Simplified Prospectus dated September 23, 2022

Offering Series A, Series F and Series I units of the
NS Partners International Equity Focus Fund

Amended and Restated Simplified Prospectus dated September 23, 2022, Amending and Restating the Simplified Prospectus dated July 29, 2022

Offering Series A, Series F, Series I, Series O, Arbour Series, and Reserve Series units
of the CC&L Diversified Income Portfolio

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

The mutual funds and the securities of the mutual funds 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.

CONNOR, CLARK & LUNN
FUNDS

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PART A: INTRODUCTION

This document contains selected important information to help you make an informed investment decision and to help you understand your rights as an investor.

This document is divided into two parts. The first part, from pages 1 through 32, contains general information applicable to both the CC&L Diversified Income Portfolio (the "**Portfolio**"), and the NS Partners International Equity Focus Fund (the "**Fund**"). The second part, from pages 33 through 44, contains specific information about each of the Portfolio and the Fund.

Additional information about each of the Portfolio and the Fund is available in the Portfolio's and the Fund's annual information form, most recently filed fund facts, most recently filed annual financial statements and any interim financial report filed thereafter, most recently filed annual management report of fund performance, and any interim management report of fund performance filed thereafter. These documents are incorporated by reference into this simplified prospectus, which means that they legally form part of this document just as if they were printed as a part of this document. You can get a copy of these documents, at your request, and at no cost, by calling toll free at 1-888-824-3120, or from your dealer. These documents are also available on the website of the Portfolio and the Fund at www.cclfundsinc.com or by contacting us by email at info@cclfundsinc.com. These documents and other information about the Portfolio and the Fund are also available on the internet at www.sedar.com.

Throughout this document:

- ***Arbour Series*** refers to the Arbour Series units of the Portfolio offered by this simplified prospectus;
- ***Business Day*** refers to any day that the Toronto Stock Exchange ("**TSX**") is open for trading;
- ***CSA*** refers to the Canadian Securities Administrators;
- ***Dealer*** or ***dealer*** refers to the registered dealer firm where your Registered representative works;
- ***Fund*** refers to the NS Partners International Equity Focus Fund;
- ***Fund Trust Agreement*** refers to the supplemental trust agreement dated May 10, 2022 which incorporates by reference the master trust agreement between CFI and the Fund Trustee dated May 1, 2012, as the same may be amended from time to time;
- ***Fund Trustee*** refers to RBC Investor Services Trust, acting in its capacity as trustee of the Fund under the terms of the Fund Trust Agreement;
- ***NAV*** refers to net asset value;
- ***NI 81-102*** refers to National Instrument 81-102 – *Investment Funds* of the CSA;

- ***NI 81-107*** refers to National Instrument 81-107 – *Independent Review Committee for Investment Funds* of the Canadian Securities Administrators;

- ***Portfolio*** refers to the CC&L Diversified Income Portfolio;

- ***Portfolio Trust Agreement*** refers, collectively, to the amended and restated supplemental trust agreement dated October 23, 2011, as amended, which incorporates the amended and restated master trust agreement dated October 23, 2011, as amended and as the same may be further amended and restated from time to time, entered into by Connor, Clark & Lunn Private Capital Ltd. and assigned to CFI, in its capacity as manager of the Portfolio pursuant to an assignment and assumption agreement among CFI, Connor, Clark & Lunn Private Capital Ltd. and the Trustee on July 29, 2022;

- ***Portfolio Trustee*** refers to CIBC Mellon Trust Company, acting in its capacity as trustee of the Portfolio under the terms of the Portfolio Trust Agreement;

- ***Registered Plans*** include registered retirement savings plans ("**RRSPs"**), registered retirement income funds ("**RRIFs"**), locked in retirement savings plans ("**LRSPs**"), locked in retirement accounts ("**LIRAs**"), life income funds ("**LIFs**") deferred profit sharing plans ("**DPSPs"**), registered education savings plans ("**RESPs"**), registered disability savings plans ("**RDSPs"**) and tax free savings accounts ("**TFSAs"**);

- ***Registered representative*** refers to the representative registered in your province or territory who advises you on your investments;

- ***Reserve Series*** refers to the Reserve Series units of the Portfolio offered by this simplified prospectus;

- ***Series or series*** refers to a series of Units of the Portfolio or the Fund, as applicable;

- ***Series A*** refers to the Series A units of the Portfolio and the Fund offered by this simplified prospectus;

- ***Series F*** refers to the Series F units of the Portfolio and the Fund offered by this simplified prospectus;

- ***Series I*** refers to the Series I units of the Portfolio and the Fund offered by this simplified prospectus;

- ***Series O*** refers to the Series O units of the Portfolio offered by this simplified prospectus;

- ***Tax Act*** refers to the *Income Tax Act* (Canada) and the regulations thereunder;

- ***Unit, unit*** *or* ***units*** refers to a unit or units of the Portfolio or the Fund, as applicable;

- ***Unitholders*** or ***unitholders*** refers to owners of units of the Portfolio or the Fund, as applicable;

- ***We, us, CFI*** or the ***Manager*** refers to Connor, Clark & Lunn Funds Inc.; and

- ***You*** refers to everyone who invests in the Portfolio or the Fund, as applicable.

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

What is a mutual fund?

When you invest in a mutual fund, you pool your cash to make investments with many other people. On behalf of everyone who contributes, professional money managers use the cash to buy many different securities. These securities form the mutual fund's investment portfolio.

A mutual fund may invest in different kinds of securities, depending on its fundamental investment objectives and the investment strategy of the portfolio managers involved. The value of these securities changes from day-to-day, reflecting changes in economic and market conditions, interest rates and company news. As a result, the 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 cash you contribute to a mutual fund buys you a number of units in the fund and everyone who contributes to a mutual fund is called a unitholder. You share the fund's income, expenses and capital gains or losses in proportion to the number of units you own, except with respect to series specific expenses.

A mutual fund may issue units in one or more series. A series of units may be viewed as a subdivision of the mutual fund for certain purposes *(e.g.,*, calculation of management fees), but for other purposes (*e.g.,,* investment activity and common expenses) the mutual fund remains undivided. See page 18 , *Purchases, Switches (Redesignations) and Redemptions — Series of Units*, for more information. Series A, Series F, Series I, Series O, Arbour Series, and Reserve Series units of the Portfolio and Series A, Series F and Series I units of the Fund are offered under this simplified prospectus.

Each of the Portfolio and the Fund is an open-end unit trust established under the laws of Ontario and governed by the Portfolio Trust Agreement and the Fund Trust Agreement, respectively. The property of the Portfolio is held in trust by the Portfolio Trustee and the property of the Fund is held in trust by the Fund Trustee.

What are the advantages of investing in a mutual fund?

Investing in a mutual fund has several advantages over investing on your own in individual stocks, bonds and money market instruments:

- *Professional money management* – professional advisors have the skills, tools and time to perform research and to make decisions about which investments to buy, hold or sell.

- *Diversification* – investment values are always changing. Owning several investments can improve long-term results as the investments that increase in value can compensate for those that do not.

- *Liquidity* – units may be redeemed at any time. In some cases this may result in short-term trading fees.

- *Record-keeping and reporting* – records of your interest are kept and you are sent financial statements, tax slips and receipts when required by applicable law.

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

Risk is the chance that your investment may not perform over a certain time period. There are different degrees and types of risks however, in general, the more risk you are willing to accept as an investor, the higher the potential returns and the greater the potential losses.

There can be no assurance that the investment approach of either the Portfolio or the Fund will be successful or that its respective investment objectives will be attained. No assurance can be given that the investment portfolio of the Portfolio or the Fund will generate any income or will appreciate in value. While it is anticipated that the diverse investments of the Portfolio and the Fund will minimize risks, the Portfolio or the Fund could realize substantial losses, rather than gains, from the investments described herein.

Units of the Portfolio and the Fund are purchased and sold at the relevant series' NAV per unit. The NAV of the Portfolio and the Fund, and the price of your units, will fluctuate on a daily basis with changes in the market value of the Portfolio's and the Fund's investments. The values may change for a variety of reasons, including, but not limited to, changes in interest rates, economic conditions, market activity and company news. As a result, the value of your investment in a mutual fund may be more or less when you redeem it than when you purchased it.

Your investment is not guaranteed — The value of your investment in a mutual fund is not guaranteed. Unlike bank accounts or guaranteed investment certificates, mutual fund securities are not covered by the Canada Deposit Insurance Corporation or any other government deposit insurer.

To withdraw your investment, you simply redeem your units at the relevant series' NAV per unit. Under exceptional circumstances and where permitted by applicable securities laws, a mutual fund may not allow you to redeem your units. See *Purchases, Switches (Redesignations) and Redemptions – How to Redeem Units of the Portfolio and the Fund – Redemption suspensions* on page 20 for details.

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

Each investor has a different tolerance for risk. Some investors are significantly more conservative than others when making their investment decisions. It is important to take into account your own comfort with risk as well as the amount of risk suitable for your financial goals.

In addition to the general risks of mutual fund investing, each mutual fund carries specific risks depending on its particular investments and strategies. Below, we describe the specific risks that can affect the value of your investment in the Portfolio and/or the Fund. In the descriptions of the Portfolio and the Fund in the second part of this simplified prospectus, you will see what those risks are. The following risk factors are listed in alphabetical order.

American depositary securities and receipts risk — In some cases, rather than directly holding securities of non-Canadian and non-U.S. companies, the Portfolio or the Fund may hold these securities through an American depositary security and receipt (an "**ADR**"). An ADR is issued by a U.S. bank or trust company to evidence its ownership of securities of a non-U.S. corporation. The currency of an ADR may be U.S. dollars rather than the currency of the non-U.S. corporation to which it relates. The value of an ADR will not be equal to the value of the underlying non-U.S. securities to which the ADR relates as a result of a number of factors. These factors include the fees and expenses associated with holding an ADR, the currency exchange relating to the conversion of foreign dividends and other foreign cash distributions into U.S. dollars, and tax considerations such as withholding tax and different tax rates between the jurisdictions. In addition, the rights of the Portfolio or the Fund, as a holder of an ADR, may be different than the rights of holders of the underlying securities to which the ADR relates, and the market for an ADR may be less liquid than that of the underlying securities. The foreign exchange risk will also affect the value of the ADR and, as a consequence, the performance of the trust holding the ADR. As the terms and timing with respect to the depositary for an ADR are not within the control of the Portfolio, the Fund or its respective portfolio manager and if a portfolio manager chooses only to hold ADRs rather than the underlying security, the Portfolio or the Fund may be forced to dispose of the ADR, thereby eliminating its exposure to the non-U.S. corporation, at a time not selected by the portfolio manager, which may result in losses to the Portfolio or the Fund or the recognition of gain at a time which is not opportune for the Portfolio or the Fund.

Bail-in debt risk — The *Bank Act* (Canada) and the *Canada Deposit Insurance Corporation Act* (Canada) include provisions which have implemented a "bail-in" regime for Canada's domestic systemically important banks ("**D-SIBs**"). The Office of the Superintendent of Financial Institutions ("**OSFI**") has declared the six largest domestic Canadian banks as D-SIBs. In 2013, the Autorité des marchés financiers (Québec) designated the Desjardins Group as a domestic systemically important financial institution. On July 13, 2018, amendments to the *Deposit Insurance Act* (Québec) came into force, which established a bail-in regime that applies to the Desjardins Group. Following the adoption of implementing regulations on March 31, 2019, the Desjardins Group is now subject to a bail-in regime that is similar to the one applicable to D-SIBs. If OSFI is of the opinion that a D-SIB has ceased, or is about to cease, to be viable, the Canada Deposit Insurance Corporation may, in certain circumstances, take temporary control or ownership of the D-SIB and convert all or a portion of the D-SIB's bail-inable securities into common shares of the D-SIB. The term "bail-inable securities" refers to certain debt and preferred shares issued by D-SIBs before any conversion occurs under the Canadian bail-in regime. Bail-inable securities generally include unsecured senior debt with an original term to maturity of over 400 days that is tradeable and transferable and subordinated debt and preferred shares issued by a D-SIB that are not non-viability contingent capital. Explicit exclusions from the bail-in regime are provided for covered bonds, derivatives and certain structured notes. The Portfolio or the Fund may invest in bail-inable securities provided that any such security continues to be a permitted investment under NI 81-102 and is consistent with the Portfolio's or the Fund's investment objectives. The Portfolio or the Fund may, in certain circumstances, as a result of conversion of bail-inable securities held by the Portfolio or the Fund, hold resulting securities of a different type and quality for a period of time which may not be of the type and quality in which the Portfolio or the Fund would normally invest.

Commodity risk — Mutual funds that invest in natural resource companies or in income or royalty trusts based on commodities, such as oil and gas, will be affected by changes in commodity prices. 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 Portfolio or the Fund may concentrate its investments in a relatively small number of securities, certain sectors or specific regions or countries. This may result in higher volatility, as the value of the Portfolio or the Fund will vary more in response to changes in the market value of these securities, sectors, regions or countries.

Credit risk — Credit risk is comprised of default risk, credit spread risk, downgrade risk and collateral risk. Each can have a negative impact on the value of a debt security.

Default risk — is the risk that the issuer will not be able to pay the obligation, either on time or at all. Generally, lower quality debt securities involve a greater risk of default on interest and/or principal payments.

Credit spread risk — is the risk that there will be an increase in the difference between the interest rate of an issuer's bond and the interest rate of a bond that is considered to have little associated risk (such as a government guaranteed bond or treasury bill). The difference between these interest rates is called a "credit spread." Credit spreads are based on macroeconomic events in the domestic or global financial markets as well as company specific factors. An increase in credit spread will decrease the value of debt securities.

Downgrade risk — is the risk that a specialized credit rating agency, such as DBRS Limited, Standard & Poor's or Moody's Investors Services, will reduce the credit rating of an issuer's securities. Downgrades in credit rating will decrease the value of those debt securities.

Collateral risk — is the risk that the value of any assets securing an issuer's obligation may be deficient or difficult to liquidate. As a result, the value of those debt securities may decline significantly in value.

Currency risk — The assets and liabilities of the Portfolio and the Fund are valued in Canadian dollars. When the Portfolio or the Fund buys foreign securities, however, they are purchased with foreign currency. The U.S. dollar and the Euro, for example, both fluctuate in value against the Canadian dollar. An unfavourable move in the exchange rate for either currency may reduce, or even eliminate, any return on an investment priced in that currency. The opposite can also be true — the Portfolio or the Fund can benefit from changes in exchange rates.

The Portfolio or the Fund may own securities denominated in foreign currencies. The portfolio manager that manages that asset class for the Portfolio or the portfolio manager of the Fund (as applicable) will have the discretion to decide the extent to which the currency risk may be hedged back to the Canadian dollar. See *Derivatives risk* below.

In addition to the exchange rate risk, there is also a risk that certain foreign governments may restrict the ability to exchange currencies. Our ability to make distributions or process redemptions assumes the continuing free exchange of the currencies in which the Portfolio or the Fund is invested.

Cyber security risk — As the use of technology has become more prevalent in the course of business, each of the Portfolio and the Fund is potentially more susceptible to operational risks through breaches of cyber security. A breach of cyber security refers to both intentional and unintentional events that may cause the Portfolio or the Fund to lose proprietary information, suffer data corruption or lose operational capacity. This, in turn, could cause the Portfolio or the Fund to incur regulatory penalties, reputational damage, additional compliance costs associated with corrective measures, and/or financial loss. Cyber security breaches may involve unauthorized access to the Portfolio's or the Fund's digital information systems (e.g., through "hacking" or malicious software coding) but may also result from outside attacks, such as denial of service attacks (i.e., efforts to make network services unavailable to intended users). In addition, cyber security breaches of the Portfolio's or the Fund's third party service providers (e.g., trustees and custodians) or companies that the Portfolio or the Fund invests in can also subject the Portfolio or the Fund to many of the same risks associated with direct cyber security breaches.

Derivatives risk — Derivatives may be used to limit or hedge potential losses associated with currencies, stock markets and interest rates. Derivatives may also be used for non-hedging purposes, e.g., to reduce transaction costs, achieve greater liquidity, create effective exposure to financial markets or increase speed and flexibility in making portfolio changes.

Any use of derivatives has risks, including:

- the hedging strategy may not be effective; hedging against a decline in the value of portfolio positions does not eliminate fluctuations in the values of portfolio positions nor prevent losses if the values of such positions decline, but establishes other positions designed to gain from those same developments, thus moderating the decline in a portfolio positions' value;

- there is no guarantee a liquid market will exist when the Portfolio or the Fund wants to buy or sell the derivative contract;

- a large percentage of the assets of the Portfolio or the Fund may be placed on deposit with one or more counterparties as margin, which exposes the Portfolio or the Fund (as applicable) to the credit risk of those counterparties;

- there is no guarantee that an acceptable counterparty will be willing to enter into the derivative contracts;

- the counterparty to the derivative contract may not be able to meet its obligations;

- the exchanges on which the derivative contracts are traded may set daily trading limits, preventing the Portfolio or the Fund from closing out a particular contract;

- if an exchange halts trading in any particular derivative contract, the Portfolio or the Fund may not be able to close out its position in that contract; and

- the price of a derivative may not accurately reflect the value of the underlying security or index.

Derivative instruments are subject to risks that can result in a loss of all or part of an investment, such as interest rate and credit risk volatility, and world and local market economic factors and activity. Derivatives may have very high leverage embedded in them that can substantially magnify the impact of market movements and result in losses greater than the amount of the investment. Some of the markets in which derivative transactions are effected are over-the-counter or interdealer markets. The participants in such markets are typically not subject to regulatory oversight as are participants of exchange-based markets. The Manager and the portfolio manager are not restricted from dealing with any particular counterparty or from concentrating all of the transactions with one counterparty.

Equity risk — Companies issue securities to help finance their operations and future growth. Mutual funds that purchase equities become part owners in these companies. The price of a stock is influenced by the company's performance outlook, market activity and the larger economic picture. When the economy is expanding, the outlook for many companies will generally be good and the value of their stocks should rise. The opposite may also be true.

For small companies, start-ups, resource companies and companies in emerging sectors, the risks and potential rewards are usually greater. The share price of such companies is often more volatile than the share price of larger, more established companies. Some of the products and services offered by technology companies, for example, can become obsolete as science and technology advance.

Dividend paying equity securities and certain convertible securities may also be subject to interest rate risk.

Exchange-traded fund risk — The Fund may from time to time invest in Exchange-Traded Funds ("**ETFs**") which qualify as index participation units under NI 81-102. An index ETF will seek to provide returns similar to the performance of a particular market index. An index ETF may not be able to achieve the same return as its benchmark market index due to differences in the actual weights of securities held in the ETF versus the weights in the relevant index, and due to the operating and management expenses of, and taxes payable by the ETF.

Foreign market risk — The Portfolio or the Fund may invest in securities sold outside Canada and the U.S. and may invest in emerging markets. The value of foreign securities, and the unit value of portfolios that hold them, may fluctuate more than Canadian and U.S. investments because:

- companies outside Canada and the U.S. may not be subject to the same regulations, standards, reporting practices and disclosure requirements that apply in Canada and the U.S.;
- some foreign markets may not be as well regulated as Canadian and U.S. markets and their laws might make it difficult to protect investor rights;
- political instability, social unrest, diplomatic developments or political corruption in foreign countries could affect foreign securities held by the Portfolio or the Fund;
- there is a chance that foreign securities may be highly taxed or that government-imposed exchange controls may prevent the Portfolio or the Fund from taking money out of the country;
- companies in emerging markets often are relatively small, lack lengthy operating histories, have limited product lines, markets and financial resources and are often traded only through foreign stock exchanges; and
- changes to foreign currency exchange rates will affect the value of foreign securities held by the Portfolio or the Fund. See *What are the specific risks of investing in a mutual fund? – Currency risk* on page 4;
- dividends and other distributions including deemed dispositions may be subject to taxes in respect of which investors may not receive a full or any deduction from their local income nor any foreign tax credit against their local income tax liability;
- accounting and auditing standards and practices in emerging markets may be less stringent than those of developed countries resulting in limited availability of information relating to the investments of the Portfolio or the Fund; and
- emerging market securities are often less liquid and custody and settlement mechanisms may be less developed resulting in delays and the incurring of additional costs to execute trades of securities.

General market risk — Investments may be considered speculative. The success of any investment activity is affected by general economic conditions, which may affect the level and volatility of interest rates and the extent and timing of investor participation in the equities and other markets. Unexpected volatility or illiquidity in the markets in which positions are held, including due to legal, political, regulatory, economic or other developments, such as public health emergencies, including an epidemic or pandemic, natural disasters, war and related geopolitical risks, may impair a portfolio manager's ability to carry out the objectives of the Portfolio or the Fund or cause the Portfolio or the Fund to incur losses. The recent spread of the coronavirus (also known as COVID-19) has caused a significant slowdown in the global economy and volatility in global financial markets. COVID-19, variants of COVID-19 or any other pandemic may adversely affect global markets and the performance of the Portfolio or the Fund. Even if general economic conditions do not change, the value of an investment in the Portfolio or the Fund could decline if the particular industries, sectors or companies in which the Portfolio or the Fund invests do not perform well or are adversely affected by events.

Despite the heavy volume of trading in securities and other financial instruments, the markets for some instruments have limited liquidity and depth. This could be a disadvantage, both in the realization of the prices which are quoted and in the execution of orders at desired prices.

Income trusts, partnerships and REITs risk — An income trust, including a REIT, or partnership 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. The trusts are subject to the risks of the particular type of underlying business, including supply contracts, the cancellation by a major customer of its contract or significant litigation. The governing law of the income trust may not limit, or may not fully limit, the liability of unitholders of the trust (such as the Portfolio or the Fund) for claims against the income trust.

Interest rate risk — Fixed-income securities, which include bonds, treasury bills and commercial paper, pay a fixed rate of interest. The Portfolio or the Fund will have an allocation to fixed-income securities and the value of the fixed-income securities will rise and fall as interest rates change. This will impact the NAV of the Portfolio or the Fund (as applicable). Fixed-income securities generally pay interest based on the level of rates at the time the securities were issued. Subsequent changes to the level of interest rates will then impact the price of those previously issued securities. For example, when interest rates fall, the value of an existing bond will rise because the coupon rate on that bond is greater than prevailing interest rates. Conversely, if interest rates rise, the value of an existing bond will fall. The value of debt securities that pay a floating or variable rate of interest are generally less price sensitive to interest rate changes.

Investment and trading risk — Purchasing securities presents a risk of loss of capital. Equity securities can be subject to a high degree of volatility and the price of such securities can change, sometimes rapidly and unpredictably. Some securities may be illiquid because they are thinly traded. To the extent that any counterparties with or through whom the Portfolio or the Fund engages in trading and maintaining accounts does not segregate the assets of the Portfolio or the Fund, the Portfolio or the Fund (as applicable) will be subject to a risk of loss in the event of the insolvency of such person. There is no guarantee that, in the event of such insolvency, the Portfolio or the Fund will be able to recover all of its assets.

Large transaction risk — Any large transaction made by an institutional or individual investor could significantly impact the cash flow Portfolio or the Fund. If an investor buys large amounts of units of the Portfolio or the Fund, the Portfolio or the Fund (as applicable) could temporarily have a high cash balance. Conversely, if an investor redeems large amounts of units of the Portfolio or the Fund, the Portfolio or the Fund (as applicable) may be required to fund the redemption by selling securities at an inopportune time. This unexpected sale may have a negative impact on the performance of your investment.

Liquidity risk — A liquid asset is one that can be readily converted to something else, usually cash. For an asset to be liquid, there must be an organized market on which the asset regularly trades, and such an organized market must provide transparent price discovery. A stock exchange is an example of this type of market, because we can see the volume of trading and obtain price quotations. We also have reasonable confidence that we would be able to convert securities to cash at or close to the prices quoted on a stock exchange.

By comparison, an illiquid asset is more difficult to convert in this manner. There can be a number of reasons that an asset or a security is not liquid. For example, some issuers may be less well known or have fewer securities outstanding. A security or asset can also be considered to be illiquid because the pool of potential buyers is smaller. Sometimes securities are restricted in the sense that re-sales are prohibited by a promise or agreement made by the holder of the securities.

Liquidity risk refers to the possibility that an asset is not able to be sold on an organized market for a price that approximates the amount at which we value the same asset for purposes of calculating the NAV per unit of the Portfolio or the Fund. If that were to occur, then the NAV of the units you would redeem may be lower than reasonably anticipated.

Mandatory redemption risk — Units of the Portfolio and the Fund may be redeemed by the Manager if the Manager, in its sole discretion, determines that the continued holding of such units by the unitholder would be adverse to the interest of the Portfolio or the Fund (as applicable) and its unitholders as a whole. See *Purchases, Switches (Redesignations) and Redemptions – Mandatory Redemptions* on page 18.

Modeling risk — A portfolio manager may use proprietary quantitative models in its investment processes. Differences between expected and actual model performance can lead to undesirable outcomes for clients. In particular, the historical data used as inputs to the models may not be representative of future market conditions and therefore fail to predict future returns, volatilities, correlations or market performance adequately. Unexpected market or other events may cause the model's performance to vary significantly from expectations. A data or model coding error could have a material impact on the model output and be difficult to identify and resolve. There can be no assurances that the models will perform as expected.

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

Regulatory and legal risk — Some sectors including, but not limited to, telecommunications, health sciences 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 in regulated industries may change substantially based on these factors.

Additionally, securities, tax or other regulatory authorities may amend legislation, rules and/or administrative practice from time to time. These changes (if they were to occur) may have an adverse impact on the value of the Portfolio or the Fund.

Repurchase transactions, reverse repurchase transactions and securities lending risk — From time to time the Portfolio or the Fund may enter into what are called repurchase transactions, reverse repurchase transactions and securities lending agreements. In a repurchase transaction, the Portfolio or the Fund (as applicable) sells a security at one price to a third party for cash and agrees to buy the same security back from the same party for cash at a set price at a set future date. It is a way for the Portfolio or the Fund to borrow short-term cash and earn fees. In a reverse repurchase transaction, the Portfolio or the Fund buys a security at one price from a third party and agrees to sell the same security back to the same party at a higher price later on. It is a way for the Portfolio or the Fund to earn a profit (or interest) and for the other party to borrow some short-term cash. A securities lending agreement is similar to a repurchase agreement, except that instead of selling the security and agreeing to buy it back later, the Portfolio or the Fund loans the security to a third party for a fee and can demand the return of the security at any time. While the securities are on loan, the borrower provides the Portfolio or the Fund or the with collateral consisting of a combination of cash and securities.

The risks with these types of transactions are that the other party may default under the agreement or go bankrupt. In a reverse repurchase transaction, the Portfolio or the Fund may be left holding the security and may not be able to sell it at the same price it paid for it, plus interest, if the market value of the security has dropped. In the case of a repurchase or a securities lending transaction, the Portfolio or the Fund could incur a loss if the value of the security sold or loaned has increased more than the value of the cash or collateral held.

To limit these risks, each of the Portfolio and the Fund must hold collateral worth no less than 105% of the value of the loaned securities and the amount of collateral is adjusted daily to ensure this level is maintained. The collateral may only consist of cash, qualified securities or securities that can be immediately converted into identical securities to those that have been loaned. The Portfolio and the Fund will not lend more than 50% of the total value of its respective assets through securities lending or repurchase transactions unless the Portfolio or the Fund (as applicable) is permitted a greater amount.

Series risk — If the Portfolio or the Fund, each of which has multiple series of units, cannot pay the expenses of one series using that series' proportionate share of the assets of the Portfolio or the Fund (as applicable) for any reason, the Portfolio or the Fund will be required to pay those expenses out of the other series' proportionate share of the assets of the Portfolio or the Fund (as applicable). This could lower the investment return of the other series.

Small company risk — Investing in securities of smaller companies may be riskier than investing in larger, more established companies. Smaller companies may have limited financial resources, a less established market for their shares and fewer shares issued. This can cause the share prices of smaller companies to fluctuate more than those of larger companies. The market for the shares of small companies may be less liquid.

Suspension of redemptions risk — Under exceptional circumstances and in accordance with applicable securities laws, the Portfolio or the Fund may suspend redemptions. See *How to Redeem Units of the Portfolio and the Fund – Redemption Suspensions* on page 20.

Suspension of trading risk — Securities exchanges typically have the right to suspend or limit trading in any instrument traded on the exchange. A suspension would render it impossible to liquidate positions and could thereby expose the Portfolio or the Fund to losses.

Taxation of the Portfolio/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 Portfolio or the Fund was found to be a "SIFT trust", the amounts available to be distributed by the Portfolio or the Fund (as applicable) to its unitholders could be materially reduced.

If the Portfolio or 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 for Investors* 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 Portfolio or the Fund will not be changed in a manner which adversely affects unitholders and the Portfolio or the Fund.

Trust loss restriction rule risk — The Portfolio or the Fund may be subject to loss restriction rules (the "**Loss Restriction Rules**") contained in the Tax Act unless the Portfolio or the Fund (as applicable) 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 Portfolio or the Fund. If either the Portfolio or the Fund experiences a "loss restriction event": (i) the Portfolio or the Fund (as applicable) will be deemed to have a year-end for tax purposes (which would result in an allocation of the net income and net realized capital gains of the Portfolio or the Fund (as applicable) at such time to unitholders so that the Portfolio or the Fund (as applicable) is not liable for income tax under Part I of the Tax Act on such amounts); and (ii) the Portfolio or the Fund (as applicable) will be deemed to realize any unrealized capital losses and its ability to carry forward losses will be restricted. Generally, the Portfolio or the Fund (as applicable) will have a loss restriction event when a person becomes a "majority-interest beneficiary" of the Portfolio or the Fund, or a group of persons becomes a "majority-interest group of beneficiaries" of the Portfolio or the Fund, as those terms are defined in the Tax Act.

Underlying fund risk — The Portfolio or the Fund may invest directly in one or more mutual funds (each, an "underlying fund"). If an underlying fund suspends redemptions or does not calculate its NAV, the Portfolio or will not be able to value part of its assets or redeem its units. An adjustment to the holdings of the Portfolio or the Fund in an underlying fund may result in gains being distributed to unitholders of the Portfolio or the Fund (as applicable). As a result, the underlying fund may have to make large purchases or sales of securities to meet the redemption or purchase requests of the Portfolio or the Fund. The portfolio manager of the underlying fund may have to change the underlying fund's holdings significantly or may be forced to buy or sell investments at unfavourable prices, which can affect its performance and the performance of the Portfolio or the Fund.

U.S. Foreign Account Tax Compliance Act (FATCA) risk — In March 2010, the U.S. enacted 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 Portfolio or the Fund, provided that (i) each of the Portfolio and the Fund (as applicable) 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. Each the Portfolio and the Fund will endeavour to comply with the requirements imposed under the IGA and Part XVIII of the Tax Act. Under Part XVIII of the Tax Act, holders of units of the Portfolio and the Fund are required to provide identity and residency and other information to the Portfolio and 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", will be provided, along with certain financial information (for example, account balances), by the Portfolio and the Fund to the Canada Revenue Agency ("**CRA**") and from the CRA to the U.S. Internal Revenue Service. The Portfolio or the Fund may be required to treat holders of units of the Portfolio and the Fund (as applicable) that fail to provide required information to the Portfolio or the Fund (as applicable) as having a "U.S. Reportable Account" for FATCA purposes. Each of the Portfolio and the Fund is required to provide certain account-related information to the CRA in respect of all U.S. Reportable Accounts. The Portfolio and 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. Any such FATCA Tax in respect of the Portfolio or the Fund would reduce the distributable cash flow and NAV of the Portfolio or the Fund (as applicable).

ORGANIZATION AND MANAGEMENT OF THE PORTFOLIO AND THE FUND

Who organizes and manages the Portfolio and the Fund?

CFI is a Canadian company indirectly owned and controlled by Connor, Clark & Lunn Financial Group Ltd. ("**CC&L Financial Group**"). The CC&L Financial Group provides a broad range of distinct and independently managed investment products and services to individual and institutional investors through a diverse family of affiliates. The CC&L Financial Group together with its affiliated companies is one of Canada's largest independent investment managers, with over $99 billion in assets under management on behalf of institutional, private and retail clients as of August 31**,** 2022.

The following table explains the organization and management structure of the Portfolio and the Fund and the people and companies that work with the Portfolio and the Fund.

Trustees *Portfolio* CIBC Mellon Trust Company Toronto, Ontario *Fund* RBC Investor Services Trust Toronto, Ontario	Each of the Portfolio and the Fund is organized as a unit trust. When you invest in the Portfolio or the Fund, you are buying units of a trust. The Portfolio Trustee is the legal owner of the securities and other assets owned by the Portfolio and the Fund Trustee is the legal owner of the securities and other assets owned by the Fund. Each of the Portfolio Trustee and the Fund Trustee also provides other services to the Portfolio and the Fund (as applicable), including portfolio valuation and trust accounting.

Manager Connor, Clark & Lunn Funds Inc. 1400-130 King Street West P.O. Box 240 Toronto, ON M5X 1C8	CFI is responsible for providing or arranging for all services required by the Portfolio and the Fund, including portfolio management, selecting service providers to the Portfolio, and the Fund arranging for all necessary regulatory documents, including those required to offer the units of the Portfolio, and Fund marketing the Portfolio and the Fund, supervising the operations of the Portfolio and the Fund, and making use of controls and monitoring for compliance. We may engage third parties to perform certain services on our behalf.
Portfolio Managers of the Portfolio Connor, Clark & Lunn (Canada) Ltd. Toronto, Ontario Baker Gilmore & Associates Inc. Montréal, Québec Connor, Clark & Lunn Investment Management Ltd. Vancouver, British Columbia Global Alpha Capital Management Ltd. Montréal, Québec NS Partners Ltd. (formerly New Star Institutional Managers Limited) London, United Kingdom PCJ Investment Counsel Ltd. Toronto, Ontario Scheer, Rowlett & Associates Investment Management Ltd. Toronto, Ontario	CFI has retained Connor Clark & Lunn (Canada) Ltd. ("**CC&L Canada**") as the lead portfolio manager of the Portfolio, responsible for providing asset allocation services to the Portfolio. In its role as lead portfolio manager, CC&L Canada is responsible for: (i) determining the asset classes in which the Portfolio will invest; (ii) the amount of assets of the Portfolio to be allocated to each identified asset class; and (iii) the appointment of specialized portfolio managers to manage the assets of the Portfolio allocated to each asset class. CC&L Canada has retained the services of a number of specialized portfolio managers in order to have access to portfolio managers with expertise in the various asset classes in which CC&L Canada may allocate assets of the Portfolio. A portfolio manager may manage either a specified portion or the entire investment portfolio of the Portfolio, depending on the allocation to the asset classes determined by CC&L Canada for investment by the Portfolio. While CC&L Canada has retained each of the portfolio managers on behalf of the Portfolio, the services of a portfolio manager will not be used if CC&L Canada is not including an allocation at that time to the asset class in which the portfolio manager specializes. Each of the portfolio managers is an affiliate of CFI and will provide analysis and make decisions relating to the investment of the Portfolio assets over which they have investment authority. Each portfolio manager has a specialized area of investment expertise.

	CC&L Canada may change the portfolio managers for the Portfolio from time to time but it currently does not intend to make any changes to the portfolio managers for the Portfolio. Presently, the portfolio managers retained by CC&L Canada to provide investment advisory services to the Portfolio and their area of expertise are: • Baker Gilmore & Associates Inc. ("**BGA**") – fixed-income (short-term). BGA was founded in 1988, and has established a long track record of adding value across a wide range of mandates for pension funds, insurance companies, corporations and non-profit institutions. BGA utilizes a fundamental value-driven investment approach, which aims to derive excess returns from duration and volatility management as well as security selection. As of August 31, 2022, BGA had over $7 billion in assets under management. • Connor, Clark & Lunn Investment Management Ltd. ("**CCLIM**") – Canadian equities, fixed-income and REITs. CCLIM was established in 1982 and is one of Canada's largest independent investment management companies. As of August 31, 2022, CCLIM had over $52 billion in assets under management. • Global Alpha Capital Management Ltd. ("**Global Alpha**" – International and U.S. equities (small capitalization). Global Alpha was founded in 2008, and focuses on managing global and international small capitalization equities. As of August 31, 2022, Global Alpha had over $7 billion in assets under management • NS Partners Ltd. ("**NS Partners**") – Global equities. NS Partners has been providing management services for foreign equities to Canadian institutions since 1990. NS Partners implements highly focused investment strategies that invest in attractively priced companies poised to add shareholder value. The firm's equity process draws heavily on its Economic

	Value Added® methodology. As of August 31, 2022, NS Partners had over $6 billion in assets under management. • PCJ Investment Counsel Ltd. ("**PCJ**") – Canadian equities (small capitalization). PCJ was established in 1996. Their portfolios are structured to have a growth bias. They actively move in and out of positions, continually searching for the best growth opportunities in the market based on fundamental analysis. As of August 31, 2022, PCJ had approximately $700 million in assets under management. • Scheer, Rowlett & Associates Investment Management Ltd. ("**SRA**") – Canadian equities (value). SRA was founded in 1990 as Crown Life Investment Management Inc. and in 1998 changed its name to its current form. SRA is a value oriented Canadian equity manager. As of August 31, 2022, SRA had over $2.5 billion in assets under management.
Portfolio Manager of the Fund NS Partners Ltd. (formerly New Star Institutional Managers Limited) London, United Kingdom	CFI has retained NS Partners to provide portfolio management services to the Fund. In its role as portfolio manager, NS Partners is responsible for investing the assets of the Fund in accordance with its investment objective and investment strategies.
Custodians *Portfolio* CIBC Mellon Trust Company Toronto, Ontario *Fund* RBC Investor Services Trust Toronto, Ontario	CIBC Mellon Trust Company, as custodian to the Portfolio, holds all the portfolio assets of the Portfolio. RBC Investor Services Trust, as custodian to the Fund, holds all the portfolio assets of the Fund.
Registrars *Portfolio* CIBC Mellon Trust Company Toronto, Ontario *Fund* RBC Investor Services Trust	CIBC Mellon Trust Company, as registrar of the Portfolio keeps track of the owners of units of the Portfolio and processes changes in ownership.

Toronto, Ontario	RBC Investor Services Trust, as registrar of the Fund keeps track of the owners of units of the Fund and processes changes in ownership.
Independent Auditor KPMG LLP Vancouver, British Columbia	The independent auditor examines the annual financial statements for each of the Portfolio and the Fund and provides an opinion as to whether they fairly present the financial position and results of the Portfolio and the Fund (as applicable) in accordance with International Financial Reporting Standards. Pursuant to NI 81-107, the independent review committee (the "**IRC**") of the Portfolio and the Fund may approve making a change to the auditor of the Portfolio or the Fund and although the approval of unitholders will not be obtained before making a change to the auditor of the Portfolio or the Fund, the applicable unitholders will be sent a written notice at least sixty (60) days before the effective date of the change.
Independent Review Committee	The mandate of the IRC is to review conflicts of interest matters brought to it by the Manager and, in most cases, make recommendations to the Manager, or in certain cases, make a decision whether or not to approve the Manager's proposal. The IRC is composed of three members, all of whom are independent of the Manager and its affiliates. The IRC is required to prepare an annual report to unitholders describing its activities. The report is available at the Manager's website, or www.cclfundsinc.com or at the request of a unitholder, at no cost, by contacting the Manager at 1-888-824-3120 or by email at info@cclfundsinc.com. Additional information regarding the IRC, including the names of its members, is available in the annual information form.
Securities Lending Agent	As of the date of this document, neither the Portfolio or the Fund have a securities lending agent or engage in securities lending transactions.

Where permitted under applicable securities laws, the Manager may implement a reorganization of the Portfolio or the Fund with, or transfer of the assets of the Portfolio or the Fund to, another mutual fund managed by the Manager or an affiliate of the Manager with the approval of the IRC and without the approval of unitholders of the Portfolio or the Fund (as applicable), provided unitholders of the Portfolio or the Fund (as applicable) have been given written notice of at least sixty (60) days before the effective date of the reorganization or transfer of assets.

PURCHASES, SWITCHES (REDESIGNATIONS) AND REDEMPTIONS

Series of Units

Each of the Portfolio and the Fund is authorized to have an unlimited number of series of units and may issue an unlimited number of units of each series. Currently, the Portfolio offers Series A, Series F, Series I, Series O, Arbour Series, and Reserve Series units and the Fund offers Series A, Series F and Series I units. See *Fees and Expenses* on page 23.

Series A units — are available to all investors who purchase through dealers and who invest the minimum amount. Dealers may receive trailing commissions from us in relation to their clients' holdings of Series A units. See *Dealer Compensation* on page 27.

Series F units — are available to investors who participate in fee-based programs through a dealer who has signed a Series F distribution agreement with us and who invest the minimum amount. CFI has designed Series F to offer investors an alternative means of compensating their dealer for investment advice and other services. CFI does not pay any trailing commissions to dealers who sell Series F units, which means that we can charge a lower management fee.

Series I units — are designed for those investors wishing to pay fees directly to the Manager. Series I units are available to institutional and other comparable investors as the Manager may determine from time to time who invest $1,000,000 or such lesser amount as the Manager may agree. In addition, Series I units are available to investors who purchase through dealers, invest the amount described above, pay fees directly to the Manager, have entered into an agreement with their dealer in relation to payment of fees to their dealer and have authorized that both the Manager's fees and the dealer's fees be paid through a redemption of units.

Series O units (Portfolio) — are available to all investors in the Portfolio who purchase through dealers, have entered into an agreement with their dealer in relation to payment of fees through a redemption of Series O units, and who invest the minimum amount.

Arbour Series units (Portfolio) — are available only to investors in the Portfolio who purchase through Registered representatives selected at the discretion of the Manager and who invest the minimum amount.

Reserve Series units (Portfolio) - are available only to investors in the Portfolio who purchase through Equity Associates Inc. Registered representatives, and who invest the minimum amount. The Reserve Series units may also be made available by the Manager to other authorized dealers acceptable to the Manager.

The money that you and other investors pay to purchase units of any series is tracked in the administration records of the Portfolio or the Fund (as applicable). However, all contributions to the Portfolio and the Fund are combined in a single pool of the Portfolio or the Fund (as applicable) for investment purposes.

How to Buy Units of the Portfolio and the Fund

You can buy units of the Portfolio and the Fund through a Registered representative in your province or territory. Arbour Series units are available only to investors in the Portfolio who purchase through a Registered representative, selected at the discretion of the Manager and who invest the minimum amount. Reserve Series units are available only to investors in the

Portfolio who purchase through a Registered representative of Equity Associates Inc. and who invest the minimum amount.

You must have reached the age of majority in your province or territory to buy units in the Portfolio or the Fund. You may hold units in trust for a minor.

Purchase price — When you buy units of the Portfolio or the Fund, you buy them at the NAV per unit of the applicable series calculated as of the day of your purchase, as long as your purchase order is received on or before 4:00 p.m. (Toronto time) on a day that the TSX is open for business or before the TSX closes for the day, whichever is earlier. If your order is received after that time, it will be processed as of the next Business Day.

CIBC Mellon Trust Company, in its capacity as valuation agent, calculates a separate NAV for each series of units of the Portfolio in Canadian dollars.

RBC Investor Services Trust, in its capacity as valuation agent, calculates a separate NAV for each series of units of the Fund in Canadian dollars.

Generally speaking, the NAV per unit of each series is calculated by:

- adding up the assets of the Portfolio or the Fund (as applicable) and subtracting the aggregate amount of liabilities common to all series;
- allocating the share of the amount determined above associated with each series of the Portfolio or the Fund (as applicable);
- subtracting any expenses payable that are specific to the series of the Portfolio or the Fund (as applicable); and
- dividing by the number of units of the series held by unitholders of the Portfolio or the Fund (as applicable).

How we process your order — You and your Registered representative are responsible for the completeness and accuracy of your purchase order.

Each of the Portfolio Trustee and the Fund Trustee (as applicable) must receive full and proper payment within two (2) Business Days of processing your order. If full and proper payment is not received within that time, or if the payment is returned or dishonoured, your units will be redeemed on the next Business Day. If the proceeds are greater than the amount you owe, the Portfolio or the Fund (as applicable) will keep the difference. If the proceeds are less than the amount you owe, your dealer will pay the difference to the Portfolio or the Fund (as applicable) and you may be responsible to reimburse your dealer depending upon your arrangements with your dealer.

We have the right to accept or reject your order within one (1) Business Day of receiving it. We reserve the right to reject any purchase order. If we accept your order, you will receive a written confirmation from your dealer. If we reject your order, the Portfolio Trustee or the Fund Trustee (as applicable) will return any money you have sent without interest.

The minimum initial investment in Series A, Series F, Series O and Arbour Series units of the Portfolio is $25,000 and the minimum initial investment in Series I units of the Portfolio is $1,000,000 or such lesser amount as the Manager may agree. The minimum initial investment in Reserve Series units of the Portfolio is $10,000.

The minimum initial investment in Series A and Series F units of the Fund is $25,000 and the minimum initial investment in Series I units of the Fund is $1,000,000 or such lesser amount as the Manager may agree.

We may waive the minimum initial investment amount in certain circumstances, such as related party accounts. Generally, each additional investment in units must be at least $1,000 for Series A, Series F, Series O, Arbour Series and Reserve Series units, except for certain circumstances in the discretion of CFI. There is no minimum subsequent investment amount for Series I units. The Portfolio Trustee and the Fund Trustee (as applicable) will only accept purchase orders for Series A, Series F, Series O, Arbour Series and Reserve Series units placed on the FundSERV network.

Registration of Units — Units may be registered with the applicable registrar of the Portfolio or the Fund either directly in your name or in a nominee name, including the name of your dealer.

Certificates — No certificates representing the units will be issued.

How to Switch (Redesignate) Your Units

You can switch between different series of units of the Portfolio or the Fund. Switching between series of the same mutual fund is called a redesignation. Please contact your Registered representative to place a switch order.

You can switch between (redesignate) any series of units of the Portfolio to another series of units of the Portfolio or between any series of units of the Fund to another series of units of the Fund provided that the switch (redesignation) satisfies the restrictions set out above with respect to investment minimums and approved dealers.

Tax consequences of switching — Based on the current published administrative positions of the CRA, a switch (redesignation) of units of one series of units of a mutual fund into another series of units of the same mutual fund denominated in the same currency is generally not considered a disposition for tax purposes. See *Certain Canadian Federal Income Tax Considerations for Investors* on page 28 for more details.

Switch fees — We do not charge switch fees. When you switch (redesignate) units of the Portfolio or the Fund, your dealer may charge you a fee. You may also have to pay short-term trading fees if you redeem units you bought or switched into within the last thirty (30) days. See *Purchases, Switches (Redesignations) and Redemptions – How to Redeem Units of the Portfolio and the Fund– Short-term trading fees* below for more details.

How to Redeem Units of the Portfolio and the Fund

To redeem units, contact your Registered representative, who may ask you to complete a redemption request form.

You redeem units at the current NAV per unit of the applicable series. If your redemption request is received on or before 4:00 p.m. (Toronto time) on a day that the TSX is open for business or before the TSX closes for the day, whichever is earlier, the redemption value will be calculated as of that day. If your redemption request is received after that time, the redemption value will be calculated as of the next Business Day.

Redemption fees — The Portfolio and the Fund do not charge any redemption fees.

Short-term trading fees — In general, an investment in the Portfolio or the Fund is intended to be a long-term investment. Redeeming units often in order to time the market is not a good idea and not in the best interest of the Portfolio or the Fund. Frequent trading can hurt the performance of the Portfolio and the Fund, affecting all the unitholders in the Portfolio or the Fund (as applicable) by forcing the Portfolio or the Fund to keep cash or sell investments to meet redemptions. We monitor frequent trading activity with a view to detecting and deterring short-term trading.

If you redeem within thirty (30) days of purchase, we reserve the right to charge you a short-term trading fee of 2.0%. The fee will not be applied in circumstances which do not involve inappropriate trading activity and will not apply to:

- transactions not exceeding a certain minimum dollar amount, as determined by the Manager from time to time;
- trade corrections or any other action initiated by the Manager;
- transfers of units of the Portfolio or the Fund between two accounts belonging to the same unitholder;
- regularly scheduled RRIF or LIF payments; and
- regularly scheduled automatic withdrawal plan payments.

This short-term trading fee is charged on behalf of, and is paid to, the Portfolio or the Fund (as applicable). This is in addition to any switch fees that your dealer may apply. See *Fees and Expenses* on page 23. Each switch and subsequent switch of your units counts as a new purchase for this purpose.

How we process your redemption request — The Portfolio or the Fund (as applicable) will pay you or your dealer the proceeds of a redemption request within two (2) Business Days of receiving your redemption request provided all necessary documentation has been submitted.

The Portfolio Trustee or Fund Trustee (as applicable) will mail you a cheque (unless you choose to have the proceeds delivered):

- by wire to your bank account (you may have to pay a fee to your bank or financial institution), or
- by electronic funds transfer (EFT) into your bank account.

If you choose payment by EFT, your redemption request must be accompanied with an imprinted void cheque so we may deposit the funds directly into your bank account. You may also request regular redemptions through EFT through a systematic withdrawal plan. See *Optional Services* on page 23 for more details.

If either the Portfolio or the Fund (as applicable) does not receive all the necessary documentation to complete your redemption order within ten (10) Business Days of receiving your redemption order, under applicable securities regulations and policies, the Manager will be deemed to have received and accepted, as of the tenth (10^{th}) Business Day, an order from you to purchase an equal number of units of the relevant series of the Portfolio or the Fund (as applicable) and the redemption proceeds will be applied to reduce the purchase price of the units of the relevant series of the Portfolio or the Fund purchased. In these circumstances, the Portfolio or the Fund (as applicable) will be entitled to retain any excess of the redemption proceeds over the purchase price and your dealer placing the redemption order will be required to pay to the Portfolio or the Fund the amount of any deficiency. Your dealer may make provisions in its arrangements with you that will require you to reimburse your dealer for any losses experienced by the dealer in connection with your failure to satisfy the requirements of the Portfolio, the Fund or applicable securities legislation in connection with a redemption of units of the Portfolio or the Fund.

Automatic redemption — We have set the minimum balance for investment in the Portfolio at $25,000 for Series A, Series F, Series O and Arbour Series units and the minimum balance for investment in the Fund at $25,000 for Series A and Series F units. For the Reserve Series units of the Portfolio, the minimum investment balance is $10,000. For Series I units, the minimum investment balance in the Portfolio and the Fund is $1,000,000. If your investment balance in the Portfolio or the Fund (as applicable) falls below the specified minimum balance, we may notify you and give you thirty (30) days to make another investment in the Portfolio or the Fund (as applicable). If your investment balance in the Portfolio or the Fund remains below the specified minimum balance after thirty (30) days, we have the option to redeem all your units of the Portfolio or the Fund and to instruct the Portfolio Trustee or the Fund Trustee (as applicable) to send you the proceeds.

Mandatory redemptions — We may redeem all your units of the Portfolio or the Fund if we, in our sole discretion, determine that your continued holding of such units would be adverse to the best interests of the Portfolio or the Fund (as applicable) and its respective unitholders as a whole.

Redemption suspensions — Applicable Canadian securities laws allow us to suspend your right to redeem units:

- if normal trading is suspended in any market where portfolio securities or specified derivatives are traded which represent more than fifty percent (50%) by value or underlying market exposure of the total assets of the Portfolio or the Fund (as applicable) without allowance for liabilities and if those portfolio securities or specified derivatives are not traded on any other market or exchange that represents a reasonable and practical alternative for the Portfolio or the Fund; or

- in other circumstances with the consent of the applicable Canadian securities regulators.

If we suspend redemption rights before the redemption proceeds have been determined, you may either withdraw your redemption request or redeem your units at the NAV next determined after the suspension has been lifted. During any period of suspension of redemption rights, we will not accept orders for units.

Tax consequences of redemptions — A redemption of all or part of your units of the Portfolio or the Fund is considered a disposition for tax purposes and you may realize a taxable gain or loss if your units are not held in a Registered Plan. See *Certain Canadian Federal Income Tax Considerations for Investors* on page 28 for more details.

OPTIONAL SERVICES

Registered Plans

Your Registered representative can generally set up a CFI RRSP, RRIF, LIRA, LRSP, LIF, LRIF, and TFSA for you when you invest in the Portfolio or the Fund. Although we do not offer an RESP, DPSP or RDSP specimen plan, the units of the Portfolio and the Fund are expected to generally be "qualified investments" (as defined in the Tax Act) for RESPs, DPSPs and RDSPs sponsored by others. See *Certain Canadian Federal Income Tax Considerations for Investors – Some Tax Considerations for Registered Plans* on page 28 for more details.

Systematic Withdrawal Plans

Your Registered representative may offer a plan whereby you can authorize them to establish a systematic withdrawal plan. Through this plan, we make regular payments to you by redeeming units in your account.

To request a systematic withdrawal plan, speak with your Registered representative. You choose the frequency and amount of the withdrawals. There is no charge by CFI for such plans.

Note, however, that if the regular payments you receive are greater than the growth in your account, you will eventually exhaust your original investment unless you make further contributions. We have the option to redeem all your units of the Portfolio or the Fund (as applicable) if your investment in the Portfolio or the Fund stays below the specified minimum investment balance for the applicable series of units. See *Purchases, Switches (Redesignations) and Redemptions – How to Redeem Units of the Portfolio and the Fund – Automatic redemption* on page 20 for more details.

Pre-authorized Contribution Plans

You can make regular investments in the Portfolio or the Fund bi-monthly or monthly on or about the 15th or 30th day of the month through a pre-authorized contribution plan provided that each investment is at least $100. We'll automatically transfer the amounts from your Canadian dollar bank account and invest it in the applicable series of units of the Portfolio or the Fund (as applicable). There is no fee for this service.

FEES AND EXPENSES

The following describes the fees and expenses you may have to pay if you invest in the Portfolio or the Fund. Other fees may be payable by the Portfolio or the Fund (as applicable), which will reduce the value of your investment in the Portfolio or the Fund.

The management fee pays for the services of CFI. CFI is also responsible for the fees of the portfolio managers. If the Portfolio or the Fund invests in underlying funds, there are fees and expenses payable by the underlying funds in addition to those paid by the Portfolio and the Fund. However, there will be no sales or redemption fees or duplication of management fees in relation to the investments by the Portfolio or the Fund in underlying funds.

Each of the Portfolio and the Fund is required to pay applicable goods and services tax/harmonized sales tax ("**GST/HST**") on management fees and operating expenses in respect of each series of units, based on the residence for tax purposes of the unitholders of the particular series of units. Changes in existing GST/HST rates, the adoption of HST by additional provinces, the repeal of HST by HST-participating provinces and changes in the breakdown of the residence of unitholders in each series of units may therefore have an impact on the Portfolio or the Fund (as applicable) year over year.

The management expense ratio ("**MER**") of a series of units of the Portfolio or the Fund includes all the fees and expenses borne by that series, including interest charges and GST/HST but excluding trading expenses, income taxes, withholding taxes and certain unitholder optional fees. A meeting of Unitholders is not required to approve any increase in a fee or expense changed to the Portfolio or the Fund by a party which is arm's length to the Manager, the Portfolio or the Fund (as applicable), provided sixty (60) days' prior written notice of the increase taking effect has been given to unitholders.

Typically, a series of the Portfolio or the Fund that pays more compensation to a dealer has a higher management fee than another series of the Portfolio or the Fund which pays less compensation to a dealer.

It is up to you and your Registered representative to decide on an appropriate series of units of the Portfolio and/or the Fund. The series chosen will determine the amount of compensation paid to your dealer. You should understand that not all dealers, including your Registered representative's sponsoring dealer, make all series of the Portfolio and the Fund available. See *Dealer Compensation* on page 27.

Fees and Expenses Payable by the Portfolio and the Fund

The following describes the fees and expenses that you may have to pay if you invest in the Portfolio or the Fund. You may have to pay some of these fees and expenses directly. The Portfolio or the Fund (as applicable) may have to pay some of these fees and expenses, which will reduce the value of your investment in the Portfolio or the Fund.

Management fees	Each of the Portfolio and the Fund pays a management fee, which is accrued daily and paid monthly. This fee differs among each series of units of the Portfolio and the Fund. Each of the Portfolio and the Fund are required to pay applicable GST/HST on the management fees paid to us. *Portfolio management fees* The annual management fee rate of the Portfolio is 1.95% for Series A, 1.00% for Series F and Series O, 2.24% for Arbour Series, and 2.05% for Reserve Series. The management fee payable by Series I investors is negotiable by the investors and will not exceed 1.00%. *Fund management fees* The annual management fee rate of the Fund is 1.90% for Series A, 0.90% for Series F. The management fee payable by Series I investors is negotiable by the investors and will not exceed 0.90%. CFI receives its management fees for arranging for portfolio management, selecting service providers to the Portfolio and the Fund (as applicable), arranging for all necessary regulatory documents, including those required to offer the units of the Portfolio and the Fund, marketing the Portfolio and the Fund,

	supervising the operations of the Portfolio and the Fund, and making use of controls and monitoring for compliance.
Management fee distributions	In some cases, we may reduce the management fee ultimately borne by certain investors by charging a reduced management fee to the Portfolio or the Fund. The Portfolio or the Fund (as applicable) would then pay the applicable investors a distribution equal to the amount of the reduction. This distribution is called a management fee distribution. Management fee distributions are paid first out of net income and net realized capital gains and then out of capital. The timing and manner of payment of the management fee distribution will depend on the purpose for which it is payable. The tax consequences of receiving a management fee distribution are discussed under *Certain Canadian Federal Income Tax Considerations for Investors*.
Management fee distributions in respect of the Reserve Series units	An investor in the Reserve Series of the Portfolio will be entitled to reduced fees based on the NAV of the units held by the investor in the Reserve Series provided the investor still holds such units on December 15^{th} of the relevant year. The larger the account size, the larger the reduction in fees to the investor. The amount of the fee reduction will be calculated from December 16^{th} of one year to December 15^{th} of the following year and will be based on the average daily NAV of your units for the entire period. Accounts that are opened after the commencement of the period will have their reduction calculated on a pro rata basis, based on the number of days the account has been open in the relevant period. In order to reduce the management fee borne ultimately by Reserve Series investors, we reduce the management fee we would otherwise charge to the Portfolio in the month of December and the Portfolio pays the investor an amount equal to the reduction. This is called a management fee distribution. In the event the management fee distributions payable by the Portfolio exceed the management fees due to the Manager in December, the excess will be paid as a management fee distribution on January 15^{th} to the relevant investors. The fee reduction will be calculated using the following fee taper: **Net Asset Value Tier** — **Reduction** First \$25,000 — 0 Next \$25,000 — 0.25% Next \$25,000 — 0.40% Next \$25,000 — 0.50% Next \$150,000 — 0.55% Above \$250,000 — 0.60%

Operating expenses	Ordinary operating expenses incurred by the Portfolio and the Fund include: • Fees of the Portfolio Trustee or the Fund Trustee (as applicable) • Record keeper and transfer agency fees • Unitholder reporting and related administrative service fees • Accounting, audit and legal fees and expenses • Interest expense • Bank charges • Safekeeping and custodial fees • Investor servicing costs, annual and semi-annual reports, prospectuses and other reports • Fees and expenses of the IRC Each of the Portfolio and the Fund will also bear other types of expenses included in the financial statements of the Portfolio or the Fund (as applicable) such as brokerage fees, interest expenses, regulatory fees, income taxes and foreign withholding taxes. As of the date of this simplified prospectus, each member of the IRC receives an annual retainer of $11,500 while the Chair receives $16,500. As well, each member, including the Chair, receives an additional $1,500 per meeting in addition to the annual IRC meeting. These fees and expenses, plus associated legal and insurance costs and applicable GST/HST, are allocated pro rata among the ten funds managed by the Manager to which NI 81-107 applies, including the Portfolio and the Fund. Each series of units of the Portfolio and the Fund is responsible for the operating expenses that relate specifically to that series, principally management fees (other than Series I), and for its proportionate share of both the ordinary operating expenses and other expenses included in the financial statements of the Portfolio or the Fund, as described above, that are common to all series and are payable by the Portfolio or the Fund. These amounts may be paid from the assets of the Portfolio and the Fund, which means that you indirectly pay for these amounts through lower returns. The Manager, in its sole discretion, may waive and/or reimburse a portion or all of the operating expenses of the Portfolio or the Fund. At present, no ordinary operating expenses (excluding taxes of all kinds, interest, brokerage and other portfolio transaction costs, regulatory fees based on sales and extraordinary expenses such as litigation expenses) will be charged to the Series I units of the Portfolio or the Fund as the Manager will absorb the ordinary operating expenses allocated to that series. Any such absorption may be discontinued in the discretion of the Manager. Where permitted by applicable securities laws, a change in the basis of calculation of, or an introduction of, a fee or expense that is charged to the Portfolio or the Fund, a series of the Portfolio the Fund or directly to the unitholders of the Portfolio or the Fund by

	an arm's length person that could result in an increase in charges to the Portfolio or the Fund, the series of the Portfolio or the Fund or to the unitholders of the Portfolio or the Fund can be effected without unitholder approval provided that unitholders of the Portfolio or the Fund (as applicable) or of the applicable series of the Portfolio or the Fund (as applicable) have been given written notice of at least sixty (60) days before the effective date thereof.
Fees and Expenses Payable Directly by You	
Sales charges	Your dealer may charge you an up-front commission ranging between 0% and 2%. The percentages given are a percentage of the subscription amount.
Switch fees	Your dealer may charge you a switch fee. See *Purchases, Switches (Redesignations) and Redemptions – How to Switch Your Units* on page 20 for details about switching.
Redemption fees	Nil.
Short-term trading fees	2% of the current value of your units of the Portfolio or the Fund if you redeem your units within thirty (30) days of purchase.
Systematic withdrawal plan	Nil.
Dishonoured cheques or insufficient funds	We reserve the right to charge a fee for such transactions.
Dealer fees	Series F, Series I and Series O unitholders may pay a separate fee to their dealer. The amount of this fee is determined between you and your Registered representative.

Impact of sales charges

Securities regulators require the inclusion of the following table to allow you to easily compare the Portfolio and the Fund to other mutual funds. The following table is intended to show the amount of fees that you would have to pay under different purchase options available to you if you made an investment of $1,000 in the Portfolio or the Fund, if you held that investment for 1, 3, 5 or 10 years and redeemed immediately before the end of that period. See *Fees and Expenses* on page 23 for details.

Option	**At purchase**	**1 year**	**3 years**	**5 years**	**10 years**
Sales charge	$0-$20	NONE	NONE	NONE	NONE

DEALER COMPENSATION

Commissions we pay to your dealer — An amount equal to a portion of the management fees paid by the Portfolio and the Fund may be paid to compensate your dealer for the services provided in connection with your investment in Series A units of the Portfolio or the Fund and are payable as a trailing commission.

CFI does not pay your dealer any compensation or commission in connection with your purchase of or investment in Series F, Series I and Series O units. Series F unitholders may pay a periodic fee directly to their dealer for investment advice and other services. Series I and Series O unitholders may enter an arrangement with their dealer to allow CFI to collect advisory fees on behalf of the dealer via redemption of units in the Portfolio and, in such cases, CFI will remit any such fees to the dealer.

Trailing commission — No trailing commission is paid for Series F, Series I and Series O units of the Portfolio or Series F and Series I units of the Fund. The trailing commission associated with each of Series A units of the Portfolio and the Fund and Arbour Series and Reserve Series units of the Portfolio is described below.

- *Series A units* - Either monthly or quarterly, at our option or as agreed by us with your dealer, we pay your dealer a trailing commission of: (i) 0.95% per annum of the aggregate NAV of the Series A of the Portfolio you hold through your dealer; and (ii) 0.90% per annum of the aggregate NAV of the Series A of the Fund you hold through your dealer.

- *Arbour Series units* - Either monthly or quarterly, at our option or as agreed by us with your dealer, we pay your dealer a trailing commission of 1.15% per annum of the aggregate net asset value of the Arbour Series units you hold through your dealer in respect of your investment in the Portfolio.

- *Reserve Series units* - Either monthly or quarterly, at our option or as agreed by us with Equity Associates Inc., we pay your dealer a trailing commission of 1.00% per annum of the aggregate net asset value of the Reserve Series units you hold through Equity Associates Inc. in respect of your investment in the Portfolio.

Dealer compensation from management fees

During our financial year ended December 31, 2021, we paid total cash compensation (sales commissions, trailing commissions and other kinds of cash compensation) to dealers who distributed securities of the Portfolio and mutual funds that are members of the same mutual fund family as the Portfolio, representing approximately 40.42% of the total fund management fees which we received from the Portfolio and mutual funds in the same mutual fund family as the Portfolio in that year.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS FOR INVESTORS

This information is a general summary of certain income tax rules and is not intended to be legal or tax advice. For this discussion, we assume that you are a Canadian resident individual (other than a trust), deal with the Portfolio or the Fund (as applicable) at arm's length, are not affiliated with the Portfolio or the Fund (as applicable), and that you hold your units as capital property (all within the meaning of the Tax Act). We also assume that the units will be qualified investments, and will not be prohibited investments, for the purposes of the Tax Act. More information is contained in the annual information form of the Portfolio and the Fund.

We have tried to make this discussion easy to understand. As a result, we cannot be technically precise, or cover all the tax consequences that may apply. We suggest you consult your tax advisor for details about your individual situation.

Taxation of Your Earnings from the Portfolio or the Fund

Mutual funds can make money in a number of ways on your behalf. They can earn income in the form of dividends, interest or other types of returns from the investments they make. A mutual fund may also realize a capital gain if it sells certain investments for more than their cost. On the other hand, a mutual fund may realize a capital loss if it sells investments for less than their cost.

A mutual fund may experience gains or losses from derivative activities and, depending on the nature of the transactions, these are treated as either income gains or losses or capital gains or losses. Subject to the "derivative forward agreement" rules in the Tax Act (the "**DFA Rules**"), where the Portfolio or the Fund uses derivatives to closely hedge gains or losses on underlying capital investments held by the Portfolio or the Fund, each of the Portfolio and the Fund (as applicable) intends to treat these gains or losses on capital account. The DFA Rules will generally not apply to derivatives used to closely hedge gains or losses due to currency fluctuations on underlying capital investments of the Portfolio and the Fund (as applicable). Hedging other than currency hedging on underlying capital investments that reduces tax by converting the return on investments that would have the character of ordinary income to capital gains through the use of derivative contracts will be treated by the DFA Rules as on income account.

When you buy units of the Portfolio or the Fund just before a distribution date, you will generally be required to include the entire distribution in your taxable income even though the Portfolio or the Fund (as applicable) may have earned the income or realized the gains relating to the distributions before you owned the units. If your units are held in a non-registered account, the distribution will be taxable to you.

In the description of the Portfolio and the Fund later in this simplified prospectus, we explain the distribution policy of the Portfolio and the Fund.

The portfolio turnover rate of the Portfolio and the Fund indicates how actively the Portfolio's or the Fund's portfolio managers manage its respective portfolio investments. A portfolio turnover rate of 100% is equivalent to the Portfolio or the Fund buying and selling all of the securities in its portfolio one time in the course of a year. The higher the portfolio turnover rate in a year, the greater the trading costs payable by the Portfolio or the Fund (as applicable) in the year and the greater the likelihood that gains or losses will be realized by the Portfolio or the Fund (as applicable). There is not necessarily a relationship between a high turnover rate and the performance of the Portfolio or the Fund.

How You are Taxed

The tax you pay on your mutual fund investment depends on whether you hold your units in a Registered Plan or in a non-registered account.

Some Tax Considerations for Non-Registered Accounts

Distributions — If you hold your units in a non-registered account, distributions of net income, and the taxable portion of net realized capital gains, that are paid or payable to you by the Portfolio or the Fund (calculated in Canadian dollars) must be included in the computation of income for tax purposes, even if they are reinvested in additional units. Distributions may include management fee distributions. The amount of reinvested distributions is added to the aggregate adjusted cost base (ACB) of your units (determined separately for each series of units that you own). In general, any distributions to you in excess of your share of the Portfolio's or the Fund's (as applicable) net income and net realized capital gains for the year, if any, represent a return of capital, which may not give rise to immediate tax but will reduce the ACB of your units and may result in you realizing a larger capital gain or smaller capital loss on a subsequent disposition of units. If the ACB of your units is reduced below zero, you will be deemed to have realized a capital gain to the extent that your ACB is below zero, and the ACB of your units will be increased by the amount of such deemed gain to zero.

Redeeming your units — Redeeming units of the Portfolio or the Fund held in a non-registered account may affect the taxes you pay if you have a capital gain or a capital loss on your investment. If you redeem units with a NAV that is greater than the ACB of the units, you will have a capital gain. If you redeem units with a NAV that is less than the ACB of the units, you will have a capital loss. You may generally deduct any reasonable expenses of redemption in calculating your capital gains or losses.

You will generally be required to include one-half of capital gains realized in your income for tax purposes as taxable capital gains and, in general, one-half of your capital losses must be deducted as allowable capital losses from your taxable capital gains in the year. Allowable capital losses in excess of taxable capital gains for the year may generally be carried back up to three years or forward indefinitely and deducted against net taxable capital gains in those other years in accordance with the detailed rules and limitations in the Tax Act.

In certain situations, where you dispose of units of the Portfolio or the Fund and would otherwise realize a capital loss, the loss will be denied. This may occur if you, your spouse or a person affiliated with you (including a corporation controlled by you) has acquired units of the Portfolio or the Fund (as applicable) within 30 days before or after you disposed of the units, which are considered to be "substituted property". In these circumstances, the capital loss may be deemed to be a "superficial loss" and denied. The amount of the denied capital loss will generally be added to the ACB of the units which are substituted property.

Calculating your ACB — You are responsible for keeping a record of the ACB of your units. The aggregate ACB of your units of the Portfolio or the Fund is made up of the amounts you paid to purchase your units, including any upfront sales commissions, plus the amount of any distributions you received from the Portfolio or the Fund and reinvested in more units, including management fee distributions. The aggregate ACB is reduced by the return of capital component (if any) of distributions and by the ACB of any units you have previously redeemed. This record will enable you to calculate any capital gains or capital losses realized when you redeem (or otherwise dispose of) your units. You must calculate the aggregate ACB of each series of units of the Portfolio or the Fund you own separately.

Switching between series — Based in part on the current published administrative positions of the CRA, switching units of one series of the Portfolio to units of another series of the Portfolio denominated in the same currency or switching units of one series of the Fund to units of another series of the Fund denominated in the same currency, which is called a redesignation, is generally not considered a disposition for tax purposes and no capital gain or loss will be realized. The cost of the units received on a switch between series will be equal to the ACB of the units that were switched.

Tax Statements

You will receive a tax statement each year. The Portfolio Trustee or the Fund Trustee (as applicable) will provide you with T3 tax slips showing the amount and type of distributions — ordinary income, Canadian eligible dividends, Canadian dividends other than eligible dividends, foreign income, capital gains or returns of capital — earned from the Portfolio or the Fund. Keep detailed records of the purchase cost, sales charges and distributions related to your investments so you can calculate the ACB of your units or cost amount. We suggest you consult a tax advisor to help you with these calculations.

Enhanced Tax Information Reporting

Each of the Portfolio and the Fund is a "reporting Canadian financial institution" for purposes of the IGA and Part XVIII of the Tax Act. The Portfolio and the Fund intend to satisfy their obligations under Canadian law for enhanced tax reporting to the CRA. Unitholders may be requested to provide information to the Portfolio or the Fund (as applicable) or their registered dealer relating to their citizenship, tax residency and, if applicable, a U.S. federal tax identification number or to provide the foregoing in respect of one or more of their "controlling persons". If a unitholder or any of its "controlling persons" are identified as "Specified U.S. Persons" as defined under the IGA (including U.S. citizens who are resident in Canada) or if the unitholder or any of its "controlling persons" do not provide the requested information and indicia of U.S. status is identified, the IGA and Part XVIII of the Tax Act will generally require information about the unitholder's investment in the Portfolio or the Fund to be reported to the CRA, unless the investment is held in a Registered Plan. The CRA will then exchange the information with the U.S. Internal Revenue Service pursuant to the provisions of the Canada-U.S. Income Tax Treaty.

Part XIX of the Tax Act contains legislation implementing the Organisation for Economic Co-operation and Development Common Reporting Standard. Each of the Portfolio, the Fund and registered dealers are required by law to have procedures in place to identify accounts held by residents of countries (other than Canada and the United States), or by certain entities the "controlling persons" of which are resident in such countries, and to report certain account information and transactions to the CRA. Such information will be exchanged on a reciprocal, bilateral basis with countries that are signatories of the Multilateral Competent Authority Agreement on Automatic Exchange of Financial Account Information or that have otherwise agreed to a bilateral information exchange with Canada under the Common Reporting Standard. Unitholders are required by law to provide certain information regarding their investment in the Portfolio or the Fund for the purposes of such information exchange, unless the investment is held within a Registered Plan.

Some Tax Considerations for Registered Plans

Distributions — You do not pay tax on distributions you receive from the Portfolio or the Fund in a Registered Plan as long as you do not make a withdrawal from the Registered Plan.

Redeeming your units — When you redeem your units held in your Registered Plan and leave the proceeds in the Registered Plan, you do not pay any tax on the proceeds. If you withdraw units or the proceeds of their redemption from your Registered Plan, you will generally pay tax on the amount withdrawn (other than withdrawals from your TFSA and certain permitted withdrawals from an RESP or RDSP). The amount you receive on withdrawal will be net of any redemption fees on the redemption. You should consult your tax advisor regarding specific rules relating to withdrawals of amounts that may be transferred on a tax-deferred basis from certain plans into an RDSP, as well as the impact of TFSA withdrawals on TFSA contribution room.

Contributions — You should be careful not to contribute more to your Registered Plan than allowed under the Tax Act or you may have to pay a penalty tax.

Special Rules — You should consult your tax advisor about the special rules that apply to each type of Registered Plan, including whether or not an investment in the Portfolio or the Fund would be a "prohibited investment" within the meaning of the Tax Act for your RRSP, RRIF, TFSA, RESP or RDSP.

WHAT ARE YOUR LEGAL RIGHTS?

Securities legislation in some provinces and territories gives you the right to withdraw from an agreement to buy mutual funds within two Business Days of receiving the simplified prospectus or fund facts, or to cancel your purchase within 48 hours of receiving confirmation of your order.

Securities legislation in some provinces and territories also allows you to cancel an agreement to buy mutual fund units and get your money back, or to make a claim for damages, if the simplified prospectus, annual information form, fund facts or financial statements misrepresent any facts about the mutual fund. These rights must usually be exercised within certain time limits. For more information, refer to the securities legislation of your province or territory or consult your lawyer.

PART B: SPECIFIC INFORMATION ABOUT EACH OF THE MUTUAL FUNDS DESCRIBED IN THIS DOCUMENT

General Information

The description of each of the Portfolio and the Fund is organized into sections to make it easier for you to consider the Portfolio and the Fund. Here are explanations of what you will find under each heading.

Portfolio/Fund Details

This table tells you:

- **Portfolio/Fund type** — This tells you what kind of mutual fund it is.
- **Securities offered** — We state the series of units offered by the Portfolio or the Fund.
- **Start date** — This is the date each series of units of the Portfolio or the Fund first became available to the public.
- **Registered account eligibility** — This tells you if the Portfolio or the Fund is a qualified investment for Registered Plans according to the Tax Act.
- **Management fees** — This tells you management fee amount charged to each series of the Portfolio or the Fund.
- **Portfolio managers** — This tells you the current portfolio manager(s) that are retained by CFI to allocated portions of the investment portfolio of the Portfolio or to manage the investment portfolio of the Fund (as applicable). The list of portfolio managers that CFI may retain to advise the Portfolio are further described below under *What does the Portfolio/Fund invest in – Investment strategies*.

What does the Portfolio/Fund invest in?

This section includes two subsections.

- **Investment objectives** — This section explains the goals of the Portfolio or the Fund, including any specific focus it has — such as a country or sector — and the kinds of securities it invests in.
- **Investment strategies** — This section explains how the Portfolio or the Fund attempts to achieve its objectives, including any specialized derivative use.

In relation to the Portfolio, CC&L Canada seeks to determine the appropriate asset allocation of invested funds across the Portfolio's various asset classes and strategies. Each of the following portfolio managers has been retained to invest the assets of the Portfolio allocated to them with full authority and responsibility for security selection:

- Baker Gilmore & Associates Inc. – Fixed-income (short-term)
- Connor, Clark & Lunn Investment Management Ltd. – Canadian equities, fixed-income and REITs

- Global Alpha Capital Management Ltd. – International and U.S. equities (small capitalization)
- NS Partners Ltd – Global equities
- PCJ Investment Counsel Ltd. – Canadian equities (small capitalization) and Absolute Return Strategies
- Scheer, Rowlett & Associates Investment Management Ltd. – Canadian equities (value)

Except as described in the annual information form, each of the Portfolio and the Fund follows the standard investment restrictions and practices established by Canadian securities regulators.

What are the risks of investing in the Portfolio/Fund?

These are the specific risks of investing in the Portfolio or the Fund. For details about what each risk means, refer to pages 4 to 13 in this simplified prospectus. The risks are listed in alphabetical order.

Investment Risk Classification Methodology

An investment risk level is assigned to each of the Portfolio and the Fund to help you determine whether the Portfolio or the Fund is appropriate for you. The investment risk level for the Portfolio and the Fund is reviewed at least annually or more frequently, based on the circumstances (for example, if there is a material change to the investment objectives of the Portfolio or the Fund).

The Portfolio's investment risk level is determined in accordance with a standardized risk classification methodology, which is based on the Portfolio's historical volatility as measured by the ten (10) year standard deviation of the Portfolio's returns, i.e., the dispersion on a Portfolio's returns from its mean over a ten (10) year period.

As the Fund has less than ten (10) years of performance history, we will calculate the Fund's standard deviation by imputing, for the remainder of the ten (10) years, the return of a reference index or indices as applicable. The reference index or indices selected by the Manager must reasonably approximate the standard deviation and risk profile of the Fund and have regard to specific factors outlined in the standardized risk classification methodology.

The reference index used for the determination of the investment risk level of the Fund is the MSCI EAFE Index. The MSCI EAFE Index is designed to represent the performance of large and mid-cap securities across 21 developed markets, including countries in Europe, Australasia and the Far East, excluding the U.S. and Canada. The Index is available for a number of regions, market segments/sizes and covers approximately 85% of the free float-adjusted market capitalization in each of the 21 countries.

The investment risk level is assigned based on the standard deviation ranges published by the Canadian Securities Administrators ("**CSA**") as set out in the table below.

CSA Standard Deviation Ranges and Investment Risk Levels

Standard Deviation Range (%)	Risk Level
0 to less than 6	Low
6 to less than 11	Low to Medium
11 to less than 16	Medium
16 to less than 20	Medium to High
20 or greater	High

Funds with "low" standard deviation are considered as less risky; conversely, mutual funds with "high" standard deviation are considered as more risky.

If the Manager believes that the results produced using the methodology do not appropriately reflect a mutual fund's risk, the Manager may assign a higher investment risk level to the mutual fund by taking into account other qualitative factors, including, but not limited to, the type of investments made by the mutual fund and the liquidity of those investments.

The methodology that the Manager uses to identify the investment risk level of the Portfolio and the Fund is available on request at no cost by contacting us toll free at 1-888-824-3120 or by email at info@cclfundsinc.com or by writing to us at the address on the back cover of this simplified prospectus.

The Portfolio and/or the Fund may be suitable for you as an individual component within your entire investment portfolio, even if the risk level of the Portfolio or the Fund is higher or lower than your personal risk tolerance level. When you choose investments with your Registered representative, you should consider your whole portfolio, investment objectives, your time horizon, and your personal risk tolerance level.

Who should invest in this Portfolio/Fund?

This section, along with your investment objectives and tolerance for risk, will help you decide whether the Portfolio and/or the Fund is right for you. Please consider your whole portfolio when you determine your risk tolerance level. An investment in the Portfolio and the Fund is not generally suitable for non-resident investors. This information is only a guide.

Distribution Policy

Here we state how often you will receive a distribution from the Portfolio or the Fund and how it is paid. The Portfolio or the Fund may change its distribution policy at any time. Distributions of net income and net realized capital gains will be shared amongst series, after taking into account expenses particular to a series. As a result, such distributions will likely be different for each series. Distributions of return of capital may not be proportionately shared by all series.

Portfolio Expenses Indirectly Borne by Investors

Each series of units of the Portfolio and the Fund pays its own series expenses and a share of common expenses, which reduces the investment return of the Portfolio or the Fund (as applicable) on your units. This section contains an example of the amount of expenses which would be payable by the Portfolio or the Fund on a $1,000 investment, assuming that the Portfolio and the Fund earns a constant 5% per year and the management expense ratios for each series of units for each year remain the same as the past year, for the complete 10 years shown in the example. This example will help you to compare the cumulative costs of investing in each series of units of the Portfolio or the Fund with the similar costs of investing in other mutual funds. Please see *Fees and Expenses* on page 23 for more information about the costs of investing in the Portfolio and the Fund.

The Portfolio or Fund May Carry a Cash Balance

In anticipation of or in response to adverse market conditions, for cash management purposes, for defensive purposes, for rebalancing purposes or for purposes of a merger or other transactions, the Portfolio or the Fund may temporarily hold all or a portion of its assets in cash, money market instruments, securities of affiliated money market funds, bonds or other debt securities. As a result, each of the Portfolio and the Fund may not be fully invested in accordance with its respective fundamental investment objectives.

CC&L DIVERSIFIED INCOME PORTFOLIO

Portfolio Details

Portfolio type:	Canadian Balanced	
Securities offered/Start date:	Trust units	
	Series A:	February 1, 2006
	Series F:	September 14, 2009
	Series I:	July 11, 2007
	Series O:	April 30, 2007
	Arbour Series:	August 22, 2006
	Reserve Series:	May 13, 2009
Registered account eligibility:	Qualified investment for registered plans	
Management fees:	Series A:	1.95%
	Series F:	1.00%
	Series I:	Negotiated with the Manager but not to exceed 1.00%
	Series O:	1.00%
	Arbour Series:	2.24%
	Reserve Series:	2.05%
Portfolio managers:	Connor, Clark & Lunn (Canada) Ltd. Baker Gilmore & Associates Inc. Connor, Clark & Lunn Investment Management Ltd. Global Alpha Capital Management Ltd. NS Partners Ltd. PCJ Investment Counsel Ltd. Scheer, Rowlett & Associates Investment Management Ltd.	

What does the Portfolio invest in?

Investment objectives — The CC&L Diversified Income Portfolio seeks to generate current income while preserving capital. The Portfolio is expected to provide modest potential for growth of capital over time with limited variability of return from year to year. The Portfolio is broadly diversified across different types of fixed-income and equity securities to increase stability. Equity securities are employed to offset the risk presented by inflation and to provide the potential for capital growth.

The fundamental investment objectives of the Portfolio cannot be changed without the approval of a majority of the unitholders at a meeting called for such purpose.

Investment strategies — CC&L Canada determines the asset classes and the strategic target allocations of asset classes for the Portfolio. CC&L Canada monitors and periodically rebalances the Portfolio's underlying investments in order to maintain the strategic target asset allocations and, may, in its sole discretion, based in part upon any modeling, testing and asset allocation services, change the strategic target allocations and/or add or remove asset classes in order to meet the objectives of the Portfolio.

The Portfolio may also invest in foreign debt or equity, which may or may not be hedged back to the Canadian dollar. While we expect that such foreign investments will not generally exceed approximately 30% of the assets of the Portfolio at the time of investment, the Portfolio may invest up to 49% of its assets in foreign securities if the portfolio managers, in their discretion, so determine.

Generally, it is intended that each asset class will be actively managed by the portfolio manager selected by CC&L Canada for such asset class. The Portfolio may also hold an interest in an underlying fund having portfolio securities of the same asset class and managed by a member of CC&L Financial Group. The Portfolio will invest in underlying fund(s) when it is deemed more efficient and cost-effective to do so. For example, when the tactical asset allocation to a particular asset class is a low percentage of the NAV of the Portfolio, it may become more costly to replicate all the securities of such asset class. The decision on any investments in underlying fund(s) will be a function of both the Portfolio's tactical asset allocation strategy and the relevant asset class. The percentage of the NAV of the Portfolio dedicated to the investment in underlying funds will vary, and could range from zero to 100%, as each asset class has different characteristics, but the investment criteria will be driven by the investment objectives of the Portfolio and enhancement of investment returns.

The Portfolio may use derivatives, including, but not limited to futures, options, forward contracts and swaps, to implement the Portfolio's investment strategies or to protect against losses caused by currency exchange rates or stock price changes.

Derivatives, securities lending, repurchase agreements and reverse repurchase agreements may all be used in conjunction with the investment strategies of the Portfolio to enhance returns.

The assets of the Portfolio may be actively traded which results in higher trading costs with the consequence that returns may be lower.

What are the risks of investing in the Portfolio?

The direct and indirect risks of investing in the Portfolio include:

- American depositary securities and receipts risk;
- Commodity risk;
- Concentration risk;
- Credit risk;
- Currency risk;
- Cyber security risk;
- Derivatives risk;
- Equity risk;
- Foreign market risk;
- General market risk;

- Income trust, partnership and REIT risk;
- Interest rate risk;
- Investment and trading risk;
- Large transaction risk;
- Liquidity risk;
- Mandatory redemption risk;
- Market Risk;
- Modeling risk;
- Prepayment risk;
- Regulatory and legal risk;
- Repurchase transactions, reverse repurchase transactions and securities lending risk;
- Series risk;
- Suspension of redemptions risk;
- Suspension of trading risk;
- Taxation of the Portfolio risk;
- Trust loss restriction rule risk;
- Underlying fund risk; and
- U.S. Foreign Account Tax Compliance Act (FATCA) risk.

Please see *What are the specific risks of investing in a mutual fund?* on pages 4 to 13 for a description of each of the risk factors noted above.

In accordance with the Manager's risk classification methodology the Manager has rated this Portfolio as low risk. The level can change over time. Please see *Investment Risk Classification Methodology* on page 34 for a description of how we determined the classification of this Portfolio's risk level.

Who should invest in this Portfolio?

This Portfolio should be considered by investors who:

- want a diversified, balanced portfolio of fixed-income and equity;
- are willing to accept low risk;
- are investing over the medium to long term; and
- seek to generate income.

Distribution Policy

The Portfolio distributes monthly its net income and in December each year any net realized capital gains earned during the year. All distributions are required to be automatically reinvested in additional units of the same series of the Portfolio unless a unitholder specifies that they wish for their distributions to be paid in cash. For information about how distributions can affect your taxes, see *Certain Canadian Federal Income Tax Considerations for Investors* on page 28.

Portfolio Expenses Indirectly Borne by Investors

The following table shows the fees and expenses paid by the Portfolio that are indirectly borne by an investor (see "*Specific Information About the Mutual Fund Described in this Document - Portfolio Expenses Indirectly Borne by Investors*" on page 35 for an explanation of the assumptions used in this example):

Fees and expenses payable over ($)	1 year	3 years	5 years	10 years
Series A	$29.32	$92.42	$161.98	$368.72
Series F	$18.55	$58.49	$102.51	$233.35
Series I*	N/A	N/A	N/A	N/A
Series O	$19.07	$60.10	$105.35	$239.80
Arbour Series	$33.31	$105.02	$184.07	$419.00
Reserve Series	$31.06	$97.91	$171.61	$390.64

**Series I data has not been presented because no Series I units have been outstanding since August 7, 2019.*

NS PARTNERS INTERNATIONAL EQUITY FOCUS FUND

Fund Details

Fund type	International Equity	
Securities offered/Start date	Trust units	
	Series A: Series F: Series I:	September 23, 2022 September 23, 2022 September 23, 2022
Registered account eligibility	Qualified investment for registered plans	
Management fees	Series A: Series F: Series I:	1.90% 0.90% Negotiable and paid directly to the Manager not to exceed 0.90%
Portfolio manager	NS Partners Ltd	

What does the Fund invest in?

Investment objectives — The NS Partners International Equity Focus Fund (the "**Fund**") seeks to provide unitholders with long term capital appreciation by investing in a portfolio comprised primarily of non-North American equity securities.

The fundamental investment objective of the NS Partners International Equity Focus Fund cannot be changed without the approval of a majority of the unitholders at a meeting called to consider the change.

Investment strategies — To achieve the investment objectives, CFI has retained NS Partners as portfolio manager to invest the assets of the Fund with full authority and responsibility for security selection.

The Fund will invest primarily in non-North American equities traded on recognized international exchanges, rights, warrants, cash and cash equivalents, index ETFs, and derivatives. The Fund may temporarily hold all or a portion of its assets in cash, money market instruments, and securities of affiliated money market funds in anticipation of or in response to adverse market conditions, for cash management purposes, for defensive purposes, for rebalancing purposes or for purposes of a merger or other transactions. As a result, the Fund may not be fully invested in accordance with its fundamental investment objectives.

The Fund will invest in both developed markets and emerging markets. Up to 20% of the assets of the Fund may be invested in emerging markets at any time. Generally, the Fund will hold no fewer than securities of 25 issuers at any time. Geographical diversification will be achieved by allowing regional exposure to range from +/- 15% around the benchmark. The Fund's benchmark is the MSCI EAFE Index (C$) (Net).

The portfolio manager does not intend on hedging the Fund's currency exposure such that the Fund will be subject to active currency exposure which will vary depending on the securities held in the Fund at any time and the currency in which those securities are denominated.

The Fund may use specified derivatives, such as options, futures, forward contracts and swaps, as permitted by Canadian securities laws. These financial instruments may also be used in order to gain exposure to income producing investments without actually investing in them directly.

The Fund currently does not intend to hold securities of an underlying fund but may from time to time in the future purchase securities of an underlying fund, including underlying funds managed by the portfolio manager or one of its affiliates or associates. In any event, the Fund does not expect that in excess of 10% of its net assets would be dedicated to the investment in the securities of, or entering into of specified derivative transactions for which the underlying interest is based on the securities of, underlying funds.

Repurchase transactions, reverse repurchase transactions and securities lending may all be used in conjunction with the investment strategies of the Fund to enhance returns.

What are the risks of investing in the Fund?

The direct and indirect risks of investing in the NS Partners International Equity Focus Fund include:

- American depositary securities and receipts risk;
- Commodity risk;
- Concentration risk;
- Credit risk;
- Currency risk;
- Cyber security risk;
- Derivatives risk;
- Equity risk;
- Exchange-Traded Fund risk
- Foreign market risk;
- General market risk;
- Government regulation risk;
- Income trust, partnership and REIT risk;
- Interest rate risk;
- Investment and trading risk;
- Large transaction risk;
- Liquidity risk;

- Mandatory redemption risk;
- Market Risk;
- Modeling risk;
- Prepayment risk;
- Repurchase transactions, reverse repurchase transactions and securities lending risk;
- Series risk;
- Suspension of redemptions risk;
- Suspension of trading risk; and
- Underlying fund risk.

Please see *What are the specific risks of investing in a mutual fund?* on pages 4 to 13 for a description of each of the risk factors noted above.

In accordance with the Manager's risk classification methodology the Manager has rated this Fund as Medium to Low risk. The level can change over time. Please see Investment Risk Classification Methodology on page 34 for a description of how we determined the classification of this Fund's risk level.

Who should invest in this Fund?

The Fund should be considered by investors who:

- want a concentrated portfolio of primarily non-North American equity securities;
- are willing to accept Medium to Low risk; and
- are investing over the medium to long term.

Distribution Policy

The Portfolio distributes annually its net income and in December each year any net realized capital gains earned during the year. All distributions are required to be automatically reinvested in additional units of the same series of the Fund unless a unitholder specifies that they wish for their distributions to be paid in cash. For information about how distributions can affect your taxes, see *Certain Canadian Federal Income Tax Considerations for Investors* on page 28.

Portfolio Expenses Indirectly Borne by Investors

No information is available for any units of the Fund since it is a new fund. See the "Fees and Expenses" section in this simplified prospectus for more information about the cost of investing in this Fund.

Simplified Prospectus

CC&L Diversified Income Portfolio

NS Partners International Equity Focus Fund

Additional information about the Portfolio and the Fund is available in the Portfolio's and the Fund's most recently filed annual information form, fund facts, annual financial statements, annual management report of fund performance, interim financial statements and interim management report of fund performance. These documents are incorporated by reference into this simplified prospectus, which means they legally form part of this document just as if they were printed in it. You can get a copy of these documents, including a statement of portfolio transactions, at no charge by contacting your Registered representative, calling us toll free at 1-888-824-3120, emailing us at info@cclfundsinc.com You may also find these documents and other information about the Portfolio at www.cclfundsinc.com or at www.sedar.com. Unless otherwise indicated herein, information about the Portfolio and the Fund which may otherwise be obtained on our website is not, and shall not be deemed to be, incorporated in this simplified prospectus.

Manager of the:

CC&L Diversified Income Portfolio

and

NS Partners International Equity Focus Fund:

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