

*A copy of this preliminary prospectus has been filed with the securities regulatory authority in each province of Canada but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the prospectus is obtained from the securities regulatory authorities.*

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. These securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended, or any state securities laws and may not be offered or sold in the United States or to U.S. persons. See “Plan of Distribution”.*

**PRELIMINARY PROSPECTUS**

*Initial Public Offering*

July 28, 2015

# Low Volatility Global

I N C O M E F U N D

**Units**

**\$10.00 per Unit**

**\$ ● ( ● Units) Maximum**

Low Volatility Global Income Fund (the “Fund”), a closed-end investment trust established under the laws of the Province of Ontario, proposes to issue units of the Fund (“Units”) at a price of \$10.00 per Unit. The offering of the Units is referred to herein as the “Offering”.

The Fund’s investment objectives are:

- (i) to provide holders of Units (“Unitholders”) with quarterly cash distributions; and
- (ii) to maximize total return through capital appreciation and distributions.

The Fund will seek to achieve its investment objectives by investing in an actively managed portfolio (“Portfolio”) of global large capitalization equity securities from the S&P Global 100 Index that have a trailing 12 month Beta of less than 1.0 combined with a tactical option strategy designed to enhance portfolio income and mitigate downside risk. Beta is a financial term used as a measure of a security’s or a portfolio’s return in relation to the market or an index. A beta of less than 1.0 indicates that the price of a security will generally vary to a lesser extent than the movement of the market or an index and a beta of greater than 1.0 indicates that the price of a security will generally vary to a greater extent than the movement of the market or an index. See “Investment Objectives” and “Investment Strategies”.

Strathbridge Asset Management Inc. (the “Manager”), an experienced Canadian closed-end fund manager, is the Fund’s investment fund manager and will be responsible for the management and administration of the Fund, and as portfolio manager, will also implement the Fund’s investment strategies. See “Organization and Management Details of the Fund”.

To generate additional income above the distributions earned on its equity securities, the Fund will from time to time write covered call options in respect of all or a portion of the securities in its Portfolio. The composition of the Portfolio, the securities that may be subject to call options and the terms of such options will vary from time to time, depending on market conditions. The Manager believes that in a flat or downward trending market, a portfolio that is subject to covered option writing will generally provide higher relative returns and lower volatility than one on which no options are written. However, in a rising market, the use of options may have the effect of limiting or reducing the total returns of the Fund since the premiums associated with writing covered options may be outweighed by the foregone opportunity of remaining fully invested in the securities comprising the Portfolio. See “Investment Strategies — Covered Option Writing”.

**Price: \$10.00 per Unit**  
**Minimum Purchase: 100 Units**

	Price to the Public <sup>(1)</sup>	Agents’ Fees	Net Proceeds to the Fund <sup>(2)</sup>
<i>Units</i>			
Per Unit . . . . .	\$ 10.00	\$ 0.525	\$ 9.475
Total Minimum Offering <sup>(3)(4)</sup> . . . . .	\$20,000,000.00	\$1,050,000.00	\$18,950,000.00
Total Maximum Offering <sup>(4)</sup> . . . . .	\$ ●	\$ ●	\$ ●

Notes:

- (1) The Offering price was established by negotiation between the Agents and the Manager.
- (2) Before deducting the expenses of issue (estimated to be \$600,000) which, subject to a maximum of 1.5% of the gross proceeds of the Offering, together with the Agents’ fees, will be paid out of the gross proceeds of the Offering.

- (3) There will be no closing of the Offering unless a minimum of 2,000,000 Units are sold. If subscriptions for a minimum of 2,000,000 Units have not been received within 90 days following the date of issuance of a receipt for this prospectus, the Offering may not continue without the consent of the Canadian securities regulators and those who have subscribed for Units on or before such date.
- (4) The Fund has granted the Agents an option (the “Over-Allotment Option”), exercisable until 30 days after the closing of the Offering, to purchase up to 15% of the aggregate number of Units issued at the closing of the Offering on the same terms set forth above. This prospectus qualifies the distribution of the Over-Allotment Option and the Units issuable on the exercise thereof. If the Over-Allotment Option is exercised in full, the total price to the public under the maximum offering of the Units will be \$ ● , the Agents’ fees will be \$ ● and the net proceeds to the Fund will be \$ ● . A purchaser who acquires Units forming part of the Agents’ over-allocation position acquires such Units under this prospectus regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

**There is no market through which these securities may be sold and purchasers may not be able to resell securities purchased under this prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities and the extent of issuer regulation. See “Risk Factors”. There is no assurance that the Fund will be able to achieve its investment objectives. See “Risk Factors” for a discussion of certain factors that should be considered by prospective investors in the Units.**

The Fund is not a trust company and, accordingly, the Fund is not registered under the trust company legislation of any jurisdiction as it does not carry on business as a trust company. The Fund is an investment trust which offers and sells its Units to the public. Units are not “deposits” within the meaning of the *Canada Deposit Insurance Corporation Act* (Canada) and are not insured under provisions of such legislation or any other legislation. See “Risk Factors”.

Scotia Capital Inc., BMO Nesbitt Burns Inc., RBC Dominion Securities Inc., CIBC World Markets Inc., National Bank Financial Inc., TD Securities Inc., GMP Securities L.P., Raymond James Ltd., Canaccord Genuity Corp., Desjardins Securities Inc., Dundee Securities Ltd. and Mackie Research Capital Corporation (collectively, the “Agents”) conditionally offer the Units on a best efforts basis, subject to prior sale, if, as and when issued by the Fund and accepted by the Agents in accordance with the conditions contained in the an agency agreement dated as of ● , 2015 between the Agents, Strathbridge and the Fund, and subject to the approval of certain legal matters by Osler, Hoskin & Harcourt LLP, on behalf of the Fund, and Stikeman Elliott LLP, on behalf of the Agents. See “Plan of Distribution”.

Subscriptions for Units will be received subject to acceptance or rejection in whole or in part, and the right is reserved to close the subscription books at any time without notice. Closing of the Offering is expected to occur on or about ● , 2015, but no later than 90 days after a receipt for this prospectus has been issued. Registrations and transfers of Units will be effected only through CDS Clearing and Depository Services Inc. Beneficial owners will not have the right to receive physical certificates evidencing their ownership. See “Plan of Distribution” and “Attributes of the Units — Book-Entry-Only and Book-Based Systems”.

## TABLE OF CONTENTS

<b>PROSPECTUS SUMMARY</b> .....1	
<b>FORWARD-LOOKING STATEMENTS</b> .....9	No Assurances of Achieving
<b>SUMMARY OF FEES AND EXPENSES</b> .....10	Investment Objectives..... 37
Fees and Expenses Payable by the Fund ..... 10	Loss of Investment..... 37
<b>GLOSSARY</b> .....11	Use of Options and Other Derivative Instruments ..... 37
<b>OVERVIEW OF THE LEGAL STRUCTURE OF THE FUND</b> .....15	Foreign Currency Exposure and Currency Hedging..... 38
Status of the Fund ..... 15	Risks Relating to Market Purchases ..... 38
<b>INVESTMENT OBJECTIVES</b> .....15	Securities Lending ..... 38
<b>INVESTMENT STRATEGIES</b> .....15	Short Sales ..... 38
Investment Universe..... 16	Reliance on the Manager ..... 39
Sector Diversification..... 18	Interest Rate Fluctuations ..... 39
Dividend Yield Comparison ..... 19	Trading at a Discount..... 39
Investment Process..... 19	Significant Redemptions..... 39
Covered Option Writing..... 20	Operating History ..... 40
Currency Hedging ..... 24	Withholding Tax ..... 40
Hedging to Protect Portfolio Assets ..... 24	Status of the Fund for Securities Law Purposes ..... 40
Utilization of Cash Equivalents ..... 24	Tax Changes ..... 40
No Leverage ..... 24	Taxation of the Fund..... 40
Short Selling..... 25	<b>DISTRIBUTION POLICY</b> ..... 41
Securities Lending..... 25	<b>REDEMPTION OF UNITS</b> ..... 42
<b>OVERVIEW OF THE SECTORS IN WHICH THE FUND INVESTS</b> .....25	Exercise of Redemption Right..... 43
Low-Volatility Anomaly ..... 25	Resale of Units Tendered for Redemption..... 44
Improving Global Economy..... 26	Suspension of Redemptions..... 44
US Economy ..... 27	<b>INCOME TAX CONSIDERATIONS</b> ..... 44
Eurozone ..... 29	Status of the Fund ..... 45
Japan..... 30	Taxation of the Fund..... 45
Valuations Attractive ..... 31	Taxation of Unitholders ..... 47
Benefit of Global Diversification..... 31	Taxation of Registered Plans ..... 48
Proven Track Record..... 32	Eligibility for Investment..... 48
<b>INVESTMENT RESTRICTIONS</b> .....33	International Information Reporting ..... 49
<b>FEES AND EXPENSES</b> .....35	<b>ORGANIZATION AND MANAGEMENT DETAILS OF THE FUND</b> ..... 49
Fees and Expenses Payable by the Fund ..... 35	The Manager and Investment Manager ... 49
<b>RISK FACTORS</b> .....36	The Advisory Board..... 52
Concentration Risk..... 36	Brokerage Arrangements ..... 53
Portfolio Securities..... 36	Conflicts of Interest ..... 53
Global Financial Developments ..... 36	Independent Review Committee..... 54
Market Disruptions ..... 36	The Trustee ..... 55
	Custodian ..... 55
	Auditor ..... 56
	Registrar and Transfer Agent..... 56
	Securities Lending Agent..... 56
	Promoter ..... 56

## TABLE OF CONTENTS

(continued)

<b>CALCULATION OF NET ASSET VALUE .....</b>	<b>56</b>	<b>LOW VOLATILITY GLOBAL INCOME FUND NOTES TO THE STATEMENT OF FINANCIAL POSITION.....</b>	<b>F3</b>
Calculation of Net Asset Value and NAV per Unit.....	56	<b>CERTIFICATE OF THE FUND, THE MANAGER AND THE PROMOTER.....</b>	<b>C1</b>
Valuation Policies and Procedures.....	56	<b>CERTIFICATE OF THE AGENTS .....</b>	<b>C2</b>
Reporting of Net Asset Value .....	58		
<b>ATTRIBUTES OF THE UNITS.....</b>	<b>58</b>		
Description of the Securities Distributed.....	58		
Mandatory Market Purchases.....	59		
Other Market Purchases .....	59		
Book-Entry-Only and Book-Based Systems .....	59		
<b>UNITHOLDER MATTERS .....</b>	<b>60</b>		
Meetings of Unitholders.....	60		
Matters Requiring Unitholder Approval.....	60		
Amendments to the Trust Agreement .....	61		
Reporting to Unitholders.....	62		
<b>TERMINATION OF THE FUND .....</b>	<b>62</b>		
<b>USE OF PROCEEDS .....</b>	<b>63</b>		
<b>PLAN OF DISTRIBUTION.....</b>	<b>63</b>		
Non-Resident Unitholders.....	64		
<b>INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS.....</b>	<b>64</b>		
<b>PROXY VOTING DISCLOSURE FOR PORTFOLIO SECURITIES HELD .....</b>	<b>65</b>		
<b>MATERIAL CONTRACTS .....</b>	<b>66</b>		
<b>EXPERTS .....</b>	<b>66</b>		
<b>PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION .....</b>	<b>67</b>		
<b>INDEPENDENT AUDITOR'S REPORT .....</b>	<b>F1</b>		
<b>LOW VOLATILITY GLOBAL INCOME FUND STATEMENT OF FINANCIAL POSITION .....</b>	<b>F2</b>		

## PROSPECTUS SUMMARY

*The following is a summary of the principal features of the Offering and should be read together with the more detailed information and financial data and statements contained elsewhere in this prospectus. Capitalized terms used but not defined herein shall have the meanings given to such terms in the Glossary.*

**Issuer:** Low Volatility Global Income Fund (the “Fund”) is a closed-end investment trust established under the laws of the Province of Ontario pursuant to the Trust Agreement (as defined herein). Strathbridge Asset Management Inc. (the “Manager” or “Strathbridge”) is the manager and the investment manager of the Fund. See “Overview of the Legal Structure of the Fund”.

**Offering:** The Fund is offering units (the “Units”) of the Fund (the “Offering”).

**Maximum Issue:** \$● (● Units)

**Minimum Issue:** \$20,000,000 (2,000,000 Units)

**Price:** \$10.00 per Unit

**Minimum Subscription:** 100 Units (\$1,000)

**Investment Objectives:** The Fund’s investment objectives are:

- (i) to provide holders of Units (“Unitholders”) with quarterly cash distributions; and
- (ii) to maximize total return through capital appreciation and distributions.

To achieve the Fund’s investment objectives, the Fund will invest in equity securities of global issuers from the S&P Global 100 Index that have a Beta (as defined herein) of less than 1.0 relative to the S&P Global 100 Index. See “Investment Objectives”.

**Investment Strategies:** The Fund will seek to achieve its investment objectives by investing in an actively managed portfolio (“Portfolio”) of securities of global issuers from the S&P Global 100 Index that have a trailing 12 month Beta of less than 1.0. The Portfolio will generally consist of 20 to 30 securities of issuers selected from the Investment Universe (defined herein). The Investment Universe will consist of issuers selected from the S&P Global 100 Index, a capitalization weighted index of multinational blue chip companies of major importance in the global equity markets whose businesses are global in nature, and that derive a substantial portion of their operating income, assets and employees from multiple countries and will be screened for those equities with a trailing 12 month Beta of less than 1.0 relative to the S&P Global 100 Index. Beta is a financial term used as a measure of the return of a security or a portfolio in relation to the market or an index. A beta of less than 1.0 indicates that the price of a security will generally vary to a lesser extent than the movement of the market or an index and a beta of greater than 1.0 indicates that the price of a security will generally vary to a greater extent than the movement of the market or an index.

See “Investment Strategies”.

The Fund intends to strategically write covered call options from time to time, in respect of all or a portion of the securities in its Portfolio, in order to:

- (i) enhance the Fund’s total returns;
- (ii) enhance the dividend yield on the Portfolio Securities; and
- (iii) lower the overall volatility of the Portfolio.

Based on the Manager’s experience using its selective covered call writing strategy, it expects there will be periods of time when the securities in the Portfolio will be subject to covered call options as well as periods when no covered call options will be written on the securities in the Portfolio. The Fund may also hold a portion of its assets in cash or cash equivalents which may be used to provide cover for the writing of cash covered put options (up to a maximum of 10% of the Fund’s net asset value (“Net Asset Value” or “NAV”)) in respect of securities in which the Fund is permitted to invest.

From time to time, the Fund may purchase put options to protect the Fund from potential declines in the value of individual securities in the Portfolio.

See “Investment Strategies”.

**Investment Universe:**

The Investment Universe will consist of equity securities of issuers from the S&P Global 100 Index which have a trailing 12 month Beta of less than 1.0. The S&P Global 100 Index is designed to track the performance of multi-national, blue chip companies of major importance in the global equity markets. The Portfolio, if established on June 30, 2015, would have consisted of equity securities selected from the Investment Universe set forth below which as of June 30, 2015, was comprised of 52 issuers having an average market capitalization of US\$118 billion and a dividend yield of 3.05%.

ABB Ltd.- REG	Muenchener Rueckver AG - REG
AstraZeneca PLC	National Grid PLC
BHP Billiton Limited	Nestle SA - REG
Bridgestone Corp.	Nike Inc. - Cl. B
Bristol-Myers Squibb Co.	Nissan Motor Co. Ltd.
Canon Inc.	Novartis AG - REG
Coca-Cola Co./The	Panasonic Corp.
Colgate-Palmolive Co.	PepsiCo Inc.
Credit Suisse Group AG - REG	Pfizer Inc.
Diageo PLC	Philip Morris International
Du Pont (E.I.) De Nemours	Procter & Gamble Co./The
Ericsson LM - B Shares	Rio Tinto PLC
Exxon Mobil Corp.	Samsung Electronics Co. Ltd.
General Electric Co.	Seven & I Holdings Co. Ltd.
Glaxosmithkline PLC	Sony Corp.
Google Inc. - Cl. A	Swiss Re AG
Google Inc. - Cl. C	Toshiba Corp.
Honda Motor Co. Ltd.	Toyota Motor Corp.
HSBC Holdings PLC	Twenty-First Century Fox - Cl. A
Intl Business Machines Corp.	Ubs Group AG - REG
Johnson & Johnson	Unilever NV - CVA

Kimberly-Clark Corp.  
L'Oreal  
Marsh & McLennan Cos.  
McDonald's Corp.  
Merck & Co. Inc.

United Technologies Corp.  
Vivendi  
Vodafone Group PLC  
Wal-Mart Stores Inc.  
Westfield Corp.

See "Investment Strategies – Investment Universe"

**Covered Call Option Writing  
and Volatility History:**

To generate additional income above the distributions earned on its equity securities, the Fund will from time to time write covered call options in respect of all or a portion of the securities in its Portfolio. The composition of the Portfolio, the securities that may be subject to options and the terms of such options will vary from time to time, depending on market conditions. The Manager believes that in a flat or downward trending market, a portfolio that is subject to covered option writing will generally provide higher relative returns and lower volatility than one on which no options are written. However, in a rising market, the use of options may have the effect of limiting or reducing the total returns of the Fund since the premiums associated with writing covered options may be outweighed by the foregone opportunity of remaining fully invested in the securities comprising the Portfolio.

Under the Black-Scholes Model (modified to include dividends), the price volatility of a security is one of the primary factors that affects the amount of option premium received by the seller of an option on such security. As at June 30, 2015, the 30-day average volatility level of the securities included in the Investment Universe that have listed options was 19.1%.

See "Investment Strategies – Covered Option Writing".

**Distribution Policy:**

The Fund intends to make quarterly cash distributions to Unitholders on the last business day of December, March, June and September. The Fund intends to pay equal quarterly distributions (equal to one-fourth of the annual targeted rate) initially expected to be \$0.125 per Unit (approximately \$0.50 per annum, representing an annual cash distribution of 5.0% based upon the \$10.00 per Unit issue price). The initial cash distribution for the period from the date of closing (the "Closing Date") of the Offering (anticipated to be ●, 2015) until December 31, 2015, will be paid on or about December 31, 2015. The first distribution will be pro-rated to reflect the period from the Closing Date to December 31, 2015. Distributions paid by the Fund are generally expected to be sourced from foreign source dividend income and realized capital gains. The Fund will not have a fixed distribution but intends to announce distributions annually based on, among other things, the actual and expected distributions and returns generated by the Portfolio less the Fund's estimated expenses. Cash distributions to Unitholders will be payable in Canadian dollars.

The Portfolio would be required to generate a total return of approximately 7.18% per annum, including dividends and net of estimated withholding taxes, in order for the Fund to maintain a stable

Net Asset Value per Unit (after accounting for the fees and expenses of the Fund) while making the initial targeted cash distributions of \$0.50 per Unit per annum. The Portfolio is expected to generate dividend and distribution income of approximately 2.59% per annum, net of estimated withholding taxes (based on the current cash yield on the Investment Universe which may vary from the actual Portfolio and therefore actual yield may vary). The Portfolio would be required to generate an additional return of approximately 4.59% per annum, from option premiums, realized capital appreciation and dividend and distribution growth, in order for the Fund to pay its initial targeted quarterly distributions on the Units and maintain a stable Net Asset Value. Based on the: (i) anticipated composition of the Portfolio; (ii) current implied market volatility of 19.1%, being the average current 30 day implied volatility of the securities included in the Investment Universe that have listed options, and (iii) other assumptions set forth under “Investment Strategies”, including that the Fund writes at-the-money call options on approximately 18.6% of the Portfolio and that the gross proceeds of the Offering are \$50 million, the Portfolio would be expected to generate cash flow in excess of the above required return. The ability of the Fund to generate such returns will be dependent on the extent to which these assumptions turn out to be accurate. If the return on the Portfolio (including option premiums and realized capital gains) is less than the amount necessary to fund quarterly distributions, the Manager may return a portion of the capital of the Fund to Unitholders to ensure the distribution is paid and, accordingly, NAV per Unit would be reduced. The amount of cash distributions may fluctuate from quarter to quarter and there can be no assurance that the Fund will make any distributions in any particular quarter or quarters. **In the event that the Fund is not able to generate sufficient income to make its quarterly distribution in a quarter, the Fund will either pay such distribution as a return of capital or will pay a lower distribution in that quarter.**

The quarterly distributions to Unitholders will be substantially based upon the level of dividends and other distributions received on the Portfolio Securities and on the level of premiums realized by the Fund pursuant to the option writing strategy described herein. As the Fund will write call options on all or a portion of the Portfolio Securities, a significant decrease in the volatility of the Portfolio Securities could have an adverse effect on the distributable cash flow generated by the Fund and accordingly, the distributions, if any paid by the Fund from time to time.

The use of call options will generally have the effect of limiting the Fund’s participation in price appreciation on the Portfolio Securities that are the subject of such options. In some cases, particularly in a rising market, the use of call options will reduce the total return of the Fund, where the premiums received from writing covered call options are less than the price appreciation that the Fund foregoes. However, the Manager believes that in a rising, flat or downward trending market, a portfolio that is subject to covered call option writing will

generally provide higher relative returns and lower volatility than one on which no options are written.

See “Distribution Policy” and “Risk Factors”.

**Currency Hedging:**

It is expected that the Portfolio Securities will primarily be denominated in foreign currencies. Strathbridge may enter into currency hedging to reduce the effects on the Units of changes in the value of foreign currencies relative to the Canadian dollar. From time to time, between 0% and 100% of the value of the Portfolio’s foreign currency exposure may be hedged back to the Canadian dollar.

**No Leverage:**

The Fund will not employ leverage other than as described below under the heading “Short Selling”.

**Short Selling:**

The Manager may short securities from time to time. Short exposure in the Portfolio, for purposes other than hedging (as defined in NI 81-102), will not exceed 10% of the Net Asset Value of the Fund determined on a daily marked-to-market basis. The maximum amount of leverage that the Fund may employ through short sales is 1.1:1 (maximum total assets divided by Net Asset Value).

See “Investment Strategies – Short Selling”, “Risk Factors – Short Sales” and “Investment Restrictions”.

**Redemption of Units:**

Units may be redeemed annually on the last business day of March commencing in 2017 at a redemption price per Unit equal to 100% of the NAV per Unit, subject to the Manager’s right to suspend redemptions in certain circumstances. In order to effect such a redemption, the Units must be surrendered on or before the first business day of March in each year commencing in 2017. Units may also be redeemed monthly at a redemption price based on the market price of such Units. Redemption proceeds will be payable in Canadian dollars. See “Redemption of Units”.

**Mandatory Market Purchase Program:**

Pursuant to the Trust Agreement, the Fund will undertake a mandatory market purchase program pursuant to which if the Units close at a trading price that is less than 98% of the latest NAV per Unit, the Fund will offer to purchase Units thereafter if and to the extent that the Units continue to trade at a price that is below 98% of the latest NAV per Unit at the time. Pursuant to the mandatory market purchase program, the Fund will purchase up to a maximum amount in any rolling 10 business day period of 10% of the number of Units outstanding at the beginning of such 10 business day period, subject to the terms set out in the Trust Agreement. Purchases under the mandatory market purchase program will only be made to the extent they may be funded by any excess income remaining in the Portfolio after the payment of (or accrual for) all regular distributions to Unitholders and all expenses.

See “Attributes of Units - Description of the Securities Distributed - Mandatory Market Purchases”.

**Termination of the Fund:**

The Fund does not have a fixed termination date but may be terminated upon not less than 90 days’ written notice to the Manager from the

Trustee with the approval of Unitholders by a two-thirds majority vote passed at a duly convened meeting of Unitholders called for the purpose of considering such termination. See “Termination of the Fund”.

**Use of Proceeds:**

The net proceeds of the Offering (including the proceeds from the exercise, if any, by the Agents of the Over-Allotment Option) will be used to purchase securities for the Portfolio following the Closing Date. See “Use of Proceeds” and “Overview of the Sector in which the Fund Invests”.

**Risk Factors:**

An investment in Units will be subject to certain risk factors, including:

- (i) the risks associated with the concentration of the Portfolio;
- (ii) the risks associated with the changes in the value of the securities in the Portfolio;
- (iii) the risks associated with recent and future global developments;
- (iv) the risks associated with market disruptions;
- (v) there is no assurance that the Fund will be able to achieve its investment objectives;
- (vi) the risk of investment losses;
- (vii) the risks associated with the use of options and other derivative instruments;
- (viii) the risks associated with currency hedging;
- (ix) the risks related to market purchases;
- (x) the risks associated with securities lending;
- (xi) the risks associated with short sales;
- (xii) the risks associated with the Fund’s reliance on its manager, Strathbridge;
- (xiii) fluctuations in prevailing interest rates may affect the market price of the Units;
- (xiv) the Units may trade at a discount to their NAV;
- (xv) the fact that redemptions of the Units by their holders could significantly reduce the trading liquidity of the Units;
- (xvi) the Fund is a newly organized investment trust with no

previous operating history;

- (xvii) the Fund will be investing in securities of foreign issuers and distributions received by the Fund may be subject to withholding tax;
- (xviii) as the Fund is not a “mutual fund” as defined under Canadian securities laws, the Fund is not subject to some of the policies and regulations of the Canadian securities regulators that apply to such funds; and
- (xix) various tax matters.

See “Risk Factors”.

**Income Tax Considerations:**

A Unitholder will generally be required to include in computing income for a taxation year the amount of the Fund’s net income for the taxation year, including ordinary income derived from foreign source dividends earned by the Fund and the taxable portion of the net realized capital gains of the Fund, paid or payable to the Unitholder in the taxation year (whether in cash or in Units). To the extent that amounts payable to Unitholders are designated as taxable capital gains, those amounts will be treated as taxable capital gains realized by such Unitholders. A Unitholder who disposes of Units held as capital property (on redemption or otherwise) will realize a capital gain (or capital loss) to the extent that the proceeds of disposition of the Units exceed (or are less than) the adjusted cost base of such Units and any reasonable costs of disposition.

Each investor should satisfy himself or herself as to the federal and provincial tax consequences of an investment in the securities offered hereby by obtaining advice from his or her tax advisor.

See “Income Tax Considerations”.

**Eligibility of Investment:**

Provided that the Fund qualifies as a mutual fund trust within the meaning of the Tax Act, the Units will be qualified investments under the Tax Act for trusts governed by Registered Plans. In addition, the Units will be a qualified investment provided they are listed on a designated stock exchange (which includes the TSX).

Notwithstanding the foregoing, if the Units are “prohibited investments” for the purposes of a tax-free savings account (“TFSA”), registered retirement savings plan (“RRSP”) or registered retirement income fund (“RRIF”), the holder of the TFSA or the annuitant of the RRSP or RRIF, as the case may be, will be subject to a penalty tax as set out in the Tax Act. A “prohibited investment” includes a unit of a trust which does not deal at arm’s length with the holder of the TFSA or annuitant of the RRSP or RRIF, as the case may be, or in which the holder or annuitant has a significant interest, which, in general terms, means the ownership of 10% or more of the value of the Fund’s outstanding Units by the holder or annuitant, either alone or together with persons and partnerships with whom the holder or annuitant, as

the case may be, does not deal at arm's length. Unitholders are advised to consult their own tax advisors in this regard.

See "Income Tax Considerations – Eligibility of Investment".

**Organization and  
Management of the Fund:**

*Manager, Portfolio Manager and Promoter*

Strathbridge, an experienced Canadian closed-end fund manager, is responsible for the management and administration of the Fund and will also implement the Fund's investment strategies. The principal office of Strathbridge is located at 121 King Street West, Standard Life Centre, P.O. Box 113, Suite 2600, Toronto, Ontario, M5H 3T9. See "Organization and Management Details of the Fund".

Strathbridge may be considered a promoter of the Fund within the meaning of the securities legislation of certain provinces of Canada by reason of its initiative in organizing the Fund. See "Organization and Management Details of the Fund – Promoter".

*Trustee and Custodian*

RBC Investor Services, located in Toronto, Ontario, is the trustee of the Fund. The Trustee also acts as custodian of the assets of the Fund and is responsible for certain aspects of the day-to-day administration of the Fund. See "Organization and Management Details of the Fund – The Trustee" and "Organization and Management Details of the Fund – Custodian".

*Auditor*

The auditor of the Fund is Deloitte LLP, Chartered Professional Accountants, Chartered Accountants, Licensed Public Accountants, Toronto, Ontario. See "Organization and Management Details of the Fund – Auditor".

*Registrar and Transfer Agent*

Computershare Investor Services Inc. will provide the Fund with registrar, transfer and distribution agency services in respect of the Units from its principal offices in Toronto, Ontario. See "Organization and Management Details of the Fund – Registrar and Transfer Agent".

*Securities Lending Agent*

RBC Investor Services, located in Toronto, Ontario is the securities lending agent of the Fund. See "Organization and Management Details of the Fund – Securities Lending Agent".

**Agents:**

Scotia Capital Inc., BMO Nesbitt Burns Inc., RBC Dominion Securities Inc., CIBC World Markets Inc., National Bank Financial Inc., TD Securities Inc., GMP Securities L.P., Raymond James Ltd., Canaccord Genuity Corp., Desjardins Securities Inc., Dundee Securities Ltd. and Mackie Research Capital Corporation (collectively, the "Agents") conditionally offer the Units on a best efforts basis, subject to prior sale, if, as and when issued by the Fund and accepted by the Agents in accordance with the conditions contained in the

Agency Agreement (as defined herein), and subject to the approval of certain legal matters by Osler, Hoskin & Harcourt LLP, on behalf of the Fund, and Stikeman Elliott LLP, on behalf of the Agents.

The Fund has granted the Agents an Over-Allotment Option (as defined herein) exercisable until 30 days after the Closing Date, to purchase up to 15% of the aggregate number of Units issued on the Closing Date on the same terms set forth above. This prospectus qualifies the distribution of the Over-Allotment Option and the Units issuable on the exercise thereof. If the Over-Allotment Option is exercised in full, the total price to the public under the maximum offering of Units will be \$●, the Agents' fees will be \$● and the net proceeds to the Fund will be \$●. A purchaser who acquires Units forming part of the Agents' over-allocation position acquires such Units under this prospectus regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. See "Plan of Distribution".

<b>Agents' Position</b>	<b>Maximum Size</b>	<b>Exercise Period</b>	<b>Exercise Price</b>
Over-Allotment Option	● Units	Within 30 days following the Closing Date	\$10.00 per Unit

#### **FORWARD-LOOKING STATEMENTS**

Certain statements in this prospectus are forward-looking statements, including those identified by the expressions "anticipate", "believe", "plan", "estimate", "expect", "intend" and similar expressions to the extent they relate to the Fund or the Manager. Forward-looking statements are not historical facts but reflect the current expectations of the Fund and the Manager regarding future results or events. Such forward-looking statements reflect the Fund's and the Manager's current beliefs and are based on information currently available to them. Forward-looking statements involve significant risks and uncertainties. A number of factors could cause actual results or events to differ materially from current expectations. Some of these risks, uncertainties and other factors are described in this prospectus under the heading "Risk Factors". Although the forward-looking statements contained in this prospectus are based upon assumptions that the Fund and the Manager believe to be reasonable, none of the Fund or the Manager can assure investors that actual results will be consistent with these forward-looking statements. The forward-looking statements contained herein were prepared for the purpose of providing prospective investors with information about the Fund and may not be appropriate for other purposes. None of the Fund or the Manager assumes any obligation to update or revise them to reflect new events or circumstances, except as required by law.

## SUMMARY OF FEES AND EXPENSES

The following table lists the fees and expenses payable by the Fund, which will therefore reduce the value of a Unitholder's investment in the Fund. For further particulars, see "Fees and Expenses".

### Fees and Expenses Payable by the Fund

<u>Type of Fee</u>	<u>Amount and Description</u>
<b>Fees payable to the Agents for selling Units:</b>	\$0.525 per Unit (5.25%).
<b>Initial expenses:</b>	The Fund will pay the expenses incurred in connection with the Offering of Units by the Fund (estimated to be \$600,000) subject to a maximum of 1.5% of the gross proceeds of the Offering. See "Fees and Expenses – Fees and Expenses Payable by the Fund – Initial Expenses".
<b>Fee payable to Strathbridge for acting as manager and investment manager of the Fund:</b>	An annual management fee of 1.25% of the Fund's NAV calculated and payable monthly, plus applicable taxes, will be paid to the Manager. The Manager manages the day-to-day business and operations of the Fund and provides all general management and administrative services. See "Fees and Expenses – Fees and Expenses Payable by the Fund – Management and Investment Management Fees".
<b>Operating expenses:</b>	The Fund will pay all ordinary expenses incurred in connection with its operation and administration, estimated to be \$● per annum. The Fund will also be responsible for commissions and other costs of securities transactions and any extraordinary expenses which may be incurred by it from time to time. See "Fees and Expenses – Fees and Expenses Payable by the Fund – Operating Expenses".

## GLOSSARY

<b>Advisory Board</b>	the advisory board appointed by the Manager to assist the Manager in performing its services under the Trust Agreement.
<b>Agency Agreement</b>	an agency agreement dated as of ●, 2015 between the Agents, Strathbridge and the Fund.
<b>Agents</b>	Scotia Capital Inc., BMO Nesbitt Burns Inc., RBC Dominion Securities Inc., CIBC World Markets Inc., National Bank Financial Inc., TD Securities Inc., GMP Securities L.P., Raymond James Ltd., Canaccord Genuity Corp., Desjardins Securities Inc., Dundee Securities Ltd. and Mackie Research Capital Corporation.
<b>Annual Redemption Date</b>	the last business day of March of any year commencing in 2017 on which Units may be redeemed.
<b>Annual Redemption Deadline</b>	on or before the first business day of March of any year commencing in 2017 on which Units may be surrendered annually for redemption.
<b>at-the-money</b>	in relation to a call or put option, an option with a strike price equal to the current market price of the underlying security.
<b>Auditor</b>	Deloitte LLP.
<b>Beta</b>	a financial term used as a measure of the return of a security or a portfolio in relation to the market or an index, in this case the S&P Global 100 Index.
<b>Black-Scholes Model</b>	a widely used option pricing model developed by Fischer Black and Myron Scholes in 1973. The model can be used to calculate the theoretical value of an option based on the current price of the underlying security, the strike price and term of the option, prevailing interest rates and the volatility of the price of the underlying security.
<b>business day</b>	any day on which the TSX is open for business.
<b>call option</b>	the right, but not the obligation, of the option holder to buy a security from the seller of the option at a specified price at any time during a specified time period or at expiry.
<b>CAGR</b>	compound annual growth rate.
<b>cash-covered put option</b>	a put option entered into in circumstances where the seller of the put option holds cash equivalents or other acceptable cash cover (as defined in NI 81-102) sufficient to acquire the securities underlying the option at the strike price throughout the term of the option.
<b>cash equivalents</b>	for the purposes of “cash cover” and “cash-covered put option”, “cash” as used therein means:  (a) cash on deposit with the Custodian;  (b) an evidence of indebtedness that has a remaining term to maturity of 365 days or less and that is issued, or fully and unconditionally guaranteed as to principal and interest, by:

- (i) any of the Federal or Provincial Governments of Canada;
- (ii) the Government of the United States; or
- (iii) a Canadian financial institution;

provided that, in the case of (ii) and (iii), such evidence of indebtedness has a rating of at least R-1 (mid) by DBRS Limited or the equivalent rating from another designated rating organization; or

- (c) other cash cover as defined in NI 81-102.

<b>CDS</b>	CDS Clearing and Depository Services Inc.
<b>CDS Participant</b>	a participant in CDS.
<b>Closing Date</b>	on or before ●, 2015 but no later than 90 days after a receipt for this prospectus has been issued.
<b>Closing Market Price</b>	the closing price of the Units on the principal stock exchange on which the Units are listed (or, if the Units are not listed on any stock exchange, on the principal market on which the Units are quoted for trading) or, if there was no trade on the relevant date, the average of the last bid and the last asking prices of the Units on the principal stock exchange on which the Units are listed (or, if the Units are not listed on any stock exchange, on the principal market on which the Units are quoted for trading).
<b>covered call option</b>	a call option entered into in circumstances where the seller of the call option holds the underlying security throughout the term of the option.
<b>CPA Canada Handbook</b>	Handbook of the Chartered Professional Accountants of Canada.
<b>CRA</b>	Canada Revenue Agency.
<b>Custodian</b>	RBC Investor Services Trust.
<b>Fund</b>	Low Volatility Global Income Fund.
<b>in-the-money</b>	in relation to a call option, means a call option with a strike price less than the current market price of the underlying security and, in relation to a put option, a put option with a strike price greater than the current market price of the underlying security.
<b>inverse exchange-traded fund</b>	an exchange-traded fund, traded on a public stock market, which is designed to perform as the inverse of the index or benchmark it is designed to track.
<b>investment manager</b>	Strathbridge in its capacity as the Fund's investment manager.
<b>Investment Universe</b>	issuers from which the securities may be included in the Portfolio are selected, such universe being issuers listed in the S&P Global 100 Index which have a trailing 12 month Beta less than 1.0 relative to such Index.
<b>IRC</b>	independent review committee.

<b>Manager</b>	Strathbridge Asset Management Inc. in its capacity as the Fund’s investment fund manager and where the context requires, as the Fund’s investment manager.
<b>Market Price</b>	the weighted average trading price of the Units on the principal stock exchange on which the Units are listed (or, if the Units are not listed on any stock exchange, on the principal market on which the Units are quoted for trading) for the ten trading days immediately preceding the applicable Redemption Date.
<b>Monthly Redemption Date</b>	the last day in any month other than March (commencing in 2017) on which Units may be redeemed.
<b>Monthly Redemption Deadline</b>	the date that is at least ten business days prior to a Monthly Redemption Date other than March (commencing in 2017) on which Units may be surrendered monthly for redemption.
<b>NAV per Unit</b>	in general, the NAV of the Fund divided by the number of Units then outstanding. See “Calculation of Net Asset Value – Calculation of Net Asset Value and NAV per Unit”.
<b>Net Asset Value or NAV</b>	the net asset value of the Fund which, on any date, will be equal to the difference between the aggregate value of the assets of the Fund and the aggregate value of the liabilities of the Fund on that date. See “Calculation of Net Asset Value – Calculation of Net Asset Value and NAV per Unit”.
<b>NI 81-102</b>	National Instrument 81-102 – <i>Investment Funds</i> (or any successor policy, rule or national instrument), as it may be amended from time to time.
<b>NI 81-107</b>	National Instrument 81-107 – <i>Independent Review Committee for Investment Funds</i> (or any successor policy, rule or national instrument), as it may be amended from time to time.
<b>Offering</b>	the offering of Units of the Fund pursuant to the final long form prospectus of the Fund.
<b>option premium</b>	the purchase price of an option.
<b>out-of-the-money</b>	in relation to a call option, a call option with a strike price greater than the current market price of the underlying security and, in relation to a put option, a put option with a strike price less than the current market price of the underlying security.
<b>Over-Allotment Option</b>	the option granted to the Agents by the Fund exercisable until 30 days after the Closing Date to purchase up to 15% of the aggregate number of Units issued on the Closing Date.
<b>Portfolio</b>	the actively managed portfolio of the Fund.
<b>Portfolio Securities</b>	the securities held by the Fund in the Portfolio from time to time.
<b>put option</b>	the right, but not the obligation, of the option holder to sell a security to the seller of the option at a specified price at any time during a specified time period or at expiry.
<b>RBC Investor Services</b>	RBC Investor Services Trust.

<b>Recirculation Agent</b>	Scotia Capital Inc.
<b>Redemption Date</b>	an Annual Redemption Date or a Monthly Redemption Date.
<b>Redemption Deadline</b>	an Annual Redemption Deadline or a Monthly Redemption Deadline.
<b>Redemption Notice</b>	notice provided by a Unitholder to a CDS Participant indicating that such Unitholder wishes to exercise a redemption privilege.
<b>Redemption Payment Date</b>	on or before the fifteenth day following a Redemption Date.
<b>Registered Plan</b>	any one of a registered retirement savings plan, registered retirement income fund, deferred profit sharing plan, registered disability savings plan, registered education savings plan or a tax-free savings account.
<b>Registrar and Transfer Agency Agreement</b>	the registrar and transfer agency agreement made between the Transfer Agent and the Fund pursuant to which the Transfer Agent provides the Fund with registrar, transfer and distribution agency services in respect of the Units.
<b>Securities Lending Agent</b>	RBC Investor Services Trust.
<b>Strathbridge</b>	Strathbridge Asset Management Inc., the Fund's investment fund manager and portfolio manager.
<b>strike price</b>	in relation to a call option, the price specified in the option that must be paid by the option holder to acquire the underlying security or, in relation to a put option, the price at which the option holder may sell the underlying security.
<b>Tax Act</b>	the <i>Income Tax Act</i> (Canada) and the regulations made thereunder.
<b>Termination Date</b>	the date on which the Fund is terminated.
<b>Transfer Agent</b>	Computershare Investor Services Inc. in its capacity as registrar and transfer agent of the Fund.
<b>Trust Agreement</b>	the trust agreement made between the Manager and the Trustee dated ●, 2015 establishing the Fund.
<b>Trustee</b>	RBC Investor Services.
<b>TSX</b>	the Toronto Stock Exchange.
<b>Units</b>	the units of the Fund.
<b>Unitholders</b>	the holders of Units of the Fund.
<b>volatility</b>	in respect of the price of a security, the numerical measure of the tendency of the price to vary over time.
<b>\$</b>	Canadian dollars, unless otherwise indicated.

## OVERVIEW OF THE LEGAL STRUCTURE OF THE FUND

Low Volatility Global Income Fund (the “Fund”) is a closed-end investment trust established under the laws of the Province of Ontario pursuant to the Trust Agreement between Strathbridge Asset Management Inc. (the “Manager” or “Strathbridge”), as manager and investment manager, and RBC Investor Services, as trustee. See “Organization and Management Details of the Fund”.

The principal office of the Fund and Strathbridge is located at 121 King Street West, Standard Life Centre, P.O. Box 113, Suite 2600, Toronto, Ontario, M5H 3T9.

### Status of the Fund

The Fund is not a “mutual fund” for Canadian securities law purposes. As a result, some of the protections provided to investors in mutual funds under such laws will not be available to investors in Units of the Fund.

## INVESTMENT OBJECTIVES

The Fund’s investment objectives are:

- (i) to provide holders of units (“Unitholders”) with quarterly cash distributions; and
- (ii) to maximize total return through capital appreciation and distributions.

The Fund will seek to achieve its investment objectives by investing in an actively managed portfolio (“Portfolio”) of global large capitalization equity securities from the S&P Global 100 Index that have a trailing 12 month Beta of less than 1.0.

## INVESTMENT STRATEGIES

To achieve the Fund’s investment objectives, the Fund will invest in an actively managed portfolio of securities of global issuers from the S&P Global 100 Index that have a trailing 12 month Beta of less than 1.0. The Portfolio will generally consist of 20 to 30 securities of issuers selected from the Investment Universe. The S&P Global 100 Index is a capitalization weighted index of multinational blue chip companies of major importance in the global equity markets whose businesses are global in nature, and that derive a substantial portion of their operating income, assets and employees from multiple countries. The companies selected for inclusion in the S&P Global 100 Index are screened for global exposure, sector representation, liquidity, financial viability and size. Beta is a financial term used as a measure of the return of a security or a portfolio in relation to the market or an index. A beta of less than 1.0 indicates that the price of a security will generally vary to a lesser extent than the movement of the market or an index and a beta of greater than 1.0 indicates that the price of a security will generally vary to a greater extent than the movement of the market or an index. For example, a beta of 0.70 would mean that one might expect the security to experience 70% of the market’s movement upwards and only 70% of any market downturn. The Investment Universe will be reconstituted annually. As at June 30, 2015, the issuers included in the S&P Global 100 Index had an average market capitalization of US\$108 billion, compared to \$15 billion for the 100 largest stocks listed on the TSX.

The Manager believes that the resulting portfolio will benefit from the following characteristics:

- (i) exposure to global large capitalization multinational corporations;
- (ii) broad geographic diversification relative to the TSX and the S&P 100 Index;

- (iii) broad industry diversification relative to the TSX; and
- (iv) lower volatility portfolio relative to the S&P Global 100 Index.

The Fund may invest up to 25% of its net asset value (“Net Asset Value” or “NAV”) in securities selected from the S&P Global 100 Index that are not otherwise in the Investment Universe as they do not meet the criteria of a Beta less than 1.0 relative to the S&P Global 100 Index.

The Manager will select the constituent issuers to be included in the Portfolio utilizing its proprietary quantitative model supplemented by fundamental analysis including, among other things, its view as to (i) the sustainability of the dividends on the securities held in the Portfolio (the “Portfolio Securities”), (ii) the potential for price appreciation, and (iii) the attractiveness of the shares for generating premiums from writing covered call options including liquidity and volatility considerations.

### **Investment Universe**

The investment universe (the “Investment Universe”) will consist of equity securities of issuers from the S&P Global 100 Index and which have a trailing 12 month Beta of less than 1.0. The Portfolio, if established on June 30, 2015, would have consisted of equity securities selected from the Investment Universe set forth below which as of June 30, 2015, was comprised of 52 issuers having an average market capitalization of US\$118 billion and a dividend yield of 3.05%. The Investment Universe will be reconstituted annually.

<u>Ticker</u>	<u>Company Name</u>	<u>Sector</u>	<u>Beta vs. S&amp;P Global 100 Index</u>	<u>Market Capitalization (US\$ Bln)</u>	<u>Dividend Yield Net of Withholding Tax (%)</u>	<u>5 Year Annual Growth of Dividends (CAGR %)</u>	<u>5 Year Total Return (CAGR %)</u>
<b><u>Australia</u></b>							
BHP	BHP Billiton Limited	Materials	0.32	108.42	6.65	9.23	-2.43
WFD	Westfield Corp.	Financials	0.16	14.61	3.93	-14.80	12.03
<b><u>Britain</u></b>							
HSBA	HSBC Holdings PLC	Financials	0.81	174.96	5.26	7.94	4.64
UNA	Unilever NV - CVA	Consumer Staples	0.96	126.21	2.63	7.50	12.55
GSK	Glaxosmithkline PLC	Health Care	0.85	101.20	5.71	5.23	10.20
VOD	Vodafone Group PLC	Telecom. Services	0.99	95.83	4.61	-5.93	17.05
AZN	AstraZeneca PLC	Health Care	0.77	79.86	4.16	4.49	12.14
RIO	Rio Tinto PLC	Materials	0.88	75.22	4.87	36.14	1.91
DGE	Diageo PLC	Consumer Staples	0.79	72.81	2.74	7.77	16.44
NG/	National Grid PLC	Utilities	0.75	48.03	4.95	2.93	18.90
<b><u>France</u></b>							
OR	L'Oreal	Consumer Staples	0.96	99.88	1.43	12.47	14.62
VIV	Vivendi	Consumer Discretionary	0.78	34.41	3.76	8.10	12.25
<b><u>Germany</u></b>							
MUV2	Muenchener Rueckver AG - REG	Financials	0.95	29.69	4.13	6.15	12.36
<b><u>Japan</u></b>							
7203	Toyota Motor Corp.	Consumer Discretionary	0.35	229.59	2.07	34.76	16.52
7267	Honda Motor Co. Ltd.	Consumer Discretionary	0.44	58.76	1.89	15.94	4.37
7201	Nissan Motor Co. Ltd.	Consumer Discretionary	0.34	47.20	2.20	0.00	11.01
7751	Canon Inc.	Information Technology	0.27	43.50	0.00	-5.03	0.54
3382	Seven & I Holdings Co. Ltd.	Consumer Staples	0.29	38.18	1.24	5.45	15.90
6752	Panasonic Corp.	Consumer Discretionary	0.45	33.78	0.00	12.47	2.63
6758	Sony Corp.	Consumer Discretionary	0.71	33.17	0.25	0.00	2.23
5108	Bridgestone Corp.	Consumer Discretionary	0.23	30.15	2.25	46.14	20.47
6502	Toshiba Corp.	Industrials	0.40	14.61	0.81	0.00	-5.64
<b><u>South Korea</u></b>							
005930	Samsung Electronics Co. Ltd.	Information Technology	0.09	167.12	1.34	9.86	13.28
<b><u>Sweden</u></b>							
ERICB	Ericsson LM - B Shares	Information Technology	0.94	34.07	3.36	11.20	1.75
<b><u>Switzerland</u></b>							
NOVN	Novartis AG - REG	Health Care	0.73	263.78	2.40	4.36	19.35
NESN	Nestle SA - REG	Consumer Staples	0.55	230.13	2.77	6.58	11.84
UBSG	Ubs Group AG - REG	Financials	0.93	81.52	2.14	0.00	10.82
ABBN	ABB Ltd.- REG	Industrials	0.85	48.46	0.74	2.76	7.39
CSGN	Credit Suisse Group AG - REG	Financials	0.87	45.02	2.32	-18.55	-3.32
SREN	Swiss Re AG	Financials	0.61	32.80	4.37	48.62	25.74
<b><u>United States</u></b>							
GOOG	Google Inc.- Cl. C	Information Technology	0.91	361.34	0.00	0.00	-5.22
GOOGL	Google Inc.- Cl. A <sup>(1)</sup>	Information Technology	0.93	361.34	0.00	0.00	19.37
XOM	Exxon Mobil Corp.	Energy	0.99	347.87	2.98	10.49	10.74
JNJ	Johnson & Johnson	Health Care	0.86	270.26	2.62	7.23	14.15
GE	General Electric Co.	Industrials	0.95	267.72	2.94	17.87	16.82
WMT	Wal-Mart Stores Inc.	Consumer Staples	0.65	228.43	2.35	11.03	10.80
PG	Procter & Gamble Co./The	Consumer Staples	0.62	212.26	2.88	7.56	8.83
PFE	Pfizer Inc.	Health Care	0.73	206.47	2.84	9.69	23.11
KO	Coca-Cola Co./The	Consumer Staples	0.56	170.99	2.86	8.36	12.58
MRK	Merck & Co. Inc.	Health Care	0.82	160.84	2.69	3.32	14.50
IBM	Intl Business Machines Corp.	Information Technology	0.96	160.18	2.72	14.87	7.81
PEP	PepsiCo Inc.	Consumer Staples	0.68	137.77	2.56	7.83	12.14
PM	Philip Morris International	Consumer Staples	0.73	124.19	4.24	11.51	16.68
BMJ	Bristol-Myers Squibb Co.	Health Care	0.73	110.92	1.89	2.83	25.94
UTX	United Technologies Corp.	Industrials	0.91	98.75	1.96	8.71	13.91
NKE	Nike Inc. - Cl. B	Consumer Discretionary	0.84	92.87	0.88	15.30	27.88
MCD	McDonald's Corp.	Consumer Discretionary	0.70	91.13	3.04	9.34	11.11
FOXA	Twenty-First Century Fox - Cl. A	Consumer Discretionary	0.83	66.70	0.78	15.29	26.28
CL	Colgate-Palmolive Co.	Consumer Staples	0.69	59.17	1.98	9.56	13.34
DD	Du Pont (E.I.) De Nemours	Materials	0.92	57.89	2.74	2.99	16.72
KMB	Kimberly-Clark Corp.	Consumer Staples	0.68	38.58	2.82	6.42	16.87
MMC	Marsh & McLennan Cos.	Financials	0.85	30.44	1.86	6.96	23.42
	<b>Average</b>		<b>0.70</b>	<b>US\$ 118.25</b>	<b>2.59</b>	<b>8.63</b>	<b>12.22</b>

**Note:**

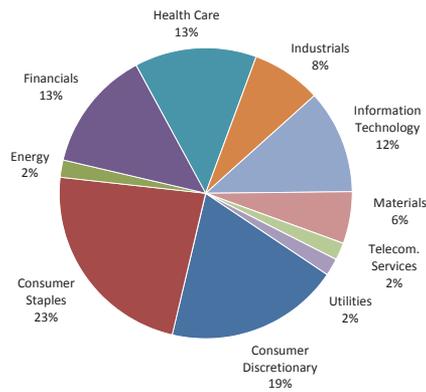
(1) Total return CAGR from March 27, 2014.  
Source: Bloomberg as at June 30, 2015.

The information set forth above is historical and is not intended to be, nor should it be construed as, an indication as to future Beta, market capitalizations, dividend yields or annual growth rates of the securities in the Portfolio.

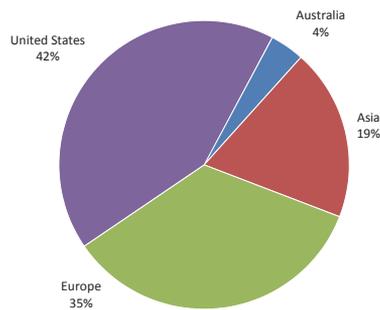
### Sector Diversification

The Investment Universe includes a cross section of large global capitalization issuers from the S&P Global 100 Index which are well diversified across multiple industry sectors as well as geographically dispersed across different regions as noted in the charts below.

#### Sector Diversification Within the Investment Universe

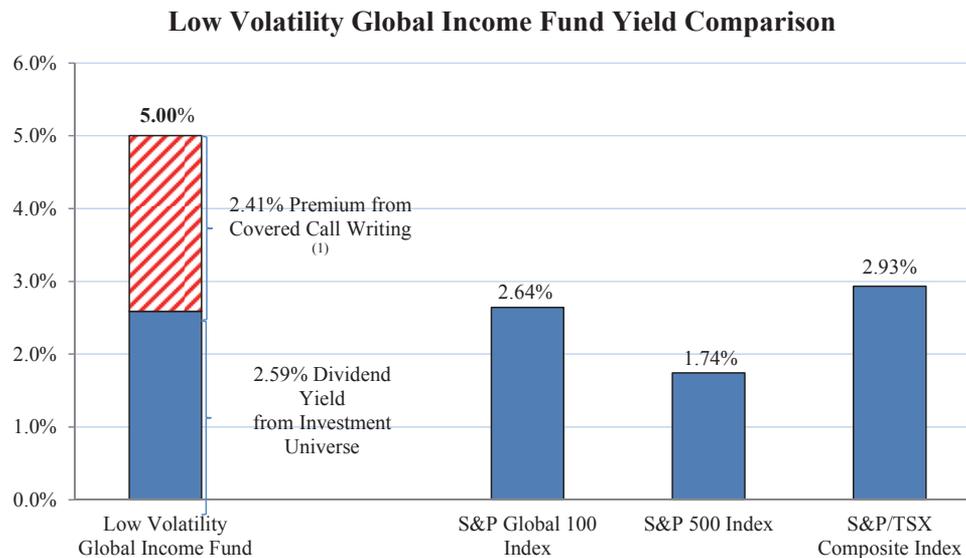


#### Geographic Diversification Within the Investment Universe



## Dividend Yield Comparison

The following compares the annual dividend yields (net of withholding tax), as at June 30, 2015, of various Canadian and U.S. indices as compared to the Fund's initially targeted distributions:



**Note:**

(1) The 2.41% premium from covered call writing represents the amount of the distribution on the Units, net of expenses, required to supplement the dividends and distributions (net of withholding tax) generated by the Portfolio to achieve the annual distribution of 5.0%.

Source: Bloomberg

## Investment Process

The Manager will select the constituent issuers to be included in the Portfolio utilizing its proprietary quantitative model supplemented by fundamental analysis. In determining Portfolio composition and weightings, Strathbridge utilizes an investment process that begins with a top-down global macro-economic perspective, followed by active portfolio construction based on technical and quantitative indicators supported by bottom-up fundamental analysis.

Global economic data is analyzed monthly by the Manager to assess long-standing macro-economic relationships and to evaluate changes in trends. From this process, the Manager develops a current picture of global economies and markets with a forward-looking perspective that guides asset class and sector allocation decisions.

The construction and maintenance of the Portfolio utilizes a combination of technical, quantitative and fundamental analysis. Technical analysis is used to screen for equity securities and assist in buy and sell decisions. Equities within an investment universe exhibiting certain technical attributes are further analyzed based on quantitative criteria. Fundamental analysts research the technical and quantitative ideas to complete the security selection and portfolio construction process.

Strathbridge believes the combination of a top-down macro-economic outlook, with active portfolio construction and stock selection, results in a disciplined and consistent investment process that can be applied across various industries and countries. This structured investment approach facilitates active long and short stock selection, and the purchase and selling of call and put options.

## **Covered Option Writing**

The Fund intends to strategically write covered call options from time to time, in respect of all or a portion of the securities in the Portfolio, in order to:

- (i) enhance the Fund's total returns;
- (ii) enhance the dividend yield on the Portfolio Securities; and
- (iii) lower the overall volatility of the Portfolio.

Strathbridge believes its covered call writing strategy can improve overall total returns by selectively choosing periods to write or not write call options on Portfolio Securities versus a strategy of systematically rolling (or rewriting) call options continuously regardless of market movements. The Portfolio benefits by generating cash flow from option premiums in down markets and seeking to remain unwritten during periods of rising markets. If call options are not written during a period of rising markets, the Fund will benefit from all the potential capital appreciation compared to limiting the upside when covered call options are written on a portion of the Portfolio.

Based on the Manager's experience using its selective covered call writing strategy, it expects there will be periods of time when the securities in the Portfolio will be subject to covered call options as well as periods when no covered call options will be written on the securities in the Portfolio.

From time to time, the Fund may purchase put options to protect the Fund from potential declines in the value of individual securities in the Portfolio.

The composition of the Portfolio, the securities that may be subject to call options and the terms of such options will vary from time to time, depending on market conditions. The Manager believes that in a flat or downward trending market, a portfolio that is subject to covered option writing will generally provide higher relative returns and lower volatility than one on which no options are written. However, in a rising market, the use of options may have the effect of limiting or reducing the total returns of the Fund since the premiums associated with writing covered options may be outweighed by the foregone opportunity of remaining fully invested in the securities comprising the Portfolio.

### ***General***

The writing of call options by the Fund will involve the selling of call options in respect of the securities in the Portfolio. Such call options may be either exchange-traded options or over-the-counter options. Because call options will be written only in respect of securities that are in the Portfolio and because the investment restrictions of the Fund prohibit the sale of securities subject to an outstanding option, the call options will be covered at all times.

The holder of a call option purchased from the Fund will have the option, exercisable during a specific time period or at expiry, to purchase the securities underlying the option from the Fund at the strike price per security. By selling call options, the Fund will receive option premiums, which are generally paid within one business day of the writing of the option. If at any time during the term of a call option or at expiry, the market price of the underlying securities is above the strike price, the holder of the option may exercise the option and the Fund will be obligated to sell the securities to the holder at the strike price per security. Alternatively, the Fund may repurchase a call option which is in-the-money by paying the market value of the call option. If, however, the option is out-of-the-money at expiration of the call option, the holder of the option will likely not exercise the option and the option will expire. In each case, the Fund will retain the option premium. See "Call Option Pricing" below.

The amount of option premium depends upon, among other factors, the expected volatility of the price of the underlying security. The higher the volatility, the higher the option premium. In addition, the amount of the option premium will depend upon the difference between the strike price of the option and the market price of the underlying security at the time the option is written. The smaller the positive difference (or the larger the negative difference), the more likely it is that the option will become in-the-money during the term and, accordingly, the greater the option premium. See “Call Option Pricing” below.

**If a call option is written on a security in the Portfolio, the amounts that the Fund will be able to realize on the security during the term of the call option will be limited to the distributions received during such period plus an amount equal to the sum of the strike price and the premium received from writing the option. In essence, the Fund will forego potential returns resulting from any price appreciation of the security underlying the option above the strike price in favour of the certainty of receiving the option premium.**

### *Call Option Pricing*

Many investors and financial market professionals price call options based on the Black-Scholes Model. In practice, however, actual option premiums are determined in the marketplace and there can be no assurance that the values generated by the Black-Scholes Model can be attained in the market.

Under the Black-Scholes Model (modified to include dividends) the primary factors that affect the option premium received by the seller of a call option are the following:

*The volatility of the price of the underlying security*

the volatility of the price of a security measures the tendency of the price of the security to vary during a specified period. The higher the price volatility, the more likely that the price of that security will fluctuate (either positively or negatively) and the greater the option premium. Price volatility is generally measured in percentage terms on an annualized basis, based on price changes during a period of time immediately prior to or “trailing” the date of calculation.

*The difference between the strike price and the market price of the underlying security at the time the option is written*

the smaller the positive difference (or the larger the negative difference), the greater the option premium.

*The term of the option*

the longer the term, the greater the call option premium.

*The “risk-free” or benchmark interest rate in the market in which the option is issued*

the higher the risk-free interest rate, the greater the call option premium.

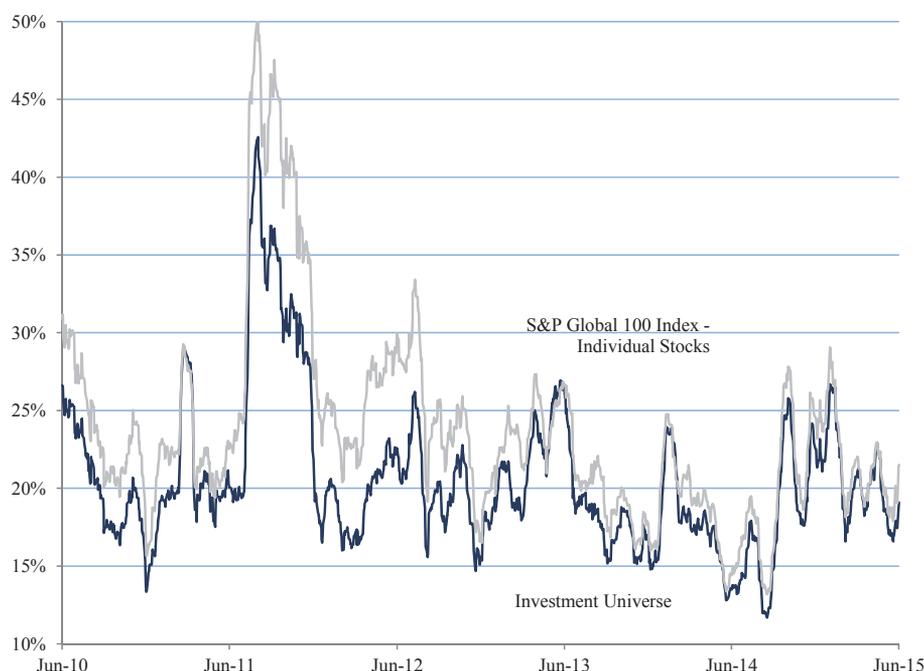
*The dividends expected to be paid on the underlying security during the relevant term.*

the greater the dividends, the lower the call option premium.

## Volatility History

The historical average, low, high and current values of the trailing 30-day volatility (expressed in percentages on an annualized equal-weighted basis) for the equity securities included in the Investment Universe for the five years ended June 30, 2015 are as follows:

### Average 30-Day Price Volatility



Source: Bloomberg

### Five Year Price Volatility (June 30, 2010 to June 30, 2015)

	Average <sup>(1)</sup>	Low <sup>(1)</sup>	High <sup>(1)</sup>	Current <sup>(2)</sup>
<b>Investment Universe</b>	<b>20.6%</b>	<b>11.7%</b>	<b>42.6%</b>	<b>19.1%</b>
S&P Global 100 Index - Individual Stocks	23.7%	13.2%	50.5%	21.5%

#### Notes:

(1) Data reflects the five year history for the Investment Universe and the S&P Global 100 Index. Volatility for the Investment Universe is equally weighted as at June 30, 2015.

(2) Average of the current volatilities on June 30, 2015 for the Investment Universe and the S&P Global 100 Index.

## Income from Covered Call Option Writing

The following table represents the percentage of the Portfolio against which at-the-money call options would need to be written at different volatility levels to pay the target distribution of 5.0% based upon the \$10.00 per Unit issue price.

The percentages of the Portfolio shown below do not take into account the potential price impact on the value of the Portfolio resulting from writing covered call options. Securities on which the Fund has

written covered calls have the full downside risk associated with a regular security holding but are limited in upside return to the amount out of the money at which the call is written. In the case of covered calls written at-the-money, the investor forgoes any upside on the security position, but retains all of the downside risk. In exchange for forgoing the upside return, the investor receives the premium payment.

### Distribution Analysis Assuming Average Implied Volatility of 19.1%<sup>(1)</sup>

Assumed % of Portfolio Write Level	10.0%	12.5%	15.0%	18.6%	25.0%	27.5%	30.0%	32.5%	35.0%
Dividend Yield (net of withhold tax)	2.59%	2.59%	2.59%	2.59%	2.59%	2.59%	2.59%	2.59%	2.59%
Premiums from Call Option Writing <sup>(2)</sup>	2.5%	3.1%	3.7%	4.6%	6.2%	6.8%	7.4%	8.1%	8.7%
<b>Total Distribution Available</b>	<b>5.1%</b>	<b>5.7%</b>	<b>6.3%</b>	<b>7.2%</b>	<b>8.8%</b>	<b>9.4%</b>	<b>10.0%</b>	<b>10.6%</b>	<b>11.3%</b>
Total Expenses of the Fund	-1.8%	-1.8%	-1.8%	-1.8%	-1.8%	-1.8%	-1.8%	-1.8%	-1.8%
<b>Net Distribution Available on Net Proceeds<sup>(3)</sup></b>	<b>3.2%</b>	<b>3.9%</b>	<b>4.5%</b>	<b>5.4%</b>	<b>6.9%</b>	<b>7.6%</b>	<b>8.2%</b>	<b>8.8%</b>	<b>9.4%</b>
<b>Cash Available for Distribution on \$10.00 Offering Price<sup>(4)</sup></b>	<b>3.0%</b>	<b>3.6%</b>	<b>4.2%</b>	<b>5.0%</b>	<b>6.5%</b>	<b>7.1%</b>	<b>7.7%</b>	<b>8.2%</b>	<b>8.8%</b>

Current Write Level = Approximately 18.6%<sup>(1)</sup>

#### Notes:

- (1) Initial expected call option write level as of June 30, 2015.
- (2) Return from at-the-money calls premiums assuming average implied volatility of 19.1%.
- (3) Expressed as a percentage of issue price.
- (4) Represent cash available for distribution by the Fund, without reducing the Fund's net asset value.

The following table shows the cash flow available for distribution from option premiums and dividends (expressed as a percentage of the \$10.00 offering price) at various levels of volatility depending on the portion of the Portfolio in respect of which call options are written.

### Cash Flow Available for Distribution from Option Premiums and Dividends<sup>(1)</sup>

% of Portfolio Written On	Volatility							
	10.0%	15.0%	19.1%	20.0%	25.0%	30.0%	35.0%	40.0%
10.0%	1.9%	2.5%	3.0%	3.1%	3.8%	4.4%	5.1%	5.7%
12.5%	2.2%	2.9%	3.6%	3.7%	4.5%	5.3%	6.1%	6.9%
18.6%	2.9%	4.0%	<b>5.0%</b>	5.2%	6.4%	7.6%	8.8%	10.0%
25.0%	3.6%	5.2%	6.5%	6.8%	8.4%	10.0%	11.6%	13.2%
30.0%	4.2%	6.1%	7.7%	8.0%	9.9%	11.8%	13.8%	15.7%
35.0%	4.8%	7.0%	8.8%	9.2%	11.5%	13.7%	15.9%	18.2%

#### Notes:

- (1) Net of withholding tax and expenses of the Fund (includes management fee and administrative expenses).
- (2) All figures as of June 30, 2015.

**The information above is provided for illustrative purposes only and should not be construed as a forecast or projection. No assurance can be given that the returns from call option writing upon which the estimated net income of the Fund has been based will be realized.**

The tables were generated using a modified Black-Scholes Model and is based on the following assumptions:

- (i) the gross proceeds from the Offering are \$50 million and the net proceeds are fully invested in the Investment Universe and no leverage is employed (other than short selling);
- (ii) the range of volatility shown in the table approximates the range of the historical average volatility of the equity securities included in the Investment Universe;

- (iii) all call options are exercisable only at maturity and are written at-the-money;
- (iv) all securities on which call options may be written are subject to 30-day call options throughout the relevant period (for illustrative purposes only - this assumption is not indicative of the extent to which covered call options are expected to be written by the Fund);
- (v) the Canadian risk-free or benchmark interest rate equals 0.25% per annum;
- (vi) the average net return from the distributions paid on securities in the Portfolio is 2.59% per annum net of withholding tax, assuming an equal weighting among the issuers included in the Investment Universe;
- (vii) there are no realized capital gains or losses on securities in the Portfolio for the period during which the call options are outstanding (for illustrative purposes only - the Fund expects that there will be capital gains and losses that may have a positive or negative effect on the value of the Fund); and
- (viii) annual expenses (ordinary and extraordinary) of the Fund are \$200,000, plus currency hedging costs of nil and fees payable to Strathbridge of 1.25% of the NAV of the Fund.

### **Currency Hedging**

It is expected that the Portfolio Securities will primarily be denominated in foreign currencies. Strathbridge may enter into currency hedging to reduce the effects on the Units of changes in the value of foreign currencies relative to the Canadian dollar. From time to time, between 0% and 100% of the value of the Portfolio's foreign currency exposure may be hedged back to the Canadian dollar.

### **Hedging to Protect Portfolio Assets**

The Fund may purchase put options on individual securities in the Portfolio, indexed put options or unleveraged inverse exchange-traded funds in order to protect the Fund from declines in the market prices of the individual securities in its Portfolio or in the value of its Portfolio as a whole. In addition to writing covered call options and cash-covered put options, and to the extent permitted by Canadian securities regulators from time to time, the Fund may purchase call options and put options with the effect of closing out existing call options and put options written by the Fund.

### **Utilization of Cash Equivalents**

The Fund may from time to time hold a portion of its assets in cash equivalents. The Fund may also from time to time utilize such cash equivalents to provide cover for the writing of cash-covered put options or for other defensive purposes. The Fund may also from time to time write cash-covered put options to generate additional returns and to reduce the net cost of acquiring the securities subject to put options. Such cash-covered put options will only be written in respect of securities in which the Fund is permitted to invest.

### **No Leverage**

The Fund will not employ leverage other than in connection with short sales described below.

## **Short Selling**

The Manager may also short securities from time to time. Short exposure in the Portfolio, for purposes other than hedging (as defined in NI 81-102), will not exceed 10% of the Net Asset Value of the Fund determined on a daily marked-to-market basis. The maximum amount of leverage that the Fund may employ through short sales is 1.1:1 (maximum total assets divided by Net Asset Value).

A short sale is effected by selling a security which the Fund does not own. In order to make delivery to the buyer of a security sold short, the Fund must borrow the security. In so doing, it incurs the obligation to replace the security, whatever its price may be, at the time it is required to deliver it to the lender. The Fund must also pay to the lender of the security any dividends or interest payable on the security during the borrowing period and may have to pay a premium to borrow the security.

## **Securities Lending**

In order to generate additional returns, the Fund may lend Portfolio Securities to securities borrowers acceptable to the Fund pursuant to the terms of a securities lending agreement between the Fund and the RBC Investor Services Trust (the "Securities Lending Agent") under which: (i) the borrower will pay to the Fund a negotiated securities lending fee and will make compensation payments to the Fund equal to any distributions received by the borrower on the securities borrowed; (ii) the securities loans must qualify as "securities lending arrangements" for the purposes of the Tax Act; and (iii) the Fund will receive collateral security. The Fund may only lend the portion of the securities of a Portfolio issuer that is not subject to a covered call option. The Securities Lending Agent will be responsible for the ongoing administration of the securities loans, including the obligation to mark-to-market the collateral on a daily basis. Acceptable collateral would generally be limited to Government of Canada or provincial treasury securities or other liquid collateral as approved by the Board of Directors of the Manager, in each case with a value equal to 105% of the value of the securities on loan. Any securities lending transactions entered into by the Fund may be terminated by the Fund at any time.

## **OVERVIEW OF THE SECTORS IN WHICH THE FUND INVESTS**

The Manager believes the global equity market represents an attractive investment opportunity for Canadian investors who are generally underexposed to global equities. The equities represented in the S&P Global 100 Index are multinational blue-chip companies of major importance in the global equity markets whose businesses are global in nature, and that derive a substantial portion of their operating income, assets and employees from multiple countries. The Manager will utilize a low volatility approach to build a conservative portfolio of large capitalization global issuers.

### **Low-Volatility Anomaly**

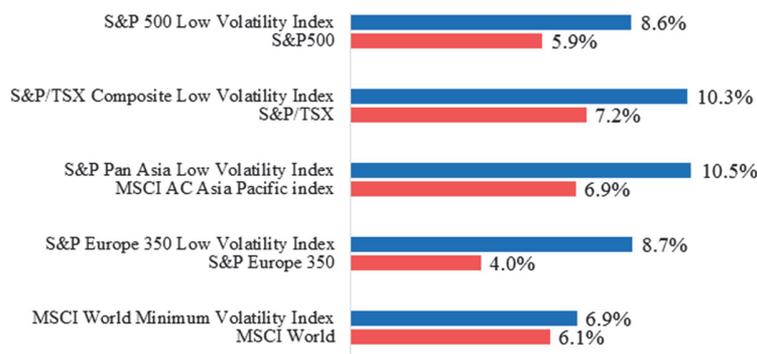
The Manager also believes that utilizing a low volatility approach should provide higher risk-adjusted returns than investing in high volatility stocks. Academic research has demonstrated that portfolios of low volatility stocks have produced higher risk-adjusted returns than portfolios with high volatility stocks across many global markets. In their article, in the Financial Analyst Journal, January 2011, "Benchmarks as Limits to Arbitrage: Understanding the Low-Volatility Anomaly", Harvard Business School professor, Malcolm Baker, Acadian Asset Management director, Brendan Bradley and Stern School of Business professor Jeffrey Wurgler concluded that a low beta portfolio of large capitalization equities would have significantly outperformed a high beta portfolio of large capitalization equities by a factor of over 16 times over a 41 year period. This conclusion runs counter to the long held assumption in finance that higher risk stocks provide higher returns. This phenomenon is known as the low-volatility anomaly.

Capital preservation during inevitable market contractions has a real effect on investor wealth. Investing in equities that exhibit lower volatility helps preserve capital during market corrections, allowing investors to recoup losses more quickly. Low-volatility investing seeks to achieve this by investing in low beta stocks that tend to offer better returns and relative safety when equity markets contract, while still providing equity exposure to the market when it advances. The desired result is a portfolio that has the following characteristics:

- (i) exposure to equities with potentially less risk;
- (ii) potential to dampen losses during declining markets while still experiencing gains during rising markets; and
- (iii) seek to minimize market peaks and valleys.

As illustrated in the chart below, low volatility indices globally have outperformed their comparable market index by a factor of 1.5 times on average over the past 14 years.

**Long-Term Annualized Total Return  
(June 30, 2001 to June 30, 2015)**



Source: Bloomberg

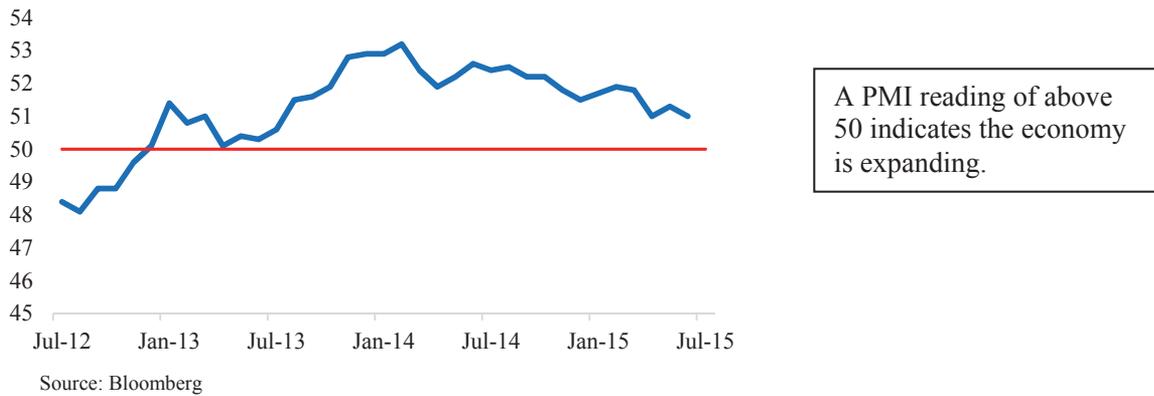
<sup>(1)</sup> In local currencies except MSCI World and S&P Pan Asia, which are in USD.

**Improving Global Economy**

The Manager believes the global economy will continue to improve and the current economic environments in the U.S., Europe, and Asia present attractive investment opportunities. A global fund also provides the opportunity to allocate fund assets strategically over time as different markets provide more attractive opportunities.

As the graphs below show, the JP Morgan Global Manufacturing Purchasing Manager's Index (PMI) is in expansionary territory with a reading of 51 in June 2015.

### JPMorgan Global Manufacturing PMI

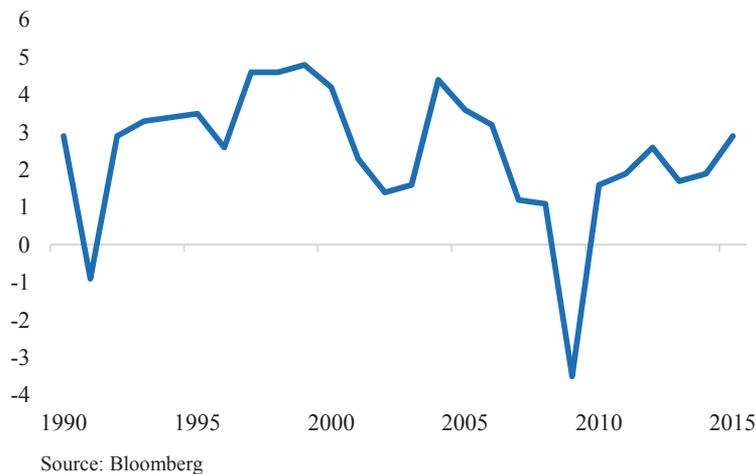


### US Economy

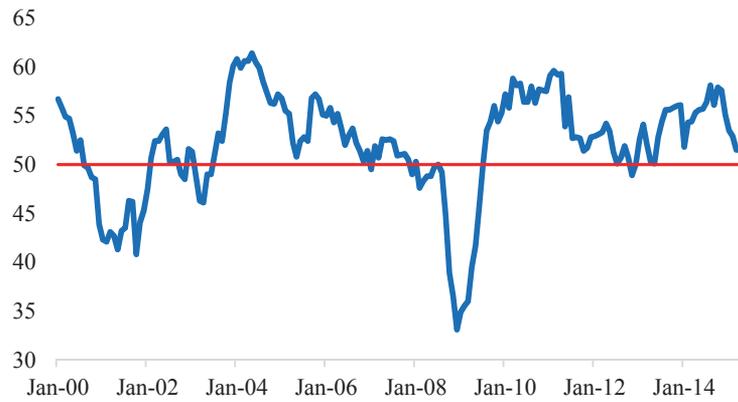
The Manager believes the U.S. economy remains a bright spot for the global economy and U.S. stocks represent the largest geographic component within the S&P Global 100 Index at 57%. The Manager believes the U.S. economy will continue to be a driver of global growth as the accommodative monetary policies of the U.S. Federal Reserve since the financial crisis have been effective at stimulating growth, creating jobs and boosting the health of the housing market and the consumer.

U.S. GDP in the first quarter of 2015 grew at a 2.9% annualized rate from the previous year while the ISM Manufacturing Index expanded to 53.5 in June 2015, well into expansionary territory.

### US Real GDP YoY%



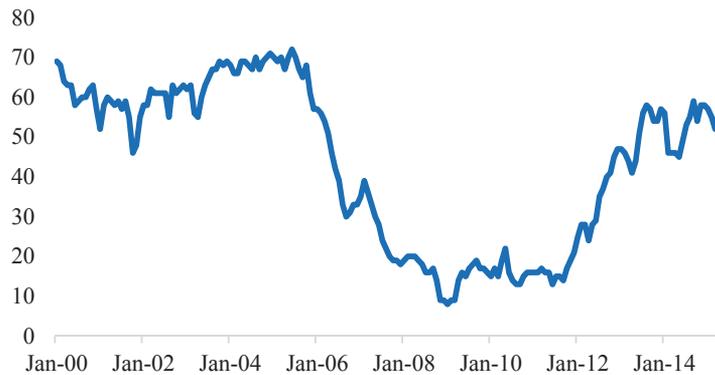
### ISM Manufacturing PMI



Source: Bloomberg

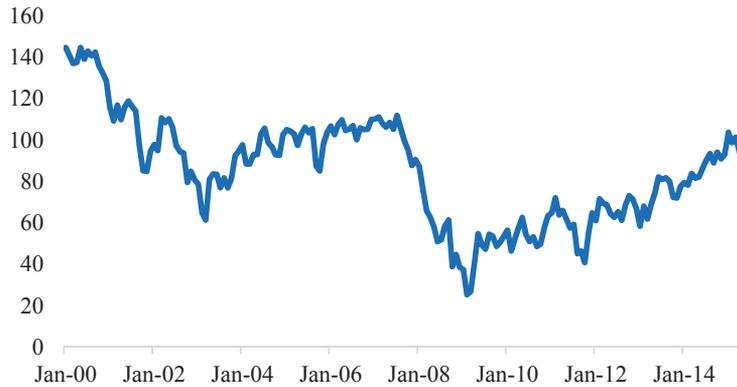
The U.S. economy continues to create jobs as non-farm payrolls have increased by nearly 3 million over the last 12 months. The unemployment rate fell to 5.3% in June 2015 down from 6.1% in June 2014. Housing and consumer confidence are also improving with the National Association of Home Builders Index hitting 59 in June 2015, matching its highest level since November 2005. Consumer Confidence expanded to 101.4 in June 2015 up from 94.6 in May 2015 according to The Conference Board (U.S.).

### NAHB Home Builders Index



Source: Bloomberg

### Conference Board Consumer Confidence

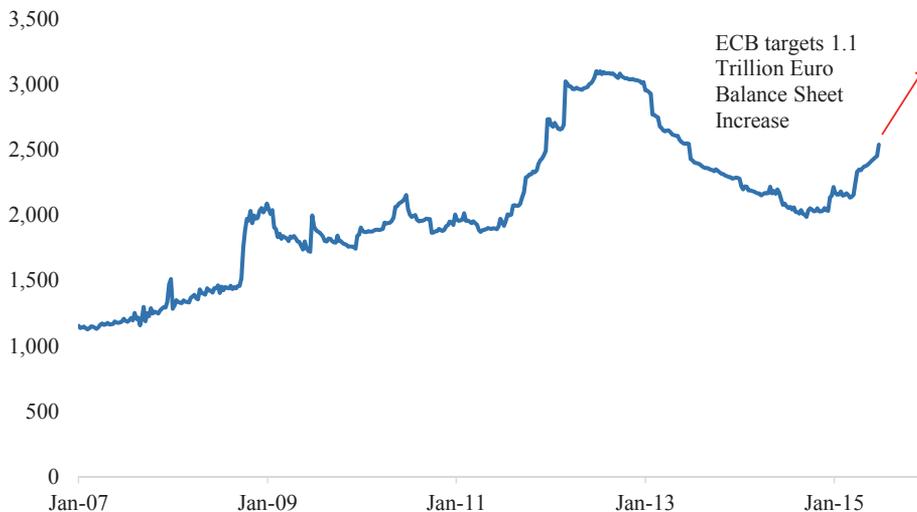


Source: Bloomberg

### Eurozone

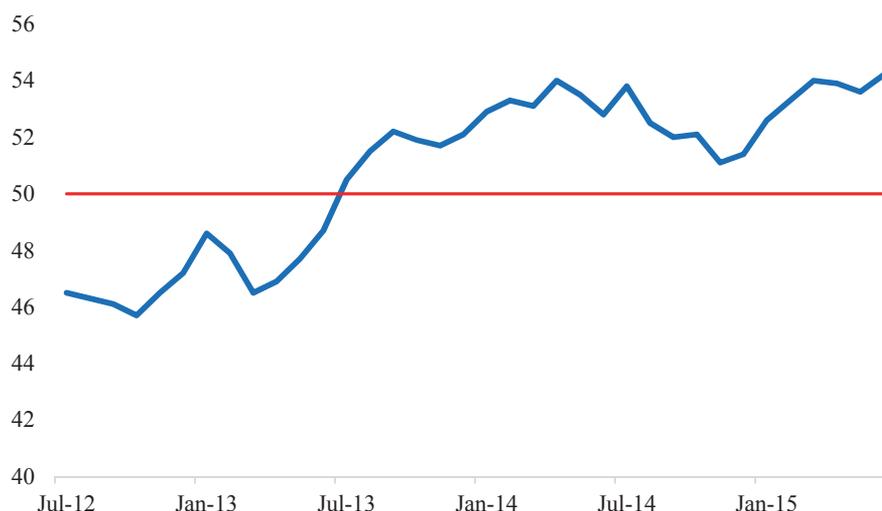
The Manager believes the Eurozone is becoming an attractive place to invest as a combination of lower oil prices, low bond yields, a weaker Euro and significant monetary policy steps by the European Central Bank have provided significant economic stimulus into the system which should boost growth in the quarters ahead. In January 2015, the European Central Bank (the “ECB”) announced a plan to inject up to €1.1 trillion into the European economy by purchasing bonds in the open market in a program known as Quantitative Easing in an effort to increase liquidity and fuel economic growth. The program announced by the ECB is larger than that undertaken by the U.S. Federal Reserve in November 2008 and is expected to have a similar positive impact on stock markets and overall economic growth. The impact so far has been to lower the value of the Euro leading to better export-trade and lower borrowing costs as well as a significant improvement in the Eurozone Composite PMI, a leading economic indicator.

### ECB Balance Sheet (Trillions of Euro’s)



Source: Bloomberg

### Eurozone Composite PMI



Source: Bloomberg

### Japan

While the effectiveness of Abenomics and the monetary policy actions taken by the Bank of Japan to stimulate growth and improve economic data, has yet to be seen, Japanese equities have numerous catalysts that justify an allocation to Japanese stocks. Shifting asset allocation decisions by Japanese pension plans away from low yielding government bonds into equities have benefitted stocks. The Manager believes this rotation could be an impetus for capital return for equities as Japanese Pension Plans search for yield and relatively safer equities as they shift out of bonds. In addition, buybacks and dividends remain major catalysts for the Japanese market. With dividend payout ratios at just 31% for the MSCI Japan Index, vs 65% for the S&P/TSX Composite Index and 46% for the S&P 500 Index, the Manager believes there is room for growth in dividends over the coming years. Japanese companies also have record levels of cash on the balance sheet with an estimated 27% of the market capitalization sitting in cash. Valuations are also attractive with the forward price/earnings (P/E) ratio for the MSCI Japan Index at 15.4 compared to 18.1 for the S&P/TSX Composite Index.

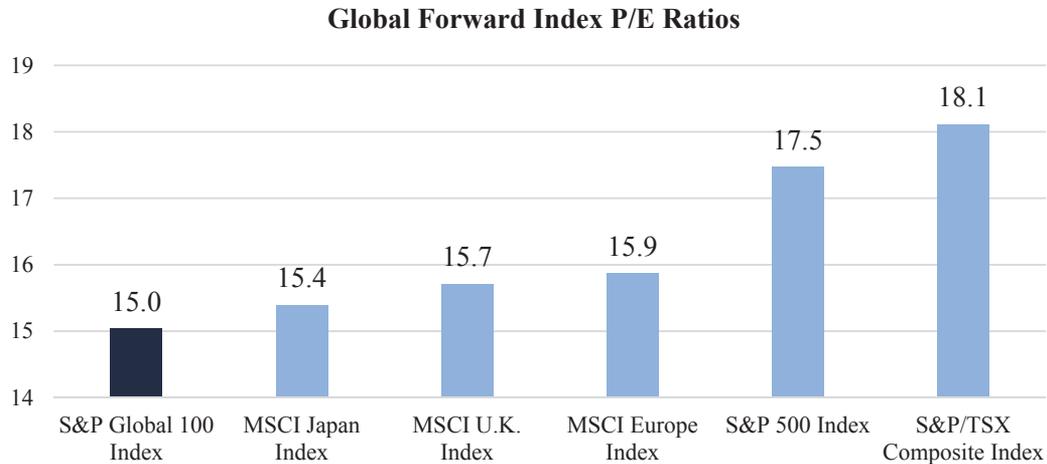
### Index Dividend Payout Ratios



Source: Bloomberg  
As at June 30, 2015

## Valuations Attractive

Global valuations remain attractive with the forward price/earnings (P/E) ratio of the S&P Global 100 Index at 15.0 compared to 18.1 for the S&P/TSX Composite Index. While P/E ratios have increased over the past several months, the Manager expects earnings to improve and keep valuations attractive as the impact of lower energy costs and lower borrowing costs increase global profitability. The chart below compares the forward P/E ratios of the securities included in the market indices noted.

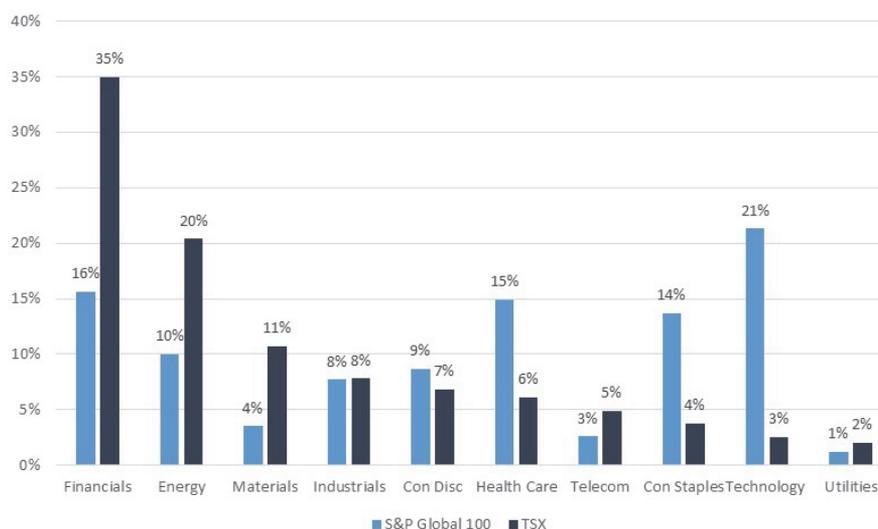


Source: Bloomberg  
As at June 30, 2015

## Benefit of Global Diversification

The S&P Global 100 Index offers significant diversification benefits relative to the TSX providing exposure to sectors under-represented in the S&P/TSX Composite Index while providing less exposure to sectors over-represented in the S&P/TSX Composite Index. Currently, 66% of the S&P/TSX Composite Index exposure is in three sectors, financials, energy and materials, while the S&P Global 100 Index allocates just 30% to these sectors. Conversely, technology, health care and consumer staples make up 13% of the S&P/TSX Composite Index but 50% of the S&P Global 100 Index.

**Sector Weights**  
(S&P Global 100 Index vs. S&P/TSX Composite Index)



Source: Bloomberg  
As of June 30, 2015

Stock markets across the globe demonstrate varying returns over similar time periods highlighting the benefits of strategically adjusting geographic allocations over time.

**Annual Returns**

	<u>2015</u> YTD <sup>(1)</sup>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>	<u>2007</u>	<u>2006</u>	<u>2005</u>
S&P 500	1.2%	13.7%	32.4%	16.0%	2.1%	15.1%	26.4%	-37.0%	5.6%	15.8%	4.9%
S&P/TSX	0.9%	10.5%	13.0%	7.2%	-8.7%	17.6%	35.0%	-33.0%	9.8%	17.2%	24.0%
Nikkei	16.9%	9.0%	59.4%	25.6%	-15.6%	-1.3%	21.1%	-41.1%	-10.0%	8.1%	41.8%
Euro Stoxx 50	11.7%	4.9%	22.7%	19.6%	-13.1%	-1.8%	27.0%	-41.8%	10.4%	19.2%	25.4%

<sup>(1)</sup> As of June 30, 2015.

Source: Bloomberg

**Proven Track Record**

Strathbridge has extensive investment experience in the equity income sector, including its management of Low Volatility U.S. Equity Income Fund (LVU.UN) a TSX-listed fund, which has generated consistent returns which have exceed those of its benchmark index (S&P 100 Index) while also generating growth in its net asset value per unit and paying three special distributions totalling \$0.35 per unit since its inception on March 13, 2013. The only difference in the investment strategies of the Fund and Low Volatility U.S. Equity Income Fund is that Low Volatility U.S. Equity Income Fund invests in equity securities selected from the S&P 100 Index whereas the Fund will invest in equity securities selected from the S&P Global 100 Index, and this Fund is permitted to have short exposure. The individuals responsible for managing the investment portfolio of Low Volatility U.S. Equity Income Fund will be the same individuals responsible for the management of the Fund's Portfolio.

	<u>Distributions</u>		<u>NAV per</u>	<u>NAV + Total</u>	<u>Issue</u>
	<u>Regular</u>	<u>Specials</u>	<u>Unit<sup>(1)</sup></u>	<u>Distributions</u>	<u>Price</u>
Low Volatility U.S. Equity Income Fund (TSX: LVU.UN)	\$1.30	\$0.45	\$11.30	\$13.05	\$10.00

(1) As of July 16, 2015

**Low Volatility U.S. Equity Income Fund Performance**  
(As at June 30, 2015)

	<u>Yield <sup>(1)</sup></u>	<u>Total Return</u>	<u>Total Return Since Inception<sup>(2)</sup></u>	
		<u>1 Year</u>	<u>Annualized</u>	<u>Gross</u>
<b>Low Volatility U.S. Equity Income Fund</b>	7.5%	8.0%	14.8%	37.3%
<b>S&amp;P 100 Index</b>	2.2%	7.3%	14.6%	36.9%
<b>Outperformance</b>	5.3%	0.7%	0.1%	0.4%
<b>S&amp;P/TSX Composite Index</b>	2.9%	-1.2%	8.7%	21.1%

**Notes:**

(1) Calculated as the past 12 month's distributions, divided by closing market price (June 29, 2015).

(2) Total return since inception from March 12, 2013 to June 30, 2015. Assumes dividends are reinvested.

Source: Bloomberg as at June 30, 2015.

**The information set forth above is provided for illustrative purposes only, does not reflect future performance of the Fund and should not be construed as a forecast or projection. There can be no assurance that the performance of the Fund will equal or exceed the performance of Low Volatility U.S. Equity Income Fund. While Strathbridge will utilize substantially similar equity investment principles in managing the Portfolio as it utilizes in managing the investment portfolio of Low Volatility U.S. Equity Income Fund, the investment of the Fund and Low Volatility U.S. Equity Income Fund will not be identical and may differ significantly. Past performance does not guarantee future results.**

**INVESTMENT RESTRICTIONS**

The Fund is subject to certain investment restrictions that, among other things, limit the securities the Fund may acquire to comprise its Portfolio. The Fund's investment restrictions may not be changed without the approval of the Unitholders by a two-thirds majority vote at a meeting called for such purpose. See "Unitholder Matters – Matters Requiring Unitholder Approval". The Fund's investment restrictions provide that the Fund may:

- (i) invest (a) up to 100% of the Net Asset Value of the Fund in securities of issuers included in the S&P Global 100 Index each of which has a trailing 12 month Beta relative to the S&P Global 100 Index of less than 1.0 on the date the Investment Universe is established or reconstituted; and (b) no more than 25% of the Net Asset Value of the Fund is invested in securities of other issuers included in the S&P Global 100 Index and in public investment funds including exchange traded funds and other Strathbridge funds that provide exposure to such securities (provided that no more than 15% of the Net Asset Value of the Fund may be invested in securities of other Strathbridge funds and provided that there are no duplication of fees);

- (ii) not invest more than 10% of the Fund's total assets in equity securities of any one issuer;
- (iii) not purchase equity securities of issuers other than those permitted under paragraph (i) and may only purchase debt securities if such securities are cash equivalents;
- (iv) write a call option in respect of any security only if such security is actually held by the Fund in the Portfolio at the time the option is written;
- (v) not dispose of any security that is subject to a call option written by the Fund unless such option has either terminated or expired;
- (vi) not borrow or enter into any leverage transaction other than as permitted in (vii) below;
- (vii) not have short exposure, other than for purposes of hedging (as defined in NI 81-102), in excess of 10% of the Net Asset Value of the Fund as determined on a daily marked-to-market basis;
- (viii) write put options in respect of any security only if (a) the Fund is permitted to invest in such security in the Portfolio, and (b) so long as the options are exercisable, the Fund continues to hold cash equivalents sufficient to acquire the securities underlying the options at the aggregate strike prices of such options;
- (ix) reduce the total amount of cash equivalents held by the Fund only if the total amount of cash equivalents held by the Fund remains an amount not less than the aggregate strike price of all outstanding put options written by the Fund;
- (x) invest up to 10% of its net assets to purchase call options in respect of securities in which the Fund is permitted to invest;
- (xi) purchase call options and put options with the effect of closing out existing call options and put options written by the Fund;
- (xii) purchase put options on individual securities in the Portfolio, indexed put options, and, notwithstanding paragraphs (i) and (iii), unleveraged inverse exchange-traded funds that provide exposure to the S&P Global 100 Index; provided that after such purchase, no more than an aggregate of 25% of the NAV of the Fund is invested in such securities;
- (xiii) purchase derivatives or enter into derivatives or other transactions to facilitate achieving the investment objectives of the Fund;
- (xiv) not undertake any activity, take any action, omit to take any action or make or hold any investment that would result in the Fund failing to qualify as a "mutual fund trust" within the meaning of the Tax Act;
- (xv) not make or hold any investment that would result in the Fund becoming a "SIFT trust" within the meaning of subsection 122.1(1) of the Tax Act;
- (xvi) not invest in: (a) any security that is an offshore investment fund property that would require the Fund to include significant amounts in the Fund's income pursuant to section 94.1 of the Tax Act; or (b) any interest in a non-resident trust that would require the Fund to include amounts in income in connection with such interest pursuant to sections 91, 94 or 94.2 of the Tax Act;

- (xvii) not invest in any security that would be a “tax shelter investment” within the meaning of the Tax Act; and
- (xviii) not invest in any security of an issuer that would be a foreign affiliate of the Fund for purposes of the Tax Act.

To the extent the percentage restrictions contained in clause (i) above are breached, the Manager will adjust the Portfolio to satisfy such restrictions as soon as practicable. The Fund may not invest in securities or assets other than those referred to above. Notwithstanding the foregoing, at the Manager’s discretion, the Fund may be invested entirely in cash or cash equivalents.

## **FEES AND EXPENSES**

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

#### ***Initial Expenses***

The initial expenses of the Offering (including the costs of creating and organizing the Fund, legal advisors and auditor expenses of the Fund, the costs of printing and preparing this prospectus, marketing expenses and other out of pocket expenses incurred by the Agents and certain other expenses subject to a maximum of 1.5% of the gross proceeds of the Offering) will, together with the Agents’ fees, be paid from the gross proceeds of the Offering. The Manager has agreed to pay all expenses incurred in connection with the Offering that exceed 1.5% of the gross proceeds of the Offering.

#### ***Management and Investment Management Fees***

The Manager is entitled to a fee at an annual rate of 1.25% of the NAV of the Fund for its services as manager and investment manager of the Fund. The Manager manages the day-to-day business and operations of the Fund and provides all general management and administrative services. Fees payable to the Manager will be calculated and payable monthly based on the NAV as at the Redemption Date of each month.

#### ***Operating Expenses***

The Fund will pay for all expenses incurred in connection with the operation and administration of the Fund. It is expected that these expenses will include, without limitation: (i) mailing and printing expenses for periodic reports to Unitholders; (ii) fees payable to the Trustee for acting as trustee and custodian of the assets of the Fund and performing certain administrative services under the Trust Agreement; (iii) fees payable to the Transfer Agent (as defined herein) with respect to the Units; (iv) fees payable to members of the Advisory Board and the IRC of the Fund; (v) fees payable to the auditor and legal advisors of the Fund; (vi) regulatory filing, stock exchange and licensing fees; (vii) website maintenance costs; (viii) costs and expenses arising in complying with all applicable laws, regulations and policies, (ix) portfolio execution costs, (x) taxes, (xi) expenses of complying with certain governmental requirements; and (xii) expenditures incurred upon the termination of the Fund. Such expenses will also include expenses of any action, suit or other proceedings in which or in relation to which Strathbridge is entitled to an indemnity by the Fund. See “Organization and Management Details of the Fund”. The Fund will also be responsible for all commissions and other costs of securities transactions and any extraordinary expenses which may be incurred by it from time to time. All such expenses will be subject to an independent audit and report thereon to the Trustee and the Manager will provide reasonable access to its books and records for such purpose.

## **RISK FACTORS**

The following are certain considerations relating to an investment in Units of the Fund which prospective investors should consider before purchasing such securities.

### **Concentration Risk**

The Fund was created to invest in the securities of foreign domiciled large capitalization issuers and is not expected to have significant exposure to any other investments or assets. The Fund may invest 100% of its assets in equity securities of issuers selected from the S&P Global 100 Index that have a trailing 12 month Beta of less than 1.0 relative to such Index.

### **Portfolio Securities**

The NAV per Unit will vary as the value of the securities in the Portfolio varies. At any time, the issuers in the Portfolio may decide to decrease or discontinue the payment of distributions on their securities. The Fund has no control over the factors that affect the issuers in its Portfolio, such as fluctuations in interest rates, changes in management or strategic direction, achievement of strategic goals, mergers, acquisitions and divestitures and changes in dividend and distribution policies. An investment in the Units does not constitute an investment in the securities of the issuers in the Portfolio. Holders of the Units will not own the securities held by the Fund and will not have any voting or other rights with respect to such securities.

### **Global Financial Developments**

Global financial markets have experienced increased volatility in the last several years. This has been, in part, the result of the revaluation of assets on the balance sheets of international financial institutions and related securities. This has contributed to a reduction in liquidity among financial institutions and has reduced the availability of credit to those institutions and to the issuers who borrow from them. While central banks as well as global governments have worked to restore much needed liquidity to the global economies, no assurance can be given that the combined impact of the significant revaluations and constraints on the availability of credit will not continue to materially and adversely affect economies around the world. No assurance can be given that efforts to respond to the crisis will continue or that, if continued, they will be successful or these economies will not be adversely affected by the inflationary pressures resulting from such efforts or central banks' efforts to slow inflation. Further, continued market concerns about the European sovereign debt crisis, recent market turbulence relating to Greece, slowing economic growth in China and matters related to the U.S. government debt limits may adversely impact global equity markets. Some of these economies have experienced significantly diminished growth and some are experiencing or have experienced a recession. These market conditions and further volatility or illiquidity in capital markets may also adversely affect the prospects of the Fund and the value of the Portfolio. A substantial decline in equities markets could be expected to have a negative effect on the Fund and the market prices of the Units.

### **Market Disruptions**

War and occupation, terrorism and related geopolitical risks may in the future lead to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally. Those events could also have an acute effect on individual issuers or related groups of issuers. These risks could also adversely affect securities markets, inflation and other factors relating to the Portfolio Securities.

## **No Assurances of Achieving Investment Objectives**

There is no assurance that the Fund will be able to achieve its distribution or capital preservation objectives. There is no assurance that the Fund will be able to pay distributions. The funds available for distribution to Unitholders will vary according to, among other things, the dividends and distributions paid on the securities in the Portfolio, the level of option premiums received and the value of the securities comprising the Portfolio. Since the dividends and distributions received by the Fund will not be sufficient to meet the objectives of the Fund in respect of the payment of distributions, the Fund will depend on the receipt of option premiums and the realization of capital gains to meet those objectives. Although many investors and financial market professionals price options based on the Black-Scholes Model, in practice actual option premiums are determined in the marketplace and there is no assurance that the premiums predicted by such a pricing model can be attained. The trailing 12 month Beta of a security in the Portfolio will be less than 1.0 when included in the Investment Universe, however, since the Investment Universe will be reconstituted annually there may be times that the trailing 12 month Beta of a Portfolio Security exceeds 1.0. The Fund may invest up to 25% of its NAV in securities selected from the S&P Global 100 Index that are not otherwise included in the Investment Universe as they do not meet the criteria of a Beta less than 1.0 relative to the S&P Global 100 Index.

## **Loss of Investment**

An investment in the Fund is appropriate only for investors who have the capacity to absorb investment losses and who can withstand distributions not being made for any period of time.

## **Use of Options and Other Derivative Instruments**

The Fund is subject to the full risk of its investment position in the Portfolio Securities, including those securities that are subject to outstanding call options and those securities underlying put options written by the Fund, should the market price of such securities decline. In addition, the Fund will not participate in any gain on securities that are subject to outstanding call options above the strike price of the options.

The Fund may write covered call options on up to 100% of the securities in the Portfolio. The use of options may have the effect of limiting or reducing the total returns of the Fund if the Manager's expectations concerning future events or market conditions prove to be incorrect. In such circumstances, the Fund may have to increase the percentage of the Portfolio that is subject to covered call options to meet its targeted distributions. In addition, the premiums associated with writing covered call options may be outweighed by the foregone opportunity of remaining invested directly in the Portfolio Securities.

There can be no assurance that a liquid exchange or over-the-counter market will exist to permit the Fund to write covered call options or cash-covered put options on desired terms or to close out option positions should it desire to do so. The ability of the Fund to close out its positions may also be affected by exchange-imposed daily trading limits on options or the lack of a liquid over-the-counter market. If the Fund is unable to repurchase a call option that is in-the-money, it will be unable to realize its profits or limit its losses until such time as the option becomes exercisable or expires. In addition, upon the exercise of a put option, the Fund will be obligated to acquire a security at the strike price that may exceed the then current market value of such security.

Derivative transactions also involve the risk of the possible default by the other party to the transaction (whether a clearing corporation in the case of exchange-traded instruments or other third party in the case of over-the-counter instruments) in that it may be unable to meet its obligations.

## **Foreign Currency Exposure and Currency Hedging**

The Fund will invest in securities denominated in foreign currencies and there is no requirement to hedge such exposure. Currency hedges that the manager chooses to employ entail a risk of illiquidity and, to the extent that a foreign currency appreciates in Canadian dollar terms, the risk that the use of hedges could result in losses greater than if the hedging had not been used. Hedging arrangements may have the effect of limiting or reducing the total returns to the Fund if the Manager's expectations concerning future events or market conditions prove to be incorrect. In addition, the costs associated with a hedging program may outweigh the benefits of the arrangements in such circumstances. Currency hedges also involve the risk of the possible default by the other party to the transaction (whether a clearing corporation in the case of exchange-traded instruments or other third party in the case of over-the-counter instruments) in that it may be unable to meet its obligations.

## **Risks Relating to Market Purchases**

Pursuant to the Trust Agreement, the Fund will undertake a mandatory market purchase program pursuant to which if the Units close at a trading price that is less than 98% of the latest NAV per Unit, the Fund will offer to purchase Units thereafter if and to the extent that the Units continue to trade at a price that is below 98% of the latest NAV per Unit at the time. Pursuant to the mandatory market purchase program, the Fund will purchase up to a maximum amount in any rolling 10 business day period of 10% of the number of Units outstanding at the beginning of such 10 business day period, subject to the terms set out in the Trust Agreement. In addition, the Fund will have the right (but not the obligation), exercisable in its sole discretion, at any time to purchase additional Units in the market, subject to any applicable regulatory requirements and limitations. Following the closing of this Offering, the Fund may submit an application to the Canadian securities regulatory authorities to obtain the necessary regulatory approvals such that the Fund may arrange for one or more securities dealers to find purchasers for any such Units. There is no guarantee that the Fund will make such application or, if made, receive the necessary regulatory approvals. If a significant number of Units are purchased and cancelled, the expenses of the Fund would be spread among fewer Units resulting in a potentially lower distribution per Unit. The Manager has the ability to terminate the Fund at any time without the approval of Unitholders if, in its opinion, it is no longer economically feasible to continue the Fund and/or it would be in the best interests of the Unitholders to terminate the Fund. If the Fund is terminated as a consequence of market purchases and/or redemptions, it may be terminated before the Manager would otherwise choose to do so and the return to Unitholders may be less than anticipated as the Portfolio may not have had sufficient time to provide a return that equals or exceeds the expenses of the Offering.

## **Securities Lending**

The Fund may engage in securities lending. Although it will receive collateral for the loans and such collateral will be marked-to-market, the Fund will be exposed to the risk of loss should the borrower default on its obligation to return the borrowed securities and the collateral be insufficient to reconstitute the portfolio of loaned securities.

## **Short Sales**

The Fund may sell securities short. A short sale is effected by selling a security which the Fund does not own. In order to make delivery to the buyer of a security sold short, the Fund must borrow the security. In so doing, it incurs the obligation to replace that security, whatever its price may be, at the time it is required to deliver it to the lender. The Fund must also pay to the lender of the security any dividends or interest payable on the security during the borrowing period and may have to pay a premium to borrow the security. This obligation must be collateralized by a deposit of cash or marketable securities with the

lender. Short selling is subject to a theoretically unlimited risk of loss because there is no limit on how much the price of a security may appreciate before the short position is closed out. There can be no assurance that the securities necessary to cover the short position will be available for purchase by the Fund. In addition, purchasing securities to close out the short position can itself cause the price of the relevant securities to rise further, thereby increasing the loss incurred by the Fund. Furthermore, the Fund may prematurely be forced to close out a short position if a counterparty from which the Fund borrowed securities demands their return, resulting in a loss on what might otherwise have been ultimately a profitable position.

Market regulators in various jurisdictions have at times taken measures to impose restrictions on the ability of investors to enter into short sales, including the imposition of a complete prohibition on taking short positions in respect of certain issuers. Such restrictions may negatively affect the ability of the Fund to implement its strategies and/or they could cause the Fund to incur losses. It cannot be determined how future regulations may limit the Fund's ability to engage in short selling and how such limitations may impact the Fund's performance.

### **Reliance on the Manager**

Strathbridge will manage the Portfolio of the Fund in a manner consistent with the investment objectives, the investment strategies and the investment restrictions of the Fund. The officers of Strathbridge who will be primarily responsible for the management of the Portfolio have extensive experience in managing investment portfolios, but there is no certainty that they will continue to be employees of Strathbridge throughout the term of the Fund.

### **Interest Rate Fluctuations**

It is anticipated that the market price of the Units will be affected by the prevailing level of interest rates. A rise in interest rates may have a negative effect on the market prices of the Units. Unitholders who wish to redeem or sell their Units will therefore be exposed to the risk that the market prices of the Units will be negatively affected by interest rate fluctuations.

### **Trading at a Discount**

The Fund cannot predict whether the Units will trade above, at or below their NAV per Unit.

### **Significant Redemptions**

Units are redeemable monthly based on market price and, commencing in March 2017, annually for a price based on NAV per Unit (which represents the value that the Fund is able to obtain in the market when it sells Portfolio Securities to fund the redemption). The purpose of the annual redemption right is to prevent the Units from trading at a substantial discount to the NAV per Unit and to provide Unitholders with the right to realize their investment once per year without any trading discount to such value. While the annual redemption right provides Unitholders the option of annual liquidity, there can be no assurance that it will reduce trading discounts. If a significant number of Units are redeemed, the trading liquidity of the Units could be significantly reduced. In addition, the expenses of the Fund would be spread among fewer Units potentially resulting in a lower NAV per Unit. Other closed-end funds with annual redemption rights similar to the redemption rights in respect of the Units have experienced significant redemptions on annual redemption dates in the past.

## **Operating History**

The Fund is a newly organized investment trust with no previous operating history. There is currently no public market for the Units and there can be no assurance that an active public market in respect of the Units will develop or be sustained after completion of the Offering.

## **Withholding Tax**

The Fund will be investing in securities of foreign issuers and at the date hereof would be subject to foreign withholding tax. The return of the Fund will be net of such foreign withholding tax. There is no guarantee that the rate of withholding tax will not increase which may significantly affect results.

## **Status of the Fund for Securities Law Purposes**

The Fund is not a “mutual fund” for Canadian securities law purposes. As a result, some of the protections provided to investors in mutual funds under such laws will not be available to Unitholders and some of the restrictions imposed on mutual funds under Canadian securities laws, including NI 81-102, do not apply to the Fund. See “Investment Restrictions”.

## **Tax Changes**

There can be no assurance that changes will not be made to the tax rules affecting the taxation of the Fund or the Fund’s investments, or that such tax rules will not be administered in a way that is less advantageous to the Fund or its Unitholders.

## **Taxation of the Fund**

The Fund will be subject to certain tax risks generally applicable to investment funds that hold Canadian and/or non-Canadian securities, including the following.

If the Fund ceases to qualify as a mutual fund trust under the Tax Act, the income tax considerations described under the heading “Income Tax Considerations” would be materially and adversely different in certain respects.

The Fund may use derivative instruments for converting non-Canadian currency exposure to the Canadian dollar. Gains or losses realized on derivatives by virtue of the fluctuation of foreign currencies against the Canadian dollar will, where such derivatives are not “derivative forward agreements” as defined in the Tax Act and are sufficiently linked with and hedge currency exposure in respect of, underlying securities, be treated and reported for purposes of the Tax Act on capital or income account depending on the nature of the securities to which the hedge is linked and designations with respect to its income and capital gains will be made and reported to Unitholders on this basis.

In determining its income for tax purposes, the Fund will treat option premiums received on the writing of covered call options and cash-covered put options and any losses sustained on closing out options as capital gains and capital losses in accordance with CRA’s published administrative practice. CRA’s practice is not to grant advance income tax rulings on the characterization of items as capital or income and no advance income tax ruling has been applied for or received from CRA.

If some or all of the transactions undertaken by the Fund in respect of derivatives, covered options and securities in the Portfolio are reported on capital account but are subsequently determined to be on income account, the net income of the Fund for tax purposes and the taxable component of distributions to

Unitholders could increase. Any such redetermination by the CRA may result in the Fund being liable for unremitted withholding taxes on prior distributions made to Unitholders who were not resident in Canada for the purposes of the Tax Act at the time of the distribution. Such potential liability may reduce NAV, NAV per Unit and/or the trading prices of the Units.

The Fund is formed to provide investors with exposure to Portfolio investments and is subject to investment restrictions intended to ensure that it will not be a SIFT trust (as defined in the Tax Act). If the Fund were to qualify as a SIFT trust within the meaning of the Tax Act, the income tax considerations described under the heading "Income Tax Considerations" would be materially and adversely different in certain respects.

### **DISTRIBUTION POLICY**

The Fund intends to make quarterly cash distributions to Unitholders on the last business day of December, March, June and September. The Fund intends to pay equal quarterly distributions (equal to one-fourth of the annual targeted rate) initially expected to be \$0.125 per Unit (approximately \$0.50 per annum, representing an annual cash distribution of 5.0% based upon the \$10.00 per Unit issue price). The initial cash distribution for the period from the Closing Date (anticipated to be ●, 2015) until December 31, 2015, will be paid on or about December 31, 2015. The first distribution will be pro-rated to reflect the period from the Closing Date to December 31, 2015. Distributions paid by the Fund are generally expected to be sourced from foreign source dividend income and realized capital gains. The Fund will not have a fixed distribution but intends to announce distributions annually based on, among other things, the actual and expected distributions and returns generated by the Portfolio less the Fund's estimated expenses.

The Portfolio would be required to generate a total return of approximately 7.18% per annum, including dividends and net of estimated withholding taxes, in order for the Fund to maintain a stable net asset value NAV per Unit (after accounting for the fees and expenses of the Fund) while making the initial targeted cash distributions of \$0.50 per Unit per annum. The Portfolio is expected to generate dividend and distribution income of approximately 2.59% per annum, net of estimated withholding taxes (based on the current cash yield on the Investment Universe which may vary from the actual Portfolio and therefore actual yield may vary). The Portfolio would be required to generate an additional return of approximately 4.59% per annum, from option premiums, realized capital appreciation and dividend and distribution growth, in order for the Fund to pay its initial targeted quarterly distributions on the Units and maintain a stable Net Asset Value. Based on the: (i) anticipated composition of the Portfolio; (ii) current implied market volatility of 19.1%, being the average current 30 day implied volatility of the securities included in the Investment Universe that have listed options, and (iii) other assumptions set forth under "Investment Strategies", including that the Fund writes at-the-money call options on approximately 18.6% of the Portfolio and that the gross proceeds of the Offering are \$50 million, the Portfolio would be expected to generate cash flow in excess of the above required return. The ability of the Fund to generate such returns will be dependent on the extent to which these assumptions turn out to be accurate. If the return on the Portfolio (including option premiums and realized capital gains) is less than the amount necessary to fund quarterly distributions, the Manager may return a portion of the capital of the Fund to Unitholders to ensure the distribution is paid and, accordingly, NAV per Unit would be reduced. The amount of cash distributions may fluctuate from quarter to quarter and there can be no assurance that the Fund will make any distributions in any particular quarter or quarters. **In the event that the Fund is not able to generate sufficient income to make its quarterly distribution in a quarter, the Fund will either pay such distribution as a return of capital or will pay a lower distribution in that quarter.**

The quarterly distributions to Unitholders will be substantially based upon the level of dividends and other distributions received on the Portfolio Securities and on the level of premiums realized by the Fund

pursuant to the option writing strategy described herein. As the Fund will write call options on Portfolio Securities, a significant decrease in the volatility of the Portfolio Securities could have an adverse effect on the distributable cash flow generated by the Fund and accordingly, the distributions, if any paid by the Fund from time to time.

The use of call options will generally have the effect of limiting the Fund's participation in price appreciation on the Portfolio Securities that are the subject of such options. In some cases, particularly in a rising market, the use of call options will reduce the total return of the Fund, where the premiums received from writing covered call options are less than the price appreciation that the Fund foregoes. However, the Manager believes that in a rising, flat or downward trending market, a portfolio that is subject to covered call option writing will generally provide higher relative returns and lower volatility than one on which no options are written.

If the Fund's net income for tax purposes, after adjusting for net realized taxable capital gains, for any year exceeds the aggregate amount of the regular quarterly distributions made in the year to Unitholders, the Fund may pay one or more special distributions in such year to Unitholders as is necessary to ensure that the Fund will not be liable for income tax on such amounts under the Tax Act (after taking into account all available deductions, credits and refunds). Such distributions may be made in Units and/or cash. A distribution payable in Units will increase the aggregate adjusted cost base to the Unitholders of their Units. Immediately following payment of such distribution in Units, the number of Units outstanding will be automatically consolidated such that the number of Units outstanding will be equal to the number of Units outstanding immediately prior to such payment, except in the case of a non-resident Unitholder if tax was required to be withheld in respect of the distribution. See "Income Tax Considerations".

Cash distributions will be payable in Canadian dollars to Unitholders of record at 5:00 p.m. (Toronto time) on the record date which will generally be on or about the fifteenth day before such distribution payment date. All cash distributions will be paid to Unitholders proportionately based on their respective holdings of Units.

Each Unitholder will be mailed (by the dealer who holds Units on their client's behalf) annually, no later than the 90<sup>th</sup> day following the tax year-end of the Fund, information necessary to enable such Unitholder to complete an income tax return with respect to amounts paid or payable by the Fund in respect of the preceding taxation year of the Fund. See "Income Tax Considerations".

The Fund may, in its discretion, determine what portion, if any, of the redemption amount paid to a Unitholder on a redemption of Units is a distribution to the Unitholder out of the income or net realized capital gains of the Fund.

## **REDEMPTION OF UNITS**

Units may be surrendered at any time for redemption to the Transfer Agent, but will be redeemed only on a Redemption Date. Units surrendered for redemption on or before an Annual Redemption Deadline will be redeemed on the Annual Redemption Date corresponding to such Annual Redemption Deadline. Units surrendered for redemption on or before a Monthly Redemption Deadline will be redeemed on the Monthly Redemption Date corresponding to such Monthly Redemption Deadline. Unitholders will receive payment for the Units on or before the Redemption Payment Date. If a Unitholder surrenders Units after 5:00 p.m. (Toronto time) on the applicable cut-off date, the Units will be redeemed on the following Redemption Date. Redemption proceeds will be payable in Canadian dollars.

Commencing in 2017, Unitholders whose Units are redeemed on an Annual Redemption Date will be entitled to receive a redemption price per Unit equal to the NAV per Unit determined as of such date.

For Unitholders whose Units are redeemed on a Monthly Redemption Date, the redemption price per Unit will be the Canadian dollar amount equal to the lesser of:

- (i) 95% of the Market Price; and
- (ii) 100% of the Closing Market Price of the Units on the applicable Redemption Date,

and, in either case, minus an amount equal to the aggregate of all brokerage fees, commissions and other costs incurred by the Fund in connection with such payment, including, but not limited to, costs incurred in liquidating securities held in the Portfolio.

Notwithstanding (i) and (ii) above, the Redemption Price shall not exceed the Net Asset Value of the Fund on the Monthly Redemption Date.

Any unpaid distribution payable on or before the applicable Redemption Date in respect of Units tendered for redemption on the corresponding Redemption Deadline will also be paid on the applicable Redemption Payment Date.

The redemption right must be exercised by causing written notice to be given within the notice periods prescribed herein and in the manner described under “Redemption of Units – Exercise of Redemption Right” below. Such surrender will be irrevocable upon the delivery of notice to CDS through a CDS Participant, except with respect to those Units which are not paid for by the Fund on the relevant Redemption Payment Date.

The Fund may designate a portion of the redemption price of Units tendered for redemption as a distribution of income and capital gains to redeeming Unitholders.

### **Exercise of Redemption Right**

An owner of Units who desires to exercise redemption privileges thereunder must do so by causing a CDS Participant to deliver to CDS (at its office in the City of Toronto) on behalf of the owner a Redemption Notice, no later than 5:00 p.m. (Toronto time) on the relevant notice date. An owner who desires to redeem Units should ensure that the CDS Participant is provided with the Redemption Notice sufficiently in advance of the Redemption Deadline so as to permit the CDS Participant to deliver such Redemption Notice to CDS by the required time. The Redemption Notice will be available from a CDS Participant or the Transfer Agent. Any expense associated with the preparation and delivery of Redemption Notices will be for the account of the owner exercising the redemption privilege.

By causing a CDS Participant to deliver to CDS a Redemption Notice, an owner shall be deemed to have irrevocably surrendered the owner’s Units for redemption and appointed such CDS Participant to act as the owner’s exclusive settlement agent with respect to the exercise of the redemption privilege and the receipt of payment in connection with the settlement of obligations arising from such exercise.

Any Redemption Notice which CDS determines to be incomplete, not in proper form or not duly executed shall for all purposes be void and of no effect and the redemption privilege to which it relates shall be considered for all purposes not to have been exercised thereby. A failure by a CDS Participant to exercise redemption privileges or to give effect to the settlement thereof in accordance with the owner’s

instructions will not give rise to any obligations or liability on the part of the Fund to the CDS Participant or to the owner.

### **Resale of Units Tendered for Redemption**

The Fund has entered into an agreement with the Recirculation Agent whereby the Recirculation Agent has agreed to use commercially reasonable efforts to find purchasers for any Units tendered for redemption prior to the relevant Redemption Date, provided that the holder of the Units so tendered has not withheld consent thereto. The Fund may, but is not obligated to, require the Recirculation Agent to seek such purchasers of Units. In such event, the amount to be paid to the Unitholder on the applicable Redemption Payment Date will be an amount equal to the proceeds of the sale of the Units less any applicable commission payable to the Recirculation Agent. Such amount shall be equal to or exceed the amount that a Unitholder would have been otherwise entitled to receive on the applicable Redemption Payment Date. Any amount, resulting from the proceeds of sale of the Units, in excess of the amount that a Unitholder would have been otherwise entitled to receive on the applicable Redemption Payment Date, will be paid to the Unitholder who tendered their Units for redemption.

Subject to the Fund's right to require the Recirculation Agent to use commercially reasonable efforts to find purchasers for any Units tendered for redemption prior to the relevant Redemption Date, any and all Units which have been surrendered to the Fund for redemption are deemed to be outstanding until (but not after) the close of business on the relevant Redemption Date, unless not redeemed thereon, in which event such Units will remain outstanding.

### **Suspension of Redemptions**

Strathbridge may direct the Trustee to suspend the redemption of Units or payment of redemption proceeds during any period when normal trading is suspended on a stock exchange on which securities of the Fund are traded, if those securities 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 are not traded on any other exchange that represents a reasonably practical alternative for the Fund. The suspension may apply to all requests for redemption received prior to the suspension but as to which payment has not been made, as well as to all requests received while the suspension is in effect. All Unitholders making such requests shall be advised by Strathbridge of the suspension and that the redemption will be effected at a price determined on the first applicable Redemption Date following the termination of the suspension. All such Unitholders shall have, and shall be advised that they have, the right to withdraw their requests for redemption. The suspension shall terminate in any event on the first day on which the condition giving rise to the suspension has ceased to exist provided that no other condition under which a suspension is authorized then exists. To the extent not inconsistent with official rules and regulations promulgated by any government body having jurisdiction over the Fund, any declaration of suspension made by Strathbridge shall be conclusive.

## **INCOME TAX CONSIDERATIONS**

In the opinion of Osler, Hoskin & Harcourt LLP, counsel to the Fund, and Stikeman Elliott LLP, counsel to the Agents, the following is, as of the date hereof, a summary of the principal Canadian federal income tax considerations generally relevant to investors who acquire Units pursuant to this prospectus.

This summary is applicable to a holder of Units who is an individual (other than a trust) and who, for the purposes of the Tax Act, is resident in Canada, deals at arm's length with the Fund and holds such Units, as capital property. Generally, Units will be considered to be capital property to a holder provided the holder 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 holders who might not otherwise be considered to hold their Units as capital property may, in certain circumstances, be entitled to have their Units and all other “Canadian securities” owned or subsequently owned by them, treated as capital property by making an irrevocable election in accordance with the Tax Act.

This summary assumes that no holder of Units has entered or will enter into a “derivative forward agreement” in respect of Units as that term is defined in the Tax Act. Unitholders should contact their own tax advisors to determine whether such election is available and advisable in their particular circumstances.

This summary is also based on the assumption that the Fund will at all times comply with its investment restrictions. This summary assumes that the Fund will at no time be a SIFT trust as defined in the Tax Act. This summary is also based on the advice of the Manager and of the Agents respecting certain factual matters.

This summary is based on the current provisions of the Tax Act and the regulations thereunder, counsel’s understanding of the current published administrative policies of CRA and all specific proposals to amend the Tax Act and regulations thereunder publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (such proposals being referred to as the “Tax Proposals”). This summary does not otherwise take into account or anticipate any changes in law, whether by legislative, governmental or judicial action; nor does it take into account other federal or any provincial, territorial or foreign income tax legislation or considerations. There can be no assurance that the Tax Proposals will be enacted in the form publicly announced or at all.

**This summary is not exhaustive of all possible Canadian federal income tax considerations applicable to an investment in Units and does not describe the income tax consequences relating to the deductibility of interest on money borrowed to acquire Units. Moreover, the income and other tax consequences of acquiring, holding or disposing of Units will vary depending on an investor’s particular circumstances including the province in which the investor resides. Accordingly, this summary is of a general nature only and is not intended to be legal or tax advice to any investor. Investors should consult their own tax advisors for advice with respect to the income tax consequences of an investment in Units, based on their particular circumstances.**

### **Status of the Fund**

This summary is based on the assumptions that the Fund will qualify at all times as a “mutual fund trust” within the meaning of the Tax Act and that the Fund will validly elect under the Tax Act to be a mutual fund trust from the date it was established. To qualify as a mutual fund trust, (i) the Fund must be a Canadian resident “unit trust” for purposes of the Tax Act; (ii) the only undertaking of the Fund must be the investing of its funds in property (other than certain real property or interests in certain real property); and (iii) the Fund must comply with certain minimum requirements respecting the ownership and dispersal of Units. The Manager has advised counsel that the Fund will qualify as and will elect to be deemed to be a mutual fund trust throughout its first taxation year.

If the Fund were not to qualify as a mutual fund trust at all times, the income tax considerations as described below would in some respects be materially and adversely different.

### **Taxation of the Fund**

The Fund will be subject to tax in each taxation year under Part I of the Tax Act on the amount of its income for the year, including net realized taxable capital gains, less the portion thereof that it claims in

respect of the amount paid or payable to Unitholders in the year. An amount will be considered to be payable to a Unitholder in a taxation year if it is paid in the year by the Fund or the Unitholder is entitled in that year to enforce payment of the amount.

In computing its income for a taxation year, the Fund will be required to include all dividends received in the year on shares of corporations. It will also be required to include all interest on debt securities it holds that accrues or is deemed to accrue 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 previous taxation year.

The Fund will include gains and deduct losses on income account in connection with its short selling activities.

The Manager has informed counsel that, generally, the Fund will include gains and deduct losses on income account in connection with investments made through derivative securities, except where such derivatives are not “derivative forward agreements” (as defined in the Tax Act) and are used to hedge and are sufficiently linked to the Portfolio Securities held on capital account. Such gains and losses will be recognized for tax purposes at the time they are realized.

Gains or losses realized upon dispositions of Portfolio Securities of the Fund will constitute capital gains or capital losses of the Fund in the year realized unless the Fund is 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 securities in a transaction or transactions considered to be an adventure in the nature of trade. Accordingly, the Fund will treat gains (or losses) as a result of any disposition of Portfolio Securities as capital gains (or capital losses) or, depending on the circumstances, may include the full amount of such gains in (or deduct the full amount from) income.

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

Premiums received on covered call options and cash-covered put options written by the Fund that are not exercised prior to the end of the year will constitute capital gains of the Fund in the year received, unless such premiums are received by the Fund as income from a business of buying and selling securities or the Fund has engaged in a transaction or transactions considered to be an adventure in the nature of trade. The Manager has informed counsel that the Fund will purchase the Portfolio with the objective of earning dividends thereon over the life of the Fund, will write covered call options with the objective of increasing the yield on the Portfolio beyond the dividends received on the Portfolio and will write cash-covered put options to increase returns and to reduce the net cost of purchasing securities upon the exercise of put options. Thus, having regard to the foregoing and in accordance with the CRA’s published administrative practice, the Manager intends that option transactions undertaken by the Fund in respect of securities comprising the Portfolio will be treated and reported by the Fund as arising on capital account.

Premiums received by the Fund on covered call (or cash-covered put) options that are subsequently exercised will be added in computing the proceeds of disposition (or deducted in computing the adjusted cost base) to the Fund of the securities disposed of (or acquired) by the Fund upon the exercise of such call (or put) options. In addition, where the premium was in respect of an option granted in a previous

year so that it constituted a capital gain of the Fund in the previous year, such capital gain may be reversed.

The Portfolio will consist of securities that are not denominated in Canadian dollars. Proceeds of disposition of securities, distributions, interest and all other amounts will be determined for the purposes of the Tax Act in Canadian dollars. The Fund may realize gains or losses by virtue of the fluctuation in the value of foreign currencies relative to Canadian dollars.

The Fund will derive income or gains from investments in countries other than Canada and, as a result, may be liable to pay tax to such countries. To the extent that such foreign tax paid qualifies as an income or profits tax (for example, withholdings on foreign source dividends) and does not exceed 15% of such amount and has not been deducted in computing the Fund's income, the Fund may designate a portion of its foreign source income in respect of a 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. To the extent that such foreign tax paid by the 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 income for the purposes of the Tax Act.

In computing its income for tax purposes, the Fund may deduct reasonable administrative and other expenses incurred to earn income. The Fund may generally deduct any costs and expenses of the Offering paid by the Fund and not reimbursed at a rate of 20% per year, pro-rated where the Fund's taxation year is less than 365 days.

The Manager has informed counsel that the Fund intends to deduct, in computing its income in each taxation year, the full amount available for deduction in each year and, therefore, provided the Fund makes distributions in each year of its net income and net realized capital gains as described under "Distribution Policy", it will generally not be liable in such year for income tax under Part I of the Tax Act.

## **Taxation of Unitholders**

### ***Units***

A Unitholder will generally be required to include in computing income for a taxation year the amount of the Fund's net income for the taxation year, including ordinary income derived from foreign source dividends earned by the Fund and net realized taxable capital gains, paid or payable to the Unitholder (whether in cash or in Units) in the taxation year including any portion of amounts paid on redemption treated as distributions of income or gains by the Fund. The non-taxable portion of the Fund's net realized capital gains paid or payable to a Unitholder in a taxation year will not be included in the Unitholder's income for the year. Any other amount in excess of the Fund's net income for a taxation year paid or payable to the Unitholder in the year will not generally be included in the Unitholder's income. Such amount, however, will generally reduce the adjusted cost base of the Unitholder's Units. To the extent that the adjusted cost base of a Unit would otherwise be less than zero, the negative amount will be deemed to be a capital gain realized by the Unitholder from the disposition of the Unit and the Unitholder's adjusted cost base will be increased by the amount of such deemed capital gain.

Provided that appropriate designations are made by the Fund, such portion of (i) the net realized taxable capital gains of the Fund, and (ii) income of the Fund from foreign sources, as is paid or payable to a Unitholder will effectively retain its character and be treated as such in the hands of the Unitholder for purposes of the Tax Act. A taxable Unitholder will generally be entitled to foreign tax credits in respect of

foreign taxes under and subject to detailed foreign tax credit rules contained in the Tax Act and depending upon other foreign source income or loss of and foreign taxes paid by the Unitholder.

Under the Tax Act, the Fund is permitted to deduct in computing its income for a taxation year an amount that is less than the amount of its distributions for the year. This will enable the Fund to utilize, in a taxation year, losses from prior years. The amount distributed to a Unitholder but not deducted by the Fund will not be included in the Unitholder's income. However, the adjusted cost base of the Unitholder's Units will be reduced by such amount.

On the disposition or deemed disposition of a Unit, including a redemption, the Unitholder will realize a capital gain (or capital loss) to the extent that the Unitholder's proceeds of disposition excluding any portion of amounts paid on redemption treated as distributions of income or gains by the Fund exceed (or are less than) the aggregate of the adjusted cost base of the Unit and any reasonable costs of disposition. For the purpose of determining the adjusted cost base of Units to a Unitholder, when Units are acquired, the cost of the newly acquired Units will be averaged with the adjusted cost base of all Units owned by the Unitholder as capital property immediately before that time. The cost of Units acquired as a distribution of income or capital gains will generally be equal to the amount of the distribution. A consolidation of Units following a distribution paid in the form of additional Units will not be regarded as a disposition of Units and will not affect the aggregate adjusted cost base to a Unitholder of Units.

One-half of any capital gain realized on the disposition of Units will be included in the Unitholder's income and one-half of any capital loss realized may be deducted from taxable capital gains in accordance with the provisions of the Tax Act.

### **Taxation of Registered Plans**

Amounts of income distributed by the Fund to a Registered Plan and capital gains realized on the disposition of Units are generally not taxable under Part I of the Tax Act while retained in a Registered Plan, provided that the Units are qualified investments under such Registered Plan. See "Eligibility for Investment". Unitholders should consult with their own advisors regarding the tax implications of establishing, amending, terminating or withdrawing amounts from a Registered Plan.

### **Eligibility for Investment**

Provided that the Fund qualifies as a mutual fund trust within the meaning of the Tax Act the Units will be qualified investments under the Tax Act for trusts governed by Registered Plans. In addition, the Units will be a qualified investment provided that they are listed on a designated stock exchange (which includes the TSX).

Notwithstanding the foregoing, if the Units are "prohibited investments" for the purposes of a tax-free savings account ("TFSA"), registered retirement savings plan ("RRSP") or registered retirement income fund ("RRIF"), the holder of the TFSA or the annuitant of the RRSP or RRIF, as the case may be, will be subject to a penalty tax as set out in the Tax Act. A "prohibited investment" includes a unit of a trust which does not deal at arm's length with the holder of the TFSA or annuitant of the RRSP or RRIF, as the case may be, or in which the holder or annuitant has a significant interest, which, in general terms, means the ownership of 10% or more of the value of the Fund's outstanding Units by the holder or annuitant, either alone or together with persons and partnerships with whom the holder or annuitant, as the case may be, does not deal at arm's length. Unitholders are advised to consult their own tax advisors in this regard.

## **International Information Reporting**

In 2010, the United States enacted legislation, generally referred to as the “Foreign Account Tax Compliance Act” (“FATCA”). On February 5, 2014, the United States and Canada entered into the Canada-United States Enhanced Tax Information Exchange Agreement (the “IGA”), which modifies the application of FATCA to certain Canadian entities including registered brokers and dealers and certain investment entities. On June 19, 2014, Canada enacted amendments to the Tax Act to implement the IGA as part of Canadian law. These amendments were added as Part XVIII of the Tax Act. The dealers through which Unitholders hold their Units are subject to registration, information collection and reporting obligations contained in Part XVIII of the Tax Act and the IGA with respect to “financial accounts” such dealers maintain for their clients. Unitholders will generally be requested to provide their dealer with information related to their citizenship, residency and, if applicable, a U.S. federal tax identification number. If a Unitholder is a U.S. person (including a U.S. citizen or green card holder who is resident in Canada) or if a Unitholder does not provide the requested information, Part XVIII of the Tax Act and the IGA will generally require information about the Unitholder’s investment in the Fund to be reported to the CRA, unless the investment is held within a Registered Plan. The CRA is expected to provide that information to the U.S. Internal Revenue Service.

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

### **The Manager and Investment Manager**

Strathbridge, as the Fund’s manager, is responsible for providing or arranging for the provision of administrative services required by the Fund and, as the Fund’s investment manager, is responsible for implementing the investment strategies of the Fund. The principal office of Strathbridge is located at 121 King Street West, Suite 2600, Standard Life Centre, P.O. Box 113, Toronto, Ontario, M5H 3T9.

Strathbridge was incorporated in 1984 by The Canada Trust Company under the name CT Investment Counsel Inc. (“CTIC”) to manage the institutional pension fund business of The Canada Trust Company. In 1985, The Canada Trust Company and The Canada Permanent Trust Company amalgamated resulting in all of the pension assets managed by The Canada Permanent Trust Company being transferred to CTIC management. In addition, the investment professionals of The Canada Permanent Trust Company joined the CTIC team.

In February 1995, John P. Mulvihill purchased 100% of CTIC from The Canada Trust Company and changed CTIC’s name to Mulvihill Capital Management Inc. On September 14, 2011, Mulvihill Capital Management Inc. changed its name to Strathbridge Asset Management Inc. Strathbridge is controlled by John P. Mulvihill.

### ***The Investment Manager***

All the individuals on the team responsible for investment management at Strathbridge have significant experience in managing investment portfolios. The officers of Strathbridge who will be primarily responsible for the management of the Portfolio are John P. Mulvihill and John Germain. Also assisting in the management of the Portfolio are Dylan D’Costa, Jeff Dobson, Peggy Shiu, Jack Way, Jeff Thompson and John P. Mulvihill Jr.

**John P. Mulvihill**, Chairman, President, Chief Executive Officer, Secretary and Director of Strathbridge, is the senior portfolio manager of Strathbridge and has over 40 years of investment management experience. Prior to purchasing CTIC from The Canada Trust Company in 1995, Mr. Mulvihill had been

Chairman of CTIC since 1988. At CTIC he had primary responsibility for the asset allocation and portfolio management of CTIC's pension and mutual fund assets.

**John Germain**, Senior Vice-President and Chief Financial Officer, has been with Strathbridge since March 1997. Prior to joining Strathbridge, he had been employed at Merrill Lynch Canada Inc. since 1992. For the last two years of his employment at Merrill Lynch Canada Inc., he was a member of the Fixed Income Trading Group.

**Dylan D'Costa**, Portfolio Manager, has been with Strathbridge since January 2001 where he has worked extensively on valuing, pricing and trading equity options. Prior to joining Strathbridge, he had been employed at CIBC Mellon where he worked with the valuations group.

**Jeff Dobson**, Vice-President, joined Strathbridge in April 2001 after nearly 16 years at Scotia Capital. He brings extensive experience in portfolio management, especially in the use of equity options. His most recent position prior to joining Strathbridge involved managing a portfolio comprised of equity options, their underlying stocks, as well as equity index derivatives.

**Peggy Shiu**, Vice-President and Chief Compliance Officer, has been with Strathbridge since April 1995. She is a member of the investment management team and has extensive experience in the Canadian, U.S. and ADR equity markets.

**Jack Way**, Vice-President, has been with Strathbridge since August 1998 and brings an extensive background in asset management with over 25 years of experience as an investment manager during which he spent considerable time working in the U.S. market.

**Jeff Thompson**, Portfolio Manager, has been with Strathbridge since 1990 primarily working in the Fixed Income group. Since 2008 he has worked extensively on trading equity options and foreign currency hedging.

**John P. Mulvihill Jr.**, Portfolio Manager, has been with Strathbridge since 2008 working with the portfolio management group, specializing in metals and mining companies.

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

The name and municipality of residence of each of the directors and officers of Strathbridge are as follows:

<b><u>Name and Municipality of Residence</u></b>	<b><u>Office or Position with the Manager</u></b>
John P. Mulvihill Toronto, Ontario	Chairman, President, Chief Executive Officer, Secretary and Director
David E. Roode Toronto, Ontario	President, Fund Services and Director
John D. Germain Toronto, Ontario	Senior Vice-President, Chief Financial Officer and Director
Jeff Dobson Milton, Ontario	Vice-President

<b><u>Name and Municipality of Residence</u></b>	<b><u>Office or Position with the Manager</u></b>
Peggy Shiu Toronto, Ontario	Vice-President and Chief Compliance Officer
Jack Way Toronto, Ontario	Vice-President
Aaron Ho Richmond Hill, Ontario	Vice-President

John P. Mulvihill, Jack Way and David Roode have held their position with Strathbridge or an affiliate during the five years preceding the date hereof. John D. Germain was made a director on September 1, 2010 and Chief Financial Officer on October 8, 2010. Jeff Dobson was made a Vice-President on September 7, 2010. Peggy Shiu was made Chief Compliance Officer on July 11, 2011. Aaron Ho was made a Vice-President on October 1, 2010.

As of July 28, 2015, John P. Mulvihill owned of record and beneficially 95,073 shares (100%) of Mulvihill Capital Inc. which is the sole shareholder of Strathbridge.

***Duties and Services to be Provided by the Manager and Investment Manager***

Pursuant to the Trust Agreement, the Manager is responsible for providing or arranging for the provision of required administrative services to the Fund including, without limitation: authorizing the payment of operating expenses incurred on behalf of the Fund; preparing financial statements and financial and accounting information as required by the Fund; ensuring that Unitholders are provided with financial statements (including interim and annual financial statements) and other reports as are required by applicable law from time to time; ensuring that the Fund complies with regulatory requirements and applicable stock exchange listing requirements; preparing the Fund's reports to Unitholders and the Canadian securities regulatory authorities; providing the Trustee with the information and reports necessary for it to fulfil its fiduciary responsibilities; determining the amount of distributions to be made by the Fund; and negotiating contractual agreements with third-party providers of services, including registrars, transfer agents, auditor and printers.

As investment manager, the Manager will manage the Portfolio in a manner consistent with the investment objectives, the investment strategies and the investment restrictions of the Fund and will make all investment decisions for the Fund and manage the call option writing and put option writing by the Fund and the purchases of call and put options by the Fund. Decisions as to the purchase and sale of securities in the Portfolio and as to the execution of all Portfolio and other transactions will be made by the Manager. In the purchase and sale of securities for the Fund and the writing of option contracts, the Manager will seek to obtain overall services and prompt execution of orders on favourable terms.

The Manager shall exercise the powers and discharge the duties of its office honestly, in good faith and in the best interests of the Fund, and in connection therewith, shall exercise the degree of care, diligence and skill that a reasonably prudent manager would exercise in comparable circumstances. The Trust Agreement provides that neither the Manager nor any officer, director or agent thereof shall be liable in any way to the Fund or any Unitholder for any default, failure or defect in any of the securities of the Fund. The Manager will, however, incur liability in cases of wilful misconduct, bad faith, negligence or breach of its obligations under the Trust Agreement.

The Manager may resign as manager of the Fund upon 60 days' notice in writing to the Trustee and to Unitholders or upon such lesser notice period as the Trustee may accept. If the Manager resigns it may appoint its successor but its successor must be approved by a two-thirds majority vote of the Unitholders. However, such notice and Unitholder approval are not required if the successor manager is an affiliate of the Manager. If the Manager has committed certain events of bankruptcy or insolvency or is in material default of its obligations under the Trust Agreement and such default has not been cured within 30 days after notice of the same has been given to the Manager, the Trustee shall give notice thereof to the Unitholders and the Unitholders may direct the Trustee to remove the Manager and appoint a successor manager.

The Manager is entitled to fees for its services under the Trust Agreement as described under "Fees and Expenses" and will be reimbursed for all reasonable costs and expenses incurred by it on behalf of the Fund. In addition, the Manager, its affiliates and its agents, and the directors, officers and employees of any of them, will be indemnified by the Fund for all liabilities, costs and expenses incurred in connection with any action, suit or proceeding that is proposed or commenced or other claim that is made against the Manager or its affiliates and its agents, and the directors, officers and employees of any of them, in the exercise of its duties as manager, except those resulting from the Manager's wilful misconduct, bad faith, negligence, a breach of its obligations under the Trust Agreement or its failure to meet its standard of care set out in the Trust Agreement.

### **The Advisory Board**

The Manager has established the Advisory Board currently consisting of five members appointed by the Manager to assist it in performing its services under the Trust Agreement. The names, municipalities of residence and principal occupations of the members of the Advisory Board are as follows:

<b><u>Name and Municipality of Residence</u></b>	<b><u>Principal Occupation</u></b>
John P. Mulvihill Toronto, Ontario	Chairman, President and Chief Executive Officer, Strathbridge
Michael M. Koerner <sup>(1)</sup> Toronto, Ontario	President, Canada Overseas Investments, Ltd. (private investment company)
Robert W. Korthals <sup>(1)</sup> Toronto, Ontario	Corporate Director
Robert G. Bertram <sup>(1)</sup> Aurora, Ontario	Corporate Director
John D. Germain Toronto, Ontario	Senior Vice-President and Chief Financial Officer, Strathbridge

Note:

(1) Independent of the Manager.

During the past five years all of the Advisory Board members have held the principal occupations noted opposite their respective names, or other occupations with their current employer or a predecessor company. Each member of the Advisory Board has been appointed by the Manager and will serve until his or her successor is appointed. The independent Advisory Board members are paid an annual fee of \$5,000 and a fee for each Advisory Board meeting attended of \$300. All fees and expenses of the Advisory Board are paid by the Fund.

## **Brokerage Arrangements**

In evaluating a broker's capability to provide best execution, the Manager considers the broker's financial responsibility, the broker's responsiveness, the commission rate involved and the range of services offered by the broker. The Manager has no ongoing contractual arrangements with any brokers with respect to securities transactions.

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 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"), brokerage commissions will only be used to pay for such goods and services which would qualify as either research goods and services or order execution goods and services. The Manager would pay for the remainder of the costs of such mixed-use goods or services.

The Manager, as investment manager, will make a good faith determination that the portfolio, 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, receives reasonable benefit, considering both the use of the goods and services and the amount of brokerage commissions paid.

The Manager has policies and procedures in place to ensure that, over a reasonable period of time, all clients receive a fair and reasonable benefit in return for the commissions generated.

For a list of any other dealer, broker or third party which provides research goods and services and/or order execution goods and services, at no cost, Unitholders can contact the Manager at 1-800-725-7172 or [info@strathbridge.com](mailto:info@strathbridge.com).

## **Conflicts of Interest**

The management services of Strathbridge under the Trust Agreement are not exclusive and nothing in the Trust Agreement prevents Strathbridge from providing similar management services to other investment funds and other clients (whether or not their investment objectives and policies are similar to those of the Fund) or from engaging in other activities.

Strathbridge is engaged in a wide range of investment management, investment advisory and other business activities. The investment management services of Strathbridge are not exclusive and nothing prevents Strathbridge or any of its affiliates from providing similar services to other investment funds and other clients (whether or not their investment objectives, strategies and policies are similar to those of the Fund) or from engaging in other activities. Strathbridge's investment decisions for the Fund will be made independently of those made for its other clients and independently of its own investments. On occasion, however, Strathbridge may make the same investment for the Fund and for one or more of its other clients. If the Fund and one or more of the other clients of Strathbridge are engaged in the purchase or sale of the same security, the transactions will be effected on an equitable basis.

## **Independent Review Committee**

NI 81-107 requires all publicly-offered investment funds, including the Fund, to establish an IRC. The IRC is required to be comprised of a minimum of three members, each of whom must be independent of the Manager, entities related to the Manager and the Fund.

The IRC functions in accordance with applicable Canadian securities law, including NI 81-107. The mandate of the IRC is to review and provide its decisions to the Manager on conflict of interest matters that the Manager has referred to the IRC for review. The Manager is required to identify conflict of interest matters relating to its management of the Fund and request input from the IRC in respect of how it manages those conflicts of interest, as well as its written policies and procedures outlining its management of those conflicts of interest. The IRC has adopted a written charter which it will follow when performing its functions and is subject to requirements to conduct regular assessments. In performing their duties, members of the IRC are required to act honestly, in good faith and in the best interests of the Fund and to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In addition, each member of the IRC will be indemnified by the Fund for all costs and expenses reasonably incurred by the member in respect of any civil, administrative, investigative or other proceeding in which the member is involved because of being or having been a member, subject to the restrictions contained in NI 81-107. The IRC will report annually to Unitholders. Such reports will be available on Strathbridge's website at [www.strathbridge.com](http://www.strathbridge.com) or on request, at no cost, by contacting the Manager at [info@strathbridge.com](mailto:info@strathbridge.com).

Each member of the IRC receives \$25,000 per annum as a general retainer for acting as a member of the IRC of the Fund and the other funds managed by Strathbridge and \$300 for each IRC meeting attended. Members are also reimbursed for any reasonable costs incurred in connection with the performance of their duties as members of the IRC. The Manager allocates these costs among the funds it manages on an equitable and reasonable basis.

The members of the IRC of the Fund and the other funds managed by Strathbridge are Michael M. Koerner, Robert W. Korthals (Chair) and Robert G. Bertram.

**Michael M. Koerner** is President of Canada Overseas Investments, Limited. Mr. Koerner is a Trustee of the Art Gallery of Ontario and served as President from 1982-84. He is Chancellor and Director of the Royal Conservatory of Music, Treasurer of the Ontario Arts Council Foundation and of the Ontario Cultural Attractions Fund. A patron of many performing and visual arts organizations, Mr. Koerner was instrumental in the creation of the Canadian Encyclopaedia of Music. In 2006, Mr. Koerner received The Edmund C. Bovey Award for outstanding leadership support of the arts, and this year is the recipient of the Governor General's Ramon John Hnatyshyn Award for Voluntarism in the Performing Arts. Mr. Koerner is a member of the Order of Canada and has served as a director on numerous corporate boards including CAE Inc., Pratt & Whitney Canada, Co-Steel Inc., Finning International Inc., J.P. Morgan Bank of Canada, Central Wire Industries Ltd. and he was the Chairman of Suncor Energy Inc. for six years and a director for over thirty years. He is also a Life Member of the Corporation of the Massachusetts Institute of Technology Corporation and past Chairman of its Investment Committee and also a member of the Council of Advisors of the Canadian Institute for Advanced Research. Mr. Koerner received a Bachelor of Science from the Massachusetts Institute of Technology and a Master of Business Administration from Harvard Business School, and an honorary Doctor of Laws degree from Queen's University in 2014.

**Robert W. Korthals** is a former President of The Toronto-Dominion Bank and served as a director on the Ontario Teachers' Pension Plan Board from 1996 to 2000 and as the Chairperson from 2000 to 2006. Mr. Korthals also served as a Commissioner at the Ontario Securities Commission for 9 years. Mr. Korthals has served as a director of numerous companies including Suncor Energy Inc., Rogers

Communications Inc., Cognos Inc., Bucyrus International Inc., Jannock Properties Ltd. and The Cadillac Fairview Corporation. Mr. Korthals received a Bachelor of Science degree from University of Toronto and a Master of Business Administration from Harvard Business School.

**Robert G. Bertram** is the former Executive Vice-President, Investments, of Ontario Teachers' Pension Plan Board from 1990 to 2008. He led the Ontario Teachers' Pension Plan Board's investment program and had oversight of its growth to \$108.5 billion from \$19 billion when it was established in 1990. Prior to that, Mr. Bertram spent 18 years at Telus Corporation, lastly as Assistant Vice-President and Treasurer. Mr. Bertram is the Chair of the Strategic Committee of Glass Lewis LLC, a director of The Cadillac Fairview Corporation, a director of Alaris Royalty Corp., and Black Spruce Exploration Corp. as well as a member of the advisory committee of the Aquila Infrastructure Coalition LP. Mr. Bertram has a Bachelor of Arts degree in History from the University of Calgary and a Master of Business Administration from the University of Alberta. He is a Chartered Financial Analyst (CFA) charter holder and a holder of an ICD.D designation from the Institute of Corporate Directors. He is also a director of both the Canadian Foundation for Governance Research and the Toronto Foundation.

### **The Trustee**

RBC Investor Services Trust is the trustee of the Fund under the Trust Agreement. It acts as custodian of the assets of the Fund and is responsible for certain aspects of the day-to-day administration of the Fund as described in the Trust Agreement, including calculating the NAV, net income and net realized capital gains of the Fund and maintaining the books and records of the Fund in relation to the Portfolio.

The Trustee may resign upon 60 days' notice to Unitholders and Strathbridge. The Trustee may be removed with the approval of a two-thirds majority vote cast at a meeting of Unitholders of the Fund called for such purpose or by Strathbridge in the event the Trustee has committed certain events of bankruptcy or insolvency or is in material default of its obligations under the Trust Agreement and such default continues for 30 days from the date the Trustee receives notice of such material default from Strathbridge. Any such resignation or removal shall become effective only upon the acceptance of appointment by a successor. If the Trustee resigns or is removed by Strathbridge, its successor may be appointed by Strathbridge. The successor must be approved by Unitholders if the Trustee is removed by Unitholders. If no successor has been appointed within 60 days from the date of written notice of such resignation or removal, the Trust Agreement and the Fund will be terminated.

The Trust Agreement provides that the Trustee shall not be liable in carrying out its duties under the Trust Agreement except where it is in breach of its obligations under the Trust Agreement or where the Trustee fails to act honestly and in good faith, and in the best interests of the Fund, or to exercise the degree of care, diligence and skill that a reasonably prudent Canadian trust company would exercise in comparable circumstances. In addition, the Trust Agreement contains other customary provisions limiting the liability of the Trustee and indemnifying the Trustee and its agents and the directors, officers and employees of either of them in respect of certain liabilities incurred in carrying out their duties.

The address of the Trustee is 155 Wellington Street West, 7th Floor, Toronto, Ontario, M5V 3L3.

The Trustee is entitled to receive fees from the Fund as described under "Fees and Expenses" and to be reimbursed for all expenses and liabilities which are properly incurred by the Trustee in connection with the activities of the Fund.

### **Custodian**

The Trustee is the custodian of the Fund and has the power to appoint sub-custodians.

## **Auditor**

The Auditor of the Fund is Deloitte LLP, located at Bay Wellington Tower - Brookfield Place, 181 Bay Street, Suite 1400, Toronto, Ontario, M5J 2V1.

## **Registrar and Transfer Agent**

Pursuant to the Registrar and Transfer Agency Agreement, the Transfer Agent will provide the Fund with registrar, transfer and distribution agency services in respect of the Units from its principal office in Toronto, Ontario.

## **Securities Lending Agent**

RBC Investor Services, located in Toronto, Ontario, is the securities lending agent of the Fund pursuant to a securities lending agreement between the Manager, in its capacity as manager of the Fund and RBC Investor Services (the “Securities Lending Agreement”). See “Investment Strategies – Securities Lending”.

## **Promoter**

Strathbridge has taken the initiative in organizing the Fund and accordingly may be considered to be a “promoter” of the Fund within the meaning of the securities legislation of certain provinces of Canada. Strathbridge will receive fees from the Fund and will be entitled to reimbursement of expenses incurred in relation to the Fund as described under “Fees and Expenses”.

## **CALCULATION OF NET ASSET VALUE**

### **Calculation of Net Asset Value and NAV per Unit**

The NAV of the Units on a particular date will be equal to the aggregate value of the assets of the Fund less the aggregate value of the liabilities of the Fund, including any income, net realized capital gains or other amounts payable to Unitholders on or before such date expressed in Canadian dollars at the applicable exchange rate on such date.

The NAV per Unit on any day will be obtained by dividing the NAV of the Fund on such day by the number of Units of the class then outstanding. In general, the NAV per Unit of each class will be calculated as of 4:00 p.m. (Toronto time) each day. If a valuation date is not a business day, then the securities comprising the Fund property will be valued as if such valuation date were the preceding business day.

### **Valuation Policies and Procedures**

In determining the NAV per Unit of the Fund and the value of any short positions at any time:

- (i) the value of any security that is listed on any recognized exchange shall be determined by the closing sale price at the valuation time or, if there is no closing sale price, the average between the closing bid and the closing asked price on the day on which the NAV is being determined, 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;

- (ii) where a covered clearing corporation option, option on futures or over-the-counter option is written, the premium received by the Fund shall be reflected as a deferred credit that 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 NAV. 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;
- (iii) 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;
- (iv) 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 the Manager 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 the Manager determines to be the reasonable value thereof;
- (v) 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 valuation time, the position in the futures contract or the forward contract 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;
- (vi) 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;
- (vii) securities of any unlisted underlying fund held by the Fund will be valued at the net asset value of such securities as provided by such fund from time to time;
- (viii) any bonds, debentures, other debt obligations and short positions shall be valued by taking the average of the bid and ask prices on the valuation date at such times as the Manager, in its discretion, deems appropriate. Short term investments including notes and money market instruments shall be valued at cost plus accrued interest;
- (ix) 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 the 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;
- (x) all Fund property valued in a foreign currency and all liabilities and obligations of the Fund payable by the Fund in foreign currency shall be converted into Canadian dollars by applying the rate of exchange obtained from the best available sources to the Manager; and
- (xi) the value of any security or property to which, in the opinion of the Manager, the above valuation principles cannot be applied shall be the fair value thereof determined in such manner as the Manager from time to time provides.

The above principles are used to calculate NAV for all purposes other than financial statement reporting. With respect to financial reporting, the CPA Canada Handbook requires that portfolio securities in an active market be valued using the latest available bid price. The primary differences between the valuation policy of the Fund and the approach in the CPA Canada Handbook is that the Fund will generally determine the fair value of its equity securities traded on a stock exchange by using the closing price on the exchange. For bonds, debentures and other debt obligations (excluding money-market instruments), the Fund will generally use the average of the bid and ask prices to determine the fair value.

### **Reporting of Net Asset Value**

The NAV of the Fund and the NAV per Unit will be provided by Strathbridge to Unitholders at no cost on a daily basis at [www.strathbridge.com](http://www.strathbridge.com) or on request by contacting the Manager at [info@strathbridge.com](mailto:info@strathbridge.com).

## **ATTRIBUTES OF THE UNITS**

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

The Fund is authorized to issue an unlimited number of transferable, redeemable trust units of an unlimited number of classes. The Fund is offering Units hereunder, each of which represents an equal, undivided interest in the net assets of the Fund.

All Units have equal rights and privileges. As set forth under “Unitholder Matters – Matters Requiring Unitholder Approval”, each whole Unit is entitled to one vote at all meetings of Unitholders and is entitled to participate equally with respect to any and all distributions made by the Fund, including distributions of net income and net realized capital gains and distributions upon the termination of the Fund. Units are issued only as fully paid and are non-assessable. Fractions of Units are proportionately entitled to all of these rights except voting rights. Holders of Units will have no voting rights in respect of the securities in the Portfolio. Such securities will be voted in accordance with the proxy voting guidelines of the Fund. See “Proxy Voting Disclosure for Portfolio Securities Held”.

The provisions or rights attaching to the Units may only be modified, amended or varied with the consent of Unitholders given in accordance with provisions contained in the Trust Agreement as described herein under the heading “Unitholder Matters – Matters Requiring Unitholder Approval”.

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

The Fund may not issue additional Units, or securities convertible into Units, following completion of the Offering except (i) for net proceeds per Unit of not less than 100% of the most recently calculated Net Asset Value per Unit prior to the pricing of such issuance (and, for greater certainty, in making such determination, if such NAV is calculated prior to a record date for a distribution in respect of Units being issued, the most recently calculated NAV per Unit for the purposes of determining the subscription price will be adjusted to account for any distributions which have been declared payable in respect of such Units and which will not be received by the subscriber) or in the event a new class is created, is otherwise not dilutive to Unitholders existing prior to the issuance of such new class of Units; (ii) with the approval of Unitholders; or (iii) by way of Unit distributions.

### **Mandatory Market Purchases**

Pursuant to the Trust Agreement, the Fund will undertake a mandatory market purchase program pursuant to which if the Units close at a trading price that is less than 98% of the latest NAV per Unit, the Fund will offer to purchase Units thereafter if and to the extent that the Units continue to trade at a price that is below 98% of the latest NAV per Unit at the time. Pursuant to the mandatory market purchase program, the Fund will purchase up to a maximum amount in any rolling 10 business day period of 10% of the number of Units outstanding at the beginning of such 10 business day period, subject to the terms set out in the Trust Agreement. Purchases under the mandatory market purchase program will only be made to the extent they may be funded by any excess income (if any) remaining in the portfolio after the payment of (or accrual for) all regular distributions to Unitholders and all expenses. For greater certainty, the mandatory market purchase program shall not obligate the Manager to write options above the level it would otherwise determine or to sell Portfolio Securities. The Trust Agreement provides that the Fund will not be obligated to make such purchases if, among other things, (i) the Fund lacks the cash or other resources to make such purchases, (ii) in the opinion of the Manager, the making of such purchases by the Fund (a) would adversely affect the ongoing activities of the Fund, (b) is not in the best interests of the Unitholders or (c) could result in the marketability of the Units being materially impaired to the detriment of the Unitholders or (iii) there is, in the judgement of the Manager (a) any material legal action or proceeding instituted or threatened, challenging such transactions or otherwise materially adversely affecting the Fund or (b) a suspension of or limitation on prices for trading securities generally on any exchange on which portfolio securities are traded. See “Risk Factors – Risks Relating to Market Purchases”.

### **Other Market Purchases**

Subject to applicable law, the Fund will have the right (but not the obligation), exercisable in its sole discretion, at any time to purchase additional Units in the market (at prices not exceeding the NAV per Unit immediately prior to such purchase). Following the closing of this Offering, the Fund may submit an application to the Canadian securities regulatory authorities to obtain the necessary regulatory approvals in order that the Fund may arrange for one or more securities dealers to find purchasers for any such Units. There is no guarantee that the Fund will make such application or, if made, receive the necessary regulatory approvals.

### **Book-Entry-Only and Book-Based Systems**

Registrations of interests in, and transfers of, the Units will be made only through the book-entry-only system or the book-based system of CDS. Units may be purchased, transferred or surrendered for redemption only through a CDS Participant. All rights of an owner of Units must be exercised through, and all payments or other property to which such owner is entitled will be made or delivered by, CDS or the CDS Participant through which the owner holds such Units. Upon purchase of any Units, the owner will receive only the customary confirmation. References in this prospectus to a Unitholder means, unless the context otherwise requires, the owner of the beneficial interest in such Units.

The Fund, the Manager or the Agents will not have any liability for (i) the records maintained by CDS or CDS Participants relating to the beneficial interests in the Units or the book-entry or book-based accounts maintained by CDS in respect thereof; (ii) maintaining, supervising or reviewing any records relating to such beneficial ownership interests; or (iii) any advice or representation made or given by CDS or CDS Participants, including with respect to the rules and regulations of CDS or any action taken by CDS, its participants or at the direction of those participants.

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

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

## **UNITHOLDER MATTERS**

### **Meetings of Unitholders**

A meeting of Unitholders of the Fund may be convened by Strathbridge or the Trustee at any time and must be convened if requisitioned by the holders of not less than 10% of the Units then outstanding by a written requisition specifying the purpose of the meeting. Not less than 21 days' notice will be given of any meeting of Unitholders. The quorum at any such meeting is two Unitholders present in person or by proxy and representing not less than 10% of the Units then outstanding. If no quorum is present at such meeting when called, the meeting, if called on the requisition of Unitholders, will be terminated and otherwise will be adjourned for not less than ten days and at the adjourned meeting the Unitholders then present in person or represented by proxy will form the necessary quorum. At any such meeting, each Unitholder will be entitled to one vote for each whole Unit registered in the Unitholder's name.

The Fund does not intend to hold annual meetings of Unitholders.

### **Matters Requiring Unitholder Approval**

Pursuant to the Trust Agreement, in addition to the requirements of securities legislation, the following matters require the approval of Unitholders by a two-thirds majority vote (other than items (iii), (vii) and (viii) which require approval by a simple majority vote) at a meeting called and held for such purpose:

- (i) a change in the fundamental investment objectives of the Fund as described under "Investment Objectives";
- (ii) a change in the investment restrictions of the Fund as described under "Investment Restrictions";
- (iii) any change in the basis of the calculation of a fee or expense that is charged to the Fund or directly to unitholders by the Fund or the Manager in connection with the holding of securities of the Fund is changed in a way that could result in an increase in charges to the Fund or to Unitholders;
- (iv) a fee or expense, to be charged to the Fund or directly to Unitholders by the Fund or the Manager in connection with the holding of securities of the Fund that could result in an increase in charges to the Fund or to Unitholders, is introduced;
- (v) a change of the manager of the Fund, other than a change resulting in an affiliate of such person assuming such position or, except as described herein, a change in the investment manager or trustee of the Fund, other than a change resulting in an affiliate of such person assuming such position;
- (vi) a decrease in the frequency of calculating the NAV per Unit or of redeeming Units;

- (vii) any issue of Units for net proceeds per Unit less than the most recently calculated NAV per Unit prior to the date of setting of the subscription price by the Fund calculated as described under “Attributes of the Units - Description of the Securities Distributed”;
- (viii) a reorganization (other than a Permitted Merger (as defined herein)) with, or transfer of assets to, a mutual fund trust, if
  - (a) the Fund ceases to continue after the reorganization or transfer of assets; and
  - (b) the transaction results in unitholders becoming securityholders in the mutual fund trust;
- (ix) a reorganization (other than a Permitted Merger) with, or acquisition of assets of, a mutual fund trust, if
  - (a) the Fund continues after the reorganization or transfer of assets; and
  - (b) the transaction results in securityholders of another mutual fund trust becoming unitholders of the Fund; and
  - (c) the transaction would be a material change to the Fund; or
- (x) a restructuring into a mutual fund or an issuer that is not an investment fund.
- (xi) except as described under “Termination of the Fund”, the termination of the Fund; or
- (xii) an amendment, modification or variation in the provisions or rights attaching to the Units.

In addition, the Manager may, without obtaining Unitholder approval, merge the Fund (a “Permitted Merger”) with another fund or funds in accordance with applicable laws. If the Manager determines that a merger is a Permitted Merger, the Manager can effect the merger, including any required changes to the Trust Agreement, without seeking Unitholder approval for the merger or such amendments. If a decision is made to merge, the Manager will send Unitholders written notice at least 60 days prior to the proposed effective date thereof disclosing details of the proposed merger. While the funds to be merged will have similar investment objectives, the funds may have different investment strategies, guidelines and restrictions and, accordingly, the units of the merged funds will be subject to different risk factors.

Pursuant to the Trust Agreement, the auditor of the Fund may be changed without the prior approval of Unitholders provided that the IRC of the Fund approves the change and Unitholders are sent a written notice at least 60 days before the effective date of the change.

### **Amendments to the Trust Agreement**

The Manager and the Trustee may, without the approval of or notice to Unitholders, amend the Trust Agreement for certain limited purposes specified therein, including to:

- (i) remove any conflicts or other inconsistencies which may exist between any terms of the Trust Agreement and any provisions of any law or regulation applicable to or affecting the Fund;
- (ii) make any change or correction in the Trust Agreement which is of a typographical nature or is required to cure or correct any ambiguity or defective or inconsistent provision, clerical omission, mistake or manifest error contained therein;

- (iii) bring the Trust Agreement into conformity with applicable laws, rules and policies of Canadian securities regulators or with current practice within the securities industry, provided that any such amendment does not adversely affect the pecuniary value of the interest of any Unitholder;
- (iv) maintain the status of the Fund as a “mutual fund trust” for the purposes of the Tax Act; or
- (v) provide added protection or benefit to Unitholders.

Except for changes to the Trust Agreement which require the approval of Unitholders or changes described above which do not require approval or prior notice to Unitholders, the Trust Agreement may be amended from time to time by Strathbridge and the Trustee upon not less than 30 days’ prior written notice to Unitholders.

### **Reporting to Unitholders**

The Fund will furnish to Unitholders such financial statements (including interim unaudited and annual audited financial statements) and other reports as are from time to time required by applicable law, including prescribed forms needed for the completion of Unitholders’ tax returns under the Tax Act and equivalent provincial legislation.

### **TERMINATION OF THE FUND**

The Fund may be terminated at any time upon not less than 90 days’ written notice to the Manager from the Trustee, with the approval of Unitholders by a two-thirds majority vote passed at a duly convened meeting of Unitholders called for the purpose of considering such termination, provided that there is a quorum for such meeting (and any adjournment thereof) of Unitholders holding at least 10% of the Units outstanding on the record date of the meeting vote.

The Manager, may, in its discretion, terminate the Fund without the approval of Unitholders if, in the opinion of the Manager after consulting with the Advisory Board, the Net Asset Value of the Fund has been reduced as a result of redemptions or otherwise such that it is no longer economically feasible to continue the Fund and it would be in the best interests of the Unitholders to terminate the Fund. In such circumstances, the Manager will provide at least 30 and no more than 60 days’ notice to Unitholders of the Termination Date and will issue a press release at least ten days in advance thereof.

Immediately prior to the Termination Date, Strathbridge will, to the extent possible, convert the assets of the Fund to cash and the Trustee shall, after paying or making adequate provision for all of the Fund’s liabilities, distribute the net assets of the Fund to Unitholders on a *pro rata* basis as soon as practicable after the Termination Date.

## USE OF PROCEEDS

The Fund will use the proceeds from the sale of Units as follows:

	<u>Maximum Offering</u>	<u>Minimum Offering</u>
Gross proceeds to the Fund.....	\$●	\$20,000,000
Agents' fees .....	\$●	\$1,050,000
Expenses of issue .....	\$●	\$300,000
Net proceeds to the Fund .....	\$●	\$18,650,000

The net proceeds from the issue of Units offered hereby assuming the maximum offering of Units (after payment of the Agents' fees and expenses of the issue) are estimated to be \$● and will be used to purchase securities for the Portfolio following the Closing Date. See "Overview of the Sectors in which the Fund Invests".

## PLAN OF DISTRIBUTION

Pursuant to the Agency Agreement between the Agents, Strathbridge and the Fund, the Agents have agreed to offer the Units for sale, as agents of the Fund, on a best efforts basis, if, as and when issued by the Fund. The Agents will receive a fee equal to \$0.525 for each Unit sold and will be reimbursed for out-of-pocket expenses incurred by them. The Agents may form a sub-agency group including other qualified investment dealers and determine the fee payable to the members of such group, which fee will be paid by the Agents out of their fees. While the Agents have agreed to use their best efforts to sell the Units offered hereby, the Agents will not be obligated to purchase Units which are not sold.

The Fund has granted the Agents an Over-Allotment Option to offer up to ● additional Units on the same terms set forth above. This prospectus qualifies the distribution of the Over-Allotment Option and the Units issuable on the exercise thereof. The Agents may exercise the Over-Allotment Option in whole or in part at any time on or before the close of business on the thirtieth day following the Closing Date. To the extent that the Over-Allotment Option is exercised, the additional Units will be offered at the Offering price hereunder and the Agents will be entitled to a fee of \$● per Unit purchased.

The offering price was established by negotiation between the Agents and the Manager.

If subscriptions for a minimum of 2,000,000 Units have not been received within 90 days following the date of issuance of a final receipt for this prospectus, the Offering may not continue without the consent of those who have subscribed on or before such date. Under the terms of the Agency Agreement, the Agents may, at their discretion on the basis of their assessment of the state of the financial markets and upon the occurrence of certain stated events, terminate the Agency Agreement. In the event the minimum offering is not achieved by the Fund and the necessary consents are not obtained or if the closing of the Offering does not occur for any reason, subscription proceeds received from prospective purchasers will be returned to such purchasers promptly without interest or deduction. Subscriptions for Units will be received subject to rejection or allotment in whole or in part. The right is reserved to close the subscription books at any time without notice. The Closing Date will be on ●, 2015 or such later date as may be agreed upon by the Fund and the Agents that is on or before 90 days after a receipt for this prospectus has been issued.

The Units will be offered in each of the provinces of Canada. The Units have not been and will not be registered under the *United States Securities Act of 1933*, as amended, or any state securities laws and may not be offered or sold in the U.S. or to U.S. persons.

Pursuant to policy statements of certain Canadian securities regulators, the Agents may not, throughout the period of distribution, bid for or purchase Units. The foregoing restriction is subject to certain exceptions, on the conditions that the bid or purchase not be engaged in for the purpose of creating actual or apparent active trading in, or raising the price of, the Units. Such exceptions include a bid or purchase permitted under applicable by-laws and rules of the relevant self-regulatory authorities relating to market stabilization and passive market making activities and a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of distribution. Pursuant to the first mentioned exception, in connection with the Offering, the Agents may over-allot or effect transactions in connection with their over-allotted position. Such transactions, if commenced, may be discontinued at any time.

### **Non-Resident Unitholders**

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

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

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

Strathbridge and the Trustee will receive the fees described under “Fees and Expenses” for their respective services to the Fund and will be reimbursed by the Fund for all expenses incurred in connection with the operation and administration of the Fund.

## PROXY VOTING DISCLOSURE FOR PORTFOLIO SECURITIES HELD

The Fund has adopted the following proxy guidelines (the “Proxy Guidelines”) with respect to the voting of proxies received by it relating to voting securities held by the Fund. The Proxy Guidelines establish standing policies and procedures for dealing with routine matters, as well as the circumstances under which deviations may occur from such standing policies. A general description of certain such policies is outlined below.

*Auditor:* The Fund will generally vote for proposals to ratify the auditor except where non-audit-related fees paid to such auditor exceed audit-related fees.

*Board of Directors:* The Fund will vote for nominees of management on a case-by-case basis, examining the following factors: independence of the board and key board committees, attendance at board meetings, corporate governance positions, takeover activity, long-term company performance, excessive executive compensation, responsiveness to shareholder proposals and any egregious board actions. The Fund will generally withhold votes from any nominee who is an insider and sits on the audit committee or the compensation committee. The Fund will also withhold support from those individual nominees who have attended fewer than 75% of the board meetings held within the past year without a valid excuse for these absences.

*Compensation Plans:* The Fund will vote on matters dealing with share-based compensation plans on a case-by-case basis. The Fund will review share-based compensation plans with a primary focus on the transfer of shareholder wealth. The Fund will generally vote for compensation plans only where the cost is within the industry maximum except where (i) participation by outsiders is discretionary or excessive or the plan does not include reasonable limits on participation or (ii) the plan provides for option repricing without shareholder approval. The Fund will generally also vote against any proposals to re-price options, unless such re-pricing is part of a broader plan amendment that substantially improves the plan and provided that (i) a value-for-value exchange is proposed; (ii) the top five paid officers are excluded; and (iii) exercised options do not go back into the plan or the company commits to an annual burn rate cap.

*Management Compensation:* The Fund will vote on employee stock purchase plans (“ESPPs”) on a case-by-case basis. The Fund will generally vote for broadly based ESPPs where all of the following apply: (i) there is a limit on employee contribution; (ii) the purchase price is at least 80% of fair market value; (iii) there is no discount purchase price with maximum employer contribution of up to 20% of employee contribution; (iv) the offering period is 27 months or less; and (v) potential dilution is 10% of outstanding securities or less. The Fund will also vote on a case-by-case basis for shareholder proposals targeting executive and director pay, taking into account the issuer’s performance, absolute and relative pay levels as well as the wording of the proposal itself. The Fund will generally vote for shareholder proposals requesting that the issuer expense options or that the exercise of some, but not all options be tied

to the achievement of performance hurdles.

*Capital  
Structure:*

The Fund will vote on proposals to increase the number of securities of an issuer authorized for issuance on a case-by-case basis. The Fund will generally vote for proposals to approve increases where the issuer's securities are in danger of being de-listed or if the issuer's ability to continue to operate is uncertain. The Fund will generally vote against proposals to approve unlimited capital authorization.

*Constituting  
Documents:*

The Fund will generally vote for changes to constituting documents that are necessary and can be classified as "housekeeping". The following amendments will be opposed:

- (i) the quorum for a meeting of shareholders is set below two persons holding 25% of the eligible vote (this may be reduced in the case of a small organization where it clearly has difficulty achieving quorum at a higher level, but the Fund will oppose any quorum below 10%);
- (ii) the quorum for a meeting of the board of directors should not be less than 50% of the number of directors; and
- (iii) the chair of the board has a casting vote in the event of a deadlock at a meeting of directors if that chair is not an independent director.

The Proxy Guidelines also include policies and procedures pursuant to which the Fund will determine how to cause proxies to be voted on non-routine matters including shareholder rights plans, proxy contests, mergers and restructurings and social and environmental issues. The Proxy Guidelines apply to proxy votes that present a conflict between the interests of Strathbridge or an entity related thereto, on the one hand, and the interests of Unitholders, on the other. A copy of the Fund's Proxy Guidelines will be available on the Manager's website at [www.strathbridge.com](http://www.strathbridge.com) or on request, at no cost, by contacting the Manager at [info@strathbridge.com](mailto:info@strathbridge.com).

The Fund will retain ISS Governance Services, a subsidiary of RiskMetrics Group, to administer and implement the Proxy Guidelines for the Fund.

### **MATERIAL CONTRACTS**

The following contracts can reasonably be regarded as material to purchasers of Units:

- (i) the Trust Agreement described under "Organization and Management Details of the Fund"; and
- (ii) the Agency Agreement described under "Plan of Distribution".

Copies of the agreements, after the execution thereof, may be inspected during business hours at the principal office of the Fund during the course of distribution of the Units offered hereby.

### **EXPERTS**

The matters referred to under "Income Tax Considerations" and certain other legal matters relating to the securities offered hereby will be passed upon by Osler, Hoskin & Harcourt LLP, on behalf of the Fund, and Stikeman Elliott LLP, on behalf of the Agents.

The auditor of the Fund is Deloitte LLP, Chartered Professional Accountants, Chartered Accountants Licensed Public Accountants, Toronto, Ontario. Deloitte LLP has advised that they are independent with respect to the Fund within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

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

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment thereto. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of his or her province of residence for the particulars of these rights or consult with a legal advisor.

(This page has been left blank intentionally.)

## INDEPENDENT AUDITOR'S REPORT

### To the Unitholder of the Low Volatility Global Income Fund

We have audited the accompanying financial statement of Low Volatility Global Income Fund, which comprises the statement of financial position as at ●, 2015, and a summary of significant accounting policies and other explanatory information.

#### Management's responsibility for the financial statement

Management is responsible for the preparation and fair presentation of this financial statement in accordance with those requirements of International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

#### Auditor's responsibility

Our responsibility is to express an opinion on this financial statement based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform an audit to obtain reasonable assurance about whether the financial statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statement. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### Opinion

In our opinion, the financial statement presents fairly, in all material respects, the financial position of the Low Volatility Global Income Fund as at ●, 2015 in accordance with International Financial Reporting Standards.

(Signed) ●  
Chartered Professional Accountants, Chartered Accountants  
Licensed Public Accountants

Toronto, Ontario  
●, 2015

**LOW VOLATILITY GLOBAL INCOME FUND  
STATEMENT OF FINANCIAL POSITION**

As at ●, 2015

**Current Assets**

Cash .....	\$10.00
Net Assets attributable to holders of redeemable Units (Note 2)	
Net Assets attributable to holders of redeemable Units per Unit (one unit issued and redeemable) .....	\$10.00

Approved on behalf of the Fund by: Strathbridge Asset Management Inc., as manager

(Signed) ●  
Director

(Signed) ●  
Director

*The accompanying notes are an integral part of this statement of financial position*

**LOW VOLATILITY GLOBAL INCOME FUND**  
**NOTES TO THE STATEMENT OF FINANCIAL POSITION**

**1. GENERAL INFORMATION**

Low Volatility Global Income Fund (the “Fund”) was established under the laws of the Province of Ontario on ●, 2015 by a trust agreement (the “Trust Agreement”) made between RBC Investor Services Trust and Strathbridge Asset Management Inc. (“Strathbridge”). The Fund’s authorized capital includes an unlimited number of units (the “Units”). On ●, 2015, the Fund issued one Unit for \$10.00 cash.

The Fund proposes to offer Units of the Fund at a price of \$10.00 per Unit.

The Fund is managed by Strathbridge.

The Fund’s investment objectives are:

- (i) to provide holders of units with quarterly cash distributions; and
- (ii) to maximize total return through capital appreciation and distributions.

The Fund will seek to achieve its investment objectives by investing in an actively managed portfolio (“Portfolio”) of securities of global issuers from the S&P Global 100 Index that have a trailing 12 month Beta of less than 1.0. The Portfolio will generally consist of 20 to 30 securities of issuers selected from the Investment Universe. The Investment Universe will consist of issuers selected from the S&P Global 100 Index, a capitalization weighted index of multinational blue chip companies of major importance in the global equity markets whose businesses are global in nature, and that derive a substantial portion of their operating income, assets and employees from multiple countries and will be screened for those equities with a trailing 12 month Beta of less than 1.0 relative to the S&P Global 100 Index. Beta is a financial term used as a measure of the return of a security or a portfolio in relation to the market or an index. A beta of less than 1.0 indicates that the price of a security will generally vary to a lesser extent than the movement of the market or an index and a beta of greater than 1.0 indicates that the price of a security will generally vary to a greater extent than the movement of the market or an index.

The expenses of the initial public offering (the “Offering”), which are estimated to be \$●, will be paid out of the gross proceeds of the Offering by the Fund. The expenses of the Offering to be borne by the Fund shall not exceed 1.5% of the gross proceeds of the Offering.

The statement of financial position was approved by the board of directors of Strathbridge on ●, 2015.

**2. SIGNIFICANT ACCOUNTING POLICIES**

The financial statement of the Fund has been prepared in accordance with International Financial Reporting Standards (“IFRS”) relevant to preparing a statement of financial position. In applying IFRS, management may make estimates and assumptions that affect the reported amounts of assets and liabilities. Actual results could differ from those estimates. The following is a summary of significant accounting policies followed by the Fund in the preparation of its financial statement.

#### *Issue Costs*

Issue costs incurred in connection with the offering are expensed.

#### *Cash and Cash Equivalents*

Cash is comprised of cash on deposit with a Canadian financial institution.

#### *Functional and Presentation Currency*

The Canadian dollar is the functional and presentation currency for the Fund.

#### *Fair Value*

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The carrying value of the cash and the Fund's obligation for net assets attributable to holders of redeemable units approximate their fair values due to their short term nature.

#### *Valuation of Units for Transaction Purposes*

The Net Asset Value per Unit on any day will be obtained by dividing the Net Asset Value on such day by the number of Units then outstanding.

As used herein, (i) "Net Asset Value" means the net asset value of the Fund determined by subtracting the aggregate liabilities of the Fund from the Total Assets on the date on which the calculation is being made; and (ii) "Total Assets" means the aggregate value of the assets of the Fund.

#### *Classifications of Redeemable Units*

The Fund's outstanding redeemable Unit entitlement includes a contractual obligation to deliver cash or another financial asset on the Fund's fixed termination date, and therefore the ongoing redemption feature is not the Fund's only contractual obligation. Consequently the Fund's outstanding redeemable Units are classified as financial liabilities in accordance with the requirements of International Accounting Standard 32 *Financial Instruments Presentation*.

### **3. RELATED PARTY TRANSACTIONS**

As at ●, 2015 the Manager has subscribed for one Unit for \$10.00 in the Fund, and therefore holds all of the issued and outstanding units of the Fund. An annual management fee equal to 1.25% of the Net Asset Value of the Fund will be paid to the Manager by the Fund, calculated daily and payable monthly in arrears, plus applicable taxes.

### **4. REDEMPTIONS**

Units may be redeemed annually on the last business day of March commencing in 2017 at a redemption price per Unit equal to 100% of the NAV per Unit, subject to Strathbridge's right to suspend redemptions in certain circumstances. In order to effect such a redemption, the Units must be surrendered on or before the first business day of March in each year commencing in

2017. Units may also be redeemed monthly at a redemption price based on the market price of such Units. Redemption proceeds will be payable in Canadian dollars.

5. **SUBSEQUENT EVENT**

The Fund and Strathbridge have entered into an agency agreement with Scotia Capital Inc., BMO Nesbitt Burns Inc., RBC Dominion Securities Inc., CIBC World Markets Inc., National Bank Financial Inc., TD Securities Inc., GMP Securities L.P., Raymond James Ltd., Canaccord Genuity Corp., Desjardins Securities Inc., Dundee Securities Ltd. and Mackie Research Capital Corporation (collectively, the “Agents”) dated as of ●, 2015 pursuant to which the Fund has agreed to create, issue and sell, and the Agents have agreed to offer for sale to the public, a minimum of 2,000,000 Units and a maximum of ● Units at \$10.00 per Unit. In consideration for their services in connection with the offering, the Agents will be paid a fee of \$0.525 per Unit out of the proceeds of the Offering.

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

Dated: July 28, 2015

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick, Prince Edward Island, Nova Scotia and Newfoundland and Labrador.

**STRATHBRIDGE ASSET MANAGEMENT INC.**  
(as manager on behalf of Low Volatility Global Income Fund)

(Signed) JOHN P. MULVIHILL  
Chief Executive Officer

(Signed) JOHN D. GERMAIN  
Chief Financial Officer

**On behalf of the Board of Directors of  
Strathbridge Asset Management Inc.**

(Signed) JOHN P. MULVIHILL  
Director

(Signed) JOHN D. GERMAIN  
Director

(Signed) DAVID E. ROODE  
Director

**STRATHBRIDGE ASSET MANAGEMENT INC.**  
(as promoter)

(Signed) JOHN P. MULVIHILL  
Chief Executive Officer

**CERTIFICATE OF THE AGENTS**

Dated: July 28, 2015

To the best of our knowledge, information and belief, this prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick, Prince Edward Island, Nova Scotia and Newfoundland and Labrador.

Scotia Capital Inc.

BMO Nesbitt Burns Inc.

RBC Dominion Securities Inc.

By: (signed) ROBERT HALL

By: (signed) ROBIN TESSIER

By: (signed) CHRISTOPHER BEAN

CIBC World Markets Inc.

National Bank Financial Inc.

TD Securities Inc.

By: (signed) MICHAEL D. SHUH

By: (signed) TIMOTHY EVANS

By: (signed) CAMERON  
GOODNOUGH

GMP Securities L.P.

Raymond James Ltd.

By: (signed) ANDREW KIGUEL

By: (signed) J. GRAHAM FELL

Canaccord Genuity Corp.

Desjardins Securities Inc.

Dundee Securities Ltd.

Mackie Research Capital  
Corporation

By: (signed) RON SEDRAN

By: (signed) NAGLAA  
PACHECO

By: (signed) AARON  
UNGER

By: (signed) DAVID  
KEATING

# Low Volatility Global

I N C O M E F U N D