

Annual Report of the Independent Review Committee of the
NewGen Prospectus Funds

February 29, 2024

Dear Securityholder,

In accordance with **National Instrument 81-107 *Independent Review Committee for Investment Funds*** ("NI 81-107" or the "Instrument"), NewGen Asset Management Ltd. (the "Manager") established an Independent Review Committee (the "Committee" or "IRC") for the NewGen Prospectus Funds on January 11, 2019 (the "Funds"). The IRC has functioned in accordance with the applicable securities laws and is composed of three individuals, each of whom is independent of the Funds, the Manager and each entity related to the Manager (as defined in the Instrument).

The IRC is pleased to publish its annual report to securityholders, covering the period from January 1, 2023 to December 31, 2023 (the "Reporting Period").

Mandate of the IRC

In accordance with the Instrument, the mandate of the IRC is to consider and provide decisions to the Manager on conflicts of interest to which the Manager may be subject when managing the Funds. The Manager is required under the Instrument to identify potential conflicts of interest inherent in its management of the Funds, develop written policies and procedures guiding its management of those conflicts and request input from the IRC on those written policies and procedures, hereinafter referred to as the Conflict of Interest Matters manual.

When a conflict matter arises, the Manager must refer its proposed course of action in respect of such conflict to the IRC for its review. While certain matters require the IRC's prior approval, in most cases the IRC will provide a decision to the Manager as to whether, in the opinion of the IRC, the Manager's proposed action provides a fair and reasonable result for the Funds. For recurring conflict of interest matters, the IRC can provide the Manager with Standing Instructions ("SIs") that enable the Manager to proceed with certain matters without having to refer them to the IRC each time for approval, providing the Manager deals with the conflicts in accordance with the SIs.

The IRC is empowered to represent the best interest of the Funds in any matter where the Manager has referred a conflict of interest matter to it. In those cases, the IRC has sought to ensure that the Manager's proposed course of action represents a fair and reasonable result for the Funds.

The IRC has engaged Independent Review Inc. to assist it in its duties in accordance with the provisions of the Instrument and the IRC's written charter, to provide certain administrative and record keeping functions, and to act as the IRC's independent secretariat.

Composition of the IRC

The current members of the IRC and their principal occupations are as follows:

Name and Municipality of Residence	Principal Occupation	Term of Office
Rita Theil, Toronto, Ontario	Lawyer, corporate finance consultant	Appointed on January 11, 2019. Re-appointed in 2022 for three years from January 1, 2023 to December 31, 2025
Bruce Friesen, Oakville Ontario	President, Global Investments Solutions Inc.	Appointed on January 11, 2019 Re-appointed in 2023 for three years from January 1, 2024 to December 31, 2026
Marie Rounding, Toronto, Ontario	Corporate director and retired lawyer	Initial appointment effective January 1, 2022 until December 31, 2024

Bruce Friesen was re-appointed on October 2, 2023 effective January 1, 2024 for a period of three years. The re-appointment extended Mr. Friesen’s total years of service beyond the six-year term limit set out in the Instrument. However, the Manager has provided its consent to and agreement with the re-appointment beyond the six year term limit in accordance with the provisions of the Instrument.

Compensation and Indemnification

Review of Compensation

At least annually, the IRC reviews its compensation considering the following:

- the nature and extent of the workload of each member of the IRC, including the commitment of time and energy expected from each member;
- the number of meetings required by the IRC including special meetings to consider conflict issues brought to the committee;
- industry best practices, including industry averages and surveys on IRC compensation; and,
- the complexity of the conflict issues brought to the IRC.

The IRC reviewed comparable benchmarks and has determined not to make any changes in the Members' compensation at this time.

Members' Fees

In aggregate, the IRC members were paid \$20,000 in 2023, plus applicable taxes.

Indemnities Granted

The Funds and the Manager have provided each IRC Member with a contractual indemnity in keeping with NI 81-107. No payments were paid to the IRC Members pursuant to this indemnity by the Funds or the Manager during the Reporting Period.

Disclosure of IRC Members' Holdings

As of December 31, 2023, the IRC Members did not beneficially own, directly or indirectly:

- any units of any of the NewGen Funds;
- any interest in the Manager; or,
- any interest in a company or person that provides services to the Manager or the Funds.

Decisions and Approvals

There were no decision or approvals during the Reporting Period.

Standing Instruction Approved

The IRC has approved one (1) SI. The Manager can proceed with the specific action(s) set out in an SI without having to refer the conflict of interest matter or its proposed action to the IRC, provided that the Manager complies with the terms and conditions of the SI. The SI required the Manager to comply with its related policy and procedures and to report periodically to the IRC.

Standing Instruction No. 1: Omnibus

This SI deals with several conflicts of interest matters including:

1. Fees and Expenses
2. Trade Allocations
3. Portfolio Pricing Issues
4. Pricing Errors and other Errors
5. Broker Selection
6. Showing Favouritism
7. Outsourcing to Third-party Services
8. Personal Trading
9. Client Complaints
10. Capacity Issues

Manager's Report on its Standing Instruction

In accordance with the Instrument, the Manager provided a written report to the IRC describing its reliance on the SI during the Reporting Period. The Manager relied on the SI during the Reporting Period.

Funds Served by the IRC

NewGen Alternative Income Fund
NewGen Focused Alpha Fund
NewGen Credit Strategies Fund

This report is available on Manager's website at <https://newgenfunds.com/> or you may request a copy, at no cost to you, by contacting the Manager at 416-941-9112 or by emailing the Fund at clientservice@newgenfunds.com. This document and other information about the Fund are available on www.sedar.com.

Yours very truly,

"Rita Theil"

Chair of the NewGen Independent Review Committee

1

Schedule of all the Independent Review Committees on which the IRC Members Sit

Bruce Friesen served as a member of the Independent Review Committees for the following funds:

Investment funds that are reporting issuers managed by Emerge Canada Inc.
(resigned effective June 30th, 2023)

Investment funds that are reporting issuers managed by NewGen Asset Management Limited

Investment funds that are reporting issuers managed by Hamilton Capital Partners Inc.

Rita Theil served as a member of the Independent Review Committees for the following funds:

Investment funds that are reporting issuers managed by NewGen Asset Management Limited

Investment funds that are reporting issuers managed by Franklin Templeton

Marie Rounding served as a member of the Independent Review Committees for the following funds:

Investment funds that are reporting issuers managed by Emerge Canada Inc.
(resigned effective June 30th, 2023)

Investment funds that are reporting issuers managed by NewGen Asset Management Limited

Investment funds that are reporting issuers managed by Northwest & Ethical Investments L.P. *(resigned effective September 30, 2023)*