED PORTFOLIO  
EDUCATORS MONITORED CONSERVATIVE PORTFOLIO  
EDUCATORS MONITORED GROWTH PORTFOLIO**

**Educators Financial Group  
2225 Sheppard Ave. East  
Suite 1105  
Toronto, Ontario  
M2J 5C2**

*Telephone:* (416) 752-6843  
1-800-263-9541

*Fax:* (416) 752-6649  
1-888-662-2209

Additional information about the Funds is available in the Funds' management reports of fund performance and financial statements. You can obtain a copy of these documents, at no cost by calling the number set out above, or from your financial adviser. These documents and other information about the Funds, such as information circulars and material contracts, are also available on SEDAR's website at [www.sedar.com](http://www.sedar.com) or at [www.educatorsfinancialgroup.ca](http://www.educatorsfinancialgroup.ca).

MAY2020v.7