



Alternative Mutual Fund

NEWGEN CREDIT STRATEGIES FUND

**Offering of Class C Founders, Class F, Class F (USD), Class G, Class G (USD)
and Class I Units**

SIMPLIFIED PROSPECTUS DATED DECEMBER 19, 2022

The Fund and the units of the Fund are offered under this document in each of the provinces and territories of Canada. The units are intended primarily for purchase by residents of Canada. The units offered under this Simplified Prospectus are not registered with the United States Securities and Exchange Commission and such securities are sold in the United States only in reliance on exemptions from registration.

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

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FORWARD-LOOKING STATEMENTS

Certain statements in this Simplified 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 (as defined herein) or the Manager (as defined herein). Forward-looking statements are not historical facts but reflect the current expectations of the Fund or the Manager regarding future results or events. Such forward-looking statements reflect the Fund or 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 under “*What are the specific investment risks of investing in a mutual fund?*” in this Simplified Prospectus. Although the forward-looking statements contained in this Simplified Prospectus are based upon assumptions that the Fund and the Manager believe to be reasonable, neither the Fund nor the Manager can assure investors that actual results will be consistent with these forward-looking statements. Unless otherwise stated, the forward-looking statements contained in this Simplified Prospectus are made as at the date hereof and neither the Fund nor the Manager assumes any obligation to update or revise them to reflect new events or circumstances, except as required by law.

PART A: INTRODUCTORY DISCLOSURE

To make this document easier to read, we use the following terms throughout:

- **We, us, our, Manager, Portfolio Manager, Trustee** and **NewGen** refer to NewGen Asset Management Limited in its capacity as trustee, manager and portfolio manager of the Fund.
- **You** refers to an individual investor and everyone who invests or may invest in the Fund.
- **Unitholder** refers to an owner of a unit.
- **Fund** refers to the **NewGen Credit Strategies Fund** offered to the public under this Simplified Prospectus and listed on the cover. The Fund is an alternative mutual fund that is subject to National Instrument 81-101 *Mutual Fund Prospectus Disclosure* (“**NI 81-101**”), National Instrument 81-102 *Investment Funds* (“**NI 81-102**”) and National Instrument 81-104 *Alternative Mutual Funds* (“**NI 81-104**”).
- **Dealer** refers to both the dealer and the registered representative in your province who advises you on your investments.
- **Registered Plans** refer to RRSPs, RRIFFs, TFSAs, RESPs and DPSPs, each as defined under the “*Optional Services – Registered Plans*” section of this Simplified Prospectus.
- **Prospectus** refers to this Simplified Prospectus.

This document contains selected important information to help you make an informed investment decision about investing in the Fund and to help you understand your rights as an investor. This document is divided into two parts.

- **Part A**, from pages 1 through 32, contains general information applicable to the Fund.
- **Part B**, from pages 33 through 62, contains specific information about the Fund described in this document.

Additional information about the Fund is available in the following documents:

- the most recently filed Fund Facts;
- the most recently filed annual financial statements;
- any interim financial statements filed after those annual financial statements;
- the most recently filed annual management report of fund performance; and
- any interim management report of fund performance filed after that annual management report of fund performance.

These documents are incorporated by reference into this document, which means that they legally form part of this document just as if they were printed as a part of this document. These documents are available at your request, and at no cost, by calling us toll free at 1-833-5NEWGEN or at 416-941-9112 (collect calls are accepted), by emailing us at clientservice@newgenfunds.com or by contacting your Dealer.

These documents and other information about the Fund are available on the mutual fund’s designated website at www.newgenfunds.com, or by contacting the mutual fund at clientservice@newgenfunds.com.

These documents and other information about the Fund are available at www.sedar.com.

RESPONSIBILITY FOR MUTUAL FUND ADMINISTRATION

Manager

NewGen Asset Management Limited is the manager of the Fund. The registered office of the Manager is located at Commerce Court North, Suite 2900, 25 King Street West, P.O. Box 405, Toronto, Ontario M5L 1G3. The Manager can be contacted by calling us toll free at 1-833-5NEWGEN or at 416-941-9112 (collect calls are accepted), or by emailing us at clientservice@newgenfunds.com. The Manager's website is www.newgenfunds.com.

Pursuant to the Declaration of Trust, we retain full authority and responsibility to manage the business and affairs of the Fund and are responsible for the Fund's day-to-day operations. Pursuant to the Declaration of Trust, the Manager may delegate any or all of its duties and responsibilities to one or more agents to assist it in the performance of such duties and responsibilities.

Directors and Executive Officers of the Manager

Name	Municipality of Residence	Office	Principal Occupation
David Robb Dattels	Toronto, Ontario	Director, President and Ultimate Designated Person	Director, President and Portfolio Manager
Christopher Donald Rowan	Toronto, Ontario	Director	Director and Portfolio Manager
Norman Teck-Hong Chang	Toronto, Ontario	Director	Director and Portfolio Manager
Olga Gergin	Toronto, Ontario	Chief Financial Officer and Chief Compliance Officer	Chief Financial Officer and Chief Compliance Officer

The Declaration of Trust will be terminated immediately following the occurrence of any of the following: (i) if the Manager is, in the opinion of the Trustee, in material default of its obligations under the Declaration of Trust and such default continues for one hundred and twenty (120) days from the date that the Manager receives notice of such material default from the Trustee; (ii) if the Manager has been declared bankrupt or insolvent or has entered into liquidation or winding up, whether compulsory or voluntary (and not merely a voluntary liquidation for the purposes of amalgamation or reconstruction); (iii) the Manager makes a general assignment for the benefit of creditors or otherwise acknowledges its insolvency; or (iv) the assets of the Manager have become subject to seizure or confiscation by any public or governmental authority.

NewGen has the right to resign as Manager of the Fund by giving notice in writing to both the Trustee and the unitholders not less than ninety (90) days prior to the date on which such resignation is to take effect. The resignation as Manager shall take effect on the date specified in such notice. In such circumstances, NewGen shall appoint a successor manager of the Fund, and, unless the successor manager is an affiliate of NewGen, the appointment of the successor manager must be approved by a majority of the unitholders of the Fund. Notwithstanding the above, no approval of, or notice to, unitholders is required to appoint a successor manager that is an affiliate of NewGen or to effect a reorganization of the Manager or the Trustee.

Portfolio Adviser

NewGen also acts as the portfolio manager of the Fund. The Portfolio Manager is responsible for portfolio management and advisory services for the Fund. Investment decisions are made based on fundamental research and quantitative analysis. The investment decisions by the Portfolio Manager's portfolio management team are not subject to the oversight, approval or ratification of a committee.

The following table sets forth the individuals who make investment decisions for the Fund:

Fund	Portfolio Management Team
NewGen Credit Strategies Fund	Adam Mitchell, Lead Portfolio Manager Christopher Rowan, Portfolio Manager Martin Lavigueur, Portfolio Manager

Adam Mitchell

Adam joined NewGen in September 2022 with 18 years of credit markets experience, most recently at Polar Asset Management, one of the largest and oldest hedge funds in Canada. Over the course of a 7-year career at Polar he helped develop and manage a long/short corporate credit strategy as well as a Canadian event driven strategy. Prior to working in the investment management business, Adam had various roles at CIBC World Markets and Credit Suisse as well as 6 years at Scotia Capital as a bond trader where he helped in the development of the Canadian Dollar High Yield market. Adam graduated from the University of Western Ontario with a BSc. (Statistics) and HBA (Ivey) and received his CFA designation in 2007.

Christopher Rowan

Chris joined NewGen in July 2011. He formerly worked at the CPP Investment Board, one of Canada's largest asset managers with over \$350 billion under management, where he was most recently Portfolio Manager in the Global Capital Markets Group, responsible for co-managing the fund's passive global indices, trading on behalf of all groups outside of Capital Markets, and managing a proprietary book (over \$2 billion of dedicated capital) focused on several trading strategies. He has 15 years capital markets experience, graduated from the University of Western Ontario with an Honours in Business Administration (HBA), and is a CFA Charterholder.

Martin Lavigueur

Martin joined NewGen in March 2019. Previously, he worked at Timelo Investment Management, a long/short hedge fund, where he was Head of Research responsible for research coverage on the Consumer, Energy and Industrial sectors and overseeing a team of analysts. Martin started his capital markets career on the sell-side where he amassed experience in equity research and sales roles with leading independent and global investment banks. He has 12 years of capital markets experience, graduated from Concordia University with a Master's in Business Administration (MBA), and is a CFA Charterholder.

Brokerage Arrangements

Decisions as to the purchase and sale of portfolio securities and decisions as to the execution of all portfolio transactions, including selection of market, dealer or broker and the negotiation, where applicable, of commissions, are made by the Portfolio Manager.

The primary consideration in all portfolio transactions will be prompt execution of orders in an efficient manner at the most favourable price. In selecting and monitoring dealers and negotiating commissions, the Portfolio Manager considers the dealer's reliability, the quality of its execution services on a continuing basis and its financial condition. When more than one dealer is believed to meet these criteria, preference may be given to dealers who provide research or statistical material or other services to the Fund or the Portfolio Manager. Such research and order execution goods and services include advice, both directly and in writing, as to the value of securities; the advisability of investing in, purchasing or selling securities; the availability of securities, or purchasers or sellers of securities; analyses and reports concerning issues, industries, securities, economic factors and trends, portfolio strategy or the performance of accounts; trading software; market data; custody, clearing and settlement services that were directly related to executed orders; as well as databases and software that supported these goods and services. Dealers and third parties may provide the same or similar goods and services in the future. The users of these research and order execution goods and services are portfolio managers, research analysts and traders. Such services allow the Portfolio Manager to supplement its own investment research activities and obtain the views and information of others prior to making investment decisions. The Portfolio Manager is of the opinion that, because this material may be analyzed and reviewed by its staff, its receipt and use does not tend to reduce expenses but may benefit the Fund by supplementing the Portfolio Manager's research. The Portfolio Manager conducts trade cost analysis to ensure that the Fund receives a reasonable benefit considering the use of the research and order execution goods and services, as applicable, and the amount of the brokerage commission paid. The Portfolio Manager also makes a good faith determination that the Fund receives reasonable benefit considering the use of the goods and services, the amount of brokerage commissions paid, the range of services and the quality of research received.

Trustee

NewGen also acts as the trustee of the Fund pursuant to the Declaration of Trust. The Trustee has those powers and responsibilities in respect of the Fund as described in the Declaration of Trust. The Trustee is required to exercise its powers and discharge its duties 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.

Pursuant to the Declaration of Trust, the Manager may remove the Trustee and appoint a successor trustee from time to time on 90 days' written notice or in certain other circumstances. The Trustee or any successor appointed pursuant to the terms of the Declaration of Trust may resign upon 90 days' written notice to the Manager, who shall use its best efforts to appoint a successor trustee. If no successor Trustee is appointed the Fund shall be terminated.

The Declaration of Trust provides that the Trustee and its affiliates have a right of indemnification from the Fund for any claims arising out of the execution of its duties as trustee, except in cases of negligence, willful default or bad faith on the part of the Trustee. In addition, the Declaration of Trust contains provisions limiting the liability of the Trustee, as described in the Declaration of Trust.

Custodian

On behalf of the Fund, the Manager and the custodian (a “**Custodian**”) within the below table have entered into a custodian agreement (the “**Custodian Agreement**”), whereby the Custodian has agreed to act as custodian for the Fund and to provide safekeeping and custodian services in respect of the Fund’s property.

Fund	Custodian	Date Custodian Agreement entered into
NewGen Credit Strategies Fund	TD Securities Inc.	December 14, 2022

The Custodian receives and holds all cash, portfolio securities and other assets of the Fund for safekeeping and on direction from the Fund will settle on behalf of the Fund, the purchase and sale of the Fund’s assets. Under the terms of the Custodian Agreement and subject to the requirements of the Canadian Securities Administrators, the Custodian may appoint one or more sub-custodians. The fees for custodial services provided by the Custodian are paid by the Fund. The Custodian Agreement can be terminated by the Fund or by the Custodian on 60 days’ prior written notice.

Pursuant to a Custodian Agreement dated December 14, 2022 in respect of the Fund, TD Securities Inc. (“**TD Securities**”) is custodian of the assets attributable to the Fund. A change of custodian will, in certain events, require the prior approval of securities regulatory authorities. Where the Fund makes use of clearing corporation options, the Fund may deposit portfolio securities or cash as margin in respect of such transactions with a dealer, or in the case of over-the-counter options or forward contracts, with the other party thereto, in any such case in accordance with the policies of Canadian securities authorities. Where the Fund effects a short sale, the Fund may deposit assets as security with its custodian or dealer from whom the Fund borrowed the securities forming part of the short sale.

Independent Auditor

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

Administrator

The Manager, on behalf of the Fund, has entered into an administration agreement with SGGG Fund Services Inc., (the “**Administrator**”) dated as of December 14, 2022, as amended (the “**Administration Agreement**”) to obtain certain administrative services for the Fund.

The Administrator is responsible for providing administrative services to the Fund, including maintaining the accounting records of the Fund, fund valuation, NAV calculation and financial reporting services. The fees for administrative services provided by the Administrator are paid by the Fund.

Registrar

SGGG Fund Services Inc. (“**SGGG**”), Toronto, Ontario, is the registrar for the Fund. In such capacity, it keeps a register of the owners of units of the Fund, processes purchase and redemption orders, issues investor account statements and issues annual tax reporting information.

Under the Administration Agreement, SGGG is paid a fee for performing its duties as the registrar of the Fund.

Securities Lending Agent

We, on behalf of the Fund, have entered into a prime brokerage agreement with TD Securities of Toronto, Ontario (the “**Prime Brokerage Agreement**”). The securities lending agent is not our affiliate or our associate. The Prime Brokerage Agreement appoints and authorizes TD Securities, where applicable, to act as agent for securities lending transactions for the Fund that engages in securities lending and to execute, in the Fund’s name and on its behalf, securities lending agreements with borrowers in accordance with NI 81-102. The Prime Brokerage Agreement requires that the collateral received by the Fund in a securities lending transaction must generally have a market value no less than 102% of the value of the securities loaned. Under the Prime Brokerage Agreement, TD Securities, where applicable, agrees to indemnify us from certain losses incurred in connection with its failure to perform any of its obligations under the Prime Brokerage Agreement. The Prime Brokerage Agreement may be terminated at any time at the option of either party upon providing prior notice to the other party, subject to certain conditions. Either party has the right to terminate the Prime Brokerage Agreement immediately if the other party commits certain acts or fails to perform its duties under the Prime Brokerage Agreement.

Other Service Providers

TD Securities, or such other party as the Manager may retain, will act as a prime broker for the Fund pursuant to the Prime Brokerage Agreement. The prime broker(s) provide prime brokerage services to the Fund, including trade execution and settlement, custody, margin lending and securities lending in connection with the short sale strategies of the Fund. The Fund may appoint additional prime brokers from time to time.

Independent Review Committee and Fund Governance

NI 81-107 requires all publicly offered investment funds, such as the Fund, to establish an independent review committee to whom the Manager must refer conflict of interest matters for review or approval. NI 81-107 also imposes obligations upon the Manager to establish written policies and procedures for dealing with conflict of interest matters, maintaining records in respect of these matters and providing assistance to the independent review committee (the “**IRC**”) in carrying out its functions.

The IRC prepares, at least annually, a report of its activities for unitholders and makes such reports available on the Fund’s designated website at www.newgenfunds.com, or at the unitholder’s request at no cost by calling us toll free at 1-833-5NEWGEN or at 416-941-9112 (collect calls are accepted), or by emailing us at clientservice@newgenfunds.com.

The fees and expenses of the IRC are borne by all of the Fund. The Fund is also responsible for all expenses associated with insuring and indemnifying the IRC members.

The annual fee payable to each member is \$6,000 and \$8,000 for the Chair, plus applicable taxes or other deductions. Expenses incurred by the members of the IRC in connection with performing their duties are also the responsibility of the investment funds, including the Fund.

In accordance with NI 81-107, the mandate of the IRC is to consider and provide recommendations to the Manager on conflicts of interest to which the Manager may be subject when managing the Fund. The IRC is empowered to represent the best interests of the Fund in any matter where the Manager has referred a conflict of interest matter to it. In those cases, it has sought to ensure that the Manager’s proposed course of action represents a fair and reasonable result for the Fund.

The IRC may also approve certain mergers between the Fund and other funds, and any change of the auditor of the Fund. Subject to any corporate and securities law requirements, no unitholder approval will be

obtained in such circumstances, but you will be sent a written notice at least 60 days before the effective date of any such transaction or change of auditor. In certain circumstances, unitholder approval may be required to approve certain mergers.

The current members of the IRC are Rita Theil (Chair), Bruce Friesen and Marie Rounding.

As of December 19, 2022, the members of the IRC do not own, directly or indirectly, any securities of the Fund, the Manager or any person or company that provides services to the Fund or to the Manager.

NewGen's Policies Regarding Business Practices

The Manager maintains policies, procedures and guidelines concerning governance of the Fund. These policies, procedures and guidelines aim to monitor and manage the business and sales practices, risk management and internal conflicts of interest relating to the Fund, and to ensure compliance with regulatory and corporate requirements. The Fund is also managed in accordance with its investment guidelines and those guidelines are monitored regularly by appropriate personnel and senior management of the Manager to ensure compliance therewith.

The Manager is committed to the fair treatment of investors in the products managed by the Manager through the application of high standards of integrity and ethical business conduct by its employees. As a result of this, the Manager has established a compliance manual to guide the firm and its employees. This manual governs policies relating to the following subject matter: code of ethics and conduct, trading procedures and proxy voting, in addition to other procedures.

The Manager manages the Fund in the best interest of the Fund, in compliance with the requirements of NI 81-107 by setting out its policies and procedures for dealing with conflict of interest matters and providing guidance on managing these conflicts.

In addition to the policies, practices or guidelines applicable to the Fund relating to the business practices, sales practices, risk management and internal conflicts already disclosed in this Prospectus, all employees of the Manager are bound by the code of ethics and conduct which, among other things, addresses proper business practices and conflicts of interest and a trading and disclosure policy which sets out the policies and procedures of the Manager with respect to trading and disclosure.

Proxy Voting Policy

The proxies associated with the securities of the Fund may be voted by the Manager in accordance with the Manager's proxy voting policy (the "**Proxy Voting Policy**"). The objective in voting is to support proposals and director nominees that maximize the value of the applicable fund's investments over the long-term. In evaluating proxy proposals, information from many sources will be considered, including management or shareholders of a company presenting a proposal and independent proxy research services. Substantial weight will be given to the recommendations of a company's board, absent guidelines or other specific facts that would support a vote against management. The Manager has developed guidelines that address the following circumstances: election of directors; contested director elections; classified boards; director/officer indemnification; director ownership; approval of independent auditors; stock based compensation plans; bonus plans; employee stock purchase plans; executive severance agreements; shareholder rights plans; defences; cumulative voting; voting requirement matters related to shareholder meetings, among others.

We may vote the securities of an underlying fund owned by the Fund (the "**Underlying Fund**") when the Underlying Fund is not managed by us. If an Underlying Fund is managed by us or one of our associates or affiliates, we will not vote the securities of the Underlying Fund but will decide if it is in your best

interests for you to vote on the matter individually. Generally, for routine matters, we will decide that it is not in your best interests to vote individually. However, if we decide that it is in your best interests for you to vote, then we will ask you for instructions on how to vote your proportionate share of the Underlying Fund securities owned by the Fund and will vote accordingly. We will only vote the proportion of the Underlying Fund securities for which we have received instructions.

While serving as a framework, the Proxy Voting Policy cannot contemplate all possible proposals with which the Fund may be presented. In the absence of a specific guideline for a particular proposal (e.g., in the case of a transactional issue or contested proxy), the Manager will evaluate the issue and may decide to cast the Fund's vote in a manner that, in the Manager's view, will maximize the value of the Fund's investment.

The current proxy voting policy and procedures of the Manager are available to unitholders at no cost by calling us toll free at 1-833-5NEWGEN or at 416-941-9112 (collect calls are accepted), on the Manager's website at www.newgenfunds.com or by writing to NewGen Asset Management Limited, Commerce Court North, Suite 2900, 25 King Street West, P.O. Box 405, Toronto, Ontario M5L 1G3.

The Fund's proxy voting record for the annual period from July 1st to June 30th will be available at any time after August 31st following the end of that annual period, to any unitholder on request to the Manager, at no cost, and may also be available on the Manager's website at www.newgenfunds.com. Information contained on the Manager's website is not part of this Prospectus and is not incorporated herein by reference.

Conflicts of Interest

As at the date of this Prospectus, the members of IRC do not own, directly or indirectly, any securities of the Fund, the Manager or any person or company that provides services to the Fund or to the Manager.

As at the date of this Prospectus, NewGen owned (beneficially and of record) 100% of the outstanding units of the Fund.

Affiliated Entities

There are no affiliated entities of the Manager that provides services to the Fund.

Use of Derivatives

The Portfolio Manager may use derivative instruments to reduce or hedge against various risks, including currency exchange risk associated with foreign investments and as a substitute for purchasing or selling securities directly to obtain investment exposures consistent with its investment objectives, strategies and risk management. The derivatives that the Portfolio Manager may use include, but are not limited to, options, swaps, futures and forwards. The Portfolio Manager may also employ various option strategies to increase income return of the Fund's portfolio including, but not limited to, covered call and put option writing. No assurance can be given that the Fund's portfolio will be hedged from any particular risk at any time.

The Portfolio Manager has written policies and procedures in place that set out the objectives and goals for derivatives trading and the risk management procedures applicable to those transactions by the Fund. The Chief Compliance Officer of the Portfolio Manager is responsible for setting and reviewing these policies and procedures. These policies and procedures are reviewed and approved at least annually by the management committee of the Portfolio Manager. The compliance team of the Manager is the group that

monitors the risks associated with the use of derivatives independent of the portfolio management team. Risk measurement procedures and simulations are used to test the portfolios under stress conditions.

Supervision of Derivatives Trading

We have adopted various policies and internal procedures to supervise the use of derivatives within the Fund's portfolio. All policies and procedures comply with the derivative rules set out for alternative mutual funds in NI 81-102. These policies are reviewed at least annually by senior management. We have established an approval process for the use of derivatives before derivatives can be used in the Fund to ensure compliance with NI 81-102 and to ensure that the derivative is suitable for the Fund within the context of the Fund's objectives and investment strategies. The Administrator records, values, monitors and reports on the derivative transactions that are entered into the Fund's portfolio records. Valuations of derivative instruments are carried out according to the procedures described under "*Valuation of Portfolio Securities and Liabilities*". The Manager's compliance department conducts ongoing monitoring of derivatives strategies for compliance with regulation designed to ensure: (i) all derivatives strategies of the Fund meet regulatory requirements; and (ii) derivative and counterparty exposures are reasonable and diversified. New derivative strategies are subject to a standardized approval process involving members from the Portfolio Manager and the Manager's compliance department.

Under NI 81-102, mutual funds may engage in derivative transactions for both hedging and non-hedging purposes. When derivatives are used for hedging purposes, our internal policies require that the derivatives have a high degree of negative correlation to the position being hedged, as required by NI 81-102. Derivatives will be used to create leverage within the Fund's portfolio as permitted under section 2.9 of NI 81-102. We do not simulate stress conditions to measure risk in connection with the Fund's use of derivatives. Pursuant to NI 81-102, the Fund may deal with counterparties without a designated rating and the Fund may enter into over the counter derivative transactions with a wider variety of counterparties. The Fund will be permitted to exceed the 10% of NAV marked-to-market limit on specified derivatives exposure to a single counterparty, only if either: (i) the specified derivative is a clear specified derivative; or (ii) the counterparty has a designated rating (generally, a rating of "A" or higher for the counterparty's long-term debt).

The Manager's compliance department will review monthly updates from the portfolio managers on outstanding derivative strategies including, the classification of hedging versus non-hedging strategies, identification of risks being hedged, and hedge effectiveness or correlation. Any non-compliance is escalated immediately to the Portfolio Manager and Chief Investment Officer (if required). The Manager's compliance department reports any identified exceptions to the derivatives policies and procedures described above.

Short Sales

The Fund may engage in short selling, where such short selling will be done in accordance with securities regulations. Written policies and procedures regarding objectives and risk management procedures have been adopted by the Portfolio Manager in connection with its short selling activities. The Chief Compliance Officer of the Portfolio Manager is responsible for setting and reviewing these policies and procedures. Such policies and procedures are reviewed and approved at least annually by the management committee of the Manager. The authorization of short selling transactions and placing limits or other controls on short selling is the responsibility of the portfolio manager with post-trade review conducted by the Manager's compliance department. Risk measurement procedures and simulations are used to test the Fund's portfolio under stress conditions.

Securities Lending, Repurchase and Reverse Repurchase Transactions

The Fund may, from time to time, engage in securities lending, repurchase and reverse repurchase transactions to generate additional income consistent with its investment objectives. The Fund has entered into an agreement with TD Securities to administer the Fund's securities lending.

Written policies and procedures regarding objectives and risk management procedures have been adopted by the Portfolio Manager in connection with its securities lending, repurchase and reverse repurchase activities. The Chief Compliance Officer of the Portfolio Manager is responsible for setting and reviewing these policies and procedures. Such policies and procedures are reviewed and approved at least annually by the management committee of the Manager. The authorization of securities lending, repurchase and reverse repurchase activities and placing limits or other controls on these transactions is the responsibility of the Portfolio Manager with post-trade review conducted by the compliance department. Risk measurement procedures and simulations are not used to test the Fund's portfolio under stress conditions. The securities lending transactions of the Fund may be terminated by the Fund at any time.

The risk factors associated with securities lending are disclosed in this Prospectus.

Remuneration of Directors, Officers and Trustees

The Fund does not directly employ any directors, officers or trustees to carry out Fund operations. The Manager, as manager of the Fund, provides or retains all personnel necessary to conduct the Fund's operations.

Material Contracts

The material contracts entered into by the Fund as of the date of this Prospectus are:

- (a) Declaration of Trust; and
- (b) Custodian Agreement.

Copies of these agreements are available for inspection at the principal office of the Manager during regular business hours and are also available on www.sedar.com.

Legal Proceedings

As of the date of this Prospectus, there are no ongoing material legal or administrative proceedings pending to which the Fund or the Manager is a party or which are known to be contemplated.

Designated Website

A mutual fund is required to post certain regulatory disclosure documents on a designated website. The designated website of the mutual fund this document pertains to can be found at the following location: www.newgenfunds.com.

VALUATION OF PORTFOLIO SECURITIES AND LIABILITIES

The NAV of the Fund will be calculated by the Administrator (as defined below) as of each Valuation Day (as defined below) by subtracting the amount of the liabilities of the Fund from the total assets of the Fund. The assets and liabilities of the Fund will be valued as follows:

- (a) The value of any cash on hand or on deposit, bills, demand notes, accounts receivable, prepaid expenses, dividends receivable (if such dividends are declared and the date of record is before the date as of which the NAV of the Fund is being determined) and interest accrued and not yet received, shall be deemed to be the full amount thereof, unless the Administrator, in consultation with the Portfolio Manager, determines that any such deposit, bill, demand note, account receivable, prepaid expense, dividend receivable or interest accrued and not yet received is not worth the full amount thereof, in which event the value thereof shall be deemed to be such value as the Administrator, in consultation with the Portfolio Manager, determines to be the reasonable value thereof.
- (b) The value of any bonds, debentures, and other debt obligations shall be valued at mid prices from recognized pricing vendors on a Valuation Day at such times as the Administrator, in consultation with the Portfolio Manager, deems appropriate. Short-term investments including notes and money market instruments shall be valued at cost plus accrued interest.
- (c) The value of any security which is listed or dealt in upon a public securities exchange will be valued at the last available trade price on the Valuation Day or, if the Valuation Day is not a business day, on the last business day preceding the Valuation Day. If no sales are reported on such day, such security will be valued at the average of the current bid and ask prices. Securities that are listed or traded on more than one public securities exchange or that are actively traded on over the counter markets while being listed or traded on such securities exchanges or over the counter markets will be valued on the basis of the market quotation which, in the opinion of the Administrator, in consultation with the Portfolio Manager, most closely reflects their fair value.
- (d) Any securities which are not listed or dealt in upon any public securities exchange will be valued at the earlier of the last financing price or grey market price (if available). The Portfolio Manager may adjust the value of the unlisted securities to account for any other meaningful circumstances including business updates or movements in the listed prices of comparable securities. The process of valuing investments for which no published market exists is based on inherent uncertainties and the resulting values may differ from values that would have been used had a ready market existed for the investments and may differ from the prices at which the investments may be sold.
- (e) The Portfolio Manager will at its discretion determine the appropriate discount, if any, on shares that are purchased with a restriction associated therewith.
- (f) Securities held in private issuers are recorded at cost unless an upward adjustment is considered appropriate and supported by persuasive and objective evidence such as a significant equity financing by an unrelated investor at a transaction price higher than the valuation price, which will represent fair value. Downward adjustments to valuation price are made when there is evidence of other than a temporary decline in value as indicated by the assessment of the financial condition of the investment based on third-party financing, operational results, forecasts, and other developments since the previous valuation price was established. Options and warrants held in private issuers are carried at cost unless there is an upward or downward adjustment of the underlying privately held company supported by persuasive and objective evidence such as significant subsequent equity financing by an unrelated investor at a transaction price higher or lower than the valuation price, which will represent fair value.

- (g) 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 funds by applying the rate of exchange obtained from the best available sources by the Administrator to calculate NAV.
- (h) Each transaction of purchase or sale of portfolio securities effected by the Fund will be reflected in the computation of the NAV of the Fund on the trade date.
- (i) The value of any security or property to which, in the opinion of the Administrator, in consultation with the Portfolio Manager, the above principles cannot be applied (whether because no price or yield equivalent quotations are available or for any other reason), shall be the fair value thereof determined in such manner as the Administrator, in consultation with the Portfolio Manager, may from time to time determine based on standard industry practice.
- (j) Short positions will be marked-to-market, i.e. carried as a liability equal to the cost of repurchasing the securities sold short applying the same valuation techniques described above.
- (k) All other liabilities shall include only those expenses paid or payable by the Fund, including accrued contingent liabilities; however, expenses and fees allocable only to a class of units shall not be deducted from the NAV of the Fund prior to determining the NAV of each class, but shall thereafter be deducted from the NAV so determined for each such class.
- (l) 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 4:00 p.m. (Eastern Time) (the “**Valuation Time**”) or such other day deemed appropriate by the Manager, the position in the futures contract, or the forward contract, as the case may be, were to be closed out unless daily limits are in effect in which case fair value shall be based on the current market value of the underlying interest.

The Class C Founders, Class F, Class G, and Class I units of the Fund are denominated in Canadian dollars. The Class F (USD) and Class G (USD) units of the Fund are denominated in U.S. dollars and the returns of the Class F (USD) and Class G (USD) units are generally hedged back to the Canadian dollar.

The Administrator is entitled to rely on any values or quotations supplied to it by a third party, including the Portfolio Manager, and is not required to make any investigation or inquiry as to the accuracy or validity of such values or quotations. Provided the Administrator acts in accordance with its standard of care, it shall be held harmless by the Fund and shall not be responsible for any losses or damages resulting from relying on such information.

If an investment cannot be valued under the foregoing rules or under any other valuation rules adopted under applicable securities laws, or if any rules we have adopted are not set out under applicable securities laws but at any time are considered by us to be inappropriate under the circumstances, then we shall use a valuation which we consider to be fair and reasonable in the interests of investors in the Fund. In those circumstances, the Administrator would typically review current press releases concerning the investment security, discuss an appropriate valuation with other portfolio managers and analysts and consult other industry sources to set an appropriate fair valuation. If at any time the foregoing rules conflict with the valuation rules required under applicable securities laws, the Administrator will follow the valuation rules required under applicable securities laws.

The Declaration of Trust contains details of the liabilities to be included in calculating the NAV of the Fund and the NAV per class or Unit Price (as defined below). The liabilities of the Fund include, without limitation, all bills, notes and accounts payable, all administrative fees and operating expenses payable or accrued, all contractual obligations for the payment of money or property, all allowances authorized or approved by us for taxes (if any) or contingencies and all other liabilities of the Fund. In making the calculation of the Unit Price, we will use the latest reported information available on each Valuation Day. The purchase or sale of portfolio securities by the Fund will be reflected in the first calculation of the Unit Price after the date on which the transaction becomes binding.

Differences from International Financial Reporting Standards

The Fund's financial statements are prepared in accordance with International Financial Reporting Standards ("**IFRS**") and those principles may differ from the valuation principles that are set out in this Prospectus.

In accordance with NI 81-106, the fair value of a portfolio security used to determine the daily price of the Fund's units for purchases and redemptions by investors will be based on the Fund's valuation principles set out above under the heading "*Valuation of Portfolio Securities and Liabilities*", which comply with the requirements of NI 81-106 but differ in some respects from the requirements of IFRS, which are used for financial reporting purposes only.

The interim financial reports and annual financial statements of the Fund (the "**Financial Statements**") are required to be prepared in compliance with IFRS. The Fund's accounting policies for measuring the fair value of their investments (including derivatives) are identical to those used in measuring their NAV for transactions with unitholders, except as disclosed below.

The fair value of the Fund's investments (including derivatives) is the price that would be received to sell an asset, or the price that would be paid to transfer a liability, in an orderly transaction between market participants as at the date of the Financial Statements (the "**Reporting Date**"). The fair value of the Fund's financial assets and liabilities traded in active markets (such as publicly traded derivatives and marketable securities) are based on quoted market prices at the close of trading on the Reporting Date (the "**Close Price**"). In contrast, for IFRS purposes, the Fund uses the Close Price for both financial assets and liabilities where that price falls within that day's bid-ask spread. If a Close Price does not fall within the bid-ask spread, the Close Price will then be adjusted by the Manager, to a point within the bid-ask spread that, in the Manager's view, is most representative of fair value based on specific facts and circumstances.

As a result of this potential adjustment or other fair value adjustment that the Manager may determine and considers to be fair and reasonable for the security, the fair value of the financial assets and liabilities of the Fund determined under IFRS may differ from the values used to calculate the NAV of that Fund.

The notes to the Financial Statements will include a reconciliation of the differences between the NAV calculated based on IFRS and NI 81-106.

CALCULATION OF NET ASSET VALUE

Valuation Dates

The Fund's NAV is calculated at the close of regular trading, normally 4:00 p.m. (Eastern Time), on a day the Toronto Stock Exchange ("**TSX**") is open (a "**Valuation Day**").

Any purchase, redesignation or redemption instruction received after 4:00 p.m. (Eastern Time) on a Valuation Day will be processed on the next Valuation Day.

As Manager, we are responsible for determining the NAV of the Fund. However, we may delegate some or all of the responsibility in relation to such determination to the Administrator.

How We Price the Fund's Units

The Fund's units are divided into the Class C Founders, Class F, Class F (USD), Class G, Class G (USD) and Class I units. Each class is divided into units of equal value. When you invest in the Fund, you are purchasing units of a specific class of that Fund.

The net asset value of the Fund will be calculated in Canadian dollars. The Class C Founders, Class F, Class G, and Class I units of the Fund are denominated in Canadian dollars. The Class F (USD) and Class G (USD) units of the Fund are denominated in U.S. dollars and the returns of the Class F (USD) and Class G (USD) units are generally hedged back to the Canadian dollar. The returns on the Class F (USD) and Class G (USD) units will differ from the returns on the Class F and Class G units, respectively, because the effect and costs associated with employing the hedging strategy. The Fund may not be able to fully hedge the Canadian dollar exposure back to U.S. dollars in respect of Class F (USD) and Class G (USD) units, where applicable, at all times. Holders of Class F (USD) and Class G (USD) units who exchange those units for units of another class will do so at the prevailing Canadian/U.S dollar exchange rate.

All transactions are based on the NAV per unit for each class of units ("Unit Price"). We calculate all Unit Prices at the close of trading on the TSX on each Valuation Day. The Unit Price can change on each Valuation Day.

The Unit Price is calculated for each class of units. The Unit Price is the price used for all purchases, redesignations and redemptions of units of that class (including purchases made on the reinvestment of distributions). The price at which units are issued or redeemed is based on the next applicable Unit Price determined after the receipt of the purchase or redemption order.

Here is how we calculate the Unit Price of each class of the Fund:

- We take the fair value of all the investments and other assets allocated to the class.
- We then subtract the liabilities allocated to that class. This gives us the NAV for the class.
- We divide this amount by the total number of units of the class that investors in the Fund are holding. That gives us the Unit Price for the class.

To determine what your investment in the Fund is worth, simply multiply the Unit Price of the class of units you own by the number of units you own.

Although the purchases and redemptions of units are recorded on a class basis, the assets attributable to all of the classes of the Fund is pooled to create one fund for investment purposes.

Each class pays its proportionate share of Fund costs in addition to its management fee and performance fee. The difference in fund costs, management fees, and performance fees between each class means that each class has a different NAV per unit.

You can get the NAV of the Fund or the NAV per unit of a class of the Fund, at no cost, by sending an email to clientservice@newgenfunds.com, on the Manager's website at www.newgenfunds.com, by calling us toll free at 1-833-5NEWGEN or at 416-941-9112 (collect calls are accepted) or by asking your dealer.

PURCHASES, REDEMPTIONS AND REDESIGNATIONS

You may purchase units through an authorized dealer or brokers qualified in your province. Your dealer is there to help you with your investment decisions to determine whether the Fund is suitable for you to meet your own risk/return objectives and to place orders on your behalf.

Purchases

You may purchase any class of units of the Fund through an investment dealer, which is a member of the Investment Industry Regulatory Organizations of Canada, that has entered into a distribution agreement with us to sell the Fund. See “*Description of Securities Offered by the Mutual Fund*” for a description of each class of units offered by the Fund. The issue price of the units is based on the Unit Price for that particular class.

The minimum initial investment in Class C Founders, Class F and Class G units is \$500, in Class F (USD) and Class G (USD) units is US\$500 and in Class I units is \$5,000,000. The minimum subsequent investment in Class C Founders, Class F and Class G units is \$100, in Class F (USD) and Class G (USD) units is US\$100 and Class I units is \$500 unless you buy through a pre-authorized contribution plan, in which case, the minimum subsequent investment is \$50 or US\$50, as the case may be. These minimum investment amounts may be adjusted or waived in the discretion of the Manager.

If we receive your purchase order before 4:00 p.m. (Eastern Time) on a Valuation Day, we will process your order at the Unit Price calculated later that day. Otherwise, we will process your order at the Unit Price calculated on the next Valuation Day. We may process orders at an earlier time if the TSX closes for trading earlier on a particular day. Orders received after that earlier closing time would be processed on the next Valuation Day.

Please contact your Dealer to find out how to place an order. Please note that dealers may establish cut-off times for receiving purchase orders so that they may be properly processed prior to the 4:00 p.m. (Eastern Time) deadline on the applicable Valuation Day. When you submit money with a purchase order, the money will be held in our trust account and any interest the money earns before it is invested in the Fund is credited to the Fund, not to your account.

In the arrangements it makes with an investor, a dealer may provide that the investor will compensate it in respect of any loss incurred by the dealer as a result of failure to settle a subscription for securities of a Fund caused by the investor.

We must receive the appropriate documentation and payment in full within two business days of receiving your purchase order in order to process a purchase order. If the Fund does not receive payment in full within the required time or if a cheque is returned because of non-sufficient funds, we will sell the securities that you bought. If we sell them for more than you paid, the Fund will keep the difference. If we sell them for less than you paid, we will bill you for the difference plus any costs or interest. We do not issue certificates when you purchase the Fund. We are entitled to reject any purchase order, but we can only do so within one business day of receiving it. If we reject an order, we will return immediately to your dealer any monies we have received from you in connection with that order.

At the Manager’s sole discretion, the Fund may suspend new subscriptions of the units of the Fund.

Please see “*Fees and Expenses*” and “*Dealer Compensation*” for more information on the fees and expenses and dealer compensation applicable to each class.

Redemptions

If we receive your redemption order before 4:00 p.m. (Eastern Time) on any Valuation Day, we will process your order at the Unit Price calculated later that day. Otherwise, we will process your order at the Unit Price calculated on the next Valuation Day. We may process orders at an earlier time if the TSX closes for trading earlier on a particular day. Orders received after that earlier closing time would be processed on the next Valuation Day.

Payment of redemption proceeds for units denominated in Canadian dollars will be made in Canadian dollars. Payment of redemption proceeds for units denominated in U.S. dollars will be made in U.S. dollars.

The latest we will send you your money will be two business days after the Valuation Day used to process your sell order. Required documentation may include a written order to sell with your signature, guaranteed by an acceptable guarantor. If you redeem through your advisor, they will advise you what documents they require. Any interest earned on the proceeds of an order to redeem before you receive the money will be credited to the Fund, not to your account. Redemption proceeds are paid in the applicable currency that the class of units is denominated.

Under exceptional circumstances we may be unable to process your redemption order. This would most likely occur if market trading has been suspended on any exchanges including stock exchanges on which more than 50% by value of the Fund's assets are listed and if the Fund's portfolio securities cannot be traded on any other exchange that represents a reasonably practical alternative. During these periods, units will also not be issued.

The Fund may postpone a redemption payment during any period which redemption rights are suspended in the circumstances described above as required by securities legislation or with the approval of the applicable securities regulatory authorities.

In the arrangements it makes with an investor, a dealer may provide that the investor will compensate it for any loss it incurs as a result of the investor's failure to fulfill the requirements of the Fund or of securities legislation in respect of redemption of securities of the Fund.

There are no redemption fees for the Fund, except as described under "*Short-Term Trading*" in this Prospectus.

Redesignations between Classes of the Fund

You may redesignate all or part of your investment from one class of units to another class of units of the Fund, as long as you are eligible to hold that class of units. This is called a redesignation.

Your dealer may charge you a redesignation fee of up to 2% based on the NAV of the applicable class of units of the Fund you redesignate from one class of units to another class of units of the Fund. You may negotiate the amount with your dealer. Please see "*Fees and Expenses*" and "*Dealer Compensation*" for more information on the fees and expenses and dealer compensation applicable to redesignation.

The value of your investment, less any fees, will be the same immediately after the redesignation. You may, however, own a different number of units because each class may have a different Unit Price. Redesignating units from one class to another class of the Fund denominated in the same currency is generally not considered to give rise to a disposition for Canadian income tax purposes. However, based on the current published administrative policies and assessing practices of the Canada Revenue Agency (the "**CRA**"), a redesignation of units denominated in U.S. dollars into units denominated in Canadian dollars, and vice

versa, will likely be considered to constitute a disposition of such units for the purposes of the *Income Tax Act* (Canada) (the “**Tax Act**”).

Short-Term Trading

We have adopted policies and procedures designed to detect and deter inappropriate and excessive short-term trading.

Inappropriate short-term trading in units of the Fund can have an adverse effect on the Fund. Such trading can increase brokerage and other administrative costs of the Fund and interfere with our long-term investment decisions.

In order to protect the interest of the majority of unitholders in the Fund and to discourage inappropriate short-term trading in the Fund, investors may be subject to a short-term trading fee. If an investor redeems units of the Fund within 90 days of purchasing such units, the Fund may deduct and retain, for the benefit of the remaining unitholders in the Fund, two percent (2%) of the net asset value of the units of the particular class of the Fund being redeemed.

We also consider excessive short-term trading as a combination of purchases and redemptions that occurs with such frequency within a 30-day period that we believe is detrimental to the Fund’s investors.

Inappropriate short-term trading may harm Fund investors who do not engage in these activities by diluting the NAV of the Fund’s units as a result of the market timing activities of other investors. Inappropriate and excessive short-term trading may cause the Fund to carry an abnormally high cash balance and/or high portfolio turnover rate, both of which may reduce the Fund’s returns.

We may take such additional action as we consider appropriate to prevent further similar activity by you. These actions may include the delivery of a warning to you, placing you or your account(s) on a watch list to monitor your trading activity and the subsequent rejection of further purchases by you if you continue to attempt such trading activity and/or closure of your account.

In determining whether a short-term trade is inappropriate or excessive, we will consider relevant factors, including the following:

- *bona fide* changes in investor circumstances or intentions;
- unanticipated financial emergencies;
- the nature of the Fund;
- past trading patterns;
- unusual market circumstances; and
- an assessment of harm to the Fund or to us.

The short-term trading fee will not apply in certain circumstances, such as:

- redemptions of units by another fund managed by NewGen;
- redemptions of units purchased by the reinvestment of distributions;
- for systematic withdrawal plans;
- redesignation of units from one class to another class of the Fund;

- redemptions initiated by NewGen or where redemption notice requirements have been established by NewGen;
- redemptions of units to pay management fees, administration fees, operating expenses, fund costs and/or advisor fees with respect to Class I units; or
- in the absolute discretion of NewGen.

OPTIONAL SERVICES

Pre-authorized Contribution Plan

You can make regular purchases of units of the Fund through a Pre-authorized Contribution Plan (“PAC”). You can invest weekly, bi-weekly or monthly. You can set up a PAC by contacting your Dealer. There is no administrative charge for this service.

When you enroll in a PAC, your Dealer will send you a complete copy of the Fund’s current Fund Facts, along with a PAC form agreement as described below. Upon request, you will also be provided with a copy of the Prospectus.

You will not receive the Fund Facts when you make any subsequent purchases under the PAC unless you request this at the time of your initial investment, or subsequently send a request. You can get copies of these documents at www.newgenfunds.com or at www.sedar.com, from your Dealer or by e-mailing us at clientservice@newgenfunds.com. We will only send you an updated copy of the Fund Facts annually upon renewal and any amendments if you have requested them.

You have a statutory right to withdraw from an initial purchase of the Fund under the PAC plan, but you do not have a statutory right to withdraw from subsequent purchases of the Fund under the PAC. However, you will continue to have all other statutory rights under securities law, including a right of action for damages or rescission in the event any Fund Facts or document incorporated by reference in any renewal simplified prospectus contains any misrepresentation, whether or not you have requested the Fund Facts.

You may change or terminate your PAC at any time before a scheduled investment date as long as we receive at least ten (10) business days’ notice.

The Canadian Payments Association has implemented Rule H1, which is intended to protect consumers from unauthorized debits. On PAC enrolment by your Dealer, you must be given the form or disclosure that describes the PAC terms and conditions and investors’ rights. By enrolling in a PAC, you are deemed to consent to:

- redemptions of units by another fund managed by NewGen;
- waive any pre-notification requirements;
- authorize us to debit your bank account;
- authorize us to accept changes from your registered dealer or financial advisor;
- agree to release your financial institution of all liability if your request to stop a PAC is not respected, except where the financial institution is grossly negligent;
- agree that a limited amount of your information will be shared with the financial institution for the purpose of administering your PAC;
- agree that you are fully liable for any charges incurred if the debits cannot be made due to insufficient funds or any other reason for which you may be held accountable; and

- be aware that you have rights and that you can change your instructions at any time, on ten (10) days' advance notice to us, and that you can find out more about your right to cancel a pre-authorized debit agreement by contacting your financial institution or by visiting www.cdnpay.ca.

Pledges

We have the right to refuse any requests made by an investor to pledge any of his/her/their or its units of the Fund.

Registered Plans

You can open certain registered plans through your Dealer. The following plans are eligible to invest in the Fund (collectively referred to as “**Registered Plans**”):

- registered retirement savings plans (“**RRSPs**”), including
 - locked-in retirement accounts (“**LIRAs**”),
 - locked-in retirement savings plans (“**LRSPs**”),
 - restricted locked-in savings plans (“**RLSPs**”),
- registered retirement income fund (“**RRIFs**”), including
 - life income fund (“**LIFs**”),
 - locked-in retirement income fund (“**LRIFs**”),
 - prescribed retirement income fund (“**PRIFs**”),
 - restricted life income fund (“**RLIFs**”),
- tax-free savings accounts (“**TFSAs**”),
- registered education savings plans (“**RESPs**”), and
- deferred profit-sharing plans (“**DPSPs**”).

We do not permit units of the Fund to be held within registered disability savings plans. Please see the “*Eligibility for Investment*” section for more information.

FEES AND EXPENSES

The following sections list the fees and expenses that you may have to pay if you invest in the Fund. You may have to pay some of these fees and expenses directly. The Fund may have to pay some of these fees and expenses, which will therefore reduce the value of your investment in the Fund. Your financial advisor will assist you in choosing the appropriate purchase option for you. Some of these fees and expenses are subject to Goods and Services Tax (“**GST**”) and may be subject to Harmonized Sales Tax (“**HST**”), including management fees, performance fees and fund costs. Interest and sales charges, if any, are not currently subject to GST or HST.

The Fund is required to pay GST or HST on management fees payable to the Manager in respect of each class, performance fees payable to the Manager in respect of each class and on fund costs attributed to each class, based on the residence for tax purposes of the unitholders of the particular class. GST is currently charged at a rate of 5% and HST is currently charged at a rate of between 13% and 15% depending on the province.

Generally, (i) any changes to the basis of calculation of a fee or expense that is charged to the Fund or directly to its unitholders by the Fund or the Manager in connection with the holding of units of the Fund or (ii) the introduction of a new fee or expense that could, in either case, result in an increase in those charges is subject to unitholder approval except that, subject to applicable securities law requirements:

- (a) no unitholder approval will be required if the Fund is at arm's length to the person or company charging the fee or expense to the Fund and if written notice is sent to all unitholders at least 60 days before the effective date of the change that could result in an increase in charges to the Fund; and
- (b) no unitholder approval will be required for units that are purchased on a no load basis, if written notice is sent to all unitholders of such units at least 60 days before the effective date of the change that could result in an increase in charges to the Fund.
- (c) The table below lists the fees and expenses that you may have to pay if you invest in the Fund. You may have to pay some of these fees and expenses directly. The Fund may have to pay some of these fees and expenses, which will therefore reduce the value of your investment in the Fund.

Fees and Expenses Payable by the Fund	
Management Fees	<p>The Manager receives a management fee payable by the Fund for providing its services to the Fund. The management fee varies based on each class of units. The management fee is calculated and accrued daily based on a percentage of the net asset value of the class of units of the Fund, plus applicable taxes, and is payable on the last day of each calendar month.</p> <p>As shown below, the annual management fees vary by class. You should make a specific request through your Dealer to purchase any applicable lower-fee class you may be eligible to purchase, or to switch your existing units to any applicable lower-fee class you may be eligible to purchase.</p> <ul style="list-style-type: none"> • Class C Founders units: 0.75% per annum • Class F units: 1.00% per annum • Class F (USD) units: 1.00% per annum • Class G units: 2.00% per annum • Class G (USD) units: 2.00% per annum • Class I units: Negotiated by the investor and paid directly by the investor. The management fee rate would not exceed the management fee payable on Class G units of the Fund. <p>The management fees for Class I units of the Fund are negotiable by you and payable directly to us. Parties related to us and our employees and employees of our affiliates may be charged no fees or fees that are lower than those available to other investors. For Class I units, this fee can be paid by: (1) cheque/wire or by the redemption of Class I units you hold, if (i) you have a minimum of \$5,000,000 invested in Class I units and (ii) you hold your units outside of a registered plan; or (2) the redemption of Class I units you hold, if you have less than \$5,000,000 invested in Class I units.</p>

	<p>In consideration of the management fee, NewGen will provide investment management, clerical, administrative and operational services to the Fund, including: determining and implementing investment policies, practices, fundamental objectives and investment strategies applicable to the Fund; receiving and processing all subscriptions and redemptions; ensuring the Fund complies with regulatory requirements and filings; offering units of the Fund for sale to prospective purchasers; conducting foreign exchange transactions; purchase, retain, sell and call and put options, futures contracts or other similar financial instruments; daily operations and usual and ordinary office services; unitholder relations and communications; appointing or changing the auditor of the Fund; banking; establish the Fund’s operating expense budget and authorizing payment of expenses; authorizing contractual arrangements; recordkeeping; and allocating between each class of the Fund the net asset value of the Fund, any distribution of the Fund, the net assets of the Fund, the Fund’s property, any liabilities of the Fund and any other items. The Manager may delegate the foregoing to third parties if it believes it is in the best interests of unitholders.</p>
<p>Performance Fees</p>	<p>The Manager receives a performance fee in respect of each class of units of the Fund, excluding Class I units. The Fund will pay the Manager a performance fee each calendar quarter (a “Performance Fee Determination Period”) equal to 15% of the Net Profit (as defined below) of each applicable class of units subject to the High Watermark (as defined below), plus applicable taxes. The performance fee will be calculated and accrued for each class on a daily basis during each Performance Fee Determination Period and, with respect to an intra-quarter redemption of units of a class, on the relevant redemption date.</p> <p>Net Profit means, in respect of any class of units of the Fund for any Valuation Day, the positive amount (if any) calculated by deducting the NAV per unit of the class for that Valuation Day from the highest NAV per unit in respect of which a performance fee liability has previously arisen (the “High Watermark”) (or the initial offering price of the units if no performance fee liability has previously arisen in respect of such class of units). The performance fee will be determined by multiplying the amount of Net Profit by the total number of the units of such class outstanding at the close of business on such Valuation Day.</p> <p>No performance fee shall be paid in respect of a class unless the class NAV per unit exceeds the High Watermark and, in such circumstances, a performance fee shall only be paid on that portion of the Net Profit that exceeds the High Watermark.</p> <p>Investors in Class I units may negotiate a performance fee (in accordance with applicable regulatory requirements) to be paid by the investor that is different than the one described in this table or no performance fee at all.</p>
<p>Operating Expenses</p>	<p>The Fund pays its own operating expenses, other than advertising costs and costs of dealer compensation programs, which are paid by NewGen.</p> <p>Operating expenses include, but are not limited to, brokerage commissions and fees (if applicable), taxes, audit and legal fees, fees of the members of the IRC, costs and fees in connection with the operation of the IRC (including the costs of holding meetings and fees and expenses of any advisors engaged by the IRC),</p>

	<p>safekeeping and custodial fees, interest expenses, operating, administrative and systems costs, investor servicing costs and costs of financial and other reports to investors, as well as prospectuses, annual information forms and fund facts. Operating expenses and other costs of the Fund are subject to applicable taxes, including HST.</p> <p>The Fund also pays a proportionate share of the total compensation paid to the IRC each year and reimburses members of the IRC for expenses incurred by them in connection with their services as members of the IRC. Each member of the IRC, other than the Chair, is paid, as compensation for his/her services, \$6,000 (plus applicable taxes or other deductions) per annum. The Chair is paid \$8,000 (plus applicable taxes or other deductions) per annum.</p> <p>Management expense ratios (“MERs”) are calculated separately for each class of units of the Fund and includes class management fees and/or operating expenses.</p> <p>The Fund also pays its own brokerage commissions for portfolio transactions, fees associated with securities lending transactions and related transaction fees. These expenses are not included in the Fund’s MER but are, for tax purposes, added to the cost base or subtracted from the sale proceeds of its portfolio investments. These expenses constitute part of the Fund’s trading expense ratio (“TER”). Both the MER and the TER are disclosed in the Fund’s annual and semi-annual Management Report of Fund Performance.</p>
Derivatives Transaction Costs	<p>The Fund may use a variety of derivatives, including options, forward contracts and swaps to hedge against foreign currency risk among other things. The Fund is responsible for paying the transaction costs associated with these derivative contracts.</p>

Management Fee Reductions

In order to encourage very large investments in the Fund and to achieve effective management fees that are competitive for these large investments, the Manager may agree to waive a portion of the management fee that it would otherwise be entitled to receive from the Fund with respect to a unitholder’s investment in the Fund. An amount equal to the amount so waived may be distributed to such unitholder by the Fund (called a “**Management Fee Distribution**”). In this way, the cost of a Management Fee Distribution is effectively borne by the Manager, not the Fund or the unitholder, as the Fund is paying a discounted management fee. Management Fee Distributions, where applicable, are calculated and credited to the relevant unitholder on each business day and distributed on a monthly basis, first out of net income and net realized capital gains of the Fund and thereafter out of capital. All Management Fee Distributions are automatically reinvested in additional units of the relevant class of the Fund. The payment of Management Fee Distributions by the Fund to a unitholder in respect of a large investment is fully negotiable between the Manager, as agent for the Fund, and the unitholder’s financial advisor and/or dealer, and is primarily based on the size of the investment in the Fund. The Manager will confirm in writing to the unitholder’s financial advisor and/or dealer the details of any Management Fee Distribution arrangement.

The tax consequences of a Management Fee Distribution will generally be borne by the unitholder who receives the distribution.

Fees and Expenses Payable Directly by You	
Class I Units Management Fees and Performance Fees	<p>Unitholders of Class I units pay directly to NewGen a negotiated management fee based on the net asset value of the Class I units of the Fund they own, which will not exceed the management fee payable on Class G units of the Fund. There may be no management fee at all for Class I units. This fee will be set out in an agreement between you and NewGen.</p> <p>Unitholders of Class I units may negotiate a performance fee (in accordance with applicable regulatory requirements) to be paid by the unitholder that is different than the one described above or no performance fee at all. The performance fee for Class I units will be paid directly to NewGen.</p>
Sales Commissions	<p>Your Dealer may charge you a sales commission of up to 5% based on the net asset value of the applicable class of units of the Fund you acquire when you buy Class G and Class G (USD) units. You may negotiate the amount with your Dealer. There are no sales commissions for Class C Founders, Class F, Class F (USD) and Class I units.</p>
Redesignation Fees	<p>Your Dealer may charge you a redesignation fee, as applicable, of up to 2% based on the net asset value of the applicable class of units of the Fund you redesignate. You may negotiate the amount with your Dealer. Dealers' fees for redesignation are paid by redeeming units held by you.</p> <p>See "<i>Certain Canadian Federal Income Tax Considerations – Taxation of Unitholders – Units Not Held in a Registered Plan</i>" section of this Prospectus.</p>
Redemption Fees	<p>The Fund does not charge a redemption fee. However, the Fund may charge a short-term trading fee if you redeem your units within 90 days of buying them. Please see "<i>Short-Term Trading</i>" section of this Prospectus.</p>
Short-Term Trading Fee	<p>A fee of 2% of the amount redeemed may be charged if you redeem units of the Fund within 90 days of purchasing such units and/or your trading is part of a pattern of short-term trading that we believe is detrimental to Fund investors. For a description of NewGen's policy on short-term trading please see the disclosure under the subheading "<i>Short-Term Trading</i>" in this Prospectus.</p> <p>The short-term trading fee charged will be paid directly to the Fund, and is designed to deter excessive trading and offset its associated costs. For the purposes of determining whether the fee applies, we will consider the units that were held the longest to be units that are redeemed first. At NewGen's discretion, the fee will not apply in certain circumstances, such as:</p> <ul style="list-style-type: none"> • redemptions of units by another fund managed by NewGen; • redemptions of units purchased by the reinvestment of distributions; • for systematic withdrawal plans; • redesignation of units from one class to another class of the Fund; • redemptions initiated by NewGen or where redemption notice requirements have been established by NewGen;

	<ul style="list-style-type: none"> • redemptions of units to pay management fees, administration fees, operating expenses, fund costs and/or advisor fees with respect to Class I units; or • in the absolute discretion of NewGen.
Pre-Authorized Contribution Plan Fees	Your Dealer may charge you an administrative fee for this service. You may negotiate the amount with your Dealer.
Registered Tax Plan Fees	Your Dealer may charge you a fee for this service. You may negotiate the amount with your Dealer.

Dealer Compensation

Your Dealer may receive three types of compensation – sales commissions, trailing commissions and redesignation fees.

Sales Commissions – You pay this commission to your Dealer at the time of purchase of Class G or Class G (USD) units of a Fund. The maximum sales commission you may pay is 5% based on the net asset value of the applicable class of units of the Fund you acquire. You may negotiate this amount with your Dealer. There are no sales commissions payable to your Dealer for Class C Founders, Class F, Class F (USD) or Class I units of the Funds. Please see “*Purchases, Redemptions and Redesignations*” section of this Prospectus for further details.

Trailing Commissions – For Class G or Class G (USD) units of a Fund, we pay dealers an ongoing annual amount known as a “trailing commission,” based on the total value of Class G or Class G (USD) units held in your account with the dealer. There are no trailing commissions paid on Class C Founders, Class F, Class F (USD) or Class I units of the Funds. The trailing commissions are paid quarterly at a current annual rate of up to 1.00% of the value of the Class G or Class G (USD) units held by clients of the dealer. In circumstances where NewGen Fund securities are purchased through discount brokerage accounts, we may also pay trailing commissions to the discount broker.

Redesignation Fees – You may pay the redesignation fee, as applicable, to your Dealer at the time of redesignating from one class of units to another class of units in the same Fund. The maximum redesignation fee you may pay is 2% based on the net asset value of the applicable class of units of the Fund being redesignated. You may negotiate this amount with your Dealer. Dealers’ fees for redesignations are paid by redeeming units held by you. See “*Certain Canadian Federal Income Tax Considerations – Taxation of Unitholders – Units Not Held in a Registered Plan*” section of this Prospectus.

Other Kinds of Dealer Compensation

We may provide a broad range of marketing support programs to dealers that include research materials on the Fund and pre-approved advertising copy relating to the Fund. We may also provide advertising programs for the Fund that may indirectly benefit your Dealer, and, in some cases, may share with your Dealer the cost of local advertising and marketing activities (including investor conferences and seminars). The cost sharing is on a case-by-case basis and will not exceed 50% of the total direct costs incurred by your Dealer. We may reimburse dealers for the registration fees of financial advisors attending certain conferences, seminars and courses organized and presented by third parties. We also may reimburse dealers and certain industry associations for up to 10% of the total direct costs they incur for other kinds of conferences, seminars and courses they organize and present. We may organize and present, at our expense,

educational conferences and seminars for financial advisors and provide to financial advisors nonmonetary benefits of a promotional nature and of minimal value.

It is important for you to know that all of the amounts described above are paid by us, not the Fund, and only in accordance with the our policies and the rules set out in National Instrument 81-105 *Mutual Fund Sales Practices*.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS FOR INVESTORS

The following is a general summary, at the time of filing, of certain of the principal Canadian federal income tax considerations generally applicable to you as an investor in units of the Fund offered under this Prospectus. This summary assumes you are an individual (other than a trust) who, for purposes of the Tax Act and at all times, (i) is a resident of Canada, (ii) deals at arm's length and is not affiliated with the Fund, and (iii) holds 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 of trading or dealing in securities and has not acquired them in one or more transactions considered to be an adventure or concern in the nature of trade. Certain unitholders who might not otherwise be considered to hold their units as capital property may, in certain circumstances, be entitled to have their units, and all other "Canadian securities" owned or subsequently owned by them, treated as capital property by making an irrevocable election under subsection 39(4) of the Tax Act. Unitholders should consult with their own tax advisors as to whether an election under subsection 39(4) of the Tax Act is available or advisable in their circumstances.

This summary is based on the current provisions of the Tax Act and the regulations thereunder, an understanding of the current published administrative policies and assessing practices of the 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 referred to hereafter as the "**Tax Proposals**"). However, there can be no assurance that the Tax Proposals will be enacted in the form publicly announced, or at all. 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.

This summary assumes that none of the issuers of securities held by the Fund will be a foreign affiliate of the Fund or any unitholder of the Fund, or a non-resident trust that is not an "exempt foreign trust" as defined in section 94 of the Tax Act. This summary also assumes that the Fund will not be (i) a "SIFT trust" for the purposes of the Tax Act, (ii) a "financial institution" for purposes of the mark-to-market rules in the Tax Act, or (iii) required to include any amounts in income pursuant to section 94.1 or section 94.2 of the Tax Act.

This summary is not exhaustive of all possible Canadian federal tax considerations applicable to you in respect of an investment in units of the Fund and does not describe the income tax consequences relating to the deductibility of interest on money borrowed to acquire units. This summary is not intended to be, nor should it be construed to be, legal or tax advice to any particular investor. Accordingly, you are urged to consult with your own tax advisors for advice with respect to the income tax consequences of an investment in units, based on your particular circumstances.

Tax Status of the Fund

This summary is based on the assumptions that (i) the Fund will qualify, at all times, as a "mutual fund trust" within the meaning of the Tax Act and will elect under the Tax Act to be a "mutual fund trust" from the date it was established, (ii) the Fund has not been, and will not be maintained primarily for the benefit

of non-residents, and (iii) not more than 50% (based on fair market value) of the units of the Fund have been, or will be held by non-residents of Canada or by partnerships that are not “Canadian partnerships” as defined in the Tax Act, or by any combination of such partnerships and non-residents.

In order to continue to qualify as a “mutual fund trust”, the Fund must, among other things, comply on a continuous basis with certain minimum requirements respecting the ownership and dispersal of units. If the Fund does not qualify as a “mutual fund trust” at all times, the income tax considerations described below could be materially and adversely different.

Taxation of the Fund

In each taxation year, income of the Fund, including the taxable portion of capital gains, if any, that is not paid or made payable to its unitholders in that year will be taxed in the Fund under Part I of the Tax Act. Provided the Fund distributes all of its net taxable income and net capital gains to its unitholders on an annual basis, it should not be liable for any income tax under Part I of the Tax Act.

The Fund may be entitled for each taxation year to reduce (or receive a refund in respect of) its liability, if any, for tax on its net realized taxable capital gains by an amount determined under the Tax Act based on the redemption of units during the year (the “**capital gains refund**”).

The Fund is required to include, in computing its income for each taxation year, the taxable portion of any capital gains, any dividends received by it in a taxation year and all interest that accrues to it during the year, or becomes receivable or is received by it before the end of the year, except to the extent that such interest was included in computing its income for a preceding taxation year. In computing its income, the Fund will take into account any loss carry-forwards, any capital gains refund and all deductible expenses, including management fees.

Gains and losses realized by the Fund on the disposition of securities will generally be reported as capital gains and capital losses. The Fund will elect under subsection 39(4) of the Tax Act so that all gains or losses realized on the disposition of securities that are “Canadian securities” (as defined in the Tax Act), including Canadian securities acquired in connection with short sales, will be deemed to be capital gains or losses to the Fund. Generally, gains and losses realized by the Fund from derivative securities and in respect of short sales of securities (other than Canadian securities) will be treated as being on income account, except where a derivative is used to hedge securities held on capital account provided there is sufficient linkage and the derivative is not subject to the derivative forward agreement rules (“**DFA Rules**”) discussed below, and the Fund will recognize such gains or losses for tax purposes at the time they are realized by the Fund. An election to realize gains and losses on “eligible derivatives” (as defined in the Tax Act) of the Fund on a mark-to-market basis may be available. The Manager will consider whether such election, if available, would be advisable for the Fund. Whether gains or losses realized by the Fund in respect of a particular security (other than a Canadian security) are on income or capital account will depend largely on factual considerations.

The DFA Rules in the Tax Act deem gains on the settlement of certain forward agreements (described as “derivative forward agreements”) to be included in ordinary income rather than treated as capital gains. Under the DFA Rules, the return on any derivative entered into by the Fund that is a “derivative forward agreement” within the meaning of the Tax Act will be taxed as ordinary income rather than capital gains. The Tax Act exempts from the application of the DFA Rules currency forward contracts, and certain other derivatives, that are entered into in order to hedge foreign exchange risk in respect of an investment held as capital property.

Losses incurred by the Fund in a taxation year cannot be allocated to unitholders, but may be deducted by the Fund in future years in accordance with the Tax Act.

The Fund's portfolio may include securities which are not denominated in Canadian dollars. The cost and proceeds of disposition of securities, dividends, interest and all other amounts will be determined for the purposes of the Tax Act in Canadian dollars at the exchange rate prevailing at the time of the transaction, as more particularly determined in accordance with section 261 of the Tax Act. Accordingly, the Fund may realize gains or losses by virtue of the fluctuation in the value of foreign currencies relative to Canadian dollars.

The Fund may derive income or gains from investments in countries other than Canada and, as a result, may be liable to pay income or profits tax to such countries. To the extent 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 purposes of the Tax Act, subject to the detailed provisions of the Tax Act. To the extent that such foreign tax paid does not exceed 15% of such foreign source income and has not been deducted in computing the Fund's income, the Fund may generally designate a portion of its foreign source income in respect of its unitholders 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 unitholders for the purposes of the foreign tax credit provisions of the Tax Act.

The Fund may be subject to the loss restriction rules contained in the Tax Act unless the Fund qualifies as an "investment fund" as defined in the Tax Act, which, among other things, requires that certain investment diversification restrictions are met, and that unitholders hold only fixed (and not discretionary) interests in the Fund. If the Fund experiences a "loss restriction event" (i) the Fund will be deemed to have a year-end for tax purposes (which would result in an allocation of the Fund's net income and net realized capital gains at such time to unitholders so that the Fund is not liable for income tax under Part I of the Tax Act on such amounts), and (ii) the Fund will be deemed to realize any unrealized capital losses and its ability to carry forward losses will be restricted. Generally, the Fund will have a loss restriction event when a person becomes a "majority-interest beneficiary" of the Fund, or a group of persons becomes a "majority-interest group of beneficiaries" of the Fund, as those terms are defined in the Tax Act.

The Fund may be subject to the "suspended loss" rules contained in the Tax Act, which would generally apply where the Fund disposes of property and subsequently reacquires the property or acquires an identical property within the time period that begins 30 days before the disposition and ends 30 days following the disposition, and the Fund continues to own the reacquired or newly-acquired property following that period. Where the "suspended loss" rules apply, any losses arising from the initial disposition of property would be denied, but may be realized at a future point in time in accordance with the rules in the Tax Act.

Non-Qualification as a Mutual Fund Trust

If the Fund does not qualify as a "mutual fund trust", the Fund could be subject to tax under Part XII.2 of the Tax Act. Part XII.2 of the Tax Act provides that certain trusts (excluding "mutual fund trusts") that have a unitholder who is a "designated beneficiary" will generally be subject to a special tax at the rate of 40% on the trust's "designated income". A designated beneficiary includes a non-resident person. "Designated income" generally includes income from a business carried on in Canada and taxable capital gains from dispositions of "taxable Canadian property". If the Fund is subject to tax under Part XII.2, unitholders who are not designated beneficiaries may be entitled to a refund of a portion of the Part XII.2 tax paid by the Fund, provided that the Fund makes the appropriate designation.

If the Fund does not qualify as a "mutual fund trust" for purposes of the Tax Act, it may be subject to alternative minimum tax under the Tax Act. As well, the Fund will not be entitled to claim the capital gains refund that would otherwise be available to it if it were a "mutual fund trust" throughout the year.

If the Fund does not qualify as a "mutual fund trust", it will be a "financial institution" for purposes of the "mark-to-market" rules contained in the Tax Act at any time if more than 50% of the fair market value of

all interests in the Fund are held at that time by one or more “financial institutions”. The Tax Act contains special rules for determining the income of a “financial institution”.

If the Fund is not a “mutual fund trust” and is a “registered investment”, the Fund may be liable for tax under Part X.2 of the Tax Act if, at the end of any month, the Fund holds property that is not a “qualified investment” for the type of Registered Plan in respect of which the Fund is registered.

Taxation of Unitholders

Units Held in a Registered Plan

If you hold units of the Fund in a Registered Plan, distributions from the Fund and capital gains from a redemption (or other disposition) of units in respect of the Registered Plan are generally not subject to tax under the Tax Act until withdrawals are made from the Registered Plan (however, withdrawals from a TFSA are generally not subject to tax).

Notwithstanding the foregoing, if the units of the Fund are “prohibited investments” (as defined in the Tax Act) for your RRSP, RRIF, TFSA, or RESP, you, as the holder of the TFSA, the annuitant under the RRSP or RRIF, or the subscriber of the RESP, as the case may be, may be subject to a penalty tax as set out in the Tax Act. The units of the Fund will be a “prohibited investment” for your RRSP, RRIF, TFSA, or RESP, if you (i) do not deal at arm’s length with the Fund for purposes of the Tax Act, or (ii) have a “significant interest”, as defined in the Tax Act, in the Fund. Generally, you will not have a “significant interest” in the Fund unless you own interests as a beneficiary under the Fund that have a fair market value of 10% or more of the fair market value of the interests of all beneficiaries under the Fund, either alone or together with persons and partnerships with which you do not deal at arm’s length. In addition, your units will not be a “prohibited investment” if such units are “excluded property” as defined in the Tax Act for a Registered Plan.

You should consult with your own tax advisors to determine whether units of the Fund would be a “prohibited investment” for your RRSP, RRIF, TFSA, or RESP, based on your particular circumstances.

Units Not Held in a Registered Plan

If a unitholder holds units of the Fund outside a Registered Plan, the unitholder will generally be required to include in computing income for a taxation year such part of the net income of the Fund, including the taxable portion of capital gains, if any, paid or payable to the unitholder in the taxation year. This is the case even though such distributions may automatically be reinvested in additional units and there may therefore be insufficient cash received by a unitholder to pay the tax payable in respect of such distributions of income.

Generally, any distributions in excess of the net income and net capital gains of the Fund in a year will not be taxable in the hands of a unitholder but will reduce the adjusted cost base of the units. To the extent that a unitholder’s adjusted cost base of their units would otherwise be a negative amount, the negative amount will be deemed to be a capital gain realized by the unitholder and the unitholder’s adjusted cost base will be nil immediately thereafter. The non-taxable portion of capital gains distributed to a unitholder will not be taxable in the hands of the unitholders and will not, provided the appropriate designations are made by the Fund, reduce the adjusted cost base of the units.

The higher the portfolio turnover rate of the Fund in a year, the greater the chance that an amount will be declared payable or paid in respect of your units of the Fund prior to the end of the year. However, there is not necessarily a relationship between a high turnover rate of the Fund’s portfolio and the performance of the Fund.

Provided that appropriate designations are made by the Fund, such portion of (a) the net realized taxable capital gains of the Fund, and (b) the taxable dividends received by the Fund on shares of taxable Canadian corporations as are paid or become payable to a unitholder will effectively retain their character and be treated as such in the hands of the unitholder. To the extent that amounts are designated as taxable dividends from taxable Canadian corporations, the normal gross-up and dividend tax credit rules will apply. The Fund may make designations in respect of the income from foreign sources, if any, so that unitholders may be able to claim a foreign tax credit in accordance with the provisions of and subject to the general limitations under the Tax Act for a portion of foreign tax, if any, paid by the Fund.

The NAV per unit of the Fund at the time that a unitholder acquires units may reflect income and gains of the Fund that have accrued up to the time the units are acquired. Accordingly, a unitholder who acquires units of the Fund, particularly late in a calendar year, may become taxable on the unitholder's share of income and gains of the Fund that accrued before the units were acquired by the unitholder.

We will provide each unitholder with prescribed information in the form required by the Tax Act to assist with the preparation of tax returns.

Upon the redemption (or other disposition) of a unit of a particular class of units of the Fund, including on a redemption of units to pay any applicable redesignation fees, a unitholder will realize a capital gain (or capital loss) to the extent that the proceeds of disposition exceed (or are exceeded by) the unitholder's 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, including on the reinvestment of distributions, the cost of the newly acquired units will generally be averaged with the adjusted cost base of all such units of a particular class of units of the Fund owned by the unitholder as capital property immediately before that time.

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 must be deducted from taxable capital gains realized in a particular year. A unitholder may deduct one-half of any unused capital losses arising in a particular taxation year against the taxable portion of any net capital gains arising in the three immediately preceding taxation years or in subsequent taxation years, subject to the rules in the Tax Act.

In general terms, net income of the Fund paid or payable to a unitholder that is designated as net realized taxable capital gains, taxable Canadian dividends or taxable capital gains realized on the disposition of units may increase the unitholder's potential liability for alternative minimum tax.

A redesignation of units of the Fund denominated in the same currency should not generally be considered to give rise to a taxable disposition for the purposes of the Tax Act. However, based on the current published administrative policies and assessing practices of the CRA, a redesignation of units denominated in U.S. dollars into units denominated in Canadian dollars, and vice versa, will likely be considered to constitute a disposition of such units for the purposes of the Tax Act.

Management fees paid directly to the Manager by holders of Class I units will generally not be deductible by those unitholders.

Calculating the Adjusted Cost Base of a Unit of the Fund

You must separately compute the adjusted cost base in respect of each class of units of the Fund that you own. The adjusted cost base in respect of any class of units of the Fund that you own must be calculated in Canadian dollars.

The total adjusted cost base of your units of a particular class of units of the Fund (the “subject class”) is generally equal to:

- the total of all amounts you paid to purchase those units, including any sales charges paid by you at the time of purchase;

plus

- the adjusted cost base of any units of another class of units of the Fund that you hold that were redesignated as units of the subject class;

plus

- the amount of any reinvested distributions in respect of units of the subject class;

less

- the return of capital component of distributions paid to you in respect of your units of the subject class; and

less

- the adjusted cost base of any of your units of the subject class that have been redeemed.

The adjusted cost base of a single unit of a subject class is the total adjusted cost base of units of the subject class held by you divided by the number of units of the subject class that you hold at the relevant time.

Tax Reporting

Generally, you will be required to provide your financial advisor with information related to your citizenship, tax residence and, if applicable, your foreign tax identification number. If you are identified as a U.S. citizen (including a U.S. citizen living in Canada), U.S. resident, or a foreign tax resident, details of your investment in the Fund will generally be reported to the CRA unless units are held inside a Registered Plan. The CRA may provide the information to the relevant foreign tax authorities under exchange of information treaties or other agreements.

International Tax Reporting

Part XIX of the Tax Act implements the Organisation for Economic Co-operation and Development Common Reporting Standard. Pursuant to Part XIX of the Tax Act, “Canadian financial institutions” that are not “non-reporting financial institutions” (as both terms are defined in Part XIX of the Tax Act) are required to have procedures in place to identify accounts held by residents of foreign countries (other than the U.S.) or by certain entities the “controlling persons” of which are resident in a foreign country and to report required information to the CRA. Such information is expected to be exchanged on a reciprocal, bilateral, basis with the tax authorities of the foreign country in which the account holders or such controlling persons are resident, pursuant to the Multilateral Convention on Mutual Administrative Assistance in Tax Matters or the relevant bilateral tax treaty. Pursuant to Part XIX of the Tax Act, unitholders are required to provide certain information regarding their investment in the Fund for the purpose of such information exchange, unless the investment is held within certain Registered Plans.

U.S. Foreign Account Tax Compliance Act (FATCA)

In March 2010, the U.S. enacted the Foreign Account Tax Compliance Act (“**FATCA**”), which imposes certain reporting requirements on non-U.S. financial institutions. The governments of Canada and the United States have entered into an Intergovernmental Agreement (the “**IGA**”) which establishes a framework for cooperation and information sharing between the two countries and may provide relief from a 30% U.S. withholding tax under U.S. tax law (the “**FATCA Tax**”) for Canadian entities such as the Fund, provided that: (i) the Fund comply with the terms of the IGA and the Canadian legislation implementing the IGA in Part XVIII of the Tax Act, and (ii) the government of Canada complies with the terms of the IGA. The Fund will endeavor to comply with the requirements imposed under the IGA and Part XVIII of the Tax Act. Under Part XVIII of the Tax Act, unitholders of the Fund are required to provide identity and residency and other information to the Fund (and may be subject to penalties for failing to do so), which, in the case of “Specified U.S. Persons” or certain non-U.S. entities controlled by Specified U.S. Persons, such information and certain financial information (for example, account balances) will be provided by the Fund to the CRA and from the CRA to the U.S. Internal Revenue Service. However, the Fund may be subject to FATCA Tax if it cannot satisfy the applicable requirements under the IGA or Part XVIII of the Tax Act, or if the Canadian government is not in compliance with the IGA and if the Fund is otherwise unable to comply with any relevant and applicable U.S. legislation. Any such FATCA Tax in respect of the Fund would reduce the Fund’s distributable cash flow and NAV.

Eligibility for Investment

Provided that the Fund qualifies as a “mutual fund trust” for purposes of the Tax Act, units of that Fund will be “qualified investments” under the Tax Act for Registered Plans.

WHAT ARE YOUR LEGAL RIGHTS?

Under securities law in some provinces, you have the right to withdraw from an agreement to buy a mutual fund within two business days of after you receive a simplified prospectus or Fund Facts documents, or to cancel your purchase within 48 hours after you receive confirmation of the purchase.

In some provinces and territories, you also have the right to cancel a purchase, or to make a claim for damages, if: (i) the Fund Facts are not sent or delivered to you within the time required under securities legislation, or (ii) the Prospectus, Fund Facts or financial statements misrepresent any facts about the mutual fund. You must act within the time limits set by law in the applicable province or territory.

For more information, refer to the securities legislation of your province or consult your lawyer.

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

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

DATED: December 19, 2022.

“David R. Dattels”

David R. Dattels
President signing in the capacity of
the Chief Executive Officer

“Olga Gergin”

Olga Gergin
Chief Financial Officer

On behalf of the board of directors of
NEWGEN ASSET MANAGEMENT LIMITED,
as Manager, Trustee and Promoter of the Fund

“Norman T.H. Chang”

Norman T.H. Chang
Director

“Christopher D. Rowan”

Christopher D. Rowan
Director

“David R. Dattels”

David R. Dattels
Director

PART B: SPECIFIC INFORMATION ABOUT THE NEWGEN CREDIT STRATEGIES FUND

WHAT IS A MUTUAL FUND AND WHAT ARE THE RISKS OF INVESTING IN A MUTUAL FUND?

What is a Mutual Fund?

A mutual fund is an investment vehicle that pools money contributed by people with similar investment objectives and invests in a portfolio of securities to be managed by a professional investment manager. Investing in a mutual fund allows investors to hold a larger variety of securities than most investors could hold individually. By investing in a mutual fund, investors often increase their ability to diversify their investment portfolios. Unitholders share a mutual fund's income, common expenses, gains and losses in proportion to their interest in the mutual fund.

The value of an investment in a mutual fund is primarily realized through distributions paid by the mutual fund to its investors and through redeeming securities of the mutual fund.

The Fund is an alternative mutual fund organized as an open-ended unit trust governed by the laws of the Province of Ontario and established pursuant to a declaration of trust dated January 2, 2019, as amended January 28, 2021, February 9, 2021 and December 14, 2022 (the "**Declaration of Trust**"). In this document, we refer to the securities issued by the Fund as "**units**". The Fund is an alternative mutual fund with a specific investment objective and a portfolio of investments. The Fund currently offers six classes of units (each, a "**class**" and, together, "**classes**") but may, in the future, offer additional classes of units without notification to, or approval of, investors. Each class of units is intended for a different type of investor and may entail different fees. The owner of a unit is referred to as a "**unitholder**". The different classes of units available under this Prospectus are described under the section entitled "*Purchases, Redemptions and Redesignations*".

What are the risks of investing in a mutual fund generally?

As an investor, there is always a risk you could lose money. Mutual funds are no exception, but the degree of risk varies considerably from one mutual fund to the next. As a general rule, the more investment risk you are willing to accept, the higher your potential returns and the greater your potential losses.

Mutual funds own different types of investments, depending upon their investment objectives. These can include stocks, bonds, securities of other mutual funds and/or exchange-traded fund, called "**underlying funds**", cash and cash equivalents like treasury bills and derivatives. There is no guarantee that a mutual fund will be able to achieve its investment objective. The value of these investments will change from day to day, reflecting changes in interest rates, economic conditions, and market and company news. As a result, the net asset value ("**NAV**") of a mutual fund's units may go up and down, and the value of your investment in a mutual fund may be more or less when you redeem it than when you purchased it.

The full amount of your original investment in the Fund is not guaranteed. Unlike bank accounts or guaranteed investment certificates, mutual fund units are not covered by the Canada Deposit Insurance Corporation or any other government deposit insurer. It is possible to lose money by investing in a mutual fund.

Under exceptional circumstances, a mutual fund may suspend redemptions. For more information, please refer to the section entitled "*Purchases, Redemptions and Redesignations*" for further details.

What are the specific investment risks of investing in a mutual fund?

Mutual funds are subject to a variety of risk factors depending on their investment objectives. Set out below in alphabetical order is a general description of the specific risks of investing in the Fund. The following does not purport to be a complete summary of all the risks associated with an investment in the Fund. Prospective unitholders should read this entire Prospectus and consult with their own advisors before deciding to subscribe.

Active Management Risk

The Fund is actively managed. The Fund is dependent on its portfolio management team to select individual securities and, therefore, is subject to the risk that unfavourable security selection or market allocation will cause the Fund to underperform relative to other mutual funds with a similar investment objective or relative to its benchmark index. Active management risk may adversely affect the Fund's net asset value per unit, return, or its ability to meet its investment objective.

Business Risk

There can be no guarantee against losses resulting from an investment in units of the Fund and there can be no assurance that the Fund's investment approach will be successful or that its investment objectives will be attained. The Fund can realize substantial losses rather than gains, from some or all of the investments within its investment portfolio. Income trusts or companies that pay a significant amount of their income as dividends may have difficulty in maintaining their distribution of income or dividends and consequently the income to the Fund and the price of their securities may decline and part or all of the amount of distributions by the Fund may be treated as a return of capital rather than income for tax purposes for its investors.

Call Risk

The Fund may invest, directly or indirectly, in callable securities. During periods of falling interest rates, an issuer of a callable security may "call" or repay a security before its stated maturity, which may result in the Fund having to reinvest the proceeds at lower interest rates, resulting in a decline in their respective income.

Changes in Legislation Risk

There can be no assurance that applicable laws, or other legislation, legal and statutory rights will not be changed in a manner which adversely affects the Fund or its unitholders. Securities, tax or other regulators may make changes to legislation, rules, interpretations, or administrative practices. Those changes may have an adverse impact on the value of a mutual fund.

Class Risk

The Fund is available in more than one class of units. Each class has its own fees and expenses, which are tracked separately. Those expenses will be deducted in calculating the unit value for that class, thereby reducing its unit value. If one class is unable to pay its expenses or liabilities, the assets of the other classes will be used to pay those expenses or liabilities. As a result, the unit price of the other classes may also be reduced. Please refer to sections entitled "*Purchases, Redemptions and Redesignations*" and "*Fees and Expenses*" for more information regarding each class and how their unit value is calculated.

Commodity Risk

If a mutual fund invests in natural resource companies or in income or royalty trusts based on commodities such as oil and gas, it will be affected by changes in commodity prices. The Fund is permitted to invest up to 100% of their NAV in physical commodities, either directly or through the use of specified derivatives. Commodity prices tend to be cyclical and can move dramatically in short periods of time. In addition, new discoveries or changes in government regulations can affect the price of commodities.

Concentration Risk

The Fund may concentrate its investments in securities of a small number of issuers, sectors, and countries or may use a specific investment style, such as growth or value. A relatively high concentration of assets in a small number of investments may reduce the diversification of the Fund's portfolio. Investment concentration may also increase the illiquidity of the Fund's portfolio if there is a shortage of buyers willing to purchase those investments, therefore, the Fund may be unable to satisfy redemption requests if it cannot sell these investments in a timely and orderly manner. The Fund's performance may be more volatile due to the impact of the changes in value of these investments on the Fund. The Fund may concentrate on a style or sector to either provide investors with more certainty about how the Fund will be invested or the style of the Fund or because a portfolio manager believes that specialization increases the potential for good returns. If the issuers, sectors, or countries face difficult economic times or if the investment approach used by the Fund is out of favour, the Fund will likely lose more than it would if it diversified its investments or style. If the Fund's investment objectives or strategies require concentration, it may continue to suffer poor returns over a prolonged period of time.

The Fund may be subject to increased concentration risk as the Fund is permitted to invest up to 20% of its net asset value: (i) in the securities of a single issuer, (ii) in a specified derivative transaction, or (iii) in a purchase of an index participation unit. For more information please refer to the "*Investment Strategies*" section in Part B of this Prospectus. This restriction does not apply to investments in debt securities issued or guaranteed by the Canadian or U.S. government; securities issued by a clearing corporation; securities issued by an investment fund if the purchase is made in accordance with the requirements of section 2.5 of NI 81-102; index participation units issued by an investment fund; or an equity security if the purchase is made by a fixed portfolio investment fund in accordance with its investment objectives.

Counterparty Risk

The Fund may enter into customized financial instrument transactions that are subject to the risk of credit failure, the inability of, or refusal by, the counterparty to perform its obligations with respect to such customized financial instrument transactions, or the bankruptcy of a counterparty, which could subject the Fund to substantial losses.

Credit Risk

An issuer of a bond or other fixed income investment may not be able to pay interest or to repay the principal at maturity. The risk of this occurring is greater with some issuers than with others. The risk of such a failure to pay is known as credit risk. For example, the risk of default is quite low for most government and high quality corporate securities. Where this risk is considered greater, the interest rate paid by the issuer is generally higher than for an issuer where this risk is considered to be lower. This risk could increase or decline during the term of the fixed income investment. Credit risk can increase or decrease during the term of a fixed income investment.

Companies, governments and other entities, including special purpose vehicles, that borrow money, as well as their debt securities, may be rated by specialized rating agencies such as Dominion Bond Rating Service

Limited and Standard & Poor's Corporation. A credit rating may prove to be wrong, which can lead to a downgrade in an issuer's credit rating or other adverse news regarding an issuer and can reduce a security's market value. Other factors can also influence a debt security's market value, such as the level of liquidity of the security or a change in the market perception of the creditworthiness of the security, the parties involved in structuring the security and the underlying assets, if any. Lower rated debt instruments such as an instrument that has a credit rating below investment grade or may not be rated at all (sometimes referred to as "high yield") generally offer a better yield than higher-grade debt instruments, but have the potential for substantial loss as compared to higher grade instruments. Credit ratings are one factor used by the portfolio managers of mutual funds in making investment decisions.

The difference in interest rates between an issuer's bond and a government-issued bond, that are otherwise identical in all respects except for the credit rating, is known as the credit spread. Credit spreads widen if the market determines that a higher return is necessary to compensate for the increased risk of owning a particular fixed-income investment. An increase in credit spread after the purchase of a fixed-income investment decreases the value of that investment.

Currency Risk

The NAV of the Fund is calculated in Canadian dollars. Foreign investments are generally purchased in currencies other than Canadian dollars. When foreign investments are purchased in a currency other than Canadian dollars, the value of those foreign investments will be affected by the value of the Canadian dollar relative to the value of the foreign currency. If the Canadian dollar rises in value relative to the other currency but the value of the foreign investment otherwise remains constant, the value of the investment in Canadian dollars will have fallen. Similarly, if the value of the Canadian dollar has fallen relative to the foreign currency, the value of the Fund's investment will have increased.

The Fund may use derivatives such as options, futures, forward contracts, swaps and customized types of derivatives to hedge against losses caused by changes in exchange rates. Please see the "*Investment Strategies*" section of the Fund description in Part B of this Prospectus.

Cybersecurity Risk

With the increased use of technology in the course of business, the Fund is susceptible to operational, information security and related risks. Generally, cyber security incidents can result from deliberate attacks or unintentional events that threaten the integrity, confidentiality or availability of the Fund's information resources. A cyber security incident includes, but is not limited to, gaining unauthorized access to the Fund's electronic systems (e.g., through hacking or malicious software) to corrupt data, disrupt business operations or steal confidential or sensitive information, or may involve denial of service attacks which may cause system failures and disrupt business operations. Failures or breaches of the electronic systems of the Fund, NewGen, other service providers (e.g., transfer agent, custodian, sub-custodians and prime brokers) or the issuers of securities in which the Fund invests have the ability to cause disruptions and negatively impact the Fund's business operations. These disruptions could potentially result in financial losses, interference with the Fund's ability to calculate its NAV, impediments to trading, an inability of the Fund to process transactions including redeeming units, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or compensation or additional compliance costs associated with corrective measures. Similar adverse consequences could result from cyber security incidents affecting the issuers of securities in which the Fund invests and counterparties with which the Fund engages in transactions with. In addition, substantial costs may be incurred to prevent any cyber security incidents in the future. While the Fund has established business continuity plans and risk management systems seeking to address system breaches or failures, there are inherent limitations in such plans and systems and there is no guarantee that such efforts will succeed. Furthermore, the Fund cannot

control the cyber security plans and systems of the Fund's service providers or issuers of securities in which the Fund invests.

Debt Securities Risk

Investments in debt securities are subject to certain general investment risks that are similar to equity investments. In addition to credit risk and interest rate risk, a number of other factors may cause the price of a debt security to decline. In the case of corporate debt, this could include specific developments relating to the company, as well as general financial, political and economic conditions in the country where the company operates. In the case of government debt, this could include general economic, financial and political conditions. The market value of the Fund is affected by changes in the prices of the debt securities that it holds.

Derivatives Risk

The Fund may use derivative instruments to help them achieve their investment objectives. These investments usually take the form of a contract between two parties where the value of the payments required under the contract is derived from an agreed source, such as the market price (or value) of an asset (which could be, for example, currency or stocks) or from an economic indicator (such as a stock market index or a specified interest rate). Derivatives are not a direct investment in the underlying asset itself. If the Fund uses derivatives, applicable securities laws require that the Fund hold enough assets or cash to cover its commitments in the derivative contracts. This limits the amount of losses that could result from the use of derivatives.

The Fund may generally use four types of derivatives: options, forwards, futures and swaps. An option gives the holder the right, but not the obligation, to buy or sell the underlying interest at an agreed price within a certain time period. A call option gives the holder the right to buy; a put option gives the holder the right to sell. A forward is a commitment to buy or sell the underlying interest for an agreed price on a future date. A future is similar to a forward, except that futures are traded on exchanges. A swap is a commitment to exchange one set of payments for another set of payments.

Some derivatives are settled by one party's delivery of the underlying interest to the other party; others are settled by a cash payment representing the value of the contract.

The Fund is expected to use derivatives for hedging and non-hedging purposes as described below and within its investment objectives and strategies as set out in Part B of this Prospectus.

The use of derivatives carries several risks:

- There is no guarantee that a hedging strategy will be effective or achieve the intended effect.
- There is no guarantee that a market will exist for some derivatives, which could prevent the Fund from selling or exiting the derivatives at the appropriate time. Therefore, the Fund may be unable to realize its profits or limit its losses.
- It is possible that the other party to the derivative contract will not meet its obligations under the contract. To minimize this risk, NewGen monitors all of the Fund's derivative transactions regularly to ensure that the credit rating of the contract counterparty or its guarantor will generally be at least as high as the minimum approved credit rating required under NI 81-102.
- When entering into a derivative contract, the Fund may be required to deposit monies with the contract counterparty. If the counterparty goes bankrupt, or if the counterparty is unable or unwilling to perform its obligations in respect of the Fund, the Fund could lose these deposits.

- The Fund may use derivatives to reduce certain risks associated with investments in foreign markets, currencies or specific securities. Using derivatives for these purposes is called hedging. Hedging may not be effective in preventing losses. Hedging may also reduce the opportunity for gain if the value of the hedged investment rises, because the derivative could incur an offsetting loss. Hedging may also be costly or difficult to implement.
- Securities and commodities exchanges could set daily trading limits on options and futures. This could prevent the Fund or the counterparty from carrying out its obligations under a derivative contract.

Changes in domestic and foreign tax laws, regulatory laws, or the administrative practices or policies of a tax or regulatory authority may adversely affect the Fund and its investors. For example, the domestic and foreign tax and regulatory environment for derivative instruments is evolving, and changes in the taxation or regulation of derivative instruments may adversely affect the value of derivative instruments held by the Fund and the ability of the Fund to pursue its investment strategies. In addition, interpretation of the law and the application of administrative practices or policies by a taxation authority may also affect the characterization of the Fund's earnings as capital gains or income. In such a case, the net income of the Fund for tax purposes and the taxable component of distributions to investors could be determined to be more than originally reported, with the result that investors or the Fund could be liable to pay additional income tax. Any liability imposed on the Fund may reduce the value of the Fund and the value of an investor's investment in the Fund. When the Fund invests in a derivative, the Fund could lose more than the initial amount invested.

Developed Countries Investments Risk

Investments in a developed country may subject the Fund to regulatory, political, currency, security, economic and other risks associated with developed countries. Developed countries generally tend to rely on services sectors (e.g., the financial services sector) as the primary means of economic growth. A prolonged slowdown in the services sectors is likely to have a negative impact on economies of certain developed countries, although individual developed country economies can be impacted by slowdowns in other sectors. In the past, certain developed countries have been targets of terrorism. Acts of terrorism in developed countries or against their interests may cause uncertainty in the financial markets and adversely affect the performance of the issuers to which the Fund has exposure. Heavy regulation of certain markets, including labour and product markets, may have an adverse effect on certain issuers. Such regulations may negatively affect economic growth or cause prolonged periods of recession. Many developed countries are heavily indebted and face rising healthcare and retirement expenses. In addition, price fluctuations of certain commodities and regulations impacting the import of commodities may negatively affect developed country economies.

Equity Investment Risk

Companies issue equity securities, or stocks, to help pay for their operations and to finance future growth. Stocks carry several risks and a number of factors may cause the price of a stock to fall. These include specific developments relating to the company, stock market conditions where the company's securities trade and general economic, financial and political conditions in the countries where the company operates. Since the Fund's unit price is based on the value of its investments, an overall decline in the value of the stocks it holds will reduce the value of the Fund and, therefore, the value of your investment. However, if the price of the stocks in the portfolio increases, your investment will be worth more. Equity funds generally tend to be more volatile than fixed income funds, and the value of their units can vary widely.

Mutual funds that invest in limited partnership units or trust units, such as oil and gas royalty trusts, real estate investment trusts and income trusts, will have varying degrees of risk depending on the sector and

the underlying asset or business and may therefore be susceptible to risks associated with the industry in which the underlying business operates, to changes in business cycles, commodity prices, and to interest rate fluctuations and other economic factors.

Emerging Markets Risk

In emerging market countries, securities markets may be smaller than in more developed countries, making it more difficult to sell securities in order to take profits or avoid losses. If the Fund buys these investments, its value may rise and fall substantially and fluctuate greatly from time to time.

Exchange-Traded Fund Risk

The Fund may invest in exchange-traded funds (“ETFs”) that seek to provide returns similar to an underlying benchmark such as particular market indices or industry sector indices. ETFs may not achieve the same return as their benchmark indices due to differences in the actual weightings of securities held in the ETF versus the weightings in the relevant index, and due to the fees and expenses payable by the ETF.

ETFs are traded on an exchange and as a result are subject to the following risks that do not apply to conventional mutual funds: (i) an ETF’s securities often trade on the exchange at a premium or discount to the net asset value of such securities; (ii) an active trading market for an ETF’s securities may not develop or be maintained; and (iii) there is no assurance that the ETF will continue to meet the listing requirements of the exchange.

Fixed Income Investment Risk

Certain general investment risks can affect fixed income investments in a manner similar to equity investments. For example, specific developments relating to a company and general financial, political and economic (other than interest rate) conditions in the country in which the company operates. For government fixed income investments, general economic, financial and political conditions may affect the value of government securities. Since the Fund’s unit price is based on the value of its investments, an overall decline in the value of its fixed income investments will reduce the value of the Fund and therefore, the value of your investment. However, your investment will be worth more if the value of the fixed income investments in the portfolio increases.

Investment in the Fund should be made with an understanding that the value of the underlying debt securities will be affected by changes in the general level of interest rates. Generally, debt securities will decrease in value when interest rates rise and increase in value when interest rates decline. The value of the bonds held by the Fund will be affected by the risk of default in the payment of interest and principal and price changes due to such factors as general economic conditions and the issuer’s creditworthiness.

Floating Rate Instrument Risk

A floating rate instrument is one whose terms provide for the adjustment of its interest rate whenever a specified benchmark changes. Floating rate instruments are frequently not rated by credit rating agencies. There may be no active secondary market with respect to a particular floating rate instrument purchased by the Fund. The absence of such an active secondary market could make it difficult for the Fund to dispose of the floating rate instrument involved in the event the issuer of the instrument defaulted on its payment obligations, and the fund could, for this or other reasons, suffer a loss in the event of a default by the issuer. Floating rate instruments may be secured by assets of the issuer, bank letters of credit or other assets. To the extent that a fund holds floating rate instruments, the fund’s yield may decline, and it may forego the opportunity for capital appreciation during periods when interest rates decline; however, during periods when interest rates increase, a fund’s yield may increase, and the fund may have reduced risk of capital

depreciation. Please see “*Interest Rate Risk*” for additional risks related to investing in floating rate instruments.

Force Majeure Risk

Natural disasters, incidences of war, riot or civil unrest, terrorist attacks, public health crises including epidemics, pandemics or outbreaks of new infectious disease or viruses (including the novel coronavirus (COVID-19)) can materially adversely affect the Fund’s business, financial condition, liquidity or results of operations. The duration of any business disruptions and related financial impact of these potential events cannot be reasonably estimated. It is unknown whether and how the Fund may be affected if a public health crisis, such as the COVID-19 outbreak, persists for an extended period of time.

Foreign Exchange and Hedging Risk

Various hedging techniques may be used in an attempt to reduce certain risks. For example, hedging the risks of both short-selling and taking long positions in certain transactions. Recalculations and adjustments to specific position hedges will be performed as market conditions warrant. If market conditions are analyzed incorrectly or a risk reduction strategy is employed that does not correlate well with the Fund’s investments, the Fund’s risk reduction techniques could result in a loss, regardless of whether the intent was to reduce risk or increase return. Recalculations and adjustments to specific position hedges will be performed as market conditions warrant.

For investments denominated in foreign currencies, the Manager may hedge the Canadian dollar exposure to the foreign currency in whole or in part. There can be no assurance that gains or losses on currency hedging transactions will be matched in timing or characterization with losses and gains on the securities valued in foreign currencies in which the Fund invests. Recalculations and adjustments to specific position hedges will be performed as market conditions warrant. The use of currency hedging could result in the Fund incurring losses as a result of the imposition of exchange controls, suspension of settlements, or the inability to deliver or receive a specified currency. For example, unanticipated changes in currency exchange rates may result in an overall poorer performance than if currency risks had not been hedged. If market conditions are analyzed incorrectly or a risk reduction strategy is employed that does not correlate well with the Fund’s investments, the Fund’s risk reduction techniques could result in a loss, regardless of whether the intent was to reduce risk or increase return.

Foreign Investment Risk

The value of an investment in a foreign company or government may depend on general global economic factors or specific economic and political factors relating to the country or countries in which the foreign issuer operates. The regulatory environment in some foreign countries may be less stringent than in Canada, including legal and financial reporting requirements. In other words, depending on the country in which a foreign investment is made, there may be more or less information available with respect to foreign companies. Some foreign stock markets may also have lower trading volumes and have sharper price corrections than in other countries. In some countries that may be politically unstable, there also may be a risk of nationalization, expropriation, or currency controls. Some or all of these factors could make a foreign investment more volatile than a Canadian investment.

Certain countries may also have foreign investment or exchange laws that make it difficult to sell an investment or may impose withholding or other taxes that could reduce the return on the investment. Different financial, political and social factors could hurt the value of foreign investments. The information available to the Fund and portfolio manager relating to the characterization, for Canadian tax purposes, of the income realized or distributions received by the Fund from issuers of the Fund’s foreign investments may be insufficient to permit the Fund to accurately determine its income for Canadian tax purposes by the

end of a taxation year and to make sufficient distributions to ensure that it will not be liable to pay income tax in respect of that year. As a result, mutual funds that specialize in foreign investments may experience larger and more frequent price changes in the short term.

Fund-on-Fund Risk

The Fund may invest in other mutual funds (called “**Underlying Funds**”). Upon making such an investment, the Fund becomes subject to the risk of the Underlying Fund. A change in the investment objective strategy or holdings in one mutual fund may have an impact on the performance or management of the other fund. For example, if the top fund makes a significant investment or divestment in an Underlying Fund, the underlying fund may have to alter its portfolio significantly which may affect the net asset value, performance or diversification of the Underlying Fund. Although a fund-on-fund strategy may appear as a more passive investment strategy for a top fund, a change in the investment objective, strategy or holdings in an Underlying Fund may necessitate that an investment fund manager of the top fund engages- in a rebalancing or reallocation of that fund, which could have an effect on its performance, or diversification, or give rise to a taxable gain or loss. If the Underlying Funds do not perform as expected, a loss may be incurred by the top fund. If an Underlying Fund suspends redemptions, the Fund may be unable to value part of its portfolio and may be unable to redeem its units of the Underlying Fund which may have an adverse impact on the Fund.

Global Pandemic Risk

COVID-19 has resulted in an outbreak of respiratory disease in countries around the world. The continued or prolonged spread of COVID-19 may have an adverse impact on the Fund. An escalation in the COVID-19 outbreak could see a significant decline in global economic growth. Businesses in major financial centres around the world have curtailed their travel and meeting plans. This is likely to slow consumer demand and both domestic and international business activity. The banking industry, and in particular, financial markets, have been and continue to be significantly adversely affected by credit losses resulting from financial difficulties of borrowers impacted by COVID-19. Certain international governmental regulatory authorities have imposed limitations on short sales of equity securities, which may impact the Manager’s ability to trade in certain equities and/or equity index derivatives. COVID-19 may also require certain employees of the Manager or certain key service providers to the Fund to be absent from work or work remotely for prolonged periods of time. The ability of the employees of the Manager and/or other service providers to the Fund to work effectively on a remote basis may adversely impact the day-to-day operations of the Fund. Any similar future outbreak or pandemic could have similar potential adverse effects on the global economy and the Fund.

High Yield Securities Risk

The Fund may be subject to high yield securities risk. High yield securities risk is the risk that securities that are rated below investment grade (below “BBB-” by Standard & Poor’s or by Fitch Rating Service Inc., or below “Baa3” by Moody’s® Investor’s Services, Inc.) or are unrated at the time of purchase may be more volatile than higher rated securities of similar maturity. High yield securities may also be subject to greater levels of credit or default risk than higher-rated securities. The value of high-yield securities can be adversely affected by overall economic conditions, such as an economic downturn or a period of rising interest rates, and high yield securities may be less liquid and more difficult to sell at an advantageous time or price or to value than higher-rated securities. In particular, high yield securities are often issued by smaller, less creditworthy companies or by highly leveraged firms, which are generally less able than more financially stable firms to make scheduled payments of interest and principal. High yield securities may also be issued by sovereign governments of countries with less-well developed economies, political systems, and/or financial markets.

Income Trust and REIT Risk

An income trust generally holds debt and/or equity securities of an underlying active business or is entitled to receive a royalty on revenues generated by such business. Distributions and returns on income trusts are neither fixed nor guaranteed. In addition, mutual funds that invest in income trusts such as oil, gas and other commodity-based royalty trusts, real estate investment trusts (“REITs”) and pipeline and power trusts will have other varying degrees of risk depending on the sector and the underlying asset or business. These may include business developments such as a decision to expand into a new type of business, the entering into of an unfavourable supply contract, the cancellation by a major customer of its contract or significant litigation.

Many income trusts, including REITs are governed by laws of a province of Canada or of a state of the United States that limit the liability of unitholders of the income trust from a particular date. The Fund may also invest in income trusts, including REITs, in Canada, the US and other countries that are not governed by similar laws. There is a risk that unitholders of an income trust, which may include the Fund, could be held liable for any claims against the income trust that are not covered under these laws. This could reduce the value of the Fund. Income trusts generally try to minimize this risk by including provisions in their agreements that their obligations will not be personally binding on unitholders. However, the income trust still has exposure to damage claims not arising from contracts, such as personal injury and environmental claims in the case of REITs.

Interest Rate Risk

Funds that invest in fixed income securities, such as bonds, and money market instruments, are sensitive to changes in interest rates. In general, when interest rates are rising, the value of these investments tends to fall. When rates are falling, fixed income securities tend to increase in value. Fixed income securities with longer terms to maturity are generally more sensitive to changes in interest rates. Certain types of fixed income securities permit issuers to repay principal before the security’s maturity date. There is a risk that an issuer will exercise this prepayment right after interest rates have fallen and the Fund, if holding these fixed income securities, will receive payments of principal before the expected maturity date of the security and may need to reinvest these proceeds in securities that have lower interest rates.

Changing interest rates can also indirectly impact the share prices of equity securities. When interest rates are high, it may cost a company more to fund its operations or pay down existing debt. This can impair a company’s profitability and earnings growth potential, which can negatively impact its share price. Conversely, lower interest rates can make financing for a company cheaper, which can potentially increase its earnings growth potential. Interest rates can also impact the demand for goods and services that a company provides by impacting overall economic activity as described above.

Lack of Operating History Risk

The Fund is a newly-formed investment vehicle with a short operating history and earnings record. The Fund has a limited history of business operations and has nominal assets. There is no assurance that the Fund will be able to successfully achieve its investment objectives or operate profitably over the short or long-term. Investors will have to rely on the expertise and good faith of NewGen to carry on the business of the Fund.

Lack of Separate Counsel Risk

Counsel for the Fund in connection with its offering may also be counsel to the Manager. The unitholders, as a group, may not have been represented by separate counsel and counsel for the mutual fund and the

Manager would not purport to have acted for the unitholders or to have conducted any investigation or review on their behalf.

Large Transaction Risk

If a unitholder has significant holdings in the Fund, the Fund is subject to the risk that such large unitholder may request a significant purchase or redemption of units of the Fund, which may impact the cash flow of the Fund. Large purchases and redemptions may result in: (a) the Fund maintaining an abnormally high cash balance; (b) large sales of portfolio securities impacting market value; (c) increased transaction costs (e.g., commissions); (d) significant changes to the composition of the Fund's portfolio; (e) purchase and/or sale of investments at unfavourable prices; and/or (f) capital gains being realized which may increase taxable distributions to investors. If this should occur, the returns of investors (including other mutual funds) that invest in the Fund may be adversely affected.

Leverage Risk

When the Fund makes investments in derivatives, borrows cash for investment purposes, or uses physical short sales on equities, fixed income securities or other portfolio assets, leverage may be introduced into the Fund. Leverage occurs when the Fund's notional exposure to underlying assets is greater than the amount invested. It is an investment technique that can magnify gains and losses. Consequently, any adverse change in the value or level of the underlying asset, rate or index may amplify losses compared to those that would have been incurred if the underlying asset had been directly held by the Fund and may result in losses greater than the amount invested in the derivative itself. Leverage may increase turnover, transaction and market impact costs, volatility, or may impair the Fund's liquidity and may cause the Fund to liquidate positions at unfavourable times. The Fund is subject to a gross aggregate exposure limit of three times its net asset value which is measured on a daily basis and described in further detail within the "Investment Objective" section in Part B of this Prospectus. This will operate to limit the extent to which the Fund is leveraged.

Pursuant to NI 82-102, the aggregate use of leverage by the Fund – through the use of cash borrowing, short selling, or specific derivatives – is limited to 300% of the Fund's NAV. The Fund's aggregate exposure is calculated as the sum of the following and divide the sum by NAV: (i) the aggregate value of the Fund's outstanding indebtedness under any borrowing agreements; (ii) the aggregate market value of all securities sold short by the Fund; and (iii) the aggregate notional amount of the Fund's specified derivative positions minus the aggregate notional amount of the specified derivative positions that are hedging transactions. The Fund must determine its aggregate gross exposure as of the close of business of each day it calculates NAV. If the Fund's aggregate gross exposure exceeds three times the Fund's NAV, the Fund must, as quickly as is commercially reasonable, take all necessary steps to reduce the aggregate gross exposure to three times the Fund's NAV or less.

The Fund may borrow cash or sell securities short whereby the aggregate value of cash borrowed combined with securities sold short will be limited to 50% of the Fund's NAV. If the aggregate value of cash borrowed combined with the aggregate market value of all securities sold short by the Fund exceeds 50% of the Fund's NAV, the Fund must, as quickly as commercially reasonable take all necessary steps to reduce the aggregate value of cash borrowed combined with the aggregate market value of securities sold short to 50% or less of the Fund's NAV.

LIBOR Transition Risk

Various regulators and industry bodies are working globally on transitioning from interbank offered rates ("IBORs"), including the London Interbank Offered Rate (LIBOR), to alternative rates. The effect of such a transition on a Fund and the securities in which it invests cannot yet be determined, and may depend on

factors that include, but are not limited to: (i) existing fallback or termination provisions in individual contracts; and (ii) whether, how, and when industry participants develop and adopt new reference rates and fallbacks for both legacy and new products and instruments. Such transition may result in a reduction in the value of IBOR-based instruments held by the Fund and increased illiquidity and volatility in markets that currently rely on an IBOR to determine interest rates, any of which could adversely impact the Fund's performance.

Liquidity Risk

A liquid asset trades actively on an organized market, such as a stock exchange, which provides price quotations for the asset. The trading of a security or other asset in an organized active market means that it should be possible to convert the asset to cash at, or close to, the quoted price.

An asset is considered illiquid if it is more difficult to convert it to a liquid investment, such as cash. A company's securities may be illiquid if:

- the company is not well known;
- there are few outstanding shares;
- there are few potential buyers;
- there is not an active market; or
- they cannot be resold because of a promise or an agreement.

In addition, in volatile markets securities that are generally liquid (including high yield bonds, floating rate debt instruments and other fixed income securities) may suddenly become illiquid. Securities in which the Fund invests may be thinly traded and relatively illiquid or may cease to be traded after the Fund invests. In such cases and in the event of extreme market activity, the Fund may not be able to liquidate its investments promptly if the need should arise. In addition, the Fund's sales of thinly traded securities could depress the market value of such securities and thereby reduce the Fund's profitability or increase its losses. Such circumstances or events could affect materially and adversely the amount of gain or loss the Fund may realize.

Market Risk

Market risk is the risk of being invested in the equity and fixed income markets. The market value of the Fund's investments will rise and fall based on specific company developments and broader equity or fixed income market conditions. Market value will also vary with changes in the general economic, political, social and financial conditions in countries where the investments are based.

Net Asset Value Risk

The net asset value of each class of units that comprise the Fund may fluctuate with changes in the market value of the investments attributable to that class. Such changes in market value may occur as a result of various factors, including those factors identified above with respect to international investments and emerging market securities and material changes in the intrinsic value of an issuer whose securities are held by the mutual fund.

No Assurance of Return Risk

Although the Manager will use its best efforts to achieve superior rates of return for the Fund, no assurance can be given in this regard. An investment in units should be considered speculative and investors must be able to bear the risk of a complete loss of their investment.

Performance Fee Risk

To the extent described in this Prospectus, NewGen receives a performance fee in respect of certain classes of units based upon the appreciation, if any, in the daily NAV of the class of units of the Fund during a calendar quarter over and above the prior high watermark. However, the performance fee theoretically may create an incentive for NewGen to make investments that are riskier than would be the case if such fee did not exist. In addition, because the performance fee is calculated on a basis that includes unrealized appreciation of the Fund's assets, it may be greater than if such compensation were based solely on realized gains.

Portfolio Manager Risk

The Fund is dependent on its portfolio manager or sub-advisor to select its investments. A balanced fund or an asset allocation fund is also dependent on its portfolio manager or sub-advisor to decide what proportion of the mutual fund's assets to invest in each asset class. Mutual funds are subject to the risk that poor security selection or asset allocation decisions will cause a mutual fund to underperform relative to its benchmark or other mutual funds with similar investment objectives.

Portfolio Turnover Risk

The operation of the Fund may result in a high annual portfolio turnover rate. The Fund may not place any limit on the rate of portfolio turnover and portfolio securities may be sold without regard to the time they have been held when, in the opinion of the Manager, investment considerations warrant such action. A high rate of portfolio turnover generally results in correspondingly greater expenses than a lower rate (e.g., greater transaction costs such as brokerage fees). The higher the Fund's portfolio turnover rate in a year, the greater the chance that a distribution from the Fund must be included in computing your income tax for tax purposes for that year.

Potential Conflicts of Interest Risk

NewGen is required to satisfy a standard of care in exercising its duties with the Fund. However, neither NewGen nor its partners, officers, or employees are required to devote all or any specified portion of their time to their responsibilities relating to the Fund. Certain inherent conflicts of interest arise from the fact that NewGen and its affiliates may carry on investment activities for other clients (including investment Fund sponsored by NewGen and its affiliates) or on a proprietary basis in which the Fund will have no interest. Future investment activities by NewGen, including the establishment of other investment funds, may give rise to additional conflicts of interest.

The Manager and its affiliates may also engage in the promotion, management or investment management of any other fund or trust or engage in other activities. In addition, partners, officers and employees of NewGen may act as partners, directors or officers of other entities that provide services to other investment funds or clients.

The Manager has discretion regarding the selection of the broker-dealers and other intermediaries with and through which the Fund executes and clears portfolio transactions, the commissions and fees payable and the prices at which investments are bought and sold. Some allocations may be based in part on the provision

of or payment for other products or services (including but not limited to investment research) to the Fund, NewGen or affiliated persons (“soft-dollars”). Such services may not be used for the direct or exclusive benefit of the Fund and may reduce the overhead and administrative expenses otherwise payable.

Preferred Share Investments Risk

Unlike interest payments on debt securities, dividend payments on preferred shares typically must be declared by the issuer’s board of directors. An issuer’s board of directors is generally not under any obligation to pay dividends (even if such dividends have accrued), and may suspend payment of dividends on preferred shares at any time. In the event that an issuer of preferred shares experiences economic difficulties, the issuer’s preferred shares may lose value due to the reduced likelihood that the issuer’s board of directors will declare a dividend or that they will make scheduled dividend payments, and the fact that the preferred shares may be subordinated to other securities of the issuer.

In addition, because many preferred shares allow holders to convert preferred shares into common shares of the issuer, their market price can be sensitive to changes in the value of the issuer’s common shares. To the extent that the Fund invests a substantial portion of its assets in convertible preferred shares, declining common share values may also cause the value of the Fund’s investments to decline.

Prepayment Risk

Many types of debt securities, including some mortgage backed securities and floating rate debt instruments, allow the issuer to prepay the principal prior to maturity. Debt securities subject to prepayment risk can offer less income and/or potential for capital gains.

Prime Broker Risk

Some or all of the assets of the Fund may be held in one or more margin accounts due to the fact that the Fund may borrow cash for investment purposes, sell securities short and post margin as collateral for specified derivatives transactions. The margin accounts may provide less segregation of customer assets than would be the case with a more conventional custody arrangement. As a result, the assets of the Fund could be frozen and inaccessible for withdrawal or subsequent trading for an extended period of time if the prime broker experiences financial difficulty. In such case, the Fund may experience losses due to insufficient assets of the prime broker to satisfy the claims of its creditors. In addition, the possibility of adverse market movements while its positions cannot be traded could adversely affect the total return to the Fund.

Private Company Risk

There are risks associated with investing in private company securities. There is typically much less available information concerning private companies than for public companies. The valuation of private company securities is also more subjective and such securities are very illiquid as there are no established markets for the securities of these companies. As a result, in order to sell this type of holding, the Fund may need to discount the securities from recent prices or dispose of the securities over a relatively long period of time.

Rebalancing Risk

Rebalancing risk arises when the weights of two or more components of an overall portfolio are to be kept in a specific ratio, but the independent movement of each in the market demands that some of the components be bought or sold in order to restore the ratio back to its desired level. The greater the volatility

of the components the greater the potential rebalancing required, and this leads to performance degradation over time.

Regulatory Risk

Some industries, such as telecommunications and financial services, are heavily regulated by governments and in some cases depend on government funding and favourable decisions made by those governments. Investments in such industries may be substantially affected by changes in government policy, regulation or deregulation, ownership restrictions, funding and the imposition of stricter operating conditions. The value of the securities of issuers in regulated industries may change substantially based on these factors.

Reliance on Key Personnel Risk

The Fund relies on the services of a limited number of individuals employed at the Manager or sub-advisor with respect to securities selection and their ability to manage the Fund in order to achieve its investment objective. There is no certainty that the individuals who are principally responsible for providing portfolio management services will continue to be employed by the applicable portfolio manager or sub-advisor. The loss of such individuals for any reason could adversely affect the Fund.

Repurchase, Reverse Repurchase and Securities Lending Risk

The Fund may enter into securities lending, repurchase and reverse repurchase transactions in accordance with NI 81-102 and applicable tax legislation. In a securities lending transaction, the Fund lends its portfolio securities through an authorized agent to another party (a “counterparty”) in exchange for a fee and a form of acceptable collateral. In a repurchase transaction, the Fund sells its portfolio securities for cash through an authorized agent while at the same time it assumes an obligation to repurchase the same securities for cash (usually at a lower price) at a later date. In a reverse repurchase transaction, the Fund buys portfolio securities for cash while at the same time it agrees to resell the same securities for cash (usually at a higher price) at a later date. We have set out below some of the general risks associated with securities lending, repurchase and reverse repurchase transactions:

- When entering into securities lending, repurchase and reverse repurchase transactions, the Fund is subject to the credit risk that the counterparty may default under the agreement and the Fund would be forced to make a claim in order to recover its investment.
- When recovering its investment on a default, the Fund could incur a loss if the value of the portfolio securities loaned (in a securities lending transaction) or sold (in a repurchase transaction) has increased in value relative to the value of the collateral held by the Fund.
- Similarly, the Fund could incur a loss if the value of the portfolio securities it has purchased (in a reverse repurchase transaction) decreases below the amount of cash paid by the Fund to the counterparty.

To address these risks, any such transactions entered into by the Fund will comply with NI 81-102 including the requirement that each agreement be, at a minimum, fully collateralized by investment grade securities or cash with a value of at least 102% of the market value of the securities subject to the transaction. The Fund will enter into these transactions only with parties that we believe, through conducting credit evaluation, have adequate resources and financial ability to meet their obligations under such agreements. In the case of securities lending transactions and repurchase transactions, the aggregate market value of all securities loaned pursuant to the securities lending transactions, together with those that have been sold pursuant to repurchase transactions by the Fund will not exceed 50% of the NAV of the Fund immediately after the Fund enters into the transaction.

Short Selling Risk

The Fund is permitted to engage in a limited amount of short selling. A short sale is a transaction in which a mutual fund sells, on the open market, securities that it has borrowed from a lender for this purpose. At a later date, the mutual fund purchases identical securities on the open market and returns them to the lender. In the interim, the mutual fund must pay compensation to the lender for the loan of the securities and provide collateral to the lender for the loan. If the value of the securities declines between the time that the mutual fund borrows the securities and the time it repurchases and returns the securities, the mutual fund makes a profit for the difference (less any interest the mutual fund is required to pay to the lender). The Fund is permitted to sell securities short up to a maximum of 50% of its net asset value, including up to 10% of its net asset value in the securities of one issuer, as described in further detail within the “*Investment Objective*” section in Part B of this Prospectus. Short selling involves certain risks:

- There is no assurance that the borrowed securities will decline in value during the period of the short sale by more than the compensation paid to the lender, and securities sold short may instead increase in value.
- The Fund may experience difficulties in purchasing and returning borrowed securities if a liquid market for the securities does not exist at that time.
- A lender may require the Fund to return borrowed securities at any time. This may require the Fund to purchase such securities on the open market at an inopportune time.
- The lender from whom the Fund has borrowed securities, or the prime broker who is used to facilitate short selling, may become insolvent and the Fund may lose the collateral it has deposited with the lender and/or the prime broker.

Small Company Risk

The Fund may make investments in equities and, sometimes, fixed-income securities issued by smaller capitalization companies. These investments are generally riskier than investments in larger companies for several reasons. Smaller companies are often relatively new and may not have an extensive track record. This lack of history makes it difficult for the market to place a proper value on these companies. Some of these companies do not have extensive financial resources and, as a result, they may be unable to react to events in an optimal manner. In addition, securities issued by smaller companies are sometimes less liquid, meaning there is less demand for the securities in the marketplace at a price deemed fair by sellers.

SPAC Risk

The Fund may invest in stock, warrants, and other securities of special purpose acquisition companies (“SPACs”) or similar special purpose entities that pool Fund to seek potential acquisition opportunities.

Unless and until an acquisition is completed, a SPAC generally invests its assets (less a portion retained to cover expenses) in U.S. Government securities, money market fund securities and cash; if an acquisition that meets the requirements for the SPAC is not completed within a pre-established period of time, the invested funds are returned to the entity's shareholders. Because SPACs and similar entities are in essence blank check companies without an operating history or ongoing business other than seeking acquisitions, the value of their securities is particularly dependent on the ability of the entity's management to identify and complete a profitable acquisition. Some SPACs may pursue acquisitions only within certain industries or regions, which may increase the volatility of their prices. In addition, these securities, which are typically traded in the over-the-counter market, may be considered illiquid and/or be subject to restrictions on resale.

Specialization Risk

A fund that invests primarily in one industry, market capitalization range or specific region or country may be more volatile than a less specialized fund and will be strongly affected by the overall economic performance of the area of specialization in which the fund invests. The Fund must continue to follow its investment objectives regardless of the economic performance of the area of specialization.

Style Risk

Funds are managed in accordance with a particular investment style. Focusing primarily on one particular investment style (e.g., value-oriented) to the exclusion of others may create risk in certain circumstances.

Taxation of the Fund Risk

Under special rules contained in the Tax Act, trusts that constitute "SIFT trusts" (as defined in the Tax Act) will generally be precluded from deducting certain amounts that would otherwise be deducted for tax purposes if they were paid or became payable to unitholders in a particular taxation year. If the Fund were found to be a "SIFT trust", the amounts available to be distributed by the Fund to its unitholders could be materially reduced.

If the Fund ceases to qualify as a "mutual fund trust" under the Tax Act, the income tax considerations described under the heading "*Certain Canadian Federal Income Tax Considerations*" would be materially and adversely different in certain respects. More generally, there can be no assurance that income tax laws and the treatment of the Fund will not be changed in a manner that adversely affects unitholders and the Fund.

All unitholders will be responsible for the preparation and filing of their own tax returns in respect of their investment in the Fund. Costs associated with the preparation and filing of such returns may be material. Potential investors should consult their own tax advisors for the specific Canadian federal and provincial and foreign tax consequences to them.

Trust Loss Restriction Rule Risk

The Fund may be subject to loss restriction rules (the "**Loss Restriction Rules**") contained in the Tax Act unless the Fund qualifies as an "investment fund" as defined in the Tax Act, which, among other things, requires that certain investment diversification restrictions are met, and that unitholders hold only fixed (and not discretionary) interests in the Fund. If the Fund experiences a "loss restriction event": (i) the Fund will be deemed to have a year-end for tax purposes (which would result in an allocation of the Fund's net income and net realized capital gains at such time to unitholders so that the Fund is not liable for income tax under Part I of the Tax Act on such amounts), and (ii) the Fund will be deemed to realize any unrealized capital losses and its ability to carry forward losses will be restricted. Generally, the Fund will have a loss

restriction event when a person becomes a “majority-interest beneficiary” of the Fund, or a group of persons becomes a “majority-interest group of beneficiaries” of the Fund, as those terms are defined in the Tax Act.

U.S. Foreign Account Tax Risk

In March 2010, the U.S. enacted the Foreign Account Tax Compliance Act (“**FATCA**”), which imposes certain reporting requirements on non-U.S. financial institutions. The governments of Canada and the United States have entered into an Intergovernmental Agreement (the “**IGA**”) which establishes a framework for cooperation and information sharing between the two countries and may provide relief from a 30% U.S. withholding tax under U.S. tax law (the “**FATCA Tax**”) for Canadian entities such as the Fund, provided that (i) the Fund complies with the terms of the IGA and the Canadian legislation implementing the IGA in Part XVIII of the Tax Act, and (ii) the government of Canada complies with the terms of the IGA. The Fund will endeavor to comply with the requirements imposed under the IGA and Part XVIII of the Tax Act. Under Part XVIII of the Tax Act, unitholders of the Fund are required to provide identity and residency and other information to the Fund (and may be subject to penalties for failing to do so), which, in the case of “Specified U.S. Persons” or certain non-U.S. entities controlled by Specified U.S. Persons, such information and certain financial information (for example, account balances) will be provided by the Fund to the CRA and from the CRA to the U.S. Internal Revenue Service (“**IRS**”). However, the Fund may be subject to FATCA Tax if it cannot satisfy the applicable requirements under the IGA or Part XVIII of the Tax Act, or if the Canadian government is not in compliance with the IGA and if the Fund is otherwise unable to comply with any relevant and applicable U.S. legislation. Any such FATCA Tax in respect of the Fund would reduce the Fund’s distributable cash flow and net asset value. In addition, there can be no assurance that applicable laws, or other legislation, legal and statutory rights will not be changed in a manner which adversely affects the Fund or its unitholders. There can be no assurance that income tax, securities, and other laws or the interpretation and application of such laws by courts or government authorities will not be changed in a manner which adversely affects the distributions received by the Fund or by the unitholders.

Volatility Risk

The value of securities in a Fund’s portfolio may fluctuate, sometimes rapidly and unpredictably. The value of a security may fluctuate due to factors affecting markets generally or certain industries in particular. This volatility may impact the Fund’s net asset value and the market price of the units of the Fund. Securities in the Fund’s portfolio may be subject to price volatility and the prices may be more volatile than the market as a whole. Events or financial circumstances affecting individual securities or sectors may increase the volatility of the Fund.

NEWGEN CREDIT STRATEGIES FUND

FUND DETAILS

Type of Fund	Alternative Corporate Credit
Date Fund Started:	December 14, 2022
Classes Offered	Class C Founders – December 19, 2022 Class F – December 19, 2022 Class F (USD) – December 19, 2022 Class G – December 19, 2022 Class G (USD) – December 19, 2022 Class I – December 19, 2022
Nature of Securities Offered:	Units of a mutual fund trust
Registered Plan Eligibility:	Eligible for Registered Plans
Annual Management Fee:	Class C Founders: 0.75% Class F: 1.00% Class F (USD): 1.00% Class G: 2.00% Class G (USD): 2.00% Class I: Negotiated and paid by each Class I unitholder
Performance Fee:	15% of performance above the perpetual high watermark with respect to all classes except Class I units Negotiated and paid by each Class I unitholder, as applicable

WHAT DOES THE FUND INVEST IN?

Investment Objective

The objective of the Fund is to maximize absolute returns for unitholders over the typical corporate credit cycle by providing a combination of income and capital gains while minimizing the volatility of returns. The Fund will invest primarily in a concentrated but appropriately diversified portfolio of North American corporate bonds issued by non-investment grade publicly traded corporations and may also invest in other types of credit securities such as term loans, convertible bonds, preferred equity, and common equity securities.

The Fund may use leverage. The leverage will be created through the use of cash borrowings, short sales and derivative contracts. The aggregate gross exposure of the Fund shall not exceed the limits on the use of leverage described in the “*Investment Strategies*” section of this Prospectus or as otherwise permitted under applicable securities legislation.

The fundamental investment objective of the Fund will not change without the consent of a majority of the voting unitholders of the Fund.

Investment Strategies

To achieve the Fund's investment objectives, the Manager will utilize a value-based fundamental credit research process to identify attractive risk adjusted return opportunities in individual investments within a diversified portfolio. The Manager has the belief that a subset of securities within the North American corporate credit universe can from time-to-time be priced inefficiently relative to their true credit risk. The Manager will attempt to identify and exploit these inefficiencies through active management to generate total investment returns that do not track credit market indices or other high yield mutual funds in the same category.

The Fund will invest primarily in North American corporate credit securities as well as other instruments. This can include, but is not limited to high yield bonds, investment grade corporate bonds, government bonds, term loans, structured products, preferred shares, common shares, exchange traded funds, derivative products and other income generating securities. Approximately 75% of the assets of the mutual fund may be invested in foreign securities.

It is expected that a substantial proportion of the fund's investments will be denominated in foreign currencies (mostly U.S. dollars) that are hedged back to the Canadian dollar.

The Manager may choose to sell a security short if, in the opinion of the Manager, the risk adjusted return potential of selling that security short offers an attractive opportunity. Short selling can be an effective tool to generate absolute returns and to hedge unwanted market risk. Short selling may also be used as a form of portfolio insurance to minimize the impact of exogenous events.

The Manager will, from time to time, utilize the following sub-strategies:

- Core Corporate Carry: Utilize fundamental credit research to identify securities believed to offer attractive risk adjusted returns based on the Manager's view of an issuer's ability to maintain and/or improve its credit metrics. The primary source of return will be coupon income from the bonds.
- Event-Driven Credit: Employ event driven strategies to capture attractive opportunities related to a company specific action or market event that may have a positive or negative effect on a corporation's credit profile. These events may include:
 - Asset sales
 - Tender offers
 - Early redemptions
 - Recapitalizations
 - Refinancing
 - Regulatory changes
 - Management changes
 - Changes in dividend and capital allocation policies
 - Debt conversions
- Capital Structure Relative Value: Combine a long and a short position in an issuer's senior secured debt, senior unsecured debt, junior debt, common stock or preferred stock. The objective of "capital

structure relative value” is to earn a total return that is uncorrelated with general capital markets conditions, or earn a total return with favorable risk/reward characteristics.

- Term Structure Relative Value: Combine a long and a short position in an issuer’s debt across two or more separate maturity dates within their debt structures, often referred to as “curve trades”
- Risk Management Overlay: Use a risk-overlay or portfolio insurance strategy using listed options on liquid equity and credit indices to lower the volatility of the portfolio and reduce drawdowns during periods of stress in the credit markets
- Alpha Shorts: The Fund may engage in short selling of debt and/or equity securities which the Manager believes are overvalued based on its traditional credit research and analysis of such securities. These may include securities of issuers with deteriorating fundamentals and weak balance sheets.
- Pair Trading: The Fund may take a short position in securities of a particular issuer while taking a long position in securities of another issuer in an attempt to take advantage of relative valuation differences between the two securities. The fund will make such a “pairs trade” when the Manager believes that the fundamentals of the issuer in which the Fund includes a long position will become increasingly attractive as compared to those of the issuer in which the Fund includes a short position.
- Merger Arbitrage (Credit): The Fund may participate in merger arbitrage situations by purchasing debt instruments of a company that is either the target or acquirer in a proposed merger. The merger may change the credit profile of either the acquirer or target causing a rapid change in the value of any debt associated with the two obligors. In addition, a take-over may require the acquirer to offer bondholders a Change of Control Offer should the take-over succeed.
- Closed End Fund Arbitrage: The Fund may take positions in credit-focused listed closed end funds that the Manager believes are trading above or below their intrinsic value based on the Manager’s view of the value of the securities held within the closed end fund.
- Liquidity Provision: The Fund may take positions in very liquid government or quasi-government securities to maintain a source of liquidity and create optionality to rapidly take advantage of corporate credit event activities that tend to occur on a random basis through out all market conditions. In addition, government or quasi-government securities tend to have negative correlation to “risky” corporate credit assets and may provide positive returns during “risk-off” periods in the credit markets and improve the risk-adjusted returns of the overall portfolio.

To execute some of these sub-strategies, the Manager may use exchange traded funds and derivatives such as options, forward contracts, futures contracts and swaps to hedge against losses from changes in the prices of the Fund’s investments and from exposure to foreign currencies, gain exposure to individual securities and markets instead of buying the securities directly, and/or generate income. The gross aggregate amount of the notional amount of the Fund’s exposure under its specified derivatives positions, together with the Fund’s cash borrowing and short selling is limited to 300% of its NAV.

The Fund’s investment strategies involve active and frequent trading of portfolio securities. In any year, the higher a fund’s portfolio turnover rate, the greater the trading costs payable by the fund in the year and the larger the capital gains distribution may be. There is not necessarily a relationship between a high portfolio turnover rate and the performance of a fund.

The Fund may enter into securities lending, repurchase and reverse repurchase transactions to seek to earn additional returns, subject, in each case, to limits at least as stringent as those required by Canadian securities regulatory authorities.

Assets of the Fund

Over time, the assets of the Fund are expected to be, or could be, comprised of the following securities:

Cash and cash equivalents - The Fund may hold significant cash and cash equivalents when the Manager considers it desirable as a result of market conditions.

Cash borrowing - The Fund may borrow cash of up to a maximum of 50% of its NAV when aggregated with the value of all outstanding borrowing, and the Fund's gross aggregate exposure to cash borrowing, short selling and the notional value of specified derivatives is limited to 300% of its NAV.

Debt securities - The Fund may invest in non-investment grade and investment grade corporate debt, convertible debt, and securities issued by government entities

Derivatives - The Manager may, in its discretion, invest the Fund's assets in or use derivative instruments from time to time for hedging and non-hedging purposes. When derivatives are used for hedging purposes, they are used as a means of hedging currency exposure and risk in the securities and businesses in which the portfolio advisor has invested to protect against losses. The Fund may hedge against the impact of currency fluctuations, using derivative instruments such as foreign currency forward contracts.

Where derivatives are used for non-hedging purposes, they are used either to substitute for direct investment or to generate income. The Manager may make use of clearing corporation options, futures contracts, options on futures, forward contracts, debt-like securities for hedging, and non-hedging purposes. Investing in and using derivative instruments are subject to certain risks.

Marketable securities - The Fund may also invest in marketable securities such as common shares, preferred shares, publicly-traded units of investment trusts, including, but not limited to, mutual fund trusts and REITs, that are consistent with the Fund's investment objectives and strategies. The Fund may also invest in closed end funds that trade on major North American stock exchanges.

Alternative Mutual Fund

As an "alternative mutual fund" pursuant to NI 81-102, the Fund is permitted to invest in asset classes and use investment strategies that are not permitted for other types of mutual funds. The Fund may borrow cash up to a maximum of 50% of its NAV and to sell securities short, whereby the aggregate market value of securities sold short will be limited to 50% of its NAV. The combined use of short-selling and cash borrowing by the Fund is subject to an overall limit of 50% of its NAV. The Fund may also use derivatives as described below.

The Fund may invest up to 20% of its NAV: (i) in the securities of a single issuer, (ii) a specified derivative transaction, or (iii) in a purchase of an index participation unit. This restriction does not apply to investments in debt securities issued or guaranteed by the Canadian or U.S. government; securities issued by a clearing corporation; securities issued by an investment fund if the purchase is made in accordance with the requirements of section 2.5 of NI 81-102; index participation units issued by an investment fund; or an equity security if the purchase is made by a fixed portfolio investment fund in accordance with its investment objectives.

Through the use of cash borrowing, short selling or specified derivatives, the Fund's aggregate leverage will not exceed 300% of the Fund's NAV. The Fund's aggregate exposure is calculated as the sum of the following and divided by the Fund's NAV: (i) the aggregate value of the Fund's outstanding indebtedness under any borrowing agreements; (ii) the aggregate market value of all securities sold short by the Fund; and (iii) the aggregate notional amount of the Fund's specified derivative positions minus the aggregate notional amount of the specified derivative positions that are hedging transactions.

The Fund utilizes borrowing by purchasing securities on margin to enhance the returns of its investment portfolio by enabling gross margin in excess of 100%, or to manage the risk of its investment portfolio by enabling short selling up to a limit of 50% of the Fund's net asset value. The Portfolio Manager believes this is an effective strategy to achieve its investment objective because it aims to leverage the potential return of the long portfolio while lowering the market exposure through the short portfolio.

The Fund may engage in securities lending, repurchase and reverse repurchase transactions with the aim of earning additional income for the Fund. On any securities lending, repurchase and reverse repurchase transaction, the Fund must, unless it has been granted relief:

- deal only with counterparties who meet generally accepted creditworthiness standards and who are unrelated to the Fund's portfolio manager, manager or trustee as defined in NI 81-102;
- hold collateral equal to a minimum 102% of the market value of the portfolio securities loaned (for securities lending transactions), sold (for repurchase transactions) or purchased (for reverse repurchase transactions);
- adjust the amount of the collateral on each business day to ensure the value of the collateral relative to the market value of the portfolio securities loaned, sold or purchased remains at or above the minimum 102% limit; and
- limit the aggregate value of all portfolio securities loaned or sold through securities lending and repurchase transactions to no more than 50% of the total assets of the Fund (without including the collateral for loaned securities and cash for sold securities).

The Fund may use derivatives such as futures, forwards, options, and swaps for "hedging" purposes to reduce the Fund's exposure to changes in securities prices, interest rates, exchange rate or other risks. Derivatives may also be used for "non-hedging" purposes, which may include the following: (i) as substitute investments for stocks or a stock market; (ii) to gain exposure to other currencies; (iii) to seek to generate additional income; or (iv) for any other purpose that is consistent with the Fund's investment objective. Additionally, pursuant to NI 81-102, the Fund may deal with counterparties without a designated rating and the Fund may enter into over the counter derivative transactions with a wider variety of counterparties. The Fund will be permitted to exceed the 10% of NAV mark-to-market limit on specified derivatives exposure to a single counterparty, only if either: (i) the specified derivative is a clear specified derivative; or (ii) the counterparty has a designated rating (generally, a rating of "A" or higher for the counterparty's long-term debt).

These strategies will be used only in accordance with the Fund's investment objectives and strategies; however, in certain market conditions, these strategies may accelerate the pace at which your investment in the Fund decreases in value.

For more information on derivatives used by the Fund for hedging and non-hedging purposes as at the last day of the applicable financial reporting period, please refer to the Fund's most recent financial statements. Please also refer to the explanation of risks that accompany the use of derivatives under "*Currency Risk*" and "*Derivatives Risk*" in the "*What are the Risks of Investing in a Mutual Fund?*" section of this Prospectus.

Investment Restrictions and Practices

The Fund is subject to certain restrictions and requirements contained in securities legislation, including NI 81-102. These restrictions are designed, in part, to ensure that the investments of mutual funds are diversified and relatively liquid and to ensure the proper administration of mutual funds. We intend to manage the Fund in accordance with these restrictions and practices or to obtain relief from the securities regulatory authorities before implementing any variations.

NI 81-102 prescribes that unitholder approval must be obtained before any change can be made to the fundamental investment objectives of the Fund.

DESCRIPTION OF SECURITIES OFFERED BY THE MUTUAL FUND

The Fund is permitted to issue an unlimited number of classes and may issue an unlimited number of units of each class. The Fund has created Class C Founders, Class F, Class F (USD), Class G, Class G (USD) and Class I units.

The classes are subject to their respective minimum investment requirements, as detailed under “*Purchases*”. The Fund is also only available with confirmation that your IIROC-registered dealer has signed an agreement with us authorizing the dealer to sell such units of the Fund.

In addition to the minimum investment requirements, the following describes the suggested class suitability (your financial advisor can best assist you with determining the right class for you) and any further class eligibility requirements you must meet to qualify to purchase the class.

- *Class C Founders units*: Available to certain investors on a case-by-case basis, all at the discretion of the Manager, until such time as the class reaches a net asset value of \$50,000,000 (the “Founders Investment Period”). Class C Founders units will be available during the Founders Investment Period to investors who are enrolled in a dealer-sponsored fee for service or wrap program and who are subject to an annual asset-based fee rather than commissions on each transaction or, at the discretion of the Manager, any other investor for whom the Manager does not incur distribution costs. Holders of Class C Founders units may continue to purchase Class C Founders units through pre-authorized contribution plans established before the end of the Founders Investment Period or through reinvested distributions.
- *Class F units*: Available to investors who are enrolled in a dealer-sponsored fee for service or wrap program and who are subject to an annual asset-based fee rather than commissions on each transaction or, at the discretion of the Manager, any other investor for whom the Manager does not incur distribution costs.
- *Class F (USD) units*: Denominated in U.S. dollars and available to investors who are enrolled in a dealer-sponsored fee for service or wrap program and who are subject to an annual asset-based fee rather than commissions on each transaction or, at the discretion of the Manager, any other investor for whom the Manager does not incur distribution costs.
- *Class G units*: Available to all investors.
- *Class G (USD) units*: Denominated in U.S. dollars and available to all investors.
- *Class I units*: Available to institutional investors or to other investors on a case-by-case basis, all at the discretion of the Manager. Generally only available for certain individual investors who make large investments in the Funds. The management fees and performance fees for Class I units are paid directly by Class I unitholders, not by the Funds. Such investors who purchase Class I units must enter into an agreement with us that identifies the management fee and performance fee

negotiated with the investor and payable by the investor directly to us. No sales commissions or trailing commissions are payable by us to a dealer for investments in Class I securities. Class I units are also available to certain of our employees and employees of affiliated entities and, at our discretion, to former employees and to relatives of current and former employees.

If you cease to satisfy criteria for holding units of a particular class, NewGen may reclassify your units as such number of units of another class of the Fund that you are eligible to hold having an aggregate equivalent net asset value.

Distribution Policy

The Fund has a policy to make distributions monthly at a rate determined from time to time by the Manager. These distributions are not guaranteed and may change at any time at our discretion. The Fund will also distribute, in respect of each taxation year, any net income and net realized capital gains in excess of the monthly distributions at the end of each taxation year (conventionally, December 31; however, if permitted, the Fund may elect for its taxation year to end on December 15), or at such other times as may be determined by the Manager. If the monthly distributions exceed the Fund's net income and net realized capital gains for the year, a portion of the Fund's distributions to unitholders may represent return of capital.

The following information applies to all classes of units of the Fund, as applicable:

- The record date for a dividend or distribution is the Valuation Day prior to the payment date.
- All distributions by the Fund to its unitholders will be automatically reinvested in additional units of the same class of the Fund. You may, by written request, elect to receive cash payment by electronic transfer to your bank account, however the Manager may, in respect of certain distributions and/or dividends, cause any such cash payment to be automatically reinvested in additional units of the same class of the Fund. Cash distributions are not available for Registered Plans. The Manager reserves the right to change this policy, and may elect to have distributions paid in cash.
- Units acquired through the reinvestment of dividends or distributions are not subject to any sales charges.
- As the Fund may dispose of some of its portfolio each year, the amount of dividends or distributions may be material.

Matters Requiring Unitholder Approval

Meetings of unitholders may be convened by the Trustee from time to time as it may deem advisable and in accordance with the notice provisions set out in the Declaration of Trust. Unless otherwise provided in the Declaration of Trust or by securities legislation, every question submitted to a meeting of unitholders will be decided by the majority of votes cast. Meetings of unitholders will be convened to consider and approve:

- (a) a change in the basis of the calculation of a fee or expense that is charged to the Fund or directly to its unitholders by the Fund or the Manager in connection with the holding of securities of the Fund where such change could result in an increase in charges to the Fund or to its unitholders;

- (b) the introduction of a fee or expense, to be charged to the Fund or directly to its unitholders, by the Fund or the Manager in connection with the holding of securities of the Fund that could result in an increase in charges to the Fund or to its unitholders;
- (c) a change in the manager of the Fund, unless the new manager is an affiliate of the current Manager;
- (d) a change in the fundamental investment objectives of the Fund;
- (e) a decrease in the frequency of the calculation of the NAV per unit of the Fund;
- (f) in certain cases, a reorganization of the Fund with, or transfers its assets to, another issuer; or
- (g) any other matter or thing stated in the Declaration of Trust that is required to be consented to or approved by unitholders.

Unitholder approval will not be obtained in respect of a change of (a) or (b) listed above if the Fund is at arm's length to the person or company charging the fee or expense, and we provide the unitholders with at least 60 days' written notice of the effective date of the proposed change.

Although the approval of unitholders will not be obtained before changing the auditor of the Fund, we will not change the auditor unless:

- (a) the Fund's independent review committee (the "**IRC**") (see "Independent Review Committee and Fund Governance") has approved the change in compliance with National Instrument 81-107 – *Independent Review Committee for Investment Funds* ("**NI 81-107**"); and
- (b) we have provided you with written notice at least 60 days prior to the change.

Permitted Mergers

The Fund may, without unitholders' approval, enter into a merger or other similar transaction which has the effect of combining the Fund or its assets (a "**Permitted Merger**") with any other investment fund or funds that have investment objectives that are similar to the Fund, subject to:

- (c) approval of the merger by the Fund's IRC in accordance with NI 81-107;
- (d) the Fund being reorganized with, or its assets being transferred to, another mutual fund to which NI 81-102 and NI 81-107 apply, and that is managed by the Manager, or an affiliate of the Manager;
- (e) compliance with certain other requirements of the pre-approval conditions set out in section 5.6 of NI 81-102; and
- (f) Unitholders have received at least 60 days' notice which notice may be by way of press release, before the effective date of the Permitted Merger.

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

Termination

The Manager will give unitholders reasonable notice of a proposed termination of the Fund or any class of the Fund. In the event of a termination, the Manager will discharge the liabilities of the Fund and cause the Fund to distribute to each unitholder the value of the net assets that the unitholder is entitled to. The Manager shall determine whether or not to liquidate all, or a portion of, the non-cash assets of the Fund or the class of the Fund and shall determine the method and timing of any such liquidation. Distribution shall be made at such time or times and in cash or in kind or partly in both, all as the Manager in its discretion may determine. The Manager is entitled to retain full provision for all costs, charges, expenses, claims and demands incurred, made or apprehended by the Manager in connection with or arising out of the termination of the Fund or any class of the Fund. After all liabilities have been discharged and all distributions have been made to unitholders entitled thereto, the Fund or class of the Fund shall be deemed to be terminated.

NAME, FORMATION AND HISTORY OF THE MUTUAL FUND

The Fund was established as an open-ended mutual fund trust governed under the laws of Ontario pursuant to the Declaration of Trust on December 14, 2022 and started offering units to the public on December 19, 2022. The principal office of the Fund and the Manager is located at Commerce Court North, Suite 2900, 25 King Street West, P.O. Box 405, Toronto, Ontario M5L 1G3.

WHAT ARE THE RISKS OF INVESTING IN THE FUND?

Please see “*What are the specific investment risks of investing in a mutual fund?*” section of this Prospectus for a full discussion of the risks associated with investing in the Fund. The Fund is generally exposed to the following risks:

- Active management risks
- Business risk
- Call risk
- Changes in legislation risk
- Class risk
- Commodity risk
- Concentration risk
- Counterparty risk
- Credit risk
- Currency risk
- Cybersecurity risk
- Debt securities risk
- Derivatives risk
- Developed countries investment risk
- Equity investment risk
- Emerging markets risk
- Exchange-traded fund risk
- Fixed income risk
- Floating rate instrument risk
- Force majeure risk
- Foreign exchange and hedging risk
- Foreign investment risk
- Fund-on-fund risk
- Global pandemic risk
- High yield securities risk
- LIBOR transition risk
- Liquidity risk
- Market risk
- Net asset value risk
- No assurance of return risk
- Performance fee risk
- Portfolio manager risk
- Portfolio turnover risk
- Potential conflicts of interest risk
- Preferred share investments risk
- Prepayment risk
- Prime broker risk
- Private company risk
- Rebalancing risk
- Regulatory risk
- Reliance on key personnel risk
- Repurchase, reverse repurchase and securities lending risk
- Short selling risk
- Small company risk
- SPAC risk
- Specialization risk
- Style risk
- Specialization risk
- Taxation of the Fund risk

- Income trust and REIT risk
- Interest rate risk
- Lack of operating history risk
- Lack of separate counsel risk
- Large transaction risk
- Leverage risk
- Trust loss restriction rule risk
- U.S. foreign account tax risk
- Volatility risk

For a detailed description of these mutual fund risks, see *What are the specific investment risks of investing in a mutual fund?* section of this Prospectus.

The Fund is an alternative mutual fund and uses investment strategies that are not permitted for other types of mutual funds, specifically short selling up to 300% of its NAV in “government securities” and borrowing cash up to 50% of its NAV. Although this investment strategy is designed to hedge or reduce the Fund’s risk, it may increase risk to the Fund in certain circumstances, as described in “*Short Selling Risk*”.

The methodology used to determine the investment risk level of the Fund for purposes of disclosure in this Prospectus is the historical volatility risk as measured by the standard deviation of fund performance, which is the standard methodology outlined in Appendix F *Investment Risk Classification Methodology* to NI 81-102.

The investment risk level for a fund with at least 10 years of performance history will be based on such fund’s historical volatility, as measured by its 10-year standard deviation of performance. The investment risk level for a fund with less than 10 years of performance history will be based on the historical volatility of a reference index that reasonably approximates such fund’s historical performance, as measured by the reference index’s 10-year standard deviation of performance.

However, NewGen recognizes that other types of risk, both measurable and non-measurable, may exist and we remind you that the historical performance of a fund (or a reference index used as its proxy) may not be indicative of future returns and that the historical volatility of a fund (or a reference index used as its proxy) may not be indicative of its future volatility.

The risk rating categories of this methodology are:

- **Low (standard deviation range of 0 to less than 6)** - for a fund with a level of risk that is typically associated with investments in Canadian fixed-income funds and in money market funds;
- **Low to Medium (standard deviation range of 6 to less than 11)** - for a fund with a level of risk that is typically associated with investments in balanced funds and global and/or corporate fixed income funds;
- **Medium (standard deviation range of 11 to less than 16)** - for a fund with a level of risk that is typically associated with investments in equity portfolios that are diversified among a number of large-capitalization Canadian and/ or international equity securities;
- **Medium to High (standard deviation range of 16 to less than 20)** - for a fund with a level of risk that is typically associated with investments in equity funds that may concentrate their investments in specific regions or in specific sectors of the economy; and
- **High (standard deviation range of 20 or greater)** - for a fund with a level of risk that is typically associated with investment in equity portfolios that may concentrate their investments in specific regions or in specific sectors of the economy where there is a substantial risk of loss (e.g., emerging markets, precious metals).

The investment risk level of a fund is determined when the fund is first created and is reviewed annually. The methodology that NewGen uses to identify the investment risk level of the Fund is available on request, at no cost, by calling us toll free at 1-833-5NEWGEN or at 416-941-9112 (collect calls are accepted) or by writing to us at NewGen Asset Management Limited, Commerce Court North, Suite 2900, 25 King Street West, P.O. Box 405 Toronto, Ontario, M5L 1G3.

The Manager has rated the Fund's risk as low to medium risk. As the Fund has less than 10 years of performance history, the Fund's investment risk level is based on the returns of the following reference index:

Reference Index	% Weighting of Reference Index	Description
Bloomberg US Corporate High Yield Bond Index	100%	The Bloomberg US Corporate High Yield Bond Index measures the USD-denominated, high yield, fixed-rate corporate bond market. Securities are classified as high yield if the middle rating of Moody's, Fitch and S&P is Ba1/BB+/BB+ or below. Bonds from issuers with an emerging markets country of risk, based on Bloomberg EM country definition, are excluded.

There may be times when we believe this methodology produces a result that does not reflect the Fund's risk based on other qualitative factors. As a result, we may place the Fund in a higher risk rating category, but the Fund can never be placed in a lower risk rating category.

You should know that other types of risks, both measurable and non-measurable, exist. Also, just as historical performance may not be indicative of future returns, historical volatility may not be indicative of future volatility. The risk rating of the Fund is identified under the sub-heading "*Who Should Invest in this Fund?*" and is reviewed annually and at any time that the risk rating is no longer reasonable in the circumstances. A more detailed explanation of the risk classification methodology used to identify the risk ratings of the Fund is available on request, at no cost, by contacting us toll free at 1-833-5NEWGEN or at 416-941-9112 (collect calls are accepted) or at clientservice@newgenfund.com.

WHO SHOULD INVEST IN THIS FUND

This Fund may be right for you if:

- you plan to hold your investment for the medium-term or longer;
- you want to gain exposure to an actively managed portfolio of North American corporate credit securities;
- you want lower correlation to the equity market in your portfolio; and
- you can tolerate a low to medium level of risk.

This Fund is not suitable for investors who are investing for the short term or who are not willing to accept periodic volatility.

ADDITIONAL INFORMATION

Additional information about the Fund is available in the Fund's Fund Facts, Management Reports of Fund Performance and Financial Statements. These documents are incorporated by reference in this Prospectus, which means that they legally form part of this document just as if they were printed in it.

You can get a copy of these documents at your request, and at no cost, by calling us toll free at 1-833-5NEWGEN or at 416-941-9112 (collect calls are accepted), or from your dealer or by email at clientservice@newgenfund.com.

These documents and other information about the Fund, such as information circulars and material contracts, are also available on the Fund's designated website at www.newgenfund.com or at www.sedar.com.

NEWGEN CREDIT STRATEGIES FUND

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