

**ANNUAL INFORMATION FORM  
DATED JUNE 17, 2022**

†**STONE DIVIDEND GROWTH CLASS** (Series A, B, C, F, L, PTF, O, T8A, T8B and T8C)

**STONE GROWTH FUND** (Series A, B, F, L, PTF, R, R2, O, T8A, T8B and T8C)

**STONE DIVIDEND YIELD HOG FUND** (Series A, F, O, T5A and T5F)

**STONE COVERED CALL CANADIAN BANKS PLUS FUND** (Series A, F, PTF and O)

**STONE AMERICAN DIVIDEND GROWTH FUND** (Series A, F, O, T5A and T5F)

**STONE GLOBAL BALANCED FUND** (Series L, O, AA, BB, FF, T8A, T8B and T8C)

**STONE GLOBAL GROWTH FUND** (Series A, B, F, L, PTF, O and T8A)

**STONE GLOBAL SUSTAINABILITY FUND** (Series A, B, F, L, O  
and T8A)

† (Classes of Mutual Fund Shares of Stone Corporate Funds Limited)

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 described in this Annual Information Form are not registered with the United States Securities and Exchange Commission and such securities are sold in the United States only in reliance on exemptions from registration.**



**Sleep well.**

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## INTRODUCTION

In this document:

***We, us, our, the Manager and Stone*** means Stone Asset Management Limited.

***Class*** means a separate class of shares of a Corporate Fund.

***Corporate Fund*** means Stone Dividend Growth Class.

***Fund*** includes any Trust Fund and the Corporate Fund as the context requires (collectively ***Funds***).

***Holder*** means a holder of a Share or Unit.

***Management Agreements*** means the management agreements between us and the Funds.

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

***Registered Plans*** means, collectively, a trust governed by a registered retirement savings plan, registered retirement income fund, deferred profit sharing plan, registered education savings plan, registered disability savings plan and tax-free savings account, for the purposes of the Tax Act.

***Series*** means a series of units or shares of a Fund.

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

***Shareholder*** means a holder of a Share.

***SIG*** means Stone Investment Group Limited.

***Simplified Prospectus*** means the current simplified prospectus of the Funds.

Tax Act means the *Income Tax Act* (Canada) and the regulations thereunder, as amended from time to time.

***Trust Fund*** means any of Growth Fund, Dividend Yield Hog Fund, Covered Call Canadian Banks Plus Fund, American Dividend Growth Fund, Global Balanced Fund, , Global Growth Fund or Global Sustainability 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.

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

***Unitholder*** means a holder of a Unit.

## NAME, FORMATION AND HISTORY OF THE FUNDS

### PART ONE – HISTORY OF THE STONE TRUST FUNDS

Stone Growth Fund, Stone Global Balanced Fund, Stone Global Growth Fund and Stone Global Sustainability Fund are open-end mutual fund trusts and below are details about the formation and history of these Funds.

#### *Stone Growth Fund (“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.
- Effective on or about August 22, 2017, the name changed from “Stone & Co. Flagship Stock Fund Canada” to “Stone Growth Fund”.
- Effective June 28, 2019, Series L Units were closed to new purchases.
- Effective on August 1, 2019, Series O Units were launched.
- Effective on July 30, 2020, Series R Units were launched.

- Effective on March 22, 2021, Series PTF Units were launched.
- Effective on July 4, 2022, Series R2 Units are to be launched.

***Stone Global Balanced Fund (“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 T8A, 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.
- Effective on or about August 22, 2017, the name was changed from “Stone & Co. Flagship Growth Income Fund Canada” to “Stone Global Balanced Fund”.
- Effective June 28, 2019, Series L Units were closed to new purchases.
- Effective on August 1, 2019, Series O Units were launched.

***Stone Global Growth Fund (“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 Unit Trust Management Limited 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.
- Effective on or about August 22, 2017 the name changed from “Stone & Co. Flagship Global Growth Fund” to Stone Global Growth Fund.
- Effective June 28, 2019, Series L Units were closed to new purchases.
- Effective on August 1, 2019, Series O Units were launched.

***Stone Global Sustainability Fund (“Global Sustainability Fund”, formerly Stone EuroPlus Fund)***

- Established as “Stone & Co. EuroPlus Dividend Growth Fund” under the laws of Ontario by declaration of trust dated May 2, 2008, as amended July 9, 2008, August 25, 2011, August 22, 2017, January 9, 2020 and April 12, 2022.
- May 2, 2008, Rathbone Unit Trust Management Limited appointed as portfolio sub-advisor.
- 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.
- March 8, 2013, Series T8C units terminated, as no investors held Series T8C units as of such date.
- January 15, 2015, Series T8B units terminated, as no investors held Series T8B units as of such date.
- September 4, 2015, Series C units re-designated as Series L units.
- Effective on or about August 22, 2017, the name changed from “Stone & Co. EuroPlus Dividend Growth Fund” to “Stone EuroPlus Fund”.

- Effective June 28, 2019, Series L Units were closed to new purchases.
- Effective on August 1, 2019, Series O Units were launched.
- November 28, 2019, security holder approval was granted to change the fundamental investment objective and to change the name of the Fund from “Stone EuroPlus Fund” to “Stone Global Sustainability Fund”, all with effect as of January 1, 2020.
- January 1, 2020, the Fund’s declaration of Trust was amended to reflect the change of name of the Fund from “Stone EuroPlus Fund” to “Stone Global Sustainability Fund”.

## **PART TWO – HISTORY OF THE STONE CORPORATE FUNDS**

Stone Dividend Growth Class is a class of shares of Stone Corporate Funds Limited and below are details about the formation and history of Stone Corporate Funds Limited and this Fund.

### ***Stone 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 *Canada Business Corporations Act* (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 National Instrument 81-102 – *Mutual Funds* (“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 deferred sales charge 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.

***Stone Dividend Growth Class (“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 deferred sales charge 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.

### **PART THREE – THE 2018 ACQUISITION**

Effective December 6, 2018, Stone assumed from Marquest Asset Management Inc. the management contracts in respect of Marquest Money Market Fund, Marquest Short Term Income Fund (Corporate Class), Marquest Canadian Bond Fund, Marquest Monthly Pay Fund, Marquest Monthly Pay Fund (Corporate Class), Marquest Global Balanced Fund, Marquest American Dividend Growth Fund, Marquest American Dividend Growth Fund (Corporate Class); Marquest Covered Call Canadian Banks Plus Fund, Marquest Covered Call Canadian Banks Plus Fund (Corporate Class), Marquest Small Companies Fund, Marquest Canadian Resource Fund and Marquest Canadian Resource Fund (Corporate Class) (collectively, the “**Stone Transaction**”).

Also effective December 6, 2018, the names of the acquired funds were changed, replacing “Marquest” with “Stone” in each name, other than the Marquest Global Balanced Fund, which was changed to Stone Global Strategy Fund.

Effective March 20, 2019, Stone closed the Stone Canadian Bond Fund, the Stone Money Market Fund, the Stone Short Term Income Fund (Corporate Class) and the Stone Monthly Pay Fund (Corporate Class). Both of the Stone Canadian Resource Fund and the Stone Canadian Resource Fund (Corporate Class) terminated operations on March 27, 2019.

Effective October 4, 2019, the Stone Covered Call Canadian Banks Plus Fund (Corporate Class) and the Stone American Dividend Growth Fund (Corporate Class) wound up and terminated operations following a merger transaction (collectively, the “**Merger Transactions**”) that involved merging all the assets from:

- 1) the Stone Covered Call Canadian Banks Plus Fund (Corporate Class) to the Stone Covered Call Canadian Banks Plus Fund

and

- 2) the Stone American Dividend Growth Fund (Corporate Class) became assets and securityholders of the Stone American Dividend Growth Fund.

As a result of the Merger Transactions the securityholders of the Stone Covered Call Canadian Banks Plus Fund (Corporate Class) became securityholders of the Stone Covered Call Canadian Banks Plus Fund, and all the securityholders of the Stone American Dividend Growth Fund (Corporate Class) became securityholders of the Stone American Dividend Growth Fund.

Effective January 10, 2020, the Stone Small Companies Fund wound up and terminated operations.

#### **PART FOUR – HISTORY OF THE TRUST FUNDS ACQUIRED IN 2018**

Stone Dividend Yield Hog Fund, Stone Global ESG Strategy Fund, Stone American Dividend Growth Fund and 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.

##### ***Stone Dividend Yield Hog Fund (“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.

***Stone Global ESG Strategy Fund (“Global ESG Strategy Fund”, formerly Stone Global Strategy Fund)***

- Established as “Northern Rivers Monthly Income and Capital Appreciation Fund” pursuant to a Declaration of Trust made September 7, 2006.
- Units of the Fund were first offered to the public on or about September 7, 2006.
- April 30, 2009, the Fund’s Declaration of Trust was amended to reflect the change of trustee and manager of the Fund from Northern Rivers Capital Management Inc. to Mavrix Fund Management Inc. and the change of name of the Fund from “Northern Rivers Monthly Income and Capital Appreciation Fund” to “Mavrix Tax Deferred Income Fund”.
- July 15, 2009, the Fund’s Declaration of Trust was amended and restated to conform to the form of Declaration of Trust of all of the other Funds, including changing all references to “Series” of Units to “Classes” of Units for consistency with all of the other Funds.
- 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.
- 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 Tax Deferred Income Fund” to “Matrix Tax Deferred Income Fund”.
- June 30, 2011, the Trustee designated Class I and Class O Units of the Fund.
- May 30, 2012, Class T8 units of the Fund were created.
- March 21, 2013, the Minister of Finance (Canada), on behalf of the Federal Government, proposed new amendments to the Tax Act, including rules that would treat the gains realized on the disposition of property pursuant to a “derivative forward agreement” (as defined for the purposes of the new rules in the Tax Act), as ordinary income rather than capital gains. As such, the Matrix Tax Deferred Income Fund was closed to new investments after the close of business on Wednesday, April 17, 2013 in order to safeguard the interests of existing investors in 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 trustee and to change the name of the Fund from “Matrix Tax Deferred Income Fund” to “Marquest Tax Deferred Income Fund”.
- June 9, 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 redesignation of the Class T8 Units to Class A Units of the Fund.

- July 17, 2014, the Fund amended its Declaration of Trust to change the investment objective of the Fund to “The investment objective of the Fund is to provide investors with monthly cash distributions and to preserve and enhance the net asset value of the Fund against inflation through appreciation, primarily through the purchase of a diversified pool of global large capitalization dividend-yielding equity securities and fixed income securities” and to change the name of the Fund from “Marquest Tax Deferred Income Fund” to “Marquest Global Balanced Fund”, which was approved by the applicable unitholders of the Fund on July 7, 2014.
- On or about September 2, 2014, Marquest terminated the Fund’s forward purchase and sale agreement.
- September 5, 2014, the Marquest International Income Balanced Fund and Marquest International Balanced Fund (the terminating trust funds) merged into the Fund.
- In accordance with National Instrument 81-102 *Investment Funds*, holders of the terminating trust funds approved the merger at special meetings of unitholders held on July 7, 2014 and July 14, 2014 and the terminating trust funds were terminated on or about September 30, 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 Global Balanced Fund” to “Stone Global Strategy Fund”.
- Stone assumed the complete active portfolio management function on or about May 2, 2019; consequently, Cassels Investment Management Inc., the sub-advisor, received 90 days prior written notice of termination within 30 days herein.
- Effective on August 1, 2019, Series O Units were launched.
- December 4, 2019, security holder approval was granted to change the fundamental investment objective and to change the name of the Fund from “Stone Global Strategy Fund” to “Stone Global ESG Strategy Fund”, all with effect as of January 1, 2020.
- January 1, 2020, the Fund’s Declaration of Trust was amended to reflect the change of name of the Fund from “Stone Global Strategy Fund” to “Stone Global ESG Strategy Fund”.
- 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.
- Effective on May 9, 2022, the Fund went through a tax deferred merger with the Global Sustainability whereby the Fund transferred 100% of its property to the Global Sustainability Fund and thereby terminating operations

***Stone American Dividend Growth Fund (“American Dividend Growth Fund”)***

- Established as “Marquest American Dividend Growth 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 American Dividend Growth Fund" to "Stone American Dividend Growth Fund".
- Stone assumed the complete active portfolio management function on or about August 31, 2019; consequently, SEAMARK Asset Management Ltd., the sub-advisor, received 90 days prior written notice of termination within 30 days herein.
- 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.

***Stone Covered Call Canadian Banks Plus Fund ("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.

**PART FIVE – HISTORY OF THE CORPORATE FUNDS ACQUIRED IN 2018**

***Stone Corporate Funds II Limited***

Stone Corporate Funds II Limited was incorporated under the laws of the Province of Ontario on March 11, 2004 under the name "Mavrix Multi Series Fund Ltd." The articles were amended on May 26, 2004 to correct certain provisions thereof respecting the creation of new Series of mutual fund shares. The articles were further amended on July 14, 2010 to change the name of the corporation from "Mavrix Multi Series Fund Ltd." to "Matrix Corporate Class Funds Ltd." The articles were further amended on November 11, 2013 to change the name of the corporation from "Matrix Corporate Class Funds Ltd." to "Marquest Corporate Class Funds Ltd." Effective December 6, 2018, Stone Investment Group Limited became the

sole holder of common shares of the corporation. The articles were amended on December 13, 2018 to change the name of the corporation to “Stone Corporate Funds II Limited”. Effective April 30, 2020 Stone Investment Group Limited passed a special resolution authorizing Stone Corporate Funds II Limited be dissolved pursuant to subsection 237(b) of the *Business Corporations Act* (Ontario).

### **Manager of the Funds**

Stone Asset Management Limited is the trustee of each of the Trust Funds and manager of each of the Trust Funds and the Corporate Fund and is also the Portfolio Manager of each of the Trust Funds and the Corporate Fund. In this document, “we”, “us”, “our”, the “Manager” and the “Portfolio Manager” means Stone Asset Management Limited. Please refer to the section entitled “*Responsibility for Operations of the Funds*” for more details about the management and operations of the Funds.

The head office and principal place of business of the Funds is:

Stone Asset Management Limited  
276 King Street West  
Suite 203  
Toronto, Ontario  
M5V 1J2  
Phone: 1-800-336-9528  
Fax: (416) 364-8456

E-mail: [info@stoneco.com](mailto:info@stoneco.com)  
[www.stoneco.com](http://www.stoneco.com)

### **Stone Investment Group Limited and Proposed Starlight Transaction**

The Manager is a wholly-owned subsidiary of SIG, a reporting issuer in all provinces and territories of Canada other than Québec.

On April 7, 2022, Starlight Investments Capital LP (“**Starlight**”) and SIG announced they have entered into an arrangement agreement, pursuant to which Starlight, through a wholly-owned subsidiary, will, through a series of transactions, acquire SIG and all of its subsidiaries. This transaction is referred to herein as the Starlight Transaction.

The acquisition by Starlight is subject to regulatory approval. SIG shareholders have approved the acquisition and the arrangement at SIG’s annual and special shareholder’s meeting held on June 15, 2022. The arrangement is scheduled to close before the end of the second quarter of 2022, subject to receipt of the requisite regulatory approval and satisfaction of applicable conditions of closing.

Subject to the aforesaid regulatory approval and satisfaction of the conditions of closing, following the closing of the arrangement, the Manager will continue to be the Manager of the Funds. The portfolio management of the Funds is expected to remain the same as disclosed in this prospectus. The following changes to the Manager are expected to be made following the closing:

- Starlight intends to change the directors and senior officers of the Manager to the same directors and senior officers of Starlight, being Mr. Dennis Mitchell as Chief Executive Officer, Chief Investment Officer and director, Mr. Graeme Llewellyn as Chief Financial Officer and Chief



Operating Officer and director and Daniel Drimmer, Leonard Drimmer and Neil Fischler as directors.

- The current members of the IRC will cease to be members of the IRC by operation of law, and Starlight will appoint the following individuals as members of the IRC, all of whom also act as members of the IRC for the investment funds managed by Starlight, being Merri Jones, Heather-Anne Irwin and Paul Spagnolo.

## **INVESTMENT RESTRICTIONS AND PRACTICES**

The Funds are subject to certain investment restrictions and practices contained in securities legislation, including NI 81-102, which are 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 as set out below, the Funds are managed in accordance with these standard investment restrictions and practices.

Any variation in the standard investment restrictions and practices prescribed by securities legislation, including NI 81-102, would require the prior approval of the Canadian securities regulatory authorities. We may in our discretion cause a Fund to adopt investment restrictions and practices that are in addition to the prescribed investment restrictions and practices.

The fundamental investment objective of a Fund may not be changed without the affirmative vote of a majority of votes cast at a meeting of securityholders of the Fund called for that purpose. The Manager may make other changes to the investment strategies and activities of a Fund without notice to or the consent of the affected securityholders, subject to any required approval of the Canadian securities regulatory authorities. Please refer to the Simplified Prospectus of the Funds for a description of the investment objective and investment strategies of each Fund.

Provided that each of the Trust Funds is at all relevant times, a “registered investment” or a “mutual fund trust” for the purpose of the Tax Act, and Stone Corporate Funds Limited is, at all relevant times, a “registered investment” or a mutual fund corporation” for the purposes of the tax Act, securities of the Fund will be “qualified investments” for Registered Plans. The Funds have not deviated in the last year from the rules under the Tax Act that apply to the status of their securities.

Notwithstanding the foregoing, if the securities of a Fund are a “prohibited investment” (as defined in the Tax Act) for a trust governed by registered retirement savings plan (“RRSP”), registered retirement income fund (“RRIF”), registered education savings plan (“RESP”), registered disability savings plan (“RDSP”) or tax-free savings account (“TFSA”), the annuitant of the RRSP or RRIF, the holder of the RDSP or TFSA or the subscriber of the RESP, as the case may be, will be subject to a penalty tax as set out in the Tax Act. Investors should consult their own tax advisors as to whether securities of a Fund are a prohibited investment under the Tax Act for their RRSP, RRIF, RESP, RDSP or TFSA in their particular circumstances.

A Fund may use clearing corporation options, future contracts, options on futures, over-the-counter options, forwards contracts, debt-like securities and listed warrants for hedging and non-hedging purposes, provided their use is consistent with the Fund’s investment objectives. We currently contemplate the following types of derivative transactions for the Funds:

- (a) the use of forward foreign exchange contracts to hedge a Fund’s currency exposure to investments denominated in non-Canadian currencies;
- (b) the purchase of conventional warrants or rights;

- (c) the purchase of unlevered equity futures contracts and debt-like securities; and
- (d) the writing of covered calls and cash secured puts.

### **DESCRIPTION OF SECURITIES OFFERED BY THE FUNDS**

Each Trust Fund is a trust established under the laws of Ontario by a declaration of trust. An investment in a Trust Fund is represented by Units. No Units are issued until they have been fully paid for. No certificates are issued to Unitholders. Each Trust Fund can issue an unlimited number of Units of one or more Series, as determined by the Trustee. The Trustee determines whether the capital of a Trust Fund is divided into one or more Series of Units and the attributes which attach to each Series of Units. The Series of Units authorized for each Trust Fund, and the attributes attached thereto, will be as shown from time to time in the Simplified Prospectus and in this Annual Information Form.

The Corporate Fund is a class of shares of Stone Corporate Funds Limited, a corporation incorporated under the laws of Canada, and an unlimited number of shares of each series is authorized. The Fund offers one or more series of securities as described under “*Name, Formation and History of the Funds*” earlier in this document.

#### **Dividend Growth Class, Growth Fund, Global Balanced Fund, Global Growth Fund, and Global Sustainability Fund:**

##### **Series A, AA, B, BB, C and L**

Available to all investors. Each of Series A, B, C and L represent a separate purchase option. Series A, Series AA – Initial Sales Charge Options; Series B, Series BB – Deferred Sales Charge Options; and Series C – Deferred Low Load Options; Series L – Low Load Option.

##### **Series T8A, T8B and T8C**

Available to all investors. Series T offers the same purchase options as Series A, B and C but has a different distribution policy than those series.

##### **Series F and FF**

Available to investors who participate in fee-based programs through their dealer.

Investments in securities of any series of a Fund are combined to create a single investment portfolio for such Fund.

At the present time, the following securities of the Funds are closed to new purchases, although the Manager may, in its discretion, reopen one or more of such series to new purchases in the future:

- Series B securities of each Fund;
- Series C securities of Dividend Growth Class;
- Series BB securities of Global Balanced Fund;
- Series T8B and T8C securities of each Fund; and
- Series L securities of each Fund.

Effective September 4, 2015, Series C securities of all Funds, except Dividend Growth Class were re-designated as Series L securities and Series CC securities of Growth & Income Fund (now Global Balanced Fund) were re-designated as Series L securities.

On September 7, 2012, Series F units of the Growth & Income Fund (now Global Balanced Fund) were re-designated as Series FF units. On March 8, 2013, Series T8C securities of the EuroPlus (now Global Sustainability) Fund were terminated, as no investors held Series T8C securities as of such date. On January 15, 2015, Series T8B units of the EuroPlus (now Global Sustainability) Fund were terminated, as no investors held Series T8B units as of such date. On September 1, 2016, Series T8C securities of the Global Growth Fund were terminated, as no investor held Series T8C securities as of such date.

### **Growth Fund**

#### **Series R and R2**

In addition to the securities described above, Series R and R2 are available to certain investors in the Growth Fund in connection with certain acquisition transactions and is not generally available for sale.

### **Dividend Growth Class, Growth Fund, Covered Call Canadian Banks Plus Fund and Global Growth:**

#### **Series PTF**

Available to 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).

### **Dividend Yield Hog Fund, Covered Call Canadian Banks Plus Fund, and American Dividend Growth Fund:**

#### **Series A**

Available to all investors. Series A represents three purchase options: Initial Sales Charge Option, Deferred Sales Charge Option, and Low Load Option.

#### **Series T5A**

Available to all investors. Series T offers the same purchase options as Series A but has a different distribution policy than those series.

#### **Series F**

Available to investors who participate in fee-based programs through their dealer.

#### **Series T5F**

Available to investors who participate in fee-based programs through their dealer.

Investments in securities of any series of a Fund are combined to create a single investment portfolio for such Fund.

At the present time, the following securities of the Funds are closed to new purchases:

- DSC and LL securities of Series A and T5A.

## All Funds

### Series O

Series O securities are offered to large private or institutional investors on a case-by case basis.

A security of a Fund gives an investor one vote per security at all investor meetings (and any meetings of investors of a series of the Fund), entitles an investor to distributions of income and capital gains and a pro-rata distribution of the Fund's assets on winding-up. Where the nature of the business to be transacted at an investor meeting concerns an issue that is relevant only to the holders of a particular series, only holders of that series will be entitled to vote and such securities will be voted separately as a series.

Securities are redeemable at the net asset value per security. Fractions of securities are proportionately entitled to the foregoing rights with the exception that the holding of fractional securities does not entitle the holders to vote at investor meetings.

There are no conversion rights attaching to securities of a Fund, but you may switch your investment in securities of one Fund into securities of the same series of another Fund by following the switch procedures described in the Simplified Prospectus of the Funds.

The declarations of trust or other constating documents that govern a Trust Fund may be changed, without investor approval, to protect your tax position, to comply with any law or regulation, or to overcome problems in administering the Fund. An investor will be permitted to vote on all matters that require securityholder approval under NI 81-102 or a Fund's declaration of trust or other constating documents. These matters are:

- a change to the fundamental investment objective of the Fund;
- an increase in the management fees or other expenses charged to the Fund;
- a change in the basis of calculation of a fee or expense that is charged to a Fund or directly to its securityholders by the Fund or the Manager in connection with the holding of securities of the Fund in a way that could result in an increase in charges to the Fund or to its securityholders. No securityholder approval will be required if a Fund is at arm's length to the person or company charging the fee or expense and if written notice is sent to all securityholders at least 60 days before the effective date of the change that could result in an increase in charges to the Fund or to its securityholders;
- a decrease in the frequency of calculating the net asset value per security of the Fund;
- a change in the manager of the Fund, unless the new manager is an affiliate of the current manager;
- a reorganization of the Fund with another mutual fund or if the Fund transfers its assets to another mutual fund and the Fund ceases to continue after the reorganization or transfer and the securityholders of the Fund become securityholders of the other mutual fund\*; and
- a reorganization of the Fund with another mutual fund or if the Fund acquires assets from another mutual fund and the Fund continues to exist after the reorganization or transfer and the securityholders of the other mutual fund become securityholders of the Fund and the transaction is a material change to the Fund.

Each of these matters requires an affirmative vote of at least 50% of the votes cast at the meeting called to consider the matter. The required quorum, or minimum attendance required for such meetings, is two Unitholders present in person or by proxy, owning at least 10% of the outstanding Units of the Fund.

\* Securityholder approval will not be required where the other mutual fund is managed by the Manager or its affiliates, provided that securityholders are sent written notice at least 60 days before the effective date of the transaction. In addition, the Fund's Independent Review Committee must approve the change and the transaction must comply with certain other requirements of applicable securities legislation.

### **CALCULATION OF NET ASSET VALUE**

The purchase and redemption price of securities of a Fund is based on the net asset value ("NAV") per security of a series determined after the receipt of a purchase or redemption order, as applicable. We calculate a separate NAV for each series of securities of each Fund. The NAV per series and per security is calculated as described below on each day that the Toronto Stock Exchange ("TSX") is open for trading (a "Business Day"):

- The NAV of each series of securities of a Fund is the value of the series' proportionate share of the assets of the Fund less the total of the liabilities of the Fund allocated to that series.
- The NAV per security of a series of securities of a Fund is calculated by dividing the NAV of the applicable series by the total number of outstanding securities in that series.

We calculate the NAV for each security of each Fund at the close of trading (4:00 p.m. Toronto time) on each Business Day. The purchase and redemption price of securities is the NAV per security of the applicable series next determined after the receipt of a purchase or redemption order.

Each Fund is valued in Canadian dollars.

### **VALUATION OF PORTFOLIO SECURITIES**

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

1. The value of any cash on hand or its equivalent or on deposit, bills, demand notes, accounts receivable, prepaid expenses, cash dividends declared and interest accrued and not yet received, will be its face amount, unless the Manager determines an otherwise fair value.
2. The value of a security or interest in a security listed on a stock exchange will be determined by:
  - (a) in the case of a security which was traded on the day the net asset value is being determined, the closing sale price on the principal exchange on which it is traded;
  - (b) in the case of a security which was not traded on the day the net asset value is being determined because such exchange is closed for business, the most recent closing sale price;
  - (c) in the case of a security which was not traded on the day the net asset value is being determined, subject to paragraph 3 below, a price which is the average of the bid and asked prices.

3. Securities and other assets for which market quotations are, in the Manager's opinion, inaccurate or unreliable, not reflective of all available material information, or not readily available, are valued at their fair value, as determined by the Manager.
4. 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 Fund's predecessor in title, shall be the lesser of: (a) the value based on the reported closing price; and (b) a percentage of the market value of unrestricted securities of the same class. This percentage is equal to the percentage of the security's market value when the Fund acquired the security. If the date when the restriction will be lifted is known, the actual value of the securities is generally taken into account.
5. The value of any securities denominated in a currency other than Canadian currency and liabilities payable in a currency other than Canadian currency shall be translated to Canadian currency at the day's exchange rate.
6. The value of any security that is not listed on a stock exchange will be determined as nearly as possible in the manner described in paragraph 2, except that, for the purposes of determining the sale price or the bid and asked prices, any commonly used public quotations may be used. In the absence of any commonly used public quotations, the Manager will use certain valuation techniques, including taking into account general market conditions, to determine fair value.
7. The value of long positions in clearing corporation options, options on futures, over-the-counter options, debt-like securities and listed warrants shall be determined by:
  - (a) the closing sale price on the principal exchange on which it is traded, if a security listed on a stock exchange was traded on the day the net asset value is being determined;
  - (b) the price which is the average of the bid and ask prices, if a listed security was not traded on the day the net asset value is being determined;
  - (c) the price last determined for the security for the purposes of determining the net asset value.
8. Where a clearing corporation option, option on futures or over-the-counter option is written by a Fund, the premium received by the Fund will be reflected as a deferred credit which will be valued at an amount equal to the current market value of the clearing corporation option, option on futures or over-the-counter option which would have the effect of closing the position; any difference resulting from revaluation shall be treated as an unrealized gain or loss on investment; the deferred credit shall be deducted in arriving at the net asset value of the Fund; the securities, if any, which are the subject of a written clearing corporation option or over-the-counter option will be valued in the manner described above for listed securities. If an option expires on its stipulated date or if the Fund enters into a closing purchase transaction, the Fund will realize a gain (or a loss if the cost of a closing purchase transaction exceeds the premium received when the option was written) without regard to any unrealized gain or loss on the underlying securities and the liability related to each call will be extinguished. If an option is exercised, the Fund will realize a gain or loss from the sale of the underlying securities and proceeds of the sale will be increased by the premium originally received.
9. The value of a futures contract or a forward contract shall be the gain or loss, if any, that would arise as a result of closing the position in the futures contract or forward contract, as the case may

be, on that valuation date unless daily limits are in effect, in which case fair market value shall be based on the current value of the underlying interest.

10. The value of any security of a mutual fund held by a Fund will be the last available net asset value per security.
11. If an asset cannot be valued under the above rules or under any valuation rules set out in securities legislation or if any of the valuation rules adopted by the Manager but not set out in securities legislation are at any time considered by the Manager to be inappropriate in the circumstances, then the Manager shall use a valuation that it considers to be fair in the circumstances.
12. The value of the derivative, the investment in which or the use of which is permitted by Canadian securities legislation together with any premium received or margin paid or deposited with respect thereto, shall be determined in accordance with Canadian securities legislation.

The Manager has exercised its discretion in determining the fair market value of certain illiquid securities and warrants of unlisted securities in the past three years, in accordance with the Manager's valuation principles.

The liabilities of the Fund shall be deemed to include, without limitation, all bills, notes and accounts payable; all administrative or operating expenses payable or accrued; 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 the Fund of whatever kind and nature.

In accordance with National Instrument 81-106 – *Investment Fund Continuous Disclosure* (“NI 81-106”), the fair value of the securities used to determine the unit or share value of the Funds will be based on the Funds' valuation rules set out above, which may not be consistent with International Financial Reporting Standards (“IFRS”). Under IFRS, a Fund is permitted to use last traded price (or “close price”) on exchange traded securities as fair value provided that the close price of the securities falls within the bid-ask spread of the reporting date. For annual and interim financial reporting purposes, and in accordance with NI 81-106, if a close price does not fall within the bid-ask spread, the close price will then be adjusted by the Manager, to a point within the bid-ask spread that is most representative of fair value based on specific facts and circumstances. As a result of this potential adjustment, the fair value for exchange traded securities of a Fund determined under IFRS may differ from the values used to calculate the NAV of that Fund.

The NAV and net asset value per security for each series of the Funds is available at no cost to the public on our website at [www.stoneco.com](http://www.stoneco.com).

## PURCHASE OF SECURITIES

Purchases of securities of the Funds are effected through third-party dealers.

Your choice of purchase option is dictated by the series of securities that you purchase. Your choice of purchase option affects the sales charges you, or we, will pay to your dealer. Please refer to the Simplified Prospectus of the Funds for a detailed description of the purchase options for each Fund.

If you purchase securities under the Initial Sales Charge (“ISC”) option, you may have to pay an initial sales charge, as more particularly described in the Simplified Prospectus of the Funds. Where an initial sales charge applies, it is negotiated with your dealer and must be paid at the time of purchase. If you purchased securities under the Deferred Sales Charge (“DSC”), Deferred Low Load (“DLL”), or Low Load (“LL”) option you may have to pay a redemption charge if you redeem the securities, or change the securities into another series of securities, within the following seven years for DSC and within the following three years for DLL or LL, as more particularly described in the Simplified Prospectus for the Funds. The redemption charge is a percentage of the cost of the securities being redeemed and declines over the course of seven years for DSC securities and three years for DLL and LL securities.

You must complete a purchase order. Except as provided in the following sentence, the dealer receiving the purchase order must send the order, along with payment, to our offices on the same day the dealer receives the order. If the dealer receives the order on a Business Day after 4:00 p.m. Toronto time or after the TSX closes, whichever is earlier, or on a day which is not a Business Day, the dealer must send the order to us on the next Business Day. Whenever practicable, the dealer must send the order by courier or wire order to ensure that we receive it as quickly as possible. The dealer must pay for the cost of sending the order. As a security measure, a purchase order placed by wire order directly by you will not be accepted.

Subject to our right of rejection of any purchase order, if a purchase order is received by us on a Business Day before 4:00 p.m. (Toronto time) or such earlier time that the TSX closes, the purchase order will be processed at the NAV per security (“NAVPS”) calculated at the close of business on the same Business Day. If the purchase order is received by us on a Business Day after 4:00 p.m. (Toronto time) or such earlier time that the TSX closes or on a day which is not a Business Day, it will be deemed to be received on the next Business Day and will be processed at the NAVPS calculated at the close of business on the deemed day of receipt. Please note that dealers may establish earlier cut-off times for receiving purchase orders from their respective representatives so that they can transmit orders to us before 4:00 p.m. (Toronto time).

If payment of the total amount of the purchase order and all necessary documentation is not received by us within the regulatory timeframe (2 Business Days) after the date on which the price of the securities is determined for the order or if you pay for the Fund securities by cheque or a method of payment that is subsequently not honoured, we will redeem your securities on the next Business Day or on the day on which the Fund first knows that the method of payment will not be honoured. The redemption proceeds will be used to pay for the amount owing on the purchase. The Fund is required by securities legislation to keep any excess proceeds. Your dealer will pay any shortfall, plus any costs involved. Your dealer may wish to collect this amount, plus the expenses of doing so, from you. Where no dealer has been involved, we will be entitled to collect the shortfall costs from you.

We have the right to accept or reject any purchase order, but must make a decision to reject an order within one (1) Business Day of receiving the order with complete documentation. In the event that we reject a purchase order, any payment received with that order will be refunded immediately without interest.



If a cheque for the purchase of securities of a Fund is dishonoured by your bank or other financial institution for any reason, you must pay us a service charge. We may redeem securities from your account to pay this charge.

No certificates are issued for securities of a Fund.

Series F securities are available to investors who participate in fee-based programs through their dealer and whose dealer has signed a Series F agreement with us. Instead of paying sales commissions and services fees, these investors pay an annual fee to their dealer for investment advice and other services. We do not pay any sales commission or service fees to dealers in respect of Series F securities, which means that we can charge a lower management fee.

If you are no longer eligible to hold Series F securities, we may re-designate your Series F securities into Series A securities of the same Fund after giving you 30 days' prior written notice, 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 securities.

The Global Balanced Fund offers Series FF units, which have the same rights, privileges and attributes as Series F units. If you are no longer eligible to hold Series FF units of Global Balanced Fund, we may re-designate your Series FF units into Series AA units of Global Balanced Fund after giving you 30 days' prior written notice 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 FF units.

A dealer may make provision in arrangements that it has with an investor that will require the investor to compensate the dealer for any such losses suffered by the dealer in connection with a failed settlement of a purchase of securities of a Fund by such investor.

### ***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. For investors seeking regular distributions, Series T securities are available with an ISC option for the following Funds, Dividend Growth Class, Growth Fund, Global Balanced Fund, Global Growth Fund, Global Sustainability Fund, American Dividend Growth Fund, and Dividend Yield Hog Fund.

#### ***No Load ("NL") Sales Charge Option***

This sales charge option is available to investors who participate in fee-based programs through their dealer and whose dealer has signed a Series F agreement with us. Instead of paying sales commissions and services fees, these investors pay an annual fee to their dealer for investment advice and other services. We do not pay any sales commission or service fees to dealers in respect of NL securities, which means that we can charge a lower management fee.

If you are no longer eligible to hold this purchase option, we may re-designate your NL securities into ISC securities of the same Fund after giving you 30 days' prior written notice, 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 NL securities.

Each Fund offers securities for purchase with a NL sales charge option. For investors seeking regular distributions, Series T securities are available with an NL sales charge option for the following Funds, American Dividend Growth, and Dividend Yield Hog.

***Low Load (“LL”) Sales Charge Option***

At the time of purchase, the full amount of your purchase is invested in a Fund and we pay your dealer a commission equal to 3% of the amount of your investment. You pay a redemption fee on a declining scale if you redeem securities within three years of purchase.

LL securities of each Fund are closed to new purchases. This closure applies to purchases made pursuant to a pre-existing:

- (a) “Stone Savers Plan” whereby an investor automatically purchases LL securities of each Fund;
- (b) “Stone Automatic Exchange Plan” whereby securities of a mutual fund managed by the Manager (or an affiliate of the Manager) are automatically switched into LL securities of each Fund; and
- (c) plan whereby distributions of a mutual fund managed by the Manager (or an affiliate of the Manager) are automatically used to purchase LL securities of each Fund.

***Deferred Sales Charge (“DSC”) Option***

At the time of purchase, the full amount of your purchase is invested in a Fund and we pay your dealer a commission equal to 5% of the amount of your investment. You pay a redemption fee on a declining scale if you redeem securities within seven years of purchase.

DSC securities of each Fund are closed to new purchases. This closure applies to purchases made pursuant to a pre-existing:

- (a) “Stone Savers Plan” whereby an investor automatically purchases DSC securities of each Fund;
- (b) “Stone Automatic Exchange Plan” whereby securities of a mutual fund managed by the Manager (or an affiliate of the Manager) are automatically switched into DSC securities of each Fund; and
- (c) plan whereby distributions of a mutual fund managed by the Manager (or an affiliate of the Manager) are automatically used to purchase DSC securities of each Fund.

***Deferred Low Load (“DLL”) Option***

At the time of purchase, the full amount of your purchase is invested in a Fund and we pay your dealer a commission equal to 2% of the amount of your investment. You pay a redemption fee on a declining scale if you redeem securities within three years of purchase. See “*How are Redemption Fees Calculated?*” section of the Simplified Prospectus of the Funds.

DLL securities are closed to new purchases. This closure applies to purchases made pursuant to a pre-existing:

- (a) “Stone Savers Plan” whereby an investor automatically purchases DLL securities of each Fund;
- (b) “Stone Automatic Exchange Plan” whereby securities of a mutual fund managed by the Manager (or an affiliate of the Manager) are automatically switched into DLL securities of each Fund; and
- (c) plan whereby distributions of a mutual fund managed by the Manager (or an affiliate of the Manager) are automatically used to purchase DLL securities of each Fund.

### ***Series O Sales Charge Option***

Series O securities are offered to large private or institutional investors on a case-by case basis. No management, operating or performance fees are charged to the Fund for Series O securities; rather, the investor who holds Series O securities will pay management fees directly to us as set out in the Series O securities Agreement. If the market value of your investment falls below the specified minimum requirement, we may redesignate your investment into the NL sales option of the same Fund after giving you 30 days’ prior notice; redesignation will be at the Manager’s discretion and the Manager reserves the right to waive the redesignation on a case-by-case basis. A redesignation will not take place if the value drops below the specified minimum investment requirement as a result of a decline in the price rather than a redemption. All terms and conditions are set out in the Series O securities Agreement.

### ***Platform Traded Fund (“PTF”) Option***

This option is only available to 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). This option is only available through dealers who have met certain infrastructure requirements.

You may become ineligible to buy additional Series PTF if 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. In this case, your dealer may redeem your securities of Series PTF and may or may not recommend the purchase of a different Series.

### ***Series R Sales Charge Option***

Series R units are issued to certain investors in the Growth Fund in connection with certain acquisition transactions and are not generally available to be purchased. When you acquire Series R securities, you do not pay a sales charge. Instead, you may be required to pay your representative’s firm a negotiated fee for investment advice and other services that it provides to you.

### ***Series R2 Sales Charge Option***

Series R2 units are issued to certain investors that use discount dealers in the Growth Fund in connection with certain acquisition transactions and are not generally available to be purchased. When you acquire Series R2 securities, you do not pay a sales charge. Instead, you may be required to pay your representative’s firm a negotiated fee for investment advice and other services that it provides to you. There will be no trailing commission paid for this sales charge option.

## SWITCHES

You can switch securities of a Fund to securities of the same series of another Fund through your dealer. A switch from one Trust Fund to another Trust Fund is a redemption of the switched units and a purchase of units in the new Trust Fund. Switching units of a Trust Fund for units of another Trust Fund or for shares of the Corporate Fund, or shares of the Corporate Fund for units of a Trust Fund, triggers a disposition for tax purposes.

If you are switching DSC, DLL, or LL securities, the new securities will have the same redemption charge schedule as the original series of securities purchased.

Your dealer may charge you a fee of up to 2% of the value of securities you switched.

You may be charged a short-term trading fee in addition to a switch fee if you switch securities within certain time periods. See “*Short-Term Trading Fees*” below for additional information.

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 No Load Series of the same Fund.

## CHANGES

In addition to switching between Funds, you may change between sales charge options within a Fund. The table below sets out permissible changes of sales charge options while remaining within the same Fund:

Changing From	Changing To								R2
	ISC	NL	O	PTF	DSC	DLL	LL	R	
ISC	Yes	Yes <sup>1</sup>	Yes <sup>1</sup>	No	No	No	No	No	No
NL	Yes	Yes <sup>1</sup>	Yes <sup>1</sup>	No	No	No	No	No	No
O	Yes	Yes <sup>1</sup>	n/a	No	No	No	No	No	No
PTF	No	No	No	n/a	No	No	No	No	No
DSC	Yes <sup>2</sup>	Yes <sup>1,2</sup>	Yes <sup>1,2</sup>	No	Yes <sup>3</sup>	No	No	No	No
DLL	Yes <sup>2</sup>	Yes <sup>1,2</sup>	Yes <sup>1,2</sup>	No	No	n/a	No	No	No
LL	Yes <sup>2</sup>	Yes <sup>1,2</sup>	Yes <sup>1,2</sup>	No	No	No	Yes <sup>4</sup>	No	No
R	No	No	No	No	No	No	No	n/a	Yes
R2	No	No	No	No	No	No	No	Yes	n/a

Notes:

<sup>1</sup> You must be eligible to purchase this Series

<sup>2</sup> A redemption fee may apply

<sup>3</sup> A switch from Series A (DSC) to Series T5A (DSC), and from Series T5A (DSC) to Series A (DSC) is permitted

<sup>4</sup> A switch from Series A (LL) to Series T5A (LL), and from Series T5A (LL) to Series A (LL) is permitted

If we determine that you are no longer eligible to hold Series F securities, we may switch you out of Series F securities to Series A securities of the same Fund. If we determine that you are no longer eligible to hold Series FF units of Global Balanced Fund, we may switch you out of Series FF units for Series AA units of Global Balanced Fund.

A change from DSC, DLL, and LL securities to Series ISC securities will result in higher service fees being paid to your dealer but a lower management fee being charged to the Fund due to different attributes of those series.

Your dealer may charge you a fee of up to 2% of the value of securities you change.

If we determine that you are no longer eligible to hold Series F or FF securities and we change your Series F or FF securities for securities of Series A or AA of the same Fund you will not be charged a change fee.

### **REDEMPTION OF SECURITIES**

You may redeem Fund securities on any Business Day by completing a redemption request. Except as provided in the following sentence, if the redemption request is deposited with a dealer, such dealer must send the redemption request to us on the same day that such dealer receives the redemption request. If the dealer receives the redemption request on a Business Day after 4:00 p.m. (Toronto time) or after the TSX closes, whichever is earlier, or on a day which is not a Business Day, the dealer must send it to us on the next Business Day. Whenever practicable, a dealer must send your redemption request by courier or wire order to ensure that we receive it as quickly as possible. The cost of sending the redemption request must be paid by the dealer. As a security measure, a redemption request sent by wire order directly by you will not be accepted.

For your protection, your signature on any redemption request must be guaranteed by a bank, trust company or a dealer. This procedure must be followed carefully. Other documentation may be required for corporations and other accounts that are not in the name of an individual.

A redemption request that is received by us on a Business Day before 4:00 p.m. (Toronto time) or before the TSX closes, whichever is earlier, will be processed at the NAVPS calculated at the close of business on the same Business Day. A redemption request that is received by us on a Business Day after 4:00 p.m. (Toronto time) or after the TSX closes, or on a day which is not a Business Day will be deemed to be received on the next Business Day and will be processed at the NAVPS calculated at the close of business on the deemed day of receipt.

If all necessary redemption documents have been properly completed and sent with the redemption request, we will pay the redemption amount within two (2) Business Days of the Business Day on which the redemption request is processed.

If we do not receive all of the documentation needed to complete the redemption request within ten (10) Business Days, we will repurchase your securities on or before 4:00 p.m. (Toronto time) on the tenth Business Day. If the sale proceeds are greater than the repurchase amount, the Fund is entitled to keep the difference. If the sale proceeds are less than the repurchase amount, your dealer will be required to pay the Fund the difference plus any expenses, and may wish to collect this amount plus the expenses of doing so from you. Where no dealer has been involved, we will be entitled to collect the shortfall and costs from you.

If you hold your Fund investment in a Registered Plan, the redemption amount will be paid to the trustee of the plan, because the necessary tax forms must be prepared.

A dealer may make provision in arrangements that it has with an investor that will require the investor to compensate the dealer for any such losses suffered by the dealer in connection with a failed settlement of a redemption of securities of a Fund by such investor.

#### *When Can Securities of the Funds Be Redeemed By the Funds?*

A Fund has the right to redeem your securities when your investment in such Fund has a value of less than \$1,000 (Cdn.). The Fund may give you 30 days' notice to make another investment. If your account remains below \$1,000 we may redeem the account. If a partial redemption of securities reduces the value of an investment in a Fund to less than \$1,000 (Cdn.), such Fund has the right to automatically redeem the balance.

#### *Suspension of Redemptions*

A Fund may suspend your right to request a redemption for all or part of a period when such suspension is approved by Canadian securities regulatory authorities or when:

- (i) normal trading is suspended on a stock, options or futures exchange in Canada or outside Canada on which securities or derivatives that make up more than 50% of the value or underlying exposure of the Fund's total assets, without allowance for liabilities, are traded, and
- (ii) those securities or derivatives are not traded on any other exchange that represents a reasonable alternative for the Fund.

During any period of suspension there will be no calculation of the Fund's NAVPS and the Fund will not be permitted to issue any securities. The calculation of the NAVPS will resume 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. If there is a suspension of the calculation of the NAVPS of the Fund, (a) a securityholder who has requested redemption may either withdraw the redemption request prior to the termination of the suspension period or receive payment based on the NAVPS next calculated after the termination of the suspension period, and (b) a securityholder who has placed a purchase order may either withdraw the purchase order prior to the termination of the suspension period or receive securities based on the NAVPS next calculated after the termination of the suspension period.

#### *Short-Term Trading Fees*

If you redeem or switch securities of the American Dividend Growth Fund, , Global Growth Fund, and the Global Sustainability Fund within 30 days of purchase, you may be charged a short-term trading fee of 2% of the value of the securities redeemed or switched. In addition, if you redeem or switch securities of the all the other Funds within 90 days of purchase, you may be charged a short-term trading fee of 2% of the value of the securities redeemed or switched. We may waive this fee at our discretion in special circumstances. These fees do not apply to securities purchased under systematic plans (such as the "Stone Savers Plan" and the "Stone Pay Yourself Plan").

## **RESPONSIBILITY FOR OPERATIONS OF THE FUNDS**

### **Manager**

We are responsible for managing the day-to-day operations of the Funds under management agreements between us and the Funds. As Manager, we are responsible for providing, or arranging for the provision of, investment management and administrative services to the Funds, including general portfolio

management, maintaining accounting records and preparing reports to securityholders. We are paid a management fee as compensation for services we provide to the Funds. The annual rates of the management fee as compensation for services we provide to the Funds. The annual rates of the management fee for Series A, B, C, F, L, AA, BB, FF, T8A, T8B, T8C, T5A, T5F, O, PTF, R and R2 securities are set out in the “Fund Details” section of the Simplified Prospectus of the Funds.

The Manager is a wholly-owned subsidiary of Stone Investment Group Limited, a reporting issuer in all provinces and territories of Canada other than Québec. Assuming that the Starlight Transaction closes, the Manager will become wholly owned by Starlight pursuant to that transaction.

#### *Management Agreements for the Trust Funds*

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 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.

#### *Directors and Executive Officers of the Manager*

The table below sets out the names of all directors and executive officers of the Manager, their municipality of residence, their positions and offices held with the Manager and their principal occupations during the five years preceding the date of this Annual Information Form.

<b>Name and Municipality of Residence</b>	<b>Position</b>	<b>Principal Occupation During the Five Preceding Years</b>
Richard G. Stone Toronto, Ontario	President, Chief Executive Officer, Director, Chief Compliance Officer and Ultimate Designated Person	President, Chief Executive Officer and a Director of Stone Investment Group Limited President, Chief Executive Officer, Co-Chief Investment Officer, Ultimate Designated Person and a Director of Stone Asset Management Limited.
James A. Elliott, CPA, CA Toronto, Ontario	Chief Financial Officer and Director	Chief Financial Officer of Stone Investment Group Limited, Stone Asset Management Limited.

Name and Municipality of Residence	Position	Principal Occupation During the Five Preceding Years
Ragen Mangal, CPA, CGA Brampton , Ontario	Director	Vice President of Finance of Stone Investment Group Limited and director of Stone Asset Management Limited.

Any of the foregoing directors and executive officers of the Manager can be reached at or through the registered office of the Manager located at 276 King Street West, Suite 203, Toronto, Ontario, M5V 1J2, by phone at 1-800-336-9528, by fax at (416) 364-8456 or by e-mail at [info@stoneco.com](mailto:info@stoneco.com).

Under the Starlight Transaction, assuming it closes, the senior officers and directors of the Manager are expected to be changed to officers and directors of Starlight – please see *Stone Investment Group Limited and Proposed Starlight Transaction*.

### **Portfolio Manager**

#### *Portfolio Manager Fees*

The Manager is also the Portfolio Manager of the Funds (in its role as Portfolio Manager, the “Portfolio Manager”). The Portfolio Manager does not receive an annual Portfolio Manager fee from the Funds but is paid out of the annual management fees that the Manager receives from the Funds.

A performance fee (“Performance Fee”) may be payable to the Portfolio Manager by the Funds (and, in turn, a portion thereof to the Portfolio Sub-Advisor) in certain circumstances. The Performance Fee is based on the performance of a series of securities of a Fund from the last time a Performance Fee was paid for such series of securities 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 in respect of a series of Securities of a Fund 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 Fund’s average series NAV 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 NAVPS of a series of securities is negative (without giving effect to any distributions or performance fee accrual) during the calendar year.

For Dividend Growth Class, Growth Fund, Global Balanced Fund and 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 in the Simplified Prospectus.

Effective August 31, 2019, the Portfolio Manager will amend the benchmarks for all the Funds (except the Select Growth Class) that are subject to Performance Fees. The Portfolio Manager has determined that there will be no impact to the performance fee as the new benchmarks have a 1:1 correlation with the old benchmarks. The new benchmarks are disclosed under the “*Fund Details*” section of each Fund in the Simplified Prospectus.

The table below sets out the benchmark for each Fund that is eligible for a performance fee:

Name of Fund	Benchmark
Growth Fund	50% of the percentage gain or loss of the Morningstar® Canada Index; plus 50% of the percentage gain or loss of the Morningstar® US Large Cap Index
Global Balanced Fund	15% of the percentage gain or loss of the Morningstar® Canada Index; plus 15% of the percentage gain or loss of the Morningstar® US Large Cap Index; plus 40% of the percentage gain or loss of the Morningstar® Canada Liquid Bond Index; plus 30% of the percentage gain or loss of the Morningstar® Developed Markets Large-Mid Cap Index
Global Growth Fund	100% of the percentage gain or loss of the Morningstar® Developed Markets Large-Mid Cap Index
Dividend Growth Class	80% of the percentage gain or loss of the Morningstar® Canada Index; plus 20% of the percentage gain or loss of the Morningstar® US Large Cap Index
Global Sustainability Fund	100% of the percentage gain or loss of the Morningstar® Global Markets Index

The Manager can switch or substitute the benchmark for the Funds provided that the new benchmark adheres to the guidelines under National instrument 81-102 – Investment Funds section 7.1(a).

#### *Investment Management Agreements*

Stone Asset Management Limited has been appointed as the Portfolio Manager of the Funds pursuant to investment management agreements (the “Investment Management Agreements”) of varying dates. 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.

The Portfolio Manager is responsible for providing or arranging for the provision of investment advice and portfolio management services for the Funds.

The following table sets forth the names of the members of the Portfolio Manager who have principal responsibility in respect of the Funds, their position and principal occupation in the last five years.

Name and Title	Length of Service and Principal Occupation in Last Five Years
Richard G. Stone President, Chief Executive Officer, Co-Chief Investment Officer and Director	Mr. Stone has been with the Portfolio Manager since 1999. Mr. Stone has been Chief Executive Officer and Director of Stone & Co. Limited since 1994 and President, Chief Executive Officer and Director of Stone Investment Group Limited since 2006.
Michael Giordano, CPA, CA, CIM Vice President Investments	Mr. Giordano has been with the Portfolio Manager since 2005. In the last five years, Mr. Giordano has acted as Portfolio Manager of Global Balanced Fund, Dividend Growth Class, Growth Industries Fund, Money Market Fund, Select Growth Class and Stone Flow-Through Limited Partnerships. In the last two years, Mr. Giordano has acted as Portfolio Manager of the Growth Fund.
Rene Fantin, CFA, MBA Vice President Investments	Mr. Fantin, now a portfolio manager, rejoined Stone Asset Management Limited in May 2015 as a Senior Investment Analyst as a member of the Asset Mix, Canadian Equity (all cap) and Canadian Total Return Groups. Previously, he worked in product management and analytics roles at President's Choice Financial and as a Research Analyst at Stone Asset Management. René received an Honours Bachelor of Arts degree (Economics) and a Masters of Business Administration degree from York University and received his Chartered Financial Analyst designation in 2014.

Investment decisions made by the above mentioned individuals are not subject to the approval or ratification of a committee.

The registered address of the Portfolio Manager is located at 276 King Street West, Suite 203, Toronto, Ontario, M5V 1J2.

### **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 “*Responsibility for Operations of the Funds – Portfolio Manager*” above 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 Global Balanced Fund. Among other things, the sub-advisory agreement with Aviva provides that it may be terminated by either party upon giving 120 days’ prior written notice. The 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 Global Balanced Fund:

Name	Title	Duration of Service and Experience
Sunil Shah, CFA	Head of Canadian Fixed Income and Senior Portfolio Manager	<p>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 Stone Global Balanced Fund.</p> <p>Mr. Shah started in the investment industry in 1997. Prior to joining Aviva Investors, Mr. Shah was Managing Director &amp; 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.</p> <p>Mr. Shah holds an Honours Bachelor of Science degree, a Masters of Health Science degree, and an MBA from the University of Toronto. He is also a CFA charterholder.</p>
Robert Prospero CFA	Associate Portfolio Manager, Global Investment Grade	<p>Robert joined Aviva Investors in 2014 as a research analyst responsible for research and recommendations for Canadian corporate. He will assist in supporting the management of Canadian fixed income strategies and Global Investment Grade fund’s investment process</p> <p>Prior to joining Aviva Investors, Robert was an Investment Analyst with Manulife Asset Management where he held various roles in Tactical Investment Management, Canadian</p>

Name	Title	Duration of Service and Experience
		Private Placements, Proprietary Investments and Canadian Fixed Income.  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 Global Sustainability Fund and Global Growth Fund. Among other things, the sub-advisory agreements with Rathbone provide that they may be terminated by either party upon giving 90 days’ prior written notice. The sub-advisory agreements 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 Global Sustainability Fund or 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 Global Sustainability Fund and Global Growth Fund:

Name and Title	Duration of Service and Experience
James Thomson Fund Manager, Executive Director	Fund Manager at Rathbone Unit Trust Management Limited since 2000.
David Harrison Investment Manager	Fund Manager at Rathbone Unit Trust Management Limited since 2014.
Sammy Dow Assistant Investment Manager	Assistant Fund Manager at Rathbone Unit Trust Management Limited since 2014.

**Brokerage Arrangements**

Decisions as to the purchase and sale of portfolio securities and decisions as to the execution of portfolio transactions, including selection of market, dealer or broker and the negotiation, where applicable, of commissions, are made by each individual Portfolio Manager or Sub-Advisor. In executing portfolio transactions, the Portfolio Manager or Sub-Advisor has a duty to seek best execution. In making a determination regarding best execution, the Portfolio Manager or Sub-Advisor will take into account certain criteria including the commission rate offered, execution capability, trading expertise, value market depth and available liquidity, timing and size of an order and current market conditions, amongst other things.

In some cases, where the execution and prices offered by more than one dealer or broker are reasonably comparable, the Portfolio Manager or Sub-Advisor may, in its discretion, choose to effect portfolio transactions through dealers or brokers in return for the provision of some goods and services, other than order execution, to the Funds through the Portfolio Manager or Sub-Advisor.

Where a dealer or broker offers goods and services other than order execution to the Funds through the Portfolio Manager or Sub-Advisor, these must be limited to “research goods and services”.

Where commissions are directed to a dealer for such services, the Portfolio Manager or Sub-Advisor must make a good faith determination that the client receives reasonable benefits, considering both the use of the goods or services, and the amount of brokerage commissions paid. Such a determination takes a number of factors into account, which may include, among other things, a determination as to whether the order execution and research actually provide appropriate assistance that is directly beneficial to the Funds in the performance of its own investment or trading decisions; whether the allocation of commissions paid is reasonable justifiable and documentable in light of the value of the investment decision-making services used for the Funds.

Order execution goods and services are defined as (a) order execution; and (b) goods or services to the extent that they are directly related to order execution. To be considered to be directly related to order execution, goods or services should be integral to the arranging and conclusion of the transactions that generated the commissions. The goods and services must generally be provided or used between the point at which the advisor makes an investment or trading decision, and the point at which the resulting securities transaction is concluded, which is when settlement is clearly and irrevocably completed. Order execution goods and services can include: order management systems, algorithmic trading software, market data and custody, and clearing and settlement services.

Research goods and services are defined to be (a) advice relating to the value of a security or the advisability of effecting a transaction in a security; (b) an analysis, or report, concerning a security, portfolio strategy, issuer, industry or an economic or political factor or trend; and (c) a database or software, to the extent that it supports goods or services referred to in paragraphs (a) and (b).

Items such as databases and software that are used by advisors in support of, or as an alternative to dealers’ advice, analyses and reports could be considered research goods. In order to link to order execution, they should be provided or used before an advisor makes an investment or trading decision. More specifically, traditional research reports, publications marketed to a narrow audience and directed to readers with specialized interests, seminars and conferences and trading advice would generally be considered to fall within this category. Eligible databases and software could include quantitative analytical software, market data from feeds or databases, post trade analytics from prior transactions and possibly order management systems (to the extent they provide research or assist with the research process).

Since the date of the last annual information form, some of the Portfolio Managers and Sub- Advisors have entered into brokerage transactions for the provision of services other than order execution goods and services. These goods and services relate to research goods and services which includes the provision of information services. None of these goods or services was provided by an affiliated entity to the Portfolio Managers or Sub-Advisors.

The names of any dealers or third parties that provided services other than order execution services will be provided upon request by contacting Stone toll free at 1-800-336-9528, or by e-mail at [info@stoneco.com](mailto:info@stoneco.com).

## Directors, Officers and Trustees

Stone Asset Management Limited is the trustee of each of the Trust Funds. The Stone Dividend Growth Class is a corporate fund and, as such, does not have a trustee. See “*Responsibility for Operations of the Funds – Manager – Directors and Officers of the Manager*”.

### *Directors and Officers of Stone Corporate Funds Limited*

The table below sets out the names of all directors and officers of Stone Corporate Funds Limited and, their municipality of residence, their positions and offices with Stone Corporate Funds Limited and their principal occupations during the five years preceding the date of this Annual Information Form.

<b>Name and Municipality of Residence</b>	<b>Position</b>	<b>Principal Occupation During the Five Preceding Years</b>
Richard G. Stone, Toronto, Ontario	President, Chief Executive Officer and Director	President, Chief Executive Officer and a Director of Stone Investment Group Limited. President, Chief Executive Officer, Co-Chief Investment Officer, Ultimate Designated Person and a Director of Stone Asset Management Limited.

<b>Name and Municipality of Residence</b>	<b>Position</b>	<b>Principal Occupation During the Five Preceding Years</b>
James A. Elliott, CPA, CA Toronto, Ontario	Chief Financial Officer and Director	Chief Financial Officer of Stone Investment Group Limited, Stone Asset Management Limited.
Jacques Boulet, CPA, CGA Toronto, Ontario	Director	Mr. Boulet has been a Financial Coach since 2006 and also provides services as an independent consultant. He currently provides life insurance advisory services through the Financial Horizons Group Up to December of 2012, he was also a mutual fund representative with Equity Associates Inc. (2006 – 2012), IPC Investment Corporation (2000 – 2006), and CEO/President of Sutherland Investment Corporation, a mutual fund dealer (1985 – 2000). Mr. Boulet is a Certified General Accountant, holds an ICD.D designation from the Institute of Corporate Directors, an CFP designation from the Financial Planning Standards Council, has earned the CSC designation from the Canadian Securities Institute and has also completed the Officers', Partners' and Directors' Course offered by the Canadian Securities Institute. Mr. Boulet holds the position of Chairman of the Board of Directors of Stone Investment Group Limited, a reporting issuer, and the parent of SCFL. He is also a Director of Stone Corporate Funds Limited, a mutual fund corporation having corporate share classes consisting of fund securities.

**Any of the directors and officers of the Manager and Stone Corporate Funds Limited can be reached at or through the registered office of the Manager located at 276 King Street West, Suite 203, Toronto, Ontario, M5V 1J2, by phone at 1-800-336-9528, by fax at (416) 364-8456 or by e-mail at [info@stoneco.com](mailto:info@stoneco.com).**

Assuming the closing of the Starlight Transaction, the directors and senior officers of the Stone Corporate Funds Limited will be changed to be Mr. Dennis Mitchell as Chief Executive Officer and director, Mr. Graeme Llewellyn as Chief Financial Officer and director and Daniel Drimmer, Leonard Drimmer and Neil Fischler as directors.

**Promoter**

Stone & Co. Limited, a predecessor corporation of Stone Investment Group Limited (the sole shareholder of the Manager), as a mutual fund company, took initiative in founding and organizing the Funds. With the introduction of registration requirements for investment fund managers pursuant to National Instrument 31-

103, the Manager became registered as an investment fund manager and assumed these duties in respect of the Funds. Accordingly, the Manager is considered to be the promoter of the Funds.

### **Custodian**

The portfolio securities and cash of the Funds are held in safekeeping by CIBC Mellon Trust Company (the “Custodian”) in Toronto, Ontario. The Custodian is in the business of providing domestic custody, global custody and Canadian sub-custody services for its corporate clients. The Custodian may appoint sub-custodians outside Canada and the sub-custodians will hold portfolio securities. The Custodian will continue to have overall responsibility for the assets. We may remove the Custodian and appoint a new custodian, provided however that any appointed party shall in all cases be a Canadian chartered bank or a trust company which complies with the requirements of the applicable Canadian securities regulatory authorities.

### **Valuation Agent and Fund Accountant**

CIBC Mellon Global Securities Services Company (the “Valuation Agent”), located in Toronto, Ontario, is the valuation agent and fund accountant of the Funds. The Valuation Agent provides valuation services to the Fund pursuant to a fund administration agreement (the “Fund Administration Agreement”) between the Fund, the Manager and the Valuation Agent. The fees payable by the Fund under the Fund Administration Agreement will be as agreed upon from time to time in writing by the Valuation Agent and the Fund as well as all reasonable expenses incurred by the Valuation Agent in the discharge of its duties under the Fund Administration Agreement.

The Fund Administration Agreement may be terminated by the Fund or the Valuation Agent without any penalty (a) upon at least 90 days’ written notice or such lesser notice as the other party may agree to or (b) immediately if any party becomes insolvent, or makes an assignment for the benefit of creditors, or a petition in bankruptcy is filed by or against that party and is not discharged within 30 days, or proceedings for the appointment of a receiver for that party are commenced and not discontinued within 30 days.

### **Auditor**

The auditor of the Funds is Ernst & Young LLP, Chartered Professional Accountants, located in Toronto, Ontario. The auditor is responsible for auditing the annual financial statements of the Funds and reporting to securityholders on the fair presentation of the annual financial statements in accordance with International Financial Reporting Standards. The auditors are independent with respect to each of the Funds within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario. Although the approval of securityholders will not be obtained before making a change to the auditor of a Fund, securityholders will be sent a written notice at least 60 days before the effective date of the change.

### **Registrar and Transfer Agent**

The registrar and transfer agent for the Funds is International Financial Data Services (Canada) Ltd. (“IFDS”), located in Toronto, Ontario. Effective May 14, 2018, CIBC Mellon Global Securities Services Company located in Toronto, Ontario assumed the registrar and transfer agent role. Effective September 3, 2019, AST Trust Company (Canada), located in Toronto, Ontario, assumed the registrar and transfer agent role for Series PTF. Effective August 12, 2021, the TMX Group Limited announced the acquisition of AST Trust Company (Canada) and accordingly rebranded AST Trust Company (Canada) to TSX Trust Company. The TMX Group Limited is located in Toronto, Ontario.



## CONFLICTS OF INTEREST

### Principal Holders of Securities

#### *Funds*

As of May 31, 2022, no persons owned of record or beneficially, directly or indirectly, more than 10% of the outstanding voting securities of a Fund, other than:

<b>Name of Investor</b>	<b>Series</b>	<b>Number of Securities</b>	<b>% Held</b>	<b>Type of Ownership</b>	<b>Name of Fund</b>
Global Balanced Fund	A	347,544.651	33.79%	Holder of Record	Global Sustainability Fund
Investor B	A	48,283.901	13.75%	Holder of Record	American Dividend Growth Fund

As of May 31, 2022, the IRC members, as a group, did not beneficially own in aggregate, directly or indirectly, more than 10% of the outstanding securities of the Funds.

#### *Manager*

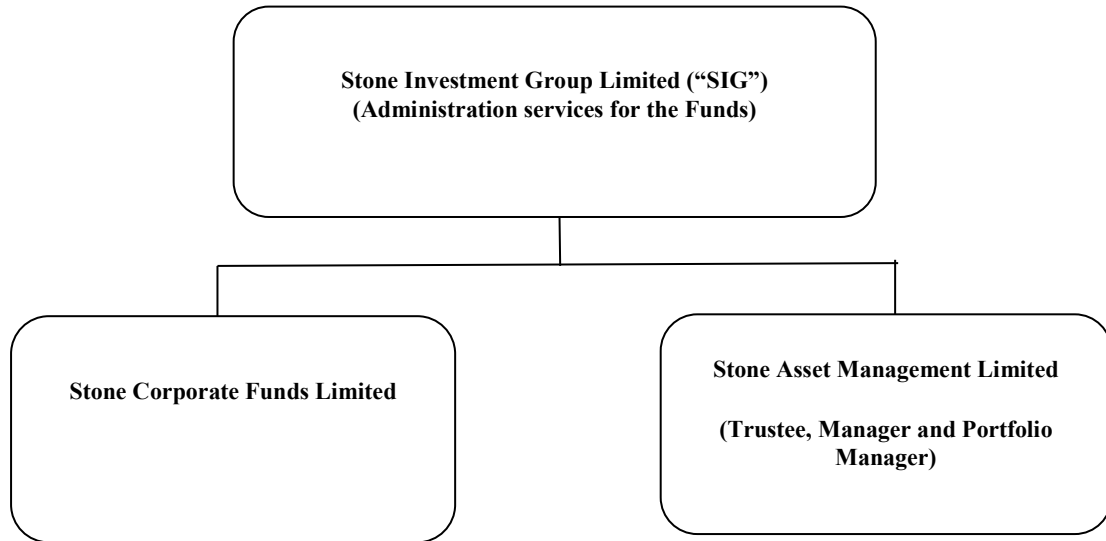
Stone Asset Management Limited is the Manager of the Funds.

Stone Asset Management Limited is a wholly-owned subsidiary of Stone Investment Group Limited.

As of May 31, 2022: (a) the directors and senior officers of Stone Corporate Funds Limited, as a group, beneficially owned, directly or indirectly, 13,079,808 voting shares of Stone Investment Group Limited, representing 52.26% of the voting shares of Stone Investment Group Limited; (b) Richard Stone, beneficially owned, directly or indirectly, 11,352,309 voting shares of Stone Investment Group Limited, representing 45.36% of the voting shares of Stone Investment Group Limited; (c) the directors and senior officers of Stone Investment Group Limited, as a group, beneficially owned, directly or indirectly, 13,079,808 voting shares of Stone Investment Group Limited, representing 52.33 % of the voting shares of Stone Investment Group Limited; and (d) the IRC members, as a group, did not beneficially own, directly or indirectly any voting shares of Stone Investment Group Limited, Stone Corporate Funds Limited.

## Affiliated Entities

The relationship between the Manager and certain of its affiliates that provide services to the Funds or to the Manager in relation to the Funds' operations is set forth below:



The Manager and Stone Corporate Funds Limited are both wholly-owned subsidiaries of SIG. Stone Corporate Funds Limited has special share classes for the Dividend Growth Class which is an existing corporate class fund belonging to the Stone Funds group.

Fees payable by the Funds to Stone Asset Management Limited are disclosed in the Funds' annual financial statements.

The following individuals hold the positions indicated below of the Manager and of Stone Investment Group Limited as previously referenced in various tables:

- Richard G. Stone is President and Chief Executive Officer of the Manager and SIG and a director of both.
- James A. Elliott is Chief Financial Officer of the Manager and SIG and a director of the Manager.
- Ragen Mangal is Vice President Finance and a director of the Manager and Vice President of SIG.
- Jacques Boulet is a director of SIG.
- Mark Lerohl is a director of SIG.

Please see the discussion of the Starlight Transaction under *Stone Investment Group Limited and Proposed Starlight Transaction* for a description of the changes that will result assuming the Starlight Transaction closes.

## FUND GOVERNANCE

As trustee of the Trust Funds, the Manager is responsible for fund governance of the Trust Funds.

Stone Corporate Funds Limited has a board of directors comprising three directors, none of whom is independent of the Manager.

### Independent Review Committee

An independent review committee (“IRC”) has been established pursuant to the requirements set out in National Instrument 81-107 – *Independent Review Committee for Investment Funds* (“NI 81-107”).

The mandate of the IRC as required under NI 81-107 is as follows:

- (a) review conflict of interest matters, including any related policies and procedures referred to it by the Manager and make recommendations to the Manager regarding whether the proposed action of the Manager in respect of the conflict of interest matter achieves a fair and reasonable result for the funds;
- (b) consider and approve, if deemed appropriate, the Manager’s proposed action on a conflict of interest matter that the Manager refers to the IRC for approval; and
- (c) perform such other duties, recommendations and approvals as may be permitted of the IRC under applicable securities laws.

Pursuant to NI 81-107, the former members of the IRC in respect of the Funds managed by Marquest prior to the Stone Transaction (David Scollard, D. R. Heimler and Bruce Friesen) ceased to be members of the IRC on the change of manager resulting from the Stone Transaction. Upon the closing of the Stone Transaction, the IRC was re-constituted and was comprised of John Anderson (Chair), David Crowe and Ross MacKinnon. John Anderson’s term as a member of the IRC expired on April 30, 2019 and was not renewed. The two remaining incumbents, Ross MacKinnon (Chair) and David Crowe approved the appointment of Ronald Riley to fill the vacancy of John Anderson.

**Ross MacKinnon** (Chair) (retired) was Director, of Financial Markets with the Bank of Canada from February 2000 until February 2009. He began employment with Nesbitt Burns in February 1985 and held the position of Senior Vice President and Director from September 1987 until June 1999. Mr. MacKinnon received an Honours Business Administration degree from the University of Western Ontario in 1972. Mr. MacKinnon has served as Chair of the IRC of the Stone Funds since 2011, and also serves on the IRC of the Arrowhedge group of funds.

**Ronald Riley** (retired) was a former senior officer of Canadian Pacific Ltd., a former owner and CEO of Calvin Bullock Ltd., Chateau Insurance Company, and subsequently held the positions of Vice President and Investment Advisor with National Bank Financial. He most recently served in excess of five years as a member of the Independent Review Committee for the Exemplar funds, distributed by Arrow Capital Management. He earned a Masters of Business Administration from the Wharton School, University of Pennsylvania, and a Bachelor of Engineering (Mech) from McGill University.

**David Crowe** is an independent life insurance agent specializing in employee benefit plans and individual insurance products. He began employment with Midland Doherty in 1979. In 1988 he entered the life insurance industry and was involved in agency management with Mutual Life of Canada and became an independent broker in 1992. Mr. Crowe has a BA (Hon) in economics from McMaster University.

On an annual basis, the IRC reviews the Manager's Policy for Conflict of Interest Matters that arise between the Manager's own interests and the Manager's duty to manage the Funds in the best interest of the Funds. The compensation and other reasonable expenses of the IRC, as well as the other reasonable costs of complying with NI 81-107, are paid out of the assets of the Funds as well as out of the assets of the other investment funds for which the IRC acts. The Funds and the Manager currently indemnify the members of the IRC against liability in the performance of their duties. Such expenses are also paid out of the assets of the Funds. None of the members of the IRC is an employee, director, or officer of the Manager, or an associate or affiliate of Stone Investment Group Limited or the Manager or, to our knowledge, any Portfolio Sub-Advisor.

Although your prior approval will not be sought, you will be given at least 60 days' written notice before any changes are made to the Funds' auditor or before any reorganization with, or transfers of assets to another mutual fund managed by Stone Asset Management Limited or its affiliate are made by the Funds, provided the IRC of the Funds has approved such changes and in the latter case, the reorganizations or transfers comply with certain criteria described in the applicable legislation.

Assuming the closing of the Starlight Transaction, the current members of the IRC will cease to be members of the IRC by operation of law, and the Manager will appoint the following individuals as members of the IRC, all of whom also act as members of the IRC for the investment funds managed by Starlight, being Merri Jones, Heather-Anne Irwin and Paul Spagnolo.

### **Policies and Procedures**

We have policies in place relating to business practices, personal investing, conflicts of interest and sales practices. The Manager has a Personal Investing Policy, a Code of Business Conduct and Ethics, and a Conflict of Interest Matters Policy. Each of these policies establishes rules of conduct designed to ensure the fair treatment of the Funds and the Funds' securityholders and to ensure that the interests of the Funds and their securityholders are placed above personal interests of employees, officers and directors and each of its affiliates. Our principals meet regularly to review the investment policies of the Funds with respect to regulatory issues, risk management controls, internal conflicts of interest and general business practices relating to the operations of the Funds. In addition, the Manager has developed policies and procedures designed to ensure compliance with the rules set out in National Instrument 81-105 – *Mutual Fund Sales Practices* regarding sales practices.

If a Fund, for the purposes of this paragraph only, the "Top Fund", holds securities of another Fund (for the purposes of this paragraph only, the "Underlying Fund"), the Top Fund will generally not vote any of the securities of the Underlying Fund. The Manager may arrange for the beneficial holders of the Top Fund to vote all of the Underlying Fund's securities depending on the materiality of the issue which is the subject of the vote.

### **Derivatives Policy**

Each of the Funds 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. The Funds will only use derivatives as permitted by securities regulations. When a Fund uses derivatives for purposes other than hedging, it holds sufficient cash or money market instruments to fully cover its positions.

The Manager maintains written policies and procedures relating to the use of such derivatives. These policies and procedures are reviewed annually by one or more officers designated by senior management

of the Manager. The board of directors of the Manager is responsible for overseeing the risk management process. The decision of whether to use derivatives is made by the Portfolio Manager or the sub-advisor for each Fund. The Manager has investment policy statements for each of the Funds that specify the type of derivative that is permitted to be used by each Fund, and the goals and objectives of using derivatives for the Fund. The investment policy statements also specify that any use of derivatives must be in accordance with securities legislation. The Manager requires each Portfolio Manager and the sub-advisor to have in place policies and procedures to manage the risks associated with derivatives. Risk measurement procedures or simulations are not used to test the Funds under stress conditions.

### **Policies Regarding Securities Lending and Repurchase and Reverse Repurchase Transactions**

The Funds may enter into repurchase and reverse repurchase transactions and securities lending transactions only as permitted under securities law and after giving investors 60 days' prior written notice. The Custodian or a sub-custodian will act as agent for the Funds in administering repurchase and 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. In the event that such investor notice has been provided and the Funds may enter into in repurchase and reverse repurchase transactions and securities lending transactions the Manager will develop written policies and procedures in respect of reverse repurchase transactions and sets credit limits in an effort to control risk. Risk measurement procedures or simulations are not used to test the Funds under stress conditions.

### **Policies Related to Proxy Voting**

The Manager, in its role as Portfolio Manager, has the responsibility for proxy voting, on the Funds' behalf. The Portfolio Manager has adopted written proxy voting guidelines (the "Guidelines") to assist in voting proxies received by a Fund.

Proxy voting will be conducted in a manner consistent with the best interest of the Funds' investors. The Portfolio Manager has adopted policies ("Policies") whereby the Portfolio Manager will generally vote in favour of routine management proposals. Non-routine proposals will generally be voted in accordance with the Guidelines. Non-routine proposals not covered by the Guidelines will be evaluated based on the facts and circumstances of each such proposal and an assessment of whether the proposal will likely enhance shareholder value. Where a proxy vote raises a conflict of interest, the proxy will be voted in a manner consistent with the Guidelines. While the Guidelines are intended to reflect the Portfolio Manager's general position on certain issues, the Portfolio Manager retains the discretion to depart from the Guidelines on any particular proxy vote depending upon the facts and circumstances.

The Policies are available on request, at no cost, by calling us toll-free at 1-800-336-9528 or by e-mail at [info@stoneco.com](mailto:info@stoneco.com) or by writing to us at 276 King Street West, Suite 203, Toronto, Ontario, M5V 1J2. A Fund's proxy voting record for the most recent annual period ended June 30 of each year is available free of charge to any investor of the Fund upon request at any time after August 31 of that year.

### **Policies Related to Short-Term Trading**

In general, the Funds are long-term investments. Some investors may seek to trade or switch frequently to try to take advantage of the difference between the Funds' NAV and the value of the Funds' portfolio holdings. This activity is sometimes referred to as "market timing". Frequent trading or switching in order to time the market can hurt the Funds' performance, affecting all investors in the Funds by forcing the Funds to keep cash or sell investments to meet redemptions. The Manager has adopted policies and procedures that include a policy for dealing with excessive short-term trading. The Manager's policies and procedures are designed to detect and deter market timing activity, including monitoring trading activity in

client accounts and, through this monitoring, imposing short term trading fees. See “*Short-Term Trading Fees*”.

## **FEES AND EXPENSES**

The annual management fees associated with each series of the Funds’ securities are more particularly described in the Simplified Prospectus for the Funds. The annual management fees are paid to the Manager from the Funds and are reflected in the annual audited financial statements of the Funds.

### **Management Fee Rebate or Distribution Programs**

There is currently no management fee rebate or distribution program in place whereby the Manager charges less than the annual management fee that we are otherwise entitled to charge in respect of each series of the Funds.

## **INCOME TAX CONSIDERATIONS**

This section describes the principal Canadian Federal income tax considerations under the Tax Act generally applicable, as at the date of this annual information form, for the Funds and for an investor who, for the purposes of the Tax Act, is an individual (other than a trust) and at all relevant times, is resident in Canada, deals at arm’s length and is not affiliated with the Funds, holds securities of the Funds as capital property and has not entered into a “derivative forward agreement” or a “synthetic disposition arrangement” (as defined in the Tax Act) in respect of the securities of the Funds.

This summary takes into account the current provisions of the Tax Act and the regulations thereunder, all proposals for specific amendments thereto that have been publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the “Tax Proposals”) and the current published administrative policies and assessing practices of the Canada Revenue Agency. Except for the Tax Proposals, this summary does not take into account or anticipate any other changes in law, whether by legislative, regulatory, administrative or judicial decision or action. There is no assurance that the Tax Proposals will be enacted as proposed or at all.

This summary assumes that each of the Trust Funds is, and will continue to qualify, at all material times as a “mutual fund trust” under the Tax Act. This summary also assumes that each of Stone Corporate Funds Limited is, and will continue to qualify, at all material times as a “mutual fund corporation” under the Tax Act.

This summary is also based on the assumption that none of the Trust Funds will at any time be a “SIFT trust” as defined in the Tax Act. Provided that the units of each Trust Fund are not listed or traded on a stock exchange or other public market then none of the Trust Funds should be a SIFT trust.

**This summary is not exhaustive of all possible federal income tax considerations and does not deal with provincial or foreign income tax considerations. Therefore, prospective investors are advised to consult with their own tax advisors about their particular circumstances.**

### **Trust Funds and Corporate Fund**

#### *Taxation of All Funds*

The Corporate Fund and each Trust Fund are required to compute their net income and net realized capital gains in Canadian dollars for the purposes of the Tax Act and may, as a consequence, realize foreign exchange gains or losses that will be taken into account in computing their income for tax purposes.

In general, the Corporate Fund and the Trust Funds will include gains and deduct losses on income account in connection with their derivative activities used for non-hedging purposes, and will recognize such gains and losses for tax purposes at the time they are realized. Subject to the application of the DFA Rules (as described below), where the Corporate Fund and the Trust Funds use derivatives to closely hedge gains or losses on underlying capital investments held by them, the Corporate Fund and the Trust Funds intend to treat these gains or losses on capital account.

The “derivative forward agreement” rules in the Tax Act (the “DFA Rules”) will generally not apply to derivatives used to closely hedge gains or losses due to currency fluctuations on underlying capital investments of the Corporate Fund or of the Trust Funds, as applicable. Hedging other than currency hedging on underlying capital investments that reduces tax by converting the return on investments that would have the character of ordinary income to capital gains through the use of derivative contracts will be treated by the DFA Rules as being on income account.

Provided that appropriate designations are made by the underlying issuer, taxable dividends and/or eligible dividends from taxable Canadian corporations paid by the issuer to the Corporate Fund or a Trust Fund will effectively retain their character in the hands of the Corporate Fund or the Trust Fund.

In certain circumstances, a net realized capital loss by the Corporate Fund or a Trust Fund may be denied or suspended and, therefore, may not be available to offset net realized capital gains. For example, a net realized capital loss by the Corporate Fund or a Trust Fund will be suspended if, during the period that begins 30 days before and ends 30 days after the date on which the net realized capital loss was realized, the Corporate Fund or a Trust Fund (or a person affiliated with the Corporate Fund or a Trust Fund for the purposes of the Tax Act) acquires a property that is, or is identical to, the particular property on which the loss was realized.

#### *Taxation of the Trust Funds*

The Trust Funds are registered investments under the Tax Act.

Each of the Trust Funds is subject to tax in each taxation year under Part I of the Tax Act on the amount of its income for the year, including net realized taxable capital gains, less the portion thereof that it claims in respect of the amount paid or payable to Unitholders in the year. Each of the Trust Funds intends to distribute to investors in each year sufficient of its net income and net realized capital gains such that it will not be liable for tax under Part I of the Tax Act (after taking into account applicable loss carry forwards and any capital gains refunds).

All of a Trust Fund’s deductible expenses, including expenses common to all series of the Trust Fund and management fees and other expenses specific to a particular series of the Trust Fund, will be taken into account in determining the income or loss of the Trust Fund as a whole and applicable taxes (if any) payable by the Trust Fund as a whole.

## *Taxation of the Corporate Fund*

Stone Corporate Funds Limited is a registered investment under the Tax Act.

Stone Corporate Funds Limited is generally liable for tax on its net income (excluding “taxable dividends” from “taxable Canadian corporations”, each as defined in the Tax Act), including net realized capital gains, at normal corporate tax rates applicable to a mutual fund corporation. Taxes payable by Stone Corporate Funds Limited, as applicable, on net realized capital gains will be refundable according to a formula when it redeems shares or pays capital gains dividends. It is the current practice of Stone Corporate Funds Limited to declare sufficient capital gains dividends to entitle it to a full refund of any taxes payable on net realized capital gains. Taxes payable by Stone Corporate Funds Limited, as applicable, on income from other sources (such as interest and foreign income) are not refundable. Due to deductible expenses and tax refunds available to Stone Corporate Funds Limited, as applicable, upon the payment of capital gains dividends and taxable dividends, Stone Corporate Funds Limited, as applicable, is not expected to have any material net income tax liability in any year.

Stone Corporate Funds Limited is generally subject to tax on taxable dividends received by it from “taxable Canadian corporations” (as defined in the Tax Act) under Part IV of the Tax Act, which tax is refundable when it pays taxable dividends to its shareholders.

Stone Corporate Funds Limited, like any other mutual fund corporation with a multi-class structure, must compute its earnings for tax purposes as a single entity. As a result, dividends paid to an investor in a Corporate Fund could differ from the dividends or distributions that would be paid to the investor if the investor invested in a mutual fund that made the same investments but did not have a multi-class corporate structure. For example, if a Corporate Fund has a net loss or net realized capital loss associated with it, that net loss or net realized capital loss may be applied to reduce the income and net realized capital gains of Stone Corporate Funds Limited, as applicable as a whole. This treatment will generally benefit investors in other Corporate Funds of Stone Corporate Funds Limited, as applicable, even if it reduces the amount of dividends that would otherwise be paid to them currently since the value of their shares in such other Corporate Funds should not be reduced. The amount of capital gains dividends paid by Stone Corporate Funds Limited, as applicable, on a class of shares will be affected by the level of redemptions from all Corporate Funds as well as accrued gains and losses of all Corporate Funds as a whole. Stone Corporate Funds Limited, as applicable, may have to dispose of some of its investments as a result of investors switching from one Corporate Fund to another Corporate Fund. Currently there is only one Corporate Fund offered by Stone Corporate Funds Limited.

The higher a Corporate Fund’s portfolio turnover rate in a year, the greater the chance Stone Corporate Funds Limited, as applicable, will generate capital gains and losses in the year.

The earnings and tax liability, if any, of Stone Corporate Funds Limited, as applicable, will be allocated to Stone Dividend Growth Class in the sole discretion of Stone Corporate Funds Limited, as applicable, acting reasonably.



## **Investors**

### *Taxable Investors in the Trust Funds*

An investor generally will be required to include in computing income for tax purposes for a year the net income and the taxable portion of the net realized capital gains of a Trust Fund paid or payable, or deemed to be paid or payable, to the investor in that year by the Trust Fund and deduct by the Trust Fund in computing its income for tax purposes. An investor must include such amounts in income, whether they are reinvested in additional units of the Trust Fund or paid in cash.

Provided that the appropriate designations under the Tax Act are made by the Trust Funds, to the extent permitted under the Tax Act and the Canada revenue Agency's administrative practice, an investor will generally be entitled to treat amounts of taxable dividends received from taxable Canadian corporations, "eligible dividends" (as defined in the Tax Act), foreign source income and net taxable capital gains of a Trust Fund that are paid or payable to the investor as taxable dividends, eligible dividends, foreign source income and taxable capital gains, respectively, of the investor. The dividend gross-up and tax credit treatment normally applicable to taxable dividends paid by Canadian corporations will apply to such dividends. An enhanced dividend tax credit is available for certain eligible dividends paid by Canadian corporations. In addition, each Trust Fund may make designations in respect of its income and taxes, if any, from foreign sources so that, for the purpose of computing any foreign tax credit to an investor, the investor will be deemed to have paid as tax to the government of a foreign country that portion of the taxes paid by the Trust Fund to that country that is equal to the investor's share of the Trust Fund's income from sources in that country. Investors will be advised each year of the composition of amounts distributed to them.

An investor must include in computing income for tax purposes the net income and the taxable portion of the net realized capital gains paid or payable, or deemed to be paid or payable, to the investor in the year by a Trust Fund, even if the income and capital gains accrued to the Trust Fund or were realized by the Trust Fund before the investor acquired the securities and even if such income and capital gains were reflected in the purchase price of the securities. Accordingly, investors who purchase just before a distribution date, including distributions at year-end, may be required to include in their income amounts distributed from the Trust Fund, even though these amounts were earned by the Trust Fund before the investor purchased the units and were included in the price of the units.

To the extent that distributions to an investor by a Trust Fund in any year exceed the investor's share of the Trust Fund's net income and net realized capital gains allocated to the investor for the year, such excess distributions (except to the extent they are proceeds of disposition) will be a return of capital and will not be taxable in the hands of the investor, but will reduce the adjusted cost base of the investor's units of the Trust Fund. Where reductions to an investor's adjusted cost base of units would result in the adjusted cost base becoming a negative amount, such amount will be treated as a capital gain realized by the investor and the investor's adjusted cost base of such units will be nil.

The switch of securities of one Series of a Trust Fund to securities of a different Series of the same Trust Fund will generally not be considered a disposition for tax purposes and accordingly, you will realize neither a gain nor a loss as a result of the switch. The investor's cost of securities of the Trust Fund acquired on the switch will be the same as the adjusted cost base of the Series of securities of the Trust Fund switched immediately before the switch. The cost of such securities must be averaged with the adjusted cost base of other securities of such Series of the Trust Fund owned by the investor.

The redemption of securities of the Trust Fund in order to satisfy the switch fee payable by an investor will be a disposition for tax purposes of such securities to the investor and will give rise to a capital gain (or capital loss) equal to the amount by which the proceeds of disposition of such securities exceed (or are exceeded by) the aggregate of the adjusted cost base of such securities and any reasonable costs of disposition.

In certain situations, where you dispose of securities of a Trust Fund and would otherwise realize a capital loss, the loss may be denied. This may occur if you, your spouse or another person affiliated with you (including a corporation controlled by you) has acquired securities of the same Series of the Trust Fund within 30 days before or after you disposed of your securities, which are considered to be “substituted property”. In these circumstances, your capital loss may be deemed to be a “superficial loss” and denied. The amount of the denied capital loss will be added to the adjusted cost base of the owner of the securities that are substituted property.

#### *Taxable Investors in the Corporate Funds*

Taxable dividends and /or eligible dividends (but not capital gains dividends) paid by Stone Corporate Funds Limited, as applicable, whether received in cash or reinvested in additional securities by an investor, will be included in computing the investor's income. The dividend gross-up and tax credit treatment normally applicable to taxable dividends paid by Canadian corporations will apply to such dividends. An enhanced gross-up and dividend tax credit is available for certain eligible dividends paid by Stone Corporate Funds Limited.

Capital gains dividends received in a taxation year by an investor, whether received in cash or reinvested in additional securities will be treated as realized capital gains in the hands of investors and will be subject to the general rules relating to the taxation of capital gains, which are described further below.

Investors may also receive distributions from Stone Corporate Funds Limited, as applicable, as a return of capital with respect to the Corporate Fund. A return of capital made to a shareholder is generally not immediately taxable in the shareholder's hands, but will reduce the shareholder's adjusted cost base of the shares of the Corporate Fund. Where reductions to a shareholder's adjusted cost base of shares would result in the adjusted cost base becoming a negative amount, such amount will be treated as a capital gain realized by the shareholder and the shareholder's adjusted cost base of such shares will then be nil.

Investors who purchase shares of the Corporate Fund may receive taxable dividends or capital gains dividends that relate to income, realized capital gains, or accrued but unrealized capital gains that are in the Corporate Fund at the time the shares are purchased, and that were included in the price of the shares.

In certain situations, where you dispose of securities of a Corporate Fund and would otherwise realize a capital loss, the loss may be denied. This may occur if you, your spouse or another person affiliated with you (including a corporation controlled by you) has acquired securities of the same Series of the Corporate Fund within 30 days before or after you disposed of your securities, which are considered to be “substituted property”. In these circumstances, your capital loss may be deemed to be a “superficial loss” and denied.

The amount of the denied capital loss will be added to the adjusted cost base of the owner of the securities that are substituted property.

In certain other situations, where you receive dividends and would otherwise realize a capital or non-capital loss, you must reduce any loss realized by the amount of the dividends received. This generally relates to deductible or non-taxable dividends. The loss would be reduced unless you owned the securities of Stone Corporate Funds Limited for at least 365 days before sustaining the loss and you, alone or with persons not dealing at arm's length with you, did not own more than 5% of any Series of a class of Stone Corporate Funds Limited at the time the dividend was received.

#### *Taxable Investors in all Funds*

Upon the actual or deemed disposition of a security of a Fund, including on a redemption of a security by a Fund, on a switch of securities between the Funds and on a conversion between Classes within the Corporate Fund, a capital gain (or a capital loss) will generally be realized to the extent that the proceeds of disposition of the security of the Fund exceed (or are exceeded by) the aggregate of the adjusted cost base to the investor of the security and any reasonable costs of disposition. Investors of a Fund must calculate the adjusted cost base separately for securities of each Series of a Fund owned by them.

A change of securities of a Series of a Trust Fund into securities of a different Series of the same Trust Fund or a switch between a Series of the same class of Corporate Fund should not, in itself, result in a disposition for tax purposes of the securities being changed. The cost of the securities received will be equal to the adjusted cost base of the securities that were changed.

One-half of any capital gain (a "taxable capital gain") realized by an investor in a taxation year on a disposition of a security of a Fund will generally be included in the investor's income for that year. One-half of any capital loss (an "allowable capital loss") sustained by an investor in a taxation year on the disposition of a security of a Fund must generally be deducted against taxable capital gains realized by the investors in that year. Allowable capital losses in excess of taxable capital gains may be carried back and deducted against net taxable capital gains realized in the three preceding taxation years or carried forward and deducted against net taxable capital gains realized in subsequent taxation years, to the extent and under the circumstances described in the Tax Act.

#### *Alternative Minimum Tax*

Capital gains and dividends from taxable Canadian corporations may result in a liability for alternative minimum tax under the Tax Act.

#### *Registered Plans*

In general, the amount of distributions or dividends paid or payable to a Registered Plan from a Fund will not be taxable under the Tax Act. In addition, gains from redeeming or otherwise disposing of securities will not be taxable under the Tax Act until they are withdrawn from the Registered Plan. However, withdrawals from TFSA, and certain permitted withdrawals from trusts governed by RESP and RDSP, are

not subject to tax. All distributions and dividends, received by a Registered Plan from a Fund are automatically reinvested in additional securities of the same Fund.

Provided that each of the Trust Funds is, at all relevant times, a “registered investment” or a “mutual fund trust” for the purpose of the Tax Act, and Stone Corporate Funds Limited, is, at all relevant times, a “registered investment” or a “mutual fund corporation” for the purpose of the Tax Act, securities of such Funds will be qualified investments for trusts governed by Registered Plans.

Notwithstanding the foregoing, if the securities of the Funds are a “prohibited investment” (as defined in the Tax Act) for an RRSP, RRIF, RESP, RDSP or TFSA, the annuitant of the RRSP or RRIF, the holder of the RDSP or TFSA or subscriber of the RESP, as the case may be, will be subject to a penalty tax as set out in the Tax Act. Investors should consult their own tax advisors as to whether securities of a Fund are or may become a prohibited investment under the Tax Act for their RRSP, RRIF, RDSP, RESP or TFSA in their particular circumstances.

### **REMUNERATION OF DIRECTORS, OFFICERS AND TRUSTEES**

Stone Corporate Funds Limited has directors and officers; the Trust Funds have a trustee.

The officers and directors of the Manager receive no remuneration for services rendered in their capacity as an officer or director of the Manager from the Funds.

The officers and directors of the trustee of the Trust Funds, Stone Asset Management Limited received no remuneration for services rendered in their capacity as an officer or director of the Trustee from the Funds.

The members of the IRC receive an annual fee of \$15,000 plus expenses for serving on the IRC. In addition, the chairman of the IRC receives an annual fee of \$17,500 plus expenses for serving as chairman of the IRC. A portion of these fees are allocated to each individual fund, including the Funds, overseen by the IRC based primarily on each individual fund’s assets under management in relation to the total assets under management for all of the funds overseen by the IRC. For the year ended December 31, 2021, an aggregate amount of \$47,500 plus HST was paid to the IRC.

#### **Remuneration of Officers of Stone Corporate Funds Limited**

For the year ended December 31, 2021, no remuneration was paid or is payable by Stone Corporate Funds Limited to any officers and the corporation had no employees.

#### **Remuneration of Directors of Stone Corporate Funds Limited**

No remuneration was paid or is payable by Stone Corporate Funds Limited to directors of Stone Corporate Funds Limited during the fiscal year ended December 31, 2021.

#### **Remuneration of Trustee of the Trust Funds**

For the year ended December 31, 2021, no remuneration was paid or is payable by the Trust Funds to the trustee for such period.

## MATERIAL CONTRACTS

The material contracts of the Funds are:

- the management agreements among each of Stock Fund (now Growth Fund), Growth & Income Fund (now Global Balanced Fund), Global Growth Fund and EuroPlus Fund (now Global Sustainability), and Stone & Co. Limited (now Stone Asset Management Limited), as trustee of these Funds and Stone & Co. Limited (now Stone Asset Management Limited), as manager of these Funds, dated December 16, 1996,(February 23, 1995 for Stock Fund (now Growth Fund) and December 23, 1998 for Global Growth Fund), as amended, and assignment and assumption agreements dated November 26, 2010 whereby Stone & Co. Limited (now Stone Asset Management Limited) assigned such management agreements to Stone Asset Management Limited effective December 1, 2010;
- a management agreement between Stone & Co. Corporate Funds Limited (now Stone Corporate Funds Limited) and Stone & Co. Limited (now Stone Asset Management Limited) dated December 20, 2001, and an assignment and assumption agreement dated November 26, 2010 whereby Stone & Co. Limited (now Stone Asset Management Limited) assigned such management agreement to Stone Asset Management Limited effective December 1, 2010;
- custodianship agreements regarding each of the Funds with CIBC Mellon Trust;
- an investment management agreement among each of Stock Fund (now Growth Fund), Growth & Income Fund (now Global Balanced Fund), Global Growth Fund and EuroPlus Fund (now Global Sustainability Fund), and Stone Asset Management Limited and Stone & Co. Limited (now Stone Asset Management Limited) dated as of July 5, 2000, as amended; whereby Stone & Co. Limited (now Stone Asset Management Limited) assigned such an investment management agreement to Stone Asset Management Limited effective December 1, 2010;
- an investment management agreement between Stone & Co. Limited (now Stone Asset Management Limited) and Stone Asset Management Limited regarding Dividend Growth Class and Select Growth Class dated January 21, 2002, as amended; whereby Stone & Co. Limited (now Stone Asset Management Limited) assigned such an investment management agreement to Stone Asset Management Limited effective December 1, 2010;
- a sub-advisory agreement between Stone Asset Management Limited and Rathbone Unit Trust Management Limited, regarding Global Growth Fund dated July 5, 2010;
- an amended and restated sub-advisory agreement between Stone Asset Management Limited and Rathbone Unit Trust Management Limited, regarding EuroPlus Fund (now Global Sustainability Fund) dated July 5, 2010;
- a sub-advisory agreement between Stone Asset Management Limited and Aviva Investors Canada Inc., regarding Growth & Income Fund (now Global Balanced Fund) dated September 30, 2011; and
- in connection with the Stone Transaction, (a) the Declarations of Trust in respect of the Marquest Funds, as amended, and as assigned to Stone on December 6, 2018; (b) the Management Agreements concerning management of the Marquest Funds, as amended, and as assigned to Stone

on December 6, 2018; (c) the Custodial Agreement made with the custodian of the Funds' assets; and (d) the portfolio advisory and sub-advisory agreements in respect of the Marquest Funds. These contracts may be inspected during normal business hours at the office of the Manager.

These agreements and the Funds' declarations of trust or other constating documents (described above under "*Name, Formation and History of the Funds*") are available for inspection at the Toronto office of the Manager during normal business hours.

#### **LEGAL AND ADMINISTRATIVE PROCEEDINGS**

There are no legal or administrative proceedings material to the Funds, nor are there any such proceedings known to be contemplated, as of the date of this annual information form.

**CERTIFICATE OF  
STONE GROWTH FUND  
STONE DIVIDEND YIELD HOG FUND  
STONE COVERED CALL CANADIAN BANKS PLUS FUND  
STONE AMERICAN DIVIDEND GROWTH FUND  
STONE GLOBAL BALANCED FUND**

**STONE GLOBAL GROWTH FUND  
STONE GLOBAL SUSTAINABILITY FUND**

**MANAGER AND PROMOTER**

DATED: June 17, 2022

This annual information form, together with the 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 securities legislation of each province and territory of Canada and do not contain any misrepresentations.

*Signed ("Richard G. Stone")*

Richard G. Stone  
Chief Executive Officer  
Stone Asset Management Limited

*Signed ("James A. Elliott")*

James A. Elliott  
Chief Financial Officer  
Stone Asset Management Limited

**ON BEHALF OF THE BOARD OF DIRECTORS OF  
STONE ASSET MANAGEMENT LIMITED AS MANAGER**

*Signed ("Ragen Mangal")*

Ragen Mangal  
Director  
Stone Asset Management Limited

**ON BEHALF OF STONE ASSET MANAGEMENT LIMITED AS PROMOTER**

*Signed ("Richard G. Stone")*

Richard G. Stone  
Director  
Stone Asset Management Limited

**CERTIFICATE OF  
STONE CORPORATE FUNDS LIMITED  
STONE DIVIDEND GROWTH CLASS**

**MANAGER AND PROMOTER**

DATED: June 17, 2022

This annual information form, together with the 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.

*Signed ("Richard G. Stone")*

Richard G. Stone  
Chief Executive Officer  
Stone Corporate Funds Limited

*Signed ("James A. Elliott")*

James A. Elliott  
Chief Financial Officer  
Stone Corporate Funds Limited

**ON BEHALF OF THE BOARD OF DIRECTORS OF  
STONE CORPORATE FUNDS LIMITED**

*Signed ("Jacques Boulet")*

Jacques Boulet  
Director  
Stone Corporate Funds Limited

**ON BEHALF OF STONE ASSET MANAGEMENT LIMITED AS MANAGER**

*Signed ("Richard G. Stone")*

Richard G. Stone  
Chief Executive Officer  
Stone Asset Management Limited

*Signed ("James A. Elliott")*

James A. Elliott  
Chief Financial Officer  
Stone Asset Management Limited

**ON BEHALF OF THE BOARD OF DIRECTORS OF  
STONE ASSET MANAGEMENT LIMITED AS MANAGER**

*Signed ("Ragen Mangal")*

Ragen Mangal  
Director  
Stone Asset Management Limited

**ON BEHALF OF STONE CORPORATE FUNDS LIMITED AS PROMOTER**

*Signed ("Richard G. Stone")*

Richard G. Stone  
Chief Executive Officer  
Stone Corporate Funds Limited



**†STONE DIVIDEND GROWTH CLASS**  
**STONE GROWTH FUND**  
**STONE DIVIDEND YIELD HOG FUND**  
**STONE COVERED CALL CANADIAN BANKS PLUS FUND**  
**STONE AMERICAN DIVIDEND GROWTH FUND**  
**STONE GLOBAL BALANCED FUND**  
**STONE GLOBAL GROWTH FUND**  
**STONE GLOBAL SUSTAINABILITY FUND**

† (Classes of Mutual Fund Shares of Stone Corporate Funds Limited)

- Additional information about the Funds is available in the Funds' simplified prospectus, Fund Facts, management reports of fund performance and financial statements.
- You can get a copy of these documents at no cost by calling toll-free 1-800-336-9528, from your dealer or by e-mail to [invest@stoneco.com](mailto:invest@stoneco.com).
- These documents and other information about the Funds, such as information circulars and material contracts, are also available at [www.stoneco.com](http://www.stoneco.com) or at [www.sedar.com](http://www.sedar.com).

Stone Asset Management Limited  
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