Simplified Prospectus

Offering of Series A, Series F and Series I Units of:

<u>Alternative Mutual Funds</u>

CC&L Global Long Short Fund

CC&L Global Market Neutral II Fund

CC&L Alternative Income Fund

PCJ Absolute Return II Fund

(collectively, the “Funds”)

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

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

March 28, 2024

CONNOR, CLARK & LUNN FUNDS

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FORWARD-LOOKING STATEMENTS

Certain statements in this Simplified Prospectus are forward-looking statements, including those identified by the expressions "anticipate", "believe", "plan", "estimate", "expect", "intend" and similar expressions to the extent they relate to the Funds (as defined herein) or the Manager (as defined herein). Forward-looking statements are not historical facts but reflect the current expectations of the Funds or the Manager regarding future results or events. Such forward-looking statements reflect the Funds or the Manager's current beliefs and are based on information currently available to them. Forward-looking statements involve significant risks and uncertainties. A number of factors could cause actual results or events to differ materially from current expectations. Some of these risks, uncertainties and other factors are described under "*WHAT IS A MUTUAL FUND AND WHAT ARE THE RISKS OF INVESTING IN A MUTUAL FUND?*" in this Simplified Prospectus. Although the forward-looking statements contained in this Simplified Prospectus are based upon assumptions that the Funds and the Manager believe to be reasonable, neither the Funds nor the Manager can assure investors that actual results will be consistent with these forward-looking statements. Unless otherwise stated, the forward-looking statements contained in this Simplified Prospectus are made as at the date hereof and neither the Funds nor the Manager assumes any obligation to update or revise them to reflect new events or circumstances, except as required by law.

PART A: INTRODUCTORY DISCLOSURE

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

- **Business Day** refers to any day that the Toronto Stock Exchange ("**TSX**") is open for trading;
- **Connor, Clark & Lunn Funds Inc. Master Trust Agreement** refers to the master trust agreement between Connor, Clark and Lunn Funds Inc. ("**CFI**") and RBC IS dated May 1, 2012, as amended from time to time and any supplemental trust agreements entered into between CFI and RBC IS in connection with the establishment of the Funds offered by this Simplified Prospectus;
- ***Dealer*** or ***dealer*** refers to the CIRO member company where your Registered Representative works;
- ***NAV*** or ***net asset value*** refers to the net asset value of a Fund or Series of a Fund;
- ***CIRO*** refers to the Canadian Investment Regulatory Organization of Canada, which oversees all investment dealers and mutual fund dealers registered in Canada;
- ***Registered Plans*** means registered retirement savings plans (**RRSPs**), registered retirement income funds (**RRIFs**), deferred profit sharing plans (**DPSPs**), registered education savings plans (**RESPs**), registered disability savings plans (RDSPs),first home savings accounts **("FHSAs")**, and tax free savings accounts (**TFSAs**);
- ***Registered Representative*** refers to the representative registered with a dealer in your province or territory who advises you on your investments;
- **Series** means one or more of the series of units of the Funds;
- ***Series A*** refers to the Series A units of the Funds offered by this Simplified Prospectus;
- ***Series F*** refers to the Series F units of the Funds offered by this Simplified Prospectus;
- ***Series I*** refers to the Series I units of the Funds offered by this Simplified Prospectus;
- ***Tax Act*** refers to the *Income Tax Act* (Canada) and the regulations thereunder;
- ***Trustee*** or ***RBC IS*** refers to RBC Investor Services, in its capacity as the trustee of the Funds;
- ***Unit*** or ***units*** refers to a unit or units of the Funds;
- ***Unitholders*** or ***unitholders*** refers to owners of units of the Funds;
- ***We, us, CFI*** or the ***Manager*** refers to Connor, Clark & Lunn Funds Inc.; and
- ***you*** refers to everyone who invests in a Fund.

This Simplified Prospectus contains selected important information to help you make an informed investment decision about investing in the Funds and to help you understand your rights as an investor.

This document is divided into two parts.

- **Part A**, from pages 1 through 35, contains general information applicable to the Funds and CFI.
- **Part B**, from pages 36 through 73, contains specific information about each of the Funds described in this document.

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

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

These documents are incorporated by reference into this document, which means that they legally form part of this document just as if they were printed as a part of this document. These documents are available at your request, and at no cost, by calling us toll free at 1-888-824-3120, by emailing us at info@cclfundsinc.com or by contacting your Dealer.

These documents and other information about the Funds are available on our website at www.cclfundsinc.com and are also available at www.sedar.com.

RESPONSIBILITY FOR MUTUAL FUND ADMINISTRATION

Manager

CFI, a corporation incorporated under the laws of Canada, is the manager of the Funds. The principal place of business of the Funds, as well as the head office of the Manager, is located at 130 King St. West, Suite 1400, P.O. Box 240, Toronto, Ontario M5X 1C8, 1-888-824-3120, info@cclfundsinc.com and www.cclfundsinc.com.

A master management agreement, between the Manager and the Trustee and dated as of May 1, 2012, as amended from time to time, governs the management of the Funds and the relationship between the Manager and the Trustee.

As Manager, we retain full authority and responsibility to manage the business and affairs of the Funds and are responsible for the day-to-day operations of the Funds, including such matters as: (i) portfolio management, including making any brokerage arrangements; (ii) administrative services and fund accounting; (iii) promoting sales of the Units of the Funds through independent Dealers in each province and territory of Canada; and (iv) customer service to respond to Dealer and investor enquiries. We may engage third parties to perform certain services for the Funds on our behalf.

We may terminate the management agreement at any time on ninety (90) days' written notice to the Trustee and the Funds. A change in the manager of the Funds (other than to an affiliate of the Manager) may be made only with the approval of the Unitholders of the Funds and of the securities regulatory authorities.

Directors and Executive Officers of the Manager

Name	Office	Principal Occupation	Municipality of Residence
Tim Elliott	Director, Chief Executive Officer, President and Ultimate Designated Person	President, Connor, Clark & Lunn Funds Inc.	Toronto, Ontario
Warren Stoddart	Director	CEO, Connor, Clark & Lunn Financial Group Ltd.	Toronto, Ontario
Michael Freund	Director and Chief Financial Officer	Chairman, Connor, Clark & Lunn Financial Group Ltd.	Toronto, Ontario
Colette Ward,	Chief Compliance Officer	Chief Compliance Officer	Vancouver, British Columbia

Investments in Underlying Funds

Each of the Funds may make investments in the securities of other mutual funds (each, an "u**nderlying fund**") that are managed by the Manager or an affiliate or associate of the Manager. Where a Fund makes an investment in an underlying fund managed by the Manager or an affiliate or associate of the Manager: (i) the securities of the underlying fund will not be voted by the Fund; or (ii) if applicable, the Manager may arrange for the securities of the underlying fund to be voted by the Unitholders of the Fund.

Portfolio Managers

The Manager has retained the services of Connor, Clark & Lunn Investment Management Ltd. (Vancouver, British Columbia) ("**CCLIM**"), as portfolio manager, to provide investment management services to the CC&L Global Long Short Fund, the CC&L Global Market Neutral II Fund and the CC&L Alternative Income Fund. The Manager has retained the services of PCJ Investment Counsel Ltd. (Toronto, Ontario) ("**PCJ**") as portfolio manager to the PCJ Absolute Return II Fund, pursuant to an investment adviser agreement dated as of March 5, 2021 (the "**PCJ Investment Adviser Agreement**"), to provide investment management and advisory services to the PCJ Absolute Return II Fund. Each of the portfolio managers are part of Connor, Clark & Lunn Financial Group Ltd., ("**CC&LFG**"), of which the Manager is an affiliate. The Manager may change the portfolio manager of any Fund from time to time but it currently does not intend to make any changes to the portfolio manager for any Fund.

The agreement between the Manager and each of the portfolio managers (including, for greater certainty, the PCJ Investment Adviser Agreement) may be terminated by a portfolio manager on ninety (90) days' written notice to the Manager or on such lesser notice as the parties may agree. The agreement may also be terminated by either party immediately in the event that the other party: (a) commits a material breach of its duties and obligations and such breach has not been cured within ten (10) days after written notice thereof; (b) commits any fraudulent act or deliberate misrepresentation; (c) consistently fails to properly perform its duties and discharge its obligations; (d) fails to act honestly and in good faith in the performance of its duties and obligations; or (e) has its registration made subject to terms and conditions or suspended by an applicable securities regulatory authority. The investment adviser agreement will automatically terminate in certain other circumstances, including but not limited to: either party making a general assignment for the benefit of creditors, becoming bankrupt or insolvent.

The individuals employed by the portfolio managers who are principally responsible for the day-to-day management of a material portion of the portfolio of each Fund, implementing a particular material strategy or managing investment assets of a Fund and such person's business experience during the last five years are as follows:

Individual	Details of Experience	Fund(s) Managed
Steve Huang: CFA; BComm, University of British Columbia (1996)	Mr. Huang is co-head of the Quantitative Equity Team at CCLIM and is responsible for overall strategy and research for the CC&L Global Long Short Fund and the CC&L Global Market Neutral II Fund.	CC&L Global Long Short Fund CC&L Global Market Neutral II Fund
Dion Roseman: CFA; MSc University of London (1993); BBus Sc, University of Cape Town (1991)	Mr. Roseman, together with Mr. Archbold, is responsible for portfolio management of the CC&L Global Long Short Fund and the CC&L Global Market Neutral II Fund.	CC&L Global Long Short Fund CC&L Global Market Neutral II Fund
Jenny Drake: BA, Columbia University (1997)	Ms. Drake is co-head of the Quantitative Equity Team, responsible for the leadership of the business and team strategy.	CC&L Global Long Short Fund CC&L Global Market Neutral II Fund
Chris Archbold: CFA; Financial Management Diploma, British Columbia Institute of Technology (1993)	Mr. Archbold, together with Mr. Roseman, is responsible for portfolio management of the CC&L Global Long Short Fund and the CC&L Global Market Neutral II Fund.	CC&L Global Long Short Fund CC&L Global Market Neutral II Fund
David George: CFA; BComm (1997), University of British Columbia	Mr. George is the co-Head of the fixed income team at CCLIM and is responsible for portfolio management, fundamental analysis, research and security selection of fixed income securities for the CC&L Alternative Income Fund.	CC&L Alternative Income Fund
TJ Sutter: CFA; BComm (2010); Queen's University	Mr. Sutter is the co-Head of the fixed income team, responsible for portfolio management of the CC&L Alternative Income Fund.	CC&L Alternative Income Fund
Heiki Altosaar: CFA; BA (1993), University of Toronto	Mr. Altosaar is a member of the equity team at PCJ and, together with Mr. Posman, is responsible for portfolio management of the PCJ Absolute Return II Fund.	PCJ Absolute Return II Fund
Adam Posman: MBA (2004), University of Western Ontario; BComm (1999), McGill University	Mr. Posman is the Chief Investment Officer at PCJ and, together with Mr. Altosaar, is responsible for portfolio management of the PCJ Absolute Return II Fund.	PCJ Absolute Return II Fund

Brokerage Arrangements

Each portfolio manager is responsible for selecting members of securities exchanges, brokers and investment dealers for the execution of transactions in respect of the applicable Fund's investments and, when applicable, the negotiation of commissions in connection therewith. Each Fund is responsible for payment of the commissions relating to its own trading activities.

In evaluating the suitability of a broker, the portfolio manager considers a number of factors such as the broker's reputation, their ability to provide liquidity, the commission rate, the quality of trade execution and service provided and the range of other services offered by the broker.

There are no ongoing contractual arrangements with any brokers with respect to securities transactions.

In addition to order execution goods and services, dealers or third parties may provide research goods and services to the portfolio manager, which may include: (a) advice as to the value of securities and the advisability of effecting transactions in securities; and (b) analyses and reports concerning securities, issuers, industries, portfolio strategy or economic or political factors and trends that may have an impact on the value of securities. Such goods and services may be provided by the executing dealer directly (known as proprietary research) or by a party other than the executing dealer (known as third party research).

In the event of the provision of a good or service that contains an element that is neither research goods and services nor order execution goods and services ("**mixed-use goods and services**"), brokerage commissions will only be used to pay for the portion of such goods and services which would qualify as either research goods and services or order execution goods and services. The portfolio manager would pay for the remainder of the costs of such mixed-use goods or services.

The portfolio manager makes a good faith determination that the Fund, on whose behalf it directs to a dealer any brokerage transactions involving client brokerage commissions in return for research and order execution goods and services, receives reasonable benefit, considering both the use of the goods and services and the amount of brokerage commissions paid, by conducting extensive trade cost analysis.

Research and order execution goods and services may benefit not only a Fund's Series whose trades generated the brokerage commission, but may also benefit other funds and clients to whom the portfolio manager provides advice. There are policies and procedures in place to ensure that, over a reasonable period of time, all clients receive a fair and reasonable benefit in return for the commissions generated.

Research goods and services provided by dealers or vendors to the portfolio manager that have been paid for through commissions or brokerage transactions executed on behalf of the Funds encompass economic research and analysis, statistical data about capital markets or securities, analysis or reports on manager or sector performance, issuer performance, industries, economic or political factors and trends, provides real- time news and information or provides a solution for managing corporate disclosure and brokerage event information.

For a list of any dealer, broker or third party which provides research goods and services and/or order execution goods and services, at no cost, contact us toll free at 1-888-824-3120 or email us at info@cclfundsinc.com.

The portfolio managers, on behalf of each of the Funds, have entered into a prime broker agreement (each, a "**Prime Broker Agreement**") with each of (or one of, as the case may be) RBC Dominion Securities Inc., Scotia Capital Inc., The Bank of Nova Scotia, TD Securities Inc., Credit Suisse Securities (USA) LLC, J.P. Morgan Securities plc, UBS Securities LLC or one of their affiliated entities (each, a "**Prime Broker**" and collectively, the "**Prime Brokers**"). Pursuant to the terms of the Prime Broker Agreements, the applicable Fund may borrow money from a Prime Broker for investment purposes in accordance with its investment objectives and strategies. No Prime Broker is an affiliate or associate of the Manager.

The portfolio managers may change the Prime Brokers or appoint additional prime brokers for the Funds from time to time.

Trustee

RBC Investor Services ("**RBC IS**"), Toronto, Ontario, is the trustee of each Fund and holds title to the securities and other assets owned by the Funds. The Trustee also provides other services to the Funds, including portfolio valuation and trust accounting.

Custodian

RBC IS, Toronto, Ontario, is also the custodian for the Funds pursuant to the terms of a master custody agreement entered into between the Manager and RBC IS dated as of January 2, 2019, as amended (the "**Master Custody Agreement**"). In its capacity as custodian, RBC IS receives and holds cash, portfolio securities and other assets of the Funds for safekeeping and on direction from the Funds will settle on behalf of the Funds the purchase and sale of the Funds' assets. Under the terms of the Master Custody Agreement and subject to the requirements of applicable securities legislation, RBC IS may appoint one or more sub-custodians. The fees for custodial services provided by RBC IS are paid by the Funds.

Each Fund currently has only one custodian. The Manager may, however, in the future appoint additional custodians in accordance with the Custodian Relief described under the heading "*Exemptions and Approvals"* in this Simplified Prospectus.

Independent Auditor

The independent auditor conducts an audit of each Fund's annual financial statements in accordance with generally accepted auditing standards. The auditor of the Funds is KPMG LLP, Vancouver, British Columbia.

Registrar

RBC IS acts as the registrar for the Funds. In such capacity, RBC IS is responsible for keeping a register of all Unitholders of each Fund at its Toronto offices.

Securities Lending Agent

CCLIM, on behalf of each of the Funds for which it acts as portfolio manager, has entered into a securities lending agency agreement (the "**Securities Lending Agreement**") with RBC Investor Services Trust ("**RBC**" or the "**Securities Lending Agent**") of Toronto, Ontario. CCLIM may enter into additional securities lending arrangements on behalf of the Funds for which it acts as portfolio manager from time to time.

The Securities Lending Agent is not an affiliate or associate of either the Manager, CCLIM or the other portfolio managers. The Securities Lending Agreement appoints and authorizes RBC to act as agent for securities lending transactions for those Funds that engage in securities lending activities and to execute, in the applicable Fund's name and on its behalf, securities lending agreements with borrowers in accordance with National Instrument 81-102 – *Investment Funds* ("**NI 81-102**").

The Securities Lending Agreement requires that the collateral received by a Fund in a securities lending transaction must generally have a market value of 105%, but never less than 102%, of the value of the securities loaned. Under the Securities Lending Agreement, RBC agrees to indemnify the applicable Fund from certain losses incurred in connection with its failure to perform any of its obligations under the Securities Lending Agreement. The Securities Lending Agreement includes provisions permitting it to be terminated at any time at the option of either party.

PCJ may enter into a securities lending arrangement on behalf of the PCJ Absolute Return II Fund, but has not entered into such an arrangement and does not currently have any plans to enter into such an arrangement.

Independent Review Committee and Fund Governance

National Instrument 81-107 – *Independent Review Committee for Investment Funds* ("**NI 81-107**") requires all publicly offered investment funds, such as the Funds, to establish an independent review committee (the "**IRC**") to whom the Manager must refer conflict of interest matters for review or approval. NI 81-107 also imposes obligations upon the Manager to establish written policies and procedures for dealing with conflict of interest matters, maintain records in respect of these matters and provide assistance to the IRC in carrying out its functions. The IRC is required to conduct regular assessments and provide reports to the Manager and to Unitholders in respect of its functions.

The IRC is composed of three members: Leslie Wood, Martin Guest and Kerry Ho, each of whom is independent from the Manager. Ms. Wood is the chair of the IRC. The IRC functions in accordance with NI 81-107. The IRC is required 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 such as inter-fund trades, investing in securities of related parties and investing in securities underwritten by a related party, make a decision whether or not to approve the Manager's proposal.

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

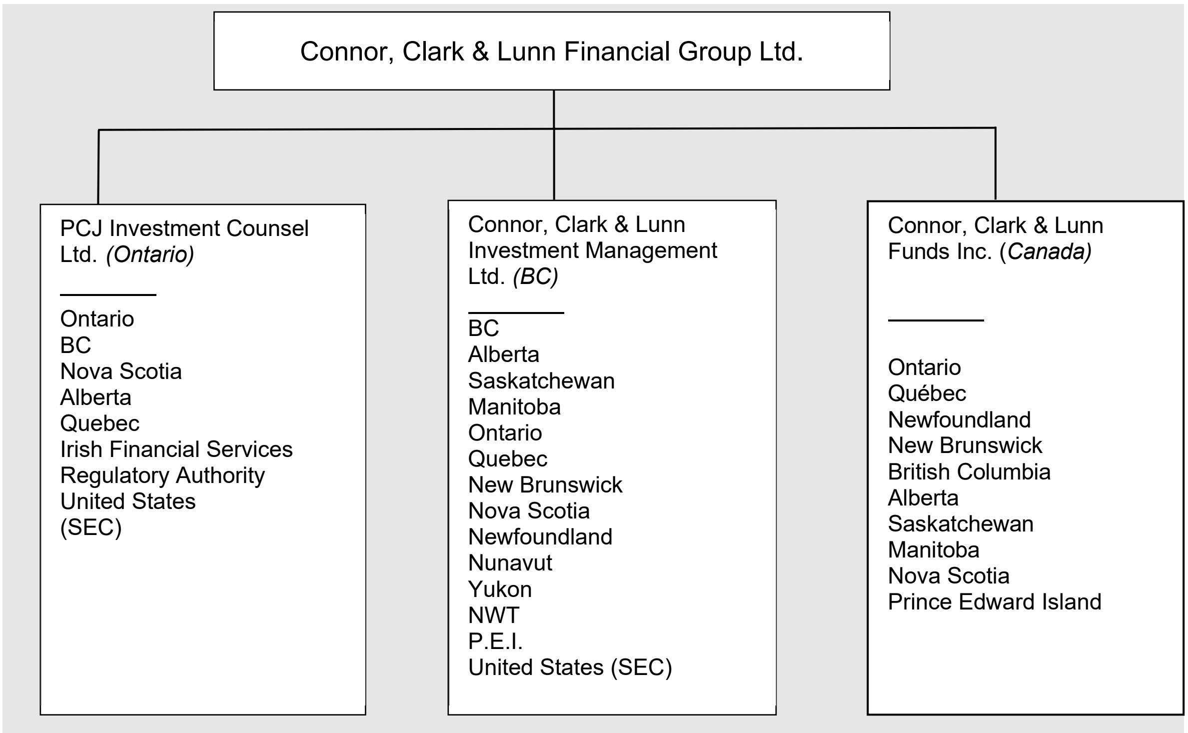
The IRC prepares at least annually, a report of its activities for Unitholders and makes such reports available on the Fund's website at www.cclfundsinc.com, or at the Unitholder's request and at no cost by calling us toll free at 1-888-824-3120, or by emailing us at info@cclfundsinc.com.

The IRC may also approve certain mergers between the Fund and other funds, and any change of the auditor of the Fund. Subject to any corporate and securities law requirements, no Unitholder approval will be obtained in such circumstances, but you will be sent a written notice at least sixty (60) days before the effective date of any such transaction or change of auditor. In certain circumstances, Unitholder approval may be required to approve certain mergers.

All investment funds in the Manager's family of funds share the same IRC. The fees and expenses of the IRC are borne and shared *pro rata* by all of the applicable investment funds in the Manager's family of funds. Each investment fund is also responsible for its pro rata share of all expenses associated with insuring and indemnifying the IRC members.

Affiliated Entities

The following affiliated entities of the Funds provide services to one or more of the Funds:



Warren Stoddart and Patrick Robitaille are also directors and/or officers of CCLIM. Patrick Robitaille is a director and officer of PCJ. Warren Stoddart, Michael Freund and Patrick Robitaille are each a director and/or officer of CC&LFG.

Disclosure regarding the amount of fees received from each Fund by each person or company described in this section of this Simplified Prospectus, are contained in the audited financial statements of the relevant Fund.

Manager's Policies Regarding Business Practices

The Manager maintains policies, procedures and guidelines concerning governance of the Funds. These policies, procedures and guidelines aim to monitor and manage the business and sales practices, risk management and internal conflicts of interest relating to the Funds, and to ensure compliance with regulatory and corporate requirements. Each Fund is also managed in accordance with its respective investment guidelines.

Each Fund currently has one custodian as disclosed under the heading "*Responsibility For Mutual Fund Administration - Custodian*" in this Simplified Prospectus. Pursuant to the Custodian Relief (as hereinafter defined), the Manager may appoint additional custodians for one or more of the Funds provided that the custodians are one of the Fund's prime brokers. The terms of any custodial agreement entered into with an additional custodian will comply with the requirements of NI 81-102 and will be filed as a material contract of the applicable Fund(s) following its execution.

In connection with the Custodian Relief, the Manager will implement the following operational systems and processes in the event that an additional custodian is appointed for a Fund:

(a) the Manager will ensure that a single entity reconciles all the portfolio assets of the Fund and provides the Fund with valuation and unitholder recordkeeping services and will complete daily reconciliations amongst the custodians before striking a daily NAV;

(b) the Manager will maintain such operational systems and processes, as between two or more custodians and the single entity referred to in clause (a), in order to keep a proper reconciliation of all the portfolio assets that will move amongst the custodians, as appropriate; and

(c) each additional custodian appointed by the Manager will act as custodian and securities lending agent only for the portion of portfolio assets of the Fund transferred to it.

Policy On the Use of Derivatives

The Funds may use derivatives as permitted under applicable securities legislation.

The Manager requires that any portfolio manager retained for a Fund using derivatives have policies and procedures in place that specify: the types of derivatives that may be used; the goals and objectives of using the derivatives; that derivatives may only be used in accordance with applicable securities legislation; and that the portfolio manager has in place policies and procedures to manage the risks associated with the derivatives trading. Risk measurement procedures and simulations to test a portfolio under stress conditions may be used by the portfolio manager in connection with a Fund’s use of derivatives. The Manager will monitor compliance by each portfolio manager with securities law requirements for the use of derivatives. Any deviations from the rules and restrictions on the Funds’ use of derivatives must be reported to the Manager by the portfolio manager.

A portfolio manager may use derivatives to further the investment objectives of a Fund in the most cost effective way and to reduce overall risk exposure by incorporating the effects or impact of any and all derivatives positions. The portfolio manager’s board of directors is responsible for setting and reviewing the policies and procedures relating to the use of derivatives. Such policies and procedures are reviewed at least once a year. The Trustee is not involved in the risk management process. The applicable investment team lead of the portfolio manager is responsible for incorporating derivative exposures into its investment risk models and authorizing derivatives trading. The portfolio manager’s compliance team is responsible for monitoring portfolio constraints including those related to derivative positions.

Policies Regarding Short Sales

The Funds may engage in short selling, where such short selling will be done in accordance with applicable securities legislation and the terms of the exemptive relief order described under the heading “*Exemptions and Approvals*”.

The Manager requires any portfolio manager retained by the Funds to maintain policies and procedures regarding short selling activities. The portfolio manager’s board of directors is responsible for setting and reviewing these policies and procedures. Such policies and procedures are reviewed at least once a year. The applicable investment team lead of the portfolio manager is responsible for incorporating short positions into its investment risk models and authorizing short selling transactions. The portfolio manager’s compliance team is responsible for monitoring portfolio constraints including those related to short positions.

In connection with the Market-Neutral Strategy Relief, each Fund has implemented the following controls when conducting a short sale transaction:

(a) the Fund will assume the obligation to return to the borrowing agent the securities borrowed to effect the short sale;

(b) the Fund will receive cash for the securities sold short within normal trading settlement periods for the market in which the short sale is effected;

(c) the Manager will ensure that the portfolio manager of the Fund monitors its short positions within the constraints of the Market-Neutral Strategy Relief at least as frequently as daily;

(d) the security interest provided by the Fund over any of its assets that is required to enable the Fund to effect a short sale transaction is made in accordance with industry practice for that type of transaction and relates only to obligations arising under such short sale transactions;

(e) the Manager will ensure that the portfolio manager of a Fund maintains appropriate internal controls regarding short sales, including written policies and procedures for the conduct of short sales, risk management controls and proper books and records; and

(f) the Manager will ensure that the portfolio manager of each Fund keeps proper books and records of short sales and all assets of the Fund deposited with borrowing agents as security.

Securities Lending, Repurchase Transactions and Reverse Repurchase Transactions Risk Management

The Funds may enter into securities lending transactions, repurchase transactions and reverse repurchase transactions in accordance with applicable securities legislation.

A portfolio manager will appoint a Fund's custodian or sub-custodian to act as the agent of the Fund to enter into securities lending transactions, repurchase transactions and reverse repurchase transactions on behalf of the Fund. The agency agreement will provide for the types of transactions that may be entered into by a Fund, types of portfolio assets that may be used, collateral requirements, limits on transaction sizes, permitted counterparties to the transactions and investment of any cash collateral. The agency agreement will provide for, and the agent will develop, policies and procedures which provide that securities lending, repurchase and reverse repurchase transactions will be entered into in accordance with the standard investment restrictions and practices set out in this Simplified Prospectus. Further, the agent will:

- ensure that collateral is provided in the form of cash, qualified securities or securities that can be converted into the securities which are the subject of the securities lending, repurchase or reverse repurchase transactions;

- value the loaned or purchased securities and the collateral every day to ensure that the collateral has a market value of 105%, but never less than 102%, of the value of the loaned or purchased securities;

- invest any cash collateral in accordance with the investment restrictions specified in the agency agreement;

- invest no more than 50% of the total assets of a Fund in securities lending or repurchase agreements at any one time unless the Fund is permitted a greater amount; and

- assess the creditworthiness of the counterparties to securities lending, repurchase transactions and reverse repurchase transactions.

The securities lending transactions of a Fund may be terminated by a Fund at any time. Repurchase and reverse repurchase transactions of the Funds will have a maximum term of 30 days.

The portfolio manager and a Fund's appointed agent will review the agency agreement and the agent's policies and procedures on an annual basis to ensure that they comply with applicable laws.

The portfolio manager is responsible for managing the risks associated with securities lending, repurchase and reverse repurchase transactions.

The risk factors associated with securities lending are disclosed under "*What are the specific risks of investing in a mutual fund?*" in Part B of this Simplified Prospectus.

Proxy Voting Policies And Procedures

The Manager, as manager of the Funds, has established policies and procedures in relation to voting on matters for which a Fund receives, in its capacity as securityholder, proxy materials for a meeting of securityholders of an issuer. The Manager has delegated the responsibility to vote issuer proxy solicitations to the Funds' portfolio manager as part of its obligations of the general management of the securities held by the Funds. Should a conflict of interest arise, the compliance officer of the portfolio manager will be involved with the proxy vote to ensure proxies are voted in a Fund's best interest.

The guidelines established by the Manager provide a framework for the portfolio manager, on how to approach the voting of securities held by the Funds to create a disciplined approach to voting.

Under the guidelines, the primary responsibility of the portfolio manager in respect of proxy voting is to maximize positive economic effect on a Fund's value and to protect the Fund's rights as a securityholder in the best interests of the Fund. The guidelines include discussion regarding particular matters including ESG considerations brought to a vote but the guidelines are not exhaustive. Proxy voting decisions are not made for the purpose of furthering any social, political or ideological interests. The portfolio manager may depart from the guidelines on specific matters addressed in the policy where the portfolio manager believes it is necessary to do so in the best interests of the Fund and its securityholders.

Each of the Funds is considered to have received a solicitation at the time it has received notice at its offices. In the event the portfolio manager does not receive a solicitation within sufficient time to execute a vote or the proxy is not submitted to the issuer in the time required, a Fund will not be able to vote on the matters solicited.

The portfolio manager uses its best efforts to exercise voting rights. There are, however, situations when it may be impractical or impossible for the portfolio manager to vote portfolio securities. For instance, a limited number of international markets are subject to share-blocking restrictions, which create liquidity and administrative challenges that prevent the portfolio manager from voting securities in those markets. If a Fund lends securities to a third party, the voting rights are generally passed on to the borrower. However, at times if the portfolio manager deems it necessary, the portfolio manager will recall and vote such securities.

While the portfolio manager intends to apply its voting rights policy in all countries, the portfolio manager will also take into account local laws and prevailing governance practices when exercising its voting instructions, which may result in deviations from the proxy voting policy as described below.

The policies and procedures that a Fund follows when voting proxies relating to portfolio securities are available on request, at no cost, by e-mailing us at info@cclfundsinc.com or by writing to us at:

Connor, Clark & Lunn Funds Inc.
130 King St. West, Suite 1400
P.O. Box 240
Toronto, Ontario M5X 1C8
1-888-824-3120

The following are the guidelines on commonly raised matters:

- *Election of Directors*: Unless there is a proxy fight for seats on the relevant board or we determine that there are other compelling reasons for withholding votes for directors, we will generally vote in favour of the management proposed slate of directors. We may withhold votes for directors who fail to act on key issues, who fail to regularly attend board meetings or for any director nominee deemed to be an insider who also serves on the board's audit or compensation committees. We will generally vote against the Chair of the Nomination Committee if a board lacks female representation.

- *Appointment of Auditors*: We believe that an issuer remains in the best position to choose the auditor and will generally support management's recommendation. We may vote against the appointment of an auditor if the fees for non-audit related services are disproportionate to the total audit fees paid by the issuer or there are other reasons to question the independence of the issuer's auditor.

- *Changes in Capital Structure*: Changes in an issuer's constating documents are often technical and administrative in nature. Absent a compelling reason to the contrary, we will generally cast our votes in accordance with the issuer's management on such proposals. However, we will review and analyze on a case-by-case basis any non-routine proposals that are likely to affect the structure and operation of the issuer or have a material economic effect on the issuer.

- *Issuer Reorganizations, Restructuring, Mergers and Acquisitions*: We believe proxy votes dealing with reorganizations, restructuring and mergers and acquisitions are an extension of the investment decision. Accordingly, we will analyze such proposals on a case-by-case basis, weighing heavily the views of the research analysts that cover the issuer and the investment professionals managing the Fund in which the security is held.

- *Proposals Affecting Securityholder Rights*: We believe that certain fundamental rights of securityholders must be protected. We will generally vote in favour of proposals that give securityholders a greater voice in the affairs of the issuer and oppose any measure that seeks to limit those rights. However, when analyzing such proposals, we will weigh the financial impact of the proposal against the impairment of securityholder rights.

- *Corporate Governance*: We recognize the importance of good corporate governance in ensuring that management and the board of directors fulfill their obligations to the securityholders. We favour proposals promoting transparency and accountability within an issuer.

- *Anti-Takeover Measures*: We believe that measures that impede takeovers or entrench management not only infringe on the rights of securityholders but may also have a detrimental effect on the value of the issuer. We will generally oppose proposals, regardless of whether they are advanced by management or securityholders, the purpose or effect of which is to entrench management or dilute securityholder ownership. Conversely, we will generally support proposals that would restrict or otherwise eliminate anti-takeover measures that have already been adopted by issuers.

- *Executive Compensation*: We believe that an issuer's management and compensation committee of the board of directors should, within reason, be given latitude to determine the types and mix of compensation and benefit awards offered. Whether proposed by a securityholder or management, we will review proposals relating to executive compensation plans on a case-by-case basis to ensure that the long-term interests of management and securityholders are properly aligned. We will analyze the proposed plans to ensure that securityholder equity will not be excessively diluted, the option exercise price is not below market price on the date of grant and an acceptable number of employees are eligible to participate in such programs.

- *Social and Environmental*: Specific proposals related to environmental and social issues will be reviewed and analyzed on a case-by-case basis, however we will generally vote in favour of shareholder proposals that seek to improve disclosure of environmental risks, and will also generally vote in favour of shareholder proposals to improve transparency regarding social issues, provided it is in the best interest of shareholders.

- *Fund of Fund Voting*: If a Fund invests in securities of another mutual fund, the portfolio manager will vote the securities the Fund holds in the mutual fund unless the mutual fund is managed by the Manager or one of the Manager's affiliates or associates.

Proxy Voting Record

The Manager will compile and maintain each Fund's annual proxy voting record for the annual periods beginning July 1st in a year and ending June 30th of the following year. The proxy voting record will be made available on the Manager's website at www.cclfundsinc.com by August 31st in any given year. The Manager will deliver a copy of a Fund's proxy voting record free of charge to Unitholders of the Fund upon request.

Management Fee Distributions

The Manager may, in its sole discretion, agree to charge a reduced management fee as compared to the fees that the Manager otherwise would be entitled to charge the Funds with respect to investments in the Funds by certain Unitholders. An amount equal to the difference between the management fee otherwise chargeable and the reduced fee payable by the Funds will be distributed by the Funds to affected Unitholders as management fee distributions. The rate of any management fee distributions may be negotiated by large investors or sponsors of programs, determined, in part, on the Series of units and the total net asset value of units held by the Unitholder. The timing of payment or reinvestment is also negotiated with such investors or sponsors. The tax consequences of management fee distributions made by a Fund generally will be borne by the Unitholders receiving the distributions. Management fee distributions will be paid first out of net income and net realized capital gains of the Funds and then out of capital. The tax consequences of receiving a management fee distribution are discussed under "*Certain Canadian Federal Income Tax Considerations for Investors*".

Short-Term Trading

Frequent trading can hurt a Fund's performance, affecting all unitholders in a Fund, by forcing the Fund to keep cash or sell investments to meet redemptions. We have implemented policies to deter short-term trading from taking place within the Funds. Monitoring processes are in place to detect short-term trading. RBC IS in its capacity as custodian to the Funds monitors frequent trading activity with a view to detecting and deterring market-timing activity. The Manager reserves the right to charge short-term trading fees of up to 2%. This short-term trading fee is charged on behalf of, and is paid to, the relevant Fund. The fee will not be applied in circumstances which do not involve inappropriate trading activity and will not apply to: (a) transactions not exceeding a certain minimum dollar amount, as determined by the Manager from time to time; (b) trade corrections or any other action initiated by the Manager; (c) transfers of units of one Fund between two accounts belonging to the same unitholder; (d) regularly scheduled RRIF or LIF payments; and regularly scheduled automatic withdrawal plan payments.

We have not entered into any arrangements with any person to permit that person to engage in short-term trading in any units of any of the Funds.

Remuneration of IRC and Trustee

During its most recently completed financial year ended December 31, 2023, the Funds paid the following amounts to each member of the IRC:

IRC Member	Compensation Paid[1]	Expenses Reimbursed
Leslie Wood (chair)	$16,333.33	$0
Anthony Cox	$7,000.00	$0
Kerry Ho	$7,666.67	$0
Martin Guest	$13,000.00	$0

1. Exclusive of applicable taxes and deductions.

The Trustee is remunerated at market rates for providing its services to the Funds and is reimbursed for expenses as they are incurred while discharging its functions as trustee.

Material Contracts

The material contracts that have been entered into by one or more of the Funds are as follows:

Trust Agreement

Each Fund is governed by the Connor, Clark & Lunn Funds Inc. Master Trust Agreement and the applicable supplement thereto between Connor, Clark & Lunn Funds Inc., as manager of the Fund and RBC IS, as trustee of the Fund. For a description of the CFI Master Trust Agreement and supplement applicable to each Fund, see "*Name, Formation and History of the Funds*". As manager of the Funds, we may terminate a Fund and its supplement to the Connor, Clark & Lunn Funds Inc. Master Trust Agreement at any time by giving written notice to each Unitholder of its intention to terminate in accordance with applicable securities legislation.

Custodian Agreement

The Master Custody Agreement between the Manager and RBC IS, as custodian, provides for the custody of the assets of each of the Funds. For more information on the custodian and custodial arrangements for the Funds, please see "*Responsibility For Mutual Fund Administration - Custodian*" on page 6 above.

PCJ Investment Adviser Agreement

The PCJ Investment Adviser Agreement between the Manager and PCJ, as portfolio manager, relates to the investment management and advisory services provided by PCJ to the PCJ Absolute Return II Fund. For more information on the PCJ Investment Adviser Agreement, please see "*Responsibility For Mutual Fund Administration – Portfolio Managers*" on page 3 above.

Copies of the agreements described above may be inspected during regular business hours on any Business Day at the office of the Funds and are also available on www.sedar.com.

Legal Proceedings

We are not aware of any material legal proceedings, either pending or ongoing, to which either the Manager or any of the Funds is a party.

Designated Website

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

VALUATION OF PORTFOLIO SECURITIES AND LIABILITIES

The net asset value of each Fund will be calculated by the Manager as of each Valuation Date (as defined below under "*Calculation of Net Asset Value*") by subtracting the amount of the total liabilities of the applicable Fund from the total assets of such Fund. The assets and liabilities of each Fund will be valued as set out below.

A Fund's net asset value must be calculated using the fair value of the assets and liabilities of the Fund. A summary of the valuation principles used to value the assets of the Funds are as follows:

Type of Asset	**Method of Valuation**
Liquid assets, including cash on hand or on deposit, bills, demand notes, accounts receivable and prepaid expenses	Valued at fair value and short-term assets such as cash, cash equivalents, receivables/payables, etc. are measured at amortized cost.
Bonds (long or short), time notes, shares (long or short), subscription rights, swaps and other securities listed or traded on a stock exchange or other market	• Valued at fair value: • The closing sale price. If no closing sale price the average of the closing recorded bid and asked prices. • If no bid or asked price is available, then the price last determined for such security for the purpose of calculating the net asset value. • If the securities are listed or traded on more than one exchange, the Fund uses the closing sale price from the principal exchange. • If securities are not traded on an exchange, the Fund uses broker quotes, models with observable inputs including yield curves, credit spreads and volatilities.
Restricted securities as defined in NI 81-102	One of the following values, whichever is less: • The value based on reported quotations in common use; or • A percentage of the market value of unrestricted securities of the same class. This percentage is equal to the percentage of the securities' market value when the Fund bought them. If we know the date when the restriction will be lifted, we generally take into account what the actual value of the securities will be when they are no longer restricted.
Options on futures, over the counter options in debt-like securities and listed warrants	All publicly traded listed instruments: last close price. Untraded rights and warrants are valued using the Black-Scholes Model, an industry standard model. Debt-like securities are valued at fair value:

Type of Asset	Method of Valuation
	• if listed, we will use the closing price; or • if not available, we will use broker quotes or models with observable inputs including yield curves, credit spreads, price of underlying, volatilities etc.
Futures contracts and forward contracts	Exchange traded futures are valued at closing price. Over the counter future or forward contracts are valued using broker quotes where available and/or models with observable inputs including interest rates, foreign change rates, time to maturity etc.
Notes, money market instruments and other debt securities	Notes, money market instruments and other debt securities are valued using market quotations received from independent pricing sources. If not available, a value will be determined using a model that employs observable inputs such as applying a spread similar to those found between comparable bonds (industry, duration, credit ratings, etc.) over a risk free benchmark government security, typically a thirty (30) year Canadian government bond.
Underlying funds	Valued at the series net asset value per security held by the Fund as of the end of the Business Day.
We have not exercised our discretion to deviate from our valuation practices since the Funds were created.	

The liabilities of each Fund include, without limitation:

- all bills, notes and accounts payable;
- all management fees and performance fees (if any) payable or accrued;
- all administrative and operating expenses payable or accrued;
- all contractual obligations for the payment of money or property;
- distributions declared payable;
- all allowances authorized or approved by the Manager for taxes and contingencies;
- expenses of the IRC established under NI 81-107; and
- all other liabilities of the Fund except liabilities to Unitholders for outstanding units.

In the event a security becomes illiquid or there is no active market over an extended period of time, a valuation hierarchy is followed including use of reference values, company and/or administrator information, over the counter (OTC) or Index provider market pricing or research tools.

In accordance with National Instrument 81-106 - *Investment Fund Continuous Disclosure* ("**NI 81-106**"), the fair value of a portfolio security used to determine the net asset value per unit for purchases and redemptions by investors will be determined on the basis of the valuation principles set forth in this Simplified Prospectus. While these valuation principles comply with the requirements of NI 81 -106, they differ in some respects from the requirements of IFRS Accounting Standards ("**IFRS**") which are used for financial reporting purposes only.

Under NI 81-106, the interim financial reports and annual financial statements of a Fund are required to be prepared in compliance with IFRS. Each Fund calculates the net asset value of its securities. The Fund's accounting policies for measuring the fair value of its investments are generally the same as those used in measuring its net asset value for purchases and redemptions of units with the main differences as disclosed below.

For purposes of purchases and redemptions of units, the fair value of the Fund's investments traded in active markets is based on quoted market prices at the close of trading. For IFRS purposes, the Funds use the closing price for investments where that price falls within that day's bid-ask spread. If a closing price does not fall within the bid-ask spread, the closing price will then be adjusted, to a point within the bid-ask spread that is most representative of fair value based on specific facts and circumstances.

As a result of this potential adjustment, the fair value of a Fund's investments determined under IFRS may differ from the values used to calculate the net asset value of the Fund for purchases and redemptions of units.

CALCULATION OF NET ASSET VALUE

The unit price of each Series of a Fund is called the net asset value per unit of such Series. We calculate the unit price of each Series of a Fund by:

- adding up the assets of the Fund and determining the proportionate share of the Series;
- subtracting the Series' proportionate share of the aggregate expenses and liabilities common to all Series;
- subtracting the expenses and liabilities of the Fund that are specific to the Series including but not limited to management fees and, if applicable, performance fees; and
- dividing by the number of Fund units of the Series held by Unitholders.

When you buy, sell or switch units of a Fund, the price per unit is the next net asset value per unit the Trustee calculates after receiving your order.

We usually calculate the net asset value of each Series of a Fund at 4:00 p.m. Eastern Time on each Business Day; provided that if the TSX closes earlier, the net asset value will be calculated at the close of the TSX. For all of the Funds, other than the PCJ Absolute Return II Fund, if your buy, sell, or switch order is received before 4:00 p.m. Eastern Time on a Business Day or before the TSX closes for the day, whichever is earlier, it will be processed based on the net asset value calculated that day. If your order is received after 4:00 p.m. Eastern Time on a Business Day, it will be processed on the next Business Day based on that day's net asset value. For the PCJ Absolute Return II Fund, if your buy, sell or switch order is received before 3:00 p.m. Eastern Time on a Business Day or before the TSX closes for the day, whichever is earlier, your buy, sell or switch order will be processed based on the net asset value calculated that day. If your order is received after 3:00 p.m. Eastern Time, it will be processed on the next Business Day based on that day's net asset value calculated. If the TSX's trading hours are shortened on a given day or for other regulatory reasons, we may change the applicable deadline.

The net asset value and the net asset value per unit of each Series can be obtained by contacting your dealer or on our website at www.cclfundsinc.com and such information will be available at no cost to the public.

PURCHASES, SWITCHES AND REDEMPTIONS

Purchases

You can buy units of the Funds through a dealer that has entered into a distribution agreement with us to sell the Funds.

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

Purchase price - When you buy units of a Fund, you buy them at the net asset value ("**NAV**") of the Series calculated as of the day of your purchase, as long as your purchase order is received by the applicable subscription deadline. For all Funds other than the PCJ Absolute Return II Fund, your purchase order must be received on or before 4:00 p.m. Eastern Time on a Business Day or before the TSX closes for the day, whichever is earlier. For the PCJ Absolute Return II Fund, your purchase order must be received on or before 3:00 p.m. Eastern Time on a Business Day or before the TSX closed for the day, whichever is earlier, If your purchase order is received after the applicable subscription deadline, it will be processed as of the next Business Day.

RBC IS, in its capacity as valuation agent, calculates a separate NAV for each Series of units of a Fund in Canadian dollars. Generally speaking, the NAV per unit of each Series is calculated by:

- adding up the assets of the Fund and determining the proportionate share of the Series;
- subtracting the Series' proportionate share of the aggregate expenses and liabilities common to all Series;
- subtracting the expenses and liabilities of the Fund that are specific to the Series, including but not limited to, management fees and, if applicable, performance fees; and
- dividing by the number of Fund units of the Series held by unitholders.

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

The Trustee must receive full and proper payment within two 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 Fund keeps the difference. If the proceeds are less than the amount you owe, your dealer will pay the difference to the Fund and you may be responsible to reimburse your dealer depending upon your arrangements with your dealer. Please note that the deadline for receiving your payment may, in the future, be shortened from two Business Days to one Business Day as part of a larger industry change to T+1 settlement.

We have the right to accept or reject your order within one 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 Trustee will return any money you have sent without interest.

The minimum initial investment in Series A or Series F units of the Funds is $5,000 and the minimum investment amount for Series I units of the Funds is negotiable and must be agreed to by the Manager.

We may waive the minimum initial investment amount in certain circumstances, such as related party accounts. Generally, each additional investment must be at least $500 for Series A or Series F units of the Funds, except for certain circumstances in the discretion of the Manager. Minimum subsequent investment amounts for Series I units of the Funds are negotiable and must be agreed to by the Manager. The Trustee will only accept purchase orders placed on the FundSERV network.

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

Certificates - No certificates will be issued.

How to Switch Your Units

You can switch between different Series of units of a Fund or to another Fund. Switching between Funds involves selling your original units and buying new units within the CFI family of funds. Switching between Series of the same Fund is called a reclassification. Please contact your Registered Representative to place a switch order.

You can switch between any Series of units of a Fund to another Series of units of the same Fund or of another Fund provided that the switch satisfies the restrictions of the particular Series including, but not limited to, the restrictions set out above with respect to investment minimums.

Tax consequences of switching - If you switch between Funds, you may realize a gain or loss that is subject to tax if your units are held in a non-registered account. Based in part on the administrative practice of the Canada Revenue Agency (the "CRA"), reclassification between Series of the same 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 27 for more details.

Switch fees - We do not charge switch fees. When you switch units of a Fund, your dealer may charge you a fee.

You may also have to pay short-term trading fees if you redeem, or switch to another Fund, units you bought or switched into within the last thirty (30) days. See "*Purchases, Switches And Redemptions – How to Redeem Units of the Funds – Short-term trading fees*" on page 19 for more details.

How to Redeem Units of the Funds

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

You may redeem units for all the Funds daily at the current NAV per unit of the Series. For all Funds other than the PCJ Absolute Return II Fund, your redemption request must be received on or before 4:00 p.m. Eastern Time on a Business Day or before the TSX closes for the day, whichever is earlier. For the PCJ Absolute Return II Fund, your redemption request must be received on or before 3:00 p.m. Eastern Time on a Business Day or before the TSX closes for the day, whichever is earlier. If your redemption request is received prior to the applicable deadline, 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 Funds do not charge any redemption fees.

Short-term trading fees - In general, the Funds are a long-term investment. Trading or switching often in order to time the market is not a good idea and not in the best interest of the Funds. Frequent trading can hurt a Fund's performance, affecting all unitholders in a Fund, by forcing the Fund to keep cash or sell investments to meet redemptions. We monitor frequent trading activity with a view to detecting and deterring market-timing activity. If you redeem or switch to another Fund within 30 days of purchase, we reserve the right to charge you a short-term trading fee of 2%. 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 one Fund between two accounts belonging to the same unitholder;
- regularly scheduled RRIF or LIF payments; and
- regularly scheduled automatic withdrawal plan payments.

Any formal or informal arrangements to permit short-term trading are described under the heading "*Short-Term Trading*" in this Simplified Prospectus.

This short-term trading fee is charged on behalf of, and is paid to, the relevant Fund. This is in addition to any switch fees your dealer may apply. See '*How to Switch Your Units*" on page 19. Each additional switch counts as a new purchase for this purpose.

How we process your redemption request – The Fund will pay you or your dealer the proceeds of a redemption request within two Business Days of receiving your redemption request provided all necessary documentation has been submitted. The Trustee 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, you need to accompany your redemption request 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 21 for more details.

If the Fund does not receive all the necessary documentation to complete your redemption order within 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 10th Business Day, an order from you to purchase an equal number of units of the relevant series of the Fund and the redemption proceeds will be applied to reduce the purchase price of the units of the relevant series of the Fund purchased. In these circumstances, the Fund 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 Fund the amount of any deficiency. Your dealer may make provisions in its arrangements with you that you will be required to reimburse your dealer for any losses experienced by your dealer in connection with your failure to satisfy the requirements of a Fund or securities legislation in connection with a redemption of units of a Fund.

Mandatory redemptions - We may redeem all your units of a Fund if we, in our sole discretion, determine that your continued holding of such units would be adverse to the interests of the Fund and its unitholders as a whole.

Redemption suspensions - Canadian securities regulators allow us to suspend your right to redeem:

- if normal trading is suspended in any market where portfolio securities or specified derivatives are traded which represent more than 50% by value or underlying market exposure of the total assets of a Fund 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 Fund; or

- in other circumstances with the consent of the 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 a Fund is considered a disposition for tax purposes and you may realize a taxable gain or loss if your units are held in a non-registered account. See "*Certain Canadian Federal Income Tax Considerations for Investors*" on page 27 for more details.

OPTIONAL SERVICES

Registered Plans

Provided the Funds qualify as "mutual fund trusts" for the purposes of the Tax Act at all times, the units of the Funds will at all material times be "qualified investments" (as defined in the Tax Act) for Registered Plans sponsored by others; however, the Manager is not offering an RRSP, RRIF, TFSA, RESP, DPSP or RDSP specimen plan. See "*Certain Canadian Federal Income Tax Considerations for Investors – Units Held in a Registered Plan*" on page 29 for more details.

Systematic Withdrawal Plan

If you have invested in the Funds and you hold at least $5,000 in an account with us, you can authorize us to establish a systematic withdrawal plan. Through this plan, we make regular payments to you by redeeming units in your account. This plan is available on all CFI accounts except for RRSPs, RESPs, FHSAs and TFSAs. Your dealer may offer a similar plan.

To request a systematic withdrawal plan, complete the required form and give it to your Registered Representative or send it directly to us. You choose the frequency and amount of the withdrawals. There is no charge by the Manager for this plan. However, from time to time, the Manager may impose a minimum withdrawal amount. You may cancel the plan at any time by giving us two Business Days' notice.

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.

Pre-authorized Contribution Plans

You can make regular investments in the Funds bimonthly or monthly on or about the 15th or 30th day of the month in the case all Funds provided each investment is at least $100 per Fund. We will automatically transfer the amounts from your Canadian dollar bank account and invest it in the Fund you choose. 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 Funds. Other fees may be payable by the Funds, which will reduce the value of your investment in the Funds.

The management fee pays for the services of the Manager. The Manager is also responsible for the fees of the portfolio managers. If a Fund invests in underlying funds, there are fees and expenses payable by the underlying funds in addition to those paid by the Fund. However, if investing in underlying funds, the Manager will ensure that: (i) no management fees or incentive fees will be payable by a Fund that, to a reasonable person, would duplicate a fee payable by an underlying fund for the same service; (ii) there will be no sales fees or redemption fees payable by a Fund in relation to its purchase or redemption of the securities of the underlying fund if the underlying fund is managed by the Manager or an affiliate of the

Manager of the Fund; and (iii) no sales fees or redemption fees are payable by a Fund in relation to its purchase or redemption of securities of an underlying fund that, to a reasonable person, would duplicate a fee payable by an investor in the Fund.

A performance fee (when payable) is payable to the Manager in respect of the applicable Series of a Fund and will be based on the performance of the Fund relative to the performance of its Hurdle. The Manager may pay all, or a portion of, any performance fee received from a Fund to the portfolio manager. The performance fee will be calculated and accrued for each applicable Series on a daily basis and paid quarterly. The performance fee will only be payable in respect of the total cumulative return of a Series of a Fund for the period that began immediately after the last period for which a performance fee was paid.

The Funds are required to pay applicable Goods and Services Tax/Harmonized Sales Tax (“**GST/HST”**) on management fees, performance 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 or territories, the repeal of HST by HST-participating provinces/territories and changes in the breakdown of the residence of unitholders in each Series of units may therefore have an impact on the Funds year over year.

The management expense ratio (“**MER”**) of a Series of units of a Fund includes all the fees and expenses borne by that Series of the Fund including, but not limited to, interest charges and GST/HST. Portfolio transaction costs, derivatives transaction costs, interest charges associated with portfolio and derivatives transactions, income taxes, withholding taxes and certain unitholder optional fees are not included in the MER.

Typically, a Series of a Fund that pays more compensation to a dealer has a higher management fee than a Series of the same Fund which pays less compensation to a dealer.

It is up to you and your Registered Representative to decide on an appropriate Series for you. 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 available. See ‘*Dealer Compensation*” on page 26.

Fees and Expenses Payable by the Funds

The following describes the fees and expenses that you may have to pay if you invest in the Funds. You may have to pay some of these fees and expenses directly. The Funds may have to pay some of these fees and expenses, which will reduce the value of your investment in the Funds.

<table>
<tr>
<td>Management fees</td>
<td>Each Fund pays a management fee, which is accrued daily and paid monthly in arrears. This fee differs among Funds and Series of units of each Fund. Each Fund is required to pay applicable GST/HST on the management fees paid to us and the management fee rates outlined below are exclusive of GST/HST. The management fee percentages in the table below are a percentage of the applicable Series’ NAV.
<table>
<tr><th><u>Fund</u></th><th><u>Series A</u></th><th><u>Series F</u></th></tr>
<tr><td>CC&L Global Long Short Fund</td><td>2.00%</td><td>1.00%</td></tr>
<tr><td>CC&L Global Market Neutral II Fund</td><td>1.90%</td><td>0.90%</td></tr>
<tr><td>CC&L Alternative Income Fund</td><td>1.45%</td><td>0.45%</td></tr>
<tr><td>PCJ Absolute Return II Fund</td><td>2.00%</td><td>1.00%</td></tr>
</table>
</td>
</tr>
</table>

	The management fee payable by a Series I unitholder is paid directly to the Manager, is negotiable between the unitholder and the Manager and will not exceed the management fee payable on Series A units of the Fund. The Manager receives the management fees for providing or arranging for portfolio management, selecting service providers to the Funds, arranging for all necessary regulatory documents, including those required to offer the Funds' units, marketing the Funds, supervising the operations of the Funds, and making use of controls and monitoring for compliance. The Manager reserves the right, in its discretion, to reduce the management fee for any series of units of a Fund for a period of time or to decrease the management fee for any series of units of a Fund at any time.
Management fee distributions	In some cases, we may charge a reduced management fee as compared to the fee that we otherwise would be entitled to charge the Funds with respect to investments in the Funds by certain unitholders. The Fund pays the investor an amount equal to the difference between the management fee otherwise chargeable and the reduced fee payable by the Funds as a management fee distribution. The tax consequences of management fee distributions made by a Fund generally will be borne by the unitholders receiving these distributions. For tax purposes, management fee distributions will be paid first out of net income and net realized capital gains of the Funds and then out of capital. The rate of any management fee distributions may be negotiated and agreed to with the Manager by large investors or sponsors of programs, determined, in part, on the Series of units and the total net asset value of units held by the unitholder. The timing of payment or reinvestment is also negotiated and agreed to by the Manager with such investors or sponsors.
Performance fees	The Series A, Series F and, if applicable, Series I units of each Fund may be required to pay a quarterly performance fee to the Manager. The performance fee will be calculated and accrued daily. The Manager may pay all or a portion of such performance fee to the portfolio manager. Each calendar quarter (each, a "**Performance Period**"), the performance fee will be based on the performance of a Series of the Fund relative to the performance of the Fund's Hurdle (set out in the table below). The rate of the performance fee (the "**Performance Fee Percentage**") and the Hurdle for each Fund are detailed in the table below. Each Fund is required to pay applicable GST/HST on the performance fees paid to the Manager and the Performance Fee Percentages outlined below are exclusive of GST/HST.

Fund	Performance Fee Percentage	Hurdle
CC&L Global Long Short Fund	Series A: 20% Series F: 20%	4.00% per annum subject to a perpetual high-water mark
CC&L Global Market Neutral II Fund	Series A: 20% Series F: 20%	No hurdle, but subject to a perpetual high-water mark

	CC&L Alternative Income Fund	Series A: 15% Series F: 15%	FTSE Canada 91 Day T-Bill Index return, subject to a perpetual high-water mark
	PCJ Absolute Return II Fund	Series A: 20% Series F: 20%	2.00% per annum, subject to a perpetual high-water mark.

The Hurdle for the CC&L Global Long Short Fund is 4.00% per annum. Each Series of the Fund will be required to pay the Manager a performance fee equal to the Performance Fee Percentage of the excess performance of such Series relative to the Hurdle of the Fund over the course of the Performance Period, subject to a perpetual high-water mark.

There is no Hurdle for the CC&L Global Market Neutral II Fund. Each Series of the Fund will be required to pay the Manager a performance fee equal to the Performance Fee Percentage of the net positive return of such Series over the course of the Performance Period, subject to a perpetual high-water mark.

The FTSE Canada 91 Day T-Bill Index return is the Hurdle for the CC&L Alternative Income Fund. The FTSE Canada 91 Day T-Bill Index is designed to reflect the performance of a portfolio that only owns a single security, the rolling 3-month T-Bill, switching into the new T-Bill at each auction. Each Series of the Fund will be required to pay the Manager a performance fee equal to the Performance Fee Percentage of the net positive return of such Series over the course of the Performance Period, subject to a perpetual high-water mark.

The Hurdle for the PCJ Absolute Return II Fund is 2.00% per annum. Each Series of the Fund will be required to pay the Manager a performance fee equal to the Performance Fee Percentage of the excess performance of such Series relative to the Hurdle of the Fund over the course of the Performance Period, subject to a perpetual high-water mark.

If at any time the total return of the Series A or Series F and, if applicable, Series I units of a Fund is less than its applicable Hurdle or Hurdle’s return, then no performance fee will be payable until such time as the total return of the applicable Series of such Fund relative to its Hurdle or Hurdle’s return (as applicable) has exceeded the amount of the deficiency calculated on a percentage basis.

The Manager may sell securities of a Fund in order to pay a performance fee determined to be payable in respect of a Series of Units as of any date.

Once made, a performance fee will not be reversed or subject to a “clawback” mechanism. As a result, if the value of a Series of units of a Fund underperforms its Hurdle in any subsequent Performance Period following the payment of a performance fee, neither the Manager nor the portfolio manager will have any obligation to make any reimbursement or compensatory payments to the Fund or any of its unitholders for amounts previously paid to the Manager or the portfolio manager as a performance fee.

	The Manager may make such adjustments to the NAV and/or the calculation of the performance fee as may be determined by the Manager to be necessary to account for the payment of any distributions on units, any unit splits or consolidations or any other event or matter that would, in the opinion of the Manager, impact upon the calculation of the performance fee. Any such determination shall, absent manifest error, be binding on all Unitholders. The Manager reserves the right, in its discretion, to discontinue, decrease or waive the performance fee at any time. Series I Unitholders of a Fund may negotiate a performance fee (in accordance with applicable regulatory requirements) to be paid by the investor directly to the Manager.
Operating expenses	Each Fund pays its own operating expenses, other than advertising costs and costs of dealer compensation programs, which are paid by the Manager. Ordinary operating expenses incurred by the Funds include: • Trustee fees • 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 • IRC fees and expenses The Funds will also bear other types of expenses included in the financial statements such as brokerage fees, taxes, 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 among all of the mutual funds managed by the Manager to which NI 81-107 applies, including the Funds, in a manner that is considered by the Manager to be fair and reasonable. Each Series of units of a Fund is responsible for the operating expenses that relate specifically to that Series, as well as the applicable management fees and performance fees and for its proportionate share of both the ordinary operating expenses and other expenses included in the financial statements as described above that are common to all Series and are payable by a Fund. These amounts may be paid from the assets of 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 a Fund's operating expenses.
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 a Fund, a Series of a Fund or directly to a Fund's unitholders by	

an arm's length person that could result in an increase in charges to the Fund, the Series of the Fund or the unitholders can be effected without unitholder approval provided that unitholders of the Fund or of the applicable Series of the Fund have been given written notice of at least sixty (60) days before the effective date thereof.	
Fees and Expenses Payable Directly by You to Us	
Sales charges on Series A units	Nil. Your dealer may charge you an up-front commission ranging between 0% and 2% on Series A units. The percentages given are a percentage of the subscription amount.
Switch fees	Nil. Your dealer may charge you a switch fee. See "*Purchases, Switches And Redemptions* - *Switch fees*" on page 19 for details about switching.
Redemption fees	Nil.
Short-term trading fees	2% of the current value of your units of a Fund if you redeem or switch to another Fund within 30 days of purchase.
Systematic withdrawal plan	Nil.
Pre-authorized contribution plans	Nil.
Dishonoured cheques or insufficient funds	We reserve the right to charge a fee for such transactions.
Dealer fees	Nil. Series F and Series I unitholders may pay a separate fee to their dealer. The amount of this fee is determined between you and your Registered Representative.

DEALER COMPENSATION

Commissions we pay to your dealer – An amount equal to part of the management fees that the Funds pay may be paid to compensate your dealer for the services provided in connection with your investment in Series A units of the Funds.

The Manager does not pay your dealer any compensation or commission in connection with your purchase of or investment in Series F units or Series I units of the Funds. Series F Unitholders may pay a periodic fee directly to their dealer for investment advice and other services.

Trailing commission – No trailing commission is paid in respect of Series F and Series I units of the Funds. The trailing commission associated with Series A units of the Funds is described below.

Either monthly or quarterly, at our option or as agreed by us with your dealer, we pay your dealer a trailing commission of 1% per annum of the aggregate net asset value of the units you hold through your dealer in respect of your investment in Series A units of the Funds.

Dealer support

Cooperative marketing – We may pay your dealer up to 50% of the direct costs they incur to:

- Publish and distribute sales communications; and
- Lead seminars to educate investors or promote mutual funds or the Funds.

We may also provide dealers with marketing materials and reports to help them promote the Funds.

Conferences and seminars – In addition to cooperative marketing, we may also:

- Organize and present educational conferences for Registered Representatives;

- Pay Registered Representatives' registration fees for certain educational conferences organized and presented by third parties;

- Pay certain industry organizations up to 10% of the direct costs of organizing and presenting educational conferences; and

- Pay dealers up to 10% of the direct costs of organizing and leading educational conferences that are not investor conferences or seminars.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS FOR INVESTORS

The following is a general summary, at the time of filing, of certain of the principal Canadian federal income tax considerations generally applicable to you as an investor in units of a Fund offered under this Simplified Prospectus. This summary assumes you are an individual (other than a trust) who, for purposes of the Tax Act and at all times, (i) is a resident of Canada, (ii) deals at arm's length and is not affiliated with the Funds, and (iii) holds units as capital property.

Generally, units will be considered to be capital property to a unitholder provided the unitholder does not hold the units in the course of carrying on a business of trading or dealing in securities and has not acquired them in one or more transactions considered to be an adventure or concern in the nature of trade. Provided that each of the Funds qualifies as a "mutual fund trust" for the purposes of the Tax Act at all material times, certain Unitholders who might not otherwise be considered to hold units as capital property may, in certain circumstances, be entitled to have such units and all other "Canadian securities" as defined in the Tax Act owned or subsequently acquired by them treated as capital property by making the irrevocable election pursuant to subsection 39(4) of the Tax Act. Unitholders should consult their own tax advisors as to whether an election under subsection 39(4) of the Tax Act is available or advisable in their circumstances.

This summary is based on the current provisions of the Tax Act, an understanding of the current published administrative policies and assessing practices of the CRA and all specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (such proposals referred to hereafter as the "**Tax Proposals**"). This summary does not otherwise take into account or anticipate any changes in law, whether by legislative, governmental or judicial action, nor does it take into account other federal or any provincial, territorial or foreign income tax legislation or considerations. There can be no assurance that the Tax Proposals will be enacted in the form publicly announced or at all.

This summary assumes that none of the issuers of securities held by a particular Fund will be a foreign affiliate of the Fund or any unitholder of the Fund, or a non-resident trust that is not an "exempt foreign trust" as defined in section 94 of the Tax Act. This summary also assumes that no Fund will be (i) a "SIFT trust" for the purposes of the mark-to-market rules in the Tax Act, (ii) a "financial institution" for purposes of the Tax Act, or (iii) required to include any amounts in income pursuant to section 94.1 or section 94.2 of the Tax Act.

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

Tax Status of the Funds

This summary is based on the assumptions that (i) each Fund will qualify, at all times, as a "mutual fund trust" within the meaning of the Tax Act and has elected, or will elect, under the Tax Act to be a "mutual fund trust" from the date it was established, (ii) each Fund will not be maintained primarily for the benefit of non-residents, and (iii) not more than 50% (based on fair market value) of the units of a particular Fund will be held by non-residents of Canada or by partnerships that are not Canadian partnerships as defined in the Tax Act, or by any combination of such partnerships and non-residents.

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

Taxation of the Funds

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

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

Gains and losses realized by a Fund on the disposition of securities will generally be reported as capital gains and capital losses. Each Fund has elected under subsection 39(4) of the Tax Act so that all gains or losses realized on the disposition of securities that are "Canadian securities" (as defined in the Tax Act) will be deemed to be capital gains or losses to the Fund. Generally, gains and losses realized by a Fund from derivatives and in respect of short sales of securities (other than "Canadian securities") will be treated as income and losses of the Fund. However, where a derivative is used to hedge securities held on capital account, gains or losses realized by a Fund from such derivatives may be treated as capital gains or losses of the Fund provided there is sufficient linkage between the derivative and the security being hedged and subject to the detailed rules in the Tax Act. Whether gains or losses realized by a Fund in respect of a particular security (other than a "Canadian security") are on income or capital account will depend largely on factual considerations.

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

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

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

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

A Fund may be subject to alternative minimum tax in any taxation year throughout which the Fund is not a "mutual fund trust" for purposes of the Tax Act.

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

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

A Fund may be subject to the "straddle loss" rules contained in the Tax Act, which generally defer the realization of any loss on the disposition of a "position" to the extent of any unrealized gain on an offsetting "position". For the purposes of these rules, a "position" held by a Fund includes any interest in actively traded personal properties such as commodities, derivatives, and certain debt obligations. An offsetting "position" is any similar interest that has the effect of eliminating all or substantially all of the Fund's risk of loss and opportunity for gain in respect of the underlying "position". These rules are subject to various exceptions set out in the Tax Act.

Taxation of Unitholders

Units Held in a Registered Plan

If you hold units of a particular Fund in a Registered Plan, distributions (including by way of management fee distributions) from the Fund and capital gains from a redemption (or other disposition) of units held by the Registered Plan are generally not subject to tax under the Tax Act. Withdrawals made from the Registered Plan are generally subject to tax under the Tax Act (however, withdrawals from a TFSA are generally not subject to tax).

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

You should consult with your own tax advisors to determine whether units of a particular Fund would be a "prohibited investment" for your Prescribed Plan, based on your particular circumstances.

Units Not Held in a Registered Plan

If you hold units of a Fund outside a Registered Plan, you will generally be required to include in computing your income for a taxation year the portion of the net income of the Fund, including the taxable portion of any capital gains, if any, paid (or payable) to you by the Fund in that taxation year, whether such amounts are paid in cash or automatically reinvested in additional units.

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

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

Provided that appropriate designations are made by a particular Fund, such portion of (i) the taxable portion of any net capital gains of the Fund, and (ii) the taxable dividends received by the Fund on shares of taxable Canadian corporations as are paid or become payable to you will effectively retain their character and be treated as such in your hands. The gross-up and dividend tax credit rules contained in the Tax Act will apply to such amounts that are designated as taxable dividends from taxable Canadian corporations. If the particular Fund makes the appropriate designation, you may be entitled to claim a foreign tax credit in accordance with the provisions of, and subject to the general limitations under, the Tax Act for a portion of the foreign tax paid by the Fund in respect of income from foreign sources.

The NAV per unit of a particular Fund at the time you acquire units may reflect income and gains of the Fund that have accrued prior to that time. Accordingly, if you acquire units, particularly late in a calendar year, you may become taxable on the income or gains of the Fund that accrued before those units were acquired by you.

We will provide you with prescribed information in the form required by the Tax Act to assist you in preparing your tax return.

Management fee distributions, if any, that are received by you, to the extent that they are paid from the net income (including the taxable portion of capital gains) of the Fund, will generally be required to be included in your income for the taxation year in which such distributions are received. To the extent that a management fee distribution represents a return of capital, the adjusted cost base of the units held by you will be reduced by the amount of the management fee distribution.

Upon the redemption (or other disposition) of a unit of a particular Series of units of a Fund, including on a redemption of units to pay any applicable switch or reclassification fees, you will realize a capital gain (or capital loss) to the extent that your proceeds of disposition (i.e., the amount you receive for that unit) exceed (or are less than) your adjusted cost base of the unit and any reasonable costs of disposition. Your adjusted cost base of a single unit of a particular Series of units of a Fund at any particular time will generally be the average cost of all such units held by you at that time. For the purpose of determining the adjusted cost base of your units of a particular Series of units of a Fund, when units are acquired, including on the reinvestment of distributions, the cost of the newly acquired units will generally be averaged with the adjusted cost base of all such units owned by you as capital property immediately before that time.

One-half of any capital gain realized by you in a taxation year on the disposition of units will be included in your income for that taxation year and one-half of any capital loss realized by you must be deducted from the taxable portion of any capital gains realized in that taxation year. One-half of any unused capital losses may be deducted by you against the taxable portion of any capital gains arising in the three immediately preceding taxation years or in subsequent taxation years, subject to the rules in the Tax Act.

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

Based on current CRA administrative practice, a reclassification of a Series of units of a Fund as another Series of units of the same Fund denominated in the same currency should not generally be considered to give rise to a taxable disposition for the purposes of the Tax Act.

By contrast, an exchange or "switch" of units of one Fund for units of another Fund will constitute a taxable disposition for purposes of the Tax Act for proceeds of disposition equal to the fair market value of the units being exchanged at the time of the switch.

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

Calculating the Adjusted Cost Base of a Unit of a Fund

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

The total adjusted cost base of your units of a particular Series of units of a Fund (the "**subject Series**") is generally equal to:

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

  plus

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

  plus

- the fair market value of units of the subject Series that were acquired on an exchange or "switch" of units of another Fund (as at the time of the "switch");

  plus

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

  less

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

  less

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

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

Tax Reporting

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

International Tax Reporting

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

U.S. Foreign Account Tax Compliance Act

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

Eligibility for Investment

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

WHAT ARE YOUR LEGAL RIGHTS?

Securities legislation in some provinces and territories gives you the right to

(i) withdraw from an agreement to buy a mutual fund within two (2) business days of receiving the Fund Facts, or

(ii) cancel your purchase within 48 hours of receiving confirmation of your order.

Securities legislation in some provinces and territories also allows you to cancel purchase, or in some jurisdictions, claim damages, if this Simplified Prospectus, Fund Facts document or financial statements contain a misrepresentation. You must act within the time limits set by law in you're applicable province or territory.

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

EXEMPTIONS AND APPROVALS

Subject to approval by the IRC of the Funds and the requirements of NI 81-107, the portfolio manager can cause a Fund to purchase from, or sell portfolio securities to, another Fund. In addition, the Manager has received exemptive relief dated October 26, 2011 from the Canadian Securities Administrators that allows the Manager to permit a Fund's portfolio manager to purchase from, or sell portfolio securities to, another fund managed by the Manager or an affiliate of the Manager and advised by the same portfolio manager or a managed account advised by the same portfolio manager, subject to approval of the IRC and the terms of such exemptive relief. There is currently no cross trading between the Funds.

Each of the Funds has obtained exemptive relief from securities regulators:

(i) to permit a Fund to short sell securities having an aggregate market value of up to 100% of the Fund's NAV by exempting each Fund from the following provisions of NI 81-102:

(a) Subparagraph 2.6.1(1)(c)(v), which restricts a Fund from selling a security short if, at the time, the aggregate market value of all securities sold short by the Fund exceeds 50% of the Fund's NAV; and

(b) Section 2.6.2, which prohibits a Fund from borrowing cash or selling securities short if, immediately after entering into a cash borrowing or short selling transaction, the aggregate value of cash borrowed combined with the aggregate market value of all securities sold short by the Fund would exceed 50% of the Fund's NAV;

(the "**Market-Neutral Strategy Relief**");

(ii) exempting each Fund from the requirement in subsection 6.1(1) of NI 81-102, which provides that, except as provided in sections 6.8, 6.8.1 and 6.9 of NI 81-102, all portfolio assets of a Fund must be held under the custodianship of one custodian that satisfies the requirement of section 6.2 of NI 81-102, in order to permit a Fund to deposit portfolio assets with a borrowing agent that is not the Fund's custodian or sub-custodian in connection with a short sale of securities, if the aggregate market value of the portfolio assets held by the borrowing agent after such deposit, excluding the aggregate market value of the proceeds from outstanding short sales of securities held by the borrowing agent, does not exceed 25% of the NAV of the Fund at the time of deposit (the "**Short Sale Collateral Relief**"); and

(iii) exempting each Fund from the requirement in subsection 6.1(1) of NI 81-102 to permit a Fund to appoint more than one custodian, each of which is qualified to be a custodian under section 6.2 of NI 81-102 and each of which is subject to all of the other requirements in Part 6 of NI 81-102 other than the prohibition against the Fund appointing more than one custodian in subsection 6.1(1) of NI 81-102 (the "**Custodian Relief**").

Each Fund currently has one custodian as disclosed under the heading "*Responsibility For Mutual Fund Administration - Custodian*" in this Simplified Prospectus. The Manager may, however, appoint additional custodians in the future for one or more of the Funds in accordance with the Custodian Relief provided that the additional custodians are one of the Fund's prime brokers. The terms of any custodial agreement entered into with an additional custodian will comply with the requirements of NI 81-102 and will be filed as a material contract of the applicable Fund(s) following its execution.

In connection with the Market-Neutral Strategy Relief, the Manager has implemented the policies and procedures described under the heading "*Policies Regarding Short Sales*" in this Simplified Prospectus.

CERTIFICATE OF THE FUNDS

AND OF

CONNOR, CLARK & LUNN FUNDS INC.

AS MANAGER AND PROMOTER OF THE FUNDS

CC&L Global Long Short Fund

CC&L Global Market Neutral II Fund

CC&L Alternative Income Fund

PCJ Absolute Return II Fund

(collectively, the “Funds”)

March 28, 2024

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

“Tim Elliott”	“Michael Freund”
Tim Elliott Chief Executive Officer Connor, Clark & Lunn Funds Inc., as Manager of the Funds and on behalf of the Funds	Michael Freund Chief Financial Officer Connor, Clark & Lunn Funds Inc., as Manager of the Funds and on behalf of the Funds

On behalf of the Board of Directors of Connor, Clark & Lunn Funds Inc., as Manager and Promoter of the Funds and on behalf of the Funds:

“Warren Stoddart”

Warren Stoddart
Director

PART B: FUND SPECIFIC INFORMATION

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.

Mutual funds own different types of investments, depending upon their investment objectives and the investment strategies of the portfolio manager. The value of these investments will change from day to day, reflecting changes in interest rates, economic conditions, and market and company news. As a result, the net asset value 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.

Unlike bank accounts or GICs, mutual fund units are not covered by the Canada Deposit Insurance Corporation or any other government deposit insurer.

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.

Each Fund is an alternative mutual fund organized as an open-end unit trust governed by the Connor, Clark & Lunn Funds Inc. Master Trust Agreement.

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.
- *Recordkeeping 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.

Units of the Funds are purchased and sold at the relevant Series' net asset value per unit of the applicable Fund. The net asset value of a Fund, and the price of your units, will fluctuate on a daily basis with changes in the market value of the particular 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.

The full amount of your investment in any of the Funds is not guaranteed – The value of your investment in a mutual fund is not guaranteed. Unlike bank accounts or guaranteed investment certificates, units of the Funds 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' net asset value per unit. Under exceptional circumstances and where permitted by applicable securities laws, a Fund may not allow you to redeem your units. See "*Purchases, Switches And Redemptions - Redemption suspensions*" for details.

The Funds offered under this Simplified Prospectus are considered alternative mutual funds under NI 81-102 as they may use strategies generally prohibited for conventional mutual funds such as utilizing leverage of up to 300% of their net asset value and the ability to invest up to 20% of their net asset value in a single issuer. As a result of exemptive relief obtained by the Funds to utilize market-neutral strategies described under the heading "*Exemptions and Approvals*" in this Simplified Prospectus, the Funds may also use strategies generally prohibited for alternative mutual funds under NI 81-102 such as the ability to engage in short selling transactions with an aggregate market value of up to 100% of their net asset value (subject to a combined limit on short selling and cash borrowing of 100% of their net asset value). For more information regarding the risks associated with these strategies please see "*Concentration risk*", "*Counterparty risk*", '*Derivatives risk*", "*Leverage risk*" and "*Short selling risk*" below.

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 a Fund. In the description of each 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. corporations, 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 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 market risk will also affect the value of the ADR and, as a consequence, the performance of the Fund holding the ADR. As the terms and timing with respect to the depositary for an ADR are not within the control of the Fund or its portfolio manager and if the portfolio manager chooses only to hold ADRs rather than the underlying security, 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 Fund or the recognition of gain at a time which is not opportune for 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 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 Fund's investment objectives. The Fund may, in certain circumstances, as a result of conversion of bail-inable securities held by 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 such Fund would normally invest.

Call risk – Where the Fund invests in securities that are redeemed (or "called") by the issuer prior to maturity, the Fund may be required to reinvest the proceeds in securities that pay a lower interest rate and may therefore decrease the Fund's yield. Call risk will most likely occur during periods of declining interest rates.

Commodity risk – The Fund may invest directly or indirectly in commodities such as gold, silver, platinum, palladium or in companies engaged in the energy, natural resource or other commodity focused industries. These investments, and therefore the value of the Fund's investment in these commodities or in these companies and the net asset value of the Fund, will be effected by changes in the price of commodities which include, among others, gold, silver, platinum and palladium and which can fluctuate significantly in short time periods. Commodity prices can change as a result of a number of factors, including supply and demand, speculation, government and regulatory activities, international monetary and political factors, central bank activity and changes in interest rates and currency values. Direct purchases of bullion by the Fund may generate higher transaction and custody costs than other types of investments, which may impact the performance of the Fund.

Concentration risk – 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 Fund will vary more in response to changes in the market value of these securities, sectors, regions or countries. Issuer concentration may also increase the illiquidity of the Fund's portfolio if there is a shortage of buyers willing to purchase those securities.

Alternative mutual funds such as the Fund are subject to increased concentration risk as they are permitted to invest up to 20% of their net asset value in securities of a single issuer.

Corporate debt securities risk – Corporate debt securities are fixed income securities issued by companies. The market value of corporate debt securities may be affected by changes in the market rate of interest, the credit rating of the corporate issuer, the corporate issuer's performance and perception of the corporate issuer in the marketplace. Corporate issuers may not be able to meet their obligations in interest or principal payments at the times specified by the debt security.

Counterparty risk – The Fund may be subject to certain counterparty risks relating to its prime brokerage arrangements or the entering into of derivatives transactions:

- *Derivative counterparty risk* is the risk of credit failure or the inability of, or refusal by, a counterparty to a derivatives transaction to perform its obligations with respect to such transaction, which could subject the Fund to substantial losses.

- *Prime broker risk* exists where the assets of the Fund are held in one or more margin accounts with a prime broker as a result of the Fund borrowing cash for investment purposes, selling securities short or posting margin as collateral for specified derivatives transactions. These margin accounts may provide less segregation of customer assets than would be the case with a more conventional custody arrangement. In the event that the prime broker experiences severe financial difficulty, the Fund's assets could be frozen and inaccessible for withdrawal or subsequent trading for an extended period of time while the prime broker's business is restructured or liquidated, resulting in a potential loss to the Fund's investment due to adverse market movements during the period when the positions cannot be traded. Furthermore, if the prime broker's pool of customer assets is determined to be insufficient to meet all claims, the Fund could suffer a loss.

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 held by the Fund.

- *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.

- *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.

- *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.

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

Currency risk – The Fund's assets and liabilities are valued in Canadian dollars. When 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 Fund can benefit from changes in exchange rates.

The Fund will own securities denominated in foreign currencies. The portfolio manager will have the discretion to decide the extent to which the currency risk may be hedged. See '*Derivatives risk*' below.

In addition to 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 Fund is invested.

Cyber security risk – As the use of technology has become more prevalent in the course of business, 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 Fund to lose proprietary information, suffer data corruption or lose operational capacity. This, in turn, could cause 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 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 Fund's third party service providers (e.g. trustees and custodians) or companies that the Fund invests in can also subject the Fund to many of the same risks associated with direct cyber security breaches.

Derivatives risk – The Fund may use derivatives to pursue its investment objectives. Generally, a derivative is a contract between two parties whose value is determined with reference to the market price of an asset, such as a currency, commodity, or stock, or the value of an index or an economic indicator, such as a stock index or a specified interest rate (the "**underlying interest**").

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

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

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

The Fund may use derivatives to reduce certain risks, including but not limited to, risks associated with investments in foreign markets, currencies or specific securities. Using derivatives for these purposes is called hedging. Hedging may not be effective in preventing losses. Hedging may also reduce the opportunity for gain if the value of the hedged investment rises, because the derivative could incur an offsetting loss. Hedging may also be costly or difficult to implement. Derivatives may also be used for non-hedging purposes – including, but not limited 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, but not limited to:

- There is no guarantee that a hedging strategy will be effective or achieve its intended effect;

- There is no guarantee a liquid market will exist when the Fund wants to buy or sell the derivative contract, which could prevent the Fund from selling or exiting the derivatives at the appropriate time, therefore, the Fund may be unable to realize its profits or limit its losses;

- It is possible that the other party to the derivative contract will not meet its obligations under the contract. To minimize this risk, the Manager monitors all of the Funds' derivative transactions regularly to ensure that the credit rating of the contract counterparty or its guarantor will generally be at least as high as the minimum approved credit rating required under NI 81-102;

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

- When entering into a derivative contract, the Fund may be required to deposit funds with the contract counterparty. If the counterparty goes bankrupt, or if the counterparty is unable or unwilling to perform its obligations in respect of the Fund, the Fund could lose these deposits;

- Hedging may not be effective in preventing losses. Hedging may also reduce the opportunity for gain if the value of the hedged investment rises, because the derivative could incur an offsetting loss. Hedging may also be costly or difficult to implement;

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

- If an exchange halts trading in any particular derivative contract, 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 interest.

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

Emerging markets risk – Emerging markets have the risks described under Currency risk and Foreign investments risk. In addition, these markets are more likely to experience political, economic and social instability and may be subject to corruption or have lower business standards. Instability may result in the expropriation of assets or restrictions on payment of dividends, income or proceeds from the sale of securities held by the Fund. Furthermore, accounting and auditing standards and practices may be less stringent than similar standards in developed countries resulting in limited availability of information relating to the Fund's investments. Emerging market securities may also often be less liquid and custody and settlement mechanisms may be less developed in emerging market countries, resulting in delays and the incurring of additional costs to execute trades of securities.

Equity investment risk – Companies issue equities, or stocks, to help finance their operations and future growth. When the Fund purchases equities it becomes a part owner 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. Usually, the greater the potential reward, the greater the risk. 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.

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

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

Foreign investments risk – 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 the Fund that holds 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 Fund;

- There is a chance that foreign securities may be highly taxed or that government imposed exchange controls may prevent 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 Fund. See "*Currency risk*" on page 39.

Hedging transactions risk – The Fund may hedge against fluctuations in the relative values of the Fund's portfolio positions as a result of market movements. 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 the portfolio positions' value. Such hedging transactions also limit the opportunity for gain if the value of the portfolio position should increase. Moreover, it may not always be possible for the Fund to hedge against a market fluctuation.

While the Fund may enter into hedging transactions to seek to reduce market risks, unanticipated changes may result in a poorer overall performance of the Fund. For a variety of reasons, the portfolio manager of the Fund may not seek to establish (or may not otherwise obtain) a perfect correlation between hedging instruments and the portfolio holdings being hedged. Such imperfect correlation may prevent the Fund from achieving the intended hedge or expose the Fund to risk of loss.

High yield securities risk – The Fund may invest, directly or indirectly, in high yield securities that, at the time of purchase, are rated below investment grade. High yield securities risk is the risk that the securities rated below investment grade by a rating agency and/or determined as such by the portfolio manager may be more volatile than higher-quality securities of similar maturity. High yield securities may also be subject to greater levels of credit or default risk and may be traded on markets that are less liquid as compared to higher-quality securities. The value of high yield securities can be adversely affected by overall economic conditions such as an economic downturn or a period of rising interest rates, and high yield securities may be less liquid and more difficult to sell at an advantageous time or price, and more difficult to value than higher-rated securities. In particular, high yield securities are often issued by smaller, less creditworthy companies, or by highly leveraged (indebted) firms, which are generally less able than more financially stable firms to make scheduled payments of interest and principal. High yield securities may also be issued by sovereign governments of countries with less-well developed economies, political systems and/or financial markets.

Income 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. These investments 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 for claims against the income trust.

Interest rate risk – Fixed income securities, such as bonds, treasury bills and commercial paper, pay a fixed rate of interest. The value of the fixed income securities will rise and fall as interest rates change. This will impact the net asset value of the Fund. 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.

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

Large transaction risk – Any large transaction made by an institutional or individual investor could significantly impact the Fund's cash flow. If the investor buys large amounts of units of the Fund, the Fund could temporarily have a high cash balance. Conversely, if the investor redeems large amounts of units of the Fund, the Fund 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.

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

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.

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 net asset value per unit of the Fund. If that were to occur, then the net asset value of the units you would redeem may be lower than reasonably anticipated.

Mandatory redemption risk – Units of 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 interests of the Fund and its unitholders as a whole. See "*Mandatory redemptions*" on page 20.

Market risk – There are risks associated with being invested in the equity and fixed-income markets generally. The market value of the Fund's investments will rise and fall based on specific company developments and broader equity or fixed-income market conditions. Market value will also vary with changes in the general economic and financial conditions where investments are based. 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 could occur, 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, and may impair the portfolio manager's ability to carry out the objectives of the Fund or cause the Fund to incur losses. Even if general economic conditions do not change, the value of an investment in the Fund could decline if the particular industries, sectors or companies in which 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.

Modeling risk – The portfolio manager may use proprietary quantitative models in its investment processes. Differences between expected and actual model performance can lead to undesirable outcomes for the Fund. In particular, the historical data that is used as inputs to the models may not be representative of future market conditions, and therefore, may fail to predict future returns, volatilities, correlations or market performance adequately. Unexpected market or other events may cause the models' performance to vary significantly from expectations. The investment process and quantitative models used by the portfolio manager rely on code and software developed both by its quantitative team and by others outside of the team. The portfolio manager expects that coding errors will be made from time to time. These errors may go unidentified and unaddressed for long periods of time. The errors may lead to incorrect trades and positions in the portfolio which could lead to significant losses in the Fund. There can be no assurances that the models will perform as expected.

Multiple series risk – The Fund is available in more than one Series of units. Each Series has its own fees and expenses, which are tracked separately. The expenses of a Series will be deducted in calculating the net asset value of that Series, thereby reducing the net asset value. If one Series of units of the Fund is unable to pay its expenses or liabilities, the assets of the other Series of the Fund will be used to pay those expenses and liabilities. As a result, the returns and net asset value of the other Series of units of the Fund may also be reduced. Please see "*Purchases, Switches And Redemptions*" and "*Fees And Expenses*" in this Simplified Prospectus for more information regarding each Series and how their net asset value is calculated.

Performance fee risk – To the extent described in this Simplified Prospectus, the Manager may receive a performance fee, all or a portion of which may be paid to the portfolio manager in respect of certain Series of units of the Fund based upon the outperformance of the Series relative to the Fund's Hurdle or net positive return of the Series (as applicable) during a calendar quarter. The ability to earn a performance fee may theoretically create an incentive for the portfolio manager to make investments that are riskier than would be the case if such fee did not exist. In addition, because the performance fee is calculated on a basis that includes unrealized appreciation of the Fund's assets, the amount of the performance fee may be greater than if such compensation were based solely on realized gains.

Portfolio manager risk – The Fund is dependent on its portfolio manager to select its investments. As a result, the Fund is subject to the risk that poor security selection or asset allocation decisions will cause the Fund to underperform.

Portfolio turnover risk – The proportions of investments held in the Fund are adjusted on a relatively frequent basis. In order to do so, the Fund actively trades on a frequent ongoing basis, such that the operation of the Fund may result in a high annual portfolio turnover rate. The amount of leverage that the Fund operates at also exaggerates the turnover rate of the Fund. The Fund has no limit on the rate of portfolio turnover, and portfolio securities may be sold without regard to the time that they have been held when, in the opinion of the portfolio manager, investment considerations warrant such action. The high rate of portfolio turnover of the Fund involves correspondingly greater expenses than a lower turnover rate (e.g., greater transaction costs such as brokerage fees and market impact costs), and the greater the chance that a unitholder receiving distributions of income or capital gains from the Fund in a year. There is not necessarily a relationship between a high turnover rate and the performance of the Fund.

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 Fund.

Repurchase transactions, reverse repurchase transactions and securities lending risk – The Fund may enter into repurchase transactions, reverse repurchase transactions and securities lending agreements from time to time. In a repurchase transaction, the Fund 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 Fund to borrow short term cash and earn fees. In a reverse repurchase transaction, 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 Fund to earn a profit (or interest) and for the other party to borrow 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 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 Fund with collateral consisting of a combination of cash and securities.

The principal risks with the types of transactions described above are that the other party may default under the agreement or go bankrupt. In a reverse repurchase transaction, 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 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, the Fund must hold collateral with a market value of 105%, but never less than 102%, 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 Fund will not lend more than 50% of the total value of its assets through securities lending or repurchase transactions unless the Fund is permitted a greater amount.

Short selling risk – The Fund has received exemptive relief as described under the heading "*Exemptions and Approvals*" and its respective "*Investment Strategies"* section of this Simplified Prospectus. Subject to the terms of the Market-Neutral Strategy Relief (as hereinafter defined), the Fund is permitted to engage in short selling transactions up to a maximum of 100% of its net asset value, which is in excess of the short sale limits provided for both conventional mutual funds and alternative mutual funds in NI 81-102. A short sale is a transaction in which the Fund sells securities that it has borrowed from a lender in the open market and, at a later date, the Fund is required to purchase the same securities on the open market and return them to the lender. While the securities are borrowed, collateral is deposited with the lender and the Fund pays a stock borrowing fee to the lender. The borrowing fee may increase during the borrowing period, adding to the expense of a short sale strategy.

Engaging in short selling transactions involves the following risks:

- There is no assurance that the borrowed securities will decline in value during the period of the short sale by more than the compensation paid to the lender and the securities which are the subject of the short sale may instead increase in value;

- The Fund may encounter difficulties in purchasing and returning borrowed securities if a liquid market for the securities does not exist at the relevant time;

- A lender may require the Fund to return borrowed securities at any time. This may require the Fund to purchase such securities on the open market at an inopportune time; and

- The lender from whom the Fund has borrowed securities or the prime broker that is used to facilitate the short sale transaction may become insolvent. In such circumstances, the Fund may lose all of the collateral is has deposited with the lender or the prime broker (as applicable).

As a result of the Fund being permitted to engage in short selling transactions in excess of the applicable short selling restrictions in NI 81-102, the above-noted risks of short selling may have a greater impact on the Fund.

A Fund that invests in underlying funds may be indirectly exposed to short selling risk if the underlying funds in which it invests engages in short selling.

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 Fund may suspend redemptions. See "*How to Redeem Units of the Funds – Redemption suspensions*" on page 20.

Taxation of 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 a Fund were found to be a "SIFT trust", the amounts available to be distributed by the Fund to its unitholders could be materially reduced.

If a 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 Funds will not be changed in a manner which adversely affects unitholders and the Funds.

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

U.S. Foreign Account Tax 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 the IGA, which establishes a framework for cooperation and information sharing between the two countries and may provide relief from the FATCA Tax for Canadian entities, such as a Fund, provided that (i) the Fund complies with the terms of the IGA and the Canadian legislation implementing the IGA in Part XVIII of the Tax Act, and (ii) the government of Canada complies with the terms of the IGA. Each 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 a Fund are required to provide identity and residency and other information to the Fund (and may be subject to penalties for failing to do so), which, in the case of "Specified U.S. Persons", or certain non-U.S. entities controlled by "Specified U.S. Persons", will be provided, along with certain financial information (for example, account balances), by the Fund to the CRA and from the CRA to the U.S. Internal Revenue Service. A Fund may be required to treat holders of units of the Fund that fail to provide required information to the Fund as having a "U.S. Reportable Account" for FATCA purposes. A Fund is required to provide certain account-related information to the CRA in respect of all U.S. Reportable Accounts. A 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 a Fund would reduce the Fund's distributable cash flow and net asset value.

Name, Formation and History of the Funds

Each of the Funds, other than the PCJ Absolute Return II Fund was established as an open-end unit trust under the laws of Ontario pursuant to a supplemental trust agreement between CFI and the Trustee dated as of January 2, 2019 (the "**Supplemental Trust Agreement**"). The PCJ Absolute Return II Fund was established as an open-end unit trust under the laws of Ontario pursuant to a supplemental trust agreement between CFI and the Trustee dated as of January 2, 2021 (the "**PCJ Supplemental Trust Agreement**"). Each of the Supplemental Trust Agreement and the PCJ Supplemental Trust Agreement incorporates by reference the CFI Master Trust Agreement, containing the standard terms and conditions of each fund formed thereunder.

The principal place of business of the Funds, as well as the head office of the Manager, is located at 130 King St. West, Suite 1400, P.O. Box 240, Toronto, Ontario M5X 1C8.

The following table provides details regarding the date on which each Fund started offering units to the public as well as any name changes, merger with other funds or amendments made to the constating documents of the Fund during the past 10 years.

Fund name	**Date started**	**Name changes in past 10 years**	**Mergers with other funds in past 10 years**	**Amendments made to constating documents past 10 years**
CC&L Global Long Short Fund	February 15 , 2019	Changed name from CC&L Alternative Canadian Equity Fund on March 23, 2023.		First Amendment to the Supplemental Trust Agreement made and entered into as of March 23, 2023 reflecting the: (i) change in the name of the Fund to CC&L Global Long Short Fund; and (ii) the change in the investment objective of the Fund approved by unitholders at a special meeting held on February 9, 2023.
CC&L Global Market Neutral II Fund	February 15 , 2019	Changed name from CC&L Alternative Global Equity Fund on March 23, 2023.		First Amendment to the Supplemental Trust Agreement made and entered into as of March 23, 2023 reflecting the: (i) change in the name of the Fund to CC&L Global Market Neutral II Fund; and (ii) the change in the investment objective of the Fund approved by unitholders at a special meeting held on February 9, 2023.
CC&L Alternative Income Fund	February 15 , 2019			
PCJ Absolute Return II Fund	March 5, 2021			

Investment Restrictions and Practices

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

Each of the Funds is an alternative mutual fund and uses investment strategies that are not permitted for other types of mutual funds, specifically short selling up to 100% of its NAV and borrowing cash up to 50% of its NAV. Although this investment strategy is designed to hedge or reduce the Fund's risk, it may increase risk to the Fund in certain circumstances, as described in "*Short selling risk"*.

As an alternative mutual fund, the Fund may invest up 20% of its NAV in securities issued by a single issuer at the time of purchase. Subsequent to the purchase, the value of the securities held may increase to more than 20% of NAV. In the twelve (12) months prior to the date of this Simplified Prospectus, the Fund held more than 10% of it NAV in securities of a number of issuers. Higher concentration of the Fund's holdings in single issuers can lead to greater losses if the securities issued by those issuers fall in price or may make it more difficult for the Fund to meet redemption requests at times of financial distress if it becomes difficult to sell those concentrated positions of securities at fair prices.

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

Distribution Rights

All Unitholders of a Fund participate in distributions (other than management fee distributions and distributions of a return of capital). Each Series of a Fund is entitled to its share of adjusted net income of the Fund. Adjusted net income is the Fund's net income including any net realized capital gains, adjusted for specific expenses of the Fund attributable to that Series (such as management fees and performance fees). To the extent that distributions made during a year exceed the adjusted net income and net realized capital gains available for distributions which are allocated amongst Series as described above, such distributions may include a return of capital. A distribution of a return of capital is equal to the amount of distributions paid or payable throughout the year in excess of adjusted net income, calculated by Series and may not be proportionately shared amongst all Series of the Fund. Distributions will be made at the times and in the manner set forth in the Simplified Prospectus in respect of a Fund. All distributions are required to be automatically reinvested in additional units of the same Series of a 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 27.

Liquidation Rights

A Series of a Fund will generally be entitled to a distribution in the event of dissolution of the Fund. The distribution is equal to that Series' share of the Fund's net assets after adjustment for expenses of the Fund attributable to the Series.

Voting Rights

Each holder of a whole unit of a Fund is entitled to one vote at all unitholder meetings of the Fund except meetings at which the holders of another Series have a right to vote separately as a Series.

Matters Requiring Unitholder Approval

The Funds do not hold regular meetings. Unitholders are permitted to vote on all matters that require unitholder approval under NI 81-102 or under the constating documents of the Funds. These matters are:

- a change in the basis of calculation of a fee or expense that is charged to a Fund or directly to its Unitholders in a way that could result in an increase in charges to the Fund or its Unitholders;

- the introduction of a fee or expense that is charged to a Fund or directly to its Unitholders that could result in an increase in charges to the Fund or its Unitholders;

- a change in the manager of a Fund, unless the new manager is an affiliate of the Manager;

- a change in the fundamental investment objectives of a Fund;

- a decrease in the frequency of the calculation of the net asset value per unit of a Fund; and

- in certain cases, where a Fund undertakes a reorganization with, or transfers its assets to, another mutual fund or acquires another mutual fund's assets (a "**merger**").

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 a Fund, a Series of a Fund or directly to a Fund's Unitholders by an arm's length person that could result in an increase in charges to the Fund, the Series of the Fund or the Unitholders can be effected without unitholder approval provided that Unitholders of the Fund or of the applicable Series of the Fund have been given written notice of at least sixty (60) days before the effective date thereof. In addition, where permitted by applicable securities laws, a merger of a Fund managed by the Manager into another mutual fund managed by the Manager or an affiliate of the Manager can be effected without unitholder approval provided the IRC approves the merger and Unitholders of the Fund have been given written notice of at least 60 days before the effective date of the merger.

The rights and conditions attaching to the units of a Fund may be modified only in accordance with the provisions attaching to such units set forth in the Connor, Clark & Lunn Funds Inc. Master Trust Agreement or the applicable supplement thereto.

Distribution Policy

Each of the Funds has a policy to make distributions quarterly at a rate determined from time to time by the Manager. These distributions are not guaranteed and may change at any time at our discretion. The Fund will also distribute, in respect of each taxation year, any net income and net realized capital gains in excess of the quarterly distributions at the end of each taxation year (normally December 31), or at such other times as may be determined by the Manager. If the quarterly distributions exceed the Fund's net income and net realized capital gains for the year, a portion of the Fund's distributions to Unitholders may represent return of capital.

The following information applies to all Series of Units of the Fund, as applicable:

- The record date for a dividend or distribution is the Valuation Date prior to the payment date.

- The Fund may make distributions in cash, Units of the same Series of the Fund or property in kind payable in proportions to be determined from time to time by the Manager. You may, by written request, elect to receive cash payment by electronic transfer to your bank account; however, the Manager may, in respect of certain distributions, cause any such cash payment to be automatically reinvested in additional Units of the same Series of the Fund. Cash distributions are not available for Registered Plans. The Manager reserves the right to change this distribution policy, and may elect to have all distributions paid in cash.

- Units acquired through the reinvestment of dividends or distributions are not subject to any sales charges.

- As the Fund may dispose of some of its investment portfolio each year, the amount of dividends or distributions may be material.

Description of the Securities Offered by the Funds

Each of the Funds is permitted to issue an unlimited number of Series of Units and may issue an unlimited number of Units of each Series. The Fund has created Series A, Series F and Series I Units. Units of the Funds have the following attributes:

(a) each Unit shall be without nominal or par value;

(b) at each meeting of Unitholders, each Unitholder shall have one vote for each Unit owned by such Unitholder as determined at the close of business on the record date for voting each such meeting, with no voting rights being attributed to fractions of a Unit;

(c) each Unitholder will participate in distributions of income, capital gains and returns of capital, and in the division of net assets of the Fund on liquidation based on the relative NAV of the holder's particular Series of Units and in accordance with the Declaration of Trust;

(d) there shall be no pre-emptive rights attaching to the Units;

(e) there shall be no cancellation or surrender provisions attaching to the Units except as set out in the Declaration of Trust;

(f) all Units shall be issued as fully paid and non-assessable so that there shall be no liability for future calls or assessments with respect to the Units;

(g) all Units shall be fully transferable with the consent of the Trustee as provided in the Declaration of Trust; and

(h) fractional Units may be issued and shall be proportionately entitled to all the same rights as whole Units, except as provided in the Declaration of Trust.

Series A units of each Fund are available to all investors who purchase through dealers and who invest the minimum amount. Dealers receive trailing commissions from us in relation to purchases of Series A units by their clients. See "*Dealer Compensation*" on page 26.

Series F units of each Fund are available to investors who participate in fee based programs through their dealer, whose dealer has signed a Series F agreement with us and who invest the minimum amount. The Manager has designed Series F to offer investors an alternative means of compensating their dealer for investment advice and other services. The Manager 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 of each Fund 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 well as employees, former employees (and their respective affiliates) of the Manager and its affiliates and to other comparable investors as the Manager may determine from time to time who invest such amount as the Manager may agree.

The money that you and other investors pay to purchase units of any Series is tracked in the Fund's administration records. However, all contributions to the Fund are combined in a single pool to create one portfolio for investment purposes.

Investment Risk Classification Methodology

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

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

If a Fund has less than 10 years of performance history, we will calculate the Fund's standard deviation by imputing, for the remainder of the 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 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

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

The methodology that the Manager uses to identify the investment risk level of the Funds 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.

A Fund may be suitable for you as an individual component within your entire investment portfolio, even if the Fund's risk level 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.

CC&L GLOBAL LONG SHORT FUND

Fund details

Fund type	Long/Short Global Equity	
Date Fund started	February 15, 2019	
Date Series started	Series A: February 15, 2019 Series F: February 15, 2019 Series I: February 15, 2019	
Nature of Securities offered	Trust units	
Registered account eligibility	Qualified Investment for Registered Plans	
Management fees	Series A:	2.00%
	Series F:	1.00%
	Series I:	Negotiated with Manager, but not to exceed the management fee payable on Series A units
Performance fees	Series A:	20% of net outperformance over the Hurdle, subject to a perpetual high-water mark
	Series F:	20% of net outperformance over the Hurdle, subject to a perpetual high-water mark
	Series I:	Negotiated with Manager
Hurdle	4.00% per annum.	
Currency	CAD	
Portfolio Manager	CCLIM	

What does the Fund invest in?

Investment Objective – The investment objective of the CC&L Global Long Short Fund is to provide long-term capital appreciation and attractive risk adjusted returns over the long term by actively investing in a portfolio of securities and derivative contracts and by employing equity long short strategies.

The Fund may also invest in cash, money market and short term debt instruments. The Fund may use leverage in order to meet its stated investment objective. Securities lending may also be used in conjunction with the investment strategies of the Fund to enhance returns.

The Fund will engage in short selling, cash borrowing and use derivatives in order to meet its investment objective. The amount of leverage used by the Fund is described in the *Investment Strategies* section below.

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

Investment Strategies – The Manager has retained CCLIM, as portfolio manager, with full authority and responsibility, to invest the assets of the Fund. CCLIM and the Manager are part of CC&LFG. CCLIM was established in 1982 and is one of Canada's largest independent investment management companies with significant experience in managing alternative investment strategies. As of December 31, 2023, CCLIM had over $64 billion in assets under management and CC&LFG, through its affiliates, had approximately $118 billion in assets under management.

To achieve the Fund's investment objective, the portfolio manager will actively manage a diversified portfolio of global equity securities by utilizing both long and short positions while typically maintaining 40%-60% net long global equity exposure. The portfolio manager assesses specific investment opportunities through a disciplined application of a quantitative process, which evaluates specific securities using a variety of factors. The Fund will engage in short selling, cash borrowing and use derivatives as described below.

The Fund will primarily invest, directly or indirectly through the use of derivatives, in equity securities including, but not limited to, common shares, units or interests in limited partnerships, royalty trusts, income trusts, ETFs, subscription receipts and real estate investment trusts that are traded on exchanges in countries represented in the MSCI ACWI Index as well as rights, warrants, cash and cash equivalents, and derivatives as outlined below.

The Fund may invest from time to time (either directly or by maintaining a position in a specified derivative) in securities of another alternative mutual fund or non-redeemable investment fund (an **"underlying fund**"), including underlying funds managed by the Manager or an affiliate or associate of the Manager provided that the underlying fund is subject to NI 81-102 and is a reporting issuer in a province or territory of Canada.

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

The Fund will not purchase a security of an issuer, enter into a specified derivatives transaction or purchase an index participation unit if, immediately after the transaction, more than 20% of its net asset value would be invested in securities of a single issuer.

The portfolio manager considers Environmental, Social and Governance ("**ESG**") factors as part of its investment process by reviewing MSCI data to identify systematic risk factors, as well as predictors of stock-specific risk. However, ESG factors are not a material component of the investment process and are not currently used as a specific investment strategy for the Fund. ESG factors are just one of many factors considered in the security selection process.

Investment Restrictions

Short Selling and Borrowing

The Fund may sell securities short in accordance with the Market-Neutral Strategy Relief described under the heading "*Exemptions and Approvals*" in this Simplified Prospectus provided that the Fund implements a series of controls (described under the heading "*Policies Regarding Short Sales*") when conducting short sale transactions. The aggregate market value of all securities sold short by the Fund may not exceed 100% of the net asset value of the Fund, which is greater than the limit of 50% of net asset value applicable to other alternative mutual funds under NI 81-102.

A short sale is a transaction in which the Fund sells securities that it has borrowed from a lender in the open market and, at a later date, the Fund is required to purchase the same securities on the open market and return them to the lender. In the interim, the Fund must pay compensation to the lender for the loan of the securities and also provide collateral to the lender for such loan.

The Fund may borrow cash in an amount up to 50% of its net asset value. When the Fund engages in cash borrowing, it will provide a security interest over the certain assets of the Fund to the lender as security in connection with such borrowing.

The Fund will not borrow cash and/or sell securities short (as applicable), if immediately after entering into a cash borrowing arrangement and/or short selling transaction, the aggregate value of the cash borrowed combined with the aggregate market value of all securities sold short by the Fund exceeds 100% of the Fund's net asset value. In the event that the aggregate value of cash borrowed combined with the aggregate market value of securities sold short by the Fund exceeds 100% of the Fund's net asset value, the portfolio manager shall, as quickly as is commercially reasonable, take all necessary steps to reduce the aggregate value of cash borrowed combined with the aggregate market value of securities sold short to 100% or less of the Fund's net asset value.

With respect to short selling and borrowing, the Fund will be managed in accordance with the Market-Neutral Strategy Relief and investment restrictions and rules applicable to alternative mutual funds as outlined in NI 81-102 which currently include:

- The Fund may only borrow cash from entities that would qualify as a custodian or sub-custodian under section 6.2 or section 6.3 of NI 81-102;
- Where the lender is an affiliate of the Manager, approval of the Fund's IRC is required and the borrowing arrangement must be in accordance with normal industry practice and be on standard commercial terms for agreements of this nature; and
- The aggregate market value of the securities of a single issuer (excluding "government securities" as defined in NI 81-102) sold short by the Fund will not exceed 10% of the Fund's net asset value.

The Fund does not currently anticipate engaging in cash borrowing from an affiliate of the Manager.

Short Sale Collateral

In accordance with the Short Sale Collateral Relief described under the heading "*Exemptions and Approvals*" in this Simplified Prospectus, the Fund is exempt from the requirement in NI 81-102 that all portfolio assets of the Fund must be held under the custodianship of one custodian that satisfies the requirement of section 6.2 of NI 81-102. As such, the Fund is permitted to deposit portfolio assets with a borrowing agent that is not the Fund's custodian or sub-custodian in connection with a short sale of securities, if the aggregate market value of the portfolio assets held by the borrowing agent after such deposit, excluding the aggregate market value of the proceeds from outstanding short sales of securities held by the borrowing agent, does not exceed 25% of the NAV of the Fund at the time of deposit.

Use of Derivatives

Derivatives generally take the form of a contract between two parties to purchase or sell a specific commodity, currency, security, index or other underlying interest at a later time. Derivatives may be traded on a securities exchange or on over the counter markets. The portfolio manager will use derivatives such as futures, forwards, options, swaps and structured notes for "hedging" purposes to reduce the Fund's exposure to changes in securities' prices, interest rates, exchange rates or other risks. Derivatives may also be used for "non-hedging" purposes, which may include the following: (i) as substitute investments for stocks or a stock market; (ii) to gain exposure to other currencies; (iii) to seek to generate additional income; or (iv) for any other purpose that is consistent with the Fund's investment objective. The Fund may invest in specified derivatives, uncovered derivatives or enter into derivatives contracts with counterparties that do not have a "designated rating" as defined in NI 81-102**.** The financial statements of the Fund will include disclosure regarding the Fund's use of derivatives for hedging and non-hedging purposes as at the last day of the applicable financial reporting period.

Leverage

The use of leverage by the Fund will at all times be in accordance with the Market-Neutral Strategy Relief and the prescribed rules set out in NI 81-102. The amount of leverage used by the Fund must not exceed three times the Fund's net asset value and will be calculated as the sum of: (i) the aggregate value of the Fund's outstanding indebtedness under borrowing arrangements entered into in accordance with NI 81-102; (ii) the aggregate market value of all securities sold short; and (iii) the aggregate notional value of the Fund's specified derivatives positions minus the aggregate notional amount of any specified derivatives that are hedging transactions. If the Fund's use of leverage exceeds three times the Fund's net asset value, the portfolio manager shall, as quickly as is commercially reasonable, take all necessary steps to reduce the amount of leverage in the Fund to three times the Fund's net asset value or less.

Portfolio Turnover

The investment strategies of the Fund involve a significant amount of portfolio turnover.

Active trading of the Fund's investments may result in increased trading costs, which can lower the Fund's returns. It also increases the possibility that you will receive distributions, which are taxable if you hold units outside of a Registered Plan.

General

As Manager of the Fund, we may change the investment strategies from time to time, but we will provide unitholders notice of our intention to do so if it would be a "material change" as defined in NI 81-106. Under NI 81-106, a change in the business, operations, or affairs of the Fund is considered to be a material change if a reasonable investor would consider it important in deciding whether to purchase or continue to hold units of the Fund.

While not currently expected by the portfolio manager, the Fund may temporarily hold a substantial portion of its assets in cash and/or money market instruments 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 objective and strategies.

What are the risks of investing in the Fund?

The direct and indirect risks of investing in the CC&L Global Long Short Fund include:

American depositary securities and receipts risk	Large transaction risk
Commodity risk	Leverage risk
Concentration risk	Liquidity risk
	Mandatory redemption risk
Counterparty risk	Market risk
Credit risk	Modeling risk
Currency risk	Multiple series risk
Cyber security risk	Performance fee risk
Derivatives risk	Portfolio manager risk
Developed countries investments risk	Portfolio turnover risk
Emerging markets risk	Regulatory and legal risk
Equity investment risk	Repurchase transactions, reverse repurchase transactions and securities lending risk
Exchange-traded fund risk	Short selling risk
Foreign investments risk	Small company risk
Hedging transactions risk	Suspension of redemptions risk
Income trusts, partnerships and REITs risk	Taxation of fund risk

Interest rate risk	Trust loss restriction rule risk
Lack of operating history risk	U.S. Foreign Account Tax Compliance Act risk

Please see "*What are the specific risks of investing in a mutual fund?*" for a description of each of the risk factors noted above.

Investment Risk Classification Methodology

The investment risk level of a mutual fund is required to be determined in accordance with a standardized risk classification methodology that is based on the mutual fund's historical volatility as measured by the 10-year standard deviation of the returns of the mutual fund. As the Fund has less than 10 years of performance history, we calculate the investment risk level using a reference index that the Manager believes is reasonably expected to approximate the standard deviation of the Fund. However, the Manager recognizes that other types of risk, both measurable and non-measurable, may exist and we remind you that the historical performance of the Fund (or a reference index used as its proxy) may not be indicative of the future returns and that the historical volatility of the Fund (or a reference index used as its proxy) may not be indicative of its future volatility.

The following is a description of the Scotiabank Canadian Hedge Fund Index (Equal Weighting) which is the reference index used for the Fund as a proxy since the Fund has less than 10 years of performance history. The Scotiabank Canadian Hedge Fund Index (Equal Weighting) provides a comprehensive overview of the Canadian hedge fund universe. The index returns are calculated using an equal weighting of the funds. The index includes both open and closed funds with a minimum AUM of C$15 million and at least a 12- month track record of returns, managed by Canadian-domiciled hedge fund managers. Where the Scotiabank Canadian Hedge Fund Index (Equal Weighting) did not have data available to use as the reference index, a supplemental reference index was used, comprised of an equal weighting of the TSX 300 (50% weight) and the S&P 500 (50% weight).

In accordance with the Manager's risk classification methodology, the Manager has classified this Fund's investment risk level to be medium. The Fund's investment risk level can change over time. Please see "*Investment Risk Classification Methodology*" on page 52 for a description of how we determined the classification of this Fund's investment risk level.

Distribution policy

The Fund has a policy to make distributions annually at a rate determined from time to time by the Manager. The rate may be adjusted without prior notification, if conditions change, including in the capital markets. Subject to applicable securities legislation, all distributions will be automatically reinvested in additional Series of units unless you otherwise specify. The Manager reserves the right to change this policy and may elect to have distributions paid in cash. You should keep this policy in mind when determining whether or not an investment in the Fund is suitable for your particular circumstances. For information about how distributions can affect your taxes, see "*Certain Canadian Federal Income Tax Considerations for Investors*" on page 27.

CC&L GLOBAL MARKET NEUTRAL II FUND

Fund details

Fund type	Market Neutral Fund	
Date Fund started	February 15, 2019	
Date Series started	Series A: February 15, 2019 Series F: February 15, 2019 Series I: February 15, 2019	
Nature of Securities offered	Trust units	
Registered account eligibility	Qualified Investment for Registered Plans	
Management fees	Series A:	1.90%
	Series F:	0.90%
	Series I:	Negotiated with Manager, but not to exceed the management fee payable on Series A units
Performance fees	Series A:	20% of net positive return of the Series for the Performance Period, subject to a perpetual high-water mark
	Series F:	20% of net positive return of the Series for the Performance Period, subject to a perpetual high-water mark
	Series I:	Negotiated with Manager
Currency	CAD	
Portfolio Manager	CCLIM	

What does the Fund invest in?

Investment objective – The investment objective of the CC&L Global Market Neutral II Fund is to earn a positive absolute and attractive risk adjusted return over the long term while demonstrating low correlation with, and lower volatility than, traditional equity markets by investing in securities and derivative contracts and by employing equity hedge based and equity market neutral strategies.

The Fund may use leverage in order to meet its stated investment objective. Securities lending may also be used in conjunction with the investment strategies of the Fund to enhance returns.

The Fund will engage in short selling, cash borrowing and use derivatives in order to meet its investment objective. The amount of leverage used by the Fund is described in the *Investment Strategies* section below.

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

Investment Strategies – The Manager has retained CCLIM, as portfolio manager, with full authority and responsibility, to invest the assets of the Fund. CCLIM and the Manager are part of CC&LFG. CCLIM was established in 1982 and is one of Canada's largest independent investment management companies with significant experience in managing alternative investment strategies. As of December 31, 2023, CCLIM had over $64 billion in assets under management and CC&LFG, through its affiliates, had approximately $118 billion in assets under management.

To achieve the Fund's investment objective, the portfolio manager will actively manage a diversified portfolio of global equity securities by utilizing both long and short positions while typically maintaining close to 0% net long global equity exposure. The portfolio manager assesses specific investment opportunities through a disciplined application of a quantitative process, which evaluates specific securities using a variety of factors. The Fund will engage in short selling, cash borrowing and use derivatives as described below.

The Fund will primarily invest, directly or indirectly through the use of derivatives, in equity securities including, but not limited to, common shares, units or interests in limited partnerships, royalty trusts, income trusts, ETFs, subscription receipts and real estate investment trusts that are traded on exchanges in countries represented in the MSCI ACWI Index as well as rights, warrants, cash and cash equivalents, and derivatives as outlined below.

The Fund may invest from time to time (either directly or by maintaining a position in a specified derivative) in securities of another alternative mutual fund or non-redeemable investment fund (an "**underlying fund**"), including underlying funds managed by the Manager or an affiliate or associate of the Manager provided that the underlying fund is subject to NI 81-102 and is a reporting issuer in a province or territory of Canada.

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

The Fund will not purchase a security of an issuer, enter into a specified derivatives transaction or purchase an index participation unit if, immediately after the transaction, more than 20% of its net asset value would be invested in securities of a single issuer.

The portfolio manager considers ESG) factors as part of its investment process by reviewing MSCI data to identify systematic risk factors, as well as predictors of stock-specific risk. However, ESG factors are not a material component of the investment process and are not currently used as a specific investment strategy for the Fund. ESG factors are just one of many factors considered in the security selection process.

Investment Restrictions

Short Selling and Borrowing

The Fund may sell securities short in accordance with the Market-Neutral Strategy Relief described under the heading "*Exemptions and Approvals*" in this Simplified Prospectus provided that the Fund implements a series of controls (described under the heading "*Policies Regarding Short Sales*") when conducting short sale transactions. The aggregate market value of all securities sold short by the Fund may not exceed 100% of the net asset value of the Fund, which is greater than the limit of 50% of net asset value applicable to other alternative mutual funds under NI 81-102.

A short sale is a transaction in which the Fund sells securities that it has borrowed from a lender in the open market and, at a later date, the Fund is required to purchase the same securities on the open market and return them to the lender. In the interim, the Fund must pay compensation to the lender for the loan of the securities and also provide collateral to the lender for such loan.

The Fund may borrow cash in an amount up to 50% of its net asset value. When the Fund engages in cash borrowing, it will provide a security interest over the certain assets of the Fund to the lender as security in connection with such borrowing.

The Fund will not borrow cash and/or sell securities short (as applicable), if immediately after entering into a cash borrowing arrangement and/or short selling transaction, the aggregate value of the cash borrowed combined with the aggregate market value of all securities sold short by the Fund exceeds 100% of the Fund's net asset value. In the event that the aggregate value of cash borrowed combined with the aggregate market value of securities sold short by the Fund exceeds 100% of the Fund's net asset value, the portfolio manager shall, as quickly as is commercially reasonable, take all necessary steps to reduce the aggregate value of cash borrowed combined with the aggregate market value of securities sold short to 100% or less of the Fund's net asset value.

With respect to short selling and borrowing, the Fund will be managed in accordance with the Market-Neutral Strategy Relief and the investment restrictions and rules applicable to alternative mutual funds as outlined in NI 81-102 which currently include:

- The Fund may only borrow cash from entities that would qualify as a custodian or sub-custodian under section 6.2 or 6.3 of NI 81-102;

- Where the lender is an affiliate of the Manager, approval of the Fund's IRC is required and the borrowing arrangement must be in accordance with normal industry practice and be on standard commercial terms for agreements of this nature; and

- The aggregate market value of the securities of a single issuer (excluding "government securities" as defined in NI 81-102) sold short by the Fund will not exceed 10% of the Fund's net asset value.

The Fund does not currently anticipate engaging in cash borrowing from an affiliate of the Manager.

Short Sale Collateral

In accordance with the Short Sale Collateral Relief described under the heading "*Exemptions and Approvals*" in this Simplified Prospectus, the Fund is exempt from the requirement in NI 81-102 that all portfolio assets of the Fund must be held under the custodianship of one custodian that satisfies the requirement of section 6.2 of NI 81-102. As such, the Fund is permitted to deposit portfolio assets with a borrowing agent that is not the Fund's custodian or sub-custodian in connection with a short sale of securities, if the aggregate market value of the portfolio assets held by the borrowing agent after such deposit, excluding the aggregate market value of the proceeds from outstanding short sales of securities held by the borrowing agent, does not exceed 25% of the NAV of the Fund at the time of deposit.

Use of Derivatives

Derivatives generally take the form of a contract between two parties to purchase or sell a specific commodity, currency, security, index or other underlying interest at a later time. Derivatives may be traded on a securities exchange or on over the counter markets. The portfolio manager will use derivatives such as futures, forwards, options, swaps and structured notes for "hedging" purposes to reduce the Fund's exposure to changes in securities' prices, interest rates, exchange rates or other risks. Derivatives may also be used for "non-hedging" purposes, which may include the following: (i) as substitute investments for stocks or a stock market; (ii) to gain exposure to other currencies; (iii) to seek to generate additional income; or (iv) for any other purpose that is consistent with the Fund's investment objective. The Fund may invest in specified derivatives, uncovered derivatives or enter into derivatives contracts with counterparties that do not have a "designated rating" as defined in NI 81-102. The financial statements of the Fund will include disclosure regarding the Fund's use of derivatives for hedging and non-hedging purposes as at the last day of the applicable financial reporting period.

Leverage

The use of leverage by the Fund will at all times be in accordance with the Market-Neutral Strategy Relief and the prescribed rules set out in NI 81-102. The amount of leverage used by the Fund must not exceed three times the Fund's net asset value and will be calculated as the sum of: (i) the aggregate value of the Fund's outstanding indebtedness under borrowing arrangements entered into in accordance with NI 81-102; (ii) the aggregate market value of all securities sold short; and (iii) the aggregate notional value of the Fund's specified derivatives positions minus the aggregate notional amount of any specified derivatives that are hedging transactions. If the Fund's use of leverage exceeds three times the Fund's net asset value, the portfolio manager shall, as quickly as is commercially reasonable, take all necessary steps to reduce the amount of leverage in the Fund to three times the Fund's net asset value or less.

Portfolio Turnover

The investment strategies of the Fund involve a significant amount of portfolio turnover.

Active trading of the Fund's investments may result in increased trading costs, which can lower the Fund's returns. It also increases the possibility that you will receive distributions, which are taxable if you hold units outside of a Registered Plan.

General

As Manager of the Fund, we may change the investment strategies from time to time, but we will provide unitholders notice of our intention to do so if it would be a "material change" as defined in NI 81-106. Under NI 81-106, a change in the business, operations, or affairs of the Fund is considered to be a material change if a reasonable investor would consider it important in deciding whether to purchase or continue to hold units of the Fund.

While not currently expected by the portfolio manager, the Fund may temporarily hold a substantial portion of its assets in cash and/or money market instruments 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 objective and strategies.

What are the risks of investing in the Fund?

The direct and indirect risks of investing in the CC&L Global Market Neutral II Fund include:

American depositary securities and receipts risk	Large transaction risk
Commodity risk	Leverage risk
Concentration risk	Liquidity risk
	Mandatory redemption risk
Counterparty risk	Market risk
Credit risk	Modeling risk
Currency risk	Multiple series risk
Cyber security risk	Performance fee risk
Derivatives risk	Portfolio manager risk
Developed countries investments risk	Portfolio turnover risk
Emerging markets risk	Regulatory and legal risk
Equity investment risk	Repurchase transactions, reverse repurchase transactions and securities lending risk
Exchange-traded fund risk	Short selling risk
Foreign investments risk	Small company risk
Hedging transactions risk	Suspension of redemptions risk
Income trusts, partnerships and REITs risk	Taxation of fund risk

Interest rate risk	Trust loss restriction rule risk
Lack of operating history risk	U.S. Foreign Account Tax Compliance Act risk

Please see "*What are the specific risks of investing in a mutual fund?*" for a description of each of the risk factors noted above.

Investment Risk Classification Methodology

The investment risk level of a mutual fund is required to be determined in accordance with a standardized risk classification methodology that is based on the mutual fund's historical volatility as measured by the 10-year standard deviation of the returns of the mutual fund. As the Fund has less than 10 years of performance history, we calculate the investment risk level using a reference index that the Manager believes is reasonably expected to approximate the standard deviation of the Fund. However, the Manager recognizes that other types of risk both measurable and non-measurable, may exist and we remind you that the historical performance of the Fund (or a reference index used as its proxy) may not be indicative of future returns and that the historical volatility of the Fund (or a reference index used as its proxy) may not be indicative of its future volatility.

The following is a description of the Scotiabank Canadian Hedge Fund Index (Equal Weighting) which is the reference index used for the Fund as a proxy since the Fund has less than 10 years of performance history. The Scotiabank Canadian Hedge Fund Index (Equal Weighting) provides a comprehensive overview of the Canadian hedge fund universe. The index returns are calculated using an equal weighting of the funds. The index includes both open and closed funds with a minimum AUM of C$15 million and at least a 12- month track record of returns, managed by Canadian-domiciled hedge fund managers. Where the Scotiabank Canadian Hedge Fund Index (Equal Weighting) did not have data available to use as the reference index, a supplemental reference index was used, comprised of an equal weighting of the TSX 300 (50% weight) and the S&P 500 (50% weight).

In accordance with the Manager's risk classification methodology the Manager has classified this Fund's investment risk level as low to medium. The Fund's investment risk level can change over time. Please see "*Investment Risk Classification Methodology*" on page 52 for a description of how we determined the classification of this Fund's investment risk level. Distribution policy

The Fund has a policy to make distributions annually at a rate determined from time to time by the Manager. The rate may be adjusted without prior notification, if conditions change, including in the capital markets. Subject to applicable securities legislation, all distributions will be automatically reinvested in additional Series of units unless you otherwise specify. The Manager reserves the right to change this policy and may elect to have distributions paid in cash. You should keep this policy in mind when determining whether or not an investment in the Fund is suitable for your particular circumstances. For information about how distributions can affect your taxes, see "*Certain Canadian Federal Income Tax Considerations for Investors*" on page 27.

CC&L ALTERNATIVE INCOME FUND

Fund details

Fund type	Long/Short Fixed Income	
Date Fund started	February 15, 2019	
Date Series started	Series A: February 15, 2019 Series F: February 15, 2019 Series I: February 15, 2019	
Nature of Securities offered	Trust units	
Registered account eligibility	Qualified Investment for Registered Plans	
Management fees	Series A: Series F: Series I:	1.45% 0.45% Negotiated with Manager, but not to exceed the management fee payable on Series A units
Performance fees	Series A: Series F: Series I:	15% of net outperformance over the Hurdle, subject to a perpetual high-water mark 15% of net outperformance over the Hurdle, subject to a perpetual high-water mark Negotiated with Manager
Hurdle	FTSE Canada 91 Day T-Bill Index return	
Currency	CAD	
Portfolio Manager	CCLIM	

What does the Fund invest in?

Investment Objective - The CC&L Alternative Income Fund seeks to provide unitholders with long-term returns. The portfolio manager will actively manage a diversified portfolio of primarily global fixed income securities by opportunistically utilizing both long and short positions.

The Fund will engage in short selling, cash borrowing and use derivatives in order to meet its investment objective. The amount of leverage used by the Fund is described in the *Investment Strategies* section below.

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

Investment Strategies - The Manager has retained CCLIM, as portfolio manager, with full authority and responsibility, to invest the assets of the Fund. CCLIM and the Manager are part of CC&LFG. CCLIM was established in 1982 and is one of Canada's largest independent investment management companies with significant experience in managing alternative investment strategies. As of December 31, 2023, CCLIM had over $64 billion in assets under management and CC&LFG, through its affiliates, had approximately $118 billion in assets under management.

To achieve the Fund's investment objective, the portfolio manager will actively manage a diversified portfolio of primarily global fixed income securities by opportunistically utilizing both long and short positions. The portfolio manager assesses specific investment opportunities based on both top-down and bottom-up analysis. The Fund will engage in short selling, cash borrowing and use derivatives as described below. The Fund's use of leverage will at all times be in accordance with the prescribed rules set out in NI 81-102.

The Fund will primarily invest, directly or indirectly through the use of derivatives, in global developed markets fixed income securities including, but not limited to, government bonds, corporate bonds, bank loans, high yield bonds, securitized credit tranches, convertible bonds, preferred shares, common equity and cash and/or cash equivalents. The Fund has a flexible mandate to invest in both investment grade and non-investment grade securities.

The Fund may invest from time to time (either directly or by maintaining a position in a specified derivative) in securities of another alternative mutual fund or non-redeemable investment fund (an "**underlying fund**"), including underlying funds managed by the Manager or an affiliate or associate of the Manager provided that the underlying fund is subject to NI 81-102 and is a reporting issuer in a province or territory of Canada.

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

The Fund will not purchase a security of an issuer, enter into a specified derivatives transaction or purchase an index participation unit if, immediately after the transaction, more than 10% of its net asset value would be invested in securities of any one issuer.

The portfolio manager integrates ESG considerations into its investment process, primarily through corporate credit research. In addition to its own proprietary research, the portfolio manager draws on external data, such as Bloomberg and MSCI data, to better understand ESG issues. The portfolio manager's investment team will adjust the spread forecast for an issuer where its research indicates that an ESG issue may have a material impact on the issuer's credit fundamentals within the investment forecast horizon. However, ESG factors are not a material component of the Fund's investment processes and are not currently used as a specific investment strategy for the Fund. ESG factors are just one of many factors considered in the security selection process.

Investment Restrictions

Short Selling and Borrowing

The Fund may sell securities short in accordance with the Market-Neutral Strategy Relief described under the heading "*Exemptions and Approvals*" in this Simplified Prospectus provided that the Fund implements a series of controls (described under the heading "*Policies Regarding Short Sales*") when conducting short sale transactions. The aggregate market value of all securities sold short by the Fund may not exceed 100% of the net asset value of the Fund, which is greater than the limit of 50% of net asset value applicable to other alternative mutual funds under NI 81-102.

A short sale is a transaction in which the Fund sells securities that it has borrowed from a lender in the open market and, at a later date, the Fund is required to purchase the same securities on the open market and return them to the lender. In the interim, the Fund must pay compensation to the lender for the loan of the securities and also provide collateral to the lender for such loan.

The Fund may borrow cash in an amount up to 50% of its net asset value. When the Fund engages in cash borrowing, it will provide a security interest over the certain assets of the Fund to the lender as security in connection with such borrowing.

The Fund will not borrow cash and/or sell securities short (as applicable), if immediately after entering into a cash borrowing arrangement and/or short selling transaction, the aggregate value of the cash borrowed combined with the aggregate market value of all securities sold short by the Fund exceeds 100% of the Fund's net asset value. In the event that the aggregate value of cash borrowed combined with the aggregate market value of securities sold short by the Fund exceeds 100% of the Fund's net asset value, the portfolio manager shall, as quickly as is reasonably commercially possible, take all necessary steps to reduce the aggregate value of cash borrowed combined with the aggregate market value of securities sold short to 100% or less of the Fund's net asset value.

With respect to short selling and borrowing, the Fund will be managed in accordance with the investment restrictions and rules applicable to alternative mutual funds as outlined in NI 81-102 which currently include:

- The Fund may only borrow cash from entities that would qualify as a custodian or sub-custodian under section 6.2 or section 6.3 of NI 81-102;

- Where the lender is an affiliate of the Manager, approval of the Fund's IRC is required and the borrowing arrangement must be in accordance with normal industry practice and be on standard commercial terms for agreements of this nature; and

- The aggregate market value of the securities of a single issuer (excluding "government securities" as defined in NI 81-102) sold short by the Fund will not exceed 10% of the Fund's net asset value.

The Fund does not currently anticipate engaging in cash borrowing from an affiliate of the Manager.

Short Sale Collateral

In accordance with the Short Sale Collateral Relief described under the heading "*Exemptions and Approvals*" in this Simplified Prospectus, the Fund is exempt from the requirement in NI 81-102 that all portfolio assets of the Fund must be held under the custodianship of one custodian that satisfies the requirement of section 6.2 of NI 81-102. As such, the Fund is permitted to deposit portfolio assets with a borrowing agent that is not the Fund's custodian or sub-custodian in connection with a short sale of securities, if the aggregate market value of the portfolio assets held by the borrowing agent after such deposit, excluding the aggregate market value of the proceeds from outstanding short sales of securities held by the borrowing agent, does not exceed 25% of the NAV of the Fund at the time of deposit.

Use of Derivatives

Derivatives generally take the form of a contract between two parties to purchase or sell a specific commodity, currency, security, index or other underlying interest at a later time. Derivatives may be traded on a securities exchange or on over the counter markets. The portfolio manager will use derivatives such as futures, forwards, options, swaps and structured notes for "hedging" purposes to reduce the Fund's exposure to changes in securities' prices, interest rates, exchange rates or other risks. Derivatives may also be used for "non-hedging" purposes, which may include the following: (i) as substitute investments for stocks or a stock market; (ii) to gain exposure to other currencies; (iii) to seek to generate additional income; or (iv) for any other purpose that is consistent with the Fund's investment objective. The Fund may invest in specified derivatives, uncovered derivatives or enter into derivatives contracts with counterparties that do not have a "designated rating" as defined in NI 81-102**.** The financial statements of the Fund will include disclosure regarding the Fund's use of derivatives for hedging and non-hedging purposes as at the last day of the applicable financial reporting period.

Leverage

The use of leverage by the Fund will at all times be in accordance with the prescribed rules set out in NI 81-102. The amount of leverage used by the Fund must not exceed three times the Fund's net asset value and will be calculated as the sum of: (i) the aggregate value of the Fund's outstanding indebtedness under borrowing arrangements entered into in accordance with NI 81-102; (ii) the aggregate market value of all securities sold short; and (iii) the aggregate notional value of the Fund's specified derivatives positions minus the aggregate notional amount of any specified derivatives that are hedging transactions. If the Fund's use of leverage exceeds three times the Fund's net asset value, the portfolio manager shall, as quickly as is commercially reasonable, take all necessary steps to reduce the amount of leverage in the Fund to three times the Fund's net asset value or less.

Portfolio Turnover

The investment strategies of the Fund involve a moderate amount of portfolio turnover.

Active trading of the Fund's investments may result in increased trading costs, which can lower the Fund's returns. It also increases the possibility that you will receive distributions, which are taxable if you hold units outside of a Registered Plan.

General

As Manager of the Fund, we may change the investment strategies from time to time, but we will provide unitholders notice of our intention to do so if it would be a "material change" as defined in NI 81-106. Under NI 81-106, a change in the business, operations, or affairs of the Fund is considered to be a material change if a reasonable investor would consider it important in deciding whether to purchase or continue to hold units of the Fund.

While not currently expected by the portfolio manager, the Fund may temporarily hold a substantial portion of its assets in cash and/or money market instruments 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 objective and strategies.

What are the risks of investing in the Fund?

The direct and indirect risks of investing in the CC&L Alternative Income Fund include:

Bail-in debt risk	Liquidity risk
Call risk	Mandatory redemption risk
Commodity risk	Market risk
Concentration risk	Modeling risk
Corporate debt securities risk	Multiple series risk
Counterparty risk	Performance fee risk
Credit risk	Portfolio manager risk
Currency risk	Portfolio turnover risk
Cyber security risk	Prepayment risk
Derivatives risk	Regulatory and legal risk
Developed countries investments risk	Repurchase transactions, reverse repurchase transactions and securities lending risk
Income trusts, partnerships and REITs risk	Short selling risk
Interest rate risk	Small company risk
Lack of operating history risk	Suspension of redemptions risk
Large transaction risk	Taxation of fund risk
Leverage risk	Trust loss restriction rule risk
	U.S. Foreign Account Tax Compliance Act risk

Please see "*What are the specific risks of investing in a mutual fund?*" for a description of each of the risk factors noted above.

Investment Risk Classification Methodology

The investment risk level of a mutual fund is required to be determined in accordance with a standardized risk classification methodology that is based on the mutual fund's historical volatility as measured by the 10-year standard deviation of the returns of the mutual fund. As the Fund has less than 10 years of performance history, we calculate the investment risk level using a reference index that the Manager believes is reasonably expected to approximate the standard deviation of the Fund. However, the Manager recognizes that other types of risk both measurable and non-measurable, may exist and we remind you that the historical performance of the Fund (or a reference index used as its proxy) may not be indicative of future returns and that the historical volatility of the Fund (or a reference index used as its proxy) may not be indicative of its future volatility.

The following is a description of the ICE BofAML 1-5 Year BB Cash Pay High Yield Index which is the reference index used for the Fund as a proxy since the Fund has less than 10 years of performance history. The ICE BofAML 1-5 Year BB Cash Pay High Yield Index is a subset of ICE BofAML US Cash Pay High Yield Index and tracks the performance of US dollar denominated below investment grade corporate debt, currently in a coupon paying period, that is publicly issued in the US domestic market with a remaining term to final maturity of less than 5 years and rated BB1 through BB3, inclusive. Although the Fund does not seek to replicate the performance of this index, the Manager believes that, for purposes of an investment risk reference index, this index fairly reflects the expected standard deviation of the Fund's performance.

In accordance with the Manager's risk classification methodology the Manager has classified this Fund's investment risk level as low to medium. The Fund's investment risk level can change over time. Please see "*Investment Risk Classification Methodology*" on page 52 for a description of how we determined the classification of this Fund's investment risk level.

Distribution policy

The Fund has a policy to make distributions monthly at a rate determined from time to time by the Manager. The rate may be adjusted without prior notification, if conditions change, including in the capital markets. If in a year the amounts distributed monthly are less in aggregate than the Fund's net income and net realized capital gains for the year, we will make an additional distribution in December in order to ensure that all of the Fund's net income and net realized capital gains have been distributed. If the monthly distributions exceed the Fund's net income and net realized capital gains for the year, the excess distributions will be treated as a return of capital. Subject to applicable securities legislation, all distributions will be automatically reinvested in additional Series of units, unless you otherwise specify. The Manager reserves the right to change this policy, and may elect to have distributions paid in cash. You should keep this policy in mind when determining whether or not an investment in the Fund is suitable for your particular circumstances. For information about how distributions can affect your taxes, see "*Certain Canadian Federal Income Tax Considerations for Investors*" on page 27.

PCJ ABSOLUTE RETURN II FUND

Fund details

Fund type	North American Absolute Return	
Date Fund started	March 5, 2021	
Date Series started	Series A – March 5, 2021 Series F – March 5, 2021 Series I – March 5, 2021	
Nature of Securities offered	Trust units	
Registered account eligibility	Qualified Investment for Registered Plans	
Management fees	Series A: Series F: Series I:	2.00% per annum 1.00% per annum Negotiated with Manager, but not to exceed the management fee payable on Series A units
Performance fees	Series A: Series F: Series I:	20% of net outperformance over the Hurdle, subject to a perpetual high-water mark 20% of net outperformance over the Hurdle, subject to a perpetual high-water mark Negotiated with Manager
Hurdle	2.00% per annum	
Currency	CAD	
Portfolio Manager	PCJ	

What does the Fund invest in?

Investment Objective – The PCJ Absolute Return II Fund seeks to earn positive absolute and attractive risk adjusted returns while demonstrating low correlation with, and lower volatility than, traditional long-only investment portfolios.

The Fund will engage in short selling, cash borrowing and use derivatives in order to meet its investment objective. The amount of leverage used by the Fund is described in the *Investment Strategies* section below.

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

Investment Strategies – The Manager has retained PCJ as portfolio manager, with full authority and responsibility, to invest the assets of the Fund. PCJ was established in 1996 and has experience in managing alternative investment strategies. PCJ and the Manager are part of CC&LFG. As of December 31, 2023, PCJ had over $550 million in assets under management and CC&LFG, through its affiliates, had approximately $118 billion in assets under management.

The portfolio manager strives to achieve the Fund's objective primarily by investing in attractively valued securities with superior fundamentals such as valuations, growth profiles and profitability, while taking short positions in securities that present an inferior return profile as a way to generate alpha and/or minimize market risk and by employing hedge-based strategies to seek to neutralize most of the equity market exposure.

The portfolio manager will actively invest primarily in both long and short positions of Canadian and US securities and indices, directly or indirectly through derivatives.

On average, over time, the portfolio manager anticipates the Fund's net equity market exposure (aggregate value of long positions less the aggregate value of short positions) will generally be within +/- 10% of the invested capital, meaning that cumulative long positions may be 10% greater or less than the cumulative short positions.

The Fund will engage in short selling, cash borrowing and use derivatives as described below. The Fund's use of leverage will at all times be in accordance with the prescribed rules set out in NI 81-102.

The Fund will primarily invest, directly or indirectly through the use of derivatives, in equity securities and indices including, but not limited to, common shares, units or interests in limited partnerships, royalty trusts, income trusts, ETFs, subscription receipts and real estate investment trusts that are traded on recognized Canadian and U.S. exchanges as well as rights, warrants, cash and cash equivalents, debt instruments and derivatives as outlined below.

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

The portfolio manager's investment process may include ESG considerations into the research process for certain portfolio investments and portfolio holdings for which ESG data is available. However, ESG factors are not a material component of the portfolio manager's investment process and are not currently used as a specific investment strategy for the Fund. Integration of ESG factors may include consideration of material sustainability and/or ESG risks which could impact investment returns, rather than being driven by specific ethical principles or norms. PCJ utilizes data from third-party ESG research providers including: Bloomberg, Sustainalytics, ISS, and research from financial institutions to assess sustainability and/or ESG risks. The portfolio manager's investment team may still invest in securities which present sustainability and/or ESG risks, including where the portfolio manager believes the potential compensation outweighs the ESG risks identified.

Investment Restrictions

The Fund will not purchase a security of an issuer, enter into a specified derivatives transaction or purchase an index participation unit if, immediately after the transaction, more than 20% of its net asset value would be invested in securities of a single issuer.

Short Selling and Borrowing

The Fund may sell securities short in accordance with the Market-Neutral Strategy Relief described under the heading "*Exemptions and Approvals*" in this Simplified Prospectus provided that the Fund implements a series of controls (described under the heading "*Policies Regarding Short Sales*") when conducting short sale transactions. The aggregate market value of all securities sold short by the Fund may not exceed 100% of the net asset value of the Fund, which is greater than the limit of 50% of net asset value applicable to other alternative mutual funds under NI 81-102.

A short sale is a transaction in which the Fund sells securities that it has borrowed from a lender in the open market and, at a later date, the Fund is required to purchase the same securities on the open market and return them to the lender. In the interim, the Fund must pay compensation to the lender for the loan of the securities and also provide collateral to the lender for such loan.

The Fund may borrow cash in an amount up to 50% of its net asset value. When the Fund engages in cash borrowing, it will provide a security interest over certain assets of the Fund to the lender as security in connection with such borrowing.

The Fund will not borrow cash and/or sell securities short (as applicable), if immediately after entering into a cash borrowing arrangement and/or short selling transaction, the aggregate value of the cash borrowed combined with the aggregate market value of all securities sold short by the Fund exceeds 100% of the Fund's net asset value. In the event that the aggregate value of cash borrowed combined with the aggregate market value of securities sold short by the Fund exceeds 100% of the Fund's net asset value, the portfolio manager shall, as quickly as is commercially reasonable, take all necessary steps to reduce the aggregate value of cash borrowed combined with the aggregate market value of securities sold short to 100% or less of the Fund's net asset value.

With respect to short selling and borrowing, the Fund will be managed in accordance with the investment restrictions and rules applicable to alternative mutual funds as outlined in NI 81-102 which currently include:

- The Fund may only borrow cash from entities that would qualify as a custodian or sub-custodian under section 6.2 or 6.3 of NI 81-102;

- Where the lender is an affiliate of the Manager, approval of the Fund's IRC is required and the borrowing arrangement must be in accordance with normal industry practice and be on standard commercial terms for agreements of this nature; and

- The aggregate market value of the securities of a single issuer (excluding "government securities" as defined in NI 81-102) sold short by the Fund will not exceed 10% of the Fund's net asset value.

The Fund does not currently anticipate engaging in cash borrowing from an affiliate of the Manager.

Short Sale Collateral

In accordance with the Short Sale Collateral Relief described under the heading "*Exemptions and Approvals*" in this Simplified Prospectus, the Fund is exempt from the requirement in NI 81-102 that all portfolio assets of the Fund must be held under the custodianship of one custodian that satisfies the requirement of section 6.2 of NI 81-102. As such, the Fund is permitted to deposit portfolio assets with a borrowing agent that is not the Fund's custodian or sub-custodian in connection with a short sale of securities, if the aggregate market value of the portfolio assets held by the borrowing agent after such deposit, excluding the aggregate market value of the proceeds from outstanding short sales of securities held by the borrowing agent, does not exceed 25% of the NAV of the Fund at the time of deposit.

Use of Derivatives

Derivatives generally take the form of a contract between two parties to purchase or sell a specific commodity, currency, security, index or other underlying interest at a later time. Derivatives may be traded on a securities exchange or on over the counter markets. The portfolio manager will use derivatives such as futures, forwards, options, swaps and structured notes for "hedging" purposes to reduce the Fund's exposure to changes in securities' prices, interest rates, exchange rates or other risks. Derivatives may also be used for "non-hedging" purposes, which may include the following: (i) as substitute investments for stocks or a stock market; (ii) to gain exposure to other currencies; (iii) to seek to generate additional income; or (iv) for any other purpose that is consistent with the Fund's investment objective. The Fund may invest in specified derivatives, uncovered derivatives or enter into derivatives contracts with counterparties that do not have a "designated rating" as defined in NI 81-102**.** The financial statements of the Fund will include disclosure regarding the Fund's use of derivatives for hedging and non-hedging purposes as at the last day of the applicable financial reporting period.

Leverage

The use of leverage by the Fund will at all times be in accordance with the prescribed rules set out in NI 81-102. The amount of leverage used by the Fund must not exceed three times the Fund's net asset value and will be calculated as the sum of: (i) the aggregate value of the Fund's outstanding indebtedness under borrowing arrangements entered into in accordance with NI 81-102; (ii) the aggregate market value of all securities sold short; and (iii) the aggregate notional value of the Fund's specified derivatives positions minus the aggregate notional amount of any specified derivatives that are hedging transactions. If the Fund's use of leverage exceeds three times the Fund's net asset value, the portfolio manager shall, as quickly as is commercially reasonable, take all necessary steps to reduce the amount of leverage in the Fund to three times the Fund's net asset value or less.

Portfolio Turnover

The investment strategies of the Fund involve a certain amount of portfolio turnover.

Active trading of the Fund's investments may result in increased trading costs, which can lower the Fund's returns. It also increases the possibility that you will receive distributions, which are taxable if you hold units outside of a Registered Plan.

General

As Manager of the Fund, we may change the investment strategies from time to time, but we will provide unitholders notice of our intention to do so if it would be a "material change" as defined in NI 81-106. Under NI 81-106, a change in the business, operations, or affairs of the Fund is considered to be a material change if a reasonable investor would consider it important in deciding whether to purchase or continue to hold units of the Fund.

While not currently expected by the portfolio manager, the Fund may temporarily hold a substantial portion of its assets in cash and/or money market instruments 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 objective and strategies.

What are the risks of investing in the Fund?

The direct and indirect risks of investing in the PCJ Absolute Return II Fund include:

American depositary securities and receipts risk	Large transaction risk
Bail-in debt risk	Leverage risk
Commodity risk	Liquidity risk
Concentration risk	Mandatory redemption risk
Counterparty risk;	Market risk
Credit risk	Multiple series risk
Currency risk	Performance fee risk
Derivatives risk	Portfolio manager risk
Developed countries investments risk	Portfolio turnover risk;
Equity investment risk	Regulatory and legal risk;
Exchange-traded fund risk	Repurchase transactions, reverse repurchase transactions and securities lending risk;
Foreign investments risk;	Short selling risk;
Hedging transactions risk;	Small company risk;
Income trusts, partnerships and REITs risk;	Suspension of redemptions risk;
Interest rate risk;	Taxation of fund risk;
Lack of operating history risk;	Trust loss restriction rule risk

	U.S. Foreign Account Tax Compliance Act risk

Please see "*What are the specific risks of investing in a mutual fund?*" for a description of each of the risk factors noted above.

Investment Risk Classification Methodology

The investment risk level of a mutual fund is required to be determined in accordance with a standardized risk classification methodology that is based on the mutual fund's historical volatility as measured by the 10-year standard deviation of the returns of the mutual fund. As the Fund has less than 10 years of performance history, we calculate the investment risk level using a reference index that the Manager believes is reasonably expected to approximate the standard deviation of the Fund. However, the Manager recognizes that other types of risk both measurable and non-measurable, may exist and we remind you that the historical performance of the Fund (or a reference Index used as its proxy) may not be indicative of future returns and that the historical volatility of the Fund (or a reference index used as its proxy) may not be indicative of its future volatility.

The following is a description of the Scotiabank Canadian Hedge Fund Index (Equal Weighting) which is the reference index used for the Fund as a proxy since the Fund has less than 10 years of performance history. The Scotiabank Canadian Hedge Fund Index (Equal Weighting) provides a comprehensive overview of the Canadian hedge fund universe. The index returns are calculated using an equal weighting of the funds. The index includes both open and closed funds with a minimum AUM of C$15 million and at least a 12- month track record of returns, managed by Canadian-domiciled hedge fund managers. Where the Scotiabank Canadian Hedge Fund Index (Equal Weighting) did not have data available to use as the reference index, a supplemental reference index was used, comprised of an equal weighting of the TSX 300 (50% weight) and the S&P 500 (50% weight).

In accordance with the Manager's risk classification methodology the Manager has classified this Fund's investment risk level as low to medium. The Fund's investment risk level can change over time. Please see "*Investment Risk Classification Methodology*" on page 52 for a description of how we determined the classification of this Fund's investment risk level.

Distribution policy

The Fund has a policy to make distributions annually at a rate determined from time to time by the Manager. The rate may be adjusted without prior notification, if conditions change, including in the capital markets. Subject to applicable securities legislation, all distributions will be automatically reinvested in additional Series of units unless you otherwise specify. The Manager reserves the right to change this policy and may elect to have distributions paid in cash. You should keep this policy in mind when determining whether or not an investment in the Fund is suitable for your particular circumstances. For information about how distributions can affect your taxes, see "*Certain Canadian Federal Income Tax Considerations for Investors*" on page 27.

CC&L Global Long Short Fund

CC&L Global Market Neutral II Fund

CC&L Alternative Income Fund

PCJ Absolute Return II Fund

Additional information about each Fund is available in the 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 Funds' website at www.cclfundsinc.com or by contacting us by email at info@cclfundsinc.com. These documents and other information about the Funds are also available on the internet at www.sedar.com. Unless otherwise indicated herein, information about the Funds which may otherwise be obtained on our website is not, and shall not be deemed to be, incorporated in this Simplified Prospectus.

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