

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

December 12, 2014

U.S. FINANCIALS INCOME FUND

Class A Units
\$10.00 per Class A Unit
\$● (● Class A Units) Maximum

Class U Units
US\$10.00 per Class U Unit
US\$● (● Class U Units) Maximum

U.S. Financials Income Fund (the “Fund”), a closed-end investment trust established under the laws of the Province of Ontario, proposes to issue class A units of the Fund (“Class A Units”) at a price of \$10.00 per Class A Unit and class U units (“Class U Units”) at a price of US\$10.00 per Class U Unit. The Class A Units and Class U Units are together referred to as the “Units”. The offering of the Units is referred to herein as the “Offering”. The Class U Units are designed for investors wishing to make their investment in U.S. dollars and will not be listed on the stock exchange but will be convertible into Class A Units on a weekly basis.

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 (the “Portfolio”) of U.S. financial issuers selected from the S&P 500 Index that are classified as “financials” by Standard & Poor’s Global Industry Classification Standard and which have a market capitalization of at least US\$10 billion and a credit rating issued by Standard & Poor’s® Rating Services, a division of The McGraw-Hill Companies, Inc. of at least A– at the time of purchase (“U.S. Financials”). The Portfolio will also include U.S. publicly listed alternative asset management issuers which have a market capitalization of at least US\$5 billion at the time of purchase (“Alternative Asset Managers”). U.S. Financial issuers may include, but are not limited to, issuers operating in the following financial industry sub-sectors: retail and commercial banking, investment banking, wealth management, insurance and real estate. Alternative Asset Manager issuers may include, but are not limited to, managers or investment advisors who structure, promote, sponsor or operate investment and other funds focused on non-traditional asset classes such as private equity, real estate, commodities and alternative investment strategies. 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”.

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Price: \$10.00 per Class A Unit
Minimum Purchase: 100 Class A Units

Price: US\$10.00 per Class U Unit
Minimum Purchase: 100 Class U Units

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

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 Class A Units are sold. If subscriptions for a minimum of 2,000,000 Class A 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 Class A 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 Class A 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 Class A Units will be \$ ● , the Agents' fees will be \$ ● and the net proceeds to the Fund will be \$ ● (assuming only Class A Units are sold). A purchaser who acquires Class A Units forming part of the Agents' over-allocation position acquires such Class A 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., RBC Dominion Securities Inc., BMO Nesbitt Burns 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, 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".

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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:** U.S. Financials Income Fund (the “Fund”) is a closed-end investment trust established under the laws of the Province of Ontario pursuant to the Trust Agreement (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 class A units (the “Class A Units”) and class U units (the “Class U Units”) of the Fund. The Class A Units and Class U Units are together referred to as the “Units”. The Class U Units are designed for investors wishing to make their investment in U.S. dollars.
- Maximum Issue:** \$● (● Class A Units)
US\$● (● Class U Units)
- Minimum Issue:** \$20,000,000 (2,000,000 Class A Units)
- Price:** \$10.00 per Class A Unit
US\$10.00 per Class U Unit
- Minimum Subscription:** 100 Class A Units (\$1,000)
100 Class U Units (US\$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.
- The Fund will invest in an actively managed portfolio (the “Portfolio”) consisting primarily of equity securities of U.S. Financial issuers (defined herein) and Alternative Asset Managers (defined herein). See “Investment Objectives”.
- Investment Strategy:** To achieve its investment objectives the Fund will invest in an actively managed portfolio (the “Portfolio”) of U.S. Financial issuers selected from the S&P 500 Index that are classified as “financials” by Standard & Poor’s Global Industry Classification Standard and which have a market capitalization of at least US\$10 billion and a S&P Rating (defined herein) of at least A- at the time of purchase (“U.S. Financials”). The Portfolio will also include U.S. publicly listed alternative asset management issuers which have a market capitalization of at least US\$5 billion at the time of purchase (“Alternative Asset

Managers”). U.S. Financial issuers may include, but are not limited to, issuers operating in the following financial industry sub-sectors: retail and commercial banking, investment banking, wealth management, insurance and real estate. Alternative Asset Manager issuers may include, but are not limited to, managers or investment advisors who structure, promote, sponsor or operate investment and other funds focused on non-traditional asset classes such as private equity, real estate, commodities and alternative investment strategies.

The Fund may invest up to 25% of its Net Asset Value in securities included in the S&P 500 Index that are classified as “financials” as defined by Standard & Poor’s Global Industry Classification Standard but that are not included in the Investment Universe because they do not meet the minimum US\$10 billion market capitalization or minimum A- S&P Rating requirements and Alternative Asset Managers that do not meet the minimum US\$5 billion market capitalization requirement.

The Manager will select the 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 in the Fund’s 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.

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) 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 Strategy”.

Investment Universe

The Investment Universe will consist of equity securities included in the S&P 500 Index that are classified as “financials” by Standard &

Poor's Global Industry Classification Standard which have a market capitalization of at least US\$10 billion and a S&P Rating of A- at the time of purchase. The Investment Universe will also include equity securities of Alternative Asset Managers.

The Portfolio, if established on December 10, 2014 would have consisted of 20 to 30 equity securities selected from the Investment Universe set forth below which as of December 10, 2014, was comprised of 46 issuers having an average market capitalization of \$54 billion, a dividend yield of 2.82% and an average five-year total return CAGR (defined herein) of 15.0%.

Berkshire Hathaway Inc.	Allstate Corp.
Wells Fargo & Co.	Aflac Inc.
JP Morgan Chase & Co.	Aon Plc
Bank of America Corp.	Ameriprise Financial Inc.
Citigroup Inc.	Intercontinental Exchange Inc.
Goldman Sachs Group Inc.	Chubb Corp.
US Bancorp	Boston Properties Inc.
American International Group	Invesco Ltd.
Morgan Stanley	M & T Bank Corp.
Metlife Inc.	Loews Corp.
Blackrock Inc.	Northern Trust Corp.
Simon Property Group Inc.	Progressive Corp.
PNC Financial Services Group	Lincoln National Corp.
Bank Of New York Mellon Corp.	Blackstone Group LP/The
Prudential Financial Inc.	KKR & Co. LP
Schwab (Charles) Corp.	Icahn Enterprises LP
Franklin Resources Inc.	The Carlyle Group
The Travelers Cos Inc.	Apollo Global Management
State Street Corp.	Oaktree Capital Group LLC
Public Storage	Lazard Ltd.
Marsh & McLennan Cos	Och-Ziff Capital Management
CME Group Inc.	Brookfield Property Partners
BB&T Corp.	Ares Capital Corp.

See "Investment Strategy – 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 December 10, 2014, the 30-day average volatility level of the Investment Universe was 14.5%.

See “Investment Strategy – Investment Universe”.

Distribution Policy:

The Fund intends to make quarterly cash distributions to Unitholders on the last business day of March, June, September and December. 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 5.00% 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 ●, 2015, will be paid on or about ●, 2015. The first distribution will be pro-rated to reflect the period from the Closing Date to ●, 2015. Distributions paid by the Fund are generally expected to be sourced from U.S. 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 will be payable in Canadian dollars to holders of Class A Units and in U.S. dollars to holders of Class U Units.

The Portfolio would be required to generate a total return of approximately 6.94% per annum, including dividends and net of estimated withholding taxes, in order for the Fund to maintain a stable net asset value (“Net Asset Value” or “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 2.40% 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 4.54% 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 14.5%, 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 Strategy”, including that the Fund writes at-the-money call options on approximately 24.4% of the Portfolio and that the gross proceeds of the Offering are \$100 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 slightly 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".

**U.S. Currency Hedging
(Class A Units only):**

It is expected that the Portfolio Securities will primarily be U.S. dollar denominated. Strathbridge may enter into currency hedging to reduce the effects on the Class A Units of changes in the value of the U.S. dollar relative to the Canadian dollar. From time to time, between 0% and 100% of the value of the Portfolio's U.S. dollar 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 September commencing in 2016 at a redemption price per Unit of a class equal to

100% of the NAV per Unit of a class, 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 September in each year commencing in 2016. 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 to holders of Class A Units and in U.S. dollars to holders of Class U Units. 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 Class A Units close at a trading price that is less than 98% of the latest NAV per Class A Unit, the Fund will offer to purchase Class A Units thereafter if and to the extent that the Class A Units continue to trade at a price that is below 98% of the latest NAV per Class A 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 Class A 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".

Conversion of Class U Units

A holder of Class U Units may convert such Class U Units into Class A Units on a weekly basis for liquidity purposes. It is expected that liquidity for the Class U Units will be obtained primarily by means of conversion into Class A Units and the sale of such Class A Units on the stock exchange. Class U Units may be converted in any week on the first Business Day of such week (the "Conversion Date") by delivering a notice to the Manager and surrendering such Class U Units by 3:00 p.m. (Toronto time) at least five Business Days prior to the applicable Conversion Date.

For each Class U Unit so converted, a holder will receive that number of Class A Units equal to the Net Asset Value per Class U Unit as at the close of trading on the Business Day immediately preceding the Conversion Date divided by the Net Asset Value per Class A Unit as at such time. As the Units are denominated in different currencies, the Fund will utilize the applicable Reference Exchange Rate, or as nearly as practicable to, the Conversion Date. No fraction of a Class A Unit will be issued upon any conversion of Class U Units and any fractional amounts will be rounded down to the nearest whole number of Class A Units. See "Attributes of Units – Conversion of Units".

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 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 Class A 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.

Organization and Management of the Fund:

See “Income Tax Considerations – Eligibility of Investment”.

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 – The Custodian”.

Auditor

The auditor of the Fund is Deloitte LLP, Chartered Professional Accountants, Chartered Accountants, Licensed Public Accountants, Toronto, Ontario.

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.

Agents:

Scotia Capital Inc., RBC Dominion Securities Inc., BMO Nesbitt Burns 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 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, 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 exercisable until 30 days after the Closing Date, to purchase up to 15% of the aggregate number of Class A 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 Class A 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 Class A Units will be \$●, the Agents' fees will be \$● and the net proceeds to the Fund will be \$● (assuming only Class A Units are sold). A purchaser who acquires Class A Units forming part of the Agents' over-allocation position acquires such Class A 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".

Agents' Position	Maximum Size	Exercise Period	Exercise Price
Over-Allotment Option	● Class A Units	Within 30 days following the Closing Date	\$10.00 per Class A 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>
Fees payable to the Agents for selling Units:	\$0.525 per Class A Unit (5.25%) and US\$0.525 per Class U Unit (5.25%).
Expenses of issue:	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".
Fee payable to Strathbridge for acting as manager and investment manager of the Fund:	Annual rate of 1.25% of the Fund's NAV calculated and payable monthly, plus applicable taxes. See "Fees and Expenses – Fees and Expenses Payable by the Fund – Management and Investment Management Fees".
Operating expenses:	The Fund will pay all ordinary expenses incurred in connection with its operation and administration, estimated to be \$200,000 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

Advisory Board	the advisory board appointed by the Manager to assist the Manager in performing its services under the Trust Agreement.
Agency Agreement	an agency agreement dated as of ●, 2015 between the Agents, Strathbridge and the Fund.
Agents	Scotia Capital Inc., RBC Dominion Securities Inc., BMO Nesbitt Burns 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.
Alternative Asset Manager	a U.S. publicly listed manager or investment advisor that has a market capitalization of at least US\$5 billion (at the time of purchase) and that structures, promotes, sponsors or operates investment and other funds focused on non-traditional asset classes such as private equity, real estate, commodities and alternative investment strategies.
Annual Redemption Date	the last business day of September of any year commencing in 2016 on which Units may be redeemed.
Annual Redemption Deadline	on or before the first business day of September of any year commencing in 2016 on which Units may be surrendered annually for redemption.
at-the-money	in relation to a call or put option, an option with a strike price equal to the current market price of the underlying security.
Auditor	Deloitte LLP.
Black-Scholes Model	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.
business day	any day on which the TSX is open for business.
call option	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.
CAGR	compound annual growth rate.
cash-covered put option	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.
cash equivalents	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 approved rating organization; or

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

CDS	CDS Clearing and Depository Services Inc.
CDS Participant	a participant in CDS.
CICA Handbook	Canadian Institute of Chartered Accountants Handbook.
Class A Monthly Redemption Price	the price at which Unitholders can redeem Class A Units on the Monthly Redemption Date.
Class A Units	trust units of the Fund denominated in Canadian dollar currency.
Class U Units	trust units of the Fund denominated in U.S. dollar currency.
Closing Date	on or before ●, 2015 but no later than 90 days after a receipt for this prospectus has been issued.
Closing Market Price	the closing price of the Class A Units on the principal stock exchange on which the Class A Units are listed (or, if the Class A Units are not listed on any stock exchange, on the principal market on which the Class A 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 Class A Units on the principal stock exchange on which the Class A Units are listed (or, if the Class A Units are not listed on any stock exchange, on the principal market on which the Class A Units are quoted for trading).
Conversion Date	the first Business Day of each week, on which Class U Units will be converted if previously surrendered.
covered call option	a call option entered into in circumstances where the seller of the call option holds the underlying security throughout the term of the option.
CRA	Canada Revenue Agency.
Custodian	RBC Investor Services Trust.
equity security	common shares or equivalent of a U.S. Financial issuer or Alternative Asset Manager.
Fund	U.S. Financials Income Fund.

in-the-money	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.
inverse exchange-traded fund	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.
investment manager	Strathbridge in its capacity as the Fund's investment manager.
Investment Universe	issuers from which the securities to be included in the Portfolio are selected, such universe being comprised of U.S. Financials and Alternative Asset Managers.
IRC	independent review committee.
Manager	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.
Market Price	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.
Monthly Redemption Date	the last day in any month other than September (commencing in 2016) on which Units may be redeemed.
Monthly Redemption Deadline	the date that is at least ten business days prior to a Monthly Redemption Date other than September (commencing in 2016) on which Units may be surrendered monthly for redemption.
NAV per Unit (of a class)	in general, the NAV of the Fund attributable to such class divided by the number of Units of the class then outstanding. See "Calculation of Net Asset Value – Calculation of Net Asset Value and NAV per Unit".
Net Asset Value or NAV	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".
NI 81-102	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.
NI 81-107	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.
Offering	the offering of Units of the Fund pursuant to the final long form prospectus of the Fund.
option premium	the purchase price of an option.

out-of-the-money	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.
Over-Allotment Option	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 Class A Units issued on the Closing Date.
Portfolio	the actively managed portfolio of the Fund.
Portfolio Securities	the securities held by the Fund in the Portfolio from time to time.
put option	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.
RBC Investor Services	RBC Investor Services Trust.
Recirculation Agent	Scotia Capital Inc.
Recirculation Agreement	the recirculation agreement made between the Fund and Scotia Capital Inc. to be dated the Closing Date whereby purchasers may be identified to purchase Class A Units that have been tendered for redemption.
Redemption Date	an Annual Redemption Date or a Monthly Redemption Date.
Redemption Deadline	an Annual Redemption Deadline or a Monthly Redemption Deadline.
Redemption Notice	notice provided by a Unitholder to a CDS Participant indicating that such Unitholder wishes to exercise a redemption privilege.
Redemption Payment Date	on or before the fifteenth day following a Redemption Date.
Reference Exchange Rate	the Bank of England's 4:00 p.m. US/CAD spot rate as found on www.bankofengland.co.uk/statistics/pages/iadb/notesiadb/Spot_rates.aspx .
Registered Plan	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.
Registrar and Transfer Agency Agreement	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.
S&P Rating	A credit rating issued by Standard & Poor's® Rating Services, a division of The McGraw-Hill Companies, Inc.
Strathbridge	Strathbridge Asset Management Inc., the Fund's investment fund manager and portfolio manager.

strike price	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.
Tax Act	the <i>Income Tax Act</i> (Canada) and the regulations made thereunder.
Termination Date	the date on which the Fund is terminated.
Transfer Agent	Computershare Investor Services Inc. in its capacity as registrar and transfer agent of the Fund.
Trust Agreement	the trust agreement made between the Manager and the Trustee dated ●, 2015 establishing the Fund.
Trustee	RBC Investor Services.
TSX	the Toronto Stock Exchange.
Units	the Class A Units and/or Class U Units of the Fund.
Unitholders	the holders of Units of the Fund.
U.S.	United States
U.S. Financial	an issuer classified as a “financial” by Standard & Poor’s Global Industry Classification Standard which has a market capitalization of at least US\$10 billion and a S&P Rating of A- at the time of purchase.
volatility	in respect of the price of a security, the numerical measure of the tendency of the price to vary over time.
\$	Canadian dollars, unless otherwise indicated.

OVERVIEW OF THE LEGAL STRUCTURE OF THE FUND

U.S. Financials 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”), 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 invest in an actively managed portfolio (the “Portfolio”) consisting primarily of equity securities of U.S. Financial issuers and Alternative Asset Managers.

INVESTMENT STRATEGY

To achieve its investment objectives the Fund will invest in an actively managed portfolio of U.S. financial issuers selected from the S&P 500 Index that are classified as “financials” by Standard & Poor’s Global Industry Classification Standard and which have a market capitalization of at least US\$10 billion and a S&P Rating (defined herein) of at least A- at the time of purchase (“U.S. Financials”). The Portfolio will also include U.S. publicly listed alternative asset management issuers which have a market capitalization of at least US\$5 billion at the time of purchase (“Alternative Asset Managers”). U.S. Financial issuers may include, but are not limited to, issuers operating in the following financial industry sub-sectors: retail and commercial banking, investment banking, wealth management, insurance and real estate. Alternative Asset Manager issuers may include, but are not limited to, managers or investment advisors who structure, promote, sponsor or operate investment and other funds focused on non-traditional asset classes such as private equity, real estate, commodities and alternative investment strategies.

The Fund may invest up to 25% of its Net Asset Value in securities included in the S&P 500 Index that are classified as “financials” as defined by Standard & Poor’s Global Industry Classification Standard but that are not included in the Investment Universe because they do not meet the minimum US\$10 billion market capitalization and minimum A- S&P Rating requirements and Alternative Asset Managers that do not meet the minimum US\$5 billion market capitalization requirement.

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.

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 (defined herein); 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 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.

Investment Universe

The Investment Universe will consist of equity securities of U.S. Financial issuers being issuers included in the S&P 500 Index that are classified as "financials" by Standard & Poor's Global Industry Classification Standard which have a market capitalization of at least US\$10 billion and a S&P Rating of A- at the time of purchase. The Investment Universe will also include equity securities of Alternative Asset Managers.

The S&P 500 Index is a market capitalization-weighted index that is designed to represent the returns of large-capitalization U.S. issuers. The S&P 500 Financials Index includes securities of U.S. issuers that are classified as "financials" (as defined by Standard & Poor's Global Industry Classification Standard). As at December 10, 2014, the "financials" included in the S&P 500 Index had an average market capitalization of US\$66 billion and average dividend growth of 13.6% per annum over the past five years.

The table below shows the one, three, five and ten-year performance for the S&P 500 Financials Total Return Index compared to the total return of the broader based S&P 500 and the S&P/TSX Composite Index, up to December 10, 2014.

Annualized Total Returns (As at December 10, 2014)

<u>Year(s)</u>	<u>S&P 500 Financials Total Return Index</u>	<u>S&P 500 Total Return Index</u>	<u>S&P/TSX Composite Total Return Index</u>
1 Year	16.7%	14.7%	7.0%
3 Years	25.6%	19.8%	8.0%
5 Years	13.3%	15.3%	6.9%
10 Years	0.2%	7.7%	7.3%

Note:

(1) Daily total returns from December 10, 2004 through December 10, 2014.

Source: Bloomberg

The information set forth above is historical and will differ from the total returns of the actual Portfolio Securities which include Alternative Asset Managers and does not reflect fees and expenses of the Fund or the impact of the option writing and currency hedging strategies of the Fund.

The Portfolio, if established on December 10, 2014 would have consisted of 20 to 30 equity securities selected from the Investment Universe set forth below which as of December 10, 2014, was comprised of 46 issuers having an average market capitalization of US\$54 billion, a dividend yield of 2.82% and an average five-year total return CAGR (defined herein) of 15.0%.

Ticker	Company Name	Industry Group	Market Capitalization (US\$ Billion)	S&P Credit Rating	Dividend Yield (%)	5 Year Growth of Dividends (CAGR %)	5 Year Total Return (CAGR %)
S&P 500 Financials							
1	BRK/B	Berkshire Hathaway Inc. - Cl B	367.40	AA	0.00	0.00	17.86
2	WFC	Wells Fargo & Co.	281.48	A+	2.58	22.47	18.97
3	JPM	JPMorgan Chase & Co.	226.83	A	2.64	24.10	10.39
4	BAC	Bank Of America Corp.	182.78	A-	1.15	24.57	3.17
5	C	Citigroup Inc.	165.02	A-	0.07	-16.74	7.15
6	GS	Goldman Sachs Group Inc.	86.44	A-	1.25	8.21	4.17
7	USB	US Bancorp	79.88	A+	2.20	10.56	16.34
8	AIG	American International Group	76.77	A-	0.91	0.00	18.04
9	MS	Morgan Stanley	73.19	A-	1.07	-4.33	5.32
10	MET	Metlife Inc.	62.44	A-	2.55	12.36	11.29
11	BLK	Blackrock Inc.	59.75	AA-	2.16	19.87	12.43
12	SPG	Simon Property Group Inc.	57.43	A	2.85	63.49	24.37
13	PNC	PNC Financial Services Group	46.71	A-	2.16	14.39	13.04
14	BK	Bank Of New York Mellon Corp.	45.91	A+	1.67	5.29	10.53
15	PRU	Prudential Financial Inc.	39.56	A	2.69	25.39	15.22
16	SCHW	Schwab (Charles) Corp.	38.55	A	0.81	0.00	11.49
17	BEN	Franklin Resources Inc.	35.16	AA-	1.06	11.38	11.81
18	TRV	Travelers Cos Inc/The	34.55	A	2.11	11.82	18.51
19	STT	State Street Corp.	32.72	A+	1.53	32.91	15.66
20	PSA	Public Storage	32.07	A	3.02	14.87	23.18
21	MMC	Marsh & McLennan Cos.	31.12	A-	1.95	5.79	25.00
22	CME	CME Group Inc.	29.99	AA-	2.11	37.25	10.33
23	ALL	Allstate Corp.	28.75	A-	1.63	6.96	22.60
24	AON	Aon Plc	27.46	A-	1.04	9.04	21.99
25	BBT	BB&T Corp.	27.44	A-	2.52	-5.19	10.89
26	AFL	Aflac Inc.	26.78	A	2.62	6.02	7.77
27	ICE	Intercontinental Exchange Inc.	25.14	A	1.17	0.00	16.33
28	AMP	Ameriprise Financial Inc.	24.66	A	1.74	27.15	31.45
29	CB	Chubb Corp.	24.25	A+	1.95	7.05	19.06
30	BXP	Boston Properties Inc.	20.36	A-	1.96	15.50	17.93
31	IVZ	Invesco Ltd.	17.35	A	2.48	19.06	16.06
32	MTB	M & T Bank Corp.	16.29	A-	2.27	0.00	17.65
33	NTRS	Northern Trust Corp.	15.80	A+	1.97	3.03	9.58
34	PGR	Progressive Corp.	15.77	A+	1.84	0.00	14.17
35	L	Loews Corp.	15.08	A+	0.62	0.00	3.25
36	LNC	Lincoln National Corp.	14.57	A-	1.43	21.67	20.97
S&P 500 Financials Average			US\$ 66.26		1.82	13.56	14.83
Alternative Asset Managers							
37	BX	Blackstone Group LP/The	38.76	A+	5.17	16.36	25.41
38	KKR	KKR & Co. LP	17.78	A	8.21	0.00	26.30
39	IEP	Icahn Enterprises LP	11.74	BBB-	6.21	44.07	24.04
40	APO	Apollo Global Management - Cl A	8.64	A	13.04	0.00	17.01
41	CG	Carlyle Group/The	8.56	A-	2.38	0.00	12.60
42	OAK	Oaktree Capital Group LLC	7.54	Not Rated	5.03	0.00	13.34
43	LAZ	Lazard Ltd. - Cl A	6.56	Not Rated	2.39	26.37	8.58
44	BPY	Brookfield Property Partners	5.55	Not Rated	4.41	0.00	6.54
45	OZM	Och-Ziff Capital Managemen - Cl A	5.36	BBB+	7.07	55.37	6.28
46	ARCC	Ares Capital Corp.	5.08	BBB	9.40	1.02	16.05
Alternative Asset Managers Average			US\$ 11.56		6.33	28.64	15.61
Total Universe Average			US\$ 54.37		2.82	15.60	15.00

Notes:

- (1) KKR & Co. LP - Total Return CAGR from July 14, 2010.
- (2) Apollo Global Management - Total Return CAGR from March 29, 2011.
- (3) Carlyle Group/The - Total Return CAGR from May 2, 2012.
- (4) Oaktree Capital Group LLC - Total Return CAGR from April 11, 2012.
- (5) Brookfield Property Partners - Total Return CAGR from March 22, 2013.

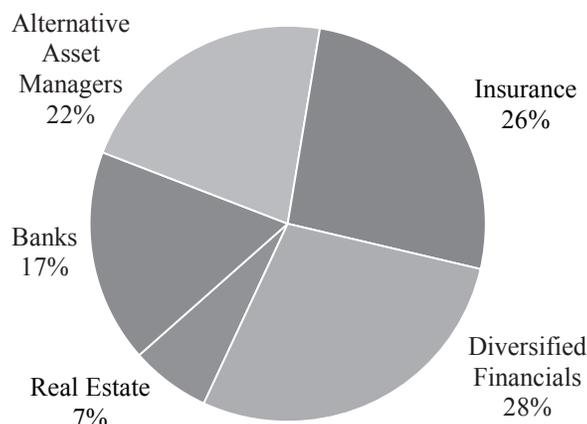
Source: Bloomberg.

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

Sector Diversification

The Investment Universe includes a cross section of large capitalization issuers from the S&P 500 Financials Index as well as Alternative Asset Managers as noted in the chart below.

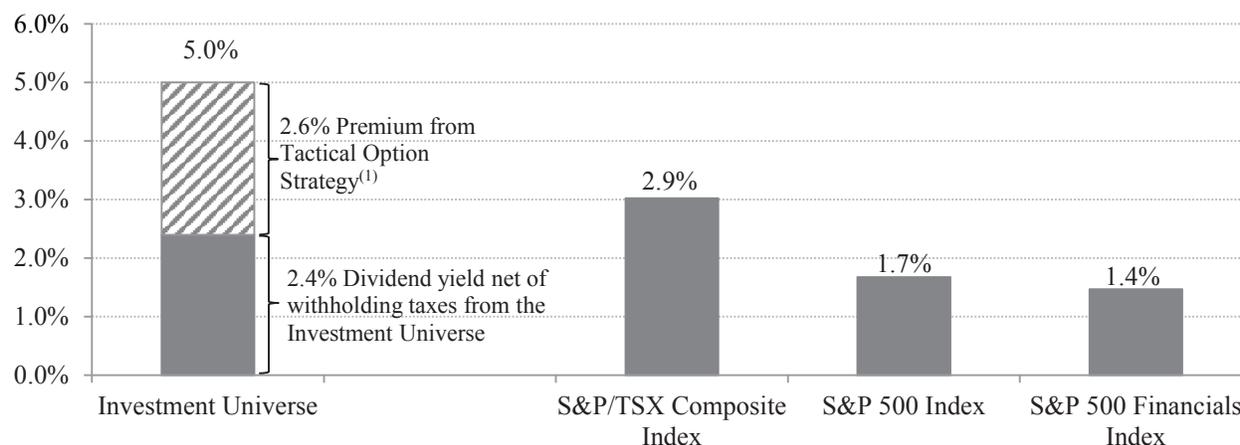
Subsectors Within the Investment Universe



Dividend Yield Comparison

The following compares the annual dividend yields (net of withholding tax), as at December 10, 2014, of various Canadian and U.S indices as compared to the Fund’s initially targeted distributions:

Dividend Yield Comparison – Net of Withholding Tax



Note:

(1) The 2.6% premium from covered call writing represents the amount of the distribution on the Units, net of expenses, required to supplement the dividends (net of withholding tax) generated by the Portfolio to achieve the annual distribution of 5.0%

Source: Bloomberg

Investment Process

The Fund will invest in the Portfolio which is primarily comprised of U.S. Financial issuers and Alternative Asset Managers. 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 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.

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 U.S. equity securities included in the Investment Universe for the five years ended December 10, 2014 are as follows:

Five Year Price Volatility (December 10, 2009 to December 10, 2014)

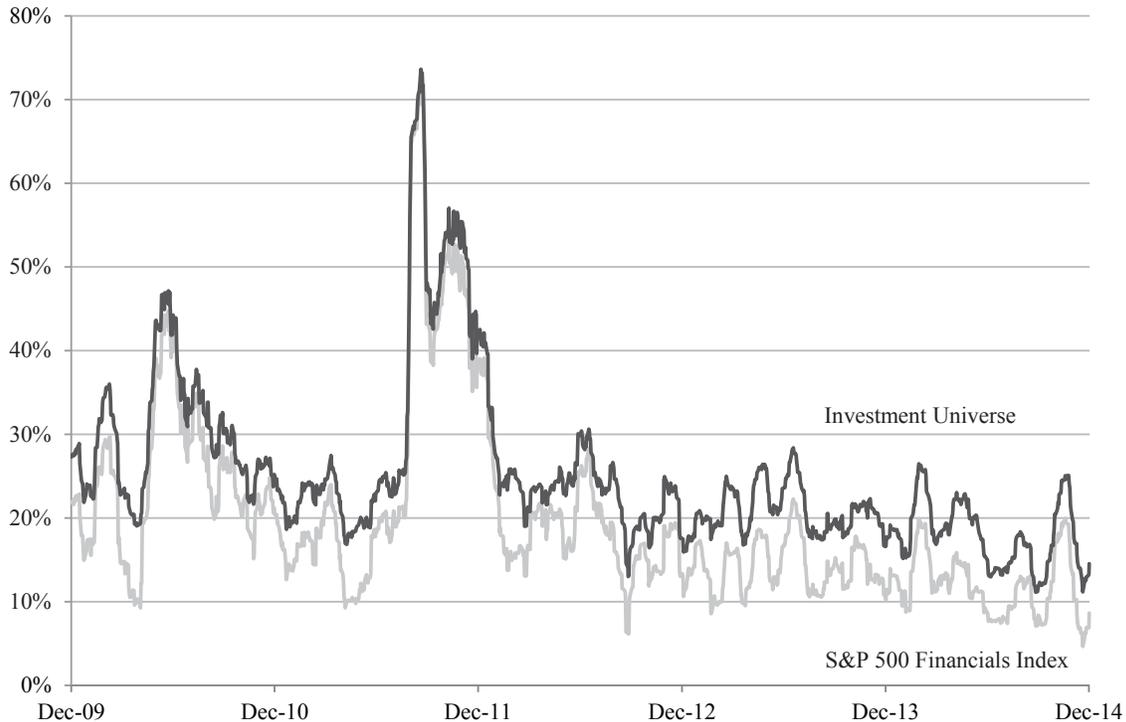
	Average ⁽¹⁾	Low ⁽¹⁾	High ⁽¹⁾	Current ⁽²⁾
Investment Universe	25.2%	11.1%	73.6%	14.5%
S&P 500 Financials Index	19.6%	4.6%	71.7%	8.6%

Source: Bloomberg

Notes:

- (1) Data reflects the five year history for the Investment Universe and the S&P 500 Financials Index. Volatility for the Investment Universe is equally weighted as at December 10, 2014.
- (2) Average of the current volatilities on December 10, 2014 for the Investment Universe and the S&P 500 Financials Index.
- (3) KKR & Co. LP from July 14, 2010, Apollo Global Management from March 29, 2011, Carlyle Group/The from May 2, 2012, Oaktree Capital Group LLC from April 11, 2012 and Brookfield Property Partners from March 22, 2013.

Average 30 - Day Price Volatility



Source: Bloomberg

The information set forth above is historical and is not intended to be, nor should it be construed as, an indication as to future volatility levels of the Fund's Portfolio Securities.

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.

Assumed % of Portfolio Write Level	Distribution Analysis assuming average implied volatility of 14.5%								
	17.5%	20.0%	22.5%	24.4%	27.5%	30.0%	32.5%	35.0%	37.5%
Dividend Yield (net of withhold tax)	2.40%	2.40%	2.40%	2.40%	2.40%	2.40%	2.40%	2.40%	2.40%
Premiums from Call Option Writing ⁽²⁾	3.3%	3.7%	4.2%	4.5%	5.1%	5.6%	6.0%	6.5%	7.0%
Total Distribution Available	5.7%	6.1%	6.6%	6.9%	7.5%	8.0%	8.4%	8.9%	9.4%
Total Expenses of the Fund	-1.6%	-1.6%	-1.6%	-1.6%	-1.6%	-1.6%	-1.6%	-1.6%	-1.6%
Net Distribution Available on Net Proceeds⁽³⁾	4.0%	4.5%	5.0%	5.3%	5.9%	6.4%	6.8%	7.3%	7.8%
Cash Available for Distribution on \$10.00 Offering Price⁽⁴⁾	3.8%	4.2%	4.7%	5.0%	5.5%	6.0%	6.4%	6.9%	7.3%

Current Write Level = Approximately 24.4%(1)

Notes:

- (1) Initial expected call option write level as of December 10, 2014.
- (2) Return from at-the-money calls premiums assuming average implied volatility of 14.5%.
- (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.

% of Portfolio Written On	Cash Flow Available for Distribution from Option Premiums and Dividends ⁽¹⁾							
	Volatility							
	10.0%	14.5%	15.0%	20.0%	25.0%	30.0%	35.0%	40.0%
17.5%	2.8%	3.8%	3.9%	5.0%	6.2%	7.3%	8.4%	9.5%
22.5%	3.4%	4.7%	4.8%	6.3%	7.7%	9.2%	10.6%	12.0%
24.4%	3.6%	5.0%	5.2%	6.7%	8.3%	9.9%	11.4%	13.0%
30.0%	4.3%	6.0%	6.2%	8.1%	10.0%	12.0%	13.9%	15.8%
35.0%	4.8%	6.9%	7.1%	9.3%	11.6%	13.8%	16.1%	18.3%
40.0%	5.4%	7.7%	8.0%	10.6%	13.1%	15.7%	18.3%	20.8%

Notes:

- (1) Net of withholding tax and expenses of the Fund (includes management fee and administrative expenses).
- (2) All figures as of December 10, 2014.

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 \$100 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 U.S. 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 2.40% 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.

U.S. Currency Hedging (Class A Units only)

It is expected that the Portfolio Securities will primarily be U.S. dollar denominated. Strathbridge may enter into currency hedging to reduce the effects on the Class A Units of changes in the value of the U.S. dollar relative to the Canadian dollar. From time to time, between 0% and 100% of the value of the Portfolio's U.S. dollar 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 any such borrower 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 Fund will appoint the Custodian to act as securities lending agent in the event that it lends Portfolio Securities to securities borrowers. Such 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.

OVERVIEW OF THE SECTORS IN WHICH THE FUND INVESTS

The U.S. financial sector (as defined by the S&P Global Industry Classification Standard) is one of the largest and most diversified sectors in the U.S. market consisting of multiple financial oriented sub-sectors including banks, diversified financials, insurance companies and real estate investment trusts. These companies provide broad exposure to the U.S. financial services industry through loans and mortgages, insurance and investment products and commercial real estate. The Manager believes that U.S. financial services companies are well positioned to benefit from the improving U.S. economy.

The Manager believes that the U.S. financial sector offers opportunities to generate attractive total returns. Despite emerging from the financial crisis with the threat of federal and state civil lawsuits and large fines stemming from the alleged and actual abuses pre-financial crisis, the sector has weathered the storm and is now better capitalized and positioned for growth. Since the end of 2012, the financial sector has outperformed the broader equity market despite banks having had to pay record fines imposed by the U.S. attorney general.

The Manager believes that this performance has been driven in part by investors beginning to realize that the sector warrants a higher rating reflecting the lower risks and improved risk-adjusted returns that it now offers despite these high profile failures by the industry. Furthermore, the Manager believes the discount at which stocks in the financial sector trade at as compared to the broader equity market is not justified and that there could be a further rerating over the coming years should this view become more widely held.

The Manager also believes the U.S. financials sector has strong potential for earnings growth and share price appreciation as a result of the improving U.S. economy. The strengthening U.S. economy will encourage stronger loan growth, higher net interest margins and lower loan losses, stronger capital markets revenues along with greater wealth management and insurance product sales due to an aging population and rising wealth in the United States. In addition, the Manager believes alternative asset managers offer significant growth opportunities as they provide exposure to increasing demand for private equity funds and distressed debt funds. The Manager believes these sub-sectors offer attractive valuations, dividend yields and return potential due to the leverage of financial services to an improving U.S. economy.

Banks

The Banks subsector includes retail and commercial banks, both nationally diversified and regional banks, as well as thrifts and mortgage financing companies. The vast majority of banks in the U.S. cut or suspended dividend payments during the global financial crisis of 2007-2009. Reflecting the strong recovery in the U.S. economy, banks in the U.S. have already started to increase their dividends and in some cases undertake share buybacks. The Manager believes the banking sector will benefit from increased activity in the economy and housing sector which will drive loan and mortgage growth. The improving U.S. economy is also expected to increase the level of loans to small and medium sized businesses.

Diversified Financials

The “Diversified Financials” subsector includes asset management companies, investment banking and brokerage companies, consumer finance and other specialized finance. The Diversified Financials, which are operationally geared to financial markets, have performed well in recent years, benefitting from higher fee income they have generated on the back of the rise in equity and bond markets. The Manager believes these sectors will benefit from stronger capital markets, an aging population with greater retirement needs as well as improving investor sentiment toward equity funds as the asset managers generate higher profitability for managing equity funds as opposed to bond funds.

Insurance

The Insurance subsector includes property and casualty, life and health insurers, multi-line insurers as well as reinsurance companies. The share prices of property and casualty insurers have historically been less correlated with equity markets, reflecting the exposure they have to natural catastrophe losses and other man-made disasters. The continuing low interest rate environment has forced insurers to push through higher premiums to offset lower investment returns, resulting in an improvement in underwriting profitability and steady growth in book values. As long term interest rates inevitably increase over the coming years, the Manager believes insurance companies will benefit from higher investment yields as their portfolio returns increase and the present value of their liabilities decrease.

Real Estate

The Real Estate subsector includes all manner of real estate investment trusts (“REITs”) including commercial, office, industrial and residential properties. REITs are a form of financing for the real estate industry which borrows funds to build, develop and manage properties. As the overall economy and labour markets improve, demand for commercial, office, industrial and residential properties is likely to increase which will lead to greater returns for the real estate sector. The Manager believes this sector will benefit from higher returns and cash flows as the economy improves.

Alternative Asset Management

The Alternative Asset Management sector is not part of the GICS Financial classification but the Manager believes this sector provides many positive benefits to the portfolio. The “Alternative Asset” class primarily includes U.S. publicly listed private equity firms that invest directly in private companies and provide either financial structuring expertise or management expertise to help the company grow. The life cycle for private equity deals is generally over several years and returns are typically realized when a business is sold via an initial public offering or sold to a larger entity. As the economy improves these divestiture opportunities arise to a greater extent and the Manager believes these companies are well

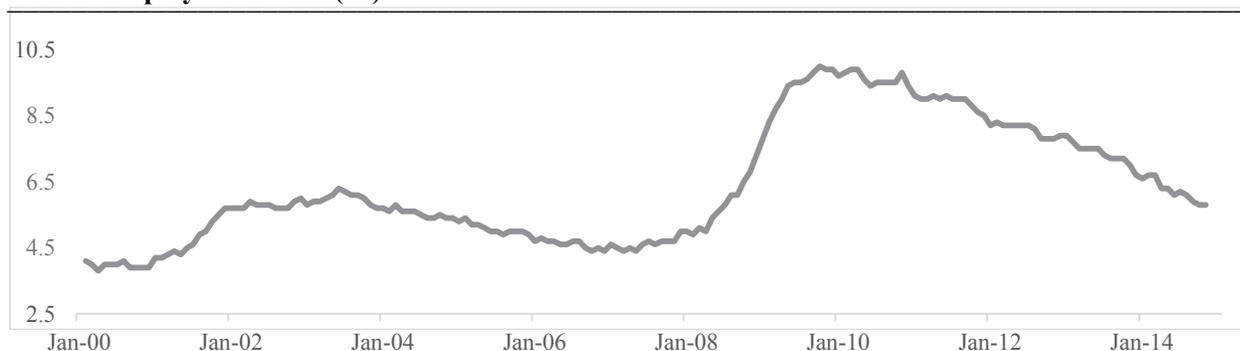
positioned to provide upside and make a good diversification and growth component of the investment universe.

Improving U.S. Economy

The Manager believes the U.S. financial sector provides an excellent investment opportunity due their leverage to an improving U.S. economy, attractive valuations for the financial sector companies and stronger balance sheets, which should lead to increasing dividends and share buybacks. A reduction in the regulatory headwinds that have plagued the industry since the financial crisis will also enhance valuations and return potential.

Many U.S. economic statistics are improving and are now at levels not witnessed since prior to the financial crisis. The Manager believes the U.S. economy will continue to advance as employment and housing data continue to improve. The latest reading for the unemployment rate in the U.S. for November 2014 was 5.8%, the lowest level since July, 2008.

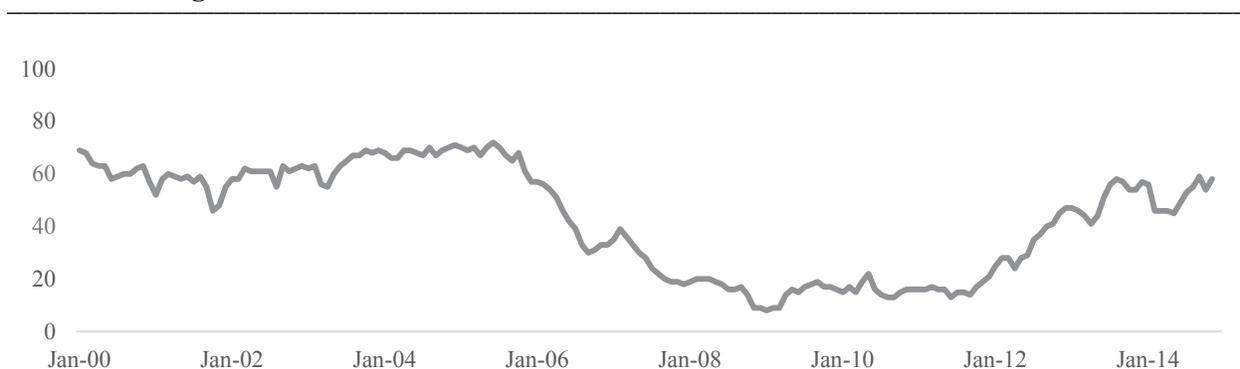
U.S. Unemployment Rate (%)



Source: Bloomberg.

In November 2014, the National Association of Home Builders (“NAHB”) Index checked back to 58 after reaching 59 in September, its highest reading since November 2005. The Manager expects the NAHB Index will continue to rise, which is positive as it has historically been a leading indicator for housing and economic growth.

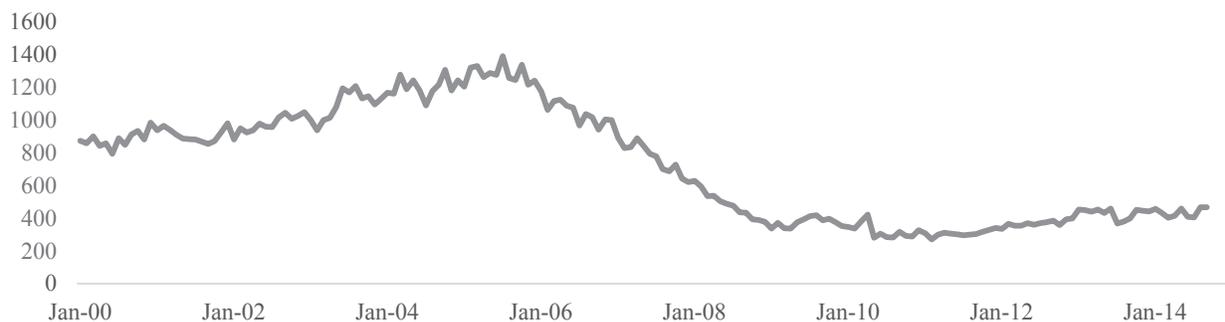
NAHB Housing Market Index



Source: Bloomberg.

The U.S. housing sector also continues to expand as new homes sales, and corresponding new mortgages, are climbing from the lows of 2010 which the Manager believes is positive as housing sales are generally considered an indicator of economic growth.

U.S. New Home Sales (000's)

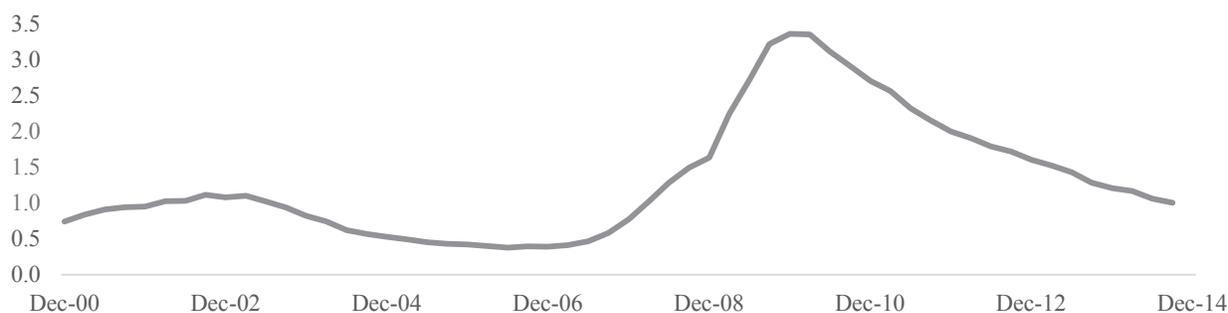


Source: Bloomberg.

Low Credit Risk Environment

The Manager believes that credit quality for the U.S. banking industry continues to improve. Non-performing loans (NPL's) are loans that have been delinquent for a period of at least 90 days and are in jeopardy of default, as well as assets acquired through foreclosure or repossession. As can be seen below, NPL's as a percentage of total loans have declined significantly since the financial crisis, while total loans have been increasing recently. The Manager believes that the level of NPL's will continue to decline as the U.S. economy recovers and real estate values improve.

Non-Performing Loans as % of Total Loans

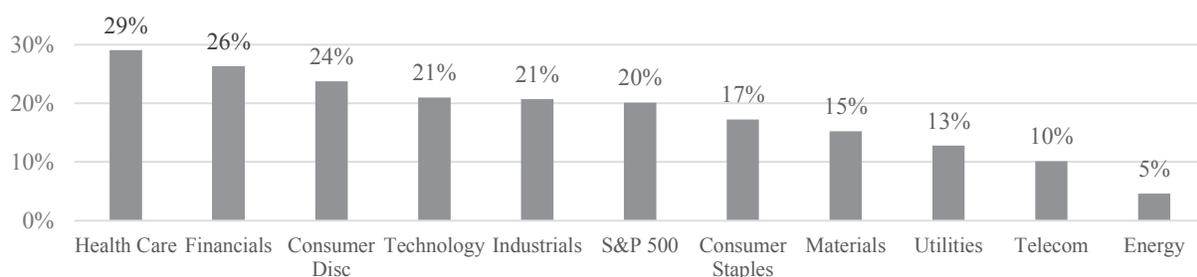


Source: Bloomberg.

Attractive Valuations

Share prices of the companies in the financial sector have lagged the broader market over the long term with an annualized ten-year total return of 0.2% versus a 7.7% annualized total return for the S&P 500 Index. However, more recently investor sentiment has turned as the financial sector is up 26% per annum since the beginning of 2012, outperforming the S&P 500 Index which was up 20% per annum over the same time period.

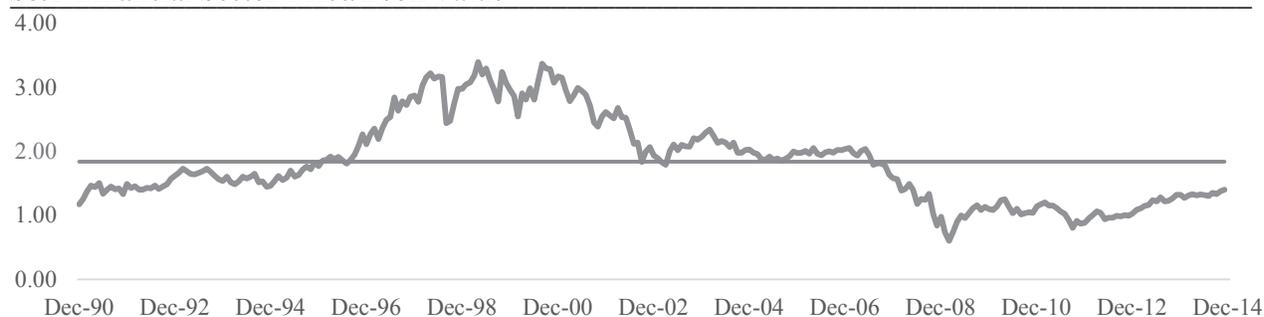
S&P 500 Sector Annualized Total Returns – Dec. 31, 2011 to Dec. 10, 2014



Source: Bloomberg.

Notwithstanding this strong performance, valuations for the sector have declined sharply, and despite outperforming since the end of 2011 relative to the S&P 500 Index, the sector continues to remain at a historically low valuation.

S&P Financial Sector Price/Book Value



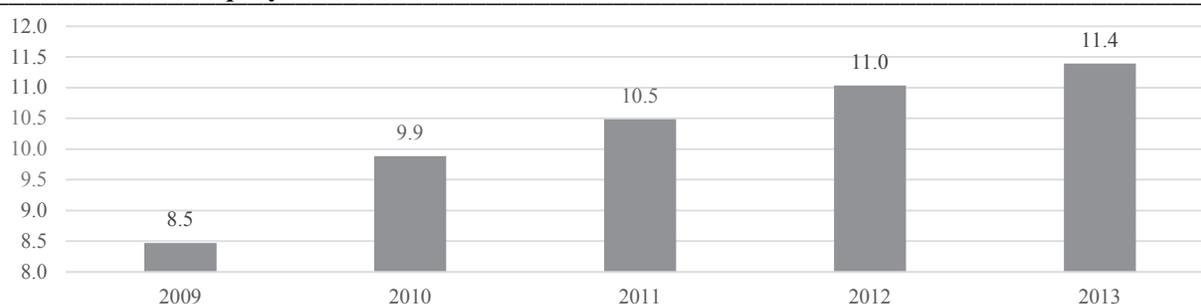
Source: Bloomberg.

As at November 28, 2014, the sector was trading 1.4 times book, at a 24% discount to its historic average price to book ratio.

Strong Balance Sheets

The Manager believes that the balance sheets for companies within the U.S. financial sector have strengthened considerably since the financial crisis, which will eventually lead to a significant increase in cash returned to shareholders in the form of dividend increases and share buybacks. As the chart below shows, the Tier 1 Common Equity ratios of the largest U.S. banks have strengthened considerably over the past 5 years.

Tier 1 Common Equity Ratios



Source: Bloomberg.

The U.S. banking sector had to raise significant amounts of equity capital during the financial crisis to put their balance sheets on a more sound footing. Furthermore, regulators under the auspices of the Basel Committee for Banking Supervision now require even higher levels of capital under the Basel III Accord, with a deadline for compliance in 2019. In addition, so called systemically important financial institutions are being required to hold even higher levels of capital relative to their peers.

Although banks have until 2019 to achieve the minimum target capital ratios under the Basel III Accord standards, the vast majority of those that have yet to reach the required level can reasonably be expected to do so in the next couple of years. In order to achieve these targets, banks have been using retained earnings, but they have also raised capital by selling assets or non-core businesses. The need to use retained earnings to raise capital ratios has, to date, hindered the ability of banks to pay dividends. Going forward, however, this should no longer be a headwind to higher dividend payments or increased share buybacks. Finally, as a consequence of these substantially higher levels of capital, banks should be perceived as less risky and the Manager therefore believes investors will increasingly be willing to pay a higher price for a certain level of profitability and growth than previously. The Manager also believes that stricter capital requirements will provide an incentive for managements to take a more focused and disciplined approach to allocating capital across their businesses with the aim of improving risk-adjusted returns.

Regulation

Coming out of the financial crisis and the corresponding bail-out of many financial institutions, the amount of regulation that the U.S. financial sector has to contend with has soared as regulators and policymakers have reacted to the financial crisis. These have included the Dodd-Frank Reforms, the Comprehensive Capital Analysis and Review, the U.S. Consumer Protection Act and the Basel III Accord, all making the barriers to entry for new entrants significantly higher. This should result in the banking sector becoming safer and more resilient to future crises but may also result in less competition.

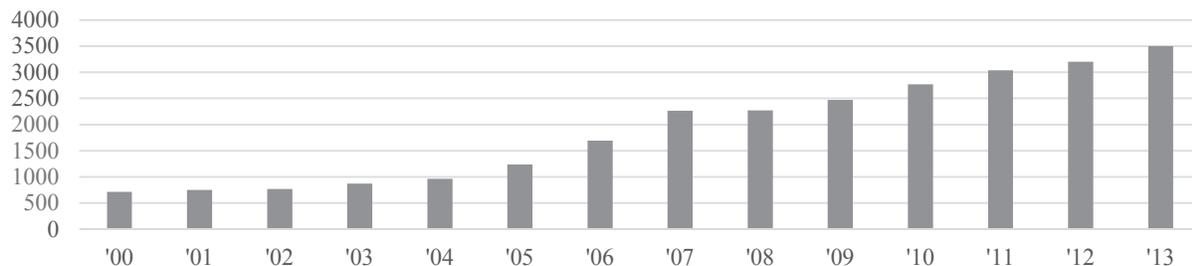
More importantly, there is now significantly more visibility on regulation within the banking industry, which is allowing companies to plan more effectively. Some have already taken radical action to close down lines of business which were either too capital intensive or offered insufficiently attractive risk-adjusted returns above the cost of capital. Similarly some banks have been pulling back from markets where they have a very small market share and therefore cannot compete effectively with incumbents, all with the aim of improving profitability.

In recent months, some relaxation has been achieved as regulators have become more pragmatic regarding the need for the banking sector to recover. One example includes the relaxation of the liquidity coverage ratio by the Basel Committee on Banking Supervision to lower the minimum requirement, extending the deadline for meeting it and revising the definition of which bank held assets will count as liquid assets.

Opportunity in Alternative Asset Managers

The Manager believes the alternative asset management sector is attractive with secular growth opportunities likely to be captured by the larger brand name firms within the industry. As illustrated in the chart below, the secular trend in demand for alternative asset management strategies has been considerable as assets under management have grown at a compound annual growth rate of 13% per annum from 2000 to 2013. The Manager expects this growth to continue as opportunities in credit and real estate have emerged following the financial crisis while demand for their legacy private equity and hedge fund businesses continue to grow.

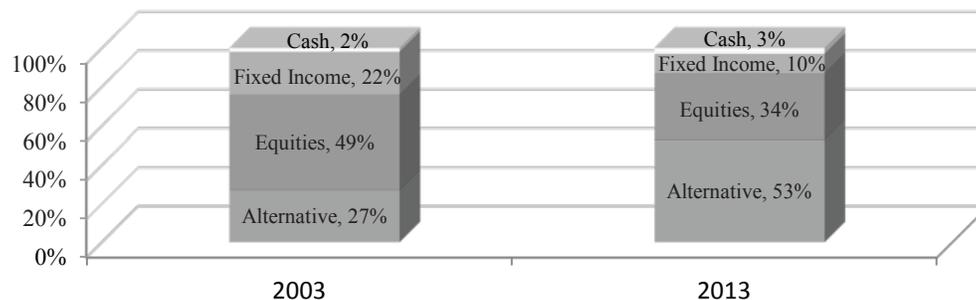
U.S. Private Equity Assets Under Management



Source: Preqin Alternative Assets.

While total assets under management has grown over the past 13 years, there has been a shift among institutional funds such as pensions and endowments towards alternative asset strategies. Since 2003, endowments have almost doubled their allocation to alternative strategies within their asset mix.

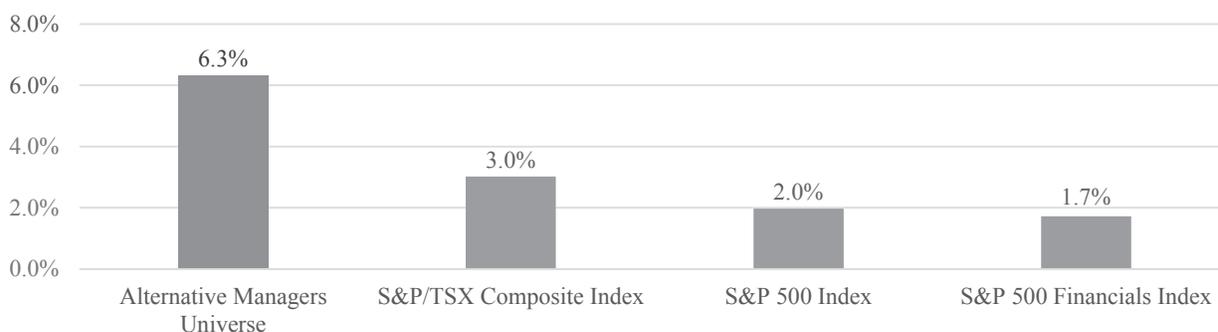
Endowment Funds Asset Allocation



Source: NACUBO – Commonfund Study of Endowments ('09-'13) and NACUBO Endowment Study ('02-'08).

At the same time, alternative asset managers are in the midst of a strong realization cycle that is creating portfolio company exits and significant performance fees that are providing very healthy distribution yields. As shown in the chart below, the distribution yields for alternative asset managers are significantly greater than the broader S&P 500 Index.

Alternative Asset Manager Comparative Distribution Yield



Notes:

(1) As at December 10, 2014.

(2) Includes U.S. publicly listed Alternative Asset Managers with a market capitalization of at least US\$5 billion.

Source: Bloomberg.

Summary

Against this background, the Manager believes that the growth in earnings and book values combined with the potential for the sector to be rerated will provide the opportunity for attractive investment returns. Furthermore, as the financial sector is predominantly a leveraged play on economic growth, to the extent that the efforts by central banks to stimulate demand are successful and result in a rise in asset prices, then the financial sector will be a significant beneficiary as it should lead to a much stronger increase in share prices.

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) purchase equity securities of U.S. Financial issuers;
- (ii) purchase equity securities of Alternative Asset Manager issuers;
- (iii) not invest less than 75% of the total assets of the Fund in issuers referenced in (i) and (ii) above;
- (iv) not invest more than 25% of total assets of the Fund in securities included in the S&P 500 Index that are classified as "financials" as defined by Standard & Poor's Global Industry Classification Standard but that are not included in the Investment Universe because they do not meet the minimum US\$10 billion market capitalization and minimum A- S&P Rating requirements, securities of Alternative Asset Managers that do not meet the minimum US\$5 billion market capitalization requirement, public investment funds including exchange traded funds and other Strathbridge funds (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) that provide exposure to such securities in accordance with applicable law;
- (v) not invest at the time of investment more than 10% of the Fund's total assets in equity securities of any one issuer;
- (vi) purchase debt securities only if such securities are cash equivalents;
- (vii) 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;
- (viii) not dispose of any security that is subject to a call option written by the Fund unless such option has either terminated or expired;
- (ix) not borrow or enter into any leverage transaction other than as permitted in (ix) below;
- (x) 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;
- (xi) 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;

- (xii) 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;
- (xiii) invest up to 10% of its net assets to purchase call options in respect of securities in which the Fund is permitted to invest;
- (xiv) purchase call options and put options with the effect of closing out existing call options and put options written by the Fund;
- (xv) purchase put options on individual securities in the Portfolio, indexed put options, and, notwithstanding paragraphs (i), (ii) and (v), unleveraged inverse exchange traded funds that provide exposure to the financials sector of the S&P 500 Index; provided that after such purchase, no more than an aggregate of 25% of the NAV of the Fund is invested in such securities.
- (xvi) purchase derivatives or enter into derivatives or other transactions to facilitate achieving the investment objectives of the Fund;
- (xvii) 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;
- (xviii) 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;
- (xix) not invest in: (i) 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 (ii) 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;
- (xx) not invest in any security that would be a “tax shelter investment” within the meaning of the Tax Act; and
- (xxi) 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 restriction contained in clauses (iii) or (iv) above is breached, the Manager will adjust the Portfolio to satisfy such restriction 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. 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 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 large capitalization issuers listed in the U.S. and is not expected to have significant exposure to any other investments or assets. Other than cash or cash equivalents, the Fund will invest all of its assets in U.S. financial issuers and alternative asset managers. The Net Asset Value per Unit may be more volatile than the value of a more broadly diversified portfolio and may fluctuate substantially over short periods of time. This may have a negative impact on the value of the Units.

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 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 Portfolio Securities. 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.

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.

Currency Hedging

Currency hedges entail a risk of illiquidity and, to the extent that the U.S. dollar 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 Class A Units close at a trading price that is less than 98% of the latest NAV per Class A Unit, the Fund will offer to purchase Class A Units thereafter if and to the extent that the Class A Units continue to trade at a price that is below 98% of the latest NAV per Class A 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 Class A Units outstanding at the beginning of such 10

business day period, subject to the terms set out in the Trust Agreement. All Class A Units purchased pursuant to this mandatory market purchase program will be cancelled. If a significant number of Class A 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 price of the Units.

Trading at a Discount

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

Significant Redemptions

Units are redeemable monthly based on market price and, commencing in September 2016, annually for a price based on NAV per Unit of a class (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 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. In accordance with the published administrative practice of the CRA, 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 March, June, September and December. 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 5.00% 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 ●, 2015, will be paid on or about ●, 2015. The first distribution will be pro-rated to reflect the period from the Closing Date to ●, 2015. Distributions paid by the Fund are generally expected to be sourced from U.S. 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 6.94% per annum, including dividends and net of estimated withholding taxes, in order for the Fund to maintain a stable net asset value (“Net Asset Value” or “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 2.40% 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 4.54% 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 14.5%, 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 Strategy”, including that the Fund writes at-the-money call options on approximately 24.4% of the Portfolio and that the gross proceeds of the Offering are \$100 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 slightly 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 holders of Class A Units and in U.S. dollars to holders of Class U Units, in each case 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 90th 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 to holders of Class A Units and in U.S. dollars to holders of Class U Units.

Commencing in 2016, Unitholders whose Units are redeemed on an Annual Redemption Date will be entitled to receive a redemption price per Unit of a class equal to the NAV per Unit of such class determined as of such date.

For Unitholders whose Class A Units are redeemed on a Monthly Redemption Date, the redemption price per Class A Unit (the "Class A Monthly Redemption Price") 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 Class A Units on the applicable Redemption Date, 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. For Unitholders whose Class U Units are redeemed on a Monthly Redemption Date, the Redemption Price per Class U Unit will be the U.S. dollar amount calculated as the Class A Monthly Redemption Price (converted to U.S. dollars at the Reference Exchange Rate on the Monthly Redemption Date) multiplied by a fraction, the numerator of which is the NAV per Class U Unit and the denominator of which is the NAV per Class A Unit (converted to U.S. dollars at the Reference Exchange Rate 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 the Agreement with the Recirculation Agent whereby the Recirculation Agent has agreed to use commercially reasonable efforts to find purchasers for any Class A Units tendered for redemption prior to the relevant Redemption Date, provided that the holder of the Class A 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 Class A 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 Class A 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 Class A 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 Class A Units for redemption.”

Subject to the Fund's right to require the Recirculation Agent to use commercially reasonable efforts to find purchasers for any Class A Units tendered for redemption prior to the relevant Redemption Date, any and all Class A 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.

Class U Units are not eligible for recirculation by the Recirculation Agent, however Class U Units are convertible into Class A Units. See "Attributes of the Units – Conversion of Units".

Suspension of Redemptions

Strathbridge may direct the Trustee to suspend the redemption of Units or payment of redemption proceeds: (i) 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; or (ii) with the prior permission of the securities regulatory authorities (if required), for any period not exceeding 120 days during which Strathbridge determines that conditions exist which render impractical the sale of assets of the Fund or which impair the ability of the Trustee to determine the value of the assets of 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.

Purchase for Cancellation

Subject to applicable law, the Fund may at any time or times purchase Units for cancellation at prices not exceeding the NAV per Unit immediately prior to such purchase.

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” as that term is defined in the Tax Act.

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 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.

All amounts related to Class U Units must be determined for purposes of the Tax Act in Canadian dollars.

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 Class A 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:

<u>Name and Municipality of Residence</u>	<u>Office or Position with the Manager</u>
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
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 and Jack Way have held their position with Strathbridge or an affiliate during the five years preceding the date hereof. In May 2010, David Roode joined Strathbridge from the Brompton Group where he had been since 2002, most recently as Senior Vice-President of Brompton Funds since 2005. 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 December 10, 2014, 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:

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

Notes:

(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: (a) advice as to the value of securities and the advisability of effecting transactions in securities; and (b) 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 us at 1-800-725-7172 or 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 or on request, at no cost, by contacting the Manager at 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 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. 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.

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.

The 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.

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 of a class on a particular date will be equal to the aggregate value of the assets of the Fund attributable to such class less the aggregate value of the liabilities of the Fund attributable to the class, 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 of a class on any day will be obtained by dividing the NAV of the Fund attributable to the class 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 a class 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 Trustee 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 Trustee 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) 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 Trustee, in its discretion, deems appropriate. Short term investments including notes and money market instruments shall be valued at cost plus accrued interest;
- (viii) 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;
- (ix) 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 Trustee; and
- (x) the value of any security or property to which, in the opinion of the Trustee, the above valuation principles cannot be applied shall be the fair value thereof determined in such manner as the Trustee 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 *Canadian Institute of Chartered Accountants 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 CICA 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 of a class will be provided by Strathbridge to Unitholders at no cost on a daily basis at www.strathbridge.com or on request by contacting the Manager at 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 Class A Units and Class U Units hereunder, each of which represents an equal, undivided interest in the net assets of the Fund.

All Units of a class have equal rights and privileges. As set forth under “Unitholder Matters – Matters Requiring Unitholder Approval”, each whole Unit of a class is entitled to one vote at all meetings of Unitholders (other than meetings at which only Unitholders of the one class are entitled to vote) 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 of a class, or securities convertible into Units of a class, following completion of the Offering except (i) for net proceeds per Unit of a class of not less than 100% of the most recently calculated Net Asset Value per Unit of such class 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 of a class 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; (iii) by way of Unit distributions; or (iv) upon the exercise of any warrants provided that the exercise price of such warrants is not less than that which would yield net proceeds of at least 100% of the most recently calculated Net Asset Value per Unit of such class prior to the pricing of such warrants.

Mandatory Market Purchases

Pursuant to the Trust Agreement, the Fund will undertake a mandatory market purchase program pursuant to which if the Class A Units close at a trading price that is less than 98% of the latest NAV per Class A Unit, the Fund will offer to purchase Class A Units thereafter if and to the extent that the Class A Units continue to trade at a price that is below 98% of the latest NAV per Class A 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 Class A 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. 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 or (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. See “Risk Factors – Risks Relating to Market Purchases”.

Conversion of Units

A holder of Class U Units may convert such Class U Units into Class A Units on a weekly basis for liquidity purposes. It is expected that liquidity for the Class U Units will be obtained primarily by means of conversion into Class A Units and the sale of such Class A Units on the stock exchange. Class U Units may be converted in any week on the first Business Day of such week (the “Conversion Date”) by delivering a notice to the Manager and surrendering such Class U Units by 3:00 p.m. (Toronto time) at least five Business Days prior to the applicable Conversion Date.

For each Class U Unit so converted, a holder will receive that number of Class A Units equal to the Net Asset Value per Class U Unit as at the close of trading on the Business Day immediately preceding the Conversion Date divided by the Net Asset Value per Class A Unit as at such time. As the Units are denominated in different currencies, the Fund will utilize the applicable Reference Exchange Rate, or as nearly as practicable to, the Conversion Date. No fraction of a Class A Unit will be issued upon any conversion of Class U Units and any fractional amounts will be rounded down to the nearest whole number of Class A Units.

Unitholders should speak to their own tax advisers regarding the tax implications of a conversion of Units, including whether a conversion results in the disposition of Units for purposes of the Tax Act.

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.

Take-over Bids

The Trust Agreement also provides that if, prior to the termination of the Fund, a formal bid (as defined in the *Securities Act* (Ontario)) is made for all of the Class U Units and such bid would constitute a formal bid for all Class A Units if the Class A Units had been converted to Class U Units immediately prior to such bid and the offer does not include a concurrent identical take-over bid, including in terms of price (related to the Net Asset Value per Unit of the class), for the Class A Units then the Fund shall provide the holders of Class A Units the right to convert all or a part of their Class A Units into Class U Units and to tender such units to the other offer, as applicable. In the circumstances described above, the Fund shall by press release provide written notice to the holders of the Class A Units that such an offer has been made and of the right of such holders to convert all or a part of their Class A Units into Class U Units and to tender such units to such other offer.

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.

At all meetings of Unitholders, holders of Class A Units and Class U Units will vote as a single class unless the circumstances are such that one class is affected differently than the other, in which case, the holders of Class A Units and Class U Units will vote separately on such matters.

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

Matters Requiring Unitholder Approval

Pursuant to the Trust Agreement, the following matters require the approval of Unitholders by a two-thirds majority vote (other than items (iii), (vi) and (vii) 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 calculating fees or other expenses that are charged to the Fund which could result in an increase in charges to the Fund;

- (iv) 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;
- (v) a decrease in the frequency of calculating the NAV per Unit or of redeeming Units;
- (vi) 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”;
- (vii) a reorganization with, or transfer of assets to, a mutual fund, if
 - (a) the Fund ceases to continue after the reorganization or transfer of assets;
 - (b) the transaction results in Unitholders becoming security holders in the other investment fund;
- (viii) a reorganization with, or acquisition of assets of, a mutual fund, if
 - (a) the Fund continues after the reorganization or acquisition of assets;
 - (b) the transaction results in the securityholders of the other investment fund becoming Unitholders of the Fund, and
 - (c) the transaction would be a material change to the Fund;
- (ix) except as described under “Termination of the Fund”, the termination of the Fund; or
- (x) an amendment, modification or variation in the provisions or rights attaching to the Units.

Notwithstanding the foregoing, the Trust Agreement permits a reorganization of the Fund or transfer of assets described in paragraph (vii) to be carried out without the prior approval of Unitholders, provided that the IRC of the Fund approves the transaction pursuant to NI 81-107, the reorganization or transfer complies with certain requirements of NI 81-107, and Unitholders are sent a written notice at least 60 days before the effective date of the change.

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 will 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>
Class A Units		
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

Maximum Offering

Class U Units

Gross proceeds to the Fund.....	US\$●
Agents' fees	US\$●
Expenses of issue	US\$●
Net proceeds to the Fund	US\$●

The net proceeds from the issue of Units offered hereby assuming the maximum offering of Class A 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 Class A Unit sold and US\$0.525 for each Class U 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 Class A Units on the same terms set forth above. This prospectus qualifies the distribution of the Over-Allotment Option and the Class A 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 Class A Units will be offered at the Offering price hereunder and the Agents will be entitled to a fee of \$0.525 per Class A Unit purchased.

The offering prices were established by negotiation between the Agents and the Manager.

If subscriptions for a minimum of 2,000,000 Class A 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.

- (a) *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.
- (b) *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.
- (c) *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 re-pricing 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.
- (d) *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.

- (e) *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.
- (f) *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 or on request, at no cost, by contacting the Manager at 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, 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 Institute of Chartered 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.

INDEPENDENT AUDITOR'S REPORT

To the Unitholder of the U.S. Financials Income Fund (the "Fund")

We have audited the accompanying statement of financial position of the Fund as at ●, 2015 and notes, comprising 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 the 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 the financial statement that is free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on the 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 Fund as at ●, 2015 in accordance with International Financial Reporting Standards.

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

Toronto, Ontario
●, 2015

**U.S. FINANCIALS INCOME FUND
STATEMENT OF FINANCIAL POSITION**

As at ●, 2015

Current Assets

Cash \$10.00

Net Assets attributable to holders of redeemable Class A Units (Note 2)

Net Assets attributable to holders of redeemable Class A Units per Class A 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

U.S. FINANCIALS INCOME FUND
NOTES TO THE STATEMENT OF FINANCIAL POSITION

1. GENERAL INFORMATION

U.S. Financials 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 class A units (the “Class A Units”) and an unlimited number of class U units (the “Class U Units”). On ●, 2015, the Fund issued one Class A Unit for \$10.00 cash.

The Fund proposes to offer Class A Units of the Fund at a price of \$10.00 per Class A Unit and Class U Units of the Fund at a price of US\$10.00 per Class U Unit.

The Fund is managed by Strathbridge.

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 invest in an actively managed portfolio consisting primarily of equity securities of U.S. financial issuers selected from the S&P 500 Index that are classified as “financials” by Standard & Poor’s Global Industry Classification Standard and which have a market capitalization of at least US\$10 billion and a credit rating issued by Standard & Poor’s® Rating Services, a division of The McGraw-Hill Companies, Inc. of at least A- at the time of purchase and U.S. publicly listed alternative asset management issuers which have a market capitalization of at least US\$5 billion at the time of purchase.

The expenses of the initial public offering (the “Offering”), which are estimated to be \$600,000, 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 Class A Unit and Class U Unit entitlement include 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 Class A Units and Class U 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 Class A 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 September commencing in 2016 at a redemption price per Unit of a class equal to 100% of the NAV per Unit of a class, 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 September in each year commencing in 2016. 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 to holders of Class A Units and in U.S. dollars to holders of Class U Units.

5. **SUBSEQUENT EVENT**

The Fund and Strathbridge have entered into an agency agreement with Scotia Capital Inc., RBC Dominion Securities Inc., BMO Nesbitt Burns 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 Class A Units and a maximum of ● Class A Units at \$10.00 per Class A 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: December 12, 2014

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 U.S. Financials 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: December 12, 2014

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.

RBC DOMINION SECURITIES INC.

(signed) Rajiv Bahl

(signed) Christopher Bean

BMO NESBITT BURNS INC.

CIBC WORLD MARKETS INC.

**NATIONAL BANK FINANCIAL
INC.**

TD SECURITIES INC.

(signed) Robin G. Tessier

(signed) Michael D. Shuh

(signed) Timothy Evans

(signed) Cameron Goodnough

GMP SECURITIES L.P.

RAYMOND JAMES LTD.

(signed) Andrew Kiguel

(signed) J. Graham Fell

CANACCORD GENUITY CORP.

DESJARDINS SECURITIES INC.

DUNDEE SECURITIES LTD.

**MACKIE RESEARCH CAPITAL
CORPORATION**

(signed) Ron Sedran

(signed) Beth A. Shaw

(signed) Aaron Unger

(signed) David Keating

U.S. FINANCIALS

INCOME FUND