



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

February 5, 2026

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 (defined below) on January 11, 2019 (collectively, the "Funds"). The IRC has functioned in accordance with the applicable securities laws and is composed of three individuals, each of whom is and remains 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, 2025, to December 31, 2025 (the "Reporting Period").

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 (the "Conflict of Interest Manual").

When a conflict arises, the Manager must disclose the conflict and 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 reviews the SIs on a regular basis.

The IRC is entrusted 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 conducted its annual assessment (the "Annual Assessment"), at which the IRC reviewed its independence, compensation and effectiveness. At the Annual Assessment, the IRC also reviewed the Written Charter, Standing Instruction(s) and the Manager's Conflict of Interest Manual and when appropriate made recommendations for amendments. The IRC confirmed that the committee as a whole was functioning in a positive and effective manner.

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 416-941-9111 or by emailing the Fund at [clientservice@newgenfunds.com](mailto:clientservice@newgenfunds.com). This document and other information about the Fund are available on [www.sedarplus.com](http://www.sedarplus.com).

Yours very truly,

*"Rita Theil"*

Chair of the NewGen Independent Review Committee

## Composition of the IRC

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

Rita Theil, Toronto, ON	Lawyer, corporate finance consultant	Appointed on January 11, 2019.  Re-appointed to December 31, 2027
Bruce Friesen, Oakville ON	President, Global Investments Solutions Inc.	Appointed on January 11, 2019  Re-appointed in 2023 to December 31, 2026
Marie Rounding, Toronto, ON	Corporate director and retired lawyer	Initial appointment effective January 1, 2022.

Ms Rounding Offered her resignation, effective December 31<sup>st</sup>, 2025. Her position will be filled by Ms Petrina Dolby in 2026.

## 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 compensation 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 \$30,500 in 2025, plus applicable taxes. The IRC fees were allocated on the following basis:

AUM  
Net asset value  
AUM CAD \$ 668,942,798  
Number of funds: 3

### *Indemnities Granted*

The Funds and the Manager have provided each IRC Member with 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, 2025, 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

The Manager did not refer any conflict of interest matters as defined in the Instrument to the IRC and therefore there were no decisions or approvals during the Reporting Period.

## Standing Instruction Approved

The IRC has approved one (1) SI, which constitutes a written approval or decision from the IRC.

### *Standing Instruction No. 1: Omnibus*

This SI deals with several conflict 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

The Manager relied on the SI during the Reporting Period.

## 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

**The members of the IRC served on the following IRCs:**

**Bruce Friesen:**

Hamilton Capital Partners Inc.  
*(Retired on March 11, 2025).*  
NewGen Asset Management Limited

**Rita Theil:**

Franklin Templeton Series of Funds  
NewGen Asset Management Limited

**Marie Rounding:**

NewGen Asset Management Limited