

AMENDMENT NO. 2 DATED AUGUST 22, 2023

**TO THE SIMPLIFIED PROSPECTUS DATED MAY 9, 2023, AS AMENDED BY AMENDMENT
NO. 1 DATED JUNE 21, 2023**

(the Simplified Prospectus)

in respect of:

NINEPOINT HIGH INTEREST SAVINGS FUND *(Series A, Series F, Series I and ETF Series
Units)*

(the Fund)

Unless otherwise specifically defined, the terms used in this amendment have the meanings given to those terms in the Simplified Prospectus.

1. Introduction

The Simplified Prospectus is hereby amended to reflect a change in the investment objectives of the Fund (the **IO Change**), as approved by unitholders at a special meeting on August 3, 2023, corresponding changes to the investment strategies of the Fund, and a temporary fee waiver of the annual management fee.

2. Change to Investment Objectives

- (a) The following row is added as the last row under the heading “Investment Risk Classification Methodology” starting on page 72 of the Simplified Prospectus:

Ninepoint High Interest Savings Fund	Bank of Canada Treasury Bills One Month Index, which measures the performance of One Month Treasuries issued by the Bank of Canada.
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- (b) The first paragraph under the subheading “Investment Objectives” on page 94 of the Simplified Prospectus is deleted and replaced with the following:

“The objective of this Fund is to maximize yield on cash balances, while providing easy access to investments with daily liquidity. The Fund invests in high interest savings accounts offered at Schedule 1 Canadian Banks and/or high-quality money market securities.”

- (c) The following sentence is added as the last sentence under the heading “Name and History” on page 95 of the Simplified Prospectus:

“Effective August 3, 2023, Ninepoint High Interest Savings Fund changed its investment objective.”

3. Change to Investment Strategies

The paragraph under the subheading “Investment Strategies” on page 94 of the Simplified Prospectus is deleted and replaced with the following:

“To achieve the Fund’s investment objectives, the Portfolio Manager invests in high interest savings accounts at Schedule 1 Canadian Banks offering pre-negotiated interest rates and/or high-quality, short-term debt securities, including treasury bills and promissory notes issued or guaranteed by Canadian governments or their agencies, bankers acceptances, asset backed commercial paper and commercial paper issued by Canadian chartered banks, loan companies, trust companies and corporations or money market funds that may hold these types of securities.”

4. Management Fee Waivers

The row titled “Management Fees” in the table titled “Fund Details” on page 94 of the Simplified Prospectus is deleted and replaced with the following row:

Management Fees:	Series A: 0.39%* Series F: 0.14%* Series I: Negotiated by the securityholder (up to a maximum of 0.39%) ETF Series: 0.14%* *The Manager will temporarily waive all or a portion of the annual management fee until the earlier of June 30, 2024 or to the first date that the Fund’s NAV exceeds \$1 billion, so that the management fee after the waivers are 0.25% for Series A and 0% for each of Series F and ETF Series. The Manager will cease the waiver in accordance with the terms above without further notice to unitholders.
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5. What Are Your Legal Rights?

Mutual Fund Series

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

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

For more information, see the securities law of your province or territory or ask a lawyer.

ETF Series

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

We have obtained relief from the requirement in securities legislation to include an underwriter's certificate in the prospectus. As such, purchasers of ETF Series securities will not be able to rely on the inclusion of an underwriter's certificate in the Simplified Prospectus or any amendment for the statutory rights and remedies that would otherwise have been available against an underwriter that would have been required to sign an underwriter's certificate.

You should refer to the applicable provisions of the securities legislation of the province or territory for the particulars of these rights or consult your lawyer.

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CERTIFICATE OF THE FUND, THE MANAGER, THE TRUSTEE AND THE PROMOTER

NINEPOINT HIGH INTEREST SAVINGS FUND

This Amendment No. 2 dated August 22, 2023, together with the simplified prospectus dated May 9, 2023, as amended by Amendment No. 1 dated June 21, 2023 and the documents incorporated by reference into the simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as amended, as required by the securities legislation of each province and territory of Canada and do not contain any misrepresentations.

DATED: August 22, 2023

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

(signed) "*John Wilson*"

John Wilson
Co-Chief Executive Officer

(signed) "*Shirin Kabani*"

Shirin Kabani
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