

AMENDMENT NO. 1 DATED NOVEMBER 26, 2018

TO THE AMENDED AND RESTATED ANNUAL INFORMATION FORM DATED OCTOBER 1, 2018, AMENDING AND RESTATING THE ANNUAL INFORMATION FORM DATED APRIL 23, 2018, AS AMENDED BY AMENDMENT NO. 1 DATED JULY 26, 2018

(the AIF)

in respect of:

NINEPOINT ALTERNATIVE HEALTH FUND (formerly Ninepoint UIT Alternative Health Fund) (*Series A, Series F, Series I, Series D and Series PTF Units available*)
NINEPOINT GOLD AND PRECIOUS MINERALS FUND (formerly Sprott Gold and Precious Minerals Fund) (*Series A, Series F, Series I, Series D and Series QF Units available*)

(each, a Fund and collectively, the Funds)

1. Introduction

The AIF relating to the offering of securities of the Funds is hereby amended (i) to permit Ninepoint Alternative Health Fund to engage in securities lending transactions effective on or about February 5, 2019 and (ii) to qualify for distribution Series QF units of Ninepoint Gold and Precious Minerals Fund. The technical amendments to the AIF reflecting these changes are set out below.

2. Changes to Permit the Fund to Engage in Securities Lending Transactions

- (a) The first paragraph under the subheading “Securities Lending Agent” on page 37 of the AIF is deleted and replaced with the following paragraph:

“RBC Investor Services Trust of Toronto, Ontario is the securities lending agent for each of the Funds that engage in securities lending, other than Ninepoint Alternative Health Fund and Ninepoint Energy Fund, and CIBC Mellon Trust Company of Toronto, Ontario is the securities lending agent for Ninepoint Alternative Health Fund and Ninepoint Energy Fund (each a “Securities Lending Agent”). Each Securities Lending Agent is independent of the Manager. The Manager has appointed the Securities Lending Agents under the terms of i) a written agreement between the Manager, the Trustee and RBC Investor Services Trust on behalf of the Trust Funds that engage in securities lending, other than Ninepoint Alternative Health Fund and Ninepoint Energy Fund; ii) a written agreement between the Manager, the Trustee and CIBC Mellon Trust Company on behalf of Ninepoint Alternative Health Fund and Ninepoint Energy Fund; and iii) a written agreement between the Manager, the Corporation and the Securities Lending Agent on behalf of the Corporate Funds that engage in securities lending in order to administer any securities lending, repurchase and reverse repurchase transactions for the Funds (each a “Securities Lending Agreement”).”

- (b) The last paragraph under the subheading “Securities Lending Agent” on page 38 of the AIF is deleted and replaced with the following paragraph:

“The Securities Lending Agreements with RBC Investor Services Trust may be terminated by a party on at least 15 business days’ prior notice to the other parties. The notice must specify the date of the termination subject to an obligation to ensure that all loans which have been entered into, but not discharged at the time the notice is given, are duly discharged in accordance with the terms of the

agreement. The Securities Lending Agreement with CIBC Mellon Trust Company may be terminated by a party on at least 30 days' prior notice to the other parties."

3. Qualification of Series QF Units of Ninepoint Gold and Precious Minerals Fund

(a) The front cover of the AIF is amended by deleting the phrase "*(Series D Units also available)*" after the reference to NINEPOINT GOLD AND PRECIOUS MINERALS FUND (formerly Sprott Gold and Precious Minerals Fund) and replacing it with "*(Series D and Series QF Units also available)*".

(b) The following sentence is added as the last sentence to the last paragraph on page 2 of the AIF under the heading "Major Events in the Past Ten Years":

"Effective November 26, 2018, Series QF units of the Fund were qualified for distribution."

(c) The following sentence is added as the last sentence in the first paragraph under the heading "General" on page 11 of the AIF:

"Ninepoint Gold and Precious Minerals Fund has also created Series QF units."

(d) The fifteenth paragraph under the heading "General" on page 13 of the AIF is deleted and replaced with the following:

"Series QF securities: Available to an investor or discretionary accounts of an advisor, holding in aggregate at least a \$5 million investment in the Ninepoint Diversified Bond Fund, Ninepoint Diversified Bond Class, Ninepoint Focused Global Dividend Class, Ninepoint Focused U.S. Dividend Class, Ninepoint Enhanced Equity Class or Ninepoint Gold and Precious Minerals Fund and who participate in fee-based programs through their dealer and whose dealer has signed a Series F Agreement with us or a former manager of the Funds, investors for whom we do not incur distribution costs, or individual investors approved by us and whose dealer has signed a Series Q Agreement with us or a former manager of the Funds. You may only buy Series QF securities if we and your broker, dealer or advisor approve the order first."

(e) The following sentence is added as the last sentence in the first paragraph under the heading "Purchase of Securities" on page 18 of the AIF:

"Ninepoint Gold and Precious Minerals Fund also offers Series QF units."

**CERTIFICATE OF THE FUNDS, THE MANAGER, THE TRUSTEE AND THE
PROMOTER**

**NINEPOINT ALTERNATIVE HEALTH FUND (formerly Ninepoint UIT Alternative
Health Fund)**

**NINEPOINT GOLD AND PRECIOUS MINERALS FUND (formerly Sprott Gold and
Precious Minerals Fund)**

(the Funds)

This Amendment No. 1 dated November 26, 2018, together with the amended and restated annual information form dated October 1, 2018, amending and restating the annual information form dated April 23, 2018, as amended by Amendment No. 1 dated July 26, 2018 and the amended and restated simplified prospectus dated October 1, 2018, as amended by Amendment No. 1 dated November 26, 2018, amending and restating the simplified prospectus dated April 23, 2018, as amended by Amendment No. 1 dated July 26, 2018 and the documents incorporated by reference into the amended and restated simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the amended and restated simplified prospectus, as amended, as required by the securities legislation of each of the provinces and territories of Canada and do not contain any misrepresentations.

DATED: November 26, 2018

**NINEPOINT PARTNERS LP, ACTING THROUGH ITS GENERAL PARTNER, NINEPOINT
PARTNERS GP INC., AS TRUSTEE, MANAGER AND PROMOTER OF THE FUNDS**

(signed) "*John Wilson*"

John Wilson
Co-Chief Executive Officer

(signed) "*Shirin Kabani*"

Shirin Kabani
Acting in the capacity of Chief Financial
Officer

**ON BEHALF OF THE BOARD OF DIRECTORS OF NINEPOINT PARTNERS GP INC., THE
GENERAL PARTNER OF NINEPOINT PARTNERS LP**

(signed) "*James Fox*"

James Fox
Director

(signed) "*Kirstin McTaggart*"

Kirstin McTaggart
Director