



**SIMPLIFIED PROSPECTUS**

*Offering Series A, Series F, Series I and Series D Units of*

**NINEPOINT SILVER BULLION FUND**

**April 26, 2019**

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

The Fund and the units of the Fund offered under this Simplified Prospectus are not registered with the United States Securities and Exchange Commission and they are sold in the United States only in reliance upon exemptions from registration.

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## INTRODUCTION

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In this document, “we”, “us”, “our” or “the Manager”, refers to Ninepoint Partners LP, the manager, the trustee and portfolio manager to Ninepoint Silver Bullion Fund (the “Fund”).

All of our mutual funds, including all classes of shares of Ninepoint Corporate Class Inc. (the “Corporation”) and individual mutual fund trusts offered under separate simplified prospectuses, with the Fund offered herein, are collectively referred to as the “Ninepoint mutual funds”. A reference in this document to “you” refers to an investor who invests in the Fund. When you invest in the Fund or another Ninepoint mutual fund established as a trust, you are buying mutual fund trust units. When you invest in a Ninepoint mutual fund that is a separate class of shares of the Corporation (offered under separate simplified prospectuses), you are buying mutual fund shares in the Corporation. We refer to units and shares of the Ninepoint mutual funds, other than the Fund, collectively as “securities” in this Simplified Prospectus.

The Fund offers four series of units: Series A, Series F, Series I and Series D. Series A units are available to all investors. Series F units are designed for investors who participate in fee-based programs. Series I units are special purpose units generally available only to institutional investors or as determined by the Manager on a case-by-case basis. Generally, an investor in Series I units negotiates a separate fee that will be paid directly to the Manager by the investor. Series D units are available to investors who acquire units through a discount brokerage account or other account approved by us and whose dealer has entered into an agreement with us relating to the distribution of these units.

This document contains selected important information to help you make an informed investment decision and to help you understand your rights as an investor. This document contains information about the Fund and the risks of investing in mutual funds generally, as well as the names of the firms responsible for the management of the Fund. This document is divided into two parts:

- pages 1 to 12 contain general information applicable to the Fund; and
- pages 13 to 19 contain specific information about the Fund described in this document.

Additional information about the Fund is available in the following documents: Annual Information Form, the most recently filed Fund Facts, the most recently filed annual financial statements, any interim financial report of the Fund filed after those annual financial statements, the most recently filed annual management report of fund performance (“MRFP”) and any interim MRFP filed after that annual MRFP. These documents are incorporated by reference into this Simplified Prospectus, which means that they legally form part of this document just as if they were printed as part of this document. You may obtain copies of these documents, upon request, and at no charge, by calling toll free at 1-(866)-299-9906, or from your investment advisor directly, or via email at [invest@ninepoint.com](mailto:invest@ninepoint.com), or from our website at [www.ninepoint.com](http://www.ninepoint.com).

These documents and other information about the Fund are also available on the internet site of SEDAR (the System for Electronic Document Analysis and Retrieval) at [www.sedar.com](http://www.sedar.com).

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

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### **What is a Mutual Fund?**

A mutual fund is an investment vehicle that pools money of many individuals who have similar investment goals, and invests it in a variety of securities in an effort to achieve specific investment objectives over time. Individuals who contribute money become unitholders of the mutual fund. Where a mutual fund issues more than one series, unitholders share in the mutual fund's income, expenses and the gains and losses allocated to the unitholders' series generally in proportion to the units of that series they own. The value of an investment in a mutual fund is realized upon redeeming units held. Mutual funds are managed by professional money managers who invest on behalf of the whole group.

Mutual funds are available in many varieties that are designed to meet the differing needs of investors. A fund may own different types of investments such as stocks, bonds, cash, derivatives or any combination of these investments, depending upon its investment objectives.

### **What are the Risks of Investing in a Mutual Fund?**

Every individual has a different tolerance for risk. Some investors are more conservative than others. It is important to evaluate your personal tolerance for risk, as well as the amount of risk suitable for your financial goals and time horizon when making investment decisions. The risks associated with investing in a mutual fund depend on the assets and securities in which the mutual fund invests, based upon the mutual fund's particular objectives.

Investors should take into account that the value of these investments will change from day to day, reflecting changes in interest rates, exchange rates, economic conditions, market, and company news. As a result, the value of a mutual fund's units may go up or down, and the value of your investment in a mutual fund may be worth more or less upon redemption than when the units were first purchased.

The full amount of your original investment in the Fund is not guaranteed. Unlike bank accounts or GICs, mutual funds are not insured under the Canada Deposit Insurance Corporation or any other government deposit insurer.

Under exceptional circumstances, a mutual fund may suspend redemptions. Please see "Redemptions for all Series of Units" on page 5 for more information.

The description of the Fund provided later in this Simplified Prospectus provides details of the specific risks that apply to the Fund.

## **PURCHASES, SWITCHES, RECLASSIFICATIONS AND REDEMPTIONS**

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The Fund is permitted to issue an unlimited number of series of units and may issue an unlimited number of units of each series. The Fund has created Series A, Series F, Series I and Series D units.

Series A units: Available to all investors.

Series F units: Available to investors who participate in fee-based programs through their dealer and whose dealer has signed a Series F Agreement with us or the former manager of the Fund, investors for whom we do not incur distribution costs, or individual investors approved by us. You may only buy Series F units if we and your broker, dealer or advisor approve the order first.

Series I units: Available to institutional investors or to other investors on a case-by-case basis, all at the discretion of the Manager.

Series D units: Available to investors who acquire units through a discount brokerage account or other account approved by us and whose dealer has signed a Series D agreement with us relating to the distribution of these units. For investors investing through a discount broker, Series D units may be the most suitable series for you to own. If you hold units of the Fund other than Series D units and they are in a discount brokerage account, you should consider instructing your dealer to reclassify your units into Series D units.

Although the money which you and other investors pay to purchase units of any series of the Fund is tracked on a series-by-series basis in the Fund's administrative records, the assets of all the series of the Fund are combined in a single pool to create one portfolio for investment purposes.

The Fund is available in each of the provinces and territories of Canada. You may purchase, switch, reclassify or redeem units of the Fund by contacting your investment advisor. Your registered dealer is responsible to recommend the series most suitable for you. Ninepoint does not monitor the appropriateness of any series of the Fund for any investor and makes no determination as to the appropriateness of any series of the Fund for any investor, including investors who hold the Fund in a discount brokerage account.

The minimum initial investment in Series A, Series F and Series D units of the Fund is \$500. The minimum subsequent investment in Series A, Series F and Series D units of the Fund is \$25. These minimum investment amounts may be adjusted or waived in the absolute discretion of the Manager. You must include payment with your purchase order.

Purchase orders which are deposited with a dealer will be forwarded by the dealer to RBC Investor Services Trust (the "Recordkeeper") on the same day on which the purchase order is received, or if received after 4:00 p.m. (Eastern time), on the next business day. The dealer must send an investor's purchase order by courier, priority post or telecommunications facility *without charge to the investor*.

We have the right to accept or reject any purchase order, but must make a decision to reject an order within one business day after receiving the order. The payment received with a rejected order will be refunded immediately.

No certificates are issued for units purchased, but an investor receives, following each purchase of units, a written statement indicating all relevant details of the purchase transaction, including the dollar amount of the purchase order, the net asset value per unit applied to the purchase order and the number of units purchased.

The purchase, switch, reclassification or redemption price of a unit of the Fund is the net asset value per unit of a series prevailing at the time of purchase, switch, reclassification or redemption. The net asset value per unit (or unit price) for each series of units of the Fund is based on the value of the series' proportionate share of the net assets of the Fund, less the proportionate share of the common expenses allocated to that series and less any expenses attributable to that series, divided by the total number of units of that series outstanding. The unit price of the Fund is calculated at the end of each business day.

All requests for any purchases, switches, reclassifications or redemptions of the applicable series of units of the Fund must be received by the Recordkeeper prior to 4:00 p.m. (Eastern time) on a regular business day in Toronto in order to receive that business day's unit price for that series, which is calculated as of the close of business on that day. If your request is received after 4:00 p.m. (Eastern time) or on a day that is not a regular business day in Toronto, the unit price applied to your request will be determined at the close of business on the following regular business day in Toronto. You and your advisor are responsible for the completeness and accuracy of your order. Orders will only be processed if complete.

Your dealer may seek reimbursement from you for any of its losses caused by you in connection with a failed settlement of either a purchase or redemption of the applicable series of units of the Fund where such dealer has the contractual right to do so.

The Fund is valued in Canadian dollars and can be purchased in Canadian dollars. Further information on the calculation of the net asset value of the Fund is described in the Fund's Annual Information Form. Please see page 1 to find out how to obtain a copy.

You may also use U.S. dollars to purchase units of the Fund (the "U.S. Dollar Option"). Under this option, the series net asset value per unit is calculated by converting the Canadian dollar series net asset value per unit to the U.S. dollar equivalent based on the exchange rate at the time the net asset value is calculated. Similarly, any distributions made on units purchased under the U.S. Dollar Option are determined in Canadian dollars and paid out in U.S. dollars using the exchange rate at the time of the distribution. The exchange rate used for such conversions is the

rate of exchange established using customary banking sources. The U.S. Dollar Option is offered as a convenience for purchasing units of the Fund with U.S. dollars. It does not act as a currency hedge or protect against losses caused by changes in the exchange rates between the Canadian and U.S. dollars. There is no difference in the performance return of the Fund.

Please note that for units that are purchased, redeemed, switched or reclassified through registered dealers approved by us, investors may be required to pay different fees and expenses. Please see “Fees and Expenses” on page 7 and “Dealer Compensation” on page 9.

#### **Purchases of Series A Units**

Series A units of the Fund are available to all investors under the Initial Sales Charge Option. Under the Initial Sales Charge Option, investors may pay a fee between 0% and 2.0% of the value of the units purchased to the dealer at the time of purchase. Please see “Fees and Expenses” on page 7 and “Dealer Compensation” on page 9.

#### **Purchases of Series F Units**

Series F units of the Fund are available to (i) investors who participate in fee-based programs with dealers who have signed a Series F Agreement with us or the former manager of the Fund, (ii) investors for whom we do not incur any distribution costs, or (iii) individual investors approved by us. In fee-based programs, instead of paying sales charges or other charges on the purchase or redemption of Series F units, investors pay their dealer ongoing fees for investment management or financial planning advice. We don't pay any sales commissions or trailer fees to dealers who sell Series F units.

If you cease to be eligible to hold Series F units of the Fund, we may reclassify your Series F units into Series A units of the Fund under the Initial Sales Charge Option, after providing you with 5 days' notice, unless you notify us during the notice period and we agree that you are once again eligible to hold Series F units.

#### **Purchases of Series I Units**

Series I units of the Fund are available to institutional investors or to other investors on a case-by-case basis, all at our discretion. If you cease to be eligible to hold Series I units, we may reclassify your Series I units into Series A units of the Fund under the Initial Sales Charge Option, after providing you with 5 days' notice, unless you notify us during the notice period and we agree that you are once again eligible to hold Series I units.

#### **Purchases of Series D Units**

Series D units of the Fund are available to investors who acquire units through a discount brokerage account or other account approved by us and whose dealer has signed a Series D agreement with us relating to the distribution of these units.

If you cease to be eligible to hold Series D units of the Fund, we may reclassify your Series D units into Series A units of the same Fund under the Initial Sales Charge Option, after providing you with 5 days' notice, unless you notify us during the notice period and we agree that you are once again eligible to hold Series D units.

#### **Switches between Ninepoint mutual funds**

You may, at any time, switch all or part of your investment in a series of units of the Fund to securities of another Ninepoint mutual fund of the same series and the same purchase option, provided that the series of securities you wish to switch to is offered by that other Ninepoint mutual fund and if your investment was made under the U.S. Dollar Option, the series of securities you wish to switch to is also available under the U.S. Dollar Option. Switches under the U.S. Dollar Option will be processed in U.S. dollars. You may request a switch of your series of units by contacting your registered broker or dealer.

A switch is a redemption of units of the Fund and a purchase of securities of another Ninepoint mutual fund, resulting in a taxable disposition of the units switched. Accordingly, you will realize a capital gain or loss on the switch transaction. Please see “Income Tax Considerations for Investors” on page 10.

When you switch units of any series of the Fund, your registered dealer may charge you a switch fee of up to 2.0% of the net asset value of the units switched. This fee is negotiated with and paid to your dealer.

Upon a switch of your series of units, the number of securities you hold will change since each series of securities of a Ninepoint mutual fund has a different security price.

#### **Reclassification between Series of the Fund**

You may, at any time, reclassify all or part of your investment in one series of the Fund to another series of the Fund, provided that you are eligible to invest in the series of units into which you are reclassifying and, for securities of the Fund purchased under the U.S. Dollar Option, you reclassify your investment to another series of the Fund under the U.S. Dollar Option. Reclassifications under the U.S. Dollar Option will be processed in U.S. dollars. If you wish to reclassify all or part of your investment in Series F or Series D units of the Fund into Series A units of the Fund, your Series A units of the Fund will be reclassified through your dealer under the Initial Sales Charge Option. A reclassification between series of units of the Fund will not be considered a disposition for tax purposes and, accordingly, you will not realize a capital gain or loss. Please see "Income Tax Considerations for Investors" on page 10. You may request a reclassification of your series of units by contacting your registered broker or dealer.

When you reclassify units of any series of the Fund, your registered dealer may charge you a fee of up to 2.0% of the net asset value of the units reclassified. This fee is negotiated with and paid to your dealer.

Upon a reclassification of your series of units, the number of units you hold will change since each series of units of the Fund has a different unit price. If you cease to satisfy the criteria for holding Series F, Series I or Series D units of the Fund, such series of units held by you will be reclassified as Series A units of the Fund under the Initial Sales Charge Option, after we provide you with 5 days' notice, unless you notify us during the notice period and we agree that you are once again eligible to hold Series F, Series I or Series D units.

#### **Redemptions for all Series of Units**

You may redeem your units of the Fund by completing a redemption request and depositing it with your registered dealer approved by us. We may require that an investor's signature on any redemption request be guaranteed by a bank, trust company, credit union or otherwise to our satisfaction. A redemption request received by the Recordkeeper before 4:00 p.m. (Eastern time) on a regular business day will receive the net asset value per unit for the applicable series of units established as of the close of business on that day. A redemption request received by the Recordkeeper after 4:00 p.m. (Eastern time) or on a day which is not a regular business day in Toronto, Ontario will receive the net asset value per unit for the applicable series of units established as of the close of business on the next regular business day. A dealer which receives a redemption request is required to transmit the redemption request to the Recordkeeper *without charge to the investor* and where practicable, by courier, priority post or telecommunications facility. The redemption payments will be made in Canadian dollars except for redemptions of units of the Fund purchased under the U.S. Dollar Option. Under the U.S. Dollar Option, payments of redemptions will be made in U.S. dollars.

**The Recordkeeper will pay redemption proceeds within two business days after the receipt of your order, provided the written request for redemption submitted to your registered dealer is complete and your registered dealer has provided correct settlement instructions to the Recordkeeper.**

We have the right, upon 30 days' written notice to the investor, to redeem Series A, Series F, Series I and Series D units owned by an investor if the value of those units is less than \$500. An investor may prevent the automatic redemption by purchasing additional units to increase the value of the units to an amount equal to or greater than \$500 before the end of the 30-day notice period.

Under extraordinary circumstances, the rights of investors to redeem units of the Fund may be suspended. This would most likely occur if normal trading is suspended in the market, within or outside Canada, which represents more than 50% by value, or underlying market exposure, of the total assets of the Fund (without any allowance for liabilities) and if the assets of the Fund cannot be traded in any other market that represents a reasonably practical alternative for the Fund. The Manager may also suspend the redemption of units of the Fund with the consent of any securities commission or regulatory body having jurisdiction.

#### **Short-Term Trading**

Short-term trading in units of the Fund can have an adverse effect on the Fund. Such trading can increase brokerage and other administrative costs of the Fund and interfere with our long-term investment decisions.

We have adopted certain restrictions to deter short-term trading. For example, we may restrict your purchases if you engage in such short-term trading. Our restrictions also include charging a fee of up to 1.0% of the net asset value of the units of the Fund that are redeemed or switched within 20 days of purchasing or switching them.<sup>1</sup> In addition, if we detect excessive trading of your units in a Fund within 90 days of purchasing or switching them, we reserve the right to charge an additional 3% of the net asset value of the units. These fees are payable to the Fund.

The short-term trading fee will not be charged:

- (i) for a redemption of units acquired through automatic reinvestment of all distributions of net income or capital gains by the Fund;
- (ii) for a redemption of units in connection with a failed settlement of a purchase of units;
- (iii) as a result of reclassifying units of the Fund from one series into another series of the Fund;
- (iv) for a redemption of units by another investment fund or investment product approved by us;
- (v) for a redemption of units as a result of regular payments made from registered retirement income funds and locked-in retirement income funds; or
- (vi) in the absolute discretion of the Manager.

For purposes of the short-term trading fee, units will be considered to be redeemed on a first-in first-out basis.

While these restrictions and our monitoring attempt to deter short-term trading, we cannot ensure that such trading will be completely eliminated.

Please see “Short-Term Trading Fee” under “Fees and Expenses Payable Directly by You” on page 8.

## **OPTIONAL SERVICES**

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Making regular investments through our pre-authorized chequing plan or our dollar cost averaging plan can reduce the cost of investing, through a technique called dollar cost averaging. Investing equal amounts of money at regular intervals on an ongoing basis ensures that an investor buys fewer units when prices are high and more units when prices are low. Over time, this can mean a lower average cost per unit than by making one lump sum purchase.

### **Pre-authorized Chequing Plan**

Each series of the Fund offers an automatic investment plan to allow investors to make regular bi-weekly, monthly, quarterly, semi-annual or annual purchases of units. The minimum initial investment in the Fund is \$500 and the minimum amount of each subsequent bi-weekly, monthly, quarterly, semi-annual or annual purchase is \$25. An investor may change the dollar amount of his or her investment, the frequency of payment or discontinue the plan by giving prior written notice to his or her registered dealer.

### **Dollar Cost Averaging Services**

Ninepoint High Interest Savings Fund offers a dollar cost averaging service to allow investors to make regular automatic switches to other Ninepoint funds. Under this service, the investor invests a lump sum into Ninepoint High Interest Savings Fund. A fixed amount of the lump sum will automatically switch on a biweekly, monthly, semi-annual or annual basis over a one-year period into any number of Ninepoint funds pre-selected by the investor, including the Fund.

### **Registered Tax Plans**

Units of the Fund are qualified investments under the *Income Tax Act* (Canada) (the “Tax Act”) for registered tax plans (as defined below). We offer registered retirement savings plans (RRSPs), registered retirement income funds

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<sup>1</sup> Prior to June 30, 2019, the short-term trading fee will not be charged as a result of switching between Ninepoint mutual funds.

(RRIFs), life income funds, locked-in retirement income funds (LRIFs), locked-in retirement accounts and tax-free savings accounts (TFSAs). Annuitants of RRSPs and RRIFs, holders of TFSAs and registered disability savings plans and subscribers of registered education savings plans should consult with their tax advisors as to whether units of the Fund would be prohibited investments under the Tax Act in their particular circumstances. Investors should consult their tax advisors for full particulars of the tax implications of establishing, amending and terminating registered tax plans.

## **FEES AND EXPENSES**

This table lists the fees and expenses that you may have to pay if you invest in the Fund. You may have to pay some of these fees and expenses directly. The Fund may have to pay some of these fees and expenses, and as a result will reduce the value of your investment in the Fund. Your approval will be obtained if: (i) any change is made in the basis of calculation of a fee or expense charged to the Fund or a series of the Fund, or directly to you by us or the Fund in connection with the holding of units of the Fund, in a way that could result in an increase in charges to the Fund or the series of the Fund or you; or (ii) a fee or expense is introduced which is charged to the Fund or a series of the Fund, or directly to you by us or the Fund in connection with the holding of units of the Fund, that could result in an increase in charges to the Fund, a series or you. However, in each case, if the change is a result of a change made by a third party at arm's length to the Fund or if applicable securities laws do not require the approval of investors to be obtained, we will not obtain your approval before making the change. If required under applicable securities laws, we will send you a written notice at least 60 days before the effective date of the change.

| <b>Fees and Expenses Payable by the Fund</b> |  |
|--|--|
| <b>Management Fees</b>                       | <p>The Fund pays the Manager an annual management fee as set out on page 15. Management fees are unique to each series of the Fund, and are subject to applicable taxes including HST. The management fee is calculated and accrued daily and is paid on the last day of each month based on the daily net asset value of the series of the Fund. The management fee for Series I units of the Fund is negotiated by the investor and paid directly by the investor, and would not exceed the management fee payable on Series A units of the Fund.</p> <p>The Manager provides certain services to the Fund, including, but not limited to:</p> <ul style="list-style-type: none"> <li>• the day-to-day management of the Fund's business and affairs</li> <li>• directing the investment of the Fund's property</li> <li>• developing applicable investment policies, practices, fundamental investment objectives and investment strategies including any investment restrictions</li> <li>• receiving, accepting and rejecting subscriptions of units of the Fund and setting minimum initial and subsequent subscription amounts</li> <li>• offering units of the Fund for sale and determining the fees in connection with the distribution of units including sales commissions, redemption fees, distribution fees and transfer fees</li> <li>• authorizing all contractual arrangements relating to the Fund, including appointing the Fund's auditor, banker, recordkeeper, registrar, transfer agent and custodian</li> <li>• establishing general matters of policy and establishing committees and advisory boards</li> </ul> <p>To encourage large purchases in the Fund and to achieve effective management fees that are competitive for these investments, we may reduce the management fee payable by the Fund (a "management fee reduction") with respect to the units held by a particular investor. These fees may be reduced based on a number of factors including the number and value of units held by an investor (eg. generally \$5,000,000) purchased during a specified period negotiated with the investor. The amount of the reduction is negotiated with the investor.</p> <p>Investors who receive the benefit of a management fee reduction with the Manager will receive a proportionately larger distribution from the Fund (a "fee distribution") so that those</p> |

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|  | investors will receive the benefit of the lower fee. Fee distributions are paid first out of net income and net realized capital gains, and thereafter out of capital. All fee distributions are reinvested in additional units unless otherwise requested.   |
| <b>Operating Expenses</b>                        | <p>The Fund pays its own operating expenses, other than advertising costs and costs of dealer compensation programs, which are paid by the Manager.</p> <p>Operating expenses include, but are not limited to, brokerage commissions and fees (if applicable), taxes, audit and legal fees, member fees of the independent review committee of the Fund (the “IRC”), costs and fees in connection with the operation of the IRC (including the costs of holding meetings, insurance premiums for the IRC, and fees and expenses of any advisers engaged by the IRC), safekeeping, trustee and custodial fees, interest expenses, operating, administrative and systems costs (including overhead expenses of the Manager that are related to daily fund operating functions such as employee salaries, rent and utilities), investor servicing costs and costs of financial and other reports to investors, as well as prospectuses and fund facts. Operating expenses and other costs of the Fund are subject to applicable taxes including HST.</p> <p>Each Ninepoint investment fund, including the Fund, pays a proportionate share of the total compensation paid to the IRC each year and reimburses members of the IRC for expenses incurred by them in connection with their services as members of the IRC. Each member of the IRC, other than the Chairman, is paid, as compensation for his services, \$21,000 per annum. The Chairman is paid \$24,500 per annum.</p> |
| <b>Fees and Expenses Payable Directly by You</b> |   |
| <b>Sales Charges</b>                             | Under the Initial Sales Charge Option, a sales charge of 0-2.0% of the amount you invest may be charged if you purchase Series A units of the Fund. You can negotiate this amount with the dealer.  |
| <b>Switch Fees/ Reclassification Fees</b>        | A fee of 0-2.0% of the value of the units of the Fund you wish to switch or reclassify may be charged, as negotiated with your dealer.  |
| <b>Redemption Fees</b>                           | There are no redemption fees payable upon the redemption of units of the Fund (subject to a short-term trading fee, where applicable).  |
| <b>Short-Term Trading Fee</b>                    | We may impose a short-term trading fee payable by you to the Fund of up to 1.0% of the aggregate net asset value of the units redeemed or switched if such units are redeemed or switched within 20 days of their date of purchase or switch. In addition, if we detect excessive trading of your units in a Fund within 90 days of purchasing or switching them, we reserve the right to charge an additional 3% of the net asset value of the units. A short-term trading fee will not be charged (i) for a redemption of units acquired through automatic reinvestment of all distributions of net income or capital gains by the Fund; (ii) for a redemption of units in connection with a failed settlement of a purchase of units; (iii) as a result of reclassifying units of the Fund from one series into another series of the Fund; (iv) for a redemption of units by another investment fund or investment product approved by us; (v) for a redemption of units as a result of regular payments made from RRIFs and LRIFs; or (vi) in the absolute discretion of the Manager. For purposes of this short-term trading fee, units will be considered to be redeemed on a first-in first-out basis.  |
| <b>Pre-Authorized Chequing Plan</b>              | No fee is charged to open, close or administer an account.  |
| <b>Registered Tax Plan Fees</b>                  | No fee is charged to open, close or administer a Ninepoint registered tax plan. However, for other registered tax plans holding other investments in addition to units of the Fund, an annual trustee fee may apply. Please consult your advisor regarding this fee.  |

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| <b>Other Expenses</b> | No other charges apply. If applicable, you may be subject to fees and expenses by your dealer. |
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## **IMPACT OF SALES CHARGES**

The following table shows the amount of fees that you would have to pay under the Initial Sales Charge Option if you made an investment of \$1,000 in Series A units of the Fund, if you held that investment for one, three, five or ten years and redeemed immediately before the end of that period.

Sales charges may apply when you purchase Series A units. These fees can be negotiated between you and the dealer. There are no sales charges payable on Series F, Series I or Series D units of the Fund.

|   | At Time of Purchase | 1 Year | 3 Years | 5 Years | 10 Years |
|---|---------------------|--------|---------|---------|----------|
| Initial Sales Charge Option <sup>1</sup> (Series A) | \$20 <sup>2</sup>   | Nil    | Nil     | Nil     | Nil      |

<sup>1</sup> A short-term trading fee may be applicable if units of the Fund are redeemed or switched within a certain number of days of their date of purchase or switch. See “Short-Term Trading Fee” in the chart on page 8.

<sup>2</sup> Assumes the maximum initial sales charge of 2.0% for Series A units of the Fund for each \$1,000 of investment in the Fund. The actual amount of the initial sales charge will be negotiated by you and your dealer.

## **DEALER COMPENSATION**

Your dealer may receive two types of compensation – sales commissions and trailing commissions.

### **Sales Commissions**

For Series A units of the Fund purchased under the Initial Sales Charge Option, the dealer which distributes such units may charge you a sales commission of up to 2.0% (\$20 for each \$1,000 of investment) of the value of Series A units of the Fund you purchased.

There are no sales commissions payable to your dealer for Series F, Series I or Series D units of the Fund.

### **Trailing Commissions**

Trailing commissions are paid by the Manager to dealers (including discount brokers) from management fees and are not paid by the Fund directly. We may, at our discretion, negotiate, change the terms and conditions of, or discontinue the trailing commissions with dealers.

#### *Series A Units*

For Series A units of the Fund, a dealer that distributes units of the Fund may receive an annual trailing commission of up to 0.45% (up to \$4.50 for each \$1,000 of investment) of the value of Series A units of the Fund held by the dealer’s clients. Payments are calculated and paid monthly at the rate of up to 1/12 of 0.45% of the value of Series A units held in the Fund by the dealer’s clients.

#### *Series F Units*

There is no trailing commission payable to your dealer by us in respect of Series F units of the Fund. For Series F units of the Fund, you pay a fee to your dealer for investment advice and other services.

#### *Series I Units*

For Series I units of the Fund, a dealer that distributes such units may receive an annual trailing commission based on a rate that is negotiated by the Manager and the dealer, which is up to 0.45% (up to \$4.50 for each \$1,000 of investment) of the value of Series I units of the Fund held by the dealer’s clients.

### *Series D Units*

For Series D units of the Fund, a discount broker that distributes units of the Fund, may receive an annual trailing commission of up to 0.23% (up to \$2.30 for each \$1,000 of investment) of the value of Series D units of the Fund held by the discount broker's clients. Payments are calculated and paid monthly at the rate of up to 1/12 of 0.23% of the value of Series D units held in a Fund by the discount broker's clients.

### **Marketing support payments**

We may from time to time pay permitted marketing and educational expenses of dealers. These include paying up to 50% of the costs of sales communications and investor seminars, up to 100% of the registration costs for financial advisors to attend third party educational conferences or seminars and up to 10% of the costs for dealers to hold educational seminars and conferences for their financial advisors.

We also pay for materials we give to dealers to help support their sales efforts. These materials include reports and commentaries on securities, the markets and the Fund. All of these payments are in compliance with applicable securities laws and regulations and will be paid by us and not the Fund.

### **Equity Interests**

The general partner of Ninepoint Partners LP, the trustee, manager and portfolio manager of the Fund is Ninepoint Partners GP Inc.

Ninepoint Partners GP Inc. is a wholly-owned subsidiary of Ninepoint Financial Group Inc. Ninepoint Financial Group Inc. is the sole limited partner and owns 100% of the issued and outstanding voting securities of Ninepoint Partners LP. Ninepoint Financial Group Inc. is the sole limited partner and owns 100% of the issued and outstanding voting securities of Sightline Wealth Management LP (formerly SP Wealth LP).

Each of John Wilson and James Fox indirectly own 50% of all the issued and outstanding voting securities of Ninepoint Financial Group Inc.

James Fox is a dealing representative of Sightline Wealth Management LP.

### **DEALER COMPENSATION FROM MANAGEMENT FEES**

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During the financial year ended December 31, 2018, the total cash compensation paid (sales commissions, trailing commissions, and other kinds of dealer compensation such as marketing support payments) by us to dealers who distributed securities of the Ninepoint mutual funds represented approximately 30.6% in the aggregate of the total management fees of those Ninepoint mutual funds.

### **INCOME TAX CONSIDERATIONS FOR INVESTORS**

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This summary assumes that you are an individual (other than a trust) and that you are resident in Canada and hold units of the Fund as capital property for the purposes of the Tax Act. This summary is based on the current provisions of the Tax Act and the regulations thereunder, specific proposals to amend the Tax Act and regulations that have been publicly announced by the Minister of Finance (Canada) ("Minister") prior to the date hereof and the published administrative practices and policies of the Canada Revenue Agency ("CRA"). This summary is not exhaustive of all tax considerations and is not intended to constitute legal or tax advice to an investor. You should seek independent advice regarding the tax consequences of investing in units, based on your own particular circumstances. This summary assumes that the Fund currently qualifies and will continue to qualify as a mutual fund trust under the Tax Act effective at all material times.

### **For Units Held in a Registered Tax Plan**

If units of the Fund are held in an RRSP, RRIF, deferred profit sharing plan, registered education savings plan ("RESP"), registered disability savings plan ("RDSP") or TFSA (collectively, "registered tax plans"), distributions from the Fund and capital gains from a disposition of the units of the Fund are generally not subject to tax under the Tax Act until withdrawals are made from the registered tax plan (withdrawals from a TFSA are not subject to tax, and RESPs and RDSPs are subject to special rules).

**Contributions**

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

**For Units Not Held in a Registered Tax Plan**

If you hold units of the Fund outside of a registered tax plan, you must include in computing your income for tax purposes the amount of the net income and the taxable portion of the net realized capital gains paid or payable to you by the Fund in the year (including by way of a fee distribution), computed in Canadian dollars, whether you receive these distributions in cash or the amounts are reinvested in additional units. As the Fund intends to be a long-term passive holder of silver, and generally disposes its holdings in silver bullion only for the purpose of meeting redemption requests, the Fund treats gains or losses as a result of such dispositions in silver bullion as capital gains or losses, depending on the circumstances. CRA has expressed its opinion that gains (or losses) of mutual fund trusts resulting from transactions in commodities should generally be treated for tax purposes as ordinary income rather than as capital gains, although the treatment in each particular case remains a question of fact to be determined having regard to all the circumstances. To the extent that the Fund so designates under the Tax Act, distributions of income and net taxable capital gains, paid or payable to you by the Fund will effectively retain their character in your hands and be subject to the special tax treatment applicable to income of that character. To the extent that the distributions (including fee distributions) paid or payable to you by the Fund in a year exceed your share of the net income and net capital gains of the Fund allocated to you for the year, those distributions (except to the extent that they are proceeds of disposition) will be a return of capital and will not generally be taxable to you in the year of receipt but will reduce the adjusted cost base of your units in the Fund. You will be taxed on distributions of income and capital gains by the Fund, even if the income and capital gains accrued to the Fund or were realized by the Fund before you acquired the units and were reflected in the purchase price of the units. This may be of particular relevance to you if you purchase units late in a calendar year.

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

**Capital Gains and Losses When You Redeem Your Units**

If you dispose of your units, whether by switching to units of another mutual fund managed by us, redemption or otherwise, you will realize a capital gain (or a capital loss) to the extent that the proceeds of disposition, less any costs of disposition, are greater (or less) than the adjusted cost base of the units. The adjusted cost base of your units of a series is generally calculated by adding all your investments in that series (along with sales charges) and any reinvested distributions, and then subtracting any returns of capital and the adjusted cost base attributed to any previous redemptions. Generally, one-half of a capital gain must be included in your income as a taxable capital gain and one-half of a capital loss may be used to offset taxable capital gains in accordance with the provisions of the Tax Act. A reclassification of one series of units of the Fund into another series of units of the Fund will not, by itself, result in a disposition of the units being reclassified.

**Portfolio Turnover**

The Fund's portfolio turnover rate indicates how actively the Fund's investment advisor manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Fund buying and selling all of the securities in its portfolio once in the course of the year. The higher the Fund's portfolio turnover rate in a year, the greater the chance that you will receive a distribution from the Fund that must be included in computing your income for tax purposes for the year and the higher the trading costs of the Fund. These trading costs are an expense of the Fund and are paid out of the Fund's assets which may reduce returns. There is not necessarily a relationship between a high turnover rate and the performance of the Fund.

**WHAT ARE YOUR LEGAL RIGHTS?**

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Securities legislation in some provinces and territories gives you the right to withdraw from an agreement to buy mutual funds within two business days of receiving the Simplified Prospectus or Fund Facts, or to cancel your purchase within 48 hours of receiving confirmation of your order.

Securities legislation in some provinces and territories also allows you to cancel an agreement to buy mutual fund units and receive your money back, or to make a claim for damages, if the Simplified Prospectus, Annual

Information Form, Fund Facts or financial statements misrepresent any facts about the Fund. These rights must usually be exercised within certain time limits.

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

## **ADDITIONAL INFORMATION**

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### **Related Dealer Relief**

The Fund has obtained an exemption from the Canadian securities regulatory authorities allowing it to engage in certain transactions in equity and debt securities which, without the exemption, would be prohibited. Pursuant to such exemption, the Fund, with the approval of the IRC in accordance with National Instrument 81-107 and subject to compliance with certain other provisions of National Instrument 81-107 and National Instrument 81-102, may (i) purchase equity securities of a reporting issuer during the period of distribution of the issuer's securities pursuant to a "private placement" offering (an offering under exemptions from the prospectus requirements) and for the 60-day period following the completion of the offering; and (ii) purchase debt securities (other than asset-backed commercial paper) which do not have an approved rating by an approved credit rating organization during the period of distribution of the debt securities and for the 60-day period following the period of distribution, each notwithstanding that a related dealer is acting or acted as underwriter in connection with the relevant offering of the same class of such securities. The purchase must also comply with the investment objectives of the Fund.

### **Unitholder Tax Information**

Pursuant to the Intergovernmental Agreement for the Enhanced Exchange of Tax Information under the Canada-U.S. Tax Convention entered into between Canada and the U.S. on February 5, 2014 (the "IGA"), and related Canadian legislation, the Fund and/or registered dealers are required to report certain information with respect to unitholders who are U.S. residents, U.S. citizens (including U.S. citizens who are residents or citizens of Canada), and certain other "U.S. Persons" as defined under the IGA (excluding registered tax plans), to the CRA. The CRA will then exchange the information with the U.S. Internal Revenue Service. In addition, in order to meet the objectives of the Organisation for Economic Co-operation and Development Common Reporting Standards (the "CRS"), the Fund and/or registered dealers will be required under Canadian legislation to identify and report to the CRA information relating to unitholders who are resident in a country outside of Canada and the U.S. (excluding registered tax plans). The CRA will provide that information to the tax authorities of the relevant jurisdiction that is a signatory of the Multilateral Competent Authority Agreement on Automatic Exchange of Financial Account Information or that has otherwise agreed to a bilateral information exchange with Canada under the CRS.

**SPECIFIC INFORMATION ABOUT NINEPOINT SILVER BULLION FUND**

**ORGANIZATION AND MANAGEMENT OF NINEPOINT SILVER BULLION FUND**

|  |  |
|--|--|
| <p><b>Manager</b><br/>                 Ninepoint Partners LP<br/>                 Royal Bank Plaza, South Tower<br/>                 200 Bay Street, Suite 2700<br/>                 P.O. Box 27<br/>                 Toronto, Ontario M5J 2J1</p> <p>Tel: 416-943-6707<br/>                 Fax: 416-628-2397<br/>                 Email: invest@ninepoint.com<br/>                 Website: www.ninepoint.com</p> <p>Toll Free: 1-866-299-9906</p> | <p>Ninepoint Partners LP acts as the manager to the Fund and is responsible for the day-to-day operations of the Fund including accounting and administration for securities of the Fund.</p>  |
| <p><b>Trustee</b><br/>                 Ninepoint Partners LP<br/>                 Toronto, Ontario</p>   | <p>The Fund is organized as a trust. Ninepoint Partners LP as trustee holds title to the property owned by the Fund on behalf of unitholders. Ninepoint Partners LP as trustee and manager has exclusive authority over the assets and affairs of the Fund and has a fiduciary responsibility to act in the best interest of unitholders.</p>  |
| <p><b>Portfolio Manager</b><br/>                 Ninepoint Partners LP<br/>                 Toronto, Ontario</p> <p><b>Sub-Adviser</b><br/>                 Sprott Asset Management LP<br/>                 Toronto, Ontario</p>   | <p>The Portfolio Manager conducts research, selects, purchases, sells, and makes all investment decisions with regard to the portfolio securities of the Fund.</p> <p>The Manager has delegated the above functions and the day-to-day management of the investment portfolio of the Fund to Sprott Asset Management LP (the “Sub-Adviser”).</p>   |
| <p><b>Custodian</b><br/>                 RBC Investor Services Trust<sup>1</sup><br/>                 Toronto, Ontario</p> <p><sup>1</sup> It is anticipated that the custodian of the Fund will change from RBC Investor Services Trust to CIBC Mellon Trust Company effective on or after May 6, 2019.</p>   | <p>The Custodian holds the Fund’s cash and assets on behalf of the Fund and is responsible for ensuring that they are safe and secure. The Custodian is only responsible for the Fund’s assets that are directly held by it, its affiliates or appointed sub-custodians.</p> <p>The Custodian has entered into a sub-custodian agreement with the Royal Bank of Canada (“RBC” or “Sub-Custodian”) for storage and handling of silver bullion for the Fund. RBC has appointed the Royal Canadian Mint (the “Mint”) as sub-custodian to RBC and, due to physical storage capacity constraints at the Mint, the Mint may appoint sub-subcustodians (“Sub-Custodians to the Mint”) to hold physical custody of the Fund’s silver bullion. The Sub-Custodians to the Mint include Brink’s Global Services International Inc., Dillon Gage Inc., Loomis AB and their affiliates.</p> <p>All physical bullion owned by the Fund is stored in the vault facilities of either the Mint located in Canada or the</p> |

|   |  |
|---|--|
|   | <p>applicable Sub-Custodian to the Mint located in Canada, the United States, the United Kingdom, Germany, Switzerland, China (including Hong Kong), India or Singapore, on a fully allocated and segregated basis.</p>  |
| <p><b>Recordkeeper</b><br/>RBC Investor Services Trust<sup>2</sup><br/>Toronto, Ontario</p> <p><sup>2</sup> It is anticipated that the recordkeeper of the Fund will change from RBC Investor Services Trust to CIBC Mellon Global Securities Services Company effective on or after May 6, 2019.</p> | <p>The Recordkeeper keeps a register of the owners of units for the Fund, processes purchase, switch, reclassification and redemption orders, issues investor account statements and issues annual tax reporting information.</p>  |
| <p><b>Auditors</b><br/>KPMG LLP<br/>Toronto, Ontario</p>  | <p>The Auditors annually audit the financial statements of the Fund to determine whether they fairly present, in all material respects, the Fund's financial position, financial performance and cash flows in accordance with applicable generally accepted accounting principles. KPMG LLP is independent of the Fund in accordance with the rules of professional conduct of the Chartered Professional Accountants of Ontario.</p> <p>If a decision is ever made to change auditors of the Fund, investors in the Fund will not be asked to approve this change; however, we will provide investors with at least 60 days written notice before the effective date of the change in auditors.</p>  |
| <p><b>Independent Review Committee</b></p>  | <p>The mandate of the IRC is to review conflict of interest matters referred to it by us in respect of the Ninepoint mutual funds and in some cases, approve conflict of interest matters. In certain circumstances, in place of you approving a fund merger, the IRC has been permitted under securities legislation to approve a fund merger. In these circumstances, you will receive written notice of any proposed fund merger at least 60 days prior to the change.</p> <p>Each member of the IRC is independent of us and any party related to us. The IRC is currently composed of three members. The IRC prepares, at least annually, a report of its activities for investors. This report is available on our website at <a href="http://www.ninepoint.com">www.ninepoint.com</a> or you may request a copy, at no cost to you, by contacting us at <a href="mailto:invest@ninepoint.com">invest@ninepoint.com</a>.</p> <p>Additional information about the IRC, including the names of the members, is available in the Annual Information Form.</p> |

## FUND DETAILS

|                               |  |
|-------------------------------|--|
| Type of Fund:                 | Precious metals fund   |
| Date Series Started:          | Series A: May 9, 2011<br>Series F: May 9, 2011<br>Series I: February 29, 2012<br>Series D: April 26, 2019                  |
| Nature of Securities Offered: | Series of units of a mutual fund trust   |
| Registered Tax Plan Status:   | Qualified investment for registered tax plans  |
| Management Fees:              | Series A: 1.30%<br>Series F: 0.85%<br>Series I: Negotiated by the unitholder (up to a maximum of 1.30%)<br>Series D: 1.08% |

## WHAT DOES THE FUND INVEST IN?

### *Investment Objectives*

The investment objective of Ninepoint Silver Bullion Fund is to seek to provide a secure, convenient alternative for investors seeking to hold silver. The Fund will invest primarily in unencumbered, fully allocated silver bullion and silver certificates. The Fund may also invest a portion of its assets in cash, money market instruments and/or treasury bills.

**Unitholder approval is required prior to a change in the fundamental investment objectives of the Fund.**

### *Investment Strategies*

To achieve the Fund's investment objectives, the Sub-Adviser invests the Fund's assets primarily in unencumbered silver bullion. In addition, the Fund's assets may be invested in silver certificates.

All silver bullion purchased by the Fund is certified "London Good Delivery", and is insured by the sub-custodians or any sub-subcustodians to the full market value against physical loss of, or damage to, bullion stored in such sub-custodian's or sub-subcustodian's vaults except for risks that are beyond the control of the sub-custodians or sub-subcustodians such as loss of, or damage to, bullion caused by war, nuclear incident, terrorism events or government confiscation. The sub-custodians will at all times record and identify in the books and records maintained by the sub-custodians that such bullion is being held on behalf of the Custodian.

All silver certificates purchased by the Fund, represent silver which is: (i) available for delivery in Canada, free of charge, to or to the order of the holder of the certificate; (ii) of minimum fineness of 999 parts per 1,000; (iii) held in Canada; (iv) in the form of either bars or wafers; and (v) if not purchased from a bank listed in Schedule I, II or III of the *Bank Act* (Canada), fully insured against loss and bankruptcy by an insurance company licensed under the laws of Canada or a jurisdiction.

The Fund will not invest in securities of issuers that produce silver.

The Fund may invest a portion of its assets in cash, money market instruments and/or treasury bills.

The Fund may also use derivatives for hedging purposes only. In particular, the Fund may enter into currency forward contracts to hedge against losses from exposure to foreign currencies. Please see "Derivatives risk" below for more information on the risks associated with the use of such derivatives.

The Fund does not have any geographical restrictions on its investments.

## **WHAT ARE THE RISKS OF INVESTING IN THE FUND?**

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The Fund is generally exposed to the following risks:

### ***Commodity risk***

Mutual funds that invest in commodities such as silver will be affected by changes in commodity prices. Commodity prices tend to be cyclical and can move significantly in short periods of time, including as a result of supply and demand, speculation, international monetary and political factors, government and central bank activity and changes in interest rates and currency values. In addition, new discoveries or changes in government regulations can affect the price of commodities.

Direct purchases of bullion may generate higher transaction and custody costs than other types of investments, which may impact the performance of a mutual fund. Bullion does not generate an income stream if held in an allocated, segregated account and not leased. Since the Fund will not lease its bullion, the Fund will not receive any income. The Fund will only earn money on its investment in bullion to the extent that it sells the bullion at a gain.

### ***Concentration risk***

Some mutual funds concentrate their investment holdings in specialized industries, market sectors, asset classes or in a limited number of issuers. Investments in these mutual funds involve greater risk and volatility than broadly based investment portfolios since the performance of one particular industry, market, asset class or issuer could significantly and adversely affect the overall performance of the entire mutual fund.

### ***Credit risk***

Mutual funds that invest in fixed-income securities are subject to credit risk. Issuers of debt securities promise to pay interest and repay a specified amount on the maturity date. Credit risk is the risk that such issuers will not pay that obligation. Credit risk is lowest among issuers that have good credit ratings from recognized credit rating agencies. The riskiest fixed-income securities are those with a low credit rating or no credit rating at all. These securities usually offer higher interest rates to compensate for the increased risk.

### ***Currency risk***

The net asset value of the Fund is calculated in Canadian dollars; however, silver bullion is usually traded in U.S. dollars. As a result, the value of silver bullion traded in U.S. dollars will be affected by the value of the Canadian dollar relative to the value of the U.S. dollar. For example, silver traded in U.S. dollars will fall in value, in Canadian dollar terms, if the Canadian dollar increases in value relative to the U.S. dollar, even though there is no change to the U.S. dollar value of silver.

### ***Cybersecurity risk***

With the increased use of technologies, the Manager and the Fund are susceptible to operational and information security risks through breaches in cybersecurity. A breach in cybersecurity can result from either a deliberate attack or an unintentional event. In addition, cybersecurity failures by or breaches of the Manager's or the Fund's third party service providers may disrupt the business operations of the service providers and of the Manager or the Fund. Any such cybersecurity breaches or losses of service may cause the Manager or the Fund to lose proprietary information, suffer data corruption or lose operational capacity, which, in turn, could cause the Manager or the Fund to incur regulatory penalties, reputational damage, additional compliance costs associated with corrective measures and/or financial loss. While the Fund, the Manager and the third party service providers have established business continuity plans and risk management systems designed to prevent or reduce the impact of cybersecurity attacks, there are inherent limitations in such plans and systems due in part to the ever changing nature of technology and cybersecurity attack tactics, and there is a possibility that certain risks have not been adequately identified or prepared for. Cybersecurity risks may also impact issuers of securities in which the Fund invests, which may cause the Fund's investments in such issuers to lose value.

### ***Derivatives risk***

A derivative is a contract between two parties whose value is "derived" from the value of an underlying asset, such as a stock, bond or a market index. Mutual funds may use derivatives to limit potential losses associated with currencies, stock markets and interest rates. This process is called hedging. Mutual funds may also use derivatives for non-hedging purposes – to reduce transaction costs, achieve greater liquidity, create effective exposure to

international financial markets or increase speed and flexibility in making portfolio changes. Some common examples of a derivative are an option contract, a futures contract, a forward contract and a swap.

Although derivatives may be used by mutual funds to seek to minimize risk, derivatives still have risks associated with their use and do not guarantee a gain or loss. Some examples of risks associated with the use of derivatives are as follows:

- hedging strategies may not be effective;
- a market may not exist when the fund wants to close out its position in a derivative;
- the fund may experience a loss if the other party to a derivative is unable to fulfil its obligations;
- the derivative may not perform the way the manager expects it to perform, causing the fund to lose value; and
- costs of the derivative contracts with counterparties could rise.

#### ***Inflation risk***

Mutual funds are investment vehicles which generally have a long-term horizon. Many investors use them for retirement purposes. As a result of the long-term outlook for a mutual fund investment, the effects of inflation could significantly erode the value of an investor's money over time. Managing inflation risks involves a diversified mix of investments with emphasis on equity securities, which have historically out-performed all other types of investments over the long-term.

#### ***Interest rate risk***

Interest rates affect the value of fixed-income securities, including bonds, mortgages, treasury bills and commercial paper. This value will generally rise if interest rates fall and fall if interest rates rise. Therefore, values of mutual funds which invest in fixed-income securities will change with fluctuating interest rates. Changes in interest rates may also affect the value of equity securities as investors shift between investment vehicles.

#### ***Series risk***

The Fund is available in more than one series of units. Each series has its own fees and expenses which the Fund tracks separately. If the Fund cannot pay the expenses of one series using that series' proportionate share of the assets of the Fund, the Fund will have to pay those expenses out of the other series' proportionate share of the assets, which would lower the investment return of those other series.

The Fund may issue additional series without notice to or approval of unitholders. The creation of additional series could indirectly result in a mitigation of this risk by creating a larger pool of assets for the Fund to draw from.

#### ***Sub-Adviser risk***

The Sub-Adviser actively manages the investments of the Fund. Consequently, the Fund is subject to the risk that the methods and analyses employed by the Sub-Adviser in this process may not produce the desired results. This could cause the Fund to lose value or its investment results to lag relevant benchmarks or other funds with similar objectives.

#### ***Tax risk***

There can be no assurance that the tax laws applicable to the Fund, including the treatment of certain gains and losses as capital gains and losses, will not be changed in a manner which could adversely affect the Fund or the Fund's unitholders. Furthermore, there can be no assurance that CRA will agree with the Manager's characterization of the gains and losses of the Fund as capital gains or losses or ordinary income and losses in specific circumstances. If any transactions of the Fund are reported by it on capital account but are subsequently determined by CRA to be on income account, there may be an increase in the net income of the Fund for tax purposes, and in the taxable distributions made by the Fund to unitholders, with the result that unitholders could be reassessed by CRA to increase their taxable income. A reassessment by the CRA may result in the Fund being liable for unremitted withholding tax on prior distributions to non-resident unitholders. Such liability may reduce the net asset value of the units of the Fund.

If the Fund experiences a "loss restriction event," the Fund (i) will be deemed to have a year-end for tax purposes, (which would result in an allocation of the Fund's taxable income at such time to unitholders so that the Fund is not

liable for income tax on such amounts), and (ii) will become subject to the loss restriction rules generally applicable to corporations that experience an acquisition of control, including a deemed realization of any unrealized capital losses and restrictions on their ability to carry forward losses. Generally, the Fund will be subject to a loss restriction event when a person becomes a “majority-interest beneficiary” of the Fund, or a group of persons becomes a “majority-interest group of beneficiaries” of the Fund, as those terms are defined in the affiliated persons rules contained in the Tax Act, with appropriate modifications. Generally, a majority-interest beneficiary of the Fund will be a beneficiary who, together with the beneficial interests of persons and partnerships with whom the beneficiary is affiliated, has a fair market value that is greater than 50% of the fair market value of all the interests in the income or capital, respectively, in the Fund.

#### ***Uninsured losses risk***

RBC, the Mint and Sub-Custodians to the Mint may hold physical custody of the silver bullion of the Fund. Each of the sub-custodians is obliged to maintain satisfactory insurance against all risks except those beyond their control, such as the risk of war, nuclear incident or government confiscation.

### **FUND RISK CLASSIFICATION**

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The risk rating assigned to this Fund by the Manager is high risk and it is appropriate if you have a medium to long term investment horizon.

We identify the investment risk level of the Fund as an additional guide to help you decide whether the Fund is right for you. The investment risk level of the Fund is determined in accordance with the standardized risk classification methodology mandated by the Canadian Securities Administrators.

Using this methodology, we generally assign the risk rating based on the Fund’s historical volatility risk as measured by the ten-year standard deviation. Since the Fund does not have ten years of performance history, we have used the available return history of the Fund and imputed the return history of Silver Spot Prices in Canadian Dollar, which is expected to reasonably approximate the standard deviation of the Fund, for the remainder of the 10-year history.

This section will help you decide whether the Fund is right for you. This information is only a guide. When you are choosing investments, you should consider your whole portfolio, your investment objectives and your risk tolerance level. The Fund is assigned an investment risk rating in one of the following categories:

**Low** for funds with a level of risk that is typically associated with investments in money market funds and Canadian fixed income funds;

**Low to Medium** for funds with a level of risk that is typically associated with investments in balanced funds and global and/or corporate fixed income funds;

**Medium** for funds with a level of risk that is typically associated with investments in equity portfolios that are diversified among a number of large capitalization Canadian and/or international equity securities;

**Medium to High** for funds with a level of risk that is typically associated with investments in equity funds that may concentrate their investments in specific regions or in specific sectors of the economy; and

**High** for funds with a level of risk that is typically associated with investments in equity portfolios that may concentrate their investments in specific regions or in specific sectors of the economy where there is a substantial risk of loss (e.g., emerging markets).

Although monitored on a monthly basis, we review the investment risk level of the Fund on an annual basis.

The method that we use to identify the investment risk level of the Fund is available on request, at no cost, by calling us at 1-866-299-9906 or by sending an email to [invest@ninepoint.com](mailto:invest@ninepoint.com).

## **WHO SHOULD INVEST IN THIS FUND?**

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The Fund is suitable for those investors who want exposure to the capital appreciation potential of silver and who want to maintain a high level of liquidity of their investments.

## **DISTRIBUTION POLICY**

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In each taxation year, the Fund will distribute to its investors a sufficient amount of the Fund's net income and net realized capital gains so that the Fund will not pay any income tax. The net income and the net realized capital gains of the Fund will be distributed annually in December to the Fund's investors. All distributions paid to an investor of the Fund will be reinvested automatically in additional units of the Fund at the net asset value per unit without any fee.

## **FUND EXPENSES INDIRECTLY BORNE BY INVESTORS**

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The information below is intended to help investors compare the cost of investing in the Fund with the cost of investing in other mutual funds. Mutual funds pay certain expenses out of fund assets. Although investors do not pay these expenses directly, in actuality, they have the effect of lowering the Fund's returns.

This table outlines a hypothetical example of the investor's cumulative proportionate share of the fees and expenses paid by the Fund, in dollars, over the time periods indicated and assuming: 1) you invested \$1,000 for the period shown (without any sales charges); 2) the Fund's return was 5.0% each year; and 3) the Fund paid the same management expense ratio (MER) in each period shown as it did in its last completed financial year.

|                      | <b>One Year</b> | <b>Three Years</b> | <b>Five Years</b> | <b>Ten Years</b> |
|----------------------|-----------------|--------------------|-------------------|------------------|
| <b>Series A (\$)</b> | 23.99           | 73.84              | 126.33            | 269.97           |
| <b>Series F (\$)</b> | 18.86           | 58.36              | 100.36            | 217.35           |
| <b>Series I (\$)</b> | -               | -                  | -                 | -                |

Notes:

Series I units are not charged a management fee. Instead, investors in Series I units negotiate a separate fee paid directly to the Manager. This information is not available for Series I securities of the Fund since no Series I securities are outstanding as of the date of this Simplified Prospectus.

Series D units are not included in the table as Series D units of the Fund are new and therefore their expenses are not yet known.

See "Fees and Expenses" on page 7 for more information about the costs of investing in the Fund.

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Additional information about the Fund is available in the Fund's Annual Information Form, Fund Facts, management reports of fund performance and financial statements. These documents are incorporated by reference into this Simplified Prospectus, which means that they legally form part of this document just as if they were printed as a part of this document.

You can get a copy of these documents, at your request, and at no cost, by calling toll free 1-866-299-9906, or from your dealer, or via email at [invest@ninepoint.com](mailto:invest@ninepoint.com).

These documents and other information about the Fund, such as information circulars and material contracts, are also available on the Ninepoint Partners LP internet site at [www.ninepoint.com](http://www.ninepoint.com) or at [www.sedar.com](http://www.sedar.com).

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