No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.
The funds and the securities of the funds offered under this Simplified Prospectus are not registered with the United States Securities and Exchange Commission and they are sold in such jurisdiction only in reliance upon exemptions from registration.

Starlight™ CAPITAL

Simplified Prospectus

June 23, 2023

Starlight Group of Funds
Offering securities of:

Starlight Canadian Financial Services Covered Call Fund (formerly Stone Covered Call Canadian Banks Plus Fund) (Series A, F, PTF and I)
Starlight Enhanced Yield Fund (formerly Stone Dividend Yield Hog Fund) (Series A, T5, F, FT5 and I)
Starlight Global Balanced Fund (formerly Stone Global Balanced Fund) (Series AA, T8, T8B, FF, and I)
Starlight Global Growth Fund (formerly Stone Global Growth Fund) (Series A, T8, F and I)
Starlight North American Equity Fund (formerly Stone Growth Fund) (Series A, T8, F, PTF, R, R2 and I)
Starlight Dividend Growth Class* (formerly Stone Dividend Growth Class) (Series A, T8, T8B, B, C, L, F, PTF and I)
(the "**New Starlight Funds**")

Starlight Global Infrastructure Fund (Series A, T6, F, FT6, ETF, O, O6, I and Z)
Starlight Global Real Estate Fund (Series A, T6, F, FT6, ETF, O, O6, I and Z)
(the "**Initial Starlight Funds**", and collectively with the New Starlight Funds, the "**Funds**" and each a "**Fund**")

*(Class of Mutual Fund Shares of Starlight Corporate Funds Limited)

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Introduction

Terms

We have used personal pronouns in this document whenever possible to make it easier to read and understand.

- **You,** means an investor or potential investor.
- **We, us** and **our,** means Starlight Investments Capital LP. We also use the terms **Manager** and **Starlight** to refer to Starlight Investments Capital LP.

The term **financial advisor** means the registered representative who advises you on your investments. The term **dealer** means the company where your financial advisor works.

When we capitalize **Funds** or **Fund**, we are referring to all of the mutual funds that appear on the front cover of this document, or any one of them. When we do not capitalize fund, we are referring to mutual funds in general.

Class means a separate class of Shares of the Corporate Fund.

Company means Starlight Corporate Funds Limited.

Corporate Fund means Starlight Dividend Growth Class.

ETF Series means the ETF Series Units of the Initial Starlight Funds.

FHSA means a first home savings account within the meaning of the Tax Act.

Fund means collectively, each Trust Fund and the Corporate Fund.

Mutual Fund Series means, collectively, the Series A, Series AA, Series B, Series C, Series F, Series FF, Series FT6, Series I, Series L, Series O, Series O6, Series PTF, Series R, Series R2, Series T5, Series FT5, Series T6, Series T8, Series T8B, and Series Z Shares or Units of the Funds.

Mutual Fund Shares means Shares of a class designated as mutual fund shares issued by Starlight Corporate Funds Limited, which are issuable in series.

Registered Account means a trust governed by an RRSP, RDSP, RRIF, TFSA, FHSA, DPSP or RESP.

RDSP means a registered disability savings plan within the meaning of the Tax Act.

RESP means a registered education savings plan within the meaning of the Tax Act.

RRIF means a registered retirement income fund within the meaning of the Tax Act.

RRSP means a registered retirement savings plan within the meaning of the Tax Act.

Security means a Share of the Corporate Fund or a Unit of a Trust Fund.

Securityholder means a holder of a Security.

Series means a series of Units or Shares of a Fund.

Share means a share of a Series of mutual fund shares issued by the Corporate Fund.

Shareholder means a holder of a Share of a Series of mutual fund shares issued by the Corporate Fund.

TFSA means a tax-free savings account within the meaning of the Tax Act.

Trust Fund means any of Starlight Global Infrastructure Fund, Starlight Global Real Estate Fund, Starlight Canadian Financial Services Covered Call Fund, Starlight Enhanced Yield Fund, Starlight Global Balanced Fund, Starlight Global Growth Fund and Starlight North American Equity Fund, individually or together and **Trust Funds** means all of them or some of them as the context requires.

Trustee means the Manager, acting in the capacity of trustee of a Trust Fund.

TSX means the Toronto Stock Exchange.

Unit means a unit of any Series issued by a Trust Fund.

Unitholder means a holder of a Unit of a Series of mutual fund trust units issued by a Trust Fund.

A final note on terms: As you review this Simplified Prospectus you will notice that additional terms are defined within the document. Each of these terms, when subsequently used in this document, incorporates the definition found at that term's initial use.

How to use this Simplified Prospectus

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

This document is divided into two parts:

- The first part, from pages 5 to 62, contains general information that applies to all of the Funds as well as general information regarding mutual funds and their risks.
- The second part, from pages 64 to 113, contains specific information about each of the Funds that appear on the front cover.

Further Information

You can obtain more information about each Fund in the following documents:

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

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 it.

You can get a copy of any or all of these documents, at your request, and at no cost, by calling us toll free at 1-833-752-4683, by sending us an e-mail at info@starlightcapital.com, or by asking your financial advisor.

These documents are also available on our website at www.starlightcapital.com and may also be found, together with other information about the Funds, on the System for Electronic Document Analysis and Retrieval (SEDAR) website at www.sedar.com.

Part A: General Disclosure

Responsibility for Mutual Fund Operations

Manager

Starlight, a limited partnership formed under the *Limited Partnerships Act* (Ontario) with offices located at 3280 Bloor Street West, Suite 1400, Centre Tower Toronto, Ontario M8X 2X3, is the manager of the Funds. The toll-free telephone number and email address for the Manager is 1-833-752-4683 and info@starlightcapital.com, and the website is www.starlightcapital.com. The Manager is responsible for the overall business and operation of the Funds, including managing the selection of portfolio securities. The Manager also acts as the promoter of the Funds and as the trustee of the Funds. Unitholder servicing requirements are also furnished by or on behalf of the Manager.

The following are the names, municipalities and province of residence, positions and offices held and principal occupations or business activities during the five years preceding the date hereof of the directors and executive officers of Starlight and/or of Starlight Investments Capital GP Inc. (the "**General Partner**"), the general partner of Starlight:

Name and Municipality and Province of Residence	Position	Principal Occupation during the past five years
Daniel Drimmer Toronto, Ontario	Director of the General Partner	Founder and Chief Executive Officer, Starlight Group Property Holdings Inc. Chairman of the Board and Chief Executive Officer, True North Commercial Real Estate Investment Trust Director and Chief Executive Officer, Starlight U.S. Multi-Family (No. 2) Core Plus Fund Director and Chief Executive Officer, Starlight U.S. Residential Fund Chief Executive Officer, Starlight Western Canada Multi-Family (No. 2) Fund Chair and Board Member, Northview Fund Former Chief Executive Officer, Starlight U.S. Multi-Family (No. 1) Value-Add Fund, Starlight U.S. Multi-Family (No. 5) Core Fund, and Starlight U.S. Multi-Family (No. 1) Core Plus Fund
Leonard Drimmer Toronto, Ontario	Director of the General Partner	Chief Executive Officer and President, Property Vista

Name and Municipality and Province of Residence	Position	Principal Occupation during the past five years
Neil Fischler Toronto, Ontario	Director of the General Partner	Senior Vice-President, Asset Management, Canadian Multi-Family, Starlight Group Property Holdings Inc. Director, Fischler Diamonds
Dennis Mitchell Toronto, Ontario	Director of the General Partner and Chief Executive Officer and Chief Investment Officer of Starlight, Ultimate Designated Person of Starlight	Chief Executive Officer and Chief Investment Officer, Starlight, Starlight Capital Corporation and Stone Asset Management Limited
Graeme Llewellyn Toronto, Ontario	Director of the General Partner and Chief Financial Officer and Chief Operating Officer of Starlight, Chief Compliance Officer of Starlight	Chief Financial Officer and Chief Operating Officer, Starlight, Starlight Capital Corporation and Stone Asset Management Limited
Lou Russo Toronto, Ontario	Senior Vice-President, National Sales and Distribution of Starlight	Senior Vice-President, National Sales and Distribution, Starlight

Daniel Drimmer

Daniel Drimmer is the Founder and Chief Executive Officer of Starlight Group Property Holdings Inc. ("**SGPHI**"), a Canadian real estate asset management company focused on the acquisition, ownership and management of commercial and residential properties across Canada and the U.S. In addition to the formation of SGPHI, Mr. Drimmer founded and is the Chairman of the Board and Chief Executive Officer of TSX-listed True North Commercial REIT and is Chair of the Board of Trustees of TSX-listed Northview Fund. Mr. Drimmer is also currently a director and Chief Executive Officer of the general partner of TSX-V-listed Starlight U.S. Multi-Family (No. 2) Core Plus Fund and Starlight U.S. Residential Fund, Chief Executive Officer of Starlight Western Canada Multi-Family (No. 2) Fund and was previously a director and Chief Executive Officer of the general partner of the formerly TSX-V-listed Starlight U.S. Multi-Family (No. 1) Value-Add Fund and Starlight U.S. Multi-Family (No. 1) Core Plus Fund, and a director and the Chief Executive Officer of the general partner of the formerly TSX-V-listed Starlight U.S. Multi-Family (No. 5) Core Fund and its predecessors. He also established TSX-listed True North Apartment Real Estate Investment Trust in 2012 where he was Chairman of the Board until it was sold to TSX-listed Northview Apartment REIT in 2015 and was a member of its Board of Trustees until it was sold in November 2020. Mr. Drimmer was also the creator and sponsor of TSX-listed TransGlobe Apartment REIT. Over the last ten years, Mr. Drimmer has completed more than $30 billion worth of acquisitions and dispositions in residential and commercial real estate (including nine initial public offerings). Mr. Drimmer obtained a Bachelor of Arts degree from the University of Western Ontario, and both a Master of Business Administration and a Master's degree in Contemporary European Policy Making from European University in Geneva, Switzerland and is a third generation real estate investor.

Leonard Drimmer

Leonard Drimmer is President and Chief Executive Officer of Property Vista Software Inc. The property management software company offers property owners, managers, and landlords CRM web-based solutions, including tenant portals, automated rental payments, accounting functionalities, inspections and online marketing tools. The suite of products is specifically designed to manage every aspect of the customer lifecycle. Born in Berlin, Germany, Mr. Drimmer holds a Master of Business Administration and a Master's degree in Public Relations and Communications.

Neil Fischler

Neil Fischler joined Starlight in January 2016 and is the Senior Vice-President, Asset Management, Canadian Multi-Family, responsible for the private Canadian multi-family portfolio. He is actively involved in the acquisition of properties, the creation and execution of business plans including asset repositioning and site intensification, and each property's ultimate disposition. Prior to his current position, Neil operated his family business in Antwerp, Belgium where he was responsible for office management, financial planning, business expansion and international transactions. He holds a foundation class degree from the Antwerp Management School.

Dennis Mitchell

Dennis Mitchell joined Starlight in March 2018 as Chief Executive Officer and Chief Investment Officer. Mr. Mitchell has over 20 years of experience in the investment industry and has held executive positions with Sprott Asset Management – serving as Senior Vice-President and Senior Portfolio Manager, and Sentry Investments, serving as Executive Vice-President and Chief Investment Officer. Mr. Mitchell received the Brendan Wood International Canadian TopGun Award in 2009, 2010, and 2011 and the Brendan Wood International 2012 Canadian TopGun Team Leader Award. He has also received the 2020 Enterprise Award at the Afroglobal Television Excellence Awards program and the Black Business & Professional Association Harry Jerome Presidents' Award for 2021. He holds the Chartered Financial Analyst and Chartered Business Valuator designations and earned a Master of Business Administration from the Schulich School of Business at York University in 2002 and an Honors Bachelor of Business Administration degree from Wilfrid Laurier University in 1998. Dennis sits on the Board of the Toronto Foundation and is a member of the Investment Committee.

Graeme Llewellyn

Graeme Llewellyn joined Starlight in March 2018 as Chief Financial Officer and Chief Operating Officer. Mr. Llewellyn has more than 20 years of experience focused on asset management and the creation, operation and financial reporting for investment funds. Mr. Llewellyn has held executive positions with Sentry Investments, where he served as Vice-President and Chief Operating Officer, and Deloitte & Touche LLP. Mr. Llewellyn has a broad range of experience across the business with extensive experience in the creation, operation and financial reporting for mutual funds, closed-end funds and hedge funds. He was an integral part in the growth of Sentry Investments and is a Chartered Professional Accountant and has a Bachelor of Commerce degree from the Rotman Commerce Program at the University of Toronto.

Lou Russo

Lou joined Starlight in June 2018 as Senior Vice-President, National Sales and Distribution. He has over 20 years of experience in the investment industry focused on sales and national accounts. Lou most recently held an executive position with Fiera Capital, where he served as Senior Vice-President, Retail Markets.

Lou was an integral part in the growth of Fiera Capital's retail distribution, with experience at Dynamic Funds, Fidelity and Franklin Templeton. Lou is a member of AIMA and the CAPSA. He studied History and Economics at the University of Toronto and holds the Chartered Investment Manager designation and completed the CAIA Fundamentals in Alternative Investments Certificate Program as well as numerous industry courses.

Pursuant to the terms of the management agreements between us and the New Starlight Funds (the "**Management Agreements**") and, in respect of the Initial Starlight Funds, the Master Declaration of Trust dated September 21, 2018 (the "**Master Declaration of Trust**"), each Fund has retained the Manager to manage and administer the day-to-day business and affairs of such Fund. The Manager is responsible for providing all management and administrative services required by the Funds, which includes the management of the investment portfolio, investment analysis, recommendations and decisions, the implementation of the portfolio purchase and sale transactions and arranging for the distribution of Fund Securities, preparing financial statements and financial and accounting information as required by the Fund, ensuring that Unitholders are provided with financial statements and other reports as are required by applicable law from time to time, ensuring that the Fund complies with regulatory requirements and applicable stock exchange listing requirements, preparing the Fund's reports to Unitholders and the securities regulatory authorities, authorizing the payment of operating expenses incurred on behalf of the Fund, and negotiating contractual agreements with third-party providers of services, including the designated brokers, the custodian, the registrar and transfer agent, and the auditor. The Manager may delegate any or all of its duties and responsibilities to one or more agents to assist it in the performance of such duties and responsibilities.

Management Agreements for the New Starlight Funds (Other than the Corporate Fund)

The Management Agreements are of varying dates and continue indefinitely but may be terminated by us upon giving 180 days' prior notice of our intention to do so or by such shorter notice as we and the New Starlight Funds may agree. The Management Agreements may also be terminated by the Funds or us upon giving notice in writing to the other party, if any party ceases to carry on business, becomes bankrupt or insolvent, resolves to wind-up or liquidate or to have an examiner appointed, or if a receiver of any of its assets is appointed, or if a party commits a material breach of the management agreements which is not remedied within 30 days.

Management Agreement for the Corporate Fund

The Management Agreement continues indefinitely but may be terminated by us upon giving 180 days' prior notice of our intention to do so or such shorter notice as we and the Corporate Fund may agree. This management agreement may also be terminated by the Corporate Fund or us upon giving notice in writing to the other party if any party ceases to carry on business, becomes bankrupt or insolvent, resolves to wind-up or liquidate or to have an examiner appointed or if a receiver of any of its assets is appointed or if a party commits a material breach of this Management Agreement which is not remedied within 30 days.

Master Declaration of Trust for the Initial Starlight Funds

The Manager may resign as manager of a Fund pursuant to the Master Declaration of Trust on 60 days' prior written notice to the Unitholders of such Fund. See the table "Fees and Expenses Payable by the Funds" for a description of the fees for management services paid by the Funds.

The Manager shall be indemnified by a Fund in certain circumstances for any losses incurred in connection with its duties.

The Manager is overseen by an Independent Review Committee ("**IRC**") as described further below.

The Manager (or any replacement thereof) must at all times be a partnership that is a "Canadian partnership" or resident of Canada for the purposes of the *Income Tax Act* (Canada) (the "**Tax Act**") and carry out its functions of managing the Funds in Canada.

Portfolio Advisor

Starlight is responsible for managing the investment portfolio of the Funds, including providing or arranging for the provision of investment analysis and making decisions relating to the investment of assets of the Funds pursuant to the terms of the Master Declaration of Trust or pursuant to investment management agreements of varying dates between us and the New Starlight Funds (the "**Investment Management Agreements**"). Among other things, the Investment Management Agreements provide that they shall remain in force indefinitely but may be terminated at any time by either party giving the other 360 days' prior written notice of termination.

Certain individuals are charged with the responsibility of making investment decisions relating to the portfolios of the Funds. The name, municipality and province of residence, title, and business experience of the individuals responsible for the day-to-day management of a material portion of the portfolios is set out below.

Name and Municipality and Province of Residence	Title	Business Experience and Length of Service
Dennis Mitchell Toronto, Ontario	Chief Executive Officer and Chief Investment Officer	Chief Executive Officer and Chief Investment Officer, Starlight since March 2018. Mr. Mitchell has acted as Portfolio Manager of the Initial Starlight Funds since the Funds' inception.
Michael Giordano, CPA, CA, CIM Toronto, Ontario	Vice President, Senior Portfolio Manager	Vice President, Senior Portfolio Manager of Starlight since June 2023, and Vice President, Senior Portfolio Manager, Stone Asset Management Ltd. since 2005. In the last five years, Mr. Giordano has acted as Portfolio Manager of Starlight Global Balanced Fund and Starlight Dividend Growth Class. In the last three years, Mr. Giordano has acted as Portfolio Manager of the Starlight North American Equity Fund.
Sean Tascatan	Senior Portfolio Manager	Senior Portfolio Manager of Starlight since June 2023 and previously Senior Portfolio Manager of Stone Asset Management Ltd. since January 2023. Mr. Tascatan most recently held a position at Caldwell Investment Management as the lead portfolio manager of numerous dividend funds.
Hisham Yakub	Senior Portfolio Manager	Senior Portfolio Manager of Starlight since March 2023. Mr. Yakub has 10+ years of experience in the investment industry and most recently held a position at a boutique Toronto-based investment management firm as an Investment Analyst and Portfolio Manager.

Portfolio Sub-Advisors

Portfolio Sub-Advisor Fees

Aviva Investors Canada Inc. and Rathbone Unit Trust Management Limited (the "**Portfolio Sub-Advisors**") manage certain Funds' portfolio investments and supervise brokerage arrangements for the purchase and sale of the Funds' securities. As compensation for their services, the Portfolio Sub-Advisors receive an annual fee from the Portfolio Manager. This fee is not charged to the Funds but is paid out of the annual Portfolio Manager fee that the Portfolio Manager receives from the Manager, which Portfolio Manager fee is in turn paid out of the annual management fee that the Manager receives from the Funds. The Portfolio Sub-Advisors may receive a portion of the performance fee, if any, that is payable to the Portfolio Manager. Please see "*Fees and Expenses – Fees and Expenses Payable by the Funds – Performance Fees*" below and the Fund Summaries in Part B for more information about the performance fees payable to the Portfolio Manager.

Investment decisions are made by the Portfolio Sub-Advisors, as and when appropriate. While the Portfolio Manager will monitor the decisions of the Portfolio Sub-Advisors, the Portfolio Sub-Advisors will not require the Portfolio Manager's pre-approval thereof.

Aviva Investors Canada Inc.

The Portfolio Adviser has retained Aviva Investors Canada Inc. ("**Aviva**") of Toronto, Ontario to provide investment management services to the fixed-income portion of Starlight Global Balanced Fund pursuant to a sub-advisory agreement dated September 30, 2011 (the "**Aviva Sub-Advisory Agreement**"). Among other things, the Aviva Sub-Advisory Agreement provides that it may be terminated by either party upon giving 120 days' prior written notice. The Aviva Sub-Advisory Agreement may also be terminated immediately by written notice if either party ceases to carry on business, becomes bankrupt or insolvent, resolves to wind-up or liquidate, has a receiver of its assets appointed or commits fraud or material wrongdoing in conducting its business.

The following are the names, titles, duration of service and experience of individuals employed by Aviva who are principally responsible for the day-to-day management of the fixed-income portion of Starlight Global Balanced Fund:

Name	Title	Business Experience and Length of Service
Sunil Shah, CFA	Head of Canadian Fixed Income and Senior Portfolio Manager	Sunil Shah joined Aviva in September 2010. He is responsible for the management of all Canadian fixed income portfolios and is the lead Portfolio Manager for the fixed income component of the Starlight Global Balanced Fund. Mr. Shah started in the investment industry in 1997. Prior to joining Aviva Investors, Mr. Shah was Managing Director & Head of Fixed Income for Sceptre Investment Counsel, and responsible for the firm's Canadian Core Fixed income portfolio strategy. He also has had analyst roles at rating agency firms Canadian Bond Rating Service, and Standard and Poors, and was also Director and Head of Canadian Corporate Debt Research for RBC Capital Markets. Prior to joining the asset management industry, Mr. Shah was employed at Ford Motor Company as a profit analyst. Mr. Shah holds an Honours Bachelor of Science degree, a Master of Health Science degree, and an MBA from the University of Toronto. He is also a CFA charterholder.
Robert Prospero, CFA	Associate Portfolio Manager, Global Investment Grade	Robert joined Aviva Investors in 2014 as a research analyst responsible for research and recommendations for Canadian corporate. He assists in supporting the management of Canadian fixed income strategies and Global Investment Grade Fund's investment process. Prior to joining Aviva Investors, Robert was an Investment Analyst with Manulife Asset Management where he held various roles in Tactical Investment Management, Canadian Private Placements, Proprietary Investments and Canadian Fixed Income.

Name	Title	Business Experience and Length of Service
		Robert holds a Bachelor of Commerce from the University of Toronto. He is also a CFA charterholder.

Rathbone Unit Trust Management Limited

The Portfolio Manager has retained Rathbone Unit Trust Management Limited ("**Rathbone**") of London, England to provide investment management services to Starlight Global Growth Fund pursuant to a sub-advisory agreement dated July 5, 2010 (the "**Rathbone Sub-Advisory Agreement**", and together with the Aviva Sub-Advisory Agreement, the "**Sub-Advisory Agreements**"). Among other things, the Rathbone Sub-Advisory Agreement provides that it may be terminated by either party upon giving 90 days' prior written notice. The Rathbone Sub-Advisory Agreement may also be terminated immediately by written notice if either party ceases to be registered in their local jurisdiction, carry on business, becomes bankrupt or insolvent, resolves to wind up or liquidate, has a receiver of its assets appointed or commits fraud or material wrongdoing in conducting its business.

Rathbone is not registered as an advisor or an international advisor in Ontario. The Portfolio Manager has agreed to be responsible for any loss if Rathbone fails to meet its standard of care in performing its services to Starlight Global Growth Fund.

Investors should be aware that there may be difficulty enforcing legal rights against Rathbone because it is resident outside Canada and all or a substantial portion of its assets are situated outside Canada.

The following are the names, titles, duration of service and experience of individuals employed by Rathbone who are principally responsible for the day-to-day management of Starlight Global Growth Fund:

Name	Title	Business Experience and Length of Service
James Thomson	Fund Manager, Executive Director	Fund Manager at Rathbone since 2000. James is lead manager on Starlight Global Growth Fund. James joined Rathbones in 2000, having grown up on the island of Bermuda and graduating from Cornell University in New York. He holds the Investment Management Certificate, is a Fellow of the Securities Institute and sits on the Executive Committee of Rathbone's fund management business. James has been involved with the management of the Rathbone Global Opportunities Fund since its inception in 2001 and was appointed co-manager in 2003 and sole manager in 2005. He is frequently quoted in the financial press and has won numerous fund management awards over his 20-year career.
Sammy Dow	Assistant Investment Manager	Fund Manager at Rathbone Unit Trust Management Limited since 2014. Sammy is co-manager on Starlight Global Growth Fund. Sammy joined Rathbone in July 2014 from JP Morgan Cazenove, where he worked for 14 years in Pan-European Equity Sales providing both primary and secondary advice to hedge funds,

Name	Title	Business Experience and Length of Service
		institutional and private clients. Sammy is a graduate of both Edinburgh and Cambridge University where he completed an MA in 2001.

Brokerage Arrangements

Decisions on the purchase or sale of portfolio securities and decisions as to the execution of all portfolio transactions, including selection of markets, dealers or brokers and the negotiation, where applicable, of commissions are made by the Manager or Portfolio Sub-Advisor. In effecting portfolio transactions, overall service, and prompt execution of orders on favourable terms are primary considerations. To the extent that the executions and prices offered by more than one dealer are comparable, the Manager or Portfolio Sub-Advisor may, in its discretion, choose to effect portfolio transactions with dealers who provide "order execution goods and services" and/or "research goods and services" (as defined by National Instrument 23-102 — *Use of Client Brokerage Commissions*) to the Funds.

The Manager or Portfolio Sub-Advisor may be provided with order execution goods and services and/or research goods and services in return for the allocation of portfolio transactions. Research goods and services may include advice relating to the value of a security or the advisability of effecting a transaction in a security, an analysis or report concerning a security, portfolio strategy, issuer, industry, or an economic or political factor or trends; and a database or software, to the extent that it supports these services: news service, equity research publications, investment strategy research, newsletters, company and industry databases, technology research, commodities newsletters and opinions data. Order execution goods and services may include any good or service designed to enhance the speed or accuracy of executing a portfolio transaction.

The Manager or Portfolio Sub-Advisor must ensure that in selecting a registered dealer and in using commissions it achieves a fair and reasonable result for the Funds and is acting in the best interests of the Funds. Senior management of the Manager and Portfolio Sub-Advisors will use a good faith determination as to whether the Funds receive a reasonable benefit considering both the use of the research goods and services and/or order execution goods and services and the amount of the commission payable, using best execution as the primary factor.

The name of any non-affiliated dealer or third party that provided such goods or services to the Funds in return for the allocation of brokerage transactions will be provided upon request by contacting us at 1-833-752-4683 or by writing to us by e-mail at info@starlightcapital.com.

Directors, Officers and Trustee

The Manager is also the trustee of the Trust Funds. The trustee holds actual title to the property in the Trust Funds – the cash and securities – on your behalf.

The Trustee (or any replacement thereof) must at all times be a partnership that is a "Canadian partnership" or resident of Canada for the purposes of the Tax Act and exercise the main powers and discretions of the Trustee in respect of the Funds in Canada.

Directors and Officers of Starlight Corporate Funds Limited

The table below sets out the names of all directors and officers of Starlight Corporate Funds Limited, and their municipality of residence, their positions, and offices with Starlight Corporate Funds Limited, and their relationship to the Manager.

Name and Municipality and Province of Residence	Position	Relationship to the Manager
Daniel Drimmer Toronto, Ontario	Director	Director of the General Partner of Starlight
Dennis Mitchell Toronto, Ontario	Director, Chief Executive Officer and Chief Investment Officer	Chief Executive Officer and Chief Investment Officer, Starlight, Director of the General Partner of Starlight
Graeme Llewellyn Toronto, Ontario	Director, Chief Financial Officer and Chief Operating Officer	Chief Financial Officer and Chief Operating Officer, Starlight, Director of the General Partner of Starlight

Custodian

The custodian of the Funds is RBC Investor Services Trust of Toronto, Ontario, pursuant to a custodian contract dated August 17, 2018 (the "**Custodian Contract**"). The custodian has physical custody of the portfolio assets of the Funds. The custodian may hold Canadian securities at its principal office in Toronto. Foreign securities are held by the custodian at its principal office, at its branch offices or at offices of sub-custodians appointed by the custodian, in those jurisdictions where the foreign securities are purchased. The Custodian Contract may be terminated by either Starlight or the custodian by an instrument in writing delivered or mailed, such termination to take effect at least 90 days after the date of such delivery, unless a different period is agreed to in writing by the parties.

Auditor

The auditor of the Funds is Deloitte LLP of Toronto, Ontario. Any change in the auditor of a Fund may be made only in accordance with securities legislation.

Registrar and Transfer Agent

RBC Investor Services Trust, the registrar and transfer agent for the Mutual Fund Series (except ETF Series and Series PTF), keeps track of the owners of Securities of each of the Mutual Fund Series of the Funds, processes purchase, Conversion (as defined below), switch and redemption orders, issues investor account statements and trade confirmations and issues annual tax reporting information, from its principal office in Toronto, Ontario.

TSX Trust Company, the registrar and transfer agent for the Series PTF and the ETF Series keeps track of the owners of Securities of each of the Series PTF and ETF Series of the Funds and processes orders, from its principal office in Toronto, Ontario.

Securities Lending Agent

The Funds do not currently engage in securities lending. In the event that a Fund engages in securities lending, the Manager will appoint a securities lending agent for such Fund. The securities lending agent will not be an affiliate of the Manager.

Fund Governance

The Trustee has the ultimate and overriding authority to manage and direct the undertaking and affairs of the respective Trust Funds, subject to applicable law and the Trust Funds' constating documents. In respect of the Corporate Fund, Starlight Corporate Funds Limited has a board of directors comprising three directors, none of whom is independent of the Manager. In its capacity as manager, Starlight manages the overall undertaking and operations of the Funds, including the approval of the Funds' financial statements.

Starlight has established appropriate policies, procedures, practices, and guidelines to ensure the proper management of the Funds, including as required by National Instrument 81-107 – *Independent Review Committee for Investment Funds* ("**NI 81-107**"), policies and procedures relating to conflicts of interest. Starlight has the systems in place in relation to the Funds to monitor and manage the business and sales practices, risk and internal conflicts of interest relating to the Funds, while ensuring compliance with applicable regulatory, compliance and corporate requirements. Starlight personnel responsible for compliance ensure that these policies, procedures, practices, and guidelines are communicated from time to time to all relevant persons and are updated as necessary (including the systems referred to above) to reflect changing circumstances. Starlight also monitors the application of all such policies, procedures, practices, and guidelines to ensure their continuing effectiveness.

Compliance with the investment practices and investment restrictions mandated by securities legislation is monitored by Starlight on a regular basis.

Responsibility for the oversight of the Funds and ensuring the implementation of appropriate policies, procedures, and guidelines rests with the General Partner of the Manager. The Manager has adopted a Code of Conduct and Ethics, which applies to all employees, requiring them to act in the best interests of the Funds and to report to senior management any real or perceived conflicts of interest. The Manager has also adopted a Personal Trading Policy to ensure the fair treatment of the Funds and their investors when any individual within Starlight makes personal trades. Senior management has also implemented policies and procedures addressing areas such as sales practices – to ensure that dealers sell the Funds on the basis of their clients' best interests and not on the basis of improper incentives – as well as in connection with internal conflicts of interest. Senior management and staff monitor compliance with all internal policies and procedures, which are reviewed and updated regularly.

Senior management ensures that the investment management activities of each Fund comply with the Fund's investment objective and investment restrictions at quarterly meetings with portfolio managers or Portfolio Sub-Advisors. At these meetings, portfolio holdings, performance, concentration, and other risk measures are discussed in addition to the compliance with investment objectives and investment restrictions. Day-to-day monitoring of each Fund is undertaken and overseen by senior management, including adherence to policies, procedures, and regulatory requirements. Certain matters are subject to approval by our Investment Committee (the "**Investment Committee**"), which consists of the Chief Investment Officer and the Chief Compliance Officer.

Derivative transactions on behalf of each Fund may be initiated only by authorized investment personnel. Derivative positions will be monitored daily to ensure compliance with all regulatory requirements, including cash cover requirements. As any use of derivatives by the Funds is expected to be limited, the Manager will not conduct simulations to test the applicable Fund's portfolio under stress conditions. Senior management will also review any use of derivatives at the quarterly meetings with the Investment Committee.

The Funds may from time to time engage in short selling. Starlight has put in place and maintains appropriate internal controls regarding short sales, including written policies and procedures, risk management controls and the maintenance of proper books and records. The internal controls, as a whole, were developed and implemented by and are monitored by senior management and are formally reviewed at least annually, including our written policies and procedures. The Investment Committee is responsible for authorizing and placing limits on certain short selling transactions, with post trade review conducted by our investment administration department. Risk measurement procedures or simulations are not used to test the Funds' portfolios under stress conditions.

Each of the Funds may from time to time engage in repurchase, reverse repurchase and securities lending transactions. The custodian or a sub-custodian will act as agent for the Funds in administering securities lending transactions, including negotiating the agreements, assessing the creditworthiness of counterparties and collecting the fees earned by the Funds. The agent will also monitor the collateral provided to ensure that it remains within the prescribed limits. Starlight has set credit limits in an effort to control risk and has policies for these transactions. At present, we do not engage in repurchase, reverse repurchase and securities lending transactions or simulate stress conditions to measure risk. We will develop written procedures and controls prior to engaging in these types of transactions. The Chief Investment Officer is ultimately responsible for reviewing all policies, procedures, and controls for all portfolio transactions, authorizing trading limits and reporting to the Manager.

Independent Review Committee

The Funds' IRC, established pursuant to NI 81-107, has three members. The IRC reviews conflict of interest matters referred to it by the Manager, including any related policies and procedures, and provides recommendations or approvals, as applicable, to the Manager regarding whether the proposed action of the Manager in respect of a conflict of interest matter achieves a fair and reasonable result for the applicable Funds. With respect to certain conflict of interest matters, the IRC may also issue standing instructions. The Manager is not required to refer a conflict of interest matter nor its proposed action to the IRC if the Manager complies with the terms of a standing instruction that is in effect.

The Funds' IRC is currently comprised of the following members: Merri Jones (Chair), Heather-Anne Irwin and Wayne Gladstone. The Chair of the IRC receives an annual retainer of $40,000, and each other member of the IRC receives an annual retainer of $30,000, as compensation for their services. No member of the IRC receives any meeting fees in respect of the first six meetings he or she attends in any given calendar year. Any meeting thereafter, however, each member of the IRC is paid $1,500 for each IRC meeting that he or she attends during that year. This compensation is in connection with their services for all Funds managed by us.

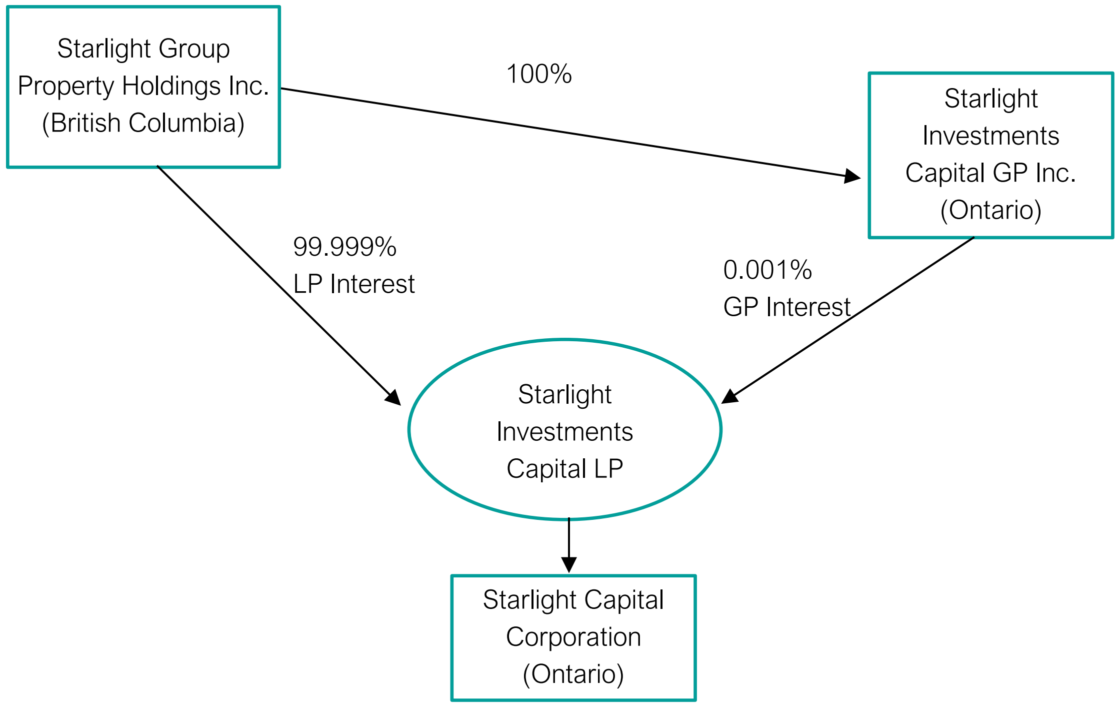
In accordance with the Manager's policies, annual retainer fees of the IRC members are apportioned among all of the Funds managed by us at that time. Fees for IRC members attending a meeting of the IRC are also apportioned among all of the Funds managed by Starlight whose business was advanced at that particular meeting of the IRC. The costs associated with an IRC meeting to deal with an issue involving a specific Fund are allocated to that particular Fund only.

The IRC prepares, at least annually, a report of its activities for securityholders and makes such reports available on the Funds' designated website at www.starlightcapital.com, or at the securityholder's request and at no cost, by sending us an e-mail at info@starlightcapital.com.

Affiliated Entities

As manager, portfolio advisor and promoter of the Funds, and as trustee of the Trust Funds, Starlight is associated with the Funds. The provision of these administrative and management services to the Funds may indirectly benefit the directors and officers of the Manager.

The following diagram illustrates the relationship between Starlight and its affiliated entities which provide certain administrative services to Starlight unrelated to the Funds. There are no fees for such services.



The following table identifies the directors and officers of Starlight who are also directors or officers of the affiliated entity described above:

Director / Officer of Manager	Relationship with Affiliated Entity
Daniel Drimmer	Director of the General Partner and Starlight Capital Corporation, and Founder and Chief Executive Officer of Starlight Group Property Holdings Inc.
Leonard Drimmer	Director of the General Partner and Starlight Capital Corporation
Neil Fischler	Director of the General Partner and Starlight Capital Corporation
Dennis Mitchell	Director of the General Partner and Starlight Capital Corporation
Graeme Llewellyn	Director of the General Partner and Starlight Capital Corporation

No other person or company providing services to the Funds or the Manager is an affiliated entity of the Manager.

Policies and Practices

Proxy Voting Guidelines

As required by securities legislation, Starlight has established policies and procedures to be followed in determining how to vote on any matter for which a Fund receives proxy materials for a meeting of securityholders of an issuer (the "**Proxy Voting Guidelines**"). Starlight believes that the right to vote is one of the most effective tools for promoting good corporate governance. Promoting sound corporate governance policies in the companies in which a Fund invests is a responsibility that Starlight takes very seriously. Starlight sees strong corporate governance as an essential element in the realization of the growth potential of companies which, ultimately, increases securityholder value.

Proxy Voting Policies of Starlight

Starlight has developed guidelines to illustrate how it intends to vote on both routine issues and on issues that are not routine and, in fact, may be potentially contentious. Generally, Starlight attempts to vote all proxies as follows:

- on routine, or commonly raised issues, the portfolio manager of the Fund will usually vote according to management's recommendations. This standing policy will be deviated from if Starlight believes that there is sufficient and worthy reason to suspect that management's recommendation should not be supported in that it is not in the best interests of the shareholders of that particular company; and
- on non-routine issues and issues which may be potentially contentious, the matter is delegated to the portfolio manager of the Fund for further consideration and, if necessary, the matter will be directed to the Investment Committee. At that time, the issue is reviewed in detail. It is then the Investment Committee's decision on whether to consult with, and obtain the opinion of, external industry experts or independent proxy research services. Ultimately, the Investment Committee is responsible for making the decision as to how to vote or to refrain from voting.

Our Proxy Voting Guidelines are not viewed by us as a strict set of rules but, rather, are utilized as guidance regarding our treatment of most issues that result in a vote. Ultimately, these guidelines communicate our general voting practice on most matters.

In addition, the proxy voting record for each Fund for each period ended on June 30th, will be available to any investor in a Fund free of charge upon request. The information will also be made available on our website at www.starlightcapital.com.

Material Contracts

Copies of the following contracts may be inspected upon reasonable prior request during ordinary business hours on any business day at the head office of the Funds:

- the Master Declaration of Trust;
- the Declarations of Trust governing the New Starlight Funds described under "*Name, Formation and History of the Funds – History of the Trust Funds*" below;
- the Articles of Continuation of Starlight Corporate Funds Limited, as amended;
- the Management Agreements;
- the Investment Management Agreements;
- the Sub-Advisory Agreements; and
- the Custodian Contract.

Designated Website

The Funds are required to post certain regulatory disclosure documents on a designated website. The designated website of the Funds this document pertains to can be found at the following location: www.starlightcapital.com.

Valuation of Portfolio Securities

Unless otherwise required by law, the value of the assets held by each Fund is determined as follows:

(i) the value of any cash on hand or on deposit, bills, demand notes, accounts receivable, prepaid expenses (where such expenses are paid by the Fund), cash dividends received (or to be received and declared to Securityholders of record on a date before the date as of which the Net Asset Value ("**Net Asset Value**" or "**NAV**") of the Fund is being determined), and interest accrued and not yet received, shall be deemed to be the full amount thereof unless the Manager shall have determined that any such asset is not worth the full amount thereof, in which event, the value thereof shall be deemed to be such value as the Manager shall determine to be the reasonable value thereof;

(ii) the value of any security which is listed or dealt in upon a stock exchange shall be determined by: (a) in the case of a security which was traded on the day as of which the NAV of a Fund is being determined, the closing sale price; (b) in the case of a security which was not traded on the day as of which the NAV of a Fund is being determined, a price which is the average of the closing recorded bid and ask prices; or (c) if no bid or ask quotation is available, the price last determined for such security for the purpose of calculating the NAV of the Fund. The value of inter-listed securities shall be computed in accordance with directions laid down from time to time by the Manager; and provided however that if, in the opinion of the Manager, stock exchange or over-the-counter quotations do not properly reflect the prices which would be received by the Fund upon the disposal of shares or securities necessary to effect any redemptions of securities, the Manager may place such value upon such shares or securities as appears to the Manager to most closely reflect the fair value of such shares or securities;

(iii) the value of an underlying fund shall be the NAV per security held by the Fund as of the end of the business day;

(iv) the value of any security, the resale of which is restricted or limited by reason of a representation, undertaking or agreement by the Fund or by the predecessor in title of the Fund, shall be the lesser of: (i) the value based on a reported quotation in common use; and (ii) that percentage of the market value of securities of the same class, the resale of which is not restricted or limited by reasons of any representation, undertaking or agreement, equal to the percentage that the acquisition cost of the Fund was of the market value of such securities at the time of acquisition, provided that a gradual taking into account of the actual value of the securities may be made when the date on which the restrictions will be lifted is known;

(v) the value of all assets of a Fund valued in terms of a currency other than Canadian currency and liabilities payable in a currency other than Canadian currency shall be translated to Canadian currency using the applicable rate of exchange as quoted by customary banking sources on the date of valuation;

(vi) upon writing any covered clearing corporation option, option on futures or over-the-counter option, the premium received by the Fund shall be reflected as a deferred credit that shall be valued at an amount equal to the current market value of the clearing corporation option, option on futures or over-the-counter option that would have the effect of closing the position. Any difference resulting from revaluation shall be treated as an unrealized loss or gain on investment. The deferred credit will be deducted in calculating the NAV of the Fund. Any securities that are the subject of a written option shall be valued at their current market value;

(vii) a long position in an option or a debt like security shall be valued at the current market value of the position;

(viii) the value of a forward contract or swap shall be the gain or loss on the contract that would be realized if, on the date that valuation is made, the position in the forward contract or swap were to be closed out;

(ix) the value of a standardized future shall be, if daily limits imposed by the futures exchange through which the standardized future was issued are not in effect, the gain or loss on the standardized future that would be realized if, on the date that valuation is made, the position in the standardized future were to be closed out; or if daily limits imposed by the futures exchange through which the standardized future was issued are in effect, based on the current market value of the underlying interest of the standardized future;

(x) margin paid or deposited in respect of standardized futures or forward contracts shall be reflected as an account receivable and, if not in the form of cash, shall be noted as held for margin;

(xi) each transaction of purchase or sale of portfolio securities effected by a Fund or Series shall be reflected in the computation of the NAV of the Fund or Series, as applicable, not later than the first computation of the NAV of the Fund or Series made after the date on which the transaction becomes binding;

(xii) the issue or redemption of Securities of a Fund or Series shall be reflected in the computation of the NAV of the Fund or Series not later than the next computation of the NAV of the Fund or Series made after the time as at which the Series NAV per Unit (as defined below) is determined for the purpose of the issue or redemption of the Units of the Fund or Series;

(xiii) the value of any security which is traded on an over-the-counter market will be the closing sale price on the valuation date, or if there is no such sale price, the average of the bid and the ask prices at that time, all as reported in the financial press;

(xiv) fixed-income securities listed on a public securities exchange shall be valued at their close price or last sale price before the valuation time on that trading day, or if there is no close price and if no sale is reported to have taken place before the valuation time on that trading day, at the average of the last bid and ask prices before that time on that trading day; and

(xv) if any investment cannot be valued under the foregoing rules or if the foregoing rules are at any time considered by the Manager to be inappropriate under the circumstances, then notwithstanding the foregoing rules, the Manager shall make such valuation on such basis as it considers fair and reasonable.

The liabilities of each Fund include:

- all bills and accounts payable;
- all administrative expenses payable and/or accrued;
- the fees and reasonable expenses of the Fund's IRC;
- all obligations for the payment of money or property, including the amount of any declared but unpaid distributions;
- all allowances authorized or approved by the Manager for taxes or contingencies; and
- all other liabilities of a Fund of whatever kind and nature, except liabilities represented by outstanding Securities of such Fund and the balance of any undistributed income or capital gains.

The liabilities of each Series include the proportionate share of all common Fund liabilities and the liabilities incurred exclusively by that Series.

In the event of any inconsistency between the foregoing valuation principles and the provisions of securities legislation, the provisions of securities legislation shall prevail.

Calculation of Net Asset Value

The NAV of each Fund is valued at the close of business on each business day by determining the total value of a Fund's assets and subtracting the Fund's liabilities. The value of a Security of a Fund is established by dividing the NAV of the Fund by the number of Securities of the Fund (including fractional securities) owned by investors on that day. Where there is more than one Series of Securities of a Fund, a separate NAV is calculated for each Series of Securities of the Fund by determining the total value of a Fund's assets attributable to each Series and subtracting the Fund's liabilities attributable to each such Series (“**Series Net Asset Value**” or “**Series NAV**”). The value of a Security of a Series of a Fund is established by dividing the applicable Series Net Asset Value by the number of Securities of the Series of the Fund (including fractional securities) owned by investors on that day. That amount is known as the Series Net Asset Value per Security (“**Series Net Asset Value per Security**” or “**Series NAV per Security**”) of the Fund. The Series Net Asset Value per Security of a Fund is the basis for all transactions of Securities, including purchases, the automatic reinvestment of distributions, switches and redemptions of Securities. Each Fund is valued in Canadian dollars.

Starlight may suspend the calculation of the Series Net Asset Value per Security for each Series of a Fund during such time as the right to redeem Securities is suspended (see “Redemptions” beginning on page 30 for details). The calculation of the Series Net Asset Value per Security will resume when trading in the Fund’s securities or specified derivatives, as applicable, resumes. In the event of a suspension of the calculation of the Series Net Asset Value per Security, a securityholder may either withdraw any redemption request or receive payment in respect of any outstanding redemption request based on the Series Net Asset Value per Security next calculated after the termination of the suspension.

The Manager will make available the Net Asset Value of each Fund and the Series Net Asset Value per Security for each Series of a Fund on the Fund’s website at www.starlightcapital.com. Such information will also be available on request, free of charge, by calling the Manager toll-free at 1-833-753-4683, by writing to us by e-mail at info@starlightcapital.com or by mailing Starlight Investments Capital LP at 3280 Bloor Street West, Suite 1400, Centre Tower, Toronto, Ontario M8X 2X3.

Purchases, Switches and Redemptions

Sales Charge Options

Your choice of purchase option will require you to pay different fees and will affect the amount of compensation your dealer and advisor will receive.

Initial Sales Charge (“ISC”) Option

If you purchase securities of a Fund under this sales charge option, you negotiate, at the time of purchase, a sales charge with your dealer of up to 5% of the total amount of ISC securities purchased, and the balance is invested in the Fund. Each Fund offers securities for purchase with an ISC option.

No Load (“NL”) Sales Charge Option

When you purchase NL securities of a Fund, you do not pay a sales charge. Instead, you may be required to pay a fee to your dealer or your representative’s firm, depending on the Series of Security you purchase. Each Fund offers Securities for purchase with a NL option.

Other Sales Charge Options

Certain of the Funds have Securities outstanding that were purchased under a Low Load (“**LL**”) Sales Charge Option, a Deferred Sales Charge (“**DSC**”) Option, or a Deferred Low Load (“**DLL**”) Option. At the time of purchase, the full amount of an investor’s purchase was invested in a Fund and we paid their dealer a commission. The investor would have paid a redemption fee on a declining scale if they redeemed within a set period of time after purchase. Those time periods have now expired and there are no redemption fees payable on any of the LL securities, DSC securities or DLL securities outstanding. LL securities, DSC securities and DLL securities are closed to new purchases.

Series of Securities

A Fund’s securities are divided into different Series. When you invest in a Fund, you are buying the Securities of a specific Series of that Fund. The Funds are currently offered in a variety of Series, including Series A, Series AA, Series

B, Series C, Series F, Series FF, Series L, ETF Series, Series PTF, Series R, Series R2, Series O, Series I, and Series Z Units of the Funds. In addition, the Funds offer multiple Series with a targeted fixed monthly distribution per Security, including Series T5, Series T6, Series T8, Series T8B, Series FT5, Series FT6, and Series O6. As an investor, you need to determine which Series is the most suitable for you. The particular Series available within each Fund are found on the front cover of this document and in Part B of each Fund.

You should review the following information with your financial advisor when considering which Series is the most suitable for you.

- Series A and Series AA are available to all investors who meet the applicable minimum investment amount. See "Minimum Investment" on page 26 for details. Series A Securities are only available under an ISC option.

- Series B are closed to new purchases. Series B Securities were available under a DSC option.

- Series C are closed to new purchases. Series C Securities were available under a DLL option.

- Series L are closed to new purchases. Series L Securities were available under a LL option.

- Series T5 are available to all investors who meet the applicable minimum investment amount. Series T5 Securities are only available under the ISC option. Other than the distribution policy, the Series T5 Securities have the same attributes as Series A Securities of the same Fund. Series T5 Securities are designed to provide investors with a targeted fixed monthly distribution per Security. The monthly distribution amount is determined once per year, by multiplying the relevant Series NAV per Security at the end of the previous calendar year by 5%, and then dividing by 12.

- Series T6 are available to all investors who meet the applicable minimum investment amount. Series T6 Securities are only available under the ISC option. Other than the distribution policy, the Series T6 securities have the same attributes as Series A Securities of the same Fund. Series T6 Securities are designed to provide investors with a targeted fixed monthly distribution per Security. The monthly distribution amount is determined once per year, by multiplying the relevant Series NAV per Security at the end of the previous calendar year by 6%, and then dividing by 12.

- Series T8 and Series T8B are available to all investors who meet the applicable minimum investment amount. Series T8 Securities are only available under the ISC option. Other than the distribution policy, the Series T8 Securities have the same attributes as Series A Securities of the same Fund. Series T8 Securities are designed to provide investors with a targeted fixed monthly distribution per Security. The monthly distribution amount is determined once per year, by multiplying the relevant Series NAV per Security at the end of the previous calendar year by 8%, and then dividing by 12. At this present time, Series T8B Securities are closed to new purchases.

- Series F and Series FF are generally only available to investors who have a fee-based account with their dealer and who meet the applicable minimum investment amount. With a fee-based account, investors pay their dealer a fee for investment advice and other services. We do not pay any trailing commissions to dealers who sell Series F Securities, which means that we can charge a lower management fee compared to Series A Securities of the same Fund.

- Series FT5 are generally only available to investors who have a fee-based account with their dealer and who meet the applicable minimum investment amount. Other than the distribution policy, Series FT5 Securities have the same attributes as Series F Securities of the same Fund. Series FT5 Securities are designed to provide investors with a targeted fixed monthly distribution per Security. The distribution policy of Series FT5 Securities of a Fund is the same as that of the Series T5 Securities of that Fund.

- Series FT6 are generally only available to investors who have a fee-based account with their dealer. Other than the distribution policy, Series FT6 Securities have the same attributes as Series F Securities of the same Fund. Series FT6 Securities are designed to provide investors with a targeted fixed monthly distribution per Security. The distribution policy of Series FT6 Securities of a Fund is the same as that of the Series T6 Securities of that Fund.

Investors purchasing Series F or Series FT6 Securities may authorize us to redeem Series F, Series FF, Series FT5 or Series FT6 Securities, as applicable, on a monthly basis from their account in order to pay their dealer the negotiated fee for the investment advice and other services their dealer provides to them. The amount we redeem monthly would equal the amount of the fees payable by the investor to their dealer, plus applicable taxes. To make use of this option: (i) the investor must not hold their Series F or Series FT6 Securities in a fee-based account where they pay fees directly to their dealer; (ii) the investor's dealer must have executed the applicable documentation with Starlight; (iii) the investor must have entered into a service fee agreement with their dealer; and (iv) the investor's dealer must provide Starlight with the details of the service fee agreement. The service fee agreement will include, among other things, the fee rate that the investor has negotiated with their dealer for the provision of investment advice and other services. The service fee agreement will also authorize us to make a monthly redemption of Series F or Series FT6 Securities from the investor's account, the proceeds of which will be delivered to the investor's dealer in satisfaction of the negotiated fee payable by the investor to their dealer. There are no redemption fees payable in connection with the foregoing redemptions.

Your dealer must ensure that you are eligible to purchase and to continue to hold Series F, Series FF, Series FT5 or Series FT6 Securities. If you did not qualify to hold Series F, Series FF, Series FT5 or Series FT6 Securities when you originally purchased them, or are no longer eligible to hold them, you must either (i) convert or switch your securities into Series A, Series AA, Series T5 or Series T6 Securities of the same Fund or another Fund in which you qualify to invest, or (ii) redeem them. We also retain the right, at our sole discretion, to redeem or convert your Series F, Series FF, Series FT5 or Series FT6 Securities into either Series A, Series AA, Series T5 or Series T6 Securities of the same Fund if we determine that you are not eligible to hold Series F, Series FF, Series FT5 or Series FT6 Securities of a Fund. We will give you 30 days' prior written notice before redesignating your securities unless you notify us during the notice period and demonstrate to our satisfaction, that you continue to be or are once again eligible to hold Series F, Series FF, Series FT5 or Series FT6 Securities.

Your dealer may require you to compensate them for any such losses suffered by the dealer in connection with a failed settlement of a purchase of securities of a Fund.

- ETF Series are available to investors that purchase such Securities over the NEO Exchange Inc. (the "**NEO Exchange**") or another exchange or marketplace.

- Series O are generally only available to investors who make large investments in the Funds and who are approved by us, and to directors, officers and employees of the Manager or an affiliate of the Manager. A negotiated service fee may be payable directly by investors to a dealer who sells Series O Securities. We do not pay any sales commission to a dealer who sells Series O securities. There are no sales charges payable by investors who purchase Series O Securities.

- Series O6 share the same attributes as Series O Securities of the same Fund, other than with respect to the distribution policy, which is designed to provide investors with a targeted fixed monthly distribution per Security. The monthly distribution amount in respect of Series O6 is determined once per year, by multiplying the relevant Series NAV per Security at the end of the previous calendar year by 6% and then dividing by 12. Like Series O Securities, Series O6 Securities are generally only available to investors who make large investments in the Funds and who are approved by us, and to directors, officers and employees of the Manager or an affiliate of the Manager.

To include a service fee payment from the investor on Series O or Series O6 Securities, investors must enter into an agreement with us or use another method agreed to by us. This agreement sets out, among other things, the service fee payable to the dealer. If you did not qualify to hold Series O or Series O6 Securities when you originally purchased them or are no longer eligible to hold Series O or Series O6 Securities, you must either (i) convert or switch your Securities into another Series of the Fund or another Fund in which you qualify to invest, or (ii) redeem them. We also retain the right, at our sole discretion, to redeem or convert your Series O or Series O6 Securities into another Series of the same Fund, offering the lowest fee option in which you qualify to invest, if we determine that you are not eligible to hold Series O or Series O6 Securities.

- Series I are generally only available to institutional investors who make large investments in the Funds and who are approved by us, and to directors, officers and employees of the Manager or an affiliate of the Manager. Series I investors negotiate a management fee that they pay directly to us. A negotiated service fee may be payable directly by investors to a dealer who sells Series I Securities. We do not pay any sales commission to a dealer who sells Series I Securities. There are no sales charges payable by investors who purchase Series I Securities.

To be eligible to purchase Series I Securities, investors must enter into an agreement with us or use another method agreed to by us. This agreement sets out, among other things, the management fee payable to us and the negotiated sales commission and/or service fee payable to the dealer, if any. If you did not qualify to hold Series I Securities when you originally purchased them, or are no longer eligible to hold them, you must either (i) convert or switch your Securities into another Series of the Fund or another Fund in which you qualify to invest, or (ii) redeem them. We also retain the right, at our sole discretion, to redeem or convert your Series I Securities into another Series of the same Fund, offering the lowest fee option in which you qualify to invest, if we determine that you are not eligible to hold Series I Securities.

- Series R and Series R2 are only available to certain investors in the Starlight North American Equity Fund in connection with certain acquisition transactions.

- Series PTF are generally only available for purchase by investors in an account where investors pay for advice directly to the dealer (in whatever form agreed to between the investor and the Dealer), rather than through us (either directly or indirectly). The dealer must have signed a Series PTF agreement with us. Series PTF Securities are only available through dealers who have met certain infrastructure requirements. We do not pay any trailing commissions to dealers in respect of Series PTF.

You may become ineligible to buy additional Series PTF Securities if (i) you move your Series PTF Securities to an account maintained by your dealer that includes other securities for which your dealer is entitled to receive trailing commissions from us, or (ii) you move your account to a dealer that has not signed a Series PTF agreement with us. In those cases, your dealer may redeem your Series PTF Securities and may or may not recommend the purchase of a different Series.

- Series Z are only available for investment by the Funds.

To be eligible to purchase and continue to hold any Series of Securities of a Fund, investors must meet the applicable minimum investment amount. See "Minimum Investment" on page 26 for details. If the value of your Securities of a Series falls below the specified minimum investment amount as a result of redemptions, we may notify you and give you 30 days to make another investment in such Series to bring your total investment amount above the minimum investment amount of the applicable Series. If you remain unqualified to hold securities of the applicable Series after those 30 days, you must either (i) convert or switch your Securities into another Series of the Fund or to another Fund in which you qualify to invest, or (ii) redeem them. In addition, we reserve the right to redeem, without notice to you, all of the Securities that you hold in a Fund if your investment in that Fund falls below $50. If a partial redemption of Securities reduces the value of an investment to less than $50, we have the right to automatically redeem the balance. We also retain the right, at our sole discretion, to redeem or convert your Securities of the applicable Series into another Series of the same Fund, offering the lowest fee option in which you qualify to invest, if we determine that you are not eligible to hold such Series.

Starlight Account Linking Service

Our account linking service allows investors with a minimum of $250,000 invested collectively in Series A, Series T6, Series F, Series FT6, Series O, and/or Series O6 Units of the Initial Starlight Funds, and after July 22, 2023, Series A, Series AA, Series T5, Series T8, Series F, Series FF, and/or Series FT5 of the New Starlight Funds, spread across certain designated accounts, to aggregate such investment amounts in order to:

- satisfy the initial minimum investment amounts for a Fund. See "Minimum Investment" on page 26 for more information; or
- qualify for additional Management Fee Distributions or Management Fee Rebates (as such terms are defined herein). See "Management Fees" on page 37 for more information; or
- in respect of Series O or Series O6 Securities of a Fund, qualify for a further reduced management fee in accordance with the tiered management fee schedule contained within the agreement.

A "designated account" includes any account belonging to: (i) you; (ii) your spouse; (iii) you and your spouse jointly; (iv) your dependent minor(s); (v) any family member living at the same address as you; or vi) a corporation of which you own more than 50% of the equity and more than 50% of the voting shares.

We do not automatically qualify you for our account linking service once the minimum investment amount is met. Redemptions of Securities of a Fund in any designated account will reduce the amount you are considered to hold to qualify for our account linking service. In order to qualify for the account linking service, the necessary application forms, containing additional terms and conditions, must be executed and approved by us. Please ask your financial advisor for further details.

We may modify or discontinue the account linking service at any time, at our sole discretion. Existing participants in our account linking service will be provided with 90 days' advance notice of any discontinuance of this program.

Series NAV per Security

The Series NAV per Security is the basis for all transactions of Securities including purchases, the automatic reinvestment of distributions, Conversions, switches and redemptions, as described in this Simplified Prospectus.

The Series NAV per Security is determined at the close of business (usually 4:00 p.m. Toronto time) on each business day and remains in effect until next determined.

Our Funds are sold in Series. Each Series of a Fund has a different Series NAV per Security because each Series has different fees, expenses or distribution rates associated with it.

To calculate the Series NAV per Security, we take the value of the Series' proportionate share of the market value of all investments and other assets of a Fund, subtract its liabilities including its proportionate share of all common Fund liabilities attributable to that Series, and divide the result by the total number of its Securities outstanding in that Series at that time.

Series NAV Per Security = (Series Assets – Series Liabilities) ÷ Total Number of Securities Outstanding in that Series

We may suspend the calculation of the NAV for each Series of a Fund. See "Suspension of Exchanges and Redemption Rights" on page 33 for more information.

Minimum Investment

The applicable initial minimum amounts for investment in the Funds are: $500 for Series A, Series AA, Series T5, Series T6, Series T8, Series F, Series FF, Series FT5, Series FT6 and Series Z Securities; $25,000 for Series O and Series O6 Securities; and $5,000,000 or an amount we determine, at our discretion, for Series I Securities. There is no minimum initial investment amount for ETF Series or the Series PTF Securities of a Fund. All DSC, LL and DLL Series of Series B, Series BB, Series C, Series L, and Series T8B Securities are closed to new purchases. Series R and Series R2 Securities are also closed to new purchases.

After these initial amounts, you do not need to satisfy a minimum investment amount unless you make use of the Pre-Authorized Chequing Plan. See "Optional Services – Pre-Authorized Chequing Plan" on page 36 for more information.

We may change or waive these minimum amounts at any time, at our discretion and without notice to Securityholders.

Purchases

Mutual Fund Series

You may buy Mutual Fund Series Securities of a Fund on any business day. To do so:

- you must complete a purchase order; and
- your dealer must send the order, along with payment, to the Toronto office of the Fund's registrar and transfer agent on the same day the dealer receives the order.

If the dealer receives your order after the close of business on a business day (usually 4:00 p.m. Toronto time), or on a day which is not a business day, the dealer must send the order to the Toronto office of the Fund's registrar and transfer agent on the next business day.

Securities of the Funds can only be purchased in Canadian dollars.

The dealer must pay the cost of sending the purchase order to the registrar and transfer agent.

As Series PTF Securities of the Funds trade on the NEO Exchange, if the NEO Exchange is:

a) closed but the TSX remains open, Series PTF Securities of the Funds will continue to trade. In such situations, your dealer should contact the Manager for assistance with purchasing PTF Securities; or

b) open but the TSX is closed, all purchase requests placed on the NEO Exchange for Series PTF Securities of a Fund will be rejected and will need to be placed when the TSX and will need to be placed when the TSX reopens. Your advisor should contact the Manager for assistance.

As a security measure, we will not accept purchase orders placed by fax directly from investors. If the Toronto office of the Fund's registrar and transfer agent receives a purchase order:

- before the close of business on a business day (usually 4:00 p.m. Toronto time), the purchase order is processed at the Series NAV per Security calculated on the same business day; or
- after the close of business on a business day or on a day which is not a business day, it is processed at the Series NAV per Security calculated on the next business day.

Reversing a Purchase Order

If a Fund's registrar and transfer agent does not receive payment in full of the purchase order and all necessary documents within two business days after the date on which the price of the Securities was determined (or such shorter period as may be determined by us in response to changes in applicable laws or general changes to settlement procedures in applicable markets), we are required to reverse the purchase order.

To reverse a purchase order, we will process a redemption request on the next business day for the number of Securities that were purchased. The redemption proceeds will be used to pay for the amount owing on the purchase. Any excess proceeds belong to the applicable Fund.

We will initially pay any shortfall stemming from the redemption to the Fund, but we will be entitled to collect the shortfall, plus any costs incurred, from the dealer who placed the order for the securities. The dealer may then collect the shortfall, plus any costs incurred, from the investor who placed the order. When no dealer has been involved, we will be entitled to collect the shortfall and costs from the investor who placed the order.

We have the right to reject a purchase order, but the decision must be made within one business day after receiving the order. If we reject a purchase order, we will immediately refund the payment received with that order.

Series A, Series AA, Series T5, Series T6 and Series T8 Securities of the Funds are only available for purchase under the ISC option. If you purchase Series A, Series AA, Series T5, Series T6 and Series T8 Securities, you and your dealer negotiate the amount of the fee that you pay, which can be up to 5% of the cost of the Securities. The fee is deducted from the amount available for investment and is paid directly to your dealer. If you purchase Series A, Series AA, Series T5, Series T6 and Series T8 Securities, you will not have to pay a redemption fee when you redeem them.

ETF Series

ETF Series Securities of the Funds will be issued and sold on a continuous basis and there is no maximum number of ETF Series Securities that may be issued. ETF Series Securities of the Funds can be bought in Canadian dollars only.

The ETF Series Securities are listed on the NEO Exchange and holders of ETF Series Securities are able to buy and sell ETF Series Securities of the Funds on the NEO Exchange or another exchange or marketplace through registered brokers and dealers in the province or territory where the Unitholder resides. The ticker symbol for ETF Series Securities of Starlight Global Infrastructure Fund is "SCGI" and the ticker symbol for ETF Series Securities of Starlight Global Real Estate Fund is "SCGR".

Securityholders may incur customary brokerage commissions in buying or selling ETF Series Securities. No fees are paid by a Securityholder to the Manager or the Funds in connection with the buying or selling of ETF Series Securities on the NEO Exchange or another exchange or marketplace.

We, on behalf of each Fund that offers ETF Series Securities, have entered or will enter into a designated broker agreement with a designated broker (a "**Designated Broker**") pursuant to which the Designated Broker has agreed, or will agree, to perform certain duties relating to the ETF Series Securities of a Fund including, without limitation; (i) to subscribe for a sufficient number of Securities to satisfy the applicable exchange's original listing requirements; (ii) to subscribe for Securities on an ongoing basis in connection with the rebalancing of and adjustments to the portfolio of the Fund or when cash redemptions of Securities occur; and (iii) to post a liquid two-way market for the trading of Securities on the applicable exchange. In accordance with the designated broker agreement, we may require the Designated Broker to subscribe for ETF Series Securities for cash. We may, in our discretion from time to time, reimburse the Designated Broker for certain expenses incurred by the Designated Broker in performing these duties.

Generally, all orders to purchase ETF Series Securities directly from a Fund must be placed by a Designated Broker or an "ETF Dealer", which is a registered dealer (that may or may not be a Designated Broker) that has entered into an agreement with us authorizing the dealer to subscribe for, purchase and redeem ETF Series Securities from one or more Funds on a continuous basis from time to time.

We reserve the absolute right to reject any subscription order placed by a Designated Broker or ETF Dealer in connection with the issuance of ETF Series Securities. If we reject your order, we will immediately return any money received, without interest.

No fees or commissions will be payable by a Fund to a Designated Broker or ETF Dealer in connection with the issuance of ETF Series Securities. On the listing, issuance, exchange or redemption of ETF Series Securities, we may, in our discretion, charge an administration fee to a Designated Broker or ETF Dealer to offset the expenses incurred in listing, issuing, exchanging or redeeming the Securities ("**ETF Administration Fee**").

After the initial issuance of ETF Series Securities to the Designated Broker(s) to satisfy the applicable exchange's original listing requirements, a Designated Broker or ETF Dealer may place a subscription order for a Prescribed Number of ETF Series Securities (and any additional multiple thereof) of a Fund on any day on which a session of the exchange or marketplace on which the ETF Series Securities of that Fund are listed is held (a "**Trading Day**"), or such other day as determined by us. "**Prescribed Number of ETF Series Securities**" means the number of ETF Series Securities of the Fund determined by us from time to time for the purpose of subscription orders, exchanges, redemptions or for other purposes. The cut-off time for ETF Series Securities of the Funds is 4:00 p.m. (Toronto time) on the prior Trading Day (the "**Cut-Off Time**"). If the NEO Exchange's trading hours are shortened or changed for other regulatory reasons, we may change the Cut-Off Time. Any subscription order that is received by the Cut-Off Time will be deemed to be received on the next Trading Day and will be based on the Series NAV per Security determined on such next Trading Day. Any subscription order received after the Cut-Off Time on a Trading Day will be deemed to be received on the Trading Day following the next Trading Day and will be based on the Series NAV per Security determined on such following Trading Day.

For each Prescribed Number of ETF Series Securities issued, the Designated Broker or an ETF Dealer must deliver payment consisting of, in our discretion: (i) cash in an amount equal to the aggregate Series NAV per Security of the Prescribed Number of ETF Series Securities next determined following the receipt of the subscription order; (ii) a group of securities or assets representing the constituents of, and their weightings in, the Fund (a "**Basket of Securities**") or a combination of a Basket of Securities and cash, as determined by us, in an amount sufficient so that the value of the securities and cash received is equal to the aggregate Series NAV per Security of the Prescribed Number of ETF Series

Securities next determined following the receipt of the subscription order; or (iii) securities other than Baskets of Securities or a combination of securities other than Baskets of Securities and cash, as determined by us, in an amount sufficient so that the value of the securities and cash received is equal to the aggregate Series NAV per Security of the Prescribed Number of ETF Series Securities next determined following the receipt of the subscription order.

We will make available to the Designated Brokers and ETF Dealers information as to the Prescribed Number of ETF Series Securities and any Baskets of Securities for each Fund for each Trading Day. We may, in our discretion, increase or decrease the Prescribed Number of ETF Series Securities from time to time.

To Designated Brokers in Special Circumstances

ETF Series Securities may also be issued by a Fund to designated brokers in certain special circumstances, including when cash redemptions of ETF Series Securities occur.

Switches

Permitted Switches

- Switches Between Series of the Same Fund: Subject to any applicable minimum investment amounts or other eligibility requirements, you may, at any time, switch all or part of your investment in a Series or Class of Securities of a Fund to another Series of the same Fund (a "**Conversion**"). A Conversion between Series or a Class of the same Fund is not expected to be a disposition for tax purposes. See the section "Canadian Federal Income Tax Considerations" on page 48.
- Switching Securities of One Fund to Another:
- a switch between Funds will result in a disposition for tax purposes and may result in a capital gain or capital loss if the Securities being switched are held outside of a Registered Account. See the section "Canadian Federal Income Tax Considerations" on page 48.
- a switch between Funds within a Registered Account (as defined on page 59) is a disposition for tax purposes, but any gain should not be taxable provided any proceeds and credits resulting from the disposition are retained in the Registered Account. For more information on Registered Accounts, see the section "Securities held in a Registered Account" on page 59.
- Prior to July 22, 2023: You may, at any time, switch all or part of your investment in (i) a Series of Securities of an Initial Starlight Fund to Securities of another Initial Starlight Fund of the same Series under the same purchase option, or (ii) a Series of Securities of a New Starlight Fund to Securities of another New Starlight Fund of the same Series under the same purchase option, provided in each case that the Series of Securities you wish to switch to is offered by that other Fund and you otherwise qualify to hold such Series.
- On or After July 22, 2023: You may, at any time, switch all or part of your investment in a Series of Securities of a Fund to Securities of another Fund of the same Series under the same purchase option, provided that the Series of Securities you wish to switch to is offered by that other Fund and you otherwise qualify to hold such Series.

You may have to pay a fee to your dealer when you implement a switch. See the section "Fees for Switches" on page 30. Switches are subject to the provisions set out below.

Restrictions on Switches

- ETF Series of a Fund and Series PTF Securities of a Fund cannot be converted into another Series of the same Fund or switched into another Fund. Similarly, Securities of a Mutual Fund Series of a Fund cannot be converted or switched into Securities of an ETF Series or Series PTF of the same or another Fund.
- Converting or switching to Series F, Series FF, Series FT5, Series FT6, Series O, Series O6 or Series I Securities is subject to certain conditions, including our approval. See "Series of Securities" beginning on page 21 for details.

- Investors converting or switching into another Series of a Fund must meet the applicable minimum investment amount associated with that Series. See "Minimum Investment" on page 26 for details.
- Converting or switching into LL, DSC, or DLL sales charge options is not permitted, as these sales charge options are closed to new purchases.
- Converting or switching to Series R or Series R2 is not permitted, as this Series is exclusively for issuance in connection with certain acquisition transactions and not offered generally for sale.
- Converting or switching into Series Z is not permitted, as this Series is only available to the Funds.
- Converting or switching between an Initial Starlight Fund and a New Starlight Fund is not permitted before July 22, 2023.

Our expectation is that your dealer will act in accordance with the regulations of the New Self-Regulatory Organization of Canada. We also expect that your dealer will obtain your prior consent to convert or switch your Securities of a Fund or Series.

Fees for Switches

- You may have to pay your dealer a negotiated fee of up to 2% of the value of the Securities switched.
- If you switch between Funds within 30 days of your initial purchase, or if you exhibit a pattern of excessive trading within a 90-day period, you may have to pay the Fund that you switch from a short-term trading fee. This is discussed in the section "Short-Term Trading" on page 34 and in the table "Fees and Expenses Payable Directly by You" beginning on page 43.

To implement a switch between Funds, you must follow the procedures described below under "Redemptions". Briefly, you will need to:

- indicate the Fund (or Funds) and the Series that you want your Securities switched into;
- indicate the Series and the number of Securities or investment amount to be switched; and
- direct us to use the redemption proceeds to purchase Securities of the other Fund(s).

To implement a Conversion between Series of Securities of the same Fund, you must contact your broker, dealer or investment advisor. The timing and processing applicable to purchases and redemptions also apply to Conversions, notwithstanding that a Conversion does not involve a redemption.

The tax consequences of Conversions and switches are discussed in more detail under "Canadian Federal Income Tax Considerations" beginning on page 48.

Redemptions

Mutual Fund Series

You may redeem Mutual Fund Series Securities of a Fund on any business day, subject to the payment of applicable redemption fees, if any. The procedure must be followed carefully.

First, you must complete a written redemption request:

- if you deposit your redemption request with a dealer, the dealer must send the redemption request to the Toronto office of the Fund's registrar and transfer agent on the same business day.
- if the dealer receives the redemption request from you after the close of business on a business day (usually 4:00 p.m. Toronto time) or on a day that is not a business day, the dealer must send it to the Fund's registrar and transfer agent on the next business day.

A redemption request is processed based on when the registrar and transfer agent receive it. Specifically, if the Fund's registrar and transfer agent receives a redemption request:

- before the close of business on a business day (usually 4:00 p.m. Toronto time), the request is processed at the applicable Series NAV per Security calculated at the close of business on that business day, less any applicable redemption fees; or
- after the close of business on a business day or on a day which is not a business day, the request is processed at the applicable Series NAV per Security calculated at the close of business on the next business day, less any applicable redemption fees.

The dealer must pay the cost of sending the redemption request to the registrar and transfer agent.

For the protection of investors in a Fund, a bank, trust company or dealer must guarantee your signature on any redemption request. As a security measure, we will not accept redemption requests faxed to us directly by an investor.

Redemption requests from corporations or other investors that are not individuals may require other documentation.

If all necessary redemption documents have been properly completed and sent to a Fund's registrar and transfer agent with the redemption request, we will pay the redemption amount within two business days of the business day on which the Series NAV per Security for the redemption was calculated. Otherwise, the redemption amount will be paid within two business days after the Fund's registrar and transfer agent receives the missing documentation. The redemption payments will be made in Canadian dollars.

If you hold your Fund investment in a Registered Account (as defined on page 59), the redemption amount is paid to the trustee of the plan. We follow this procedure because the necessary tax forms must be prepared, and in some cases, income tax deducted before payment can be released to you.

We will not process orders to redeem securities for:

- a past date;
- a future date;
- a specific price; or
- any Securities that have not been paid for.

Reversal of a Redemption

If a Fund's registrar and transfer agent does not receive all necessary documents within ten business days following the date on which the redemption was requested, we will reverse the redemption order. To reverse the redemption order, on the tenth business day after the redemption order was placed, we will process a purchase order for the number of Securities that were redeemed.

The proceeds from the redemption will be used to pay for the Securities purchased. Any excess proceeds belong to the applicable Fund. If the proceeds are insufficient to pay for the Securities, we will initially pay any shortfall to the Fund, but will be entitled to collect the shortfall, plus any costs incurred, from the dealer who placed the redemption request. The dealer may, in turn, collect the shortfall, plus any costs incurred, from the investor who placed the redemption request. Where no dealer has been involved, we will be entitled to collect the shortfall and costs directly from the investor who placed the redemption request.

Redemption of Securities by the Manager

If the value of your Securities in a Fund falls below certain levels, we have the right to redeem your Securities in that Fund. For Series A, Series AA, Series T5, Series T6, Series T8, Series F, Series FF, Series FT5, Series FT6, Series FT8 and Series Z Securities of the Funds, this level is $500. For Series O and Series O6 Securities of the Funds, this level is $25,000. For Series I Securities of the Funds, this level is $5,000,000 or an amount we determine, at our discretion, as set out in the initial agreement between you and us. We will give you 30 days' notice by registered mail that the redemption will take place. If you wish to avoid a redemption, you can make an additional investment to bring your account up to the required minimum value.

In addition, we reserve the right to redeem, without notice to you, all of the Securities that you hold in a Fund if your investment in that Fund falls below $50. If a partial redemption of Securities reduces the value of an investment to less than $50, we have the right to automatically redeem the balance.

ETF Series

You may choose to redeem ETF Series Securities of a Fund on any Trading Day. When you redeem ETF Series Securities of a Fund, you receive the proceeds of your sale in cash at a redemption price per Security equal to 95% of the closing price of the ETF Series Securities on the effective date of redemption, subject to a maximum redemption price of the applicable Series NAV per Security. As Securityholders will generally be able to sell ETF Series Securities at the market price on the NEO Exchange or another exchange or marketplace through a registered broker or dealer subject only to customary brokerage commissions, Securityholders are advised to consult their brokers, dealers or investment advisors before redeeming their ETF Series Securities for cash.

For such a cash redemption to be effective on a Trading Day, a cash redemption request in the form prescribed by us from time to time must be delivered to the Fund at its head office through a registered dealer or other financial institution that is a participant in CDS Clearing and Depository Services Inc. ("**CDS**") and that holds ETF Series Securities on behalf of beneficial owners of such Securities (a "**CDS Participant**"). Any cash redemption request that is received by the Cut-Off Time will be deemed to be received on the next Trading Day. Any cash redemption request received after the Cut-Off Time on a Trading Day will be deemed to be received on the Trading Day following the next Trading Day. Payment of the redemption price will be made by no later than the second Trading Day after the effective day of the redemption (or such shorter period as may be determined by us in response to changes in applicable laws or general changes to settlement procedures in applicable markets). The cash redemption request forms may be obtained from us.

If we haven't received all the required documents within ten business days of receiving your redemption request, we'll issue the same number of Securities on the tenth business day after the redemption request. If the issue price is less than the sale proceeds, the Fund will keep the difference. If the issue price is more than the sale proceeds, your dealer must pay the shortfall. Your dealer may have the right to collect it from you.

We may require your signature to be guaranteed by your bank, trust company or dealer. In some cases, we may require other documents or proof of signing authority. You can contact your financial advisor or us to find out the documents that are required to complete the sale.

We reserve the right to cause a Fund to redeem the ETF Series Securities held by a Securityholder at a price equal to the Series NAV per Security on the effective date of such redemption if we believe it is in the best interests of the Fund to do so.

Exchange of Prescribed Number of ETF Series Securities

On any Trading Day, you may exchange a minimum of a Prescribed Number of ETF Series Securities (and any additional multiple thereof) for cash or, with our consent, Baskets of Securities and cash. To effect an exchange of ETF Series Securities, you must submit an exchange request, in the form prescribed by us from time to time, to the applicable Fund at its head office. The exchange price will be equal to the aggregate Series NAV per Security of the Prescribed Number of ETF Series Securities on the effective day of the exchange request, payable by delivery of cash or, with our consent, Baskets of Securities (constituted prior to the receipt of the exchange request) and cash. On an exchange, the applicable ETF Series Securities will be redeemed. On an exchange, we will require you to pay the applicable Fund an exchange transaction fee of up to 0.25%, which approximates the brokerage expenses, commissions, transaction costs, costs or expenses related to market impact and other costs or expenses incurred or expected to be incurred by an ETF Series in effecting securities transactions on the market to obtain the necessary cash for the exchange. In certain circumstances and at our discretion, we may waive or reduce the exchange transaction fee.

Any exchange request that is received by the Cut-Off Time will be deemed to be received on the next Trading Day and will be based on the Series NAV per Security determined on such next Trading Day. Any exchange request received after the Cut-Off Time on a Trading Day will be deemed to be received on the Trading Day following the next Trading Day. Settlement of exchanges for cash or Baskets of Securities and cash, as the case may be, will be made by no later than the second Trading Day after the effective day of the exchange request (or such shorter period as may be determined by us in response to changes in applicable laws or general changes to settlement procedures in applicable markets).

We will make available to the Designated Broker and ETF Dealers information as to the Prescribed Number of ETF Series Securities and any Basket of Securities for each Fund for each Trading Day. We may, in our discretion, increase or decrease the Prescribed Number of ETF Series Securities from time to time.

If Securities held in the portfolio of a Fund are cease traded at any time by order of a securities regulatory authority or other relevant regulator or stock exchange, the delivery of such Securities to a Securityholder on an exchange may be postponed until such time as the transfer of the securities is permitted by law.

Exchange and Redemption of ETF Series Securities Through CDS Participants

The exchange and redemption rights described above must be exercised through the CDS Participant through which you hold ETF Series Securities. Beneficial owners of ETF Series Securities should ensure that they provide exchange and/or redemption instructions to the CDS Participants through which they hold Securities sufficiently in advance of the cut-off times set by the CDS Participants to allow such CDS Participants to notify us or as we may direct prior to the relevant cut-off time.

Characterization of Redemption or Exchange Amounts

The redemption or exchange price paid to a Designated Broker may include capital gains realized by the Fund. The remaining portion of the redemption or exchange price will be proceeds of disposition.

Suspension of Exchanges and Redemption Rights

The Manager may suspend the exchange or redemption of Securities of a Fund or payment of redemption proceeds of a Fund: (i) during any period when or on any day on which normal trading is suspended on a stock exchange or other market on which securities owned by the Fund are listed and traded, if these securities represent more than 50% by value or underlying market exposure of the total assets of the Fund, without allowance for liabilities, and if these securities are not traded on any other exchange that represents a reasonably practical alternative for the Fund; or (ii) with the prior permission of the securities regulatory authorities where required, for any period not exceeding 30 days during which the Manager determines that conditions exist which render impractical the sale of assets of the Fund or which impair the ability of the Fund Administrator to determine the value of the assets of the Fund. The suspension may apply to all requests for exchange or redemption received prior to the suspension but as to which payment has not been made, as well as to all requests received while the suspension is in effect. All Securityholders making such requests shall be advised by the Manager of the suspension and that the exchange or redemption will be effected at a price determined on the first valuation date following the termination of the suspension. All such Securityholders shall have and shall be advised that they have the right to withdraw their requests for exchange or redemption. The suspension shall terminate in any event on the first day on which the condition giving rise to the suspension has ceased to exist, provided that no other condition under which a suspension is authorized then exists. To the extent not inconsistent with official rules and regulations promulgated by any government body having jurisdiction over the Fund, any declaration of suspension made by the Manager shall be conclusive.

Short-Term Trading

Short-term trading can increase a Fund's expenses, which has a negative effect on all Securityholders of the Fund. Excessive short-term trading may force the portfolio manager to sell investments at an inopportune time, and to hold more cash in a Fund than would otherwise be necessary. These actions may limit the potential growth or performance of the Fund.

For these reasons, we will take such action as deemed necessary to deter inappropriate short-term trading activities. This may include imposing a fee of 1% of the amount you redeem or switch if you do so within 30 days of your initial purchase. For the calculation of the fee, see "Short Term Trading Fee" in the table "Fees and Expenses Payable Directly by You" beginning on page 43.

In addition, should we detect a pattern of excessive short-term trading activities, comprised of a Series of purchases, redemptions or switches within a 90-day period, then we may take any of the following actions, as deemed appropriate: (i) send you a warning letter, or (ii) charge a short-term trading fee of up to 2% of the value of your Securities. Additional sanctions may be taken by us, in our sole discretion, including rejecting or canceling prospective purchases in order to protect your interests and the interests of the Funds.

Any short-term trading fee is retained by the Fund. While the fee is generally paid out of the redemption proceeds of the Fund in question, we have the right to redeem Securities of the Fund, or other Funds in your account, without notice to you, to pay the fee. The short-term trading fee is in addition to any other fee that may be applicable to your investment in a Fund.

We retain the right to waive the short-term trading fee in special circumstances or if it is determined in our sole discretion that the short-term trade did not otherwise harm other investors in the Fund or the Fund itself. For the purpose of determining the applicability of a short-term trading fee, Securities that are held for the longest period of time will be treated as being redeemed first and Securities held for the shortest period of time will be treated as being redeemed last.

The short-term trading fee does not apply to:

- redemptions or exchanges of ETF Series and Series PTF Securities;
- withdrawals from RRIFs and RESPs;
- transactions made as part of an asset allocation program;
- Securities received from reinvested distributions;
- Securities redeemed under a Systematic Withdrawal Plan (as described on page 36); and
- Securities sold as a result of the death of a Securityholder.

Special Considerations for Securityholders
The provisions of the so-called "early warning" reporting requirements in Canadian securities legislation do not apply in connection with the acquisition of ETF Series Securities of a Fund. In addition, the Funds have obtained relief from the securities regulatory authorities to permit Securityholders to acquire more than 20% of the ETF Series Securities of any Fund through purchases on the NEO Exchange (or such other designated exchange on which the ETF Series Securities of a Fund may be listed from time to time) without regard to the take-over bid requirements of Canadian securities legislation, provided that any such Securityholder, and any person acting jointly or in concert with the Securityholder, undertakes to the Manager not to vote more than 20% of the ETF Series Securities at any meeting of Securityholders.

Non-resident Securityholders

The Master Declaration of Trust of the Initial Starlight Funds provides that at no time may: (i) non-residents of Canada; (ii) partnerships that are not Canadian partnerships; or (iii) a combination of non-residents of Canada and such partnerships (all as defined in the Tax Act), be the beneficial owners of a majority of the Securities of an Initial Starlight Fund (on a number of Securities or fair market value basis). The Manager may require declarations as to the jurisdictions in which a beneficial owner of Securities is resident and, if a partnership, its status as a Canadian partnership. If the Manager becomes aware, as a result of requiring such declarations as to beneficial ownership or otherwise, that the beneficial owners of 40% of the Securities of an Initial Starlight Fund (on a number of Securities or fair market value basis) then outstanding are, or may be, non-residents and/or partnerships that are not Canadian partnerships, or that such a situation is imminent, the Manager may make a public announcement thereof. If the Manager determines that more than 40% of the Securities (on a number of Securities or fair market value basis) of an Initial Starlight Fund are beneficially held by non-residents and/or partnerships that are not Canadian partnerships, the Manager may send a notice to such non-resident Securityholders and partnerships, chosen in inverse order to the order of acquisition or in such manner as the Manager may consider equitable and practicable, requiring them to sell their Securities or a portion thereof within a specified period of not less than 30 days. If the Securityholders receiving such notice have not sold the specified number of Securityholders or provided the Manager with satisfactory evidence that they are not non-residents or partnerships other than Canadian partnerships within such period, the Manager may, on behalf of such Securityholders, sell such Securities and, in the interim, shall suspend the voting and distribution rights attached to such Securities. Upon such sale, the affected holders shall cease to be beneficial holders of Securities and their rights shall be limited to receiving the net proceeds of sale of such Securities.

Notwithstanding the foregoing, the Manager may determine not to take any of the actions described above if the Manager has been advised by legal counsel that the failure to take any of such actions would not adversely impact the status of the applicable Initial Starlight Fund as a mutual fund trust for purposes of the Tax Act or, alternatively, may take such other action or actions as may be necessary to maintain the status of such Initial Starlight Fund as a mutual fund trust for purposes of the Tax Act.

Registration and Transfer Through CDS – ETF Series Securities

Registration of interests in, and transfers of, ETF Series Securities, will be made only through CDS. ETF Series Securities must be purchased, transferred and surrendered for exchange or redemption only through a CDS Participant. All rights of an owner of ETF Series Securities must be exercised through, and all payments or other property to which such owner is entitled will be made or delivered by, CDS or the CDS Participant through which the owner holds such ETF Series Securities. Upon purchase of any ETF Series Securities, the owner will receive only the customary confirmation; physical certificates evidencing your ownership will not be issued. References in this prospectus to a holder of ETF Series Securities mean, unless the context otherwise requires, the beneficial owner of such ETF Series Securities.

Neither the Funds nor the Manager will have any liability for: (i) records maintained by CDS relating to the beneficial interests in the ETF Series Securities or the book entry accounts maintained by CDS; (ii) maintaining, supervising or reviewing any records relating to such beneficial ownership interests; or (iii) any advice or representation made or given by CDS and made or given with respect to the rules and regulations of CDS or any action taken by CDS or at the direction of the CDS Participants.

The ability of a beneficial owner of ETF Series Securities to pledge such ETF Series Securities or otherwise take action with respect to such owner's interest in such ETF Series Securities (other than through a CDS Participant) may be limited due to the lack of a physical certificate.

The Funds have the option to terminate registration of the ETF Series Securities through the book-based system, in which case certificates for ETF Series Securities in fully registered form will be issued to beneficial owners of such ETF Series Securities to their nominees.

Optional Services

Registered Accounts

We offer investors the opportunity to hold their Securities through the following registered accounts offered by us (each a "**Starlight Registered Account**"):

- a registered retirement savings plan ("**Starlight RRSP**");
- a registered retirement income fund ("**Starlight RRIF**");
- a first home savings account ("**Starlight FHSA**");
- a tax-free savings account ("**Starlight TFSA**");
- a locked-in retirement account ("**Starlight LIRA**");
- a locked-in retirement savings plan ("**Starlight LRSP**");
- a life income fund ("**Starlight LIF**");
- a locked-in retirement income fund ("**Starlight LRIF**");
- a restricted life income fund ("**Starlight RLIF**");
- a restricted locked-in savings plan ("**Starlight RLSP**"); and
- a prescribed retirement income fund ("**Starlight PRIF**").

There are no trustee fees or other fees payable for a Starlight Registered Account. Further details concerning each Starlight Registered Account are set out in the applicable application form, which you can obtain at no cost from us or your dealer. There is a $500 minimum investment required to open a Starlight Registered Account.

Pre-Authorized Chequing Plan

With the Pre-Authorized Chequing Plan, you can arrange to make regular payments to buy Securities of a Series, other than ETF Series or Series PTF, of a Fund. Provided your initial investment in a Fund is not less than $500, subsequent investments of not less than $25 each may be made weekly, bi-weekly, monthly, quarterly or annually. All investment amounts must be in Canadian dollars.

Under the Pre-Authorized Chequing Plan, you authorize us to withdraw regular payments from your bank account and invest them in a Fund or Funds of your choice. You can stop using the Pre-Authorized Chequing Plan at any time by giving the transfer agent notice at least four days before the next scheduled investment date. Further details concerning this plan are set out in the application form, which you can obtain at no cost from us or your dealer. If a payment is dishonoured by your bank or other financial institution for any reason, you must pay us a $30 service charge.

Systematic Withdrawal Plan

With the Systematic Withdrawal Plan, you can redeem Securities of any Fund (other than ETF Series Units) automatically at fixed intervals. You must hold Securities valued at a minimum of $10,000 in a Fund in order to use the Systematic

Withdrawal Plan to redeem Securities of that Fund. The Securities being redeemed on each redemption date must have a minimum value of $100. All redemption amounts will be paid in Canadian dollars.

We will arrange for the redemption amount to be electronically transferred to your bank account. The Securities are redeemed at their Series NAV per Security.

Further details concerning this plan are set out in the application form, which you can obtain at no cost from us or your dealer.

If your redemptions exceed what the Fund is earning, you will eventually use up your original investment.

Any redemption of Securities through the Systematic Withdrawal Plan may cause you to realize a gain or loss for tax purposes.

Automatic Exchange Plan

The "Starlight Automatic Exchange Plan" offers you the advantage of dollar cost averaging. At no extra charge, we will switch a fixed dollar amount from a Fund to another Fund while remaining within the same Series. The frequency of the exchanges can be weekly, twice monthly, monthly, quarterly, semi-annually or annually. Switching between the Initial Starlight Funds and the New Starlight Funds is not permitted until July 22, 2023.

Fees and Expenses

In this section we will review the fees and expenses associated with investing in the Funds. They include:

- management fees;
- administration fees;
- operating expenses;
- fees related to underlying funds;
- sales charges;
- switch fees;
- service fees; and
- short-term trading fees.

You may have to pay some of these fees and expenses directly. Others are paid out of the Funds' assets, reducing the value of your investment in the Fund.

The table below lists the fees and expenses paid out of the Funds.

Fees and Expenses Payable by the Funds	
Management Fees	Each Fund pays us an annual management fee based on a fixed percentage of the monthly average of the daily Series NAV of the Fund. The management fee varies for each Series of Securities of a Fund. As manager of the Funds, we manage the day-to-day business and operations of the Funds and provide all general management and administrative services. The fees of the Portfolio Manager and Portfolio Sub-Advisors pursuant to the Investment Management Agreements and Sub-Advisory Agreements are paid by the Manager. No management fees or administration fees are payable by a Fund that, to a reasonable person, would duplicate a fee payable by the underlying funds of that fund for the same service. In addition, the Fund will not pay any sales fees or redemption fees upon a purchase or redemption of securities

Starlight CAPITAL

Fees and Expenses Payable by the Funds	
	of an underlying fund. Any service fees paid by us to your dealer will be paid out of the management fee payable to us. The table below lists the management fees payable in respect of Series A, Series AA, Series T5, Series T6, Series T8, Series B, Series BB, Series T8B, Series C, Series F, Series FF, Series FT5, Series FT6, Series PTF, Series L, Series R, Series R2 and ETF Series Units. The management fees of Starlight Global Infrastructure Fund, Starlight Global Real Estate Fund, Starlight North American Equity Fund, and Starlight Dividend Growth Class in respect of Series A, Series AA, Series T6, Series T8, Series F, Series FF and Series FT6 Securities will be reduced at certain intervals as the amount invested increases.

Fund	Series A, Series AA Series T5, Series T6 or Series T8	Series B, BB or Series T8B	Series C	Series F, Series FF, Series FT5 Series FT6, or ETF Series	Series PTF	Series L	Series R	Series R2
Starlight Global Infrastructure Fund	1.90%	-	-	0.90%	-	-	-	-
Starlight Global Real Estate Fund	1.90%	-	-	0.90%	-	-	-	-
Starlight Canadian Financial Services Covered Call Fund	1.65%	-	-	0.65%	0.65%	-	-	-
Starlight Enhanced Yield Fund	2.00%	-	-	0.75%	-	-	-	-
Starlight Global Balanced Fund	2.00%	2.50%	-	0.95%	-	-	-	-
Starlight Global Growth Fund	2.00%	-	-	0.98%	-	-	-	-
Starlight North American Equity Fund	2.00%	-	-	0.95%	0.65%	-	2.50%	2.00%
Starlight Dividend Growth Class	2.00%	2.50%	2.50%	0.95%	0.65%	2.50%	-	-

Series O and Series O6 investors pay a management fee directly to us and Series I investors pay a negotiated management fee directly to us. The maximum management fee payable in respect of

Fees and Expenses Payable by the Funds	
	each of Series O, Series O6 and Series I Securities is set out in the table under Fees and Expenses Payable Directly by You below. There are no management fees associated with Series Z Units. Management fees accrue daily and are paid monthly. They are subject to any applicable sales tax, including harmonized sales taxes ("**HST**"). To encourage large purchases in the Funds, we may reduce or rebate the management fee that we would otherwise be entitled to receive from a Fund. The amount of any management fee reduction in respect of a Trust Fund is distributed to the investor for whose benefit the fees were reduced (the "**Management Fee Distribution**"), and in the case of the Corporate Fund is paid by the Manager to the investor for whose benefit the fees were reduced (the "**Management Fee Rebate**"). We may reduce or rebate the management fee on consideration of several factors, including the size of the investment, the expected level of account activity and the assets under administration. Management Fee Distributions of a Fund will be paid first out of the net income of the Fund then out of capital gains of the Fund and thereafter out of capital. Management Fee Rebates are paid by the Manager directly. All Management Fee Distributions and Management Fee Rebates are automatically reinvested in additional Securities of the Fund. The tax consequences of a Management Fee Distribution and Management Fee Rebate will generally be borne by the Securityholder who receives such distribution or rebate. See "Canadian Federal Income Tax Considerations" beginning on page 48. We may choose to absorb or waive some of the management fees incurred by a Fund. However, we are not required to do so, and we may discontinue this practice at any time and without notice to Securityholders. We will reduce the management fee in respect of investors who invest more than the minimum investment amounts in Series A, Series AA, Series T6, Series T8, Series F, Series FF and Series FT6 Units of the Starlight Global Infrastructure Fund, Starlight Global Real Estate Fund, Starlight North American Equity Fund and Starlight Dividend Growth Class using the same methodology as set out in the table below.

Fund	Investment between $250,000 and $500,000	Investment between $500,000 and $1 million	Investment between $1 million and $2.5 million	Investment greater than $2.5 million
Starlight Global Infrastructure Fund	0.05%	0.10%	0.15%	0.20%
Starlight Global Real Estate Fund	0.05%	0.10%	0.15%	0.20%
Starlight North American Equity Fund	0.05%	0.10%	0.15%	0.20%
Starlight Dividend Growth Class	0.05%	0.10%	0.15%	0.20%

Performance Fee	A performance fee ("**Performance Fee**") may be paid to the Portfolio Manager of the New Starlight Funds (and, in turn, a portion thereof to the Portfolio Sub-Advisor). The Performance Fee is based

Fees and Expenses Payable by the Funds	
	on the performance of a Series (with the exception of Series I) of securities of a Fund from the last time a Performance Fee was paid for such Series to the next calendar year end at which a Performance Fee is payable (the "**Performance Measurement Period**"). Where a Performance Fee has not previously been paid by a Fund, the Performance Measurement Period commences on the first date of issuance of a Series of Securities of a Fund. If a Performance Fee is payable at the end of a calendar year, the Performance Measurement Period ends at such year end. If a Performance Fee is not payable at the end of a calendar year, the Performance Measurement Period is extended until the next calendar year end at which a Performance Fee is payable. The Performance Fee is equal to 10% of the amount by which the performance of a Series of Securities exceeds the performance of its Fund's benchmark over the Performance Measurement Period, multiplied by the average NAV of the Series of the Securities during the calendar year, subject to the following conditions: (1) No Performance Fee will be paid unless the cumulative performance of a Series of Securities exceeds the cumulative performance of its Fund's benchmark during the Performance Measurement Period; and (2) Notwithstanding (1) above, no Performance Fee will be paid where the performance of the Net Asset Value per Security of a Series of Securities is negative (without giving effect to any distributions or performance fee accrual) during the calendar year. For Starlight Dividend Growth Class, Starlight North American Equity Fund, Starlight Global Balanced Fund and Starlight Global Growth Fund, Performance Fees are calculated to a maximum of 0.30% of the average NAV of the Series of Securities during the calendar year. If a Fund invests in another fund managed by the Manager, the Manager ensures that there is no duplication of performance fees. You will find a description of the Performance Fee payable by a Fund and the Fund's benchmark in the "Fund Details" section of each Fund. The Manager can switch or substitute the benchmark for the Funds provided that the new benchmark adheres to the guidelines under section 7.1(a) of National Instrument 81-102 – *Investment Funds* ("**NI 81-102**"). No performance fees are applicable to the Initial Starlight Funds.
Operating Expenses	For the Initial Starlight Funds, Starlight will pay all operating expenses relating to its operation and the carrying on of its business, other than the following expenses (the "**Fund Costs**") paid by the Funds: • our management fees; • our administration fees; • brokerage commissions and portfolio execution costs; • borrowing and interest costs; • costs relating to investor meetings (other than to consider a fund merger); • costs of complying with the regulatory requirement to produce Fund Facts and ETF Facts;

Fees and Expenses Payable by the Funds	
	• Fees paid to external service providers associated with tax reclaims, refunds or the preparation of foreign tax or regulatory reports on behalf of the Funds; • extraordinary expenses, including litigation expenses of the Fund; • taxes, including HST; and • any new fees or expenses payable by a Fund on or after September 21, 2018 including those resulting from compliance with any new governmental and regulatory requirements. Each New Starlight Fund pays all expenses relating to its operation and the carrying on of its business, including legal and audit fees, transfer agency fees, custody fees, interest, taxes, regulatory filing fees, administrative and overhead costs charged by the Manager, as well as the cost of financial and other reports and compliance with all applicable laws, regulations and policies. Each Fund may incur brokerage commissions and other portfolio transaction costs, including any HST applicable to such costs. These portfolio transaction costs are not included in the management expense ratio ("**MER**") of a Fund. These costs are disclosed as in each Fund's management report of fund performance in the trading expense ratio ("**TER**"). Each Fund is required to pay applicable HST and may be required to pay Quebec sales taxes ("**QST**"), on management fees, administration fees and fund costs based on the province or territory of residence of the investors in each Series of the Fund. HST and QST, where applicable, are part of the fund costs and are included in the MER of each Series of the Fund. Changes in existing HST and QST rates, further provincial adoption of HST the repeal of HST by HST-participating provinces and changes in the breakdown of the residence of the investors within each Series of the Fund all may have an impact on the MER of each Series of the Fund year over year. Each Fund also pays fees and reasonable expenses of members of the IRC incurred in connection with their duties as members of the IRC, including: • annual fees; • meeting fees; • legal fees; • reimbursement of reasonable expenses; • insurance and indemnification costs; and • any other reasonable expenses related to the operation of the IRC. In accordance with our policies, the annual retainer fees of the IRC members are apportioned among all of the applicable investment funds managed by us at that time. The Chair of the IRC receives an annual retainer fee of $40,000, and each other member of the IRC receives an annual retainer fee of $30,000, as compensation for their services. This compensation is in connection with their services for all investment funds that form part of the Starlight Group of Funds. No member of the IRC receives any meeting fees in respect of the first six meetings they attend in any given calendar year. Any meeting thereafter, however, each member of the IRC is paid $1,500 for each IRC meeting that they attend during that year. Meeting attendance fees are apportioned among the Funds managed by us in which that Funds' business was advanced at that particular

Fees and Expenses Payable by the Funds	
	meeting of the IRC. The costs associated with an IRC meeting to deal with an issue involving a specific Fund(s)are allocated to that particular Fund(s) only. Generally, any operating expense attributable to more than one Fund will be charged and apportioned fairly and equitably amongst the applicable Funds in accordance with our expense allocation policy and procedures. For example, the retainer fees for the IRC are apportioned among the Funds managed by us in a manner that is considered to be fair and equitable. According to the expense allocation policy, costs associated with an issue involving a specific Fund are allocated to that particular Fund only. As each Fund has more than one Series of Securities, each Series is responsible for its proportionate share of common operating expenses and for operating expenses incurred by only that Series. We may choose to waive or absorb some of the operating expenses incurred by a Fund. We are not, however, required to do so and we may discontinue this practice at any time without notice to Securityholders. For administrative ease and convenience, we may pay some or all of a Fund's operating expenses on that Fund's behalf and seek reimbursement of such expenses from the Fund at a later date.
Administration Fee	For the Initial Starlight Funds, we pay all operating expenses, other than "Fund Costs", for each Series, in exchange for a fixed rate annual administration fee (the "**Administration Fee**"). Administration Fees are paid by each Series of each Initial Starlight Fund, except for Series I Units, for which Administration Fees are charged directly to you. Administration Fees are subject to applicable taxes, such as GST/HST. We provide the majority of the services required for the Funds to operate, although we may retain third parties to provide such services. In exchange for the Administration Fee, the expenses borne by us on behalf of the Initial Starlight Funds include: (i) recordkeeping, accounting and fund valuation costs; (ii) custody safekeeping fees; (iii) audit and legal fees; and (iv) the costs of preparing and distributing Fund financial reports, simplified prospectuses, and other investor communications we are required to prepare to comply with applicable laws (other than the costs of complying with any new regulatory requirements, as described in Fund Costs above). There are no Administration Fees charged for Series I Units of the Initial Starlight Funds, although Fund Costs will still be allocated. The Administration Fee is charged separately from the management fee for each Series. It is calculated as a fixed annual percentage of the NAV of each Series as indicated below:

Fees and Expenses Payable by the Funds	
	There is no administration fee for the New Starlight Funds as each New Starlight Fund pays all operating expenses relating to its operation and the carrying on of its business.

Fund	Series A, T6, F, FT6 or ETF Series	Series O or O6
Starlight Global Infrastructure Fund	0.20%	0.15%
Starlight Global Real Estate Fund	0.20%	0.15%

Fees related to underlying funds	If a Fund invests in securities of another fund also managed by us (the "**underlying fund**"), that Fund is required to pay certain of the underlying fund's operating expenses. In this way, the Fund is like any other investor. Where a Fund invests in underlying funds, it must pay the applicable fees connected with the management of the underlying funds as well. We, however, make sure that when a Fund invests in an underlying fund managed by us, it does not pay duplicate management fees on the portion of its assets that it invests. We also make sure that when a Fund invests in an underlying fund, it does not pay duplicate sales fees or redemption fees when it purchases or redeems securities.

The table below lists the fees and expenses that you pay directly.

Fees and Expenses Payable Directly by You	
Initial Sales Charge Option	For the purchase of Securities under the ISC Option, you may pay your dealer a sales charge of up to 5% of the amount invested. These amounts are negotiated between you and your dealer and are paid at the time of purchase. There is no sales charge paid at the time of redemption.
Switch Fees	If you switch between Funds, you may have to pay your dealer a negotiated fee of up to 2% of the current value of the Securities that you switch.

<table>
<tr><th colspan="2">Fees and Expenses Payable Directly by You</th></tr>
<tr><td>Series O, Series O6 and Series I Management Fees</td><td>Series O and Series O6 investors pay a management fee directly to us. The management fee is reduced based on the size of the investment. The maximum management fee and the applicable reductions to the maximum based on the size of the investment are set out below.

<table>
<tr><th>Fund</th><th>Series O or Series O6 maximum management fee</th><th>Investment between $250,000 and $500,000</th><th>Investment between $500,000 and $1 million</th><th>Investment between $1 million and $2.5 million</th><th>Investment greater than $2.5 million</th></tr>
<tr><td>Starlight Global Infrastructure Fund</td><td>0.90%</td><td>0.85%</td><td>0.80%</td><td>0.75%</td><td>0.70%</td></tr>
<tr><td>Starlight Global Real Estate Fund</td><td>0.90%</td><td>0.85%</td><td>0.80%</td><td>0.75%</td><td>0.70%</td></tr>
</table>

Series I investors pay a negotiated management fee directly to us. The maximum rate of the management fee is set out below.

<table>
<tr><th>Fund</th><th>Series I</th></tr>
<tr><td>Starlight Global Infrastructure Fund</td><td>0.90%</td></tr>
<tr><td>Starlight Global Real Estate Fund</td><td>0.90%</td></tr>
<tr><td>Starlight Canadian Financial Services Covered Call Fund</td><td>0.65%</td></tr>
<tr><td>Starlight Dividend Growth Class</td><td>0.95%</td></tr>
<tr><td>Starlight Enhanced Yield Fund</td><td>0.75%</td></tr>
<tr><td>Starlight Global Balanced Fund</td><td>0.95%</td></tr>
<tr><td>Starlight Global Growth Fund</td><td>0.98%</td></tr>
<tr><td>Starlight North American Equity Fund</td><td>0.95%</td></tr>
</table></td></tr>
<tr><td>Fee-based Account Fee</td><td>Generally, you must participate in an eligible fee-based or wrap program with your representative's firm to purchase Series F, Series FF, Series FT5 or Series FT6 Securities. Your representative's firm may charge you a fee, which is negotiated between your representative's firm and paid directly to them.</td></tr>
<tr><td>Service Fee</td><td>You may have to pay a negotiated service fee to your dealer (including a discount broker) who sells you Series O, Series O6 or Series I Securities. The service fee is between 0% and 1.25% of the average value of the net assets that you hold in a Fund during each complete calendar quarter or month, as applicable. This service fee is determined in the Series O, Series O6 or Series I agreement that you enter into at the time of purchase of the Securities.</td></tr>
</table>

Fees and Expenses Payable Directly by You	
Short-Term Trading Fee	If you redeem or switch out of a Fund within 30 days of purchase, you may be required to pay a fee to the Fund of 1% of the amount redeemed or switched. Additionally, a short-term trading fee of up to 2% of the amount purchased, redeemed or switched may apply to a pattern of excessive short-term trading within a 90-day period. A short-term trading fee does not apply to: (i) redemptions or exchanges of ETF Securities; (ii) withdrawals from RRIFs and RESPs; (iii) transactions made as part of an asset allocation program; (iv) securities received from reinvested distributions; (v) Securities redeemed under a Systematic Withdrawal Plan; or (vi) Securities sold as a result of the death of a Securityholder.
Exchange Fee	On an exchange of ETF Series Securities, we will require you to pay the applicable Fund an exchange transaction fee of up to 0.25%, which approximates the brokerage expenses, commissions, transaction costs, costs or expenses related to market impact and other costs or expenses incurred or expected to be incurred by an ETF Series in effecting securities transactions on the market to obtain the necessary cash for the exchange. In certain circumstances and at our discretion, we may waive or reduce the exchange transaction fee.
Starlight Registered Accounts	Nil
Pre-Authorized Chequing Plan	Nil
Systematic Withdrawal Plan	Nil
Starlight Automatic Exchange Plan	Nil
NSF Cheque Fee	$30

Management fees and other expenses vary from one Fund to another. We will obtain the prior approval of the applicable Fund's Series A, Series AA, Series T5, Series T6 and/or Series T8 Securityholders in respect of:

- any changes made in how a non-arm's length party (such as the Manager) calculates a fee or expense charged to the Fund in connection with the holding of Securities of the Fund, if the change would result in increased charges to the Fund, the Series or the Securityholders; or
- any new fee or expense that a non-arm's length party charges to the Fund, or that we charge to Securityholders in connection with the holding of Securities of the Funds.

A meeting of Securityholders of NL Series of Securities of the Funds is not required to make the foregoing changes. However, the foregoing changes will only be made if such Securityholders are sent a written notice at least 60 days before the effective date of such a change.

In the case of fees or expenses of an arm's length party, the prior approval of Securityholders with respect to the foregoing changes is not required. Securityholders of the applicable Fund will be sent a written notice at least 60 days before the effective date of such a change.

Impact of Sales Charges

Sales charges are applied when you purchase Series A, Series AA, Series T5, Series T6, or Series T8 Securities of a Fund. You do not pay sales charges when you purchase Series F, Series FF, Series FT5, Series FT6, ETF Series, Series PTF, Series O, Series O6 or Series I Securities of a Fund. Series F, Series FF, Series FT5 and Series FT6 investors generally pay a periodic fee to their dealers for investment advice and other services. You may incur customary brokerage commissions in buying or selling ETF Series or Series PTF Securities on the NEO Exchange or another exchange or marketplace. Series O, Series O6 and Series I investors pay a management fee to us and may pay a service fee to their dealer. Series R and Series R2 do not pay a fee to their Dealer for investment advice and other services, instead Series R and Series R2 Securityholders pay a trailing commission. Series R and Series R2 are only offered in respect of the Starlight North American Equity Fund. Series R and Series R2 Securities are exclusively for issuance in connection with certain acquisition transactions and are not offered generally for sale. There are no sales charges associated with Series Z Securities.

We have included a table to provide you with an illustration of the impact of sales charges.

The table below shows the amount that you would have to pay under different purchase options, assuming that:

- you made an investment of $1,000 in any of the Securities of the above noted Series of a Fund; *and*
- you held that investment for one, three, five or 10 years, and you redeemed the entire investment immediately before the end of that period.

Impact of Sales Charges					
		Redemption fee before end of:			
Purchase Options	Fee at time of purchase	1 Year	3 Years	5 Years	10 Years
ISC Option[1]	Up to $50.00	Nil	Nil	Nil	Nil
NL Option	Nil	Nil	Nil	Nil	Nil

Notes

[1] *Series A, Series AA, Series T5, Series T6 or Series T8 Securities of the Funds are only available for purchase under the ISC option.*

Dealer Compensation

This section reviews the ways in which your dealer is compensated.

Sales Commissions

ISC Option

As described on page 46, when you buy Series A, Series AA, Series T5, Series T6 or Series T8 Securities, you may pay your dealer a fee that you negotiate at the time of purchase. The fee, referred to as a sales commission, is up to 5% of the amount invested (up to $50 for each $1,000 invested). You can pay this amount directly to your dealer, or it can be deducted from the amount you invest in the Series A, Series AA, Series T5, Series T6, or Series T8 Securities, as applicable, and paid to your dealer in the form of a commission.

Series F, Series FF, Series FT5 and Series FT6

You do not pay your dealer any sales commissions and no amount of sales commission is deducted from your investment for Series F, Series FF, Series FT5 or Series FT6 Securities. Series F, Series FF, Series FT5 and Series FT6 investors generally pay a periodic fee to their dealers for investment advice and other services.

Series PTF

You do not pay your dealer any sales commissions and no amount of sales commission is deducted from your investment for Series PTF Securities. Series PTF investors who buy Securities through a dealer may pay their dealer a negotiated service fee for investment advice and other services and they pay a management fee to us. See table "Fees and Expenses Payable Directly by You" beginning on page 43 for further details.

Series I

You do not pay your dealer any sales commissions and no amount of sales commission is deducted from your investment for Series I Securities. Series I investors who buy Securities through a dealer may pay their dealer a negotiated service fee and they pay a management fee to us. See table "Fees and Expenses Payable Directly by You" beginning on page 43 for further details.

Series O and Series O6

You do not pay your dealer any sales commissions and no amount of sales commission is deducted from your investment for Series O and Series O6 Securities. Series O or Series O6 investors who buy Securities through a dealer may pay their dealer a negotiated service fee and they pay a management fee to us. See table "Fees and Expenses Payable Directly by You" beginning on page 43 for further details.

Series R and Series R2

No amount of sales commission is deducted from your investment for Series R or Series R2 Units. However, you may pay your dealer a trailing commission. Series R and Series R2 are only offered in respect of Starlight North American Equity Fund. Series R and Series R2 Units are exclusively for issuance in connection with certain acquisition transactions and are not offered generally for sale. See "Trailing Commissions" beginning on page 47 for more details.

Series Z

There are no sales commissions associated with an investment in Series Z Securities. Series Z Securities are only available for purchase by the Funds.

Trailing Commissions

The terms of a trailing commission program may be changed or cancelled at any time without notice, and such changes or cancellation may apply to existing Securities.

We pay trailing commissions to your dealer when you purchase Series A, Series AA, Series T5, Series T6 or Series T8 Securities under the ISC option, and if you purchased Series B, Series T8B, Series C or Series L, up to the maximum percentages set out in the following tables. The trailing commissions are paid out of our management fees.

We calculate and pay trailing commissions either monthly or quarterly, at the option of the dealer, in arrears. We pay these fees, not the Funds. If we determine that you hold Units and/or Shares of a Series that charges a trailing commission for which your dealer was not required to make a suitability determination in connection with your ownership of those Units or Shares, for example a discount dealer/order execution only account, we will switch your Units and/or Shares into a NL Series of the same Fund.

The trailing commissions are based on the average of the net assets of your investment in any of Series A, Series AA, Series T5, Series T6, Series T8, Series B, Series T8B, Series C, Series L or Series R Securities held during each complete calendar month or quarter, as applicable.

Trailing Commissions					
Fund	ISC option up to: Series A, Series AA, Series T5, Series T6 or Series T8	DSC option up to: Series B or Series T8B	DLL option up to: Series C	LL option up to: Series L	Series R
Starlight Global Infrastructure Fund	1.00%	-	-	-	-
Starlight Global Real Estate Fund	1.00%	-	-	-	-
Starlight Dividend Growth Class	1.00%	0.50%	0.75%	0.50%	-
Starlight Global Balanced Fund	1.00%	0.50%	-	-	-
Starlight North American Equity Fund	1.00%	-	-	-	0.50%(1)
Starlight Global Growth Fund	1.00%	-	-	-	
Starlight Enhanced Yield Fund	1.00%	-	-	-	-
Starlight Canadian Financial Services Covered Call Fund	1.00%	-	-	-	-

(1) Series R Units are exclusively for issuance in connection with certain acquisition transactions and are not offered generally for sale.

We do not pay trailing commissions to your dealer with respect to Series F, Series FF, Series FT5, Series FT6, Series R2, Series PTF, ETF Series, Series O, Series O6 and Series I Securities of the Funds.

Marketing Support

We may make various payments to financial advisors for educational and marketing activities in accordance with National Instrument 81-105 – *Mutual Fund Sales Practices*. These include paying up to 50% of the cost of sales communications and investor seminars, up to 100% of the cost of third-party educational courses taken by financial advisors and up to 10% of the cost of conferences put on by dealers. We may also provide financial advisors with non-monetary items of a promotional nature of nominal value.

Canadian Federal Income Tax Considerations

The following is a summary of the principal Canadian federal income tax considerations generally applicable to the Trust Funds and the Company and to a Securityholder who, at all relevant times, is an individual (other than a trust) or a trust governed by a Registered Account, is resident in Canada, deals at arm's length with the relevant Trust Fund, the Company, the Designated Broker and each ETF Dealer, and is not affiliated with relevant Trust Fund, the Company, the Designated Broker or any ETF Dealer and who holds their Securities as capital property, all within the meaning of the *Income Tax Act* (Canada) (the "**Tax Act**").

Generally, Securities will be considered to be capital property to a Securityholder provided that the Securityholder does not hold such Securities in the course of carrying on a business of buying and selling securities and has not acquired them in one or more transactions considered to be an adventure or concern in the nature of trade. Certain Securityholders who might not otherwise be considered to hold their Securities as capital property may, in certain circumstances, be entitled to have such Securities, as applicable, and all other "Canadian securities" owned or subsequently acquired by them treated as capital property by making the irrevocable election permitted by subsection

39(4) of the Tax Act. This summary does not apply to a Securityholder of a Trust Fund or the Company who has entered or will enter into a "derivative forward agreement" as that term is defined in the Tax Act with respect to their Securities, as the case may be. This summary is based on the assumptions that each of the Trust Funds and the Company will comply with its investment restrictions and will not enter into any arrangement where the result is a dividend rental arrangement for purposes of the Tax Act.

This summary assumes that at all times each Trust Fund and the Company will not (i) invest in or hold (a) securities of or an interest in any non-resident entity, an interest in or a right or option to acquire such property, or an interest in a partnership which holds any such property if the applicable Trust Fund or the Company would be required to include significant amounts in income pursuant to section 94.1 of the Tax Act, (b) an interest in a trust (or a partnership which holds such an interest) which would require the Trust Fund or the Company to report significant amounts of income in connection with such interest pursuant to the rules in section 94.2 of the Tax Act, or (c) any interest in a non-resident trust other than an "exempt foreign trust" for the purposes of section 94 of the Tax Act (or a partnership which holds such an interest); (ii) invest in any security that would be a "tax shelter investment" within the meaning of section 143.2 of the Tax Act; or (iii) invest in any security of an issuer that would be a "foreign affiliate" of the Trust Fund or the Company or of any Securityholder for purposes of the Tax Act. In addition, this summary assumes that each Trust Fund will not invest in any security that would cause the applicable Trust Fund to be a "SIFT trust".

This summary is based upon the facts set out in this Simplified Prospectus, the current provisions of the Tax Act and an understanding of the administrative policies and assessing practices of the Canada Revenue Agency ("**CRA**") that have been made publicly available prior to the date of this Simplified Prospectus. This summary takes into account 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 (the "**Proposed Amendments**"). There can be no assurance that the Proposed Amendments will be enacted in the form currently proposed or at all. Otherwise, this summary does not take into account or anticipate any changes in law or administrative policies or assessing practice, whether by legislative, governmental or judicial action or decision.

This summary does not address the potential application of the Equity Repurchase Amendments (as defined below) to any of the Trust Funds. See "Risk Factors – Tax Risk".

This summary is of a general nature only and does not take into account the tax laws of any province or territory or of any jurisdiction outside Canada. It is not intended to be, nor should it be construed to be, legal or tax advice to any particular investor. Further, this summary does not describe the tax consequences relating to the deductibility of interest on money borrowed to acquire Units of the Trust Funds or Shares of the Company. Investors are urged to consult with their own tax advisors for advice with respect to their particular circumstances.

Status of the Trust Funds

This summary is based on the assumption that each Trust Fund qualifies and will continue to qualify at all times as a "mutual fund trust" within the meaning of the Tax Act.

To qualify as a mutual fund trust (i) a fund must be a Canadian resident "unit trust" for purposes of the Tax Act, (ii) the only undertaking of the fund must be (a) the investing of its funds in property (other than real property or interests in real property or an immovable or a real right in an immovable), (b) the acquiring, holding, maintaining, improving, leasing or managing of any real property (or interest in real property) or of any immovable (or real right in immovables) that is capital property of the fund, or (c) any combination of the activities described in (a) and (b), and (iii) the fund must comply with certain minimum requirements respecting the ownership and dispersal of units (the "**Minimum Distribution Requirements**"). In addition, in order to qualify as a mutual fund trust, a Trust Fund cannot at any time reasonably be considered to have been established and/or maintained primarily for the benefit of non-residents unless, at that time, substantially all of the Trust Fund's property consists of property other than property that would be "taxable Canadian property" within the meaning of the Tax Act (if the definition of such term were read without reference to paragraph (b) of that definition). The Funds contain a restriction on the number of permitted non-resident Unitholders.

In this connection (i) the Manager intends to cause each Trust Fund to (a) qualify as a unit trust throughout the life of the Trust Fund and (b) conform its undertaking with the restrictions for mutual fund trusts, (ii) the Manager has no reason to believe that any Trust Fund will not continue to comply with the Minimum Distribution Requirements at all times, and (iii) each Trust Fund has filed the necessary election so that it qualifies as a mutual fund trust from its inception.

If a Trust Fund were not to not qualify or be deemed to qualify as a mutual fund trust at all times, the income tax considerations described below would, in some respects, be materially and adversely different in respect of that Fund.

Each New Starlight Trust Fund is registered as a registered investment for purposes of the Tax Act. A New Starlight Trust Fund that is a registered investment and not a mutual fund trust under the Tax Act is subject to a special tax under Part X.2 of the Tax Act if, generally, at the end of any month it holds property that is not a "prescribed investment" under the Tax Act.

Status of the Company

This summary is based on the assumption that the Company qualifies and will continue to qualify at all times as a "mutual fund corporation" within the meaning of the Tax Act. To qualify as a mutual fund corporation (i) the Company must be a "Canadian corporation" that is a "public corporation" for purposes of the Tax Act; (ii) the only undertaking of the Company must be (A) the investing of its funds in property (other than real property or interests in real property or immovables or real rights in immovables), (B) the acquiring, holding, maintaining, improving, leasing or managing any real property (or interest in real property) or any immovable (or real right in immovables) that is capital property to the Company or (C) any combination of the activities described in (A) and (B); and (iii) issued shares of the Company comprising at least 95% of the total fair market value of all of the issued shares of the Company (determined without regard to voting rights) must have terms and conditions requiring the Company to redeem the shares at the demand of the holder, at prices determined and payable in accordance with such terms and conditions. In addition, the Company must not reasonably at any time be considered to be established or maintained primarily for the benefit of non-resident persons unless, throughout the period that begins on the date of the Company's incorporation and ends at that time, substantially all of its property consists of property other than property that would be "taxable Canadian property" within the meaning of the Tax Act (if the definition of such term were read without reference to paragraph (b) of that definition).

If the Company was not to qualify as a "mutual fund corporation" for the purposes of the Tax Act for any period of time, the tax considerations of investing in the Corporate Fund could be materially and adversely different from those described below.

The Company is registered as a registered investment for purposes of the Tax Act. If the Company did not qualify as a mutual fund corporation under the Tax Act, it would be subject to a special tax under Part X.2 of the Tax Act if, generally, at the end of any month it holds property that is not a "prescribed investment" under the Tax Act.

Taxation of the Funds

Trust Funds

Each Trust Fund (other than Starlight Global Balanced Fund) has elected to have a taxation year that ends on December 15 of each calendar year. Starlight Global Balanced Fund has a taxation year that ends on December 31 of each calendar year. Each Trust Fund is subject to tax in each taxation year under Part I of the Tax Act on the amount of its income for the taxation year, including net realized taxable capital gains, less the portion thereof that it deducts in respect of the amounts paid or payable (or deemed to be paid or payable) to Unitholders in the year. An amount will be considered to be paid or payable to a Unitholder in a taxation year if it is paid (or deemed to be paid or payable) to the Unitholder in that year by the Trust Fund (regardless of whether it is in cash or automatically invested in additional units) or if the Unitholder is entitled in that calendar year to enforce payment of the amount. The Manager intends that the annual income (including net realized capital gains, less unapplied capital losses from prior years) of each Trust Fund for a taxation year will be paid or payable to Unitholders by the end of such taxation year to the extent necessary so that the Trust Funds will not have any liability for tax under Part I of the Tax Act (after taking into account Capital Gains Refunds (as defined below) of the Fund), and the Manager anticipates that there will be no non-refundable tax payable by the Funds under Part I of the Tax Act.

Each Trust Fund will be required to include in its income for each taxation year any dividends received (or deemed to be received) by it in such year on a share held in its portfolio.

With respect to indebtedness, including a convertible debenture, a Trust Fund is required to include in its income for a taxation year all interest thereon that accrues (or is deemed to accrue) to it to the end of that taxation year (or until the disposition of the indebtedness in the taxation year) or that has become receivable or is received by the Trust Fund before the end of that taxation year, including on a conversion, redemption or repayment on maturity, except to the extent that such interest was included in computing the Trust Fund's income for a preceding taxation year and excluding any interest that accrued prior to the time of the acquisition of the indebtedness by the Trust Fund.

On a conversion by the Trust Fund of a convertible debenture into shares of a corporation, the Trust Fund will be considered not to have disposed of the convertible debenture and to have acquired the shares at a cost equal to the adjusted cost base to the Trust Fund of the convertible debenture immediately before the exchange.

On a conversion by a Trust Fund of a convertible debenture into units of an income fund that is a trust or a limited partnership, the Trust Fund will be considered to have disposed of the convertible debenture for proceeds of disposition equal to the aggregate of the fair market value of the units so acquired at the time of the Conversion (other than any units received in payment of interest) and the amount of any cash received in lieu of fractional units.

On a redemption or repayment of a convertible debenture, the Trust Fund will be considered to have disposed of the convertible debenture for proceeds of disposition equal to the amount received by the Fund (other than an amount received on account of interest) on such redemption or repayment.

Each Trust Fund will be entitled for each taxation year throughout which it is a mutual fund trust for purposes of the Tax Act to reduce (or receive a refund in respect of) its liability, if any, for tax on its net realized capital gains by an amount determined under the Tax Act based on the redemptions of units during the year (the "**Capital Gains Refund**"). The Capital Gains Refund in a particular taxation year may not completely offset the tax liability of the Trust Fund for such taxation year which may arise upon the sale or other disposition of securities in the Trust Fund's portfolio in connection with the redemption of Units.

Upon the actual or deemed disposition of a security, a Trust Fund will generally realize a capital gain (or capital loss) to the extent the proceeds of disposition, net of any portion thereof included in the Trust Fund's income as interest, if applicable, on the disposition of the security and any reasonable costs of disposition, exceed (or are less than) the adjusted cost base of such security unless the Trust Fund were considered to be trading or dealing in securities or otherwise carrying on a business of buying and selling securities or the Trust Fund has acquired the security in a transaction or transactions considered to be an adventure or concern in the nature of trade. Each Trust Fund purchases securities with the objective of receiving distributions and income thereon and takes the position that gains and losses realized on the disposition thereof are capital gains and capital losses. Each Initial Starlight Fund has made an election under subsection 39(4) of the Tax Act so that all securities, including Canadian securities acquired in connection with a short sale, included in the Initial Starlight Fund's portfolio that are "Canadian securities" (as defined in the Tax Act) are deemed to be capital property to such Initial Starlight Fund.

One-half of any capital gains realized by a Trust Fund in a taxation year on the disposition of securities included in the Trust Fund's portfolio will be included in computing the income of the Trust Fund as taxable capital gains for the year and one-half of any capital losses realized by the Trust Fund in a taxation year must be deducted as allowable capital losses against taxable capital gains realized by the Trust Fund for the year in accordance with the provisions of the Tax Act. Allowable capital losses for a taxation year of the Trust Fund in excess of taxable capital gains for the year may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against taxable capital gains in accordance with the provisions of the Tax Act.

A loss of a Trust Fund for purposes of the Tax Act cannot be allocated to, and cannot be treated as a loss of, a Unitholder.

In general, gains and losses realized by a Trust Fund from derivative transactions, will be on income account except where such derivatives are used to hedge securities held on capital account provided there is sufficient linkage (subject to the DFA Rules discussed below), and will be recognized for tax purposes at the time they are realized by the Trust Fund.

The Tax Act contains rules (the "**DFA Rules**") that target certain financial arrangements (described in the DFA Rules as "derivative forward agreements") that seek to reduce tax by converting, through the use of derivative contracts, the return on an investment that would have the character of ordinary income to capital gains. The DFA Rules are broad in scope and could apply to other agreements or transactions (including certain option transactions). If the DFA Rules were to apply in respect of derivatives to be utilized by a Trust Fund, gains realized in respect of the property underlying such derivatives could be treated as ordinary income rather than capital gains. The writing of call options by a Trust Fund will not generally be subject to the DFA Rules.

Any gain or loss on the short sale of securities by a Trust Fund will be treated and reported for purposes of the Tax Act on income account, unless, in the case of the Initial Starlight Funds, the short sale is in respect of securities that are "Canadian securities" for purposes of the Tax Act and the Initial Starlight Funds have validly made an election under subsection 39(4) of the Tax Act.

Each Trust Fund may enter into transactions denominated in currencies other than the Canadian dollar, including acquisition of securities in its portfolio. The cost and proceeds of disposition of securities and all other amounts are determined for purposes of the Tax Act in Canadian dollars using appropriate exchange rates determined in accordance with the detailed rules in the Tax Act in that regard. In addition, each Trust Fund is required to compute its net income and net realized capital gains in Canadian dollars in accordance with the detailed rules in the Tax Act and may, as a consequence, realize income or capital gains by virtue of changes in the value of the relevant foreign currency relative to the Canadian dollar. Gains or losses in respect of currency hedges entered into in respect of amounts invested in a Trust Fund will constitute capital gains and capital losses to the Trust Fund provided that there is sufficient linkage to the capital property.

A loss realized by a Trust Fund on a disposition of capital property will be a suspended loss for purposes of the Tax Act if the Trust Fund, or a person affiliated with the Trust Fund, acquires a property (a "**Substituted Property**") that is the same as or identical to the property disposed of within 30 days before and 30 days after the disposition and the Trust Fund, or a person affiliated with the Trust Fund owns the Substituted Property 30 days after the original disposition. If a loss is suspended, the Trust Fund cannot deduct the loss from the Trust Fund's capital gains until the Substituted Property is disposed of and is not reacquired by the Trust Fund, or a person affiliated with the Trust Fund, within 30 days before and after the disposition.

Each Trust 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 that such foreign tax paid by a Trust Fund exceeds 15% of the amount included in the Trust Fund's income from such investments, such excess may generally be deducted by the Trust Fund in computing its net income for the purposes of the Tax Act. To the extent that such foreign tax paid does not exceed 15% of such amount and has not been deducted in computing the Trust Fund's income, the Trust Fund may designate in respect of a Unitholder a portion of its foreign source income that can reasonably be considered to be part of the Trust Fund's income distributed to such Unitholder so that such income and a portion of the foreign tax paid by the Trust Fund may be regarded as foreign source income of, and foreign tax paid by, the Unitholder for the purposes of the foreign tax credit provisions of the Tax Act.

In computing its income under the Tax Act, a Trust Fund may deduct reasonable administrative and other expenses incurred to earn income.

With respect to an income trust that is a trust resident in Canada whose units are held by the Trust Fund as capital property for the purposes of the Tax Act, and that is not subject in a taxation year to the tax under the rules in the Tax Act applicable to certain publicly traded trusts and partnerships (the "**SIFT Rules**"), the Trust Fund is required to include in its income for a taxation year such portion of the net income and the taxable portion of net realized capital gains of such income trust as is paid or becomes payable to the Trust Fund by such trust in that taxation year, notwithstanding that certain of such amounts may be reinvested in additional units of the income trust. Provided appropriate designations are made by the income trust, any net taxable capital gains realized by the income trust, foreign source income of the income trust and taxable dividends received by the income trust from taxable Canadian corporations that are paid or become payable to the Trust Fund effectively retain their character as such in the hands of the Trust Fund.

A Trust Fund is generally required to reduce the adjusted cost base of its units of such an income trust to the extent that all amounts paid or payable in a year by the income trust to the Trust Fund exceed the sum of the amounts included in the income of the Trust Fund for the year and the Trust Fund's share of the non-taxable portion of capital gains of such income trust for the year, the taxable portion of which was designated in respect of the Trust Fund. To the extent that the adjusted cost base to the Trust Fund of the units of such income trust would otherwise be less than zero, the negative amount is deemed to be a capital gain realized by the Trust Fund and the Trust Fund's adjusted cost base of such units will be increased by the amount of such deemed capital gain to zero.

Under the SIFT Rules, a trust that is a SIFT trust as defined under the SIFT Rules (which may include income trusts, other than certain real estate investment trusts, the units of which are listed or traded on a stock exchange or other public market) is subject to a special tax in respect of (i) income from business carried on in Canada, and (ii) certain income (other than taxable dividends) and capital gains in respect of "non-portfolio properties" (collectively, "**Non-Portfolio Earnings**"). The SIFT Rules provide that Non-Portfolio Earnings that are distributed by a SIFT trust to its unitholders will be taxed at a rate that is equivalent to the federal general corporate tax rate plus a prescribed amount on account of provincial tax. The SIFT Rules stipulate that any Non-Portfolio Earnings that become payable by a SIFT trust will generally be taxed as though they were a taxable dividend from a taxable Canadian corporation and will be deemed to be an "eligible dividend" eligible for the enhanced gross-up and dividend tax credit rules under the Tax Act.

The Manager expects that most of the units of real estate investment trusts resident in Canada that may be held by the Starlight Global Real Estate Fund will not be subject to tax under the SIFT Rules.

Premiums received on covered call options written by a Trust Fund, as applicable, which are not exercised prior to the end of the year, will constitute capital gains of each such Trust Fund in the year received, unless such premiums are received by each such Trust Fund as income from a business or such Trust Fund has engaged in a transaction or transactions considered to be an adventure or concern in the nature of trade. Each relevant Trust Fund takes the position that it will purchase the securities in its portfolio with the objective of receiving dividends and other distributions thereon over its life and will write covered call options with the objective of increasing the yield on its portfolio beyond the dividends and other distributions received. Having regard to the foregoing, and in accordance with the CRA's published administrative policies, transactions undertaken by each Trust Fund in respect of call options on the securities in its portfolio will generally be on capital account and each Trust Fund will report any such transactions on capital account.

Premiums received by a Trust Fund, as applicable, on covered call options which are subsequently exercised will be added in computing the proceeds of disposition to each Trust Fund of the securities disposed of by such Trust Fund upon the exercise of such call options. In addition, where a covered call option is exercised after the end of the year in which it was granted, a Trust Fund's capital gain in the previous year in respect of the receipt of the option premium will be nullified.

Taxation of the Company

As a mutual fund corporation, the Company will be entitled, in certain circumstances, to a refund of tax paid by it in respect of its net realized capital gains determined on a formula basis that is based in part on the redemption of the Shares (including the switching of Shares for Shares of another class, but not including a Conversion) ("**Capital Gains Redemption**"). Also, as a mutual fund corporation, the Company will be entitled to maintain a capital gains dividend account in respect of its net realized capital gains and from which it may elect to pay dividends ("**Capital Gains Dividends**") which are treated as capital gains in the hands of Shareholders (see "Taxation of Holders – Taxation of Shareholders" below). In certain circumstances where the Company has realized a capital gain in a taxation year, it may elect not to pay Capital Gains Dividends in that taxation year in respect thereof and instead pay refundable capital gains tax, which may in the future be fully or partially refundable upon the payment of sufficient Capital Gains Dividends and/or Capital Gains Redemptions. Where the Company has realized a net capital loss in a taxation year, such capital loss cannot be allocated to Shareholders but the Company may carry such capital loss back three years or forward indefinitely to offset capital gains realized by the Company in accordance with the rules of the Tax Act.

The Company will be required to include in its income for each taxation year any dividends received (or deemed to be received) by it in such year on a security held in its portfolio. In computing taxable income, the Company is generally permitted to deduct all dividends received by it from taxable Canadian corporations. Dividends received by the Company from foreign issuers may be subject to foreign withholding taxes. Depending on the circumstances, the Company may be entitled to a foreign tax credit or deduction in respect of such foreign withholding taxes.

In determining the income of the Company, gains or losses realized upon dispositions of securities held by the Company will constitute capital gains or capital losses of the Company in the year realized unless the Company is considered to be trading or dealing in securities or otherwise carrying on a business of buying and selling securities or the Company has acquired the securities in a transaction or transactions considered to be an adventure or concern in the nature of trade. The Company takes the position that its securities are held on capital account, such that any gains or losses realized by the Company on the disposition of its securities will be taxed as capital gains or capital losses, as the case may be, subject to the DFA Rules.

In general, gains and losses realized by the Company from derivative transactions will be on income account except where such derivatives are used to hedge securities held on capital account provided there is sufficient linkage (subject to the DFA Rules), and will be recognized for tax purposes at the time they are realized by the Company. If the DFA Rules were to apply in respect of derivatives utilized by the Company, gains realized in respect of the property underlying such derivatives could be treated as ordinary income rather than capital gains.

A loss realized by the Company a disposition of capital property will be a suspended loss for purposes of the Tax Act if the Company, or a person affiliated with the Company, acquires Substituted Property that is the same as or identical to the property disposed of, within 30 days before and 30 days after the disposition and the Company, or a person affiliated with the Company, owns the Substituted Property 30 days after the original disposition. If a loss is suspended, the Company cannot deduct the loss from the Company's capital gains until the Substituted Property is disposed of and is not reacquired by the Company, or a person affiliated with the Company, within 30 days before and after the disposition.

The Company is a "financial intermediary corporation" (as defined in the Tax Act) and, thus, will not be subject to tax under Part VI.1 of the Tax Act on dividends paid by the Company on "taxable preferred shares" (as defined in the Tax Act). As a mutual fund corporation (which is not an "investment corporation" as defined in the Tax Act), the Company is generally subject to a refundable tax under Part IV of the Tax Act on taxable dividends received by the Fund during the year to the extent that such dividends were deductible in computing the Fund's taxable income for the year. This tax is fully refundable upon payment by the Company of sufficient dividends other than Capital Gains Dividends ("**Ordinary Dividends**").

To the extent that the Company earns net income (other than dividends or deemed dividends from taxable Canadian corporations and certain taxable capital gains and after available deductions), the Company will be subject to income tax on such net income and no refund will be available in respect thereof. Given the expected investment, operating and distribution policies of the Company, and taking into account the deduction of expenses and other deductions (including losses and future loss carryforwards), the Company does not expect to be subject to any significant amount of non-refundable Canadian income tax, but no assurance can be given in this regard.

The Company may, at its option, pay special year-end dividends to Shareholders in the form of a Capital Gains Dividend where the Company has net taxable capital gains upon which it would otherwise be subject to tax, or in order to recover refundable tax not otherwise recoverable upon payment of regular cash distributions. To the extent that any capital gains are realized by the Company and not distributed to Shareholders as a Capital Gains Dividend, such capital gains will be subject to tax within the Company (net of any deductions that may be available to the Company for purposes of computing its income). While any such tax may be fully or partially refundable in subsequent years upon the payment by the Company of sufficient Capital Gains Dividends and/or Capital Gains Redemptions, there can be no assurances in this regard.

In computing its income under the Tax Act, the Company may deduct reasonable administrative and other expenses incurred to earn income. The Company is entitled to deduct an amount equal to the reasonable expenses that it incurs in the course of issuing Shares that is not reimbursed. Such issue expenses will be deductible by the Company rateably over a five-year period subject to reduction in any taxation year which is less than three hundred and sixty-five (365) days.

Non-capital losses incurred by the Company in a taxation year cannot be allocated to shareholders of the Company, but may be carried back three years or carried forward twenty years to offset income (including taxable capital gains) in accordance with the Tax Act.

Taxation of Holders

Taxation of Unitholders

A Unitholder is generally required to include in computing income for purposes of the Tax Act the amount of any net income, including net realized taxable capital gains, of the relevant Trust Fund for a particular taxation year of the Unitholder paid or payable to the Unitholder in that year (including by way of Management Fee Distributions), whether such amount is reinvested in additional Units of the Trust Fund or paid to the Unitholder in cash. Amounts paid or payable by a Trust Fund (other than Starlight Global Balanced Fund) to a Unitholder after December 15 and before the end of the calendar year are deemed to have been paid or become payable to the Unitholder on December 15. Any loss of a Trust Fund for purposes of the Tax Act cannot be allocated to, and cannot be treated as a loss of, a Unitholder.

In general, provided the appropriate designations are made by a Trust Fund, Unitholders will be subject to tax under the Tax Act on their allocated portion of dividends from taxable Canadian corporations, foreign source income and net taxable capital gains of the applicable Trust Fund for a year in the same manner as if such amounts had been received directly by the Unitholder. Accordingly, such amounts will generally retain their character and source for tax purposes, including for the purposes of determining a Unitholder's entitlement to the dividend tax credit and the foreign tax credit under the Tax Act. An enhanced gross-up and dividend tax credit is available on eligible dividends received from a taxable Canadian corporation which are so designated by a Trust Fund. Amounts designated as taxable dividends from taxable Canadian corporations or as net realized taxable capital gains will also be taken into account in determining the Unitholder's liability, if any, for alternative minimum tax under the Tax Act.

Under the Tax Act, a Trust Fund is permitted to deduct in computing its income for a taxation year an amount that is less than the amount of its distributions of income for the calendar year to the extent necessary to enable the Trust Fund to use, in that taxation year, losses from prior years without affecting the ability of the Trust Fund to distribute its income annually. In such circumstances, the amount distributed to a Unitholder but not deducted by a Trust Fund will not be included in the Unitholder's income. However, the adjusted cost base of the Unitholder's Units will be reduced by such amount. The non-taxable portion of a Trust Fund's net realized capital gains for a taxation year, the taxable portion of which was designated in respect of a Unitholder for the taxation year, that is paid or becomes payable to the Unitholder for the year will not be included in computing the Unitholder's income for the year. Any other amount in excess of a Unitholder's share of the net income of the Fund for a taxation year that is paid or becomes payable to the Unitholder for the year (i.e. returns of capital) will not generally be included in the Unitholder's income for the year, but will reduce the adjusted cost base of the Unitholder's units. To the extent that the adjusted cost base of a Unit to a Unitholder would otherwise be a negative amount, the negative amount will be deemed to be a capital gain and the adjusted cost base of the Unit to the Unitholder will be increased by the amount of such deemed capital gain to zero.

Based in part on the current published administrative policies and assessing practices of the CRA, a permitted Conversion of a series or class of Units of a Trust Fund into Units of a series or class of Units of the same Trust Fund is not expected to constitute a disposition of Units for the purposes of the Tax Act.

Upon the redemption or other disposition of a Unit (including a redemption or a switch between Units of one Trust Fund for Units for another Trust Fund (but generally not a Conversion between two series of Units of the same Trust Fund)), or a switch of Units for Shares, a Unitholder will realize a capital gain (or a capital loss) to the extent that the proceeds of disposition of the Unit (which do not include any amount of capital gains distributed by a Trust Fund to a redeeming Unitholder), net of any reasonable expenses of disposition (including redemption fees), exceed (or are exceeded by) the Unitholder's adjusted cost base of the Unit as determined for the purposes of the Tax Act. Upon any permitted switch of Units in any particular Trust Fund for Units of another Trust Fund, the Units of the particular Trust Fund will be redeemed and the amount paid on the redemption will be paid to purchase Units of the other Trust Fund. For the purpose of determining the adjusted cost base of Units of a particular Series to a Unitholder, when Units of that Series are acquired, the cost of the newly acquired Units of that Series (including Units acquired pursuant to a reinvestment or otherwise) will be averaged with the adjusted cost base of all Units of the same Series owned by the Unitholder as capital property immediately before that time. The cost of Units acquired as a distribution from a Fund will generally be equal to the amount of the distribution.

A consolidation of Units following a distribution paid in the form of additional Units will not be regarded as a disposition of Units and will not affect the aggregate adjusted cost base of Units to a Unitholder.

In the case of an exchange of Units for a Basket of Securities, a Unitholder's proceeds of disposition of Units would generally be equal to the aggregate of the fair market value of the distributed property and the amount of any cash received. The cost to a Unitholder of any property received from the Trust Fund upon the exchange will generally be equal to the fair market value of such property at the time of the distribution. In the case of an exchange of Units by a Registered Account for a Basket of Securities, the Unitholder may receive securities that may not be qualified investments under the Tax Act for Registered Accounts. If such securities are not qualified investments for Registered Accounts, such Registered Accounts (and, in certain cases, the annuitants, beneficiaries or subscribers thereunder or holders thereof) may be subject to adverse tax consequences. Investors should consult their own tax counsel for advice on whether or not such securities would be qualified investments for Registered Accounts.

Unitholders should consult with their own tax advisors regarding the deductibility of management fees and service fees with respect to Series O, Series O6, and Series I Units of the Funds.

Under the declarations of trust for the Trust Funds (other than Starlight Enhanced Yield Fund and Starlight Canadian Financial Services Covered Call Fund), such Trust Funds have the ability to allocate certain capital gains to redeeming Unitholders, as discussed immediately below.

Certain rules in the Tax Act may limit a Trust Fund's ability to claim a deduction in computing its income for amounts of capital gains that are allocated to redeeming Unitholders. In particular, in the case of a Trust Fund that only offers Mutual Fund Series Units, a taxable capital gain in respect of an amount so allocated and designated to a redeeming or exchanging Unitholder will only be deductible to the Trust Fund to the extent of half of the amount of the gain that would otherwise be realized by the Unitholder on the redemption or exchange of units (the "**MF Unit ATR Rule**"). In the case of a Trust Fund that offers only ETF Series Units, amounts of taxable capital gains so allocated and designated to redeeming or exchanging Unitholders of the Trust Fund generally will be deductible to the Trust Fund to the extent of the redeeming or exchanging Unitholders' pro rata share (as determined for this purpose under the Tax Act) of the net taxable capital gains of the Trust Fund for the year (the "**ETF ATR Rule**", and together with the MF Unit ATR Rule, the "**ATR Rule**"). Where a Trust Fund issues both Mutual Fund Series Units and ETF Series Units, the deductible amount in respect of a taxable capital gain so allocated and designated to redeeming or exchanging Unitholders of the Trust Fund will generally be determined, in the case of a Mutual Fund Series Unitholder, pursuant to the MF Unit ATR Rule, and in the case of an ETF Series Unitholder, pursuant to the ETF ATR Rule, in each case, to the extent of the portion of the net taxable capital gain that is referable to the Mutual Fund Series Units or the ETF Series Units, respectively, of the Trust Fund (as determined under the ETF ATR Rule).

Any taxable capital gains that are not deductible by a Trust Fund under the ATR Rule may be made payable to non-redeeming or exchanging Unitholders of the Trust Fund so that the Trust Fund will not be liable for non-refundable income tax thereon. Accordingly, the amounts and taxable component of distributions to non-redeeming or exchanging Unitholders of a Trust Fund may be greater than would have been the case in the absence of the ATR Rule.

One-half of any capital gains realized by a Unitholder or taxable capital gains designated by a Trust Fund in respect of a Unitholder in a taxation year of the Unitholder will be included in computing the income of the Unitholder as taxable capital gains for the year and one-half of any capital losses realized by the Unitholder in a taxation year of the Unitholder must be deducted as allowable capital losses against taxable capital gains for the year in accordance with the provisions of the Tax Act. Allowable capital losses for a taxation year of the Unitholder in excess of taxable capital gains for the year may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against taxable capital gains in accordance with the provisions of the Tax Act. Taxable capital gains realized by a Unitholder on a disposition of units will be taken into account in determining the Unitholder's liability, if any, for alternative minimum tax under the Tax Act.

In certain situations where a Unitholder disposes of Units and would otherwise realize a capital loss, the loss will be denied. This may occur if the Unitholder, the Unitholder's spouse or another person affiliated with the Unitholder (including a corporation controlled by the Unitholder) has acquired Units of the Trust Fund which are considered to be "substituted property" within 30 days before or after the Unitholder disposed of the Units.

For this purpose, Units of the same series that are disposed of by the Unitholder are considered to be "substituted property", and under current published administrative policy of the CRA, Units of another Series of the Trust Fund may also be considered to be "substituted property". The amount of the denied capital loss will generally be added in computing the aggregate adjusted cost base to the owner of the Units which are "substituted property".

Taxation of Shareholders

A Shareholder will be required to include in income the amount of any Ordinary Dividends paid on Shares, whether received in cash, in the form of Shares or as cash which is reinvested in additional Shares. The dividend gross-up and tax credit treatment normally applicable to taxable dividends (including eligible dividends) paid by a taxable Canadian corporation will generally apply to such dividends. The treatment to Shareholders of Capital Gains Dividends is described below.

If the Company pays a return of capital, such amount will generally not be taxable but will reduce the adjusted cost base of the Shareholder's Shares in respect of which the return of capital was paid. In the circumstance where a reduction to the adjusted cost base of a Shareholder's Shares would result in such adjusted cost base becoming a negative amount, that amount will be treated as a capital gain realized by the Shareholder of the Shares and the adjusted cost base will then be zero.

Capital Gains Dividends will be paid to Shareholders, at the discretion of the Company's board of directors with respect to the timing, the amount and, if applicable, the Shares on which the dividends will be paid, in respect of any capital gains realized by the Company, including capital gains realized on the disposition of assets occurring as a result of Shareholders redeeming or switching their Shares into shares of another class, if applicable. The amount of a Capital Gains Dividend paid to a Shareholder will be treated as a capital gain in the hands of the Shareholder from the disposition of capital property in the taxation year in which the Capital Gains Dividend is received, and will be subject to the general rules relating to the taxation of capital gains which are described below.

Where an Ordinary Dividend or a Capital Gains Dividend is paid in Shares or in cash which is reinvested in Shares, the cost of such Shares will be equal to the amount of the dividend. The adjusted cost base of each Share to a Shareholder will generally be the weighted average of the cost of the Shares acquired by the Shareholder (including Shares acquired pursuant to a reinvestment or otherwise) at a particular time and the aggregate adjusted cost base of any Shares of the same class and series held as capital property immediately before the particular time.

Upon the actual or deemed disposition of a Share, including on termination, the redemption of a Share for cash proceeds and/or securities, or a switch by a Shareholder of Shares for Units of a Trust Fund (but excluding a Conversion), a Shareholder will realize a capital gain (or a capital loss) to the extent that the proceeds of disposition of the Share so disposed of exceed (or are less than) the aggregate of the adjusted cost base to the Shareholder of such Share and any reasonable costs of disposition.

In the case of a redemption for securities, a Shareholder's proceeds of disposition of the Share would generally be equal to the aggregate of the fair market value of the distributed property and the amount of any cash received. The cost to a Shareholder of any property received from the Company upon the redemption will generally be equal to the fair market value of such property at the time of the distribution.

In certain situations where a Shareholder disposes of Shares and would otherwise realize a capital loss, the loss will be denied. This may occur if the Shareholder, the Shareholder's spouse or another person affiliated with the holder (including a corporation controlled by the Shareholder) has acquired Shares of the Company which are considered to be "substituted property" within 30 days before or after the Shareholder disposed of the Shares.

For this purpose, Shares of the same series that are disposed of by the Shareholder are considered to be "substituted property", and under current published administrative policy of the CRA, Shares of another Series of the Company may also be considered to be "substituted property". The amount of the denied capital loss will generally be added in computing the aggregate adjusted cost base to the owner of the Shares which are "substituted property".

Capital gains realized and Ordinary Dividends and Capital Gains Dividends received by a Shareholder may result in such Shareholder being liable for alternative minimum tax under the Tax Act. Such Shareholders should consult their own tax advisors in this regard.

One-half of any capital gain realized by a Shareholder on a disposition (or deemed disposition) of Shares will be included in the Shareholder's income under the Tax Act. One-half of any capital loss realized by a Shareholder on a disposition (or deemed disposition) of Shares must generally be deducted against any taxable capital gains realized by the Shareholder in the year of disposition. Allowable capital losses for a taxation year of the Shareholder in excess of taxable capital gains for the year may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against taxable capital gains in accordance with the provisions of the Tax Act.

Shareholders should consult with their own tax advisors regarding the deductibility of management fees and service fees with respect to Series I Shares of the Corporate Fund.

Generally, a Shareholder who receives a Management Fee Rebate in a particular taxation year will be required to include the amount of such rebate in income for that year. Shareholders should consult their own tax advisors with respect to the tax treatment of Management Fee Rebates.

Securities Held by Registered Accounts

Provided a Trust Fund qualifies as a "mutual fund trust" and the Company qualifies as a "mutual fund corporation", each for purposes of the Tax Act at all times, Securities of the relevant Fund will be qualified investments under the Tax Act for trusts governed by a Registered Account. In addition, the Securities of the Funds will be qualified investments under the Tax Act for Registered Accounts if they are listed on a designated stock exchange for purposes of the Tax Act (which currently includes the NEO Exchange). Distributions received by Registered Accounts on Securities while such Securities are qualified investments for such Registered Accounts will be exempt from income tax in such accounts, as well as capital gains realized by the Registered Accounts on the disposition of such Securities. Withdrawals from Registered Accounts are generally taxable to the investor (other than withdrawals from a trust governed by a TFSA, certain qualifying withdrawals from an FHSA, and portions of certain payments made from a trust governed by an RDSP). Withdrawals of contributions from RESPs are not taxable; however, withdrawals of income or capital gains that those contributions earn are taxable. Investors are urged to consult with their own tax advisors regarding the implications of establishing, maintaining, amending, terminating or withdrawing amounts from a Registered Account.

The Securities of a Trust Fund or the Company will not be a "prohibited investment" for trusts governed by a Registered Account unless the holder, annuitant or subscriber of the RRSP, RDSP, RRIF, TFSA, FHSA or RESP, as applicable, (i) does not deal at arm's length with the Trust Fund or the Company, as applicable, for purposes of the Tax Act, or (ii) has a "significant interest" defined in the Tax Act in the Trust Fund or the Company. In addition, the Securities of a Trust

Fund or the Company will not be a "prohibited investment" if such Securities are "excluded property" as defined in the Tax Act for a trust governed by a Registered Account.

Holders, annuitants or subscribers should consult their own tax advisors with respect to whether Securities of a Fund would be prohibited investments in their particular circumstances, including with respect to whether such Securities would be excluded property.

Investors are responsible for complying with the relevant income tax legislation in acquiring or holding Securities through a Registered Account and the Funds assume no liability to such persons as a result of making Securities of the Funds available for investment.

Tax Implications of the Trust Funds' Distribution Policy

The Series Net Asset Value per Unit of a Trust Fund will, in part, reflect any income and gains of the Trust Fund that have accrued or have been realized, but have not been made payable at the time Units of the Trust Fund were acquired. Accordingly, a Unitholder who acquires Units of the Trust Fund, including on a distribution of Units of the Trust Fund, may become taxable on the Unitholder's share of such income and gains of the Trust Fund. In particular, a Unitholder who acquires units of a Trust Fund at any time in the year but prior to a distribution being paid or made payable will have to pay tax on the entire distribution (to the extent it is a taxable distribution) notwithstanding that such amounts may have been reflected in the price paid by the Unitholder for the Units.

Tax Implications of the Company's Distribution Policy

The Net Asset Value per Share will, in part, reflect any income and gains of the Company that have accrued or been realized, but have not been distributed at the time Shares were acquired. Accordingly, a Shareholder who acquires Shares, including on a reinvestment of dividends or a dividend paid in Shares, may become taxable on the Shareholder's share of taxable dividends and capital gains of the Company. In particular, an investor who acquires Shares shortly before an Ordinary Dividend or Capital Gains Dividend is paid will have to pay tax on the dividend in accordance with the rules in the Tax Act regardless of the fact that the investor only recently acquired such Shares.

International Information Reporting

Pursuant to Part XVIII of the Tax Act ("**Part XVIII**"), which implemented the Intergovernmental Agreement for the Enhanced Exchange of Tax Information under the Canada-U.S. Tax Convention, Securityholders, or a controlling person of a Securityholder, will be required to provide their dealer with information related to their citizenship or residence for tax purposes and, if applicable, a U.S. federal tax identification number. If a Securityholder does not provide the information or is identified as a U.S. citizen or U.S. resident, details of the Securityholder's investment in the Funds will generally be reported to the CRA, unless the investment is held within a Registered Account. As currently drafted, the Tax Act does not address whether FHSAs would be treated in the same way as other Registered Accounts for these purposes. The CRA will then provide the information to the U.S. Internal Revenue Service pursuant to the provisions of the Canada-U.S. Tax Convention.

In addition, reporting obligations in the Tax Act have been enacted to implement the Organization for Economic Co-operation and Development Common Reporting Standard (the "**CRS Rules**"). Pursuant to the CRS Rules, in order to meet the objectives of the Organization for Economic Co-operation and Development Common Reporting Standard (the "**CRS**"), Canadian financial institutions are required to have procedures in place to identify accounts held by residents of foreign countries (other than the United States) or by certain entities any of whose controlling persons are resident in a foreign country (other than the United States). The CRS Rules provide that Canadian financial institutions must report required information to the CRA annually. Such information is available to be exchanged on a reciprocal, bilateral basis with the jurisdictions in which the account holders or such controlling persons are resident. Further to the CRS Rules, Securityholders will be requested to provide certain information to their dealer for the purpose of such an information exchange, unless the investment is held within a Registered Account. As currently drafted, the Tax Act does not address whether FHSAs would be treated in the same way as other Registered Accounts for these purposes; however, the Department of Finance indicated in a "comfort letter" provided to the Investment Funds Institute of Canada in January 2023 that it is prepared to recommend that the Tax Act be amended to exempt FHSAs from the CRS Rules, although no assurances can be given that this recommendation will be accepted.

What Are Your Legal Rights?

Mutual Fund Series

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

In some provinces and territories, you have the right to cancel a purchase, or in some jurisdictions, claim damages, if the simplified prospectus, fund facts documents, or financial statements contain a misrepresentation. You must act within the time limits set by law in the applicable province or territory.

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

ETF Series

Under securities law in some provinces and territories, you have the right to withdraw from an agreement to buy ETF units within 48 hours after the receipt of a confirmation of a purchase of such units. In several of the provinces and territories, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation, or non-delivery of the ETF Facts, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory.

The purchaser should refer to the applicable provisions of the securities legislation of the province or territory for the particulars of these rights or should consult with a legal advisor.

Additional Information

Exemptions and Approvals

The Funds have obtained exemptive relief from to the Canadian securities regulatory authorities to permit the following:

- to relieve the Funds from the requirements to prepare and file a long form prospectus for the ETF Series Securities in accordance with National Instrument 41-101 – *General Prospectus Requirements* in the form prescribed by Form 41-101F2 – *Information Required in an Investment Fund Prospectus*, provided that the Funds file a prospectus for the ETF Series Securities in accordance with the provisions of National Instrument 81-101 – *Mutual Fund Prospectus Disclosure* ("**NI 81-101**"), other than the requirements pertaining to the filing of a fund facts document;
- to relieve the Funds from the requirement that a prospectus offering ETF Series Securities contain a certificate of the underwriters;
- to relieve a person or company purchasing ETF Series Securities of a Fund in the normal course through the facilities of the NEO Exchange or another exchange from the take-over bid requirements of Canadian securities legislation; and
- to treat the ETF Series and the Mutual Fund Series of a Fund as if such Series were two separate funds in connection with their compliance with the provisions of Parts 9, 10 and 14 of NI 81-102.

Additionally, certain dealers of the Funds, including the Designated Broker and ETF Dealers, have received exemptive relief from the Canadian securities regulatory authorities from the requirement that a dealer, not acting as agent of the purchaser, who receives an order or subscription for a security offered in a distribution which the prospectus requirement of the securities legislation of the provinces and territories applies, send or deliver to the purchaser or its agent, unless the dealer has previously done so, the latest prospectus and any amendment either before entering into an agreement of purchase and sale resulting from the order or subscription, or not later than midnight on the second business day after entering into that agreement. As a condition of this exemptive relief, the dealer is required to deliver a copy of the ETF Facts of the applicable Fund to a purchaser if the dealer does not deliver a copy of this prospectus.

Certificate of the Funds, the Manager and the Promoter

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

Dated: June 23, 2023

STARLIGHT INVESTMENTS CAPITAL LP, BY ITS GENERAL PARTNER, STARLIGHT INVESTMENTS CAPITAL GP INC., AS TRUSTEE, MANAGER AND PROMOTER OF THE FUNDS AND ON BEHALF OF THE FUNDS

(Signed) "*Dennis Mitchell*"

Dennis Mitchell

Chief Executive Officer and Chief Investment Officer

(Signed) "*Graeme Llewellyn*"

Graeme Llewellyn

Chief Financial Officer and Chief Operating Officer

ON BEHALF OF THE BOARD OF DIRECTORS OF STARLIGHT INVESTMENTS CAPITAL GP INC. AS GENERAL PARTNER OF THE TRUSTEE, MANAGER AND PROMOTER OF THE FUNDS

(Signed) "*Daniel Drimmer*"

Daniel Drimmer

Director

(Signed) "*Neil Fischler*"

Neil Fischler

Director

Part B: Specific Information About Each of the Mutual Funds Described in this Document

What is a Mutual Fund and What are the Risks of Investing in a Mutual Fund?

A mutual fund is a pool of investments owned by a group of investors with similar investment objectives. Professional portfolio managers use the money contributed by investors to purchase securities for the fund's investment portfolio. When you invest in a fund, you are a unitholder. You share with other unitholders the fund's income, certain expenses, and the gains and losses the fund makes on its investments. Your share of the fund's income, expenses, gains and losses are in proportion to the number of securities you own.

In addition to receiving professional portfolio advice, there are some other advantages to investing in mutual funds over investing in securities on your own. Because your money is pooled with that of other investors, a mutual fund offers diversification into many securities that may not have otherwise been available to individual investors. Mutual funds generally have low investment minimums, making them accessible to nearly everyone.

The Funds are structured as either a trust fund or a mutual fund corporation. Starlight Canadian Financial Services Covered Call Fund, Starlight Enhanced Yield Fund, Starlight Global Balanced Fund, Starlight Global Growth Fund, Starlight North American Equity Fund, Starlight Global Infrastructure Fund and Starlight Global Real Estate Fund operate as separate mutual fund trusts. Starlight Corporate Funds Limited is a mutual fund corporation. Starlight Dividend Growth Class is a class of shares of Starlight Corporate Funds Limited. The Class is treated as a separate mutual fund under applicable securities legislation. When you invest in a Fund, you are buying Units of a trust fund or Shares of a mutual fund corporation.

You should obtain advice from your tax and financial advisors about income tax considerations related to an investment in the Funds. You will find more information in "Canadian Federal Income Tax Considerations" on page 48.

What do Mutual Funds Invest in?

Equity and Debt Securities

Mutual funds can invest in equity securities, which may earn dividends, or in debt securities, which earn interest. An equity security is a stock or a share in a company or a unit of a royalty or income trust. Debt securities include bonds and money market instruments such as treasury bills and certificates of deposit. Debt securities may be issued by governments or companies. The Funds may invest in convertible securities, which are often debt securities that can be converted to equity securities.

Derivatives

A fund can also invest in derivatives. A derivative is essentially a contract, the value of which is dependent upon the value of another investment such as a stock, bond, currency or market index.

Underlying Funds

Mutual funds can also invest in the securities of other funds, which are then referred to as underlying funds. How much a Fund invests in underlying funds, and the types of funds it invests in, may vary. Investing in underlying funds allows us to aggregate or consolidate assets in a manner that is often more efficient for investors, and generally results in lower expenses.

What is a Series?

The Funds offer Securities in more than one Series. This kind of multi-series structure recognizes that different investors may require different investment advice and service. Each Series of a Fund derives its value from the same portfolio, and shares the same investment objective and strategies, but may charge different fees and incur different expenses.

The Funds are currently offered in a variety of Series, including Series A, Series AA, Series B, Series C, Series F, Series FF, Series I, Series L, Series O, Series PTF, Series R, Series R2 and Series Z. In addition, the Funds offer multiple Series with a targeted fixed monthly distribution per Security, including Series T5, Series T6, Series T8, Series FT5, Series FT6, Series O6, Series T8B, and Series T8C. Series B, Series C, Series T8B, Series T8C, Series L, Series R and Series R2 are closed to new purchases. As an investor, you need to determine which Series is most suitable for you. The particular Series available for each Fund are found on the front cover of this document and in Part B of each Fund.

There is more information on how Series differ from one another in the section "Purchases, Switches and Redemptions" beginning on page 21.

ETF Series

The ETF Series Securities are the exchange-traded series of Securities of the Funds. ETF Series Securities of the Funds are issued and sold on a continuous basis. There is no maximum number of ETF Series Securities that may be issued.

The ticker symbol for the ETF Series Securities of Starlight Global Infrastructure Fund and Starlight Global Real Estate Fund is "SCGI" and "SCGR", respectively. The ETF Series Securities of SCGI and SCGR are listed on the NEO Exchange and holders of ETF Series Securities are able to buy and sell ETF Series Securities of the Funds on the NEO Exchange or another exchange or marketplace through registered brokers and dealers in the province or territory where the Securityholder resides.

The Series NAV of a Mutual Fund

The Series NAV of a Fund is determined by taking the Series' proportionate share of the market value of each security in the fund's portfolio, adding its proportionate share of all other assets and subtracting the Series' liabilities and its proportionate share of common liabilities of the fund attributable to that Series. The result is the Series NAV of the Fund.

Series NAV per Security

Since each Series of a Fund has different costs and liabilities, the Series NAV per Security is calculated separately for each Series.

We calculate the Series NAV per Security for each Fund by taking that Series' NAV, determined as described beginning on page 25, then dividing that number by the total number of Securities of that Series that are outstanding.

The Series NAV per Security for each Fund is calculated at the end of each business day. A business day, as used in this Simplified Prospectus, means any day on which the Toronto Stock Exchange is open for business. You can find more information about the Series NAV per Security in the section "Purchases, Switches and Redemptions" beginning on page 21.

General Investment Risks

Mutual funds may own different types of investments – for example, stocks, bonds, derivatives or short-term securities, depending on their investment objective and strategies. The value of these investments changes from day to day due to changes in, among other things, interest rates, economic conditions, and news related to markets or companies. As a result, the value of a mutual fund's shares or units may go up or 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.

No part of your investment in a Fund is guaranteed. Unlike bank accounts or guaranteed investment certificates, mutual fund shares or units are not covered by the Canada Deposit Insurance Corporation or any other government deposit insurer.

Under exceptional circumstances, a Fund may suspend redemptions. See the section "Suspension of Exchanges and Redemption Rights" on page 33 for more information.

Below, we review in alphabetical order some of the specific risks that can affect the value of your investment in a Fund. In Part B of this document, beginning on page 64, we describe each of the Funds listed on the front cover and identify which risks apply to each Fund.

Capital Depletion Risk

Certain Funds may make distributions that are, in whole or in part, a return of capital. A return of capital reduces your original investment amount and may result in the entire amount of your original investment being returned to you. A distribution of this nature should not be confused with "yield" or "income". You should not draw any conclusions about the Fund's investment performance from the amount of this distribution. Returns of capital made to you will reduce the adjusted cost base of your remaining Fund Securities. As is the case with any kind of cash distribution, returns of capital that are not reinvested will reduce the NAV of the Fund you are invested in and therefore the NAV of your remaining Fund Securities.

Changes in Legislation Risk

There can be no assurance that income tax, securities and other laws will not be changed in a manner that adversely affects the Funds or the Securityholders. There can be no assurance that Canadian federal income tax laws and the administrative policies or assessing practices of the Canada Revenue Agency ("**CRA**") respecting the treatment of mutual fund trusts, mutual fund corporations, SIFT trusts or other relevant tax matters will not be changed in a manner that adversely affects the Funds or the Securityholders.

Commodity Risk

The value of mutual funds whose investments are based on commodities, like oil and gas, will be affected by changes in commodity prices, which can move dramatically in short periods of time.

Concentration Risk

Diversification is a technique intended to reduce risk by investing in a number of different securities. In general, the larger the number of securities of different issuers held by a Fund, the lower the concentration risk of the Fund. Under securities legislation, a Fund cannot invest more than 10% of its net assets in the securities of an issuer at the time the purchase takes place. However, changes in the value of securities held within the Fund may cause an increase in the weighting of one or more securities to exceed the 10% threshold, which will further decrease the level of diversification of the Fund. A Fund with less diverse investments will tend to be more volatile, as the performance of the Fund will be impacted more significantly by the company-specific risk factors that can move the price of the Fund's concentrated holdings. Less diversification can also reduce the Fund's liquidity - the ability to convert a security to cash quickly. Lower liquidity may make it more difficult for the Fund to satisfy redemption requests, and the price of the Fund's investments may become more volatile.

Corporate Class Risk

A mutual fund corporation is permitted to flow through certain income to investors in the form of dividends, specifically capital gains and dividends from taxable Canadian corporations. However, unlike an investment trust, a mutual fund corporation cannot flow through other income including interest, trust income, foreign source dividends and certain income from derivatives. If this type of income, calculated for the Company as a whole, is greater than the expenses of the Company and other tax-deductible amounts, then the Company will be liable to pay income tax. While income tax is calculated for the Company as a whole, any amount payable will be allocated to those classes or series whose taxable income exceeded available expenses or other deductions.

Credit Risk

Credit risk can cause the value of a debt security, such as a bond or other fixed-income security, to decrease or increase. This risk includes:

- *Default risk:* the risk that the issuer of the debt will not be able to pay interest, any scheduled principal repayments, or repay the debt when it becomes due. Generally, the higher the risk of default, the lower the value of the debt security and the higher the interest rate.
- *Credit spread risk:* the risk that the credit spread will increase. Credit spread is the difference in interest rates between the issuer's bond and a bond considered to have little credit risk. An increase in credit spread generally decreases the value of a debt security.
- *Downgrade risk:* the risk that a specialized credit rating agency will reduce the credit rating of an issuer's securities. A credit rating reduction generally results in the market applying a wider credit spread to the issuer's securities. A downgrade in credit rating generally decreases the value of a debt security.
- *Collateral risk:* the risk that it will be difficult to sell the assets the issuer has given as collateral for the debt or that the value of the assets may be less than the value of any claim against them. This difficulty could cause a decrease in the value of a debt security.
- *Sovereign risk:* the risk that a debt security of an issuer may decrease in value due to fiscal, political or monetary actions affecting the country in which such issuer is located. Such actions may include the bankruptcy or default by the country, acts of war or international sanctions.

Currency Risk

Some of a Fund's assets may be invested in securities priced in a foreign currency. The Canadian dollar value of that Fund's investment in such securities will change when the currency exchange rate changes. Specifically, the value of these securities is reduced when the value of the applicable foreign currency falls relative to the Canadian dollar, with the value of the investment otherwise remaining constant.

Similarly, the value of the Fund's investment in securities increases when the value of the applicable foreign currencies rises relative to the Canadian dollar.

Also, certain commodities are priced in U.S. dollars. Investments in securities issued by businesses that are dependent on such commodity prices are subject to the same risks caused by currency exchange rate fluctuations.

The Funds may employ a hedging strategy in an attempt to reduce or eliminate the effect of changes in exchange rates between foreign currencies and the Canadian dollar and, as such, it is anticipated that this risk will be reduced in respect of such Funds. There is no guarantee, however, that attempts to hedge currency risk will be successful and no hedging strategy can eliminate currency risk entirely. In addition, the inability to close out derivative positions could prevent a Fund from investing in derivatives to effectively hedge its currency exposure. Should a hedging strategy be incomplete or unsuccessful, the value of the Fund's assets and income can remain vulnerable to fluctuations in currency exchange rates. In addition, there may be circumstances in which a hedging transaction may reduce currency gains that would otherwise arise in the valuation of the Fund. See Derivative risk, below, for more information on the risks associated with hedging strategies.

Cyber Security Risk

With the increased use of technologies, such as the Internet, to conduct business, the Funds are susceptible to operational, information security, and related risks through breaches in cyber security. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyber-attacks include, but are not limited to, gaining unauthorized access to digital systems (e.g., through "hacking" or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cyber-attacks may also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users). Cyber incidents affecting the Funds, Starlight or the Funds' service providers (including, but not limited to, the Funds' registrar and transfer agent, and custodian) have the ability to cause disruptions and impact each of their respective business operations, potentially resulting in financial losses, interference with the calculation of the NAV of a Fund or Series of a Fund, impediments to trading the portfolio securities of a Fund, the inability to process transactions in Securities of a Fund, including purchases and redemptions of Securities of a Fund, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs associated with the implementation of any corrective measures. Similar adverse consequences could result from cyber incidents affecting the issuers of securities in which a Fund invests and counterparties with which a Fund engages in transactions.

The Funds have established risk management systems designed to reduce the risks associated with cyber security. However, there is no guarantee that such efforts will succeed. Furthermore, Starlight and the Funds cannot control the cyber security plans and systems of the Funds' service providers, the issuers of securities in which a Fund invests, the counterparties with which a Fund engages in transactions, or any other third parties whose operations may affect the Funds or its Securityholders.

Derivative Risk

A derivative is an investment the value of which is tied to the value of another investment. A Fund may invest in a derivative for either hedging or non-hedging purposes. Some common examples of a derivative are:

- An *option contract*, which gives its owner the right, but not the obligation, to buy or sell some asset at an agreed-upon price on or before a given date.
- A *futures contract*, which is an agreement to buy or sell an asset at an agreed-upon price at a future date, or to pay the difference between the price on that future date and the price set in the contract. Futures contracts are normally traded on a registered futures exchange that usually specifies certain standardized features of the contract.
- A *forward contract*, which is an agreement to buy or sell an asset at an agreed-upon price at a future date, or to pay the difference between the price on that future date and the price set in the contract. Generally, forward contracts are not traded on organized exchanges and are not standardized.
- A *swap*, which is an agreement where two parties agree to exchange, or "swap", payments. The payments that each party makes are based on an agreed-upon underlying security, like a bond or a benchmark. Each party's payments are calculated differently. For example, one party's payments may be based on a floating interest rate, while the other party's payments may be based on a fixed interest rate.

Risks associated with an investment in derivatives include the following:

- A Fund may be unable to buy or sell a derivative at the desired time to make a profit or limit a loss.
- The other party to the derivative contract may be unable to meet its obligations under the contract.
- The cost of entering into and maintaining a derivative contract may reduce the Fund's total return to investors.
- Certain derivative strategies, such as writing covered calls, may require the Fund to sell securities to the other party at prices that do not reflect current market prices.

- If the other party goes bankrupt, the Fund could lose any deposits made or assets pledged in favour of the other party under the derivative contract.
- Limitations on derivatives trading may be imposed by a securities exchange which could impair the completion of derivative contracts.
- Derivatives that trade in foreign markets may be more difficult or take longer to settle than those trading in Canadian markets.
- The true value of an underlying security may not be reflected in the price of the derivative.
- Gains or losses from a derivative transaction may result in fluctuations to a Fund's taxable income, which may result in higher than anticipated distributions.

As a part of its investment strategy, a Fund may invest in a derivative to potentially generate additional returns. An investment in a derivative for such non-hedging purposes may be done, for instance, to gain indirect exposure to a commodity or a foreign currency or as a substitute investment for stocks or a stock market. Funds may also undertake certain derivative strategies to generate incremental income. These strategies may include writing covered calls, which involves the sale of a call option on a security held in the Fund for a premium.

A Fund may also use derivatives to help offset losses that other investments held by it might suffer because of changes in stock prices, commodity prices or interest or exchange rates. This is called hedging and is a way to mitigate risk.

You should also be aware of the following additional risks relating to an investment in derivatives for hedging purposes, as there is no guarantee that a hedging strategy will always work.

- If the elements that determine the value of a derivative change in a manner that is contrary to the intent of the hedge, the hedging strategy may not result in the desired outcome.
- If the value of the Fund's currency, stock or bond increases, hedging can reduce or eliminate the gains that would otherwise be made by the Fund.
- If the value of the Fund's currency, stock or bond decreases, hedging may not always offset the drop in the value of a security.
- If others are widely anticipating the same change, the Fund may not be able to create an effective hedge against an expected change in a market.

The Funds will only use derivatives in a manner consistent with their respective investment objective and as permitted by securities legislation.

Dividend Policies Risk

Dividends on shares are not fixed but are declared at the discretion of an issuer's board of directors. There is no guarantee that the issuers of the shares a Fund invests in will declare dividends in the future or that if declared they will remain at current levels or increase over time.

Equity Risk

Companies issue equity securities, also known as stocks or shares, to help finance their operations and future growth. Investors in a Fund that purchases equity securities become indirect part owners in those companies.

The price of an equity security and/or the ability to pay or continue to pay a dividend or distribution is influenced by many factors including the company's business prospects, stock market activity, general economic conditions, interest rates, political developments, the coronavirus (SARS-CoV-2) ("**COVID-19**") and variants, evolutions or mutations thereof or related or associated epidemics, pandemics or disease outbreaks, and catastrophic events and changes within the company that issued the security or changes in the industry in which the company competes. When the economy is expanding, the outlook for many companies will be good and the value of their equity securities should rise. The opposite is also true. Generally, the greater the potential reward, the greater the potential risk.

Exchange-Traded Fund Risk

The Funds may make limited investments in exchange-traded funds ("**ETFs**") as part of their investment strategies. Most ETFs are mutual funds whose units are purchased and sold on a securities exchange. An ETF that is not actively managed generally represents a portfolio of securities that is designed to track a particular market segment or index. If it tracks a particular market segment, such as real estate or precious metals equities, its value will fluctuate with the value of the particular market segment it tracks.

The value of an ETF can go up or down and a Fund that invests in an ETF can lose money. Investing in an ETF generally carries many of the same risks as investing in any conventional fund (i.e., one that is not exchange-traded) that has the same investment objective, strategies and policies, except that ETFs carry an additional risk resulting from trading on a stock exchange. In addition, an ETF may fail to accurately track the market segment or index that underlies its investment objective. ETFs that are not actively managed may not sell a security even if the security's issuer is in financial trouble, unless that security is actually removed from the applicable index being replicated. As a result, the performance of such an ETF may be lower than the performance of an actively managed fund.

As with traditional mutual funds, ETFs charge asset-based fees. If a Fund invests in ETFs, it will indirectly pay a proportionate share of that ETF's asset-based fees.

ETFs are subject to the following risks that do not apply to conventional funds:

- The market price of the ETF's units may trade at a premium or a discount to their NAV.
- An active trading market for an ETF's units may not develop or be maintained.
- The requirements of the exchange needed to maintain the listing of an ETF may change or may no longer be met.

Some ETFs employ leverage, which involves borrowing money to increase the size of the investment. This strategy can magnify the risk associated with the underlying market segment or index.

Extreme Market Disruptions Risk

Certain extreme events, such as natural disasters, war, civil unrest, terrorist attacks, and public health crises like epidemics, pandemics or outbreaks of new infectious diseases or viruses can materially adversely affect portfolio investments, economies and a Fund's business, financial condition, liquidity or results of operations. Public health crises, such as COVID-19, can also result in operating, supply chain and project development delays that can materially adversely affect the operations of portfolio investments in which a Fund is invested. It is difficult to predict how a Fund may be affected if a pandemic, persists for an extended period of time. Similarly, the effects of terrorist acts (or threats thereof), military action or similar unexpected disruptive events on the economies and securities markets of countries cannot be predicted. Natural disasters, war and civil unrest can also have materially adverse impacts on economic enterprises in the impacted countries. All such extreme events may impact Fund performance.

Fluctuations in NAV and NAV per Security

The NAV and Series NAV per Security of a Fund will vary according to, among other things, the value of the securities held by the Fund. The Manager, the Portfolio Advisor and the Fund have no control over the factors that affect the value of the securities held by the Fund, including factors that affect the equity and debt markets generally, such as general economic and political conditions, COVID-19 or other pandemics and catastrophic events, inflation, fluctuations in interest rates and factors unique to each issuer included in the applicable portfolio, such as changes in management, changes in strategic direction, achievement of strategic goals, mergers, acquisitions and divestitures, changes in distribution and dividend policies and other events.

Foreign Investment Risk

The Funds may invest in securities sold outside of Canada. When compared to similar investments in Canada, investments in foreign securities may be considered to have a higher risk associated with them, because:

- companies outside of Canada may not be subject to the same regulations, standards, accounting and reporting practices or disclosure requirements that apply in Canada;
- some foreign markets may not be as regulated as Canadian markets and their laws might make it difficult to protect investor rights;
- the trading of foreign securities through foreign securities markets may prove more difficult as they can be less liquid and due to lower trading volumes, more volatile than similar securities traded in Canada;
- political instability, social unrest or diplomatic developments in foreign countries could affect a Fund's securities or result in their loss. This may include the risk of nationalization, expropriation or the imposition of currency controls; and
- there is a chance that foreign securities may be highly taxed or that government-imposed exchange controls may prevent a Fund from taking money out of the country.

As a result of the above factors, investments in foreign equities may be subject to larger and more frequent price changes. A Fund may attempt to mitigate foreign investment risk by investing in foreign companies whose shares trade on a North American stock exchange, either directly or through an American depositary receipt. An American depositary receipt is a negotiable receipt, resembling a stock certificate, issued by a U.S. depositary bank to evidence one or more American depositary shares. American depositary shares represent the equity shares of a non-U.S. issuer that have been deposited at a custodian bank in the country of origin.

While an American depositary receipt program reduces some of the risks of investing in foreign markets, it does not eliminate all risks as, for example, an American depositary receipt may trade above or below its intrinsic value.

Foreign Tax Risk

Certain Funds may invest in global equity or debt securities. Those Funds may pay foreign withholding or other taxes in connection with such investments. Such taxes may be applied by foreign jurisdictions retroactively and may not be creditable against Canadian taxes paid by the Fund or its Securityholders. The liability for such taxes may reduce the NAV of, or trading price of, the securities of the Funds.

Many foreign countries preserve their right under domestic tax laws and applicable tax conventions with respect to taxes on income and on capital ("**Tax Treaties**") to impose tax on dividends and interest paid or credited to persons who are not resident in such countries. While the Funds intend to make investments in such a manner as to minimize the amount of foreign taxes incurred under foreign tax laws and subject to any applicable Tax Treaties, investments in global equity and debt securities may subject the Funds to foreign taxes on dividends and interest paid or credited to them or any gains realized on the disposition of such securities. Any foreign taxes incurred by a Fund will generally reduce the value of its portfolio.

Under certain Tax Treaties, the Funds may be entitled to a reduced rate of tax on such foreign income. Some countries require the filing of a tax reclaim or other forms to receive the benefit of the reduced tax rate. Whether or when a Fund will receive the tax reclaim is within the control of the particular foreign country. Information required on these forms may not be available (such as Securityholder information); therefore, the Fund may not receive the reduced treaty rates or potential reclaims. Certain countries have conflicting and changing instructions and restrictive timing requirements that may cause a Fund not to receive the reduced treaty rates or potential reclaims. In some instances, it may be more costly to pursue tax reclaims than the value of the benefits received by a Fund. If a Fund obtains a refund of foreign taxes, the Net Asset Value of the Fund will not be restated, and the amount will remain in the Fund to the benefit of the then-existing Securityholders.

Infrastructure Risk

To the extent a Fund invests in infrastructure entities, projects and assets, the Fund may be sensitive to adverse economic, regulatory, political or other developments. Infrastructure entities may be subject to a variety of events that adversely affect their business or operations, including service interruption due to environmental damage, operational issues, COVID-19 or other pandemics, access to and the cost of obtaining capital, and regulation by various governmental authorities. There are substantial differences between regulatory practices and policies in various jurisdictions, and any given regulatory authority may take actions that affect the regulation of instruments or assets in which a Fund invests, or the issuers of such instruments, in ways that are unforeseeable. Infrastructure entities, projects and assets may be subject to changes in government regulation of rates charged to customers, government budgetary constraints, the imposition of tariffs and tax laws, business restrictions, closures or quarantines as a result of COVID-19 or other pandemics, and other regulatory policies. Additional factors that may affect the operations of infrastructure entities, projects and assets include innovations in technology that affect the way a company delivers a product or service, significant changes in the use or demand for infrastructure assets, terrorist acts or political actions, and general changes in market sentiment towards infrastructure assets. A Fund may invest in entities and assets that may share common characteristics, are often subject to similar business risks and regulatory burdens, and whose instruments may react similarly to various events that are unforeseeable.

Interest Rate Risk

Fixed-income securities such as bonds, mortgages, treasury bills and commercial paper may pay a rate of interest that is fixed when they are issued. Changes in market interest rates can affect the value of these securities. A change in the value of a fixed-income security is generally in the opposite direction to the change in the interest rate. When interest rates rise, the value of the investment tends to fall. If the interest rate on a security ends up lower than the market rate, the security may trade for less than its face value. The opposite may also be true; a drop in interest rates could result in an increase in the value of these securities.

Changes in the value of fixed-income securities affect the value of a Fund that invests in them. A significant increase in interest rates could create a capital loss in a Fund that holds fixed-income securities.

A Fund may also invest in floating-rate securities. These are similar to fixed-income securities except that the rate of interest is not fixed: the interest rate will be reset periodically by the issuer depending on a set formula and movements in the benchmark interest rates. Floating-rate securities are therefore relatively less sensitive to interest rate changes.

Floating-rate securities and fixed-income securities are subject to similar credit risks, but floating-rate securities are also subject to the market's view on where interest rates are going in the future and when the interest rate will be reset. If the market expects interest rates to decline, investors may sell a floating-rate security because they expect that the coupon rate (the interest rate stated on a bond when it is issued) will decline at the next reset date. This would likely cause the value of the security to decline.

Investment Trust Risk

Some of the Funds invest in real estate, royalty, income and other investment trusts which are investment vehicles that are structured as trusts rather than corporations. To the extent that claims, whether in contract, in tort or as a result of tax or statutory liability, against an investment trust are not satisfied by the trust, investors in the investment trust, including the Funds, could be held liable for such obligations. Investment trusts generally seek to make this risk remote in the case of contract by including provisions in their agreements that the obligations of the investment trust will not be binding on investors personally. However, investment trusts could still have exposure to damage claims such as personal injury and environmental claims. Certain jurisdictions have enacted legislation to protect investors in investment trusts from the possibility of such liability.

The Tax Act contains rules regarding the income tax treatment of "specified investment flow-throughs" or "SIFTs", which include certain publicly traded income trusts and limited partnerships. SIFTs are subject to tax at corporate rates on the non-portfolio earnings portion of their distributions. Further, unitholders of SIFTs are treated as if they had received an "eligible dividend" equal to the non-portfolio earnings less the related distribution tax paid by the SIFT and are taxed accordingly. To the extent that a mutual fund invests in an income trust or limited partnership to which these rules apply, after-tax returns to investors may be reduced.

Large Transaction Risk

We and/or unaffiliated third parties may offer investment products that invest their assets in a Fund. These investments may represent a large portion of the assets of a Fund and, as a result, large purchases or redemptions of Fund securities could occur. In addition, from time to time, an investor may purchase or redeem a large proportion of the outstanding Securities of a Fund. Large purchases or redemptions may adversely affect a Fund's return for the other investors in the Fund, because the Fund may be forced to sell investments at unfavourable prices, hold a large amount of cash to pay redemption proceeds, or, in the event of a large purchase of Securities of a Fund, hold a large amount of cash until it can find suitable investments. This could reduce the value of the Fund and may reduce returns to other investors.

Liquidity Risk

Liquidity refers to how quickly and easily a security can be converted to cash. The value of a Fund that owns illiquid securities may rise and fall substantially.

Lack of liquidity can be an issue with small capitalization companies—companies that are generally not well-known, or have few potential buyers and/or have few shares outstanding or publicly available. The securities of these companies can be more difficult to buy and sell, with larger bid-and-ask spreads (the difference between the highest price that a buyer is willing to pay for an asset and the lowest price for which a seller is willing to sell it) and greater price volatility than those of other companies. A mid or large capitalization company may also have limited liquidity, and may exhibit the same characteristics as a small capitalization company. Additionally, some companies may not trade on an organized stock exchange and therefore their securities may not be readily convertible to cash at, or close to, the quoted price, or the price used to determine a Fund's NAV.

To mitigate this risk, there are restrictions on the percentage of a Fund's investments which may be invested in illiquid securities.

Market Risk

The value of securities may be affected by stock market conditions rather than each company's performance. The value of the market is affected by general economic and financial conditions. Political, social and environmental factors can also affect the value of any investment.

Real Estate Risk

The assets, earnings and share values of companies involved in the real estate industry are influenced by general market conditions and a number of other factors, including but not limited to:

- economic cycles;
- interest rates and inflation;

- consumer confidence;
- the policies of various levels of government, including property tax levels and zoning laws;
- the economic well-being of various industries;
- COVID-19 or other pandemics;
- overbuilding and increased competition;
- lack of availability of financing to refinance maturing debt;
- vacancies due to tenant bankruptcies and other reasons;
- losses due to costs resulting from environmental contamination and its related clean-up;
- casualty or condemnation losses;
- variations in rental income;
- changes in neighbourhood values; and
- functional obsolescence and appeal of properties to tenants.

In addition, underlying real estate investments may be difficult to buy or sell. This lack of liquidity can cause greater price volatility in the securities of companies like real estate investment trusts, which own and manage real estate assets.

Regulatory Risk

Securities or other regulators make changes to rules and administrative practice. These changes may have an adverse impact on the value of a mutual fund.

Reliance on Management Risk

Securityholders of a Fund will be primarily dependent on the business judgment and expertise of the Manager and key personnel employed by the Manager. There is no assurance that we will not be terminated as manager of the Funds, or that any key personnel will not leave our employ.

Repurchase and Reverse Repurchase Transactions and Securities Lending Risk

The Funds may engage in a limited amount of repurchase transactions, reverse repurchase transactions and securities lending transactions, as permitted by applicable securities legislation.

- In a *repurchase transaction*, a Fund sells a security to a party for cash and agrees to buy the same security back from the same party for cash at a later date.
- In a *reverse repurchase transaction*, a Fund buys a security at one price from a party and agrees to sell the same security back to the same party at a higher price later on. This is a way for the Fund to earn interest on cash balances.
- A *security lending transaction* is similar to a repurchase transaction, except that instead of selling the security and agreeing to buy it back later, the Fund loans the security and can demand the return of the security at any time.

There is a risk with these types of transactions that the other party may default under the agreement, or go bankrupt.

In a reverse repurchase transaction, the Fund is left holding the security should a default occur. If the market value for the security has dropped in the meantime, the Fund may be unable to sell the security at the agreed repurchase price or the same price it paid for it, plus interest.

Should a default occur in the case of a repurchase transaction or securities lending transaction, the Fund could incur a loss if the value of the security loaned or sold has increased more than the value of the cash and collateral held.

We attempt to reduce the risk associated with these transactions in three ways:

- we require the other party to put up collateral of investment grade securities with a value of at least 102% of the market value of the security sold (for a repurchase transaction), cash loaned (for a reverse repurchase transaction) or security loaned (for a securities lending transaction). We check and reset the value of the collateral daily;
- we only deal with parties who appear to have the resources and the financial strength to live up to the terms of the agreements; and
- we limit repurchase transactions and securities lending transactions to 50% of the NAV of the Fund. Collateral held by a Fund for loaned securities and cash held for sold securities are not included in a Fund's assets when making this calculation.

Sector Risk

A Fund may concentrate its investments heavily in a particular resource, industrial, commercial, financial or service sector of the economy. If that sector should then lose value, a Fund that is concentrated in that sector may lose more than a Fund that holds securities across a more diversified group of sectors. This Fund must continue to follow its investment objective by investing in a particular sector, even when that sector is performing poorly.

Series Risk

The Funds are offered in several Series. In addition to common fees and expenses, each Series has its own fees and expenses, which we track separately for each Series of a Fund. These expenses are deducted in the calculation of the Series NAV per Security and reduce its security value. See "Series NAV per Security" on page 65 for further details.

If a Fund cannot pay the expenses of one Series using that Series' share of the Fund's assets, it will pay those expenses out of the other Series' proportionate share of the Fund's assets. This could lower the value of the other Series of the Fund.

A Fund may issue additional Series without notice to or approval of Securityholders. The creation of additional Series could indirectly result in a mitigation of this risk by creating a larger pool of assets for the Fund to draw from. Initially, however, the small asset size of the additional Series may increase this risk temporarily.

Short Selling Risk

The Funds may engage in a limited amount of short selling transactions, as permitted by applicable securities legislation and in compliance with the Fund's investment objective, strategies and policies. A short sale involves borrowing securities from a lender, which are then sold in the open market (or "**sold short**"). At a later date, the same number of securities are bought back by the Fund and returned to the lender. Until the securities are returned, Fund assets are deposited with the lender as collateral, and the Fund pays interest to the lender on the borrowed securities. During this time, the Fund also pays any dividends or distributions paid out on the borrowed securities to the lender. If the value of the securities falls between the time that the Fund borrows the securities and sells them, and the time it buys them back and returns them to the lender, the Fund makes a profit on the difference (minus the interest paid to the lender and any other expenses).

Generally speaking, short selling is a way of realizing a gain when the Fund's portfolio management team expects the price of a security to fall.

Short selling by a Fund involves the following risks:

- securities sold short may increase in value and create a loss for the Fund;
- the Fund may have difficulty buying the securities back if the market for the securities is not liquid;

- the lender may recall the borrowed securities at any time; and
- the lender may experience financial difficulties and the Fund may lose the collateral it has deposited with the lender.

The Funds adhere to controls and restrictions that are intended to help offset these risks as set out in NI 81-102 including:

- the aggregate market value of all securities of an issuer of the securities sold short by a Fund will not exceed 5% of the NAV of the Fund;
- the aggregate market value of all securities sold short by a Fund will not exceed 20% of the NAV of the Fund;
- the Fund will hold cash cover in an amount that, together with the portfolio assets deposited with the lender as security in connection with short sales of securities by the Fund, will be at least 150% of the aggregate market value of all securities sold short by the Fund on a daily mark-to-market basis;
- any security sold short will be sold for cash;
- cash received in respect of a short sale will not be used to enter into a long position in any security, other than a security that would otherwise qualify as cash cover; and
- the security sold short will not:
  (i) be a security that a Fund is otherwise not permitted by securities legislation to purchase at the time of the short sale transaction;
  (ii) be an illiquid asset; or
  (iii) be a security of an investment fund other than an index participation unit.

The Funds may also utilize other risk reduction strategies like automatic buy cover orders as part of their use of short selling.

Small Company Risk

Capitalization is a measure of the value of a company. It comprises the current price of a company's shares, multiplied by the number of shares issued by the company. Small capitalization (“**small cap**”) companies tend to be less stable than large capitalization companies because of such factors as limited financial resources and smaller trading volumes. As a result, the securities of small cap companies are more likely to be exposed to volatility.

Specific Issuer Risk

The value of mutual funds that invest in equity or fixed income securities issued by specific issuers will vary in accordance with developments within the specific companies or governments that issue the equity or fixed income securities. Deterioration in the financial condition or outlook for the specific issuer will generally result in a decrease in the current value of the securities issued by it.

Tax Risk

If a Trust Fund ceases to qualify as a mutual fund trust under the Tax Act, the income tax considerations described under the “Income Tax Considerations for Investors” would be materially and adversely different in certain respects in respect of that Trust Fund. A trust will be deemed not to be a mutual fund trust if it is established or maintained primarily for the benefit of non-residents of Canada unless, at that time, all or substantially all of its property is property other than property that would be “taxable Canadian property” (if the definition of such term in the Tax Act were read without reference to paragraph (b) thereof). There can be no assurance that Canadian federal income tax laws and the administrative policies and assessing practices of the CRA respecting the treatment of mutual fund trusts will not be changed in a manner which adversely affects the unitholders of a Trust Fund.

Certain rules in the Tax Act may limit a Trust Fund's ability to claim a deduction in computing its income for amounts of capital gains that are allocated to redeeming unitholders. The taxable component of distributions to non-redeeming unitholders in a Trust Fund may be higher than it otherwise would be in the absence of such rules. See " Canadian Federal Income Tax Considerations – Taxation of Unitholders".

If the Corporate Fund ceases to qualify as a "mutual fund corporation" under the Tax Act, the income tax considerations described under the heading "Canadian Federal Income Tax Considerations" would be materially and adversely different in certain respects. The Corporate Fund will be deemed not to be a mutual fund corporation if it is established or maintained primarily for the benefit of non-residents of Canada unless, at that time, all or substantially all of its property is property other than property that would be "taxable Canadian property", as defined in the Tax Act (if the definition of such term in the Tax Act were read without reference to paragraph (b) thereof). There can be no assurance that Canadian federal income tax laws and the administrative policies and assessing practices of the CRA respecting the treatment of mutual fund corporations will not be changed in a manner which adversely affects the Shareholders of the Company.

The DFA Rules target certain financial arrangements (described in the DFA Rules as "**derivative forward agreements**") that seek to deliver a return based on an "underlying interest" (other than certain excluded underlying interests) for purposes of the DFA Rules. The DFA Rules are broad in scope and could apply to other agreements or transactions (including certain option transactions). If the DFA Rules were to apply in respect of any derivative contracts entered into by a Fund, gains realized in respect of the property underlying such derivatives could be treated as ordinary income. The DFA rules generally should not apply to foreign currency hedges in respect of investments on capital account. The writing of call options by a Trust Fund will not generally be subject to the DFA Rules.

In determining their income for tax purposes, each Trust Fund intends to treat gains and losses on dispositions of securities (or is required to treat gains and losses on dispositions of "Canadian securities", to the extent that a valid subsection 39(4) election has been filed) as capital gains and losses. Generally, each Trust Fund intends to include gains and deduct losses on income account in connection with investments made through certain derivatives, except where such derivatives are used to hedge securities held on capital account provided there is sufficient linkage. In addition, gains or losses in respect of foreign currency hedges entered into in respect of amounts invested in each Trust Fund's portfolio will likely constitute capital gains and capital losses to each such Trust Fund if the securities are capital property to each such Trust Fund and there is sufficient linkage. Each Trust Fund will treat option premiums received on the writing of covered call options and any gains or losses sustained on closing out such options as capital gains and capital losses in accordance with the CRA's published administrative policies. Designations with respect to each Trust Fund's income and capital gains will be made and reported to Securityholders on the foregoing basis. The CRA's practice is not to grant advance income tax rulings on the characterization of items as capital gains or income and no advance income tax ruling has been requested or obtained. If some or all of the transactions undertaken by a Trust Fund in respect of such dispositions or transactions were treated on income rather than capital account (whether because of the DFA Rules discussed above or otherwise), the net income of each such Trust Fund for tax purposes and the taxable component of distributions to Securityholders could increase. Any such redetermination by the CRA may result in the relevant Trust Fund being liable for unremitted withholding taxes on prior distributions made to Securityholders who were not resident in Canada for the purposes of the Tax Act at the time of the distribution. Such potential liability may reduce the NAV of, or trading prices of, the Units of the applicable Trust Fund.

In determining its income for tax purposes, the Company treats gains and losses on dispositions of securities (or is required to treat gains and losses on dispositions of "Canadian securities", to the extent that a valid subsection 39(4) election has been filed) as capital gains and losses. Generally, the Company intends to include gains and deduct losses on income account in connection with investments made through certain derivatives, except where such derivatives are used to hedge securities held on capital account provided there is sufficient linkage. In addition, gains or losses in respect of foreign currency hedges entered into in respect of amounts invested in the Company's portfolio will likely constitute capital gains and capital losses to the Company if the securities are capital property to each the Company and there is sufficient linkage. The CRA's practice is not to grant advance income tax rulings on the character of items as capital or income and no advance income tax ruling has been applied for or received from CRA. If some or all of the transactions undertaken by the Company were treated on income rather than capital account (whether because of the DFA Rules or otherwise), after-tax returns to Shareholders could be reduced which may result in the Company being subject to non-refundable income tax in respect of income from such transactions, and the Company may be subject to penalty taxes in respect of excessive capital gains dividend elections.

If a Trust Fund experiences a "loss restriction event" (i) the Trust Fund will be deemed to have a year-end for tax purposes (which would result in an unscheduled distribution of the Trust Fund's income and net realized capital gains, if any, at such time to unitholders so that the Trust Fund is not liable for income tax on such amounts), and (ii) the Trust Fund will become subject to the loss restriction rules generally applicable to a corporation that experiences an acquisition of control, including a deemed realization of any unrealized capital losses and restrictions on its ability to carry forward losses. Generally, a Trust Fund will be subject to a loss restriction event when a person becomes a "majority-interest beneficiary" of the Trust Fund, or a group of persons becomes a "majority-interest group of beneficiaries" of the Trust Fund, as those terms are defined in the affiliated persons rules contained in the Tax Act, with appropriate modifications. Generally, a majority-interest beneficiary of a Trust Fund will be a beneficiary who, together with the beneficial interests of persons and partnerships with whom the beneficiary is affiliated, has a fair market value that is greater than 50% of the fair market value of all the interests in the income or capital, respectively, in the Trust Fund. Trusts that qualify as "investment funds" as defined in the rules in the Tax Act relating to loss restriction events are generally excepted from the application of such rules. An "investment fund" for this purpose includes a trust that meets certain conditions, including satisfying certain of the conditions necessary to qualify as a "mutual fund trust" for purposes of the Tax Act, not using any property in the course of carrying on a business and complying with certain asset diversification requirements. If a Trust Fund were not to qualify as an "investment fund", it could potentially have a loss restriction event and thereby become subject to the related tax consequences described above.

The Tax Act contains rules concerning the taxation of publicly traded Canadian trusts and partnerships that own certain types of property defined as "non-portfolio property". A trust that is subject to these rules is subject to trust level taxation, at rates comparable to those that apply to corporations, on the trust's income earned from "non-portfolio property" to the extent that such income is distributed to its unitholders. Further, pursuant to certain Proposed Amendments released on March 28, 2023 in connection with the 2023 Federal Budget (Canada) (the "**Equity Repurchase Amendments**"), a trust that is a "SIFT trust" or that is otherwise a "covered entity" as described in the Equity Repurchase Amendments is proposed to be subject to a 2% tax on the value of the trust's equity repurchases (i.e., redemptions) in a taxation year (net of cash subscriptions received by the trust in that taxation year). If a Trust Fund is subject to tax under the SIFT Rules or the Equity Repurchase Rules, the after-tax return to its Unitholders could be reduced, particularly in the case of the SIFT Rules for a Unitholder who is exempt from tax under the Tax Act or is a non-resident of Canada. The application of the Equity Repurchase Amendments (including, in particular, to the Starlight Global Real Estate Fund) is unclear in certain respects. Thus, there can be no assurances that the Equity Repurchase Amendments, if enacted as proposed, would not have adverse consequences to the Trust Funds or to Unitholders.

Other Investment Considerations

There is no assurance that an investment in a Fund will earn any positive return in the short or long term. Redemptions and purchases of securities and distributions by a Fund will all reduce the cash available for investment.

Additional Risks Associated with an Investment in the ETF Series

Absence of an Active Market for the ETF Series Securities

Although the ETF Series Securities of the Funds are listed on the NEO Exchange or another exchange or marketplace, there can be no assurance that an active public market for ETF Series Securities will be sustained.

Halted Trading of ETF Series Securities

Trading of ETF Series Securities on certain marketplaces may be halted by the activation of individual or market-wide "circuit breakers" (which halt trading for a specific period of time when the price of a particular security or overall market prices decline by a specified percentage). In the case of the NEO Exchange, trading of ETF Series Securities may also be halted if: (i) the ETF Series Securities are delisted from the NEO Exchange without first being listed on another exchange; or (ii) NEO Exchange officials determine that such action is appropriate in the interest of a fair and orderly market or to protect Securityholders.

Trading Price of ETF Series Securities

ETF Series Securities may trade in the market at a premium or discount to the Series NAV per Security. There can be no assurance that ETF Series Securities will trade at prices that reflect their Series NAV per Security. The trading price of ETF Series Securities will fluctuate in accordance with changes in a Fund's NAV, as well as market supply and demand on the NEO Exchange (or such other exchange or marketplace on which ETF Series Securities of a Fund may be traded from time to time).

Investment Restrictions

Fund Investment Restrictions

The Funds are subject to certain standard investment restrictions and practices contained in Canadian securities legislation, including NI 81-102. This legislation is designed, in part, to ensure that the investments of the Funds are diversified and relatively liquid and to ensure the proper administration of the Funds. Except where the Funds have received permission from the securities regulatory authorities to implement any variations to securities legislation, including NI 81-102, each Fund adheres to these standard investment restrictions and practices. A copy of these investment restrictions and practices may be obtained from us upon request.

In addition, each Initial Starlight Fund will not:

(a) invest in or hold (i) securities of or an interest in any non-resident entity, an interest in or a right or option to acquire such property, or an interest in a partnership which holds any such property if the Initial Starlight Fund (or the partnership) would be required to include any significant amounts in income pursuant to section 94.1 of the Tax Act, (ii) an interest in a trust (or a partnership which holds such an interest) which would require the Initial Starlight Fund (or the partnership) to report income in connection with such interest pursuant to the rules in proposed section 94.2 of the Tax Act, or (iii) any interest in a non-resident trust (or a partnership which holds such an interest) other than an "exempt foreign trust" for the purposes of section 94 of the Tax Act;

(b) own any property that would be ''taxable Canadian property'' (as such term is defined in the Tax Act if the definition were read without paragraph (b) thereof) if the aggregate fair market value of such property would exceed 10% of the fair market value of all property owned by the Initial Starlight Fund;

(c) invest in securities that would be a tax shelter investment within the meaning of section 143.2 of the Tax Act;

(d) invest in any securities of an entity that would be a foreign affiliate of the Initial Starlight Fund for purposes of the Tax Act; or

(e) invest in or hold any securities or other assets or engage in any activity if the Initial Starlight Fund would, as a result, not qualify as a "mutual fund trust" for purposes of the Tax Act or would be subject to the tax for "SIFT trusts" for purposes of the Tax Act.

Any change in the fundamental investment objective of a Fund must be approved by a majority of the votes cast at a meeting of Unitholders of that Fund convened for that purpose.

Description of the Securities

The capital of each of the Funds is divided into an unlimited number of Securities of each Series. The Funds are currently offered in a variety of Series including Series A, Series AA, Series B, Series C, Series F, Series FF, Series L, Series O, Series PTF, Series R, Series R2, Series I and Series Z Units. In addition, the Funds offer multiple Series with a targeted fixed monthly distribution per Security, including Series T5, Series T6, Series T8, Series FT5, Series FT6, Series O6, Series T8B, and Series T8C. The particular Series available for each Fund are listed on the front cover of this Simplified Prospectus. Additional Series of a Fund may be issued in the future without notice to, or approval of, Securityholders. Each Fund is permitted to issue fractional Securities and the proportionate interest of each Securityholder in a Fund is expressed by the number of Securities and fractions thereof held by that Securityholder. Each whole Unit is entitled to one vote and each Share is non-voting, except with respect to matters that require Shareholder approval under NI 81-102 or under the Corporate Fund's constating documents. Each whole Security is entitled to participate equally in the net assets of a Fund remaining after satisfaction of outstanding liabilities. Holders of fractional Units are not entitled to vote those Units, except to the extent that they may represent in the aggregate one or more whole Securities held by a Securityholder, but will be entitled to participate in distributions and dividends (other than "Management Fee Distributions" as discussed on page 37) made to Securityholders and, on liquidation, in the net assets of a Fund in the proportion that the fractional Security bears to a whole Security. Securityholders of a Fund vote together at Securityholder meetings, other than meetings at which the holders of one Series of a Fund are entitled to vote separately as a Series except where such matter does not affect Securityholders of a Series of a Fund. All Securities of a Fund are fully paid and non-assessable when issued and are transferable without restriction. No certificates are issued for Securities held in a Fund.

Securityholders are entitled to require a Fund to redeem their Securities, subject to the payment of any applicable redemption fees. (See "Redemptions" beginning on page 30). With the exception of distributions with respect to ETF Series Securities of a Fund, all distributions and dividends by a Fund are automatically reinvested in additional Securities of the same Series of a Fund unless you request in writing to receive them in cash via cheque or direct deposit to your bank account. Monthly distributions in respect of the ETF Series are paid in cash via cheque or direct deposit to your bank account. Year-end distributions in respect of ETF Series are paid in cash that is reinvested in Units unless the Manager elects otherwise. Immediately following payment of a year-end distribution in Units of a series, the number of Units of such series held by a Unitholder will be automatically consolidated such that the number of Units of such series held by the Unitholder after such distribution will be equal to the number of Units of such series held by such Unitholder immediately prior to such distribution, except in the case of a non-resident Unitholder to the extent tax is required to be withheld in respect of the distribution. There are no pre-emptive or conversion rights accompanying the issue of the Securities. Those matters that require Securityholder approval under NI 81-102 or under each Fund's respective constating documents may only be made upon the affirmative vote of a majority of the votes cast at a meeting of the Securityholders duly called for that purpose.

The Funds do not hold regular meetings. Securityholders are permitted to vote on all matters that require Securityholder approval under NI 81-102 or under each Fund's applicable constating documents. These matters include, in respect of a Fund:

- any change in the basis of the calculation of a fee or expense charged to the Fund that could result in an increase in charges to the Fund, or a new fee or expense is introduced that could result in an increase in charges to the Fund. (In either case, Securityholder consent will not be required if the change or new fee or expense is a result of a change made by a third party at arm's length to the Fund. In this case, you will be sent written notice at least 60 days before the effective date of the change);

- a change of the manager, unless the new manager is an affiliate of the Manager;
- a change in the fundamental investment objective of the Fund;
- a decrease in the frequency of the calculation of the Series Net Asset Value per Security of the Fund; and
- a material reorganization of the Fund.

Name, Formation and History of the Funds

History of the Trust Funds

Starlight Global Infrastructure Fund, Starlight Global Real Estate Fund, Starlight North American Equity Fund (formerly Stone Growth Fund), Starlight Global Balanced Fund (formerly Stone Global Balanced Fund), Starlight Global Growth Fund (formerly Stone Global Growth Fund), Starlight Enhanced Yield Fund (formerly Stone Dividend Yield Hog Fund) and Starlight Canadian Financial Services Covered Call Fund (formerly Stone Covered Call Canadian Banks Plus Fund) are open-end mutual fund trusts and below are details about the formation and history of these Funds.

Starlight Global Infrastructure Fund

- Established under the laws of the Province of Ontario pursuant to a Master Declaration of Trust dated as of September 21, 2018.
- October 15, 2021, Series D Units were available for purchase.
- June 16, 2023, Series D Units were re-designated as Series F Units.

Starlight Global Real Estate Fund

- Established under the laws of the Province of Ontario pursuant to a Master Declaration of Trust dated as of September 21, 2018.
- October 15, 2021, Series D Units were available for purchase.
- June 16, 2023, Series D Units were re-designated as Series F Units.

Starlight North American Equity Fund (formerly Stone Growth Fund)

- Established as “Stone & Co. Flagship Stock Fund Canada” under the laws of Ontario by declaration of trust dated February 23, 1995, as amended August 3, 2007, July 9, 2008, August 25, 2011, August 22, 2017, July 30, 2020, March 22, 2021 and April 12, 2022.
- August 1, 2003, capital divided to create Series A, B, C and F Units.
- August 7, 2007, capital divided to create Series T8A, T8B and T8C Units.
- December 4, 2009, Series T8B and T8C Units closed to new purchases, including for purchases made pursuant to pre-existing arrangements.
- December 1, 2010, Stone Asset Management Limited, an affiliate of Stone & Co. Limited, replaced Stone & Co. Limited as manager.
- August 25, 2011, capital divided to create Series L Units.
- August 25, 2011, Stone Asset Management Limited, an affiliate of Stone & Co. Limited, replaced Stone & Co. Limited as trustee.
- August 31, 2011, Series B and C Units closed to new purchases, including for purchases made pursuant to pre-existing arrangements.
- September 1, 2011, Series L Units available for purchase.
- September 4, 2015, Series C Units re-designated as Series L Units.
- July 11, 2017, security holder approval was granted to change the fundamental investment objectives effective on or about August 22, 2017.
- August 22, 2017, the name changed from “Stone & Co. Flagship Stock Fund Canada” to “Stone Growth Fund”.
- June 28, 2019, Series L Units were closed to new purchases.
- August 1, 2019, Series O Units were launched.

- July 30, 2020, Series R Units were launched.
- March 22, 2021, Series PTF Units were launched.
- July 4, 2022, Series R2 Units were launched.
- July 7, 2022, Starlight, through a wholly-owned subsidiary, acquired all of the issued and outstanding common shares of Stone Investment Group Limited ("**Stone**") by way of plan of arrangement, resulting in a change of control of Stone Asset Management Limited, the then manager of the Fund.
- June 21, 2023, Starlight assumed management and portfolio management of the Fund from Stone and the Fund's Declaration of Trust was amended and restated to (i) reflect the change of trustee, (ii) change the name of the Fund from "Stone Growth Fund" to "Starlight North American Equity Fund", and (iii) rename the Series O Units to Series I Units and the Series T8A Units to Series T8 Units.

Starlight Global Balanced Fund (formerly Stone Global Balanced Fund)

- Established as "Stone & Co. Flagship Growth & Income Fund Canada" under the laws of Ontario by declaration of trust on December 16, 1996, as amended August 3, 2007, December 11, 2008, November 6, 2009, August 25, 2011, October 26, 2011, August 22, 2017 and April 12, 2022.
- November 1, 2000, Stone Asset Management Limited replaced Yorkton Securities Inc. as Portfolio Manager, and Marret Asset Management Inc. replaced McLean Budden Limited as sub-advisor of the fixed-income portion of the portfolio.
- August 1, 2003, capital divided to create Series A, B, C and F Units.
- August 7, 2007, capital divided to create Series T8, T8B and T8C Units.
- January 1, 2008, Series A, B, C and F Units closed to new purchases except for purchases made pursuant to pre-existing arrangements.
- January 5, 2009, capital divided to create Series AA, BB, CC and FF Units.
- December 4, 2009, Series A, B and C Units re-designated as Series T8A, T8B and T8C Units respectively.
- December 4, 2009, Series T8B and T8C Units closed to new purchases, including for purchases made pursuant to pre-existing arrangements.
- December 1, 2010, Stone Asset Management Limited, an affiliate of Stone & Co. Limited, replaced Stone & Co. Limited as manager.
- August 25, 2011, capital divided to create Series L Units.
- August 25, 2011, Stone Asset Management Limited, an affiliate of Stone & Co. Limited, replaced Stone & Co. Limited as trustee.
- August 31, 2011, Series BB and CC Units closed to new purchases, including for purchases made pursuant to pre-existing arrangements.
- September 1, 2011, Series L Units available for purchase.
- November 1, 2011, Aviva Investors Canada Inc. replaced Marret Asset Management Inc. as sub-advisor.
- September 7, 2012, Series F Units re-designated as Series FF Units.
- September 4, 2015, Series CC Units re-designated as Series L Units.
- July 11, 2017, security holder approval was granted to change the fundamental investment objectives effective on or about August 22, 2017.
- August 22, 2017, the name was changed from "Stone & Co. Flagship Growth & Income Fund Canada" to "Stone Global Balanced Fund".
- June 28, 2019, Series L Units were closed to new purchases.
- August 1, 2019, Series O Units were launched.
- July 7, 2022, Starlight, through a wholly-owned subsidiary, acquired all of the issued and outstanding common shares of Stone by way of plan of arrangement, resulting in a change of control of Stone Asset Management Limited, the then manager of the Fund.

- June 16, 2023, the Series BB Units purchased on a DSC basis were re-designated as ISC Series AA Units. Series L Units purchased on LL option were re-designated as ISC Series A Units. Series T8C Units purchased on a LL option were re-designated as ISC Series T8 Units.
- June 21, 2023, Starlight assumed management and portfolio management of the Fund from Stone and the Fund's Declaration of Trust was amended and restated to (i) reflect the change of trustee, (ii) change the name of the Fund from "Stone Global Balanced Fund" to "Starlight Global Balanced Fund", and (iii) rename the Series O Units to Series I Units and the Series T8A Units to Series T8 Units.

Starlight Global Growth Fund (formerly Stone Global Growth Fund)

- Established as "Stone & Co. Flagship Global Growth Fund" under the laws of Ontario by declaration of trust dated December 23, 1998, as amended August 3, 2007, July 9, 2008, August 25, 2011, August 22, 2017 and April 12, 2022.
- November 1, 2002, Gryphon International Investment Corporation retained as sub-advisor.
- August 1, 2003, capital divided to create Series A, B, C and F Units.
- August 7, 2007, capital divided to create Series T8A, T8B and T8C Units.
- December 4, 2009, Series T8B and T8C Units closed to new purchases, including for purchases made pursuant to pre-existing arrangements.
- July 5, 2010, Rathbone replaced Gryphon International Investment Corporation as sub-advisor.
- December 1, 2010, Stone Asset Management Limited, an affiliate of Stone & Co. Limited, replaced Stone & Co. Limited as manager.
- August 25, 2011, capital divided to create Series L Units.
- August 25, 2011, Stone Asset Management Limited, an affiliate of Stone & Co. Limited, replaced Stone & Co. Limited as trustee.
- August 31, 2011, Series B and C Units closed to new purchases, including for purchases made pursuant to pre-existing arrangements.
- September 1, 2011, Series L Units available for purchase.
- September 7, 2012, Series F Units re-designated as Series FF Units.
- September 4, 2015, Series C Units re-designated as Series L Units.
- September 1, 2016, Series T8C securities were terminated, as no investor held Series T8C securities as of such date.
- August 22, 2017, the name changed from "Stone & Co. Flagship Global Growth Fund" to Stone Global Growth Fund.
- June 28, 2019, Series L Units were closed to new purchases.
- August 1, 2019, Series O Units were launched.
- July 7, 2022, Starlight, through a wholly-owned subsidiary, acquired all of the issued and outstanding common shares of Stone by way of plan of arrangement, resulting in a change of control of Stone Asset Management Limited, the then manager of the Fund.
- June 21, 2023, Starlight assumed management and portfolio management of the Fund from Stone and the Fund's Declaration of Trust was amended and restated to (i) reflect the change of trustee, (ii) change the name of the Fund from "Stone Global Growth Fund" to "Starlight Global Growth Fund", and (iii) rename the Series O Units to Series I Units and the Series T8A Units to Series T8 Units.

Starlight Enhanced Yield Fund (formerly Stone Dividend Yield Hog Fund)

- Established as "Mavrix Canadian Income Trust Fund" pursuant to a Declaration of Trust dated June 24, 2003.
- Units of the Fund were first offered to the public on or about June 27, 2003.
- February 7, 2006, the Fund's Declaration of Trust was amended and restated for the purpose of bringing it into conformity with current mutual fund industry practice.

- May 22, 2007, the Fund's Declaration of Trust was amended to change the name of the Fund from "Mavrix Canadian Income Trust Fund" to "Mavrix Income Fund" effective on June 18, 2007.
- June 26, 2008, Mavrix Canada Fund (terminating fund) and Mavrix Diversified Fund (terminating fund) were merged into the Fund, whereby the assets of the terminating funds were exchanged in return for Units of the Fund and Unitholders of the terminating funds became unitholders of the Fund.
- June 27, 2008, the Fund's Declaration of Trust was amended to change the name of the Fund from "Mavrix Income Fund" to "Mavrix Balanced Monthly Pay Fund".
- July 7, 2008, the Trustee designated Class I and Class O Units of the Fund.
- July 22, 2010, Mavrix Fund Management Inc. resigned as manager of the Fund and Matrix Asset Management Inc. was appointed as the successor manager of the Fund and became the portfolio advisor of the Fund.
- July 22, 2010, the Fund's Declaration of Trust was amended and restated to reflect the change of trustee and to change the name of the Fund from "Mavrix Balanced Monthly Pay Fund" to "Matrix Monthly Pay Fund".
- June 30, 2011, Matrix Dividend & Income Fund (the terminating fund) was merged into the Fund, whereby the assets of the terminating fund were exchanged in return for Units of the Fund and unitholders of the terminating fund became unitholders of the Fund.
- June 29, 2012, Matrix Sierra Equity Fund (the terminating fund) and Matrix Strategic Yield Fund (the terminating fund) were merged into the Fund, whereby the assets of the terminating funds were exchanged in return for Units of the Fund and unitholders of the terminating funds became unitholders of the Fund.
- May 28, 2013, the Trustee designated Class AA and Class F-AA Units of the Fund.
- September 17, 2013, Marquest Asset Management Inc. acquired the management and portfolio management of the Fund from Matrix Asset Management Inc.
- November 11, 2013, the Fund's Declaration of Trust was amended and restated to reflect the change of Manager and trustee and to change the name of the Fund from "Matrix Monthly Pay Fund" to "Marquest Monthly Pay Fund".
- April 8, 2014, Cassels Investment Management Inc. was retained as sub-advisor to the Fund.
- April 16, 2014, the Fund ceased to offer Class I and Class O Units.
- July 14, 2014, the holders of Class T8 Units of the Fund approved a resolution to redesignate the Class T8 Units as Class AA Units of the Fund.
- October 16, 2015, Front Street Capital (2004) of was retained as the sub-advisor of this Fund.
- December 1, 2016, Front Street Capital (2004) amalgamated with LOGIQ Asset Management Inc. (formerly known as Aston Hill Financial Inc.) to form LOGIQ Asset Management Ltd.
- December 31, 2016, the Series AA Units and Series F-AA Units were reclassified as Series A Units and Series F Units, respectively.
- December 15, 2017, LOGIQ Asset Management Ltd. was removed as the sub-advisor of this Fund.
- December 6, 2018, Stone assumed management and portfolio management of the Fund from Marquest Asset Management Inc. and the Fund's Declaration of Trust was amended and restated to reflect the change of trustee and to change the name of the Fund from "Marquest Monthly Pay Fund" to "Stone Monthly Pay Fund".
- June 11, 2019, the Declaration of Trust was amended to effect the change of name of the Fund from "Stone Monthly Pay Fund" to "Stone Dividend Yield Hog Fund".
- August 1, 2019, the Series T5A and Series T5F Units were available for purchase.
- Effective on August 1, 2019, Series O Units were launched.
- May 7, 2021, the Fund's Declaration of Trust was amended to change all references from "Class" of Units to "Series" of Units of the Trust for consistency with all the other Funds.
- July 7, 2022, Starlight, through a wholly-owned subsidiary, acquired all of the issued and outstanding common shares of Stone by way of plan of arrangement, resulting in a change of control of Stone Asset Management Limited, the then manager of the Fund.
- June 16, 2023, the Series A Units purchased on a DSC basis or LL option were re-designated as ISC Series A Units.

- June 21, 2023, Starlight assumed management and portfolio management of the Fund from Stone and the Fund's Declaration of Trust was amended and restated to (i) reflect the change of trustee, (ii) change the name of the Fund from "Stone Dividend Yield Hog Fund" to "Starlight Enhanced Yield Fund", and (iii) rename the Series O Units to Series I Units, the Series T5A Units to Series T5 Units, and the Series T5F Units to Series FT5.

Starlight Canadian Financial Services Covered Call Fund (formerly Stone Covered Call Canadian Banks Plus Fund)

- Established as "Marquest Covered Call Canadian Banks Plus Fund" pursuant to a Declaration of Trust made on July 17, 2014.
- Units of the Fund were first offered to the public on or about July 17, 2014.
- December 6, 2018, Stone assumed management and portfolio management of the Fund from Marquest Asset Management Inc. and the Fund's Declaration of Trust was amended and restated to reflect the change of trustee and to change the name of the Fund from "Marquest Covered Call Canadian Banks Plus Fund" to "Stone Covered Call Canadian Banks Plus Fund".
- Effective on August 1, 2019, Series O Units were launched.
- Effective on March 22, 2021, Series PTF Units were launched.
- May 7, 2021, the Fund's Declaration of Trust was amended to change all references from "Class" of Units to "Series" of Units of the Trust for consistency with all the other Funds.
- July 7, 2022, Starlight, through a wholly-owned subsidiary, acquired all of the issued and outstanding common shares of Stone by way of plan of arrangement, resulting in a change of control of Stone Asset Management Limited, the then manager of the Fund.
- June 16, 2023, the Series A Units purchased on a DSC basis or LL option were re-designated as ISC Series A Units.
- June 21, 2023, Starlight assumed management and portfolio management of the Fund from Stone and the Fund's Declaration of Trust was amended and restated to (i) reflect the change of trustee, (ii) change the name of the Fund from "Stone Covered Call Canadian Banks Plus Fund" to "Starlight Canadian Financial Services Covered Call Fund", and (iii) rename the Series O Units to Series I Units.

History of the Corporate Fund

Starlight Dividend Growth Class (formerly Stone Dividend Growth Class) is a class of Shares of Starlight Corporate Funds Limited and below are details about the formation and history of Starlight Corporate Funds Limited and this Fund.

Starlight Corporate Funds Limited

- Stone Corporate Funds Limited was incorporated under the laws of Canada by letters patent dated September 13, 1957 under the name "Canadian Anaesthetists' Mutual Accumulating Fund Limited" and commenced offering shares for sale to the public on November 14, 1957. Stone & Co. Corporate Funds Limited was originally established and promoted by the Canadian Anaesthetists' Society.
- The corporation was continued under the CBCA on February 28, 1980 and amended its articles to restructure its share capital and to reflect the adoption of the standard investment restrictions and practices set forth in NI 81-102 on February 15, 2000.
- The corporation amended its articles on July 22, 2002 to create a class of an unlimited number of common shares and twenty-five classes of special shares, each with an unlimited number of shares issuable in series, and to re-designate the then Class A shares as mutual fund shares of "Stone & Co. Dividend Growth Class". This amendment further provided that upon the issuance of any common shares, all existing and future classes and series of Shares, including, without limitation, Shares of the Dividend Growth Class, will become special shares carrying voting rights (the "**Voting Rights**") which are: (1) restricted to those voting rights which are provided to shareholders under the CBCA; and (2) equivalent to those voting rights which are provided to unitholders under NI 81-102.

- The corporation amended its articles effective on July 18, 2003 to change the name of “Stone & Co. CAMAF Corporate Class” to “Stone & Co. Dividend Growth Class”.
- The corporation amended its articles on September 1, 2003 to change its name from “Canadian Anaesthetists’ Mutual Accumulating Fund Limited” to Stone & Co. Corporate Funds Limited. The corporation amended its articles effective September 1, 2003 to: (1) divide the special shares of all classes in the capital of the corporation into an unlimited number of shares issuable in series in each class, designated as Series A, Series B, Series C and Series F Shares; (2) re-designate each issued and outstanding Share of the Stone & Co. Dividend Growth Class that was purchased on an initial sales charge basis as one Series A Share of the Stone & Co. Dividend Growth Class; and (3) re-designate each issued and outstanding Share of the Stone & Co. Dividend Growth Class purchased on a DSC basis as one Series B Share of the Stone & Co. Dividend Growth Class.
- On October 1, 2004, 100 common shares were issued to Stone & Co. Limited. Accordingly, thereafter holders of Dividend Growth Class Shares and all other classes of mutual fund shares have only the Voting Rights.
- The corporation amended its articles effective July 29, 2005 to re-designate the Class 2 shares in the capital of the corporation as “Stone & Co. Resource Plus Class”.
- The corporation amended its articles effective June 28, 2007 to change the name of the “Stone & Co. Dividend Growth Class” to “Stone & Co. Dividend Growth Class Canada”.
- The corporation amended its articles on August 14, 2008, to effect the creation of Series T Shares and to create and maintain stated capital accounts for each series of each class of special shares of the corporation.
- The corporation amended its articles on August 22, 2011, to effect the creation of Series L Shares.
- The corporation amended its articles on November 14, 2011, to set the number of directors of the corporation between three and nine.
- The corporation amended its articles prior to September 1, 2014, to effect the creation of Series F Shares.
- On August 22, 2017, the name changed from Stone & Co. Dividend Growth Class Canada to Stone Dividend Growth Class and from Stone & Co. Resource Plus Class to Stone Select Growth Class.
- On August 22, 2017, the name changed from Stone & Co. Corporate Funds Limited to Stone Corporate Funds Limited.
- On February 5, 2020, the Stone Select Growth Class was wound up and terminated operations.
- On June 21, 2023, the corporation amended its articles to change the name of the corporation from “Stone Corporate Funds Limited” to “Starlight Corporate Funds Limited” and to change the name of the “Stone Dividend Growth Class” to “Starlight Dividend Growth Class”.

Starlight Dividend Growth Class (formerly Stone Dividend Growth Class)

- Established as “Class A shares” of Canadian Anaesthetists’ Mutual Accumulating Fund Limited on September 13, 1957.
- January 1, 2002, Stone Asset Management Limited replaced Laketon Investment Management Ltd. as Portfolio Manager.
- July 22, 2002, the name was changed from “Class A shares” to “Stone & Co. CAMAF Corporate Class”.
- July 18, 2003, name changed from “Stone & Co. CAMAF Corporate Class” to “Stone & Co. Dividend Growth Class”.
- September 1, 2003, Special Shares of all classes divided into an unlimited number of shares issuable in Series in each class, designated as Series A, Series B, Series C and Series F Shares; each share that was purchased on an initial sales charge basis re-designated as one Series A Share; each share that was purchased on a DSC basis re-designated as one Series B Share.
- June 28, 2007, name changed from “Stone & Co. Dividend Growth Class” to “Stone & Co. Dividend Growth Class Canada”.
- August 7, 2007, Stone & Co. Corporate Funds Limited created Series T8A, T8B and T8C Shares.

- December 4, 2009, Series T8B and T8C Shares closed to new purchases, including for purchases made pursuant to pre-existing arrangements.
- December 1, 2010, management function assigned to and assumed by Stone Asset Management. Limited from Stone & Co. Limited.
- August 22, 2011, capital divided to create Series L Shares.
- August 31, 2011, Series B and C Shares closed to new purchases, including for purchases made pursuant to pre-existing arrangements.
- September 1, 2011, Series L Shares available for purchase.
- August 22, 2017, the name changed from "Stone & Co. Dividend Growth Class Canada" to "Stone Dividend Growth Class".
- Effective June 28, 2019, Series L Shares were closed to new purchases.
- Effective on August 1, 2019, Series O Shares were launched.
- September 3, 2019, Series PTF Shares available for purchase.
- Effective June 16, 2023, the Series T8C Shares purchased on a LL option were re-designated as ISC Series T8 Shares.
- June 21, 2023, Starlight assumed management and portfolio management of the Fund from Stone and the Fund filed articles of amendment of Stone & Co. Corporate Fund Limited to change the name from "Stone Dividend Growth Class" to "Starlight Dividend Growth Class", and to rename the Series O Shares of Stone Dividend Growth Class to Series I Shares and the Series T8A Shares to Series T8 Shares.

Investment Risk Classification and Methodology

We determine the risk rating for each Fund in accordance with a standardized risk classification methodology in NI 81-102 that is based on the Fund's historical volatility as measured by the 10-year standard deviation of the returns of the Fund. Standard deviation is a common statistic used to measure the volatility and risk of an investment. Funds with higher standard deviations are generally classified as being more risky. Just as historical performance may not be indicative of future returns, a Fund's historical volatility may not be indicative of its future volatility. You should be aware that other types of risk, both measurable and non-measurable, also exist.

Where a Fund has offered Securities to the public for less than 10 years, the standardized methodology requires that the standard deviation of a reference mutual fund or index that reasonably approximates or, for a newly established Fund, is reasonably expected to approximate, the standard deviation of the Fund be used to determine the risk rating of the Fund.

Each Fund is assigned an investment risk rating in one of the following categories:

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

The following chart sets out a description of the reference index used for each Fund that has less than 10 years of performance history:

Fund	Reference Index
Starlight Global Infrastructure Fund	S&P Global Infrastructure Total Return C$ Index
Starlight Global Real Estate Fund	FTSE/EPRA NAREIT Developed C$ Index
Starlight Canadian Financial Services Covered Call Fund (formerly Stone Covered Call Canadian Banks Plus Fund)	S&P/TSX Composite Financials GICS Level Sector Total Return Index
Starlight Global Balanced Fund (formerly Stone Global Balanced Fund)	10-Year Reference Index (1)

(1) As the Fund had a change in investment objectives in 2017, the Manager cannot use the Fund's historical returns prior to the change. As a result, a reference index is used as a proxy to impute the return history for the 10 year period.

There may be times when we believe the standardized methodology produces a result that does not reflect a Fund's risk based on other qualitative factors. As a result, we may place the Fund in a higher risk rating category, as appropriate. We review the risk rating for each Fund on an annual basis or if there has been a material change to a Fund's investment objectives or investment strategies.

This information is only a guide. When you are choosing investments, you should consider your whole portfolio, your investment objectives and your risk tolerance level.

The manner in which we identify the investment risk level of each Fund is available on request, at no cost, by calling 1-833-752-4683 or by emailing info@starlightcapital.com.

A Guide to Using Fund Summaries

Information about each Fund is summarized on the following pages. Here is an explanation of the type of information you will find under each heading.

Fund Details

At the beginning of each Fund summary, you will find a chart that sets out the following information about the Fund:

- type of fund – This tells you how the Fund is classified.
- date Fund started – This tells you the date that each Series of a Fund first became available for purchase by the public.
- securities offered – This tells you the type of mutual fund securities that are offered.
- registered account status – This tells you whether the Fund is a qualified investment for Registered Accounts.

What Does the Fund Invest in?

This section includes information on the Fund's investment objective and its investment strategies.

Investment objective - This is where we explain the investment objective of the Fund and the types of securities it will invest in to achieve its objective.

Investment strategies - This is where we explain how the Fund plans to achieve its investment objective.

What are the Risks of Investing in this Fund?

This section indicates the specific risks applicable to the Fund. For an explanation of each of the risks mentioned in this section, please see the section “General Investment Risks” beginning on page 65.

Distribution Policy

This section tells you how and when the Fund pays out distributions or dividends.

Additional Information

You can find more information, including past performance and financial highlights, in the annual and interim management reports of fund performance for each Fund, when available. For a copy of these documents, at no cost, call us at 1-833-752-4683, visit our website at www.starlightcapital.com, send an email to us at info@starlightcapital.com or ask your dealer.

Starlight Global Infrastructure Fund

Fund Details

Type of Fund	Global Infrastructure Equity
Date Fund started	Series A – October 2, 2018 Series T6 – October 2, 2018 Series F – October 2, 2018 Series FT6 – October 2, 2018 ETF Series - October 2, 2018 Series O – October 2, 2018 Series O6 – October 2, 2018 Series I – October 2, 2018 Series Z – October 2, 2018
Securities offered	Units of a mutual fund trust
Registered account status	Qualified investment for RRSPs, RRIFs, DPSPs, RESPs, RDSPs, FHSAs and TFSAs

What Does the Fund Invest in?

Investment Objective

The Fund's investment objective is to provide regular current income by investing globally in companies with either direct or indirect exposure to infrastructure.

We will not make a change to the Fund's fundamental investment objective without first convening a meeting of the Fund's Unitholders for that purpose. No change will be made unless approved by a majority of the votes cast at that meeting.

Investment Strategy

The Fund seeks to achieve its investment objective by investing in a globally diversified portfolio of publicly listed global infrastructure companies.

Infrastructure can be defined as the physical or digital assets and organizational structures that a society requires to facilitate its orderly operation, which include, but are not limited to:

- transport (toll roads, airports, seaports, rail);
- energy (oil pipelines, gas and electricity transmission, distribution and generation);
- water (distribution and treatment);
- communications (broadcast, satellite, cell towers, cable);
- social (hospitals, schools, prisons); and
- information technology (payment processors, datacentres).

Techniques such as fundamental analysis may be used to assess growth and value potential, with attention paid to both upside potential and downside risk. This means evaluating the financial condition and management of each company, its industry and the overall economy. As part of this evaluation, the Portfolio Manager may:

- analyze financial data and other information sources;
- assess the quality of management; and
- conduct company interviews, where possible.

In accordance with its investment objective, the Fund may also employ several other investment strategies, including:

- investing in fixed-income securities of companies with either direct or indirect exposure to infrastructure,
- investing up to all of the assets of the Fund in foreign securities,
- investing up to 10% of the Fund's assets in securities of other mutual funds, including those managed by us. When selecting a mutual fund to invest in, the Manager will ensure that such investment is consistent with the Fund's investment objective and will consider such factors as the type of securities held within the underlying fund, the performance of the underlying fund and the associated expenses, if any,
- investing in structured products, either public or private, that hold infrastructure related securities,
- departing from its investment objective by temporarily investing a portion of its assets in cash, fixed-income instruments or short-term money market securities while seeking investment opportunities or for defensive purposes depending on general market or economic conditions,
- investing in private placements or other illiquid equity or debt securities of public or private companies as permitted by securities regulations,
- using derivatives, such as options, futures, forward contracts and swaps, to hedge against losses from changes in the prices of the Fund's investments and from exposure to foreign currencies and may use these derivatives to generate additional returns through exposure to individual securities and markets instead of buying the securities directly. We will only use derivatives in a manner which is consistent with the Fund's investment objective and as permitted by securities regulations. For a description of the nature of the most common types of derivatives that may be used, please see the discussion under "Derivative Risk" on page 68,
- investing, in aggregate, up to 10% of its net assets in ETFs that seek to:
- provide daily results that replicate the daily performance of a specified widely quoted market index (the "Underlying Index") on a leveraged basis (a multiple of 200% or an inverse multiple of 100% or 200%),
- provide daily results that replicate the daily performance of their Underlying Index, and
- replicate the performance of gold, or the value of a specified derivative the underlying interest of which is gold, on a leveraged (a multiple of 200%) or unlevered basis.
- no more than 20% of the net assets of the Fund, taken at market value at the time of a transaction, would consist of, in aggregate, securities of underlying ETFs and all securities sold short by the Fund,
- engaging in inter-fund trading in terms whereof the Fund may purchase securities from or sell securities to another investment fund or managed account managed by us or our affiliate, subject to certain conditions,
- engaging in repurchase, reverse repurchase and securities lending transactions to seek enhanced returns. For a description and the limits of the Fund's investment in these transactions and how the Fund manages the risks associated with these transactions, please see the discussion under "Repurchase and Reverse Repurchase Transactions and Securities Lending Risk" on page 74, and
- engaging in short selling as described on page 75 under the heading "Short Selling Risk". Short selling will be used only in compliance with the investment objective of the Fund and will be subject to the controls and restrictions set out in securities legislation.

The Manager may actively trade the Fund's investments. This can increase trading costs, which may, in turn, lower the Fund's returns. It also increases the possibility that you will receive taxable capital gains if you do not hold securities of the Fund in a Registered Account.

What are the Risks of Investing in this Fund?

The risks of investing in the Fund are:

- capital depletion risk,
- changes in legislation,
- concentration risk,
- credit risk,
- currency risk,
- cyber security risk,
- derivative risk,
- equity risk,
- exchange-traded fund risk,

- fluctuations in NAV and NAV per Unit,
- foreign investment risk,
- infrastructure risk,
- interest rate risk,
- lack of operating history,
- large transaction risk,
- liquidity risk,
- real estate risk,
- reliance on management risk,
- repurchase and reverse repurchase transactions and securities lending risk,
- sector risk,
- series risk,
- short selling risk, and
- tax risk.

Additional risks associated with an investment in ETF Series Units of the Fund include:

- absence of an active market for the ETF Series Units,
- halted trading of ETF Series Units, and
- trading price of ETF Series Units.

For an explanation of these risks, please see the section "General Investment Risks" beginning on page 65.

Distribution Policy

The Fund will pay distributions monthly and will distribute a sufficient amount of any excess income and capital gains annually in December so that the Fund is not liable for non-refundable income tax under Part I of the Tax Act. If the Fund does not earn enough income and capital gains to meet the distributions, it may return capital to make up the difference. A return of capital distribution will reduce the adjusted cost base of your Units. For an explanation of the general calculation of adjusted cost base of a series of Units, see the section "Canadian Federal Income Tax Considerations" beginning on page 48.

For Series A, Series F, ETF Series, Series O and Series I Units of the Fund, the Manager may adjust the amount of the monthly distributions for any series without notice at any time as market conditions change. The Manager may, without notice, change the frequency of the payment of distributions. Distributions in respect of Series A, Series F, Series O and Series I Units are automatically reinvested in additional Units of the Fund, unless you have previously notified us in writing that you want to receive all or any portion of them in cash via cheque or direct deposit to your bank account. The number of Units received is based on the Series NAV per Unit calculated on the date the distribution is paid. You do not pay a sales charge when you acquire Units through this automatic reinvestment program. Distributions in respect of the ETF Series are paid in cash via cheque or direct deposit to your bank account. A Unitholder that subscribes for ETF Series Units during the period that is one business day before a distribution record date until that distribution record date will not be entitled to receive the applicable distribution in respect of those ETF Series Units.

The monthly distribution amount in respect of Series T6, Series FT6 and Series O6 Units of the Fund is determined once per year, by multiplying the relevant Series NAV per Unit at the end of the previous calendar year by 6% and then dividing by 12. Distributions in respect of Series T6, Series FT6 and Series O6 Units are automatically reinvested in additional Units of the Fund, unless you have previously notified us in writing that you want to receive all or any portion of them in cash via direct deposit to your bank account. The number of Units received is based on the Series NAV per Unit calculated on the date the distribution is paid. You do not pay a sales charge when you acquire Units through this automatic reinvestment program.

Starlight Global Real Estate Fund

Fund Details

Type of Fund	Real Estate Equity
Date Fund started	Series A – October 2, 2018 Series T6 – October 2, 2018 Series F – October 2, 2018 Series FT6 – October 2, 2018 ETF Series – October 2, 2018 Series O – October 2, 2018 Series O6 – October 2, 2018 Series I – October 2, 2018 Series Z – October 2, 2018
Securities offered	Units of a mutual fund trust
Registered account status	Qualified investment for RRSPs, RRIFs, DPSPs, RESPs, RDSPs, FHSAs and TFSAs

What Does the Fund Invest in?

Investment Objective

The Fund's investment objective is to provide regular current income by investing globally primarily in real estate investment trust (REITs) and equity securities of corporations participating in the residential and commercial real estate sector.

We will not make a change to the Fund's fundamental investment objective without first convening a meeting of the Fund's Unitholders for that purpose. No change will be made unless approved by a majority of the votes cast at that meeting.

Investment Strategies

Techniques such as fundamental analysis may be used to assess growth and value potential, with attention paid to both upside potential and downside risk. This means evaluating the financial condition and management of each company, its industry and the overall economy. As part of this evaluation, the Portfolio Manager may:

- analyze financial data and other information sources;
- assess the quality of management; and
- conduct company interviews, where possible.

In accordance with its investment objective, the Fund:

- will invest primarily in REITs and common equities, but may invest in convertible debentures, and trust units,
- will invest primarily in the real estate sector, which involves corporations that own, manage, develop, finance and otherwise participate in the residential and commercial real estate industry,
- may invest in fixed-income securities issued by real estate related corporations and government or other sovereign credits,
- may invest up to all of the Fund's assets in foreign securities,
- may invest in structured products, either public or private, that hold real estate related securities, including mortgages, mezzanine debt or properties,
- may invest in private placements or other illiquid equity or debt securities of public or private companies as permitted by securities regulations,

- may invest up to 10% of the Fund's assets in securities of other mutual funds, including those managed by us. When selecting a mutual fund to invest in, the Manager will ensure that such investment is consistent with the Fund's investment objective and will consider such factors as the type of securities held within the underlying fund, the performance of the underlying fund and the associated expenses, if any,
- may temporarily depart from its investment objective by investing a portion of its assets in cash, fixed-income instruments or short-term money market securities while seeking investment opportunities or for defensive purposes depending on general market or economic conditions,
- may use derivatives, such as options, futures, forward contracts and swaps, to hedge against losses from changes in the prices of the Fund's investments and from exposure to foreign currencies and may use these derivatives to generate additional returns through exposure to individual securities and markets instead of buying the securities directly. We will only use derivatives in a manner which is consistent with the Fund's investment objective and as permitted by securities regulations. For a description of the nature of the most common types of derivatives that may be used, please see the discussion under "Derivative Risk" on page 68,
- may invest, in aggregate, up to 10% of its net assets in ETFs that seek to:
- provide daily results that replicate the daily performance of a specified widely quoted market index (the "Underlying Index") on a leveraged basis (a multiple of 200% or an inverse multiple of 100% or 200%),
- provide daily results that replicate the daily performance of their Underlying Index, and
- replicate the performance of gold, or the value of a specified derivative the underlying interest of which is gold, on a leveraged (a multiple of 200%) or unlevered basis.
- no more than 20% of the net assets of the Fund, taken at market value at the time of a transaction, would consist of, in aggregate, securities of underlying ETFs and all securities sold short by the Fund,
- may engage in inter-fund trading in terms whereof the Fund may purchase securities from or sell securities to another investment fund or managed account managed by us or our affiliate, subject to certain conditions,
- may engage in repurchase, reverse repurchase and securities lending transactions to seek enhanced returns. For a description and the limits of the Fund's investment in these transactions and how the Fund manages the risks associated with these transactions, please see the discussion under "Repurchase and Reverse Repurchase Transactions and Securities Lending Risk" on page 74, and
- may engage in short selling as described on page 75 under the heading "Short Selling Risk". Short selling will be used only in compliance with the investment objective of the Fund and will be subject to the controls and restrictions set out in securities legislation.

The Manager may actively trade the Fund's investments. This can increase trading costs, which may, in turn, lower the Fund's returns. It also increases the possibility that you will receive taxable capital gains if you do not hold Units of the Fund in a Registered Account.

What are the Risks of Investing in this Fund?

The risks of investing in the Fund are:

- capital depletion risk,
- changes in legislation,
- concentration risk,
- credit risk,
- currency risk,
- cyber security risk,
- derivative risk,
- equity risk,
- exchange-traded fund risk,
- fluctuations in NAV and NAV per Unit,
- foreign investment risk,
- interest rate risk,
- lack of operating history,
- large transaction risk,
- liquidity risk,
- real estate risk,
- reliance on management risk,
- repurchase and reverse repurchase transactions and securities lending risk,
- sector risk,
- series risk,
- short selling risk, and
- tax risk.

Additional risks associated with an investment in ETF Series Units of the Fund include:

- absence of an active market for the ETF Series Units,
- halted trading of ETF Series Units, and
- trading price of ETF Series Units.

For an explanation of these risks, please see the section "General Investment Risks" beginning on page 65.

Distribution Policy

The Fund will pay distributions monthly and will distribute a sufficient amount of any excess income and capital gains annually in December so that the Fund is not liable for non-refundable income tax under Part I of the Tax Act. If the Fund does not earn enough income and capital gains to meet the distributions, it may return capital to make up the difference. A return of capital distribution will reduce the adjusted cost base of your Units. For an explanation of the general calculation of adjusted cost base of a series of Units, see the section "Canadian Federal Income Tax Considerations" beginning on page 48.

For Series A, Series F, ETF Series, Series O and Series I Units of the Fund, the Manager may adjust the amount of the monthly distributions for any series without notice at any time as market conditions change. The Manager may, without notice, change the frequency of the payment of distributions. Distributions in respect of Series A, Series F, Series O and Series I Units are automatically reinvested in additional Units of the Fund, unless you have previously notified us in writing that you want to receive all or any portion of them in cash via direct deposit to your bank account. The number of Units received is based on the Series NAV per Unit calculated on the date the distribution is paid. You do not pay a sales charge when you acquire Units through this automatic reinvestment program. Distributions in respect of the ETF Series are paid in cash via cheque or direct deposit to your bank account. A Unitholder that subscribes for ETF Series Units during the period that is one business day before a distribution record date until that distribution record date will not be entitled to receive the applicable distribution in respect of those ETF Series Units.

The monthly distribution amount in respect of Series T6, Series FT6 and Series O6 Units of the Fund is determined once per year, by multiplying the relevant Series NAV per Unit at the end of the previous calendar year by 6% and then dividing by 12. Distributions in respect of Series T6, Series FT6 and Series O6 Units are automatically reinvested in additional Units of the Fund, unless you have previously notified us in writing that you want to receive all or any portion of them in cash via cheque or direct deposit to your bank account. The number of Units received is based on the Series NAV per Unit calculated on the date the distribution is paid. You do not pay a sales charge when you acquire Units through this automatic reinvestment program.

Starlight Canadian Financial Services Covered Call Fund

Fund Details

Type of Fund	Financial Services Equity
Date Fund started	Series A – July 17, 2014 Series F – July 17, 2014 Series I – August 1, 2019 Series PTF – March 22, 2021
Securities offered	Units of a mutual fund trust
Registered account status	Qualified investment for RRSPs, RRIFs, DPSPs, RESPs, RDSPs, FHSAs and TFSAs

What Does the Fund Invest in?

Investment Objective

The Fund's objective is to receive dividend and option premium income and seek long term capital appreciation by investing in dividend paying securities in the Canadian financial sector and employing a covered call option writing strategy on certain of those securities.

Investor approval is required for any change to the fundamental investment objective.

Investment Strategies

Techniques such as fundamental analysis may be used to assess growth and value potential, with attention paid to both upside potential and downside risk. This means evaluating the financial condition and management of each company, its industry and the overall economy. As part of this evaluation, the Portfolio Manager may:

- analyze financial data and other information sources;
- assess the quality of management; and
- conduct company interviews, where possible.

In accordance with its investment objective, the Fund:

- expects to invest in a concentrated portfolio of ten or more dividend paying Canadian financial sector equity securities, the majority of which are commercial banks whose businesses consist of commercial lending operations, small and medium enterprise corporate lending, retail banking, and wealth management. A modified equal weight investment strategy will generally be used with each security allocated a fixed weight and rebalanced on a quarterly basis. The fixed weight of some securities is expected to be allocated half the fixed weight of other securities,
- in order to supplement the current income received from dividends paid on the Fund's equity investments and mitigate some of the downside risk which would otherwise be experienced, the Fund will write covered call options on equity securities owned from time to time. Under such call options, the Fund will sell to the buyer of the option, for a premium (i.e., money paid to the writer of the option), either a right to buy the equity security from the Fund at an exercise price or, if the option is cash settled, the right to a payment from the Fund equal to the difference between the value of the equity security and the exercise price on settlement date. The call options may be either exchange traded or over-the-counter options. The amount of covered call options sold by the Fund may vary,
- selling covered call options enhances the current income of the Fund by the amount of premiums received, which in turn provides lower volatility and downside risk mitigation by partially hedging against a decline in the price of the securities on which they are written to the extent of the premiums received by the Fund. If the

equity securities underlying the options trade at or below the exercise price of the option at the time of settlement, the Fund receives the full benefit of the premiums received, less transaction costs associated with the sale of the options. If the equity securities underlying the options trade above the exercise price of the option at the time of settlement, the effect of the covered calls is to limit the market value appreciation the Fund would otherwise have received on the underlying equity security, as the Fund will not receive any economic benefit from an increase in the market value of the underlying equity security above the exercise price of the option,

- a portion of the Fund may be held in cash or cash equivalent securities in order to facilitate cash flows, provide a means of settling covered calls, or provide a reserve pending future investment in equity securities. The amount of the Fund so held in cash or cash equivalent securities will be determined from time to time based on the current needs of the Fund,
- may use specified derivatives such as options, futures contracts, forward contracts, swaps, conventional convertible securities, and other similar instruments to hedge against losses from changes in stock prices, commodity prices, interest rates, market indices or currency exchange rates, to invest indirectly in securities or assets, to gain exposure to financial markets and/or to generate income. Derivatives may also be used to manage risk. These derivatives will be used in conjunction with the other investment strategies in a manner considered appropriate to achieving the Fund's investment objective. The Fund will only use derivatives as permitted by securities regulations. For a description of the nature of the most common types of derivatives that may be used, please see the discussion under "Derivative Risk" on page 68,
- may also enter into securities lending, repurchase, and reverse repurchase transactions to earn additional income, provided that the Fund has provided to its Securityholders, not less than 60 days before it begins entering into such transactions, written notice that discloses its intent to begin entering into such transactions. These transactions will be used in conjunction with the other investment strategies in a manner considered appropriate to achieving the Fund's investment objectives. For a description of securities lending, repurchase, and reverse repurchase transactions and the risks associated with these transactions please see the discussion under "Repurchase and Reverse Repurchase Transactions and Securities Lending Risk" on page 74,
- may invest in other mutual funds, including mutual funds managed by us, and may purchase securities of, or enter into specified derivative transactions for which the underlying interest is based on the securities of other mutual funds. Such investments may be entered into in conjunction with other strategies and investments in a manner considered most appropriate to achieving the Fund's investment objective. No percentage of net assets is dedicated to such investments, and
- may depart from its fundamental investment objective by temporarily investing its assets in cash or cash-equivalents or fixed-income securities, guaranteed by a Canadian government or government agency, or company, in response to adverse market conditions, for cash management or defensive purposes.

What are the Risks of Investing in this Fund?

The risks of investing in the Fund are:

- concentration risk,
- dividend policies risk,
- derivative risk,
- large transaction risk,
- market risk,
- return of capital/capital depletion risk,
- securities lending repurchase and reverse purchase risk,
- series risk, and
- specific issuer risk.

For an explanation of these risks, please see the section "General Investment Risks" beginning on page 65.

Distribution Policy

The Fund distributes net income monthly, if any, and will distribute a sufficient amount of any excess income and capital gains annually in December so that the Fund is not liable for non-refundable income tax under Part I of the Tax Act.

The Manager may, without notice, change the frequency of the payment of distributions. The Manager may adjust the amount of the monthly distributions for any series without notice at any time as market conditions change. Distributions in respect of Series A, Series F and Series I Units are automatically reinvested in additional Units of the Fund, unless you have previously notified us in writing that you want to receive all or any portion of them in cash via cheque or direct deposit to your bank account. The number of Units received is based on the series NAV per Unit calculated on the date the distribution is paid. You do not pay a sales charge when you acquire Units through this automatic reinvestment program. Distributions in respect of Series PTF are only paid in cash and there is no option to automatically reinvest these distributions.

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Starlight Enhanced Yield Fund

Fund Details

Type of Fund	Canadian Dividend and Income Fund
Date Fund started	Series A – June 24, 2003 Series F – February 7, 2006 Series I – August 1, 2019 Series T5 – August 1, 2019 Series FT5 – August 1, 2019
Securities offered	Units of a mutual fund trust
Registered account status	Qualified investment for RRSPs, RRIFs, DPSPs, RESPs, RDSPs, FHSAs and TFSAs

What Does the Fund Invest in?

Investment Objective

The Fund seeks to provide high investment returns by investing primarily in income producing securities such as income trusts, bonds, common and preferred shares.

Investor approval is required for any change to the fundamental investment objective.

Investment Strategies

In respect of the equity component of the Fund's portfolio:

Techniques such as fundamental analysis may be used to assess growth and value potential, with attention paid to both upside potential and downside risk. This means evaluating the financial condition and management of each company, its industry and the overall economy. As part of this evaluation, the Portfolio Manager may:

- analyze financial data and other information sources;
- assess the quality of management; and
- conduct company interviews, where possible.

The Portfolio Manager may:

- invest up to 49% of the net assets of the Fund in foreign securities (including securities of other funds), and
- write covered calls and puts (secured by cash) to enhance income.

In respect of the fixed income component of the Fund's portfolio, the Portfolio Manager:

- selects maturity terms based on the outlook for interest rates;
- analyzes the yield curve to identify securities offering good relative value;
- analyzes credit ratings of issuers to determine securities offering the best risk adjusted yields; and
- invests in a number of different issuers in order to reduce credit risk.

In accordance with its investment objective, the Fund:

- may use specified derivatives such as options, futures contracts, forward contracts, swaps, conventional convertible securities, and other similar instruments to hedge against losses from changes in stock prices, commodity prices, interest rates, market indices or currency exchange rates, to invest indirectly in securities or assets, to gain exposure to financial markets and/or to generate income. Derivatives may also be used to manage risk. These derivatives will be used in conjunction with the other investment strategies in a manner

considered appropriate to achieving the Fund's investment objective. The Fund will only use derivatives as permitted by securities regulations. For a description of the nature of the most common types of derivatives that may be used, please see the discussion under "Derivative Risk" on page 68,
- may also enter into securities lending, repurchase, and reverse repurchase transactions to earn additional income, provided that the Fund has provided to its Securityholders, not less than 60 days before it begins entering into such transactions, written notice that discloses its intent to begin entering into such transactions. These transactions will be used in conjunction with the other investment strategies in a manner considered appropriate to achieving the Fund's investment objectives. For a description of securities lending, repurchase, and reverse repurchase transactions and the risks associated with these transactions please see the discussion under "Repurchase and Reverse Repurchase Transactions and Securities Lending Risk" on page 74,
- may invest in other mutual funds, including mutual funds managed by us, and may purchase securities of, or enter into specified derivative transactions for which the underlying interest is based on the securities of other mutual funds. Such investments may be entered into in conjunction with other strategies and investments in a manner considered most appropriate to achieving the Fund's investment objective. No percentage of net assets is dedicated to such investments, and
- may depart from its fundamental investment objective by temporarily investing its assets in cash or cash-equivalents or fixed-income securities, guaranteed by a Canadian government or government agency, or company, in response to adverse market conditions, for cash management or defensive purposes.

What are the Risks of Investing in this Fund?

The risks of investing in the Fund are:

- interest rate risk,
- investment trust risk,
- market risk,
- return of capital/capital depletion risk,
- securities lending repurchase and reverse purchase risk,
- series risk, and
- specific issuer risk.

For an explanation of these risks, please see the section "General Investment Risks" beginning on page 65.

Distribution Policy

For Series A, Series F, and Series I Units, the Fund distributes net income monthly, if any, and will distribute a sufficient amount of any excess income and capital gains annually in December so that the Fund is not liable for non-refundable income tax under Part I of the Tax Act.

The monthly distribution amount in respect of Series T5 and Series FT5 Units of the Fund is determined once per year, by multiplying the relevant series NAV per Unit at the end of the previous calendar year by 5% and then dividing by 12. If the Fund does not earn enough income and capital gains to meet the distributions, it may return capital to make up the difference. A return of capital distribution will reduce the adjusted cost base of your Units. For an explanation of the general calculation of adjusted cost base of a series of Units, see the section "Income Tax Considerations" beginning on page 48.

For Series A, Series F and Series I Units the Manager may, without notice, change the frequency of the payment of distributions. The Manager may also adjust the amount of the monthly distributions without notice at any time as market conditions change. Distributions in respect of Series A, Series T5, Series F, Series FT5 and Series I Units are automatically reinvested in additional Units of the Fund, unless you have previously notified us in writing that you want to receive all or any portion of them in cash via cheque or direct deposit to your bank account. You do not pay a sales charge when you acquire Units through this automatic reinvestment program.

Starlight Global Balanced Fund

Fund Details

Type of Fund	Global Neutral Balanced
Date Fund started	Series T8 – September 1, 2007 Series T8B – September 1, 2007 Series AA – January 5, 2009 Series FF – January 5, 2009 Series I – August 1, 2019
Securities offered	Units of a mutual fund trust
Registered account status	Qualified investment for RRSPs, RRIFs, DPSPs, RESPs, RDSPs, FHSAs and TFSAs
Performance Fee	A performance fee ("**Performance Fee**") may be paid to the Portfolio Manager (and in turn a portion thereof to the Portfolio Sub-Advisor). The Performance Fee is based on the performance of a Series (with the exception of Series I) of securities of the Fund from the last time a Performance Fee was paid for such Series to the next calendar year end at which a Performance Fee is payable (the "**Performance Measurement Period**"). Where a Performance Fee has not previously been paid by the Fund, the Performance Measurement Period commences on the first date of issuance of a Series of securities of the Fund. If a Performance Fee is payable at the end of a calendar year, the Performance Measurement Period ends at such year end. If a Performance Fee is not payable at the end of a calendar year, the Performance Measurement Period is extended until the next calendar year end at which a Performance Fee is payable. The Performance Fee is equal to 10% of the amount by which the performance of a Series of securities exceeds the performance of the Fund's benchmark over the Performance Measurement Period, multiplied by the average NAV of the Series of the securities during the calendar year, subject to the following conditions: (1) No Performance Fee will be paid unless the cumulative performance of a Series of securities exceeds the cumulative performance of the Fund's benchmark during the Performance Measurement Period; and (2) Notwithstanding (1) above, no Performance Fee will be paid where the performance of the Net Asset Value per Share of a Series of securities is negative (without giving effect to any distributions or performance fee accrual) during the calendar year. The performance fee is calculated to a maximum of 0.30% of the average NAV of the Series of the Fund during the calendar year. The benchmark for the Fund will be calculated as follows: (i) 15% of the percentage gain or loss of the Morningstar® Canada Index; plus (ii) 15% of the percentage gain or loss of the Morningstar® US Large Cap Index; plus

	(iii) 40% of the percentage gain or loss of the Morningstar® Canada Liquid Bond Index; plus (iv) 30% of the percentage gain or loss of the Morningstar® Developed Markets Large-Mid Cap Index. If the Fund invests in another fund managed by the Manager, the Manager ensures that there is no duplication of performance fees.

What Does the Fund Invest in?

Investment Objective

The investment objective of the Fund is to provide investors access to a global balanced fund seeking capital appreciation and a steady stream of current income.

We will not make a change to the Fund's fundamental investment objective without first convening a meeting of the Fund's Unitholders for that purpose. No change will be made unless approved by a majority of the votes cast at that meeting.

Investment Strategies

In respect of the equity component of the Fund's portfolio:

Techniques such as fundamental analysis may be used to assess growth and value potential, with attention paid to both upside potential and downside risk. This means evaluating the financial condition and management of each company, its industry and the overall economy. As part of this evaluation, the Portfolio Manager may:

- analyze financial data and other information sources;
- assess the quality of management; and
- conduct company interviews, where possible.

In respect of the fixed income component of the Fund's portfolio, the Portfolio Manager:

- selects maturity terms based on the outlook for interest rates;
- analyzes the yield curve to identify securities offering good relative value;
- analyzes credit ratings of issuers to determine securities offering the best risk adjusted yields; and
- invests in a number of different issuers in order to reduce credit risk.

In accordance with its investment objective, the Fund:

- will generally invest approximately 60% of its assets in equity securities and 40% of its assets in fixed income securities, which weightings may vary from time to time,
- the equity portion of the Fund's assets will be allocated amongst the following three segments to achieve a diversified portfolio of common stocks:
- total-return stocks that seek to deliver a combination of capital appreciation and dividend income that trade on stock exchanges in North America;
- total-return stocks that seek to deliver a combination of capital appreciation and dividend income that trade on primary stock exchanges worldwide; and
- growth-oriented stocks that primarily seek to deliver capital appreciation that trade on primary stock exchanges worldwide.
- the fixed income segment will be invested in a diversified portfolio of sovereign debt securities and corporate obligations, which may include convertible securities. The fixed income portfolio will have the flexibility to

allocate between developed markets in North American, European, Pacific and Emerging Market fixed-income securities,

- weightings among any one of the above segments may vary from time to time,
- may depart from its fundamental investment objective by temporarily investing its assets in cash or cash-equivalents or fixed-income securities guaranteed by a Canadian government or government agency, or company, in response to adverse market conditions, for cash management or defensive purposes,
- may use derivatives such as options, futures contracts, forward contracts, swaps, conventional convertible securities, and other similar instruments to hedge against losses from changes in stock prices, commodity prices, interest rates, market indices or currency exchange rates, to invest indirectly in securities or assets, to gain exposure to financial markets and/or to generate income. Derivatives may also be used to manage risk. These derivatives will be used in conjunction with the other investment strategies in a manner considered appropriate to achieving the Fund's investment objective. The Fund will only use derivatives as permitted by securities regulations. For a description of the nature of the most common types of derivatives that may be used, please see the discussion under "Derivative Risk" on page 68,
- may also enter into securities lending, repurchase, and reverse repurchase transactions to earn additional income, provided that the Fund has provided to its Securityholders, not less than 60 days before it begins entering into such transactions, written notice that discloses its intent to begin entering into such transactions. These transactions will be used in conjunction with the other investment strategies in a manner considered appropriate to achieving the Fund's investment objective. For a description of securities lending, repurchase, and reverse repurchase transactions and the risks associated with these transactions please see the discussion under "Repurchase and Reverse Repurchase Transactions and Securities Lending Risk" on page 74,
- may invest in other mutual funds, including mutual funds managed by us, and may purchase securities of, or enter into specified derivative transactions for which the underlying interest is based on the securities of other mutual funds. Such investments may be entered into in conjunction with other strategies and investments in a manner considered most appropriate to achieving the Fund's investment objective. No percentage of net assets is dedicated to such investments, and
- may depart from its fundamental investment objective by temporarily investing its assets in cash or cash-equivalents or fixed-income securities guaranteed by a Canadian government or government agency, or company, in response to adverse market conditions, for cash management or defensive purposes.

What are the Risks of Investing in this Fund?

The risks of investing in the Fund are:

- capital depletion risk,
- credit risk,
- currency risk,
- derivatives risk,
- equity risk,
- interest rate risk,
- investment trust risk,
- large transaction risk,
- market risk,
- small company risk,
- securities lending repurchase and reverse purchase risk,
- series risk, and
- tax risk.

For an explanation of these risks, please see the section "General Investment Risks" beginning on page 65.

Distribution Policy

The Fund will pay distributions monthly and will distribute a sufficient amount of any excess income and capital gains annually in December so that the Fund is not liable for non-refundable income tax under Part I of the Tax Act. If the Fund does not earn enough income and capital gains to meet the distributions, it may return capital to make up the difference. A return of capital distribution will reduce the adjusted cost base of your Units. For an explanation of the general calculation of adjusted cost base of a series of Units, see the section "Income Tax Considerations" beginning on page 48.

The monthly distribution amount in respect of Series T8 and Series T8B Units of the Fund is determined once per year, by multiplying the relevant series NAV per Unit at the end of the previous calendar year by 8% and then dividing by 12. For Series AA, Series FF and Series I Units the Manager may, without notice, change the frequency of the payment of distributions. The Manager may also adjust the amount of the monthly distributions without notice at any time as market conditions change. Distributions in respect of Series AA, Series T8, Series T8B, Series FF and Series I Units are automatically reinvested in additional Units of the Fund, unless you have previously notified us in writing that you want to receive all or any portion of them in cash via cheque or direct deposit to your bank account. The number of Units received is based on the series NAV per Unit calculated on the date the distribution is paid. You do not pay a sales charge when you acquire Units through this automatic reinvestment program.

Starlight Global Growth Fund

Fund Details

Type of Fund	Global Equity
Date Fund started	Series A Units – December 31, 1998 Series F Units – August 1, 2003 Series T8 Units – September 1, 2007 Series I Units – August 1, 2019
Securities offered	Units of a mutual fund trust
Registered account status	Qualified investment for RRSPs, RRIFs, DPSPs, RESPs, RDSPs, FHSAs and TFSAs
Performance Fee	A performance fee ("**Performance Fee**") may be paid to the Portfolio Manager (and in turn a portion thereof to the Portfolio Sub-Advisor). The Performance Fee is based on the performance of a Series (with the exception of Series I) of securities of the Fund from the last time a Performance Fee was paid for such Series to the next calendar year end at which a Performance Fee is payable (the "**Performance Measurement Period**"). Where a Performance Fee has not previously been paid by the Fund, the Performance Measurement Period commences on the first date of issuance of a Series of securities of the Fund. If a Performance Fee is payable at the end of a calendar year, the Performance Measurement Period ends at such year end. If a Performance Fee is not payable at the end of a calendar year, the Performance Measurement Period is extended until the next calendar year end at which a Performance Fee is payable. The Performance Fee is equal to 10% of the amount by which the performance of a Series of securities exceeds the performance of the Fund's benchmark over the Performance Measurement Period, multiplied by the average NAV of the Series of the securities during the calendar year, subject to the following conditions: (1) No Performance Fee will be paid unless the cumulative performance of a Series of securities exceeds the cumulative performance of the Fund's benchmark during the Performance Measurement Period; and (2) Notwithstanding (1) above, no Performance Fee will be paid where the performance of the Net Asset Value per Share of a Series of securities is negative (without giving effect to any distributions or performance fee accrual) during the calendar year. The performance fee is calculated to a maximum of 0.30% of the average NAV of the Series of the Fund during the calendar year. The benchmark for the Fund will be the Morningstar® Developed Markets Large-Mid Cap Index. If the Fund invests in another fund managed by the Manager, the Manager ensures that there is no duplication of performance fees.

What Does the Fund Invest in?

Investment Objective

The investment objective of the Fund is to provide superior long-term investment returns through capital growth. To achieve this objective, the Fund will invest primarily in common shares and debt obligations anywhere in the world other than Canada. The portfolio will predominately consist of large capitalized growth companies anywhere in the world other than Canada.

We will not make a change to the Fund's fundamental investment objective without first convening a meeting of the Fund's Unitholders for that purpose. No change will be made unless approved by a majority of the votes cast at that meeting.

Investment Strategies

Techniques such as fundamental analysis may be used to assess growth and value potential, with attention paid to both upside potential and downside risk. This means evaluating the financial condition and management of each company, its industry and the overall economy. As part of this evaluation, the Portfolio Manager may:

- analyze financial data and other information sources;
- assess the quality of management; and
- conduct company interviews, where possible.

In accordance with its investment objective, the Fund:

- may invest in equities in the United States of America, Japan, Continental Europe, United Kingdom, Far East and other global emerging markets,
- may use specified derivatives such as options, futures contracts, forward contracts, swaps, conventional convertible securities, and other similar instruments to hedge against losses from changes in stock prices, commodity prices, interest rates, market indices or currency exchange rates, to invest indirectly in securities or assets, to gain exposure to financial markets and/or to generate income. Derivatives may also be used to manage risk. These derivatives will be used in conjunction with the other investment strategies in a manner considered appropriate to achieving the Fund's investment objective. The Fund will only use derivatives as permitted by securities regulations. For a description of the nature of the most common types of derivatives that may be used, please see the discussion under "Derivative Risk" on page 68,
- may also enter into securities lending, repurchase, and reverse repurchase transactions to earn additional income, provided that the Fund has provided to its Securityholders, not less than 60 days before it begins entering into such transactions, written notice that discloses its intent to begin entering into such transactions. These transactions will be used in conjunction with the other investment strategies in a manner considered appropriate to achieving the Fund's investment objective. For a description of securities lending, repurchase, and reverse repurchase transactions and the risks associated with these transactions please see the discussion under "Repurchase and Reverse Repurchase Transactions and Securities Lending Risk" on page 74,
- may invest in other mutual funds, including other mutual funds managed by us, and may purchase securities of, or enter into specified derivative transactions for which the underlying interest is based on the securities of other mutual funds. Such investments may be entered into in conjunction with other strategies and investments in a manner considered most appropriate to achieving the Fund's investment objective stated above and enhancing returns as permitted by securities legislation. No percentage of net assets is dedicated to such investments, and
- may depart from its fundamental investment objective by temporarily investing its assets in cash or cash-equivalents or fixed-income securities, or both, guaranteed by a Canadian government or government agency, or company, in response to adverse market conditions, for cash management or defensive purposes.

What are the Risks of Investing in this Fund?

The risks of investing in the Fund are:

- capital depletion risk,
- currency risk,
- derivatives risk,
- equity risk,
- foreign investment risk,
- large transaction risk,
- liquidity risk,
- market risk,
- small company risk,
- securities lending repurchase and reverse purchase risk, and
- series risk.

For an explanation of these risks, please see the section "General Investment Risks" beginning on page 65.

Distribution Policy

The Fund will pay distributions monthly and will distribute a sufficient amount of any excess income and capital gains annually in December so that the Fund is not liable for non-refundable income tax under Part I of the Tax Act. If the Fund does not earn enough income and capital gains to meet the distributions, it may return capital to make up the difference. A return of capital distribution will reduce the adjusted cost base of your Units. For an explanation of the general calculation of adjusted cost base of a series of Units, see the section "Income Tax Considerations" beginning on page 48.

The monthly distribution amount in respect of Series T8 Units of the Fund is determined once per year, by multiplying the relevant series NAV per Unit at the end of the previous calendar year by 8% and then dividing by 12.

For Series A, Series F and Series I Units the Manager may, without notice, change the frequency of the payment of distributions. The Manager may also adjust the amount of the monthly distributions without notice at any time as market conditions change. Distributions in respect of Series A, Series T8, Series F and Series I Units are automatically reinvested in additional Units of the Fund, unless you have previously notified us in writing that you want to receive all or any portion of them in cash via cheque or direct deposit to your bank account. The number of Units received is based on the series NAV per Unit calculated on the date the distribution is paid. You do not pay a sales charge when you acquire Units through this automatic reinvestment program.

Starlight North American Equity Fund

Fund Details

Type of Fund	North American Equity
Date Fund started	Series A Units – November 1, 1995 Series F Units – August 1, 2003 Series T8 Units – September 1, 2007 Series I Units – August 1, 2019 Series PTF Units – March 22, 2021 Series R Units – July 30, 2020 Series R2 Units – July 4, 2022
Securities offered	Units of a mutual fund trust
Registered account status	Qualified investment for RRSPs, RRIFs, DPSPs, RESPs, RDSPs, FHSAs and TFSAs
Performance Fee	A performance fee ("**Performance Fee**") may be paid to the Portfolio Manager. The Performance Fee is based on the performance of a Series (with the exception of Series I) of securities of the Fund from the last time a Performance Fee was paid for such Series to the next calendar year end at which a Performance Fee is payable (the "**Performance Measurement Period**"). Where a Performance Fee has not previously been paid by the Fund, the Performance Measurement Period commences on the first date of issuance of a Series of securities of the Fund. If a Performance Fee is payable at the end of a calendar year, the Performance Measurement Period ends at such year end. If a Performance Fee is not payable at the end of a calendar year, the Performance Measurement Period is extended until the next calendar year end at which a Performance Fee is payable. The Performance Fee is equal to 10% of the amount by which the performance of a Series of securities exceeds the performance of the Fund's benchmark over the Performance Measurement Period, multiplied by the average NAV of the Series of the securities during the calendar year, subject to the following conditions: (1) No Performance Fee will be paid unless the cumulative performance of a Series of securities exceeds the cumulative performance of the Fund's benchmark during the Performance Measurement Period; and (2) Notwithstanding (1) above, no Performance Fee will be paid where the performance of the Net Asset Value per Share of a Series of securities is negative (without giving effect to any distributions or performance fee accrual) during the calendar year. The performance fee is calculated to a maximum of 0.30% of the average NAV of the Series of the Fund during the calendar year. The benchmark for the Fund will be calculated as follows: (i) 50% of the percentage gain or loss of the Morningstar® Canada Index; plus (ii) 50% of the percentage gain or loss of the Morningstar® US Large Cap Index.

	If the Fund invests in another fund managed by the Manager, the Manager ensures that there is no duplication of performance fees.

What Does the Fund Invest in?

Investment Objective

The investment objective is to provide investors exposure to North American equity securities seeking long-term capital appreciation.

We will not make a change to the Fund's fundamental investment objective without first convening a meeting of the Fund's Unitholders for that purpose. No change will be made unless approved by a majority of the votes cast at that meeting.

Investment Strategies

Techniques such as fundamental analysis may be used to assess growth and value potential, with attention paid to both upside potential and downside risk. This means evaluating the financial condition and management of each company, its industry and the overall economy. As part of this evaluation, the Portfolio Manager may:

- analyze financial data and other information sources;
- assess the quality of management; and
- conduct company interviews, where possible.

In accordance with its investment objective, the Fund:

- will invest primarily in North American equities. It is anticipated that the Fund will invest approximately 50% of the portfolio in Canadian securities and 50% in US securities with a collar of ±20%. It will also have the flexibility to increase or decrease geographic exposure from time to time depending on market conditions,
- may use specified derivatives such as options, futures contracts, forward contracts, swaps, conventional convertible securities, and other similar instruments to hedge against losses from changes in stock prices, commodity prices, interest rates, market indices or currency exchange rates, to invest indirectly in securities or assets, to gain exposure to financial markets and/or to generate income. Derivatives may also be used to manage risk. These derivatives will be used in conjunction with the other investment strategies in a manner considered appropriate to achieving the Fund's investment objective. The Fund will only use derivatives as permitted by securities regulations. For a description of the nature of the most common types of derivatives that may be used, please see the discussion under "Derivative Risk" on page 68,
- may also enter into securities lending, repurchase, and reverse repurchase transactions to earn additional income, provided that the Fund has provided to its Securityholders, not less than 60 days before it begins entering into such transactions, written notice that discloses its intent to begin entering into such transactions. These transactions will be used in conjunction with the other investment strategies in a manner considered appropriate to achieving the Fund's investment objective. For a description of securities lending, repurchase, and reverse repurchase transactions and the risks associated with these transactions please see the discussion under "Repurchase and Reverse Repurchase Transactions and Securities Lending Risk" on page 74,
- may invest in other mutual funds, including mutual funds managed by us, and may purchase securities of, or enter into specified derivative transactions for which the underlying interest is based on the securities of other mutual funds. Such investments may be entered into in conjunction with other strategies and investments in

a manner considered most appropriate to achieving the Fund's investment objective. No percentage of net assets is dedicated to such investments, and
- may depart from its fundamental investment objective by temporarily investing its assets in cash or cash-equivalents or fixed-income securities guaranteed by a Canadian government or government agency, or company, in response to adverse market conditions, for cash management or defensive purposes.

What are the Risks of Investing in this Fund?

The risks of investing in the Fund are:

- capital depletion risk,
- currency risk,
- derivatives risk,
- equity risk,
- foreign investment risk,
- investment trust risk,
- large transaction risk,
- liquidity risk,
- market risk,
- small company risk,
- securities lending repurchase and reverse purchase risk,
- series risk, and
- tax risk.

For an explanation of these risks, please see the section "General Investment Risks" beginning on page 65.

Distribution Policy

For Series A, Series F, Series I, Series PTF, Series R and Series R2 Units, the Fund will distribute a sufficient amount of any excess income and capital gains annually in December so that the Fund is not liable for non-refundable income tax under Part I of the Tax Act.

The monthly distribution amount in respect of Series T8 Units of the Fund is determined once per year, by multiplying the relevant series NAV per Unit at the end of the previous calendar year by 8% and then dividing by 12If the Fund does not earn enough income and capital gains to meet the distributions, it may return capital to make up the difference. A return of capital distribution will reduce the adjusted cost base of your Units. For an explanation of the general calculation of adjusted cost base of a series of Units, see the section "Income Tax Considerations" beginning on page 48.

Distributions in respect of Series A, Series T8, Series F, Series I, Series R and Series R2 Units are automatically reinvested in additional Units of the Fund, unless you have previously notified us in writing that you want to receive all or any portion of them in cash via cheque or direct deposit to your bank account. The number of Units received is based on the series NAV per Unit calculated on the date the distribution is paid. You do not pay a sales charge when you acquire Units through this automatic reinvestment program. Distributions in respect of Series PTF are only paid in cash and there is no option to automatically reinvest these distributions.

Starlight Dividend Growth Class

Fund Details

Type of Fund	Canadian Dividend & Income Equity
Date Fund started	Series A Shares – November 14, 1957 Series B Shares – August 1, 2003 Series C Shares – August 1, 2003 Series F Shares – August 1, 2003 Series T8 Shares – September 1, 2007 Series T8B Shares – September 1, 2007 Series L Shares – September 1, 2011 Series I Shares – August 1, 2019 Series PTF Shares – September 3, 2019
Securities offered	Shares of a mutual fund corporation
Registered account status	Qualified investment for RRSPs, RRIFs, DPSPs, RESPs, RDSPs, FHSAs and TFSAs
Performance Fee	A performance fee ("**Performance Fee**") may be paid to the Portfolio Manager. The Performance Fee is based on the performance of a Series (with the exception of Series I) of securities of the Fund from the last time a Performance Fee was paid for such Series to the next calendar year end at which a Performance Fee is payable (the "**Performance Measurement Period**"). Where a Performance Fee has not previously been paid by the Fund, the Performance Measurement Period commences on the first date of issuance of a Series of securities of the Fund. If a Performance Fee is payable at the end of a calendar year, the Performance Measurement Period ends at such year end. If a Performance Fee is not payable at the end of a calendar year, the Performance Measurement Period is extended until the next calendar year end at which a Performance Fee is payable. The Performance Fee is equal to 10% of the amount by which the performance of a Series of securities exceeds the performance of the Fund's benchmark over the Performance Measurement Period, multiplied by the average NAV of the Series of the securities during the calendar year, subject to the following conditions: (1) No Performance Fee will be paid unless the cumulative performance of a Series of securities exceeds the cumulative performance of the Fund's benchmark during the Performance Measurement Period; and (2) Notwithstanding (1) above, no Performance Fee will be paid where the performance of the Net Asset Value per Share of a Series of securities is negative (without giving effect to any distributions or performance fee accrual) during the calendar year. The performance fee is calculated to a maximum of 0.30% of the average NAV of the Series of the Fund during the calendar year. The benchmark for the Fund will be calculated as follows: (i) 80% of the percentage gain or loss of the Morningstar® Canada Index; plus (ii) 20% of the percentage gain or loss of the Morningstar® US Large Cap Index.

	If the Fund invests in another fund managed by the Manager, the Manager ensures that there is no duplication of performance fees.

What Does the Fund Invest in?

Investment Objective

The investment objective of the Fund is to achieve above-average long-term capital growth that is consistent with a conservative investment philosophy encompassing a diversified portfolio approach. The Fund invests primarily in equity securities of Canadian companies that demonstrate financial strength and good growth potential. Any change in the fundamental investment objective of the Fund must be approved by a majority of the votes cast by the securityholders of the Fund at a meeting called for that purpose.

We will not make a change to the Fund's fundamental investment objective without first convening a meeting of the Fund's Securityholders for that purpose. No change will be made unless approved by a majority of the votes cast at that meeting.

Investment Strategies

Techniques such as fundamental analysis may be used to assess growth and value potential, with attention paid to both upside potential and downside risk. This means evaluating the financial condition and management of each company, its industry and the overall economy. As part of this evaluation, the Portfolio Manager may:

- analyze financial data and other information sources;
- assess the quality of management; and
- conduct company interviews, where possible.

In accordance with its investment objective, the Fund:

- will invest in companies that offer potential for strong growth and have the ability to provide stable dividend payments. When evaluating the investment potential of a particular company, the Portfolio Manager may assess the financial condition and management of the company, analyze financial data and other information sources to compare revenue acceleration, earnings and cash flows and conduct company interviews. Investment selections are broadly diversified among all market segments; the Portfolio Manager does not have a bias towards any particular sector,
- A portion of the assets of the Fund may also be invested in foreign securities. Under normal market conditions, it is anticipated that the Fund will invest approximately 30% of its assets in foreign securities in accordance with its performance benchmark, although the Fund's investment in foreign securities may be above this level from time to time,
- may use specified derivatives such as options, futures contracts, forward contracts, swaps, conventional convertible securities, and other similar instruments to hedge against losses from changes in stock prices, commodity prices, interest rates, market indices or currency exchange rates, to invest indirectly in securities or assets, to gain exposure to financial markets and/or to generate income. Derivatives may also be used to manage risk. These derivatives will be used in conjunction with the other investment strategies in a manner considered appropriate to achieving the Fund's investment objective. The Fund will only use derivatives as permitted by securities regulations. For a description of the nature of the most common types of derivatives that may be used, please see the discussion under "Derivative Risk" on page 68,
- may also enter into securities lending, repurchase, and reverse repurchase transactions to earn additional income, provided that the Fund has provided to its Securityholders, not less than 60 days before it begins entering into such transactions, written notice that discloses its intent to begin entering into such transactions. These transactions will be used in conjunction with the other investment strategies in a manner considered

appropriate to achieving the Fund's investment objective. For a description of securities lending, repurchase, and reverse repurchase transactions and the risks associated with these transactions please see the discussion under "Repurchase and Reverse Repurchase Transactions and Securities Lending Risk" on page 74,

- may invest in securities of other mutual funds, including mutual funds managed by us, and may purchase securities of, or enter into specified derivative transactions for which the underlying interest is based on the securities of other mutual funds. Such investments may be entered into in conjunction with other strategies and investments in a manner considered most appropriate to achieving the Fund's investment objective. No percentage of net assets is dedicated to such investments, and
- may depart from its fundamental investment objective by temporarily investing its assets in cash or cash-equivalents or fixed-income securities guaranteed by a Canadian government or government agency, or company, in response to adverse market conditions, for cash management or defensive purposes.

What are the Risks of Investing in this Fund?

The risks of investing in the Fund are:

- capital depletion risk,
- corporate class risk,
- currency risk,
- derivatives risk,
- equity risk,
- foreign investment risk,
- investment trust risk,
- large transaction risk,
- liquidity risk,
- market risk,
- securities lending repurchase and reverse purchase risk,
- series risk, and
- tax risk.

For an explanation of these risks, please see the section "General Investment Risks" beginning on page 65.

Distribution Policy

The Fund will pay ordinary dividends monthly and capital gains dividends, if any, annually in December. If the Fund does not earn enough income and capital gains to meet the dividends, it may return capital to make up the difference. A return of capital will reduce the adjusted cost base of your securities. For an explanation of the general calculation of adjusted cost base of a series of securities, see the section "Canadian Federal Income Tax Considerations" beginning on page 48.

The monthly dividend amount in respect of Series T8 and Series T8B Shares of the Fund is determined once per year, by multiplying the relevant series NAV per Share at the end of the previous calendar year by 8% and then dividing by 12.

Dividends in respect of Series A, Series B, Series C, Series F, Series L, and Series I Shares are automatically reinvested in additional Shares of the Fund, unless you have previously notified us in writing that you want to receive all or any portion of them in cash via cheque or direct deposit to your bank account. The number of Shares received is based on the series NAV per Share calculated on the date the dividend is paid. You do not pay a sales charge when you acquire Shares through this automatic reinvestment program.

Dividends in respect of Series PTF Shares are only paid in cash and there is no option to automatically reinvest these dividends.

Starlight Group of Funds

- Starlight Global Infrastructure Fund
- Starlight Global Real Estate Fund
- Starlight Canadian Financial Services Covered Call Fund (formerly Stone Covered Call Canadian Banks Plus Fund)
- Starlight Enhanced Yield Fund (formerly Stone Dividend Yield Hog Fund)
- Starlight Global Balanced Fund (formerly Stone Global Balanced Fund)
- Starlight Global Growth Fund (formerly Stone Global Growth Fund)
- Starlight North American Equity Fund (formerly Stone Growth Fund)
- Starlight Dividend Growth Class (formerly Stone Dividend Growth Class)

Additional information about the Funds is available in the Funds' Fund Facts, ETF Facts, management reports of fund performance and financial statements. 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 it.

You can get a copy of these documents, at your request, and at no cost, by calling us toll free at 1-833-752-4683, from your dealer or by e-mail at info@starlightcapital.com. These documents are also available on Starlight Capital's website at www.starlightcapital.com.

These documents and other information about the Funds, such as information circulars and material contracts, are also available on Starlight Capital's website at starlightcapital.com, or from the SEDAR website at www.sedar.com.

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