

AMENDMENT NO. 1
dated April 16, 2024
To the **SIMPLIFIED PROSPECTUS** dated July 7, 2023
in respect of

EXEMPLAR GLOBAL GROWTH AND INCOME CLASS* (Series A, AD, F, FD and I shares)

***A class of shares of Exemplar Portfolios Ltd.**

(the “Terminating Fund”)

This amendment No. 1 dated April 16, 2024 to the Simplified Prospectus of the Terminating Fund dated July 7, 2023 (the “**Simplified Prospectus**”), provides certain additional information relating to the Terminating Fund, and the Simplified Prospectus, with respect to the Terminating Fund, should be read subject to this information.

The Simplified Prospectus is hereby amended to:

- 1) provide notice that Arrow Capital Management Inc. (the “**Manager**”), intends to merge the Terminating Fund into a substantially similar mutual fund structured as a trust, Exemplar Global Growth and Income Fund (the “**Continuing Fund**”). The merger is occurring because Exemplar Portfolios Ltd. is in a potential taxable position and because of changes to tax rules and market trends, which have eliminated some of the benefits of a corporate class structure; and
- 2) to reflect the re-designation of Series A and F Shares of the Terminating Fund as Series AD and FD Shares, respectively and Series AN and FN Shares of the Terminating Fund as Series A and F Shares, respectively.

The Merger

The Manager proposes to merge the Terminating Fund into the Continuing Fund, which will have a substantially similar investment objective, investment portfolio, fee structure and valuation procedure and will be managed by the same portfolio management team (the “**Merger**”).

The Merger will occur on a tax-deferred basis on or about June 24, 2024. Following the Merger, Exemplar Portfolios Ltd. will be wound up.

The Independent Review Committee has reviewed the potential conflict of interest matters related to the proposed Merger and has approved the Merger.

Existing investors of the Terminating Fund as of March 31, 2024 have been provided with at least 60 days’ prior notice of the Merger.

All costs and expenses associated with the Merger will be borne by the Manager.

Following the Merger, pre-authorized purchase plans established for purchases of shares of the Terminating Fund will be immediately transferred to the equivalent series of units of the Continuing Fund. Through the Merger, holders of shares of each series of the Terminating Fund will receive units of the same series of the Continuing Fund determined on a dollar-for-dollar basis.

The Re-Designation of Securities

Specific Amendments – Part A

1) Front Cover

- a) The front cover of the Simplified Prospectus is amended by replacing reference to the Terminating Fund as follows:

EXEMPLAR GLOBAL GROWTH AND INCOME CLASS (Series A, AD, F, FD and I shares)

2) Purchases, Switches and Redemptions

- a) On Page 14, under the subheading “*Purchases – Mutual Fund Series Securities*”, the table is deleted and replaced with the following:

Series	Feature
Series A, AD and AN Securities	<p>These series of securities are available to all investors. You may purchase these series of securities by way of the front-end sales charge (the “Front-End Securities”). You may be required to pay your dealer a sales charge when you buy these securities. This sales charge is negotiable between you and your dealer.</p> <p>Series A Securities of Exemplar Performance Fund and Exemplar Global Growth and Income Class and Series AN Securities of Exemplar Growth and Income Fund are a Non-Fixed Rate Distribution Series as defined below.</p> <p>Series AD Securities of Exemplar Performance Fund and Exemplar Global Growth and Income Class and Series A Securities of Exemplar Growth and Income Fund are a Fixed Rate Distribution Series as defined below.</p>
Series F, FD and FN Securities	<p>These series of securities are generally only available to investors who are enrolled in a dealer sponsored fee-for-service or “wrap” program and who are subject to an annual advisory or asset-based fee rather than commissions for each transaction (the “Fee-Based Securities”). These series of securities are not subject to sales charges. In certain circumstances, investors who purchase Fee-Based Securities must enter into an agreement with their dealer which identifies an annual account fee (a “Fee-Based Account Fee”) negotiated with their financial advisor and payable to their dealer. This Fee-Based Account Fee is in addition to the management fee payable by the Fund for Fee-Based Securities.</p> <p>Series F Securities of Exemplar Performance Fund and Exemplar Global Growth and Income Class and Series FN Securities of Exemplar Growth and Income Fund are a Non-Fixed Rate Distribution Series as defined below.</p>

	Series FD Securities of Exemplar Performance Fund and Exemplar Global Growth and Income Class and Series F Securities of Exemplar Growth and Income Fund are a Fixed Rate Distribution Series as defined below.
Series I Securities	These series of securities are typically for institutional investors such as pension plans, endowment funds and corporations, high net worth individuals and group RRSPs that maintain a minimum investment in the Fund as negotiated with Arrow. You may be required to pay your dealer a sales charge when you buy these securities. This sales charge is negotiable between you and your dealer. Series I Securities are Non-Fixed Rate Distribution Series as defined below.

3) **Fees and Expenses**

On page 22, under the subheading “Fees and Expenses Payable by the Fund, the “Management Fees” section of the chart for the Terminating Fund is deleted and replaced with the following:

	Annual Management Fee		
Fund	Series A and AD	Series F and FD	Series ETF
Exemplar Global Growth and Income Class	2.00%	1.00%	N/A

Specific Amendments – Part B

- 4) On page 47, under the heading “Name, Formation and History of the Funds” the following is added to the table of the summary of important changes to the Corporate Classes:

Fund Name	Effective Date	Description of Change
Exemplar Global Growth and Income Class	April 16, 2024	Series A and F Shares were re-designated as Series AD and FD Shares Series AN and FN Shares were re-designated Series A and F Shares

5) **Exemplar Global Growth and Income Class**

On page 53, the table under the heading “Fund Details” relating to the Terminating Fund is deleted and replaced with the following:

Type of Fund:	Global Equity Balanced
Securities Offered:	Shares of a mutual fund corporation – Series A, AD, F, FD and I Shares
Eligibility for Registered Plans:	Yes
Portfolio Advisor:	Arrow Capital Management Inc.

What Are Your Legal Rights?

Securities legislation in some provinces and territories provide you with the right to withdraw from an agreement to buy mutual fund securities 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 securities and get your money back, or to make a claim for damages, if the simplified prospectus, the Fund's fund facts or financial statements misrepresent any facts about the Fund. These rights usually must be exercised within certain time limits. **For more information, refer to the securities legislation of your province or territory or consult your lawyer.**

CERTIFICATE OF THE FUND

AND OF ARROW CAPITAL MANAGEMENT INC. AS MANAGER AND PROMOTER

This Amendment No. 1 dated April 16, 2024 together with the simplified prospectus dated July 7, 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 all provinces and territories of Canada, and do not contain any misrepresentations.

DATED: April 16, 2024

“James McGovern”
James McGovern
Chief Executive Officer of
Arrow Capital Management Inc.

“Robert Maxwell”
Robert Maxwell
Chief Financial Officer of
Arrow Capital Management Inc.

“James McGovern”
James McGovern
Chief Executive Officer of
Exemplar Portfolio Ltd.

“Robert Maxwell”
Robert Maxwell
Chief Financial Officer of
Exemplar Portfolio Ltd.

On behalf of the Board of Directors
of ARROW CAPITAL MANAGEMENT INC.
as Manager and Promoter of the Fund

“Frederick Dalley”
Frederick Dalley
Director of Arrow Capital Management Inc.

“Mark Purdy”
Mark Purdy
Director of Arrow Capital Management Inc.

On behalf of the Board of Directors
of EXEMPLAR PORTFOLIOS LTD.

“James McGovern”
James McGovern
Director of Exemplar Portfolios Ltd.

“Frederick Dalley”
Frederick Dalley
Director of Exemplar Portfolios Ltd.

“Robert Maxwell”
Robert Maxwell
Director of Exemplar Portfolios Ltd.



EXEMPLAR MUTUAL FUNDS

Simplified Prospectus

EXEMPLAR GLOBAL GROWTH AND INCOME CLASS (Series A, AN, F, FN and I shares)

(the “Corporate Class”)

EXEMPLAR GROWTH AND INCOME FUND (Series A, AN, F, FN, I and ETF units)

EXEMPLAR PERFORMANCE FUND (Series A, AD, F, FD and I units)

(the “Trust Funds”)

July 7, 2023

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

TABLE OF CONTENTS

INTRODUCTION	2
RESPONSIBILITY FOR MUTUAL FUND ADMINISTRATION	3
VALUATION OF PORTFOLIO SECURITIES	12
CALCULATION OF NET ASSET VALUE	13
PURCHASES, SWITCHES AND REDEMPTIONS	14
OPTIONAL SERVICES	21
FEES AND EXPENSES	22
DEALER COMPENSATION	25
INCOME TAX CONSIDERATIONS FOR INVESTORS	26
WHAT ARE YOUR LEGAL RIGHTS?	32
EXEMPTIONS AND APPROVALS	33
CERTIFICATE OF THE FUNDS	36
SPECIFIC INFORMATION ABOUT THE MUTUAL FUNDS DESCRIBED IN THIS DOCUMENT	37
WHAT IS A MUTUAL FUND AND WHAT ARE THE RISKS OF INVESTING IN A MUTUAL FUND?	37
INVESTMENT RESTRICTIONS	45
DESCRIPTION OF SECURITIES OFFERED BY THE FUNDS	45
NAME, FORMATION AND HISTORY OF THE FUNDS	46
INFORMATION ABOUT THE MUTUAL FUNDS	48
EXEMPLAR GLOBAL GROWTH AND INCOME CLASS	53
EXEMPLAR GROWTH AND INCOME FUND	56
EXEMPLAR PERFORMANCE FUND	59

PART A

INTRODUCTION

This document contains selected important information to help you make an informed decision and to help you understand your rights as an investor in the funds listed on the cover of this prospectus, (the “**Funds**”).

The administrative manager of the Funds is Arrow Capital Management Inc., and is referred to in this document as “**Arrow**”, “**us**”, “**our**” or “**we**”. A “**representative**” is an individual working as a broker, financial planner or other person who is qualified to sell securities of the Funds described in this document. A “**dealer**” is the firm with which a representative works. An “**ETF**” is an exchanged-traded fund. “**Series ETF Securities**” are the exchange-traded series of securities of specific Funds. “**Mutual Fund Series**” refers to the series of the Funds that are not Series ETF Securities.

A “**Corporate Class**” refers to the assets and liabilities attributable to the classes of shares of Exemplar Portfolios Ltd. (the “**Company**”), a mutual fund corporation established by articles of incorporation under the laws of the Province of Ontario, that have the same investment objectives and strategies. The authorized capital of the Company consists of 1,000 separate classes of non-voting redeemable mutual fund shares (the “**Shares**”), issuable in series, in addition to a class of voting common shares held in trust by certain employees of Arrow for the non-voting shareholders. Each Corporate Class maintains its own separate group of assets within the Company.

A “**Trust Fund**” is a Fund that is not a Corporate Class. When you invest in a Trust Fund, you are buying units of a trust (the “**Units**”). The Trust Funds have been established as mutual fund trusts created under the laws of Ontario and are governed by an amended and restated declaration of trust, dated November 17, 2017 (as amended from time to time, the “**Declaration of Trust**”).

A “**Security**” means a Share of the Corporate Class or a Unit of a Trust Fund. For ease of reference, we refer to the Corporate Class or each Trust Fund as a “**Fund**” or collectively as the “**Funds**”.

This document contains information about the Funds and the risks of investing in mutual funds generally, as well as the names of the firms responsible for the management of the Funds. Other funds that are classes of the Company are issued in separate documents.

This document is divided into two parts. The first part contains general information applicable to the Funds and other funds managed by us. The second part contains specific information about the Funds described in this document.

Additional information about the Funds are available in the following documents:

- the most recently filed Fund Facts;
- the most recently filed ETF Facts, as applicable;
- the most recently filed annual financial statements;
- any interim financial statements filed after those annual financial statements;
- the most recently filed annual management report of fund performance; and
- any interim management report of fund performance filed after that annual management report of fund performance.

These documents are incorporated by reference into this document, which means that they legally form part of this document just as if they were printed as a part of this document. You may obtain a copy of these documents, at your request, and at no cost, by calling us toll free at 1 (877) 327-6048 or (416) 323-0477, or from your dealer or by email to info@arrow-capital.com. You will also find these documents on the Funds’ designated website www.arrow-capital.com.

These documents and other information about the Funds are also available on the Internet site of SEDAR (the System for Electronic Document Analysis and Retrieval, established by the Canadian Securities Administrators) at www.sedar.com.

RESPONSIBILITY FOR MUTUAL FUND ADMINISTRATION

Manager

Arrow Capital Management Inc.
100 Yonge Street, Suite 1802
Toronto, Ontario M5C 2W1
1-877-327-6048
Email: info@arrow-capital.com
www.arrow-capital.com

As Manager, we are responsible for managing the day-to-day undertakings of the Funds. We provide all general management and administrative services, including valuation of fund assets, accounting and keeping investor records. You will find details about our management agreement with the Funds under “*Material contracts*” below.

Directors and Executive Officers of the Manager

The following is a list of the directors and senior officers of Arrow. The Funds are not obligated to pay any remuneration to the directors and officers of Arrow.

Name and Municipality of Residence	Position with Arrow
James McGovern Toronto, Ontario	Managing Director, Chief Executive Officer, Director and Ultimate Designated Person
Mark Purdy Toronto, Ontario	Managing Director, Chief Investment Officer and Director
Robert Maxwell Toronto, Ontario	Managing Director, Chief Financial Officer, Chief Compliance Officer, Corporate Secretary and Director
Frederick Dalley Toronto, Ontario	Managing Director, Portfolio Management and Director

On behalf of the Corporate Class, the Company has entered into an amended and restated master management agreement dated as of December 31, 2021, as amended, (the “**Corporate Class Management Agreement**”) whereby Arrow has been appointed the manager and portfolio advisor of the Corporate Class with authority to manage the day-to-day operations of the Corporate Class. Arrow may delegate aspects of its duties.

The Corporate Class Management Agreement continues in effect unless: (a) Arrow provides 180 day’s prior written notice to the Company or (b) terminated immediately by notice in writing to the other party if either party (i) ceases to carry on business, becomes bankrupt or insolvent, resolves to wind up or liquidate or if a receiver of any of the assets of the other party is appointed; or (ii) shall commit any material breach of the Corporate Class Management Agreement which has not been remedied within 30 days after written notice requiring the breach to be remedied.

The Trust Funds have entered into an amended and restated master management agreement dated as of June 25, 2021 (the “**Trust Fund Management Agreement**”), as amended, whereby Arrow has been appointed the manager and portfolio advisor of the Trust Funds with authority to manage the day-to-day operations of the Trust Funds. Arrow may delegate aspects of its duties thereunder.

The Trust Fund Management Agreement continues in effect until termination of the Trust Funds unless: (a) Arrow resigns or is deemed to resign due to the fact (i) the Trust Funds have not cured within 30 days a breach of the Trust Fund Management Agreement; or (ii) Arrow becomes bankrupt or insolvent, ceases to be resident in Canada for the

purposes of the *Income Tax Act (Canada)* (the “**Tax Act**”) or no longer holds the necessary licenses or registrations to carry out its obligations; or (b) Arrow is removed in accordance with the provisions of the Trust Fund Management Agreement.

Investments and Voting Policy for Underlying Funds

When a Fund invests in or obtains exposure to an underlying fund managed by us we will not vote any of the securities it holds. However, we may arrange for you to vote your share of those securities.

Directors and Executive Officers of the Company, Exemplar Portfolios Ltd.

The Corporate Class is a class of the Company, a mutual fund corporation. The following is a list of the directors and senior officers of the Company. The Corporate Class is not obligated to pay any remuneration to the directors and officers of the Company.

Name and Municipality of Residence	Position with the Company	Principal Occupation
James McGovern Toronto, Ontario	Chief Executive Officer and Director	Managing Director and Chief Executive Officer of Arrow
Frederick Dalley Toronto, Ontario	Director	Managing Director, Portfolio Management of Arrow
Robert Maxwell Toronto, Ontario	Chief Financial Officer and Director	Managing Director, Chief Financial Officer and Chief Compliance Officer of Arrow

Portfolio Advisor

As portfolio advisor, Arrow is responsible for providing or arranging for the provision of investment advice to all of the Funds.

We are directly responsible for managing the investment portfolios of some of the Funds. The following individuals are principally responsible for managing these Funds. The investment decisions made by the individual portfolio managers are not subject to the oversight, approval or ratification of a committee; however, we are ultimately responsible for the advice given.

Exemplar Global Growth and Income Class

Name	Current position and office held with the portfolio advisor
James McGovern	Managing Director and Chief Executive Officer
Edward Whitehead	Managing Director and Senior Portfolio Manager

Exemplar Growth and Income Fund

Name	Current position and office held with the portfolio advisor
Edward Whitehead	Managing Director and Senior Portfolio Manager
James McGovern	Managing Director and Chief Executive Officer

Exemplar Performance Fund

Name	Current position and office held with the portfolio advisor
Chung Kim	Portfolio Manager
Mark Purdy	Managing Director and Chief Investment Officer

Brokerage Arrangements

Arrow is responsible for placing orders to effect portfolio transactions (i.e. purchase and sell securities) on behalf of the Funds. Arrow is responsible for selecting brokers and dealers for the execution of each Fund's portfolio transactions and, when applicable, the negotiation of commissions in connection therewith.

Purchase and sale orders are usually placed with brokers who are selected by Arrow as able to achieve "best execution" of such orders. "Best execution" means prompt and reliable execution at the most favourable securities price, taking into account the other provisions hereinafter set forth. The determination of what may constitute best execution and price in the execution of a security transaction by a broker involves a number of considerations, including, without limitation, the overall direct net economic result to a Fund, the efficiency with which the transaction is effected, the availability of the broker to stand ready to execute transactions, and the financial strength and stability of the broker.

From time to time, Arrow may allocate brokerage business to brokers who provide or have provided general investment research, including provision of industry and company analysis, economic reports, statistical data pertaining to the capital markets, portfolio reports and portfolio analytics, trading data and other services that assist us in carrying out the investment decision-making process. We will attempt to allocate these transactions with appropriate regard to the principles of a reasonable brokerage fee, the benefit to the Funds and best execution.

Arrow does not have any contractual arrangement with any person or company for any exclusive right to purchase or sell securities.

Arrow does not conduct business with affiliated entities in regards to brokerage transactions involving client brokerage commissions.

Since the date of the last simplified prospectus, certain third party companies provided goods and services (other than order execution) to us, including general investment research, industry and company analysis, economic reports and statistical data. A list of the dealers and third parties to whom any brokerage commissions of the Funds have been or might have been directed in return for goods and services (other than order execution) since the date of the last simplified prospectus filing, will be provided upon request by contacting us at the toll-free telephone number or at the address indicated on the back cover of this simplified prospectus, or by emailing us at info@arrow-capital.com.

Trustee

Each Trust Fund is a unit trust. As trustee for the Trust Funds, Arrow controls and has authority over each Trust Fund's investments and cash in trust on behalf of the unitholders of the Trust Funds. Arrow does not receive any additional fees for serving as trustee.

Custodians

CIBC World Markets Inc. ("**CIBC WM**"), Toronto, Ontario is a custodian of the assets of Exemplar Global Growth and Income Class pursuant to a custodial services agreement dated December 31, 2018, as amended (the "**CIBC WM Custodial Agreement**"). CIBC Mellon Trust Company ("**CIBC Mellon**"), Toronto, Ontario is a custodian of the assets of the Funds pursuant to a custodial services agreement dated June 27, 2014, as amended (the "**CIBC Mellon**").

Custodial Agreement”). The custodians hold each Fund’s cash and securities on behalf of the Funds and are responsible for ensuring that they are safe and secure. Each of the CIBC WM Custodial Agreement and the CIBC Mellon Custodial Agreement gives the custodians the right to appoint sub-custodians. Either party may at any time terminate the CIBC WM Custodial Agreement or the CIBC Mellon Custodial Agreement, as applicable, without any penalty by giving at least 90 days’ notice to the other parties of such termination. The fees of the custodians are payable by the applicable Fund.

The Manager may in the future appoint additional custodians in accordance with the Custodian Relief described under the heading “*Exemptions and Approvals– Custodian Relief*” in this simplified prospectus.

Auditor

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

Registrar and Transfer Agent

Mutual Fund Series

Pursuant to the terms of an agreement with the Manager, RBC Investor Services Trust of Toronto has been appointed to provide record keeping services for the Mutual Fund Series securities of the Funds. The recordkeeper keeps a register of the owners of mutual fund securities, processes purchases and redemption orders, issues investor account statements and issues annual tax reporting information.

Series ETF Securities

TSX Trust Company, Toronto, Ontario acts as registrar and transfer agent for the Series ETF Securities of the Funds. TSX Trust Company makes arrangements to keep a record of all securityholders of the Series ETF Securities and processes orders. TSX Trust Company keeps the register in respect of Series ETF Securities in Toronto, Ontario.

Securities Lending Agent

The Bank of New York Mellon, a New York State chartered bank, is a securities lending agent for the Funds (the “**Securities Lending Agent**”). The Securities Lending Agent is independent of the Manager. The Manager has appointed or will appoint the Securities Lending Agent under the terms of written agreements between the Manager and the Securities Lending Agent on behalf of the Funds in order to administer any securities lending, repurchase and reverse repurchase transactions for the Funds (the “**Securities Lending Agreement**”).

Under the Securities Lending Agreement, the collateral posted by a securities borrower to a Fund is required to have an aggregate value of not less than 102% of the market value of the loaned securities. In addition, the Funds will indemnify the Securities Lending Agent, and the Securities Lending Agent and affiliates will indemnify the Funds, from all claims, losses, damages, liabilities, costs and expenses (including reasonable counsel fees and expenses but excluding consequential or indirect damages), suffered by any party arising from: (i) the failure of the indemnifying party to perform any of its obligations under the Securities Lending Agreement, (ii) any inaccuracy of any representation or warranty made by the indemnifying party in the Securities Lending Agreement, or (iii) any fraud, bad faith, wilful misconduct, gross negligence or reckless disregard of duties by the indemnifying party, in connection with or relating to the Securities Lending Agreement. The Securities Lending Agreement may be terminated at any time at the option of either party upon 30 days’ prior written notice to the other party.

Cash Lender

The Funds have entered into prime brokerage services agreements with certain prime brokers whereby the prime broker may grant to a Fund a margin facility for which the Fund may draw on from time to time. The prime brokers are not associated with the Manager and are as follows:

Fund	Prime Broker
Exemplar Global Growth and Income Class	CIBC WM
Exemplar Growth and Income Fund	CIBC WM
Exemplar Performance Fund	CIBC WM

Valuation Agent

CIBC Mellon Global Securities Services Company in Toronto acts as the valuation agent for the Funds pursuant to a fund administration services agreement dated November 14, 2012, as amended (the “**Administration Agreement**”) entered into with the Manager.

CIBC Mellon Global Securities Services Company acts as the valuation agent of the Funds and provides accounting and valuation services. CIBC Mellon Global Securities Services Company also calculates the net income and net capital gains of the Funds. Either party may terminate the Administration Agreement by giving the other party 60 days’ written notice. Either party has the right to terminate the Administration Agreement immediately if the other party becomes insolvent or a petition of bankruptcy is filed by or against that party and is not discharged within 30 days.

Designated Brokers and ETF Dealers

The Manager, on behalf of each Fund that offers Series ETF Securities, has entered or will enter into agreements with registered dealers pursuant to which each registered dealer (a “**Designated Broker**”) has agreed to perform certain duties relating to the Series ETF Securities of the Funds including, without limitation: (i) to subscribe for a sufficient number of Series ETF Securities to satisfy the applicable exchange’s original listing requirements; (ii) to subscribe for Series ETF Securities on an ongoing basis, and (iii) to post a liquid two way market for the trading of Series ETF Securities on the applicable exchange. Payment for Series ETF Securities must be made by the Designated Broker, and those Series ETF Securities will be issued by no later than the second Trading Day (as defined hereinafter) after the subscription notice has been delivered. In accordance with the agreements with the Designated Brokers, the Manager may require the Designated Brokers to subscribe for Series ETF Securities for cash.

The Manager, on behalf of the Funds, may enter into various agreements with registered dealers (that may or may not be a Designated Broker) (each such registered dealer, an “**ETF Dealer**”) pursuant to which the ETF Dealers may subscribe for Series ETF Securities as described under “Purchases, Switches and Redemptions”.

Series ETF Securities do not represent an interest or an obligation of a Designated Broker or ETF Dealers or any affiliate thereof and a securityholder of Series ETF Securities will not have any recourse against any such parties in respect of amounts payable by the funds to the Designated Broker or ETF Dealers.

No Designated Broker or ETF Dealer has been involved in the preparation of this simplified prospectus, nor has it performed any review of the contents of this simplified prospectus. The applicable Designated Broker and ETF Dealers do not act as underwriters of any Fund in connection with the distribution of its Series ETF Securities under this simplified prospectus. Each Designated Broker and ETF Dealer is independent of the Manager. See the section entitled “Conflicts of Interest” for more details.

Independent Review Committee and Fund Governance

Independent Review Committee

National Instrument 81-107 – *Independent Review Committee for Investment Funds* (“**NI 81-107**”) requires all publicly-offered investment funds, such as the Funds to establish an independent review committee (the “**IRC**”). The IRC is required to be comprised of a minimum of three members, each of whom must be independent of the Manager and the Funds. The current members of the IRC are:

- Harvey Naglie* (Chair)
- Ross MacKinnon
- John Anderson

*Effective January 1, 2023, Mr. Naglie replaced Mr. MacKinnon as Chair of the IRC.

The mandate of the IRC is to review conflict of interest matters identified and referred to the IRC by the Manager and to give an approval or a recommendation, depending on the nature of the conflict of interest matter. At all times, the members of the IRC are required to act honestly and in good faith in the best interests of the Funds and, in connection therewith, will exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The Manager has established written policies and procedures for dealing with each conflict of interest matter. At least annually, the IRC will review and assess the adequacy and effectiveness of the Manager’s written policies and procedures relating to conflict of interest matters and will conduct a self-assessment of the IRC’s independence, compensation and effectiveness.

The Manager will maintain records of all matters and/or activities subject to the review of the IRC, including a copy of the Manager’s written policies and procedures dealing with conflict of interest to the IRC. The Manager will also provide the IRC with assistance and information sufficient for the IRC to carry out its responsibilities under NI 81-107.

The members of the IRC are entitled to be compensated by the Funds and reimbursed for all reasonable costs and expenses for the duties they perform as IRC members. In addition, the members of the IRC are entitled to be indemnified by the Funds, except in cases of wilful misconduct, bad faith, negligence or breach of their standard of care.

The IRC prepares, at least annually, a report of its activities for securityholders and makes such reports available on the Funds’ designated website at www.arrow-capital.com, or at the securityholder’s request and at no cost, by contacting us at info@arrow-capital.com.

Fund Governance

Arrow, as manager of the Funds, has responsibility for the governance of the Funds. Specifically, in discharging its obligations in its capacity as manager, Arrow is required to (a) act honestly, in good faith and in the best interests of the Funds; and (b) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

The Company has a board of directors. Please see “*Responsibility for Mutual Fund Administration – Directors and Executive Officers of the Company, Exemplar Portfolios Ltd.*” for more information.

NI 81-107 requires the Manager to have policies and procedures relating to conflicts of interest. The Manager has adopted the Arrow Corporate Code of Ethics and Conduct and Arrow Personal Trading Policy (the “**Codes**”), which establish rules of conduct designed to ensure fair treatment of the Funds’ securityholders and to ensure that at all times the interests of the Funds and their securityholders are placed above personal interests of employees, officers and directors of the Manager and portfolio sub-advisors. The Codes apply the highest standards of integrity and ethical

business conduct. The objective is not only to remove any potential for real conflict of interest, but also to avoid any perception of conflict. The Codes address the area of investments, which covers personal trading by employees, conflict of interest, and confidentiality among departments and portfolio sub-advisors. They also address confidentiality, fiduciary duty, enforcement of rules of conduct and sanctions for violations.

Reporting to Securityholders

The Manager, on behalf of the Funds, will in accordance with applicable laws furnish to each securityholder unaudited semi-annual financial statements and an interim management report of fund performance for the Funds within 60 days of the end of each semi-annual period and audited annual financial statements and an annual management report of fund performance for the Funds within 90 days of the end of each financial year. Both the semi-annual and the annual financial statements of the Funds will contain a statement of financial position, a statement of comprehensive income, a statement of changes in net assets attributable to holders of redeemable securities, a statement of cashflows and a schedule of investment portfolio.

Any tax information necessary for securityholders to prepare their annual federal income tax returns will also be distributed to them within the time required by applicable law. Neither the Manager nor the registrar and transfer agent are responsible for tracking the adjusted cost base of a securityholder's securities. Securityholders should consult with their tax or investment advisor in respect of how to compute the adjusted cost base of their securities and in particular how designations made by a Fund to a securityholder affect the securityholder's tax position.

The Manager will keep, or arrange for the keeping of, adequate books and records reflecting the activities of the Funds. A securityholder or his or her duly authorized representative will have the right to examine the books and records of the Funds during normal business hours at the offices of the Manager or such other location as the Manager shall determine. Notwithstanding the foregoing, a securityholder shall not have access to any information that, in the opinion of the Manager, should be kept confidential in the interests of the Funds.

Policies and Procedures – Short Selling

The Funds may short sell as permitted by securities regulations. A description of how each Fund intends to engage in short selling can be found in Part B of this simplified prospectus.

The Manager has established and maintains written policies and procedures that set out the objectives and goals for short selling and the applicable risk management procedures. Such policies are the responsibility of senior management at the Manager and as such will be reviewed on a regular basis by both senior management and the Manager's investment committee. Compliance monitoring of the short-selling policy and its associated procedures is the responsibility of the operations group at the Manager. Risk measurement procedures or simulations are not currently used to test the portfolio under stress conditions.

Policies and Procedures – Derivatives

The Funds may use derivatives. For details about how each Fund uses derivatives, see Part B of this simplified prospectus. Derivatives are used by the Funds only as permitted by applicable securities legislation and by discretionary exemptions given to it. Derivatives are used for hedging and non-hedging purposes. The Manager monitors trading activities in conjunction with the portfolio advisor and is responsible for applying trading limits, if any, and other controls, if required.

Except as described above, there are no other written policies with respect to derivative use. The Manager of the Funds is responsible for establishing trading limits and other controls on derivative trading. The risk exposure of each Fund's derivatives trades are not generally independently monitored and risk measurement procedures or simulations are not currently used to test the portfolio under stress conditions.

Policies and Procedures – Securities Lending, Repurchase or Reverse Repurchase Transactions

The Funds may enter into securities lending transactions, repurchase transactions and reverse repurchase transactions. For details about how each Fund engages in these transactions, see Part B of this simplified prospectus. The Funds may enter into these transactions only as permitted under securities law.

A Fund will not enter into a securities lending transaction or a repurchase transaction if, immediately thereafter, the aggregate market value of all securities loaned by the Fund and not yet returned to it or sold by the Fund in a repurchase transaction and not yet repurchased would exceed 50% of the total assets of the Fund (exclusive of collateral held by the Fund for securities lending transactions and cash held by the Fund for repurchase transactions).

The risks associated with these transactions will be managed by requiring that the Securities Lending Agents to enter into such transactions for the Funds with reputable and well-established Canadian and foreign brokers, dealers and institutions. The Securities Lending Agents are required to maintain internal controls, procedures and records including a list of approved third parties based on generally accepted creditworthiness standards, transaction and credit limits for each third party, and collateral diversification standards. Each day, the Securities Lending Agents will determine the market value of both the securities loaned by each Fund under a securities lending transaction or sold by the Fund under a repurchase transaction and the cash or collateral held by the Fund for such transactions. If on any day the market value of the cash or collateral is less than 102% of the market value of the borrowed or sold securities, on the next day the borrower will be required to provide additional cash or collateral to the Fund to make up the shortfall.

Arrow reviews at least annually the policies and procedures described above to ensure that the risks associated with securities lending, repurchase and reverse repurchase transactions are being properly managed. Risk measurement procedures or simulations are not currently used to test the portfolio under stress conditions.

Proxy Voting Guidelines

The Manager has a fiduciary responsibility to act in the best interest of the Funds. One aspect of this duty is the exercise of voting rights attaching to securities held by the Funds.

The Manager has established policies and procedures with respect to the voting of proxies (the “**Proxy Voting Guidelines**”) received from issuers of securities held in each Fund’s portfolio. The Proxy Voting Guidelines provide that the Manager will vote (or refrain from voting) proxies for the Funds for which it has voting power in the best economic interests of the specific Fund. The Proxy Voting Guidelines are not exhaustive and due to the variety of proxy voting issues that the Manager may be required to consider, are intended only to provide guidance and are not intended to dictate how proxies are to be voted in each instance. The Manager may depart from the Proxy Voting Guidelines in order to avoid voting decisions that may be contrary to the best interests of the Funds.

The proxies associated with securities held by the Funds will be voted in accordance with the best interests of securityholders of the specific Fund determined at the time the vote is cast. The Manager maintains policies and procedures that are designed to be guidelines for the voting of proxies; however, each vote is ultimately cast on a case-by-case basis taking into consideration the relevant facts and circumstances at the time of the vote.

The Manager’s Proxy Voting Guidelines sets out various considerations that the Manager will address when voting, or refraining from voting, proxies, including that:

- (a) The Manager will generally vote with management on routine matters such as electing corporate directors, appointing external auditors and adopting or amending management compensation plans unless it is determined that supporting management’s position would not be in the best interests of the shareholders;
- (b) The Manager will address on a case-by-case basis, non-routine matters, including those business issues specific to the issuer or those raised by shareholders of the issuer with a focus on the potential impact of the vote on the Fund; and

(c) The Manager has the discretion whether or not to vote on routine or non-routine matters. In cases where the Manager determines that it is not in the best interests of the securityholders to vote, or in cases where no value is added by voting, the Manager will not be required to vote.

The policies and procedures that the Funds follow when voting proxies relating to portfolio securities are available on request, at no cost, by calling the Manager toll-free at 1 (877) 327-6048 or (416) 323-0477 or by email at info@arrow-capital.com.

The proxy voting record for the Funds for the most recent 12-month period ended June 30 of each year will be available free of charge to any securityholder of the Funds upon request at any time after August 31 of that year. The proxy voting record for the Funds will also be available on the Funds' website at www.arrow-capital.com.

Remuneration of Directors, Officers and Trustees

During the year ended December 31, 2022, the most recent financial year-end of the Funds, no salaries or other compensations or reimbursements were paid (or are payable) by the Funds to the directors or officers of the Manager or the Company nor to any independent boards except the IRC. Generally, the Chair of the IRC is paid \$18,000 annually and each member other than the Chair is paid \$14,000 for the duties they perform as IRC members in relation to the Funds. Members of the IRC are also reimbursed for their expenses which are typically nominal and associated with travel and the administration of meetings. These amounts are allocated among the Funds and other funds managed by the Manager in a manner that is fair and reasonable.

Arrow does not receive any additional fees for serving as trustee.

Material Contracts

The following are details about material contracts affecting the Funds.

- (a) CIBC WM, pursuant to the CIBC WM Custodial Agreement, and CIBC Mellon, pursuant to the CIBC Mellon Custodial Agreement, are the custodians referred to under the heading “*Custodians*”;

The following are details about material contracts affecting the Corporate Class.

- (b) The Company was established by articles of incorporation dated March 18, 2008, as amended from time to time;
- (c) On behalf of the Corporate Class, the Company has entered into an amended and restated management agreement dated as of December 31, 2021, as amended, (the “**Corporate Class Management Agreement**”) whereby Arrow has been appointed the manager and portfolio advisor of the Corporate Class with authority to manage the day-to-day operations of the Corporate Class. Arrow may delegate aspects of its duties thereunder;

The Corporate Class Management Agreement is a master management agreement that we have entered into with the Company outlining how we are responsible for managing the investment portfolio of the Corporate Class. The Corporate Class Management Agreement continues in effect unless: (a) Arrow provides 180 day's prior written notice to the Company or (b) terminated immediately by notice in writing to the other party if either party (i) ceases to carry on business, becomes bankrupt or insolvent, resolves to wind up or liquidate or if a receiver of any of the assets of the other party is appointed; or (ii) shall commit any material breach of the Corporate Class Management Agreement which has not been remedied within 30 days after written notice requiring the breach to be remedied;

The following are details about material contracts affecting the Trust Funds.

- (d) The Declaration of Trust provides to Arrow, in its capacity as trustee, all the powers of the trustee with respect to management, supervision and administration of the Trust Funds. Pursuant to such authority, the Trust

Funds have entered into an amended and restated management agreement dated as of June 26, 2020 (the “**Trust Fund Management Agreement**”), as amended, whereby Arrow has been appointed the manager and portfolio advisor of the Trust Funds with authority to manage the day-to-day operations of the Trust Funds. Arrow may delegate aspects of its duties thereunder; and

- (e) The Trust Fund Management Agreement is a master management agreement that we have entered into with the Trust Funds and other funds outlining how we are responsible for managing the investment portfolio of the Trust Funds. The Trust Fund Management Agreement continues in effect until termination of the Trust Funds unless: (a) Arrow resigns or is deemed to resign due to the fact (i) a Trust Fund has not cured within 30 days a breach of the Trust Fund Management Agreement; or (ii) Arrow becomes bankrupt or insolvent, ceases to be resident in Canada for the purposes of the Tax Act or no longer holds the necessary licenses or registrations to carry out its obligations; or (b) Arrow is removed in accordance with the provisions of the Trust Fund Management Agreement..

Copies of the material contracts are available for inspection during regular business hours at the principal office of the Manager:

Arrow Capital Management Inc.
100 Yonge Street, Suite 1802
Toronto, Ontario M5C 2W1

Designated Website

A mutual fund is required to post certain regulatory disclosure documents on a designated website. The designated website of the Funds this document pertains to can be found at the following location: www.arrow-capital.com.

VALUATION OF PORTFOLIO SECURITIES

In calculating the net asset value (the “NAV”), each Fund values the various assets as described below. In the past three years we have used fair value to deviate from these valuation practices in circumstances where this would be appropriate, for example, when trading in a security was halted because of significant negative news about the company.

Type of Asset	Method of Valuation
Liquid assets, including cash on hand or on deposit, accounts receivable and prepaid expenses	Valued at full face value unless we determine the asset is not worth full face value, in which case we will determine a fair value.
Money market instruments	The purchase cost amortized to the instrument’s due date.
Bonds, term notes, shares, subscription rights and other securities listed or traded on a stock exchange	The latest available sale price reported by any means in common use. If a price is not available, we determine a price at the average of the closing bid and ask price or the latest available sale price. If the securities are listed or traded on more than one exchange, the Fund calculates the value in a manner that we believe accurately reflects fair value. If we believe stock exchange quotations do not accurately reflect the price the Fund would receive from selling a security, we can value the security at a price we believe reflects fair value.
Bonds, term notes, shares, subscription rights and other securities not listed	The price quotation or valuation that we believe best reflects fair value.

or traded on a stock exchange	
Restricted securities as defined in NI 81-102	The market value of securities of the same class which are not restricted, multiplied by the percentage that the Fund's acquisition cost was of the market value of such securities at the time of acquisition, provided that a gradual taking into account of the actual value of the securities may be made where the date on which the restrictions will be lifted is known or such lower value as may be available from reported quotations in common use.
Long positions in clearing corporation options, options on futures, over-the-counter options, debt-like securities and listed warrants	The current market value.
Premiums received from written clearing corporation options, options on futures or over-the-counter options	Treated as deferred credits and valued at an amount equal to the market value that would trigger closing the position. The deferred credit is deducted when calculating the net asset value of the Fund. Any securities that are the subject of a written clearing corporation option or over-the-counter option will be valued as described above.
Futures contracts, forward contracts and swaps	Valued according to the gain or loss the Fund would realize if the position were closed out on the day of the valuation. If daily limits are in effect, the value will be based on the current market value of the underlying interest.
Assets valued in foreign currency, deposits, contractual obligations payable to the Fund in foreign currency and liabilities and contractual obligations the fund must pay in foreign currency	Valued using the exchange rate from a publicly disseminated quotation service.
Precious metals	Precious metals (certificates or bullion) and other commodities are valued at their fair market value, generally based on prevailing market prices as reported on exchanges or other markets.
Securities of other mutual funds	The value of the securities will be the net asset value per security on that day or, if the day is not a valuation day of the mutual fund, the net asset value per security on the most recent valuation day for the mutual fund.

National Instrument 81-106 *Investment Fund Continuous Disclosure* (“NI 81-106”) requires the Funds to calculate their net asset value by determining the fair value of its assets and liabilities. CIBC Mellon Global Securities Services Company has been appointed to perform valuation services for us. Any valuation services will be done using the methods of valuation described above.

CALCULATION OF NET ASSET VALUE

The price of a security is called the “*net asset value*” or “*NAV*” per security, or the “*security value*”. We calculate a separate NAV per security for each series of each Fund by taking the value of the assets of the Fund, less any common

liabilities of the Fund, pro rated to each series of the Fund, subtracting any liabilities of the series of the Fund and dividing the balance by the number of securities held by investors in that series of the Fund.

We calculate NAV at 4:00 p.m. Eastern time on each “*valuation day*”. A valuation day is any day that the Toronto Stock Exchange is open for trading. A Fund’s security value will fluctuate with the value of its investments.

The NAV and the NAV per security are available at www.arrow-capital.com and upon request by any securityholder, at no cost, by calling 1-877-327-6048.

Mutual Fund Series Securities

Whether you are buying, selling, transferring or switching Mutual Fund Series securities of a Fund, we base the transaction on the NAV of the Fund security. When you buy, sell, transfer or switch Mutual Fund Series securities of a Fund, the price is the next NAV we calculate after receiving your order. When you place your order through a representative, the representative sends it to us. If we receive your properly completed order before 4:00 p.m. Eastern time on a valuation day, we will process it using that day’s NAV. If we receive your order after that time, we will use the NAV on the next valuation day. The valuation day used to process your order is called the “*trade date*”.

Series ETF Securities

Series ETF Securities are issued directly to the Designated Broker and ETF Dealers. The Series ETF Securities are offered for sale at a price equal to the NAV of the Series ETF Securities determined on each valuation day.

The Series ETF Securities of the Funds are listed on the TSX and investors are able to buy or sell such securities on the TSX through registered brokers and dealers in the province or territory where the investor resides.

Investors may incur customary brokerage commissions in buying or selling Series ETF Securities. No fees are paid by investors to the Manager or the Funds in connection with buying or selling of Series ETF Securities on the TSX.

PURCHASES, SWITCHES AND REDEMPTIONS

You may purchase, switch or transfer Mutual Fund Series securities from the Funds to other funds managed by Arrow or redeem your Mutual Fund Series securities in the Funds through registered dealers in each of the provinces and territories of Canada. You can contact Arrow for the names of registered dealers in your province or territory of residence.

Series ETF securities are available to investors that purchase such securities on the TSX or another exchange or marketplace.

Purchases

Mutual Fund Series Securities

Each Fund has multiple series available for investors. Different purchase options require investors to pay different fees and expenses and, if applicable, the choice of purchase options affects the amount of compensation paid by Arrow to your dealer. See “*Fees and Expenses*” and “*Dealer Compensation*” on pages 22 through 26.

You can invest in a Fund by completing a purchase application, which you can get from your representative. Your initial investment in the Fund must be at least \$1,000. Any subsequent purchase must be at least \$100.

Series	Feature
Series A, AD and AN Securities	These series of securities are available to all investors. You may purchase these series of securities by way of the front-end sales charge (the “ Front-End ”

	<p>Securities”). You may be required to pay your dealer a sales charge when you buy these securities. This sales charge is negotiable between you and your dealer.</p> <p>Series A Securities of Exemplar Performance Fund and Series AN Securities of Exemplar Growth and Income Fund and Exemplar Global Growth and Income Class are a Non-Fixed Rate Distribution Series as defined below.</p> <p>Series AD Securities of Exemplar Performance Fund and Series A Securities of Exemplar Growth and Income Fund and Exemplar Global Growth and Income Class are a Fixed Rate Distribution Series as defined below.</p>
Series F, FD and FN Securities	<p>These series of securities are generally only available to investors who are enrolled in a dealer sponsored fee-for-service or “wrap” program and who are subject to an annual advisory or asset-based fee rather than commissions for each transaction (the “Fee-Based Securities”). These series of securities are not subject to sales charges. In certain circumstances, investors who purchase Fee-Based Securities must enter into an agreement with their dealer which identifies an annual account fee (a “Fee-Based Account Fee”) negotiated with their financial advisor and payable to their dealer. This Fee-Based Account Fee is in addition to the management fee payable by the Fund for Fee-Based Securities.</p> <p>Series F Securities of Exemplar Performance Fund and Series FN Securities of Exemplar Growth and Income Fund and Exemplar Global Growth and Income Class are a Non-Fixed Rate Distribution Series as defined below.</p> <p>Series FD Securities of Exemplar Performance Fund and Series F Securities of Exemplar Growth and Income Fund and Exemplar Global Growth and Income Class are a Fixed Rate Distribution Series as defined below.</p>
Series I Securities	<p>These series of securities are typically for institutional investors such as pension plans, endowment funds and corporations, high net worth individuals and group RRSPs that maintain a minimum investment in the Fund as negotiated with Arrow. You may be required to pay your dealer a sales charge when you buy these securities. This sales charge is negotiable between you and your dealer.</p> <p>Series I Securities are Non-Fixed Rate Distribution Series as defined below.</p>

“**Fixed Rate Distribution Series**” are designed for investors who wish to receive regular distributions from a Trust Fund or regular dividends from a Corporate Class. **If the Fund earns more income or capital gains than the distribution or dividend, it will distribute the excess each December. If the Fund earns less than the distribution or dividend, the difference is a return of capital.**

“**Non-Fixed Rate Distribution Series**” are designed for investors who do not wish to receive regular payments from the Fund. Each December, the Fund will declare an annual distribution or dividend of its dividend income, capital gains or taxable income, if any and as applicable, to holders of the Non-Fixed Rate Distribution Series.

You should not confuse the distribution or dividend rate with the Fund’s rate of return or the yield of its portfolio.

All distributions and dividends will be reinvested, without charge, in additional securities of that series, unless you elect in advance to receive them in cash.

Payment for securities of the Funds must be received within two business days of your order or we will redeem your securities on the next business day. If the proceeds are greater than the payment you owe, the Funds are required by securities regulation to keep the difference. If the proceeds are less than the payment you owe, your dealer must pay the difference (and your dealer may seek to collect this amount plus expenses from you).

We may reject your purchase order within one business day of receiving it. Any monies sent with your order will be returned immediately.

Series ETF Securities

Series ETF securities of the applicable Funds are listed on the TSX and investors are able to buy or sell such securities on the TSX through registered brokers and dealers in the province or territory where investors reside.

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

Investors may incur customary brokerage commissions in buying or selling Series ETF securities. No fees are paid by a securityholder to the Manager or the Funds in connection with the buying or selling of Series ETF securities on the TSX or another exchange or marketplace.

Fund	Series	Ticker Symbol	Distribution or Dividend Frequency
Exemplar Growth and Income Fund	ETF	EGIF	Fixed Rate Distribution Series

To Designated Brokers and ETF Dealers

The Manager, on behalf of each Fund that offers Series ETF securities, has entered or will enter into a designated broker agreement with a Designated Broker pursuant to which the Designated Broker has agreed, or will agree, to perform certain duties relating to the Series ETF securities of a Fund including, without limitation: (i) to subscribe for a sufficient number of securities to satisfy the applicable exchange’s original listing requirements; (ii) to subscribe for securities when cash redemptions of securities occur; and (iii) to post a liquid two-way market for the trading of securities on the applicable exchange. In accordance with the designated broker agreement, the Manager may require the Designated Broker to subscribe for Series ETF securities for cash.

Generally, all orders to purchase Series ETF securities directly from a Fund must be placed by a Designated Broker or an ETF Dealer that has entered into an agreement with us authorizing the dealer to subscribe for, purchase and redeem Series ETF securities from one or more Funds on a continuous basis from time to time.

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

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

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

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

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

To Designated Brokers in special circumstances

Series ETF securities may also be issued by a Fund to Designated Brokers in certain special circumstances, including when cash redemptions of Series ETF securities occur.

Switches

You can switch your securities, except for Series ETF securities, from a Fund or to another fund in our group of funds, including securities of any new mutual fund which is created and offered by Arrow after the date of this document (provided that securities of the new mutual fund have been qualified for sale in your province or territory of residence). A switch involves the redemption of the securities of the Fund and a purchase of securities in another permitted fund. You cannot switch Series ETF securities for securities of another series of the same Fund or for securities of another Fund.

Front-End Securities of the Fund can only be exchanged for other Front-End Securities of the Fund or another permitted fund also offered under the initial sales charge option.

The switch of securities by a securityholder from the Fund to another fund will constitute a disposition of such securities for purposes of the Tax Act. As a result, a securityholder will generally realize a capital gain or capital loss on the disposition of such securities. The capital gain or loss for tax purposes in respect of the securities will generally be the difference between the security price of such securities at that time (less any fees) and the adjusted cost base of those securities to the taxpayer.

You can change or convert your securities of one series to securities of another series of the same Fund (except for Series ETF Securities) by contacting your representative. No fees apply, although there may be a charge by your financial advisor. You can only change securities into a different series if you are eligible to buy such securities. Changing or converting securities from one series to another series of the same Fund is generally not a disposition for tax purposes, but you should consult your own tax advisors in this regard.

Redemptions

Mutual Fund Series Securities

You may redeem your Mutual Fund Series securities in a Fund at the net asset value of such securities on demand by providing written notice. Your dealer is required to forward your redemption order to our offices on the same day the dealer receives it from you. If you are redeeming more than \$25,000 of the Funds, your signature must be guaranteed by your bank, trust company or dealer for your protection. In some cases, the Manager may require other documents or proof of signing authority. You can contact your registered representative or us to find out the documents that are required to complete the sale.

If we do not receive all of the documentation we need from you to complete your redemption order within ten business days, we must repurchase your securities. If the sale proceeds are greater than the repurchase amount, the applicable Fund is required by securities regulation to keep the difference. If the sale proceeds are less than the repurchase amount, your dealer will be required to pay the applicable Fund the difference (and your dealer may seek to collect this amount plus expenses from you).

No redemption charges apply unless the securities are subject to the short-term trading redemption charge described below.

Series ETF Securities

Redemption of Series ETF Securities in any number for cash

You may choose to redeem Series ETF securities of a Fund on any Trading Day. When you redeem Series ETF securities of a Fund, you receive the proceeds of your sale in cash at a redemption price per security equal to 95% of the closing price of the Series ETF securities on the effective date of redemption, subject to a maximum redemption price of the applicable net asset value per security. As securityholders will generally be able to sell Series ETF securities at the market price on the TSX or another exchange or marketplace through an ETF Dealer subject only to customary brokerage commissions, securityholders are advised to consult their brokers, dealers or investment advisers before redeeming their Series ETF securities for cash.

For such a cash redemption to be effective on a Trading Day, a cash redemption request in the form prescribed by us from time to time must be delivered to the Fund at the offices of the Manager through a registered dealer or other financial institution that is a participant in CDS Clearing and Depository Services Inc. (“CDS”) and that holds Series ETF securities on behalf of beneficial owners of such securities (a “**CDS Participant**”). Any cash redemption request that is received by the Cut-Off Time will be deemed to be received on that Trading Day. Any cash redemption request received after the Cut-Off Time on a Trading Day will be deemed to be received on the next Trading Day. Payment of the redemption price will be made by no later than the second Trading Day after the effective day of the redemption

(or such shorter period as may be determined by us in response to changes in applicable laws or general changes to settlement procedures in applicable markets). The cash redemption request forms may be obtained from us.

If the Manager hasn't received all the required documents within 10 business days of receiving your redemption request, the Manager will issue the same number of securities on the 10th business day after the redemption request. If the issue price is less than the sale proceeds, the Fund will keep the difference. If the issue price is more than the sale proceeds, your ETF Dealer must pay the shortfall. Your ETF Dealer may have the right to collect it from you.

If you are redeeming more than \$25,000 of the Funds, your signature must be guaranteed by your bank, trust company or ETF Dealer. In some cases, the Manager may require other documents or proof of signing authority. You can contact your registered representative or us to find out the documents that are required to complete the sale.

The Manager reserves the right to cause a Fund to redeem the Series ETF securities held by a securityholder at a price equal to the net asset value per security on the effective date of such redemption if the Manager believes it is in the best interests of the Fund to do so.

Exchange of Prescribed Number of Series ETF securities

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

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

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

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

Exchange and redemption of Series ETF securities through CDS Participants

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

Registration and transfer of Series ETF Securities through CDS

Registration of interests in, and transfers of, Series ETF securities will be made only through the book-entry only system of CDS. Series ETF securities must be purchased, transferred and surrendered for exchange or redemption only through a CDS Participant. All rights of an owner of Series ETF securities must be exercised through, and all payments or other property to which such owner is entitled will be made or delivered by, CDS or the CDS Participant through which the owner holds such securities. Upon purchase of any Series ETF securities, the owner will receive only the customary confirmation. All dividends, distributions and redemption proceeds in respect of Series ETF securities will be made or paid initially to CDS, which payments will be forwarded by CDS to the CDS Participants and, thereafter, by such CDS Participants to the applicable securityholders.

References in this simplified prospectus to a holder of Series ETF securities means, unless the context otherwise requires, the owner of the beneficial interest in such Series ETF securities.

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

The rules governing CDS provide that it acts as the agent and depository for the CDS Participants. As a result, CDS Participants must look solely to CDS and persons, other than CDS Participants, having an interest in the Series ETF securities must look solely to CDS Participants for payment made by the Funds to CDS.

The ability of a beneficial owner of Series ETF securities to pledge such securities or otherwise take action with respect to such owner's interest in such securities (other than through a CDS Participant) may be limited due to the lack of a physical certificate. The Funds have the option to terminate registration of Series ETF securities through the book-entry only system, in which case certificates for Series ETF securities in fully registered form will be issued to beneficial owners of such securities or to their nominees.

Minimum Balance

If the value of your Mutual Fund Series securities in a Fund (other than Series I securities) is less than \$1,000, we may sell your securities and send you the proceeds. We will give your representative 30 days' notice first.

If we become aware that you no longer qualify to hold Fee-Based Securities, we may switch your securities to Front-End Securities after we give your representative 30 days' notice.

In respect of investments in Series I securities, if we determine that you are no longer eligible to hold such securities, we may redeem your Series I securities or switch such securities to other series of securities (whichever is most comparable) of the same Fund.

The minimum balance amounts described above are determined from time to time by us in our sole discretion. They may also be waived by us and are subject to change without notice.

Short-Term Trading

Arrow has adopted policies and procedures to detect and deter short-term trading. Short-term trades are defined as a combination of a purchase and redemption within a short period of time that Arrow believes is detrimental to other investors in the Funds.

The interests of securityholders and a Fund's ability to manage its investments may be adversely affected by short-term trading because, among other things, these types of trading activities can dilute the value of securities, can interfere with the efficient management of the Funds and can result in increased administrative costs to the Funds.

While Arrow will actively take steps to monitor, detect and deter short-term trading, it cannot ensure that such trading activity will be completely eliminated.

If a securityholder switches or redeems securities of a Fund within 90 days of purchase (including securities received on the automatic reinvestment of dividends or distributions within such 90-day period), the Fund may charge a short-term trading fee of up to 2% of the net asset value of the securities switched or redeemed. Short-term trading fees do not apply to redemptions or switches of Series ETF securities. See “*Fees and Expenses - Fees and Expenses Payable Directly by You*” on page 24.

Arrow may take such additional action as it considers appropriate to prevent further similar activity by an investor who utilizes short-term trades. These actions may include the delivery of a warning to the investor, placing the investor on a watch list to monitor his/her trading activity and the subsequent refusal of further purchases by the investor if the investor continues to attempt such trading activity and closure of the investor’s account.

Suspending your right to buy, switch and redeem securities

Under extraordinary circumstances, the Manager may temporarily suspend your right to redeem your Fund securities and postpone payment of your sale proceeds:

- during any period when normal trading is suspended on any exchange on which securities or derivatives that make up more than 50% of a Fund’s value or its underlying market exposure are traded and there’s no other exchange where these securities or derivatives are traded, or
- with the approval of securities regulators.

The Manager will not accept orders to buy Fund securities during any period when the Manager has suspended investors’ rights to redeem their securities.

You may withdraw your redemption or exchange request before the end of the suspension period. Otherwise, the Manager will redeem your securities at the net asset value per security next calculated when the suspension period ends.

Special considerations for securityholders

The provisions of the so-called “early warning” reporting requirements in Canadian securities legislation do not apply if a person or company acquires 10% or more of the Series ETF securities of a Fund. The Funds have obtained relief to permit securityholders to acquire more than 20% of the Series ETF securities of any Fund without regard to the takeover bid requirements of applicable Canadian securities legislation. In addition, the Funds have obtained relief to permit a Fund to borrow cash in an amount not exceeding 5% of the net assets of the Fund for a period not longer than 45 days and, if required by the lender, to provide a security interest over any of its portfolio assets as a temporary measure to fund the portion of any distribution payable to securityholders that represents amounts that have not yet been received by the Fund.

OPTIONAL SERVICES

This section tells you about services that are available to investors in Mutual Fund Series securities of the Funds. These services are not available to investors in Series ETF securities of the Funds.

Registered Plans

The Funds may be purchased within all Registered Plans (as defined in *Income Tax Considerations for Investors – Funds Held in Registered Plans* below) subject to tax rules that deal with prohibited investments. See “*Income Tax Considerations for Investors – Funds Held in Registered Plans*”. Registered Plans may be available through Arrow or a securityholder’s broker, dealer or advisor. Securityholders should contact Arrow or their broker, dealer or advisor directly about these services.

Pre Authorized Payment Plan

Under a pre-authorized payment plan, you can indicate a regular amount of investment (not less than \$100) to be made on a periodic basis, the Fund in which the investment is to be made, and the bank chequing account from which the investment amount is to be debited. You may suspend or terminate such a plan on ten days' prior written notice to us. The minimum initial subscription amount is \$1,000.

Automatic Withdrawal Plan

You can establish an automatic withdrawal plan, provided you are not investing through a retirement savings plan and your account has a minimum value of \$10,000. Under an automatic withdrawal plan, you can indicate a regular amount of cash withdrawal (not less than \$100) to be made on a periodic basis, the Fund from which the investment is to be withdrawn, and the bank chequing account to which the withdrawn amounts are to be credited. Withdrawals will be made by way of redemption of securities, and it should be noted that if withdrawals are in excess of dividends and net capital appreciation, they will result in encroachment on, or possible exhaustion of, your original capital. If you choose the automatic withdrawal plan, all dividends declared on securities held under such a plan in respect of the Fund must be reinvested into additional securities of the Fund. You may modify, suspend or terminate an automatic withdrawal plan on ten days' prior written notice to us.

FEES AND EXPENSES

The tables below list:

- all fees and expenses which are paid directly by a Fund before its security prices are calculated, and which therefore indirectly reduce the value of your investment; and
- all fees and expenses payable directly by you.

Fees and Expenses Payable by the Fund

<p>Management Fees</p>	<p>Management fees represent the fees payable to Arrow for the services it provides. Arrow is responsible for all expenses related to the management of the Funds' investment portfolio, including investment consulting fees and research expenditures incurred by it and fees charged by investment or other advisors employed by it. We are also responsible for payment of all advertising and promotional expenses incurred in respect of the Funds.</p> <p>The annual management fee rates payable by the Funds are provided below (plus applicable GST, HST and any applicable provincial sales taxes). Arrow reserves the right to offer selected purchasers who meet certain criteria a management fee rebate. A holder of Series I Securities pays a negotiated management fee directly to the Manager. The management fee in respect of Series I Securities of each Fund will be different for each investor and will not exceed 2.00%.</p>		
	Annual Management Fee		
Fund	Series A, AD and AN	Series F, FD and FN	Series ETF
Exemplar Global Growth and Income Class	2.00%	1.00%	N/A
Exemplar Growth and Income Fund	1.80%	0.80%	0.80%
Exemplar Performance Fund	2.00%	1.00%	N/A

<p>Performance Fees</p>	<p><u>Exemplar Performance Fund</u></p> <p>The Exemplar Performance Fund pays Arrow a performance fee (a “Performance Fee”) equal to 20% of the amount by which each series of the Fund outperforms the S&P/TSX Composite Total Return Index. A Performance Fee will be payable in all circumstances where the performance of the applicable series of the Fund exceeds that of the S&P/TSX Composite Total Return Index, even in circumstances where the overall performance of the series of the Fund has declined in a particular year, but as long as the performance of the series of the Fund is positive since the last date that a Performance Fee was paid by the Fund for that series. The S&P/TSX Composite Total Return Index is comprised of most of the largest companies on the/TSX as measured by market capitalization with any distributions reinvested.</p> <p>The Performance Fee is calculated and accrued daily and paid annually on a calendar year basis and is subject to HST (and any other applicable taxes).</p> <p>If the performance of a series of the Fund in any year is less than the performance of the index described above (the “Return Deficiency”), then no Performance Fee will be payable in any subsequent year until the performance of the applicable series, on a cumulative basis calculated from the first of such subsequent years, has exceeded the amount of the Return Deficiency.</p> <p><u>Exemplar Growth and Income Fund and Exemplar Global Growth and Income Class</u></p> <p>Both Exemplar Growth and Income Fund and Exemplar Global Growth and Income Class will not pay a Performance Fee directly, although funds they invest in may be charged a Performance Fee.</p>
<p>Operating Expenses</p>	<p>Each Fund pays for all expenses incurred in connection with its operation and administration, including applicable GST, HST and any applicable provincial sales tax. Such costs and expenses may include, without limitation, the fees and expenses of the members of the IRC appointed under NI 81-107 and expenses related to compliance with NI 81-107; regulatory fees including participation or other fees payable by the Manager under applicable securities legislation; accounting; audit; valuation; legal; registrar and transfer agency, custodial and safekeeping fees; taxes; brokerage commissions; fees and expenses relating to the implementation of portfolio transactions; interest and borrowing costs; securityholder servicing costs; securityholder meeting costs; printing and mailing costs; litigation expenses; amounts paid for damages awarded or as settlements in connection with litigation; lease payments (including prepaid portions thereof); costs of office space, facilities and equipment; costs of financial and other reports and prospectuses that are used in complying with applicable securities legislation; and any new fee that may be introduced by a securities authority or other governmental authority that is calculated based on assets or other criteria of the Funds. The Manager may provide any of these services and is reimbursed all of its costs in providing these services to the Funds which may include but are not limited to personnel costs, office space, insurance, and depreciation. The common expenses of the Funds and other investment funds managed by Arrow will be allocated among the Funds and the other funds, as applicable. Each Fund will bear separately any expense item that can be attributed specifically to a Fund. Common expenses of the Funds will be allocated based on a reasonable allocation methodology which will include allocations based on the assets of the Funds or the number of securityholders of the Funds or other methodology we determine is fair.</p> <p>The fees and other reasonable expenses of the IRC are paid pro rata out of the assets of the Funds, as well as out of the assets of the other investment funds managed by Arrow</p>

	for which the IRC acts as the independent review committee. The fees for members of the IRC consist of an annual retainer in the amount of \$14,000 per member. The chair of the IRC is entitled to an additional fee of \$4,000. Expenses of the IRC include premiums for insurance coverage, legal fees, travel expenses and other reasonable out-of-pocket expenses. These fees and expense reimbursements are allocated across all investment funds that are managed by Arrow in a manner that is fair and reasonable. The total amount of fees paid to the IRC by all investment funds managed by Arrow for the fiscal year ended December 31, 2022 was \$46,000.
Effect of GST, HST and Provincial Sales Taxes	Management Fees, Performance Fees, Operating Expenses and other fees are generally subject to applicable GST, HST and provincial sales taxes. In general, the sales tax rate depends on the residence of each Fund's securityholders at a certain point in time. Changes in existing sales tax rates, changes to which provinces impose sales tax and changes in the breakdown of the residence of a Fund's securityholders will have an impact on the management expense ratio of a Fund year over year.

Fees and Expenses Payable Directly by You

Sales Charges	A maximum of 5% of the amount you invest in the Funds. The amount of the fee is a matter negotiable between you and your dealer. Sales charges are only applicable to Front-End and Series I and R Securities.
Redemption Fees	No redemption charges apply unless the securities are subject to the short-term trading redemption charge described below.
Switch Fees	Up to 5% of the amount you wish to switch between a Fund and other funds managed by Arrow. The amount of the fee is a matter negotiable between you and your dealer. If a securityholder switches securities of a Fund within 90 days of purchase, the Fund may charge a short-term trading fee of up to 2% of the net asset value of the securities switched. This short-term trading fee would be over and above any switch fee which the broker, dealer or advisor may charge.
Short-term Trading Fees	A Fund may charge you a short-term trading fee of up to 2% of the net asset value of the securities if you redeem or switch securities of a Fund within 90 days of the date of purchase (including securities received on the automatic reinvestment of dividends and distributions within such 90-day period). This short-term trading fee would be over and above any switch fee which the broker, dealer or advisor may charge.
Registered Tax Plan Fees	None.
Fee-Based Account Fee	In certain circumstances, if you purchase Fee-Based Securities, you may pay a Fee-Based Account Fee. Fee-Based Account Fees are negotiable with your financial advisor and paid to your dealer.
Administration Fee	An amount may be charged to a Designated Broker or ETF Dealer to offset certain transaction and other costs associated with the listing, issue, exchange, and/or redemption of Series ETF securities of a Fund. This charge, which is payable to the applicable Fund, does not apply to securityholders who buy or sell their Series ETF securities through the facilities of the TSX or another exchange or marketplace.
Exchange Fee	On an exchange of Series ETF securities, we will require you to pay the applicable Fund an exchange transaction fee of 0.25%, or such other amount as we may determine from time to time, which approximates the brokerage expenses,

	<p>commissions, transaction costs, costs or expenses related to market impact and other costs or expenses incurred or expected to be incurred by a Series ETF in effecting securities transactions on the market to obtain the necessary cash for the exchange. The exchange transaction fee may be higher if the costs and expenses incurred or expected to be incurred by a Series ETF is higher than generally expected. In certain circumstances and at our discretion, we may waive or reduce the exchange transaction fee.</p>
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Any change in any contract or the entering into of any new contract as a result of which the basis for the calculation of the fees or other expenses that are charged to a Fund which could result in an increase in charges to the Fund, must be approved by a majority of the votes cast at a meeting of the securityholders of the Fund called for such purpose. Such approval is not required in respect of a change in a contract or a new contract made by a Fund at arm's length and with parties other than Arrow or an associate or affiliate of Arrow for all or part of the services it requires to carry on its operations, provided that securityholders are given at least 60 days' notice before any contract is entered into or the effective date of any change, as applicable.

Other Mutual Funds

From time to time the Funds may invest in and hold securities of other investment funds. There are fees and expenses payable by the other investment funds in addition to the fees and expenses payable by the Funds. No management fees or incentives are payable by a Fund that, to a reasonable person, would duplicate a fee payable by the other investment fund for the same service and no sales fees or redemption fees are payable by a Fund in relation to its purchases or redemptions of the securities of the other investment fund if the other investment fund is managed by Arrow or an affiliate or associate of the manager of the Funds, and no sales fees or redemption fees are payable by the Funds in relation to their purchases or redemptions of securities of the other investment fund that, to a reasonable person, would duplicate a fee payable by an investor in the Fund.

DEALER COMPENSATION

This section explains how we compensate your representative's firm when you invest in the Funds.

Sales Commissions and Switching Fees

You will pay your dealer a sales commission at the time of your purchase of Front-End and Series I Securities, such commission being up to 5% of the amount you invest. The actual percentage is a matter negotiable between you and your dealer. Sales charges are not paid when you switch between series of a Fund, or between the Funds or to another fund managed by Arrow, but a switch fee of up to 5% may be charged to you and retained by your dealer. The amount of any switch fee is a matter negotiable between you and your dealer. No sales commissions are paid when you receive securities from reinvested distributions or dividends. Sales commissions and switching fees are only applicable to Front-End and Series I Securities.

If you purchase Fee-Based Securities, you may have to pay a Fee-Based Account Fee to your dealer. Fee-Based Account Fees are negotiated with your financial advisor.

You may incur customary brokerage commissions in buying or selling Series ETF Securities on the TSX or another exchange or marketplace.

Trailing Commission

We pay your dealer a trailing commission monthly on Front-End Securities for the ongoing advice and service you receive from your dealer relating to the Funds, as applicable. Dealers receive this service fee based on the aggregate security value of their clients' investment in the Funds. We may pay your dealer a trailing commission monthly on Series I Securities of the Funds, if applicable, which is a matter negotiable between Arrow and your dealer and will not exceed 1.00% per year. We may change or cancel the terms of trailing commissions that we pay at any time. The following table outlines the annual trailer fee rates associated with the Funds:

	Front-End Securities	Fee- Based Securities
Exemplar Global Growth and Income Class		
Exemplar Growth and Income Fund	1.00%	None
Exemplar Performance Fund		

Other Kinds of Dealer Compensation

We may share with dealers up to 50% of their eligible costs in marketing securities of the Funds (upon approval of Arrow's compliance department). For example, we may pay a portion of the costs of a dealer in advertising the availability of the Funds through the financial advisors of that dealer. We may also pay part of the costs of a dealer in running a seminar to inform investors about the Funds or about the general benefits of investing in the Funds.

We may also pay up to 10% of the costs of some dealers to hold educational seminars or conferences for their financial advisors to teach them about, among other things, new developments in the mutual fund industry, financial planning or new financial products (upon approval by Arrow's compliance department). The dealer makes all decisions about where and when the conference is held and who can attend.

We may also arrange for seminars for financial advisors where we inform them about new developments in the Funds, our products and services and mutual fund industry matters. We will invite dealers to send their financial advisors to any such seminars and such dealers (and not us) will decide who attends. The financial advisors will be required to pay their own travel, accommodation and personal expenses of attending any such seminars.

INCOME TAX CONSIDERATIONS FOR INVESTORS

The following is a summary of the principal Canadian federal income tax considerations under the Tax Act as of the date hereof generally applicable to the Funds and to you if, at all relevant times, you are a Canadian resident, individual (other than a trust) who holds securities directly as capital property or in a Registered Plan (as defined below), who deals at arm's length with the Funds and who is not affiliated with the Funds or Arrow, each within the meaning of the Tax Act. Generally, your investment in the Funds will be capital property unless you are considered to be trading or dealing in securities or have acquired your investment in one or more transactions considered to be an adventure or concern in the nature of trade. Certain securityholders can file an election to treat all future dispositions of certain property, including securities of the Funds, to be capital property.

This summary is based on the current provisions of the Tax Act and regulations thereunder and all specific proposals to amend the Tax Act and regulations publicly announced before the date hereof which we assume will be enacted as proposed although there is no assurance in that regard. It also takes into account our understanding of the administrative policies and assessing practices of the Canada Revenue Agency ("CRA") published in writing before the date hereof.

This summary is of a general nature only and is not exhaustive of all possible Canadian federal income tax considerations and is not intended to be, nor should it be construed to be, legal or tax advice to any particular investor. Accordingly, you are advised to consult your own tax advisor about your particular tax situation.

The Company currently qualifies as a mutual fund corporation under the Tax Act and is expected to continue to so qualify at all times in the future. The Trust Fund currently qualifies and is expected to continue to qualify as a mutual fund trust under the Tax Act at all times in the future. This summary assumes that the Trust Fund and the Company will so qualify.

Income of the Funds

The Company must calculate its net income as a single entity even though the assets and liabilities attributable to each of the Corporate Classes are tracked separately. Accordingly, where the context requires, references in this section to

a Fund including or deducting an amount should, in the case of a Corporate Class, be taken to mean the Company including or deducting the relevant amount.

Each Trust Fund and the Company must calculate its net income, including net taxable capital gains, in Canadian dollars, for each taxation year according to the rules in the Tax Act. In general, interest must be included in income as it accrues, dividends when they are received and capital gains and losses when they are realized. Trust income that is paid or payable to a Fund during the trust's taxation year is generally included in the calculation of the Fund's income for the taxation year of the Fund in which the trust's taxation year ends. However, in certain circumstances, the business income and other non-portfolio earnings of an income trust or other Canadian resident publicly traded trust (other than certain Canadian real estate investment trusts) that is paid or payable to a Fund is treated as an eligible dividend received, at that time, from a taxable Canadian corporation. Each year, the Funds are required to include in the calculation of their income, an amount as notional interest accrued on strip bonds, zero-coupon bonds and certain other prescribed debt obligations held by the Funds even though the Funds are not entitled to receive interest on the debt instrument. Foreign source income received by the Funds (whether directly or indirectly from an underlying fund) will generally be net of any taxes withheld in the foreign jurisdiction. The foreign taxes so withheld will be included in the calculation of the Funds' income. The Funds may be deemed to earn income on investments in some types of foreign entities. Gains from the disposition of commodities such as precious and other metals and minerals are generally taxed as income rather than capital gains. Gains and losses realized on futures, forward contracts, options and other derivatives may be treated as ordinary income and loss or as capital gains and capital losses, depending on the circumstances.

In calculating a Fund's net income, all of the Fund's deductible expenses, including expenses common to all series of securities of the Fund and expenses specific to a particular series of securities of the Fund, will be taken into account for the Fund as a whole.

A Fund may receive capital gains distributions or capital gains dividends from an underlying fund, which generally will be treated as capital gains realized by the Fund.

A Fund that invests in foreign denominated securities must calculate its adjusted cost base and proceeds of disposition in Canadian dollars based on the conversion rate on the date the securities were purchased and sold, as applicable. As a result, a Fund may realize capital gains and losses due to changes in the value of foreign currency relative to the Canadian dollar.

Capital gains realized during a taxation year are reduced by capital losses realized during the year. In certain circumstances, a capital loss realized by a Fund may be denied or suspended and, therefore, may not be available to offset capital gains. For example, a capital loss realized by a Fund will be suspended if, during the period that begins 30 days before and ends 30 days after the date on which the capital loss was realized, the Fund (or a person affiliated with the 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 and owns that property at the end of that period.

Taxation of the Company

The Company is generally taxable at corporate tax rates applicable to a mutual fund corporation on its taxable income (which will not include taxable dividends from taxable Canadian corporations) and is also subject to a 38 1/3% refundable tax (the "**Refundable Tax**") on taxable dividends received by it from the taxable Canadian corporations. The Refundable Tax is refunded when the Company pays taxable dividends to its securityholders. In addition, the Company may receive a refund (calculated on a formula basis) of taxes paid on realized capital gains when it pays capital gains dividends or when securities are redeemed or switched. Generally, the Company will not pay tax on Canadian dividends or net realized capital gains but will be liable to pay tax at corporate rates applicable to mutual fund corporations on income from other sources, such as interest, certain income from derivatives and foreign source income. The Company will try to eliminate this tax liability by using deductible expenses and tax credits. If the Company is not successful in eliminating its tax liability, the Company will be subject to tax.

Because the Company is a mutual fund corporation, its tax position will include, among other things, the revenues, deductible expenses, capital gains and capital losses of all of its investment portfolios and all of its series of securities. Because the Company must compute its net income and net capital gains for tax purposes as a single entity, the

dividends paid to an investor in the Corporate Class will differ from dividends or distributions the investor would have received if the investor had invested in a mutual fund trust that made the same investments as the Corporate Class.

The Tax Act contains rules which may require a taxpayer to include in income in each taxation year an amount in respect of the holding of an “offshore investment fund property” (“**OIF Property**”). If applicable, these rules would generally require the Company to include in income for each taxation year in which it owns OIF Property (i) an imputed return for the taxation year computed on a monthly basis and determined by multiplying the Fund’s “designated cost” (as defined in the Tax Act) of the OIF Property at the end of the month, by 1/12th of the sum of the applicable prescribed rate for the period that includes such month plus 2%, less (ii) the Fund’s income for the year (other than a capital gain) from OIF Property determined without reference to these rules. Any amount required to be included in computing the Fund’s income under these provisions will be added to the adjusted cost base to the Fund of such OIF Property.

Taxation of the Trust Funds

In each taxation year, each Trust Fund will be subject to tax under Part I of the Tax Act on its net income, including the taxable portion of any net capital gains, if any, that is not paid or made payable to unitholders in that year. Provided a Trust Fund distributes all of its net taxable income and its net capital gains to its unitholders on an annual basis, it should not be liable for any income tax under Part I of the Tax Act.

Each Trust Fund is required to include, in computing its income for each taxation year, the taxable portion of any net realized capital gains, any dividends received by it in that taxation year and all interest that accrues to it during the year, or which becomes receivable or is received by it before the end of the year, except to the extent that such interest was included in computing its income for a preceding taxation year. In computing its income, a Trust Fund will take into account any loss carry-forwards, any capital gains refund and all deductible expenses, including management fees.

Losses incurred by a Trust Fund in a taxation year cannot be allocated to unitholders but may be deducted by the Trust Fund in future years in accordance with the Tax Act.

Types of Income from the Funds

Your investment in the Funds can generate income for tax purposes in two ways:

- **Dividends and Distributions.** When the Company earns Canadian dividend income from its investments or realizes a net capital gain by selling securities, it may pass these amounts on to you as dividends. When a Trust Fund earns net income from its investments or realizes a net capital gain by selling securities, it intends to allocate these amounts on to you as a distribution.
- **Capital gains (or losses).** You can realize a capital gain (or loss) when you sell or transfer your securities of the Funds (including a transfer of securities of a Fund for securities of another fund) for more (or less) than you paid for them. Generally, switching one series of securities to another series of securities of the same Fund will not result in a disposition for tax purposes.

Funds Held in Registered Plans

A “**Registered Plan**” means a registered retirement savings plan (an “**RRSP**”), a registered retirement income fund (a “**RRIF**”), a registered disability savings plan (an “**RDSP**”), a registered education saving plan (an “**RESP**”), a tax-free savings account (a “**TFSA**”), a first home savings account (a “**FHSA**”) or a deferred profit sharing plan (a “**DPSP**”).

Provided that the Company qualifies as a mutual fund corporation under the Tax Act effective at all material times, and that the Trust Funds qualify as mutual fund trusts under the Tax Act effective at all material times, securities of the Funds will be qualified investments under the Tax Act for Registered Plans. In addition, Series ETF securities will also be qualified investments under the Tax Act for Registered Plans if the securities are listed on a “designated stock exchange” within the meaning of the Tax Act, which currently includes the TSX.

If securities of a Fund are held in a Registered Plan, dividends paid by the Company and distributions from the Trust Funds and capital gains from a disposition of the securities are generally not subject to tax under the Tax Act until withdrawals are made from the registered plan (withdrawals from a TFSA and certain withdrawals from a FHSA are not subject to tax, and RRSPs and RDSPs are subject to special rules). Annuitants of RRSPs and RRIFs, holders of TFSAs, FHSAs and RDSPs and subscribers of RESPs should consult their own tax advisors as to whether securities of the Funds will be a “prohibited investment” under the Tax Act in their particular circumstances.

You are responsible for determining the income tax consequences to you of acquiring securities of the Funds through Registered Plans and neither the Funds nor Arrow assumes any liability to you as a result of making the securities of the Funds available for investment. If you choose to purchase securities of the Funds through a Registered Plan, you should consult your own professional advisor regarding the tax treatment of contributions to, withdrawals from and acquisitions of property by such Registered Plan.

Funds Held in Non-Registered Accounts

If you hold securities of a Fund in a non-registered account, you must include the following in calculating your income each year:

- Any dividends paid to you by the Company, whether you receive them in cash or you reinvest them in securities of the Fund. These dividends (which must be computed in Canadian dollars) may include ordinary taxable dividends or capital gains dividends. Ordinary taxable dividends are subject to the gross-up and dividend tax credit rules that apply to taxable dividends received from taxable Canadian corporations and include “eligible dividends” which are subject to an enhanced gross-up and dividend tax credit. Capital gains dividends are treated as capital gains realized by you. In general, you must include one-half of the amount of a capital gain in your income for tax purposes.
- Any net income and the taxable portion of any net capital gains (computed in Canadian dollars) distributed to you by a Trust Fund, whether you receive the distributions in cash or they are reinvested in units of the Trust Fund.
- The taxable portion of any capital gains you realize from selling or redeeming your securities (including to pay fees described in this document) or transferring your securities (including a transfer of securities of one Fund for securities of another fund) when the value of the securities is greater than their adjusted cost base plus reasonable costs of disposition (including any redemption fees). If the value of securities sold is less than their adjusted cost base plus reasonable costs of disposition (including any redemption fees), you will have a capital loss. Generally, you may use capital losses you realise to offset capital gains.
- Generally, the amount of any management fee rebates paid to you, and the amount of any management fee distributions paid to you out of a Trust Fund’s income. However, an election may be available in certain circumstances that allows you to reduce the adjusted cost base of the respective securities by the amount of the management fee rebate that would otherwise be included in income. You should consult with your tax advisor regarding the availability of this election in your particular circumstances.

We will issue a tax slip to you each year for the Company that shows the taxable amount of your dividends and any federal dividend tax credit that applies, as well as any capital gains dividends paid by the Company. We will issue a tax slip to you each year for each Trust Fund that shows you how much of each type of income the Trust Funds distributed to you and any return of capital. You can claim any tax credits that apply to that income that are allocated to you by a Trust Fund.

You should consult your tax advisor about the tax treatment in your particular circumstances of any investment advisory fees you pay to your financial advisor when investing in the Funds and any management fee rebates paid to you.

Dividends and Distributions

If you hold your securities in a non-registered account, you must include in your income for tax purposes the taxable portion of all dividends received on securities of the Corporate Class and the taxable portion of all distributions (including fee distributions) paid to you by the Trust Funds. This is the case whether you receive them in cash or

reinvest them in additional securities. The amount of any reinvested dividends or distributions is added to your adjusted cost base and thus reduces your capital gain or increases your capital loss when you redeem those securities, so that you do not pay tax twice on the same amount. The Funds will take steps so that capital gains and Canadian dividends will retain their character when paid to you as a dividend by the Corporate Class or a distribution by the Trust Funds. One half of a capital gain dividend or capital gain distribution is included in income as a taxable capital gain. Canadian dividends are subject to the dividend gross up and tax credit rules. The Funds will take steps to pass on to you the benefit of the enhanced dividend tax credit when it is available. The Trust Funds may take steps so that you are able to claim a foreign tax credit in respect of foreign source income distributed to you. Dividends and distributions may result from foreign exchange gains because the Funds are required to report income and net realized capital gains in Canadian dollars for tax purposes.

Distributions paid by the Funds may include returns of capital. A return of capital is not included in your income for tax purposes but will reduce the adjusted cost base of your securities on which it was paid. Where the reductions to the adjusted cost base of your securities causes the adjusted cost base to become negative, the negative amount is treated as a capital gain realized by you and the adjusted cost base of your securities will then be nil.

Sales charges paid on the purchase of securities are not deductible in computing your income but are added to the adjusted cost base of your securities. In general, you should include in your income any payment received as a fee reduction in connection with your securities of the Funds. However, in certain circumstances, you may be able to instead elect to have the amount of the fee reduction reduce the cost of the related securities.

Switching Your Securities

You cannot switch Series ETF securities for securities of another series of the same Fund or for securities of another Fund.

The conversion of securities of a Fund for securities of the same Fund is not a disposition for tax purposes and should not result in a capital gain or loss unless securities are redeemed to pay fees. The total cost of the securities you receive on a conversion is the same as the total adjusted cost base of the securities that you converted.

Any other switch of securities involves a redemption and purchase of securities. A redemption is a disposition for tax purposes. See *“Redeeming or Disposing of Your Securities”* below.

Redeeming or Disposing of Your Securities

If you redeem or otherwise dispose of securities with a NAV that is greater than the adjusted cost base of the securities, you realize a capital gain. If you redeem or otherwise dispose of securities with a NAV that is less than the adjusted cost base of the securities, you realize a capital loss. You may deduct any redemption fees or other expenses of disposition when calculating your capital gains or losses.

In general, you must include one-half of any capital gain (“**taxable capital gain**”) in computing your income for tax purposes and must deduct one-half of any capital loss (“**allowable capital loss**”) to offset taxable capital gains. Allowable capital losses in excess of taxable capital gains in the year may be carried back three years or forward indefinitely for deduction against taxable capital gains realized in those years.

When you redeem securities of a Trust Fund, it may distribute capital gains to you as partial payment of the redemption price (the “**Redeemer’s Gain**”). The taxable portion of the Redeemer’s Gain must be included in your income as described above, but the full amount of the Redeemer’s Gain will be deducted from your proceeds of disposition of the securities redeemed. Recent amendments to the Tax Act will restrict the ability of the Trust Funds to distribute capital gains to you as partial payment of your redemption price to an amount not exceeding your accrued gain on the securities redeemed.

In certain circumstances, loss restriction rules will limit or eliminate the amount of a capital loss that you may deduct. For example, a capital loss that you realize on a redemption or other disposition of securities will be deemed to be nil if, during the period that begins 30 days before and ends 30 days after the day of that disposition, you acquired identical

securities (including on the reinvestment of distributions or dividends) and you continue to own these identical securities at the end of that period. The amount of this denied capital loss is added to the adjusted cost base of your securities.

We will provide you with details of your proceeds of redemption. However, you must keep a record of the price you paid for your securities, any distributions or dividends you receive and the NAV of securities redeemed or switched. These records will allow you to calculate your adjusted cost base and the capital gains or capital losses when you redeem or switch your securities. See “*Adjusted Cost Base*” below.

Adjusted Cost Base

In general, the adjusted cost base of each of your securities of a particular series of a Fund at any time equals:

- your initial investment for all your securities of that series of the Fund (including any sales charges paid), **plus**
- your additional investments for all your securities of that series of the Fund (including any sales charges paid), **plus**
- reinvested dividends, distributions, or management fee rebates in additional securities of that series of the Fund, **minus**
- any return of capital dividends or distributions by the Fund in respect of securities of that series of the Fund, **minus**
- the adjusted cost base of any securities of that series of the Fund previously redeemed, **all divided by**
- the number of securities of that series of the Fund that you hold at that time.

You should keep detailed records of the purchase cost of your investments and dividends and distributions you receive on those securities so you can calculate their adjusted cost base. All amounts (including adjusted cost base, dividends, distributions and proceeds of disposition) must be computed in Canadian dollars. Other factors may affect the calculation of the adjusted cost base and you may want to consult a tax advisor.

Alternative Minimum Tax

Individuals may be subject to alternative minimum tax under the Tax Act in respect of Canadian dividends and realized capital gains.

Buying Securities before a Dividend or Distribution Date

When buying securities, some of your purchase price may reflect income and capital gains of the Fund that have accrued and/or been realized but have not been made payable or distributed. You must include in your income the taxable portion of any dividend or distribution paid to you by a Fund, even where the Fund may have earned the income or realized the capital gains that gave rise to the dividend or distribution before you owned your securities, and which was included in the purchase price of your securities. This result could be significant if you purchase securities of a Fund late in the year or on or before the date on which a dividend or distribution is paid.

Portfolio Turnover Rate

The portfolio turnover rate is how often the portfolio manager bought and sold securities for a Fund. The higher the Fund’s portfolio turnover rate is, the greater the trading costs payable by the Fund in the year and the greater the chance that you will receive a capital gain dividend or a distribution of capital gains. Gains realized by a Fund are generally offset by any losses realized on its portfolio transactions. There is not necessarily a relationship between a high portfolio turnover rate and the performance of a Fund.

Tax Information

We will provide you with tax slips showing the amount and type of dividends or distributions (ordinary income, Canadian dividends other than eligible dividends, Canadian dividends eligible for the enhanced dividend tax credit, foreign income, capital gains and/or returns of capital) you received from each Fund and any related foreign tax credits.

International Tax Reporting

Generally, you will be required to provide your advisor or dealer with information related to your citizenship and tax residence, including your tax identification number(s). If you: (i) are identified as a U.S. person (including a U.S. resident or a U.S. citizen (including a U.S. citizen living in Canada)); (ii) are identified as a tax resident of a country other than Canada or the U.S.; or (iii) do not provide the required information and indicia of U.S. or non-Canadian status is present, information about you and your investment in a Fund will generally be reported to the CRA unless securities are held in your Registered Plan. The CRA will provide that information to the U.S. Internal Revenue Service (in the case of U.S. persons) or the relevant tax authority of any country 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 Common Reporting Standard.

WHAT ARE YOUR LEGAL RIGHTS?

Mutual Fund Series Securities

Securities legislation in some provinces and territories provide you with 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 securities and get your money back, or to make a claim for damages, if the simplified prospectus, a Fund's fund facts or financial statements misrepresent any facts about the Fund. These rights usually must be exercised within certain time limits. **For more information, refer to the securities legislation of your province or territory or consult your lawyer.**

Series ETF Securities

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase ETF 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 under a decision pursuant to NP 11-203. As such, purchasers of Series ETF securities will not be able to rely on the inclusion of an underwriter's certificate in the 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.

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

EXEMPTIONS AND APPROVALS

Short Sale Collateral Relief

Each of the Funds has obtained exemptive relief from securities regulators exempting the Funds from the requirement in subsection 6.1(1) of NI 81-102, which provides that, except as provided in sections 6.8, 6.8.1 and 6.9 of NI 81-102, all portfolio assets of a Fund must be held under the custodianship of one custodian that satisfies the requirement of section 6.2 of NI 81-102, in order to permit the Fund to deposit portfolio assets with a borrowing agent that is not the Fund's custodian or sub-custodian in connection with a short sale of securities, if the aggregate market value of the portfolio assets held by the borrowing agent after such deposit, excluding the aggregate market value of the proceeds from outstanding short sales of securities held by the borrowing agent, does not exceed 10% of the NAV of the Fund at the time of deposit (the "**Short Sale Collateral Relief**").

Custodian Relief

Each of the Funds has obtained exemptive relief from securities regulators exempting the Funds from the requirement in subsection 6.1(1) of NI 81-102 to permit a Fund to appoint more than one custodian, each of which is qualified to be a custodian under section 6.2 of NI 81-102 and each of which is subject to all of the other requirements in Part 6 of NI 81-102 other than the prohibition against the Fund appointing more than one custodian in subsection 6.1(1) of NI 81-102 (the "**Custodian Relief**").

The custodians of the Funds are disclosed under the heading "*Responsibility for Mutual Fund Administration - Custodian*" in this simplified prospectus. The Manager may appoint additional custodians in the future for a Fund in accordance with the Custodian Relief provided that the additional custodians are one of the Fund's prime brokers. The terms of any custodial agreement entered into with an additional custodian will comply with the requirements of NI 81-102 and will be filed as a material contract of the Fund following its execution.

Investing in Permitted Exchange Traded Funds

Given the incorporation of the alternative mutual funds into NI 81-102, this ETF relief is only relevant for U.S. listed exchange traded funds.

Each of the Funds has obtained permission from the regulators to invest up to 10% of its net assets (taken at market value at the time of the investment) in exchange traded funds listed on a Canadian or United States stock exchange that seek to replicate the daily performance of either: (a) a widely-quoted market index (i) in an inverse multiple of 100% (an "**Inverse ETF**"), or (ii) by a multiple of up to 200% or an inverse multiple of up to 200% (in either case, a "**Leveraged ETF**"); or (b) gold or silver on an unlevered basis (a "**Commodity ETF**" and, together with Inverse ETFs and Leveraged ETFs, "**Permitted ETFs**"). In each case: (a) the investment will be made by a Fund in accordance with its investment objective; (b) the aggregate investment by a Fund in Permitted ETFs will not exceed 10% of the Fund's net asset value, taken at market value at the time of purchase; (c) a Fund will not purchase securities of Inverse ETFs or Leverage ETFs or short sell securities of any issuer if, immediately after such purchase or short sale, the Fund's aggregate market value exposure represented by all such securities purchased and/or sold short would exceed 20% of the net assets of the Fund, taken at market value at the time of the transaction; and (d) a Fund will not purchase securities of a Commodity ETF if, immediately after such purchase, more than 10% of the net assets of the Fund, taken at market value or market exposure at the time of the purchase, would consist of, in aggregate, gold, silver, permitted gold certificates, permitted silver certificates, specified derivatives of which the underlying interest is gold or silver, and Commodity ETFs.

Relief with Respect to Cover for Derivative Positions

Each of the Funds has obtained an exemption from NI 81-102 to permit a Fund to:

- Use as cover, when the Fund has a long position in a debt-like security that has a component that is a long position in a forward contract, or in a standardized future or forward contract:

- cash cover in an amount that, together with margin on account for the specified derivative and the market value of the specified derivative, is not less than, on a daily mark-to-market basis, the underlying market exposure of the specified derivative,
- a right or obligation to sell an equivalent quantity of the underlying interest of the future or forward contract, and cover that together with margin on account for the position, is not less than the amount, if any, by which the price of the future or forward contract exceeds the strike price of the right or obligation to sell the underlying interest, or
- a combination of the positions referred to immediately above that is sufficient, without recourse to other assets of the Fund, to enable the Fund to acquire the underlying interest of the future or forward contract,
- Use as cover, when the Fund has a right to receive payments under a swap:
 - cash cover, in an amount that, together, with margin on account for the swap and the market value of the swap, is not less than, on a daily mark-to-market basis, the underlying market exposure of the swap,
 - a right or obligation to enter into a swap on an equivalent quantity and with an equivalent term and cover that, together with margin on account for the position, is not less than the aggregate amount, if any, of the obligations of the Fund under the swap less the obligations of the Fund under such offsetting swap, or
 - a combination of the positions referred to immediately above that is sufficient, without recourse to other assets of the Fund, to enable the Fund to satisfy its obligations under the swap.

The exemptions described above, are subject to the condition that a Fund will not (i) purchase a debt-like security that has an option component or an option, or (ii) purchase or write an option to cover any positions under section 2.8(1)(b), (c), (d), (e) and (f) of NI 81-102, if immediately after the purchase or writing of such option, more than 10% of the net assets of the Fund, taken at market value at the time of the transaction, would be in the form of (1) purchased debt-like securities that have an option component or purchased options, in each case, held by the Fund for purposes other than hedging, or (2) options used to cover any positions under section 2.8(1)(b), (c), (d), (e) and (f) of NI 81-102.

Use of Cleared Swaps

On behalf of the Funds we have obtained an exemption for the Funds from the counterparty credit rating requirement, the counterparty exposure threshold and the custodial requirements set out in NI 81-102 in order to permit the Funds to clear certain swaps, such as interest rate and credit default swaps, entered into with futures commission merchants (each an “FCM”) that are subject to U.S. or European clearing requirements and to deposit cash and other assets directly with the FCM, and indirectly with a clearing corporation, as margin for such swaps. In the case of FCMs in Canada, the FCM must be a member of the Canadian Investor Protection Fund and the amount of margin deposited, when aggregated with the other amount of margin already held by the FCM, must not exceed 10% of the net asset value of the Fund at the time of the deposit. In the case of FCMs outside of Canada, the FCM must be a member of a clearing corporation and subject to a regulatory audit, the FCM must have a net worth (determined from audited financial statements or other publicly available financial information) in excess of \$50 million and the amount of margin deposited, when aggregated with the other amount of margin already held by the FCM, must not exceed 10% of the net asset value of the Fund at the time of the deposit.

Series ETF Securities

The Funds have obtained relief from applicable securities laws in connection with the offering of Series ETF securities to:

- (i) relieve the Funds from the requirement to prepare and file a long form prospectus for the Series ETF securities in accordance with National Instrument 41-101 – General Prospectus Requirements in the form prescribed by Form 41-101F2 Information Required in an Investment Fund Prospectus, subject to the terms of the relief, provided that the Funds file a prospectus for the Series ETF Securities in accordance with the

provisions of National Instrument 81-101 – *Mutual Fund Prospectus Disclosure*, other than the requirements pertaining to the filing of a fund facts document;

- (ii) relieve the Funds from the requirement that a prospectus offering Series ETF securities contain a certificate of the underwriters;
- (iii) relieve a person or company purchasing Series ETF securities of a Fund in the normal course through the facilities of the TSX or another exchange from the take-over bid requirements of Canadian securities legislation;
- (iv) permit each Fund that offers Series ETF securities to borrow cash from the custodian of the Fund (the “**Custodian**”) and, if required by the Custodian, to provide a security interest over any of its portfolio assets as a temporary measure to fund the portion of any distribution payable to securityholders that represents, in the aggregate, amounts that are owing to, but not yet been received by, the Fund; and
- (v) treat the Series ETF and the mutual fund series of a Fund as if such series were two separate funds in connection with their compliance with the provisions of Parts 9, 10 and 14 of NI 81-102.

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

CERTIFICATE OF THE FUNDS

AND OF ARROW CAPITAL MANAGEMENT INC. AS MANAGER, PROMOTER AND/OR TRUSTEE

This simplified prospectus and the documents incorporated by reference into the simplified prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as required by the securities legislation of all provinces and territories of Canada, and do not contain any misrepresentations.

DATED: July 7, 2023

"James McGovern"
James McGovern
Chief Executive Officer of
Arrow Capital Management Inc.

"Robert Maxwell"
Robert Maxwell
Chief Financial Officer of
Arrow Capital Management Inc.

"James McGovern"
James McGovern
Chief Executive Officer of
Exemplar Portfolio Ltd.

"Robert Maxwell"
Robert Maxwell
Chief Financial Officer of
Exemplar Portfolio Ltd.

On behalf of the Board of Directors
of ARROW CAPITAL MANAGEMENT INC.
as Manager, Promoter and/or Trustee of the Funds

"Frederick Dalley"
Frederick Dalley
Director of Arrow Capital Management Inc.

"Mark Purdy"
Mark Purdy
Director of Arrow Capital Management Inc.

On behalf of the Board of Directors
of EXEMPLAR PORTFOLIOS LTD.

"James McGovern"
James McGovern
Director of Exemplar Portfolios Ltd.

"Frederick Dalley"
Frederick Dalley
Director of Exemplar Portfolios Ltd.

"Robert Maxwell"
Robert Maxwell
Director of Exemplar Portfolios Ltd.

PART B

SPECIFIC INFORMATION ABOUT THE MUTUAL FUNDS DESCRIBED IN THIS DOCUMENT

The following information applies to the Funds and may be helpful when you are reviewing a Fund profile.

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

What is a Mutual Fund?

A mutual fund is an investment vehicle created to permit money contributed by people with similar investment objectives to be pooled. People who contribute money become securityholders of the mutual fund. Mutual fund securityholders share (in proportion to the securities they own) the mutual fund's income, expenses, and the gains and losses the mutual fund makes on its investments. The value of an investment in a mutual fund is realized by redeeming the securities held.

A mutual fund may own different types of investments - stocks, bonds, cash, and derivatives - all depending upon its investment objectives. A mutual fund also may invest in other mutual funds, which may be managed by us, called "underlying funds". The value of these investments will change from day to day, reflecting changes in interest rates, economic conditions and market and company news, with these and other factors affecting funds with varying degrees of impact. For example, mutual funds which invest in equity securities will be greatly impacted by changes in the equity markets generally while a mutual fund investing solely in bonds would not. As a result, the value of a mutual fund's securities may go up and down, and the value of your investment may be more or less when you redeem or sell it than when you purchased it.

The specific investment objectives and strategies of the Funds are described below under "*What Does the Fund Invest In?*"

Mutual Funds are not Guaranteed

Arrow does not guarantee that the full amount of your original investment in a Fund will be returned to you. Unlike bank accounts or GICs, mutual fund securities are not covered by the Canada Deposit Insurance Corporation or any other government deposit insurer.

Under exceptional circumstances, a mutual fund may suspend redemptions of securities. See "*Purchases, Switches and Redemptions*" in Part A of this simplified prospectus for details.

About the Corporate Classes

The Corporate Classes are set up differently than traditional mutual funds. When you invest in most traditional mutual funds, such as our trust funds, you buy units of a mutual fund trust. The Corporate Classes instead are classes of shares of the Company, which means you buy shares of the corporation.

Both mutual fund trusts and mutual fund corporations allow you to pool your money with other investors, but there are differences between the two types of mutual funds:

- A mutual fund trust has its own investment objectives.
- A mutual fund corporation may have more than one class of shares. Each class has its own investment objectives.
- Mutual fund trusts are separate taxpayers.
- Mutual fund corporations are taxed as a single entity. A multi-class mutual fund corporation, such as the Company, must consolidate the income, capital gains, expenses and capital losses from all its classes to determine the amount of tax payable by it.

- A mutual fund trust makes taxable distributions of net income, including net taxable capital gains, to its unitholders.
- A mutual fund corporation pays ordinary dividends or capital gains dividends to its shareholders.

What are the Risks of Investing in a Mutual Fund?

As with most other investments, mutual funds come with a certain amount of risk. Mutual funds own different types of investments, depending on their investment objectives. The value of the investments in a mutual fund changes from day to day because of changes in interest rates, economic conditions and market or company news. As a result, the value of mutual fund securities will vary. When you sell your securities of a Fund, you could get less money than you put in.

When you are making your investment decision, it is very important that you are completely aware of the different investment types, their relative return over time and their volatility. Money market funds generally have low risk. They hold relatively safe short-term investments such as government treasury bills and other high quality money market instruments. Income funds, which typically invest in bonds, have a higher amount of risk because their prices can change when interest rates change. Equity funds generally have the highest risk because they invest mostly in stocks whose prices can rise and fall daily.

Everyone has a different tolerance for risk. Some individuals are significantly more conservative than others when making their investment decisions. It is important to take into account your own comfort with risk as well as the amount of risk suitable for your financial goals. Below are some of the most common risks that affect value. To find out which of these specific risks apply to the Fund you are considering, see the individual Fund description in Part B of this simplified prospectus. They may include:

Absence of an Active Market for Series ETF Securities Risk – Although Series ETF securities of the Funds may be listed on the TSX or another exchange or marketplace, there can be no assurance that an active public market for Series ETF securities develops or can be sustained.

Change in Legislation Risk – There can be no assurance that tax, securities and other laws or the interpretation and application of such laws by courts or government authorities will not be changed in a manner which adversely affects the Fund or securityholders.

Collateral Risk – A Fund may enter into derivatives arrangements that require it to deliver collateral to the derivative counterparty or clearing corporation. As such, the Fund may be exposed to certain risks in respect of that collateral including the Fund:

- will be required to post initial margin/collateral to the derivative counterparty or clearing corporation in the form of cash. The Fund will be required to have sufficient liquid assets to satisfy this obligation;
- may from time to time, if the value of the derivative arrangements moves against it, be required to post variation margin/collateral with the derivatives counterparty or clearing corporation on an ongoing basis. The Fund will be required to have sufficient liquid assets to satisfy such calls, and, in the event it fails to do so, the counterparty may have a right to terminate such derivatives arrangements; and,
- may be subject to the credit risk of the derivatives counterparty. In the event the counterparty becomes insolvent at a time it holds margin/collateral posted with it by the Fund, the Fund will be an unsecured creditor and will rank behind preferred creditors.

Commodity Risk – A Fund's exposure to the commodities markets may subject the Fund to greater volatility than investments in traditional securities. The value of commodity linked derivative instruments may be affected by changes in overall market movements, commodity index volatility, changes in interest rates, or factors affecting a particular industry or commodity, such as drought, floods, weather, livestock disease, embargoes, tariffs and international economic, political and regulatory developments.

Concentration Risk – A Fund may hold significant investments in a few companies, rather than investing the Fund’s assets across a large number of companies. In some cases, more than 10% of the net assets of a Fund may be invested in securities of a single issuer as a result of appreciation in value of such investment and/or the liquidation or decline in value of other investments. The investment portfolio of the Fund may be less diversified, and therefore are potentially subject to larger changes in value than mutual funds which hold more broadly diversified investment portfolios.

Counterparty Default Risk - This is the risk that entities upon which a Fund’s investments depend may default on their obligations, for instance by failing to make a payment when due. Such parties can include brokers (including clearing brokers), foreign exchange counterparties, derivative counterparties and deposit taking banks. Default on the part of an issuer or counterparty could result in a financial loss to the Fund. The manager will manage these risks as far as is practicable by dealing with counterparties as permitted by Canadian securities authorities, by ensuring enforceable legal agreements are in place and by monitoring these counterparties.

Credit Risk – The value of fixed income securities depends, in part, on the perceived ability of the government or company which issued the securities to pay the interest and to repay the original investments. Securities issued by issuers who have a low credit rating are considered to have a higher credit risk than securities issued by issuers with a high credit rating. This risk applies primarily to fixed income funds.

Currency Risk – The value of securities denominated in a currency other than Canadian dollars will be affected by changes in the value of the Canadian dollar relative to the value of the currency in which the security is denominated. This risk will apply to a Fund if it invests in foreign denominated securities. Exposure to currencies may also be indirect through the use of other derivatives, such as options, forwards, futures or swaps.

The use of currency hedges by a Fund involves special risks, including the possible default by the other party to the transaction, illiquidity and, to the extent the Manager and/or portfolio sub-advisors’ assessment of certain market movements is incorrect, the risk that the use of hedges could result in losses greater than if the hedging had not been used or limiting or reducing the total returns to a Fund or a series of a Fund. In addition, the costs associated with a hedging program may outweigh the benefits of the arrangements in such circumstances.

Cyber Security Risk – Due to the widespread use of technology in the course of business, the Funds have become potentially more susceptible to operational risks through breaches in cyber security. Cyber security risk is the risk of harm, loss, and liability resulting from a failure, disruption or breach of an organization’s information technology systems. It refers to both intentional and unintentional events that may cause a Fund to lose proprietary information, suffer data corruption, or lose operational capacity, which could cause us and/or the Fund to experience disruptions to business operations; reputational damage; difficulties with the Fund’s ability to calculate its NAV; or incur regulatory penalties, additional compliance costs associated with corrective measures, and/or financial loss. Cyber attacks may involve unauthorized access to a Fund’s digital information systems (e.g., through “hacking” or malicious software coding) for purposes of misappropriating assets or sensitive information, or corrupting data, equipment or systems. Other cyber attacks do not require unauthorized access, such as denial-of-service attacks (i.e., efforts to make network services unavailable to intended users). In addition, cyber attacks on the Funds’ third-party services provider (e.g., administrators, transfer agents, custodians and sub-advisors) or issuers that a Fund invests in can also subject the Fund to many of the same risks associated with direct cyber attacks. Similar to operational risks in general, we have established risk management systems designed to reduce the risks associated with cyber security. However, there is no guarantee that such efforts will be successful.

Derivatives Risk – A derivative is a contract between two parties, the value of which is based on the performance of other investments, such as equities, bonds, currencies or a market index. Derivatives may be traded in the over-the-counter market or on a stock exchange or they may be cleared through a clearing corporation. A derivative is commonly a future, a forward contract, an option or a swap, but there are other types of derivative instruments as well. Futures or forward contracts are agreements to buy or sell a security, commodity or currency for a certain price on a certain future date. Options give the buyer the right to buy or sell a security, commodity or currency for a certain price on a certain future date. Swaps are a derivative in which two counterparties exchange cash flows of one party’s financial instrument for those of the other party’s financial instrument. Derivatives may be used to limit, or hedge against, losses that may occur because of a Fund’s investment in a security or exposure to a currency or market. This is called hedging. Derivatives may also be used to obtain exposure to financial markets,

reduce transaction costs, create liquidity or increase the speed of portfolio transactions. These investments are made for non-hedging purposes.

- There is no assurance that liquid markets will exist for a Fund to close out its derivative positions. Derivative instruments in foreign markets may be less liquid and more risky than comparable instruments traded in North American markets.
- Exchange-imposed trading limits could affect the ability of a Fund to close out its positions in derivatives. These events could prevent the Fund from making a profit or limiting its losses.
- Prices of options and futures on a stock index may be distorted if trading of certain stocks in the index is interrupted or trading of a large number of stocks in the index is halted. Such price distortions could make it difficult to close out a position.
- A Fund may use derivatives so it may be subject to credit risk associated with the ability of counterparties to meet their obligations. In addition, the Fund could lose its margin deposits if a dealer or clearing corporation with whom the Fund has an open derivatives position goes bankrupt.
- There is no assurance that a Fund's hedging strategies will be effective. There may be an imperfect historical correlation between the behaviour of the derivative instrument and the investment being hedged. Any historical correlation may not continue for the period during which the hedge is in place.
- Using futures and forward contracts to hedge against changes in currencies, stock markets or interest rates cannot eliminate fluctuations in the prices of securities in the portfolio or prevent losses if the prices of these securities decline.
- Hedging may also limit the opportunity for gains if the value of the hedged currency or stock market rises or if the hedged interest rate falls. The inability to close out options, futures, forwards and other derivative positions could prevent a Fund from using derivatives to effectively hedge its portfolio or implement its strategy.

Equity Risk – Mutual funds that invest in equities - also called stocks or shares - are affected by stock market movements. When the economy is strong, the outlook for many companies will be good, and share prices will generally rise, as will the value of a Fund if it owns these shares. On the other hand, share prices usually decline in times of general economic or industry downturn. Equity securities of certain companies or companies within a particular industry sector may fluctuate differently than the overall stock market because of changes in the outlook for those individual companies or the particular industry.

Exchange-traded Fund Risk – When a mutual fund invests in an ETF, the ETF may, for a variety of reasons, not achieve the same return as the benchmark, index or commodity price it seeks to track. The market value of an ETF also may fluctuate for reasons other than changes in the value of its underlying benchmark, index or commodity price, and the net asset value of the Fund will change with these fluctuations. The Funds have obtained permission to invest in Leveraged ETFs that employ leverage in an attempt to magnify returns by either a multiple or an inverse multiple of its underlying benchmark, index or commodity price. Leveraged ETFs typically involve a higher degree of risk and are subject to increased volatility.

Failure of Futures Commission Merchant Risk – Under United States Commodity Futures Trading Commission Regulations, futures commission merchants (“FCMs”) are required to maintain customer assets in a segregated account. If a Fund's FCM fails to do so, the Fund may be subject to a risk of loss of funds on deposit with the FCM in the event of its bankruptcy. In addition, even if assets are properly segregated, under certain circumstances there is a risk that assets deposited by the Manager on behalf of a Fund as margin with an FCM may be used to satisfy losses of other clients of the FCM which cannot be satisfied by such other clients or by the FCM. In the case of any such bankruptcy or client loss, the Fund might recover, even in respect of property specifically traceable to the Fund, only on a *pro rata* share of all property available for distribution to all of the FCM's customers.

Foreign Investment Risk – The value of foreign securities will be affected by factors affecting other similar securities and could be affected by additional factors such as the absence of timely information, less stringent auditing standards and less liquid markets. As well, different financial, political and social factors may involve

risks not typically associated with investing in Canada. This risk applies primarily to equity funds and fixed income funds.

Forward and Over-the-Counter (“OTC”) Option Contract Risk – The Funds may engage in trading forward and OTC option contracts in currencies. Such forward and OTC options contracts are not traded on exchanges; rather, banks and dealers typically act as principals in these markets, called generally the interbank or forex market. Trading in the interbank market presents certain risks not present in futures trading because no governmental agency regulates trading in forward and OTC option contracts. Consequently, in the case of forward contracts, there is no limitation on daily price movements and no margin need be posted, although a Fund’s FCM may require good faith deposits to be made in lieu of margin. Because performance of forward and OTC options contracts on currencies is not guaranteed by any exchange or clearinghouse, the customer is subject to counterparty risk: the risk that the principals or agents with or through which the FCM trades will be unable or will refuse to perform with respect to such contracts. Furthermore, principals in the forward markets have no obligation to continue to make markets in the forward contracts traded.

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

Interest Rate Risk – The value of fixed income securities will generally rise if interest rates fall and, conversely, will generally fall if interest rates rise. Changes in interest rates may also affect the value of equity securities; however, this risk applies primarily to fixed income funds.

Large Redemption Risk – A Fund may have particular investors who own a large proportion of the net asset value of the Fund. For example, other institutions such as banks and insurance companies or other fund companies may purchase securities of a Fund for their own mutual funds, segregated funds, structured notes or discretionary managed accounts. Retail investors may also own a significant amount of a Fund. If one of those investors redeems a large amount of their investment in a Fund, the Fund may have to sell its portfolio investments at unfavourable prices to meet the redemption request. This can result in significant price fluctuations to the net asset value of the Fund and may potentially reduce the returns of the Fund.

Liquidity Risk – Liquidity risk is the possibility that a Fund won’t be able to convert its investments to cash when it needs to. The value of securities which are not regularly traded (less liquid) will generally be subject to greater fluctuation. This risk applies primarily to equity funds and fixed income funds.

Specifically, with respect to futures, most futures exchanges limit fluctuations in certain contract prices during a single day by regulations referred to as “daily price fluctuation limits” or “daily limits”. Pursuant to such regulations, during a single trading day no trades may be executed at prices beyond the daily limits. Once the price of a contract has increased or decreased by an amount equal to the daily limit, positions in the contract can be neither taken nor liquidated unless traders are willing to effect trades at or within the limit. Prices of various contracts have occasionally moved the daily limit for several consecutive days with little or no trading. Similar occurrences could prevent a Fund from promptly liquidating its unfavorable positions and subject it to substantial losses. While daily limits may reduce or effectively eliminate the liquidity of a particular market, they do not limit ultimate losses, and may in fact substantially increase losses because it may prevent the liquidation of unfavorable positions. There is no limitation on daily price moves in trading forward contracts. In addition, a Fund may not be able to execute trades at favorable prices if little trading in the contracts involved is taking place. Under certain circumstances, a Fund may be required to accept or make delivery of the underlying commodity if the position cannot be liquidated prior to its expiration date. It also is possible that an exchange might suspend trading in a particular contract, order immediate liquidation and settlement of a particular contract or order that trading in a particular contract be conducted for liquidation only. Similarly, trading in options on a particular futures contract may become restricted if trading in the underlying futures contract has become restricted.

Margin Risk – Each long or short derivatives position initiated by a Fund requires a margin deposit. The cash in the Fund will be applied to the margin requirements established by the futures commission merchant (which must be at least equal to the margin levels established by the applicable exchange) carrying the Fund’s account. A margin deposit is similar to a cash performance bond that helps assure a trader’s performance of the futures contract. If the market value of a futures position moves to such a degree that the initial margin deposit is not sufficient to satisfy minimum maintenance requirements, the futures commission merchant will make a “margin call” for additional margin money. The margin call must be satisfied within a reasonable period of time. If a Fund does not make payment of the margin call within a reasonable time, the futures commission merchant may liquidate the open position(s). In periods of high volatility, the exchanges may increase minimum margin levels. Also, the futures commission merchant may elect to increase the amount of margin they require to carry futures positions for their customers even though the applicable exchange did not increase the minimum margin levels.

Market Risk – The risks associated with investing in a Fund depend on the securities held in the Fund. These securities will rise and fall based on company-specific developments and general stock market conditions. Market value will also vary with changes in the general economic and financial conditions in the countries where the investments are based.

Operational Risk - Day to day operations of a Fund may be adversely affected by circumstances beyond the reasonable control of Arrow, such as failure of technology or infrastructure, or natural disasters.

Securities Lending Risk – A Fund may engage in securities lending transactions. In a securities lending transaction, the Fund lends portfolio securities that it owns to a third party borrower. The borrower promises to return to the Fund at a later date an equal number of the same securities and to pay a fee to the Fund for borrowing the securities.

Over time, the value of the securities loaned in a securities lending transaction might exceed the value of the collateral held by the Fund. If the third party defaults on its obligation to return the securities to the Fund, the collateral may be insufficient to enable the Fund to purchase replacement securities and the Fund may suffer a loss for the difference.

Those risks are reduced by requiring the other party to provide collateral to the Fund. The value of the collateral must be at least 102% of the market value of the securities loaned. Securities lending transactions, together with repurchase transactions are limited to 50% of a Fund’s assets, excluding collateral or sales proceeds received in a securities lending transaction and cash held by the Fund for securities sold in a repurchase transaction.

In engaging in securities lending, a Fund will bear the risk of loss of any collateral it invests, as well as the risk of loss should a borrower default on its obligations to return the borrowed securities and the collateral is insufficient to reconstitute the portfolio of loaned securities.

If securities are on loan on the record date established for a particular voting matter the lender is generally not entitled to exercise the voting right of such loaned securities.

Series Risk –Mutual funds sometimes issue different series of securities of the same fund. Each series has its own fees and expenses, which a Fund tracks separately. However, if one series is unable to meet its financial obligations, the other series are legally responsible for making up the difference.

Share Class Risk – Each Corporate Class has its own assets and liabilities, which are used to calculate its value. Legally, the assets of each Corporate Class are considered the property of the Company and the liabilities of each Corporate Class are considered obligations of the Company. That means if any Corporate Class of the Company cannot meet its obligations, the assets of the other Corporate Classes may be used to pay for those obligations. A mutual fund corporation, like a mutual fund trust, is permitted to flow through certain income to investors but in the form of dividends rather than distributions. These are capital gains and dividends from taxable Canadian corporations. However, unlike a mutual fund trust, a mutual fund corporation cannot flow through other income including interest, trust income, foreign source dividends and certain income from derivatives. If this type of income, calculated for the Company as a whole, is greater than the expenses of the Company and other tax

deductible amounts, then the Company will be liable to pay income tax. While income tax is calculated for the Company as a whole, any amount payable will be allocated among the Corporate Classes making up the Company.

Short Selling Risk – Short selling is the act of borrowing a security to sell high today with the expectation of buying it back at a lower price in the future and then returning the security to the lender. An investor pays a security lender a small fee to borrow the security (usually arranged by a brokerage firm). Risks associated with short selling include the potential that the securities will rise in value or not decline enough to cover a Fund's costs, or that market conditions will cause difficulties in the sale or repurchase of the securities. The lender from whom a Fund has borrowed securities may go bankrupt and the Fund may lose the collateral it has deposited with the lender. When engaging in short selling, the Funds adhere to controls and limits that are intended to offset these risks by selling short only securities of larger issuers for which a liquid market is expected to be maintained and by limiting the amount of exposure for short sales. The Funds also deposit collateral only with lenders that meet certain criteria for creditworthiness and only up to certain limits. A Fund may also be exposed to short selling risk because the underlying funds in which it invests or to which assets of the Fund obtains exposure may be engaged in short selling.

Small Company Risk – Investing in securities of smaller companies may be riskier than investing in larger, more established companies. Smaller companies may have limited financial resources, a less established market for their shares and fewer shares issued. This can cause the share prices of smaller companies to fluctuate more than those of larger companies. The market for the shares of small companies may be less liquid.

Tax Risk – There can be no assurance that the tax laws applicable to the Funds, 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 Funds or their investors. Furthermore, there can be no assurance that the CRA will agree with the Manager's characterization of the gains and losses of the Funds as capital gains and losses or ordinary income and losses in specific circumstances. The CRA could reassess the Funds resulting in an increase to the taxable portion of distributions made to investors or to the incidence of income taxes and/or penalties to the Funds. A reassessment by the CRA may also result in the Funds being liable for unremitted withholding tax on prior distributions to non-resident investors. Such liability may reduce the NAV of a Fund.

The use of derivative strategies may also have a tax impact on the Funds. In general, gains and losses realized by a Fund from derivative transactions will be on income account, except where such derivatives are used to hedge portfolio securities held on capital account and provided there is sufficient linkage. A Fund will generally recognize gains or losses under a derivative contract when it is realized by the Fund upon partial settlement or upon maturity. This may result in significant gains being realized by a Fund at such times, and such gains may be taxed as ordinary income. To the extent such income is not offset by any available deductions, in the case of a Trust Fund, it would be distributed to the applicable unitholders of the Trust Fund in the taxation year in which it is realized and included in such unitholder's income for the year. In the case of the Corporate Class, it may be subject to non-refundable tax in the Company.

The Company may be subject to non-refundable tax on certain income earned by it. Where a mutual fund corporation becomes subject to non-refundable Canadian income tax, this can be disadvantageous for two types of investors: investors in a Registered Plan and investors with a lower marginal tax rate than the Company. Investors in Registered Plans do not immediately pay income tax on income received, so if the Company cannot distribute certain types of income, investors in a Registered Plan will indirectly bear the income tax incurred by the Company. Where the Company becomes subject to non-refundable tax, we will, on a discretionary basis, allocate such tax against the NAV of the Corporate Classes that make up the Company. The performance of an investment in the Corporate Class may be affected by such tax allocation.

It is our intention that the conditions prescribed under the Tax Act for qualification as a mutual fund trust will be satisfied on a continuing basis for the Trust Funds. If a Trust Fund were to fail to or cease to qualify as a mutual fund trust under the Tax Act, the income tax considerations described under the heading *Income Tax Considerations for Investors* could be materially and adversely different in some respects. For example, in such circumstances, the units of a Trust Fund may no longer be a qualified investment for registered plans under the

Tax Act. The Tax Act imposes penalties on the annuitant, holder or subscriber of a registered plan for the acquisition or holding of non-qualified investments.

A Trust Fund will generally be subject to a “loss restriction event” each time a person or partnership becomes a “**majority-interest beneficiary**” (as defined in the Tax Act) of the Trust Fund if, at that time, the Trust Fund does not qualify as an “**investment fund**” (as defined in the Tax Act for the purposes of these rules) by satisfying investment diversification and other conditions. If the loss restriction event rules apply, the taxation year of the Trust Fund will be deemed to end, and investors may automatically receive an unscheduled distribution of income and capital gains from the Trust Fund. A Trust Fund will be deemed to realize its capital losses and may elect to realize capital gains. Unused capital losses will expire and the ability of a Trust Fund to carry forward non-capital losses will be restricted.

If a Trust Fund realizes capital gains as a result of the transfer or disposition of its property undertaken to permit a redemption of units by a unitholder, allocation of Fund-level capital gains may be permitted pursuant to the Declaration of Trust. Recent amendments to the Tax Act will restrict the ability of a mutual fund trust to allocate and designate capital gains as part of the redemption price of units to an amount not exceeding the unitholder’s accrued gain on the units redeemed, where the unitholder’s proceeds of disposition are reduced by the designation. As a result of these amendments, any capital gains that would otherwise have been designated to redeeming unitholders may be made payable to the remaining non-redeeming unitholders to ensure that the Trust Fund will not be liable for non-refundable income tax thereon. Notwithstanding the foregoing, a Trust Fund will be able to designate capital gains to unitholders on a redemption of Series ETF units, in an amount determined by a formula which is based on: (i) the amount of capital gains designated to unitholders on a redemption of Series ETF units in the taxation year, (ii) the total amount paid for redemptions of the Series ETF units in the taxation year, (iii) the portion of the Trust Fund’s NAV that is referable to the Series ETF units at the end of the taxation year and the end of the previous taxation year, (iv) the Trust Fund’s NAV at the end of the taxation year; and (v) the Trust Fund’s net taxable capital gains for the taxation year. In general, the formula is meant to limit a Trust Fund’s designation to an amount that does not exceed the portion of the Trust Fund’s taxable capital gains considered to be attributable to Series ETF investors who redeemed in the year. In addition to the limits imposed under the Tax Act, the amount of a Trust Fund’s deduction with respect to capital gains designations made in respect of units other than the Series ETF securities is generally further limited to the portion of the Trust Fund’s net taxable capital gain attributed to those units.

Trading Price of Series ETF Securities Risk – Series ETF securities may trade in the market at a premium or discount to the net asset value per security. There can be no assurance that Series ETF securities will trade at prices that reflect their net asset value per security. The trading price of Series ETF securities will fluctuate in accordance with changes in a Fund’s net asset value, as well as market supply and demand on the TSX (or such other exchange or marketplace on which Series ETF securities of a Fund may be traded from time to time). However, as Designated Brokers and ETF Dealers subscribe for and exchange Prescribed Number of Series ETF Securities at the net asset value per security, large discounts or premiums to net asset value should not be sustained.

Underlying Fund Risk – Each Fund may pursue its investment objectives indirectly by investing in securities of other funds, including index participation units (e.g., ETFs), in order to gain access to the strategies pursued by those underlying funds. There can be no assurance that any use of such multi-layered fund of fund structures will result in any gains for a Fund. If an underlying fund that is not traded on an exchange suspends redemptions, the Fund will be unable to value part of its portfolio and may be unable to redeem securities. In addition, the portfolio advisor could allocate a Fund’s assets in a manner that results in the Fund underperforming its peers.

When you are making your investment decision, it is very important that you are completely aware of the different investment types, their relative return over time and their volatility.

INVESTMENT RESTRICTIONS

Restrictions under Applicable Securities Legislation

The fundamental investment objective of each Fund is set out in this simplified prospectus. In accordance with applicable securities legislation, any change in the fundamental investment objective of a Fund requires the approval of a majority of the votes cast at a meeting of investors called for that purpose. The manager may change a Fund's investment strategies from time to time at its discretion.

The Funds are also subject to certain standard investment restrictions and practices contained in securities legislation, including NI 81-102. This legislation is designed in part to ensure that the investments of each Fund are diversified and relatively liquid and to ensure the proper administration of the Funds. Each Fund adheres to these standard investment restrictions and practices.

Tax Related Investment Restrictions

Each Trust Fund will not make an investment or conduct any activity that would result in the Trust Fund (i) failing to qualify as a “unit trust” or “mutual fund trust” within the meaning of the Tax Act or (ii) being subject to the tax for “SIFT trusts” for purposes of the Tax Act; or (iii) if it is or becomes a “registered investment” for purpose of the Tax Act acquiring an investment which is not a “qualified investment” under the Tax Act if, as a result thereof, the Trust Fund would become subject to a material amount of tax under Part X.2 of the Tax Act. In addition, each Trust Fund will not (i) make or hold any investment in property that would be “taxable Canadian property” (if the definition of such term in the Tax Act were read without reference to paragraph (b) thereof) if more than 10% of the Trust Fund's property consisted of such property.

The Corporate Class will not make an investment or conduct any activity that would result in the Company failing to qualify as a “mutual fund corporation” within the meaning of the Tax Act.

In addition, the Funds will not (i) invest in or hold (a) securities of or an interest in any non-resident entity, an interest in or a right or option to acquire such property, or an interest in a partnership which holds any such property if the Fund (or the partnership) would be required to include significant amounts in income pursuant to section 94.1 of the Tax Act, (b) an interest in a trust (or a partnership which holds such an interest) which would require the Fund (or the partnership) to report significant amounts of income in connection with such interest pursuant to the rules in section 94.2 of the Tax Act, or (c) any interest in a non-resident trust other than an “exempt foreign trust” for the purposes of section 94 of the Tax Act (or a partnership which holds such an interest); (ii) invest in any security that would be a “tax shelter investment” within the meaning of section 143.2 of the Tax Act; or (iii) invest in any security of an issuer that would be a “foreign affiliate” of the fund for purposes of the Tax Act.

In addition, a Fund may not enter into any arrangement (including the acquisition of securities for its portfolio) where the result is a “dividend rental arrangement” for the purposes of the Tax Act, and a fund may not engage in securities lending that does not constitute a “securities lending arrangement” for purposes of the Tax Act.

None of the Funds will engage in any undertaking other than the investment of its fund property for purposes of the Tax Act. Each of the Funds which is or becomes a registered investment will not acquire an investment which is not a “qualified investment” under the Tax Act if, as a result thereof, the Fund would become subject to a material amount of tax under Part X.2 of the Tax Act.

The Funds have not deviated in the last year from the provisions of the Tax Act that are applicable to the Funds in order for the securities of the Funds to be either qualified or registered investments.

Additional investment restrictions specific to each Fund are described in its fund profile.

DESCRIPTION OF SECURITIES OFFERED BY THE FUNDS

As an investor in the Corporate Class, you have the right to share in any dividends that are declared and any capital that is returned through a distribution on the securities of the Corporate Class you hold. As an investor in a Trust Fund,

you have the right to share in any distributions (other than management fee distributions and distributions paid in respect of a different series of securities that are intended to constitute a return of capital) that the Trust Fund makes. You can sell your securities and transfer or convert from one Fund (other than from the Series ETF Securities) to another fund at any time. If a Fund stops operating, you have the right to share in the Fund's net assets after it has paid any outstanding debts. You can pledge your securities as security, but you may not transfer or assign them to another party. Pledging securities held in a Registered Plan may result in adverse tax consequences.

You are entitled to receive notice of unitholder and shareholder meetings, where you will have one vote for each whole security you own. You have the right to vote on the following matters:

- a change in the method of calculating, or the introduction of, a fee or expense charged to the Fund if the change could increase the charges to the Fund or its securityholders
- appointment of a new manager, unless the new manager is an affiliate of the current manager
- a change in the Fund's fundamental investment objective
- any decrease in the frequency of calculating the NAV per security of the fund
- in certain circumstances, a merger with, or transfer of assets to, another issuer if:
 - the Fund will be discontinued, and
 - investors in the discontinued Fund will become investors in the other issuer
- a merger with, or acquisition of assets from, another issuer if:
 - the Fund will continue
 - investors in the other issuer will become investors in the Fund, and
 - the transaction would be a significant change to the Fund
- a restructuring of the Fund into a non-redeemable investment fund or into an issuer that is not an investment fund.

As a securityholder of the Corporate Class, you also have the right to vote with the common shareholders of the Company on the following matters:

- a material change in the investment management agreement
- a change to the investment manager of the Corporate Class unless the change is made to an affiliate of the investment manager.

The rights, privileges, conditions and restrictions of shares of a Corporate Class may only be changed by a vote of shareholders. If you own securities of any series of a Fund, you will be entitled to vote at any meeting of securityholders of that series, for example, to change the management fee payable by that series. You will also be entitled to vote at any meeting called that affects the Fund as a whole, for example, to change the investment objective of the Fund. A change to the investment objective of a Fund would require a majority of votes cast at a meeting of securityholders.

Each Fund that invests in an underlying fund managed by us or our affiliate will not vote any of the securities it holds of the underlying funds. However, we may arrange for you to vote your share of those securities.

NAME, FORMATION AND HISTORY OF THE FUNDS

The address of the Funds is the same as that of the Manager, which is:

100 Yonge Street, Suite 1802
Toronto, Ontario M5C 2W1

The Corporate Class has been established as classes of shares of the Company. We manage the Company, a mutual fund corporation, which was formed by articles of incorporation under the laws of Ontario. Other funds that are classes of the Company are issued in separate documents. Each Trust Fund has been established as an investment trust created through the Declaration of Trust under the laws of Ontario. The schedule to the Declaration of Trust may be

amended from time to time to add a new mutual fund or to add a new series of units, as applicable. The year-end of each Fund for financial reporting purposes is December 31.

On February 23, 2010, BluMont Capital Corporation (“**BluMont**”) acquired all of the shares of Northern Rivers Capital Management Inc (“**Northern Rivers**”). On April 1, 2010, BluMont and Northern Rivers were amalgamated and continued as BluMont. On December 2, 2013, Arrow acquired all of the shares of Blumont. On April 1, 2014, Arrow and BluMont were amalgamated and continued as Arrow.

The following is a summary of important changes to the Corporate Class since inception:

Fund Name	Effective Date	Description of Change
Exemplar Portfolios Ltd. – the Company	March 18, 2008	The Company was incorporated. Each of its current share classes was created either in the original articles or by articles of amendment, the date of which is listed below. Arrow Long/Short Alternative Class was created
	April 23, 2008	The number of directors from a minimum of one and a maximum of eleven to a minimum of three and a maximum of eleven
	May 1, 2009	WaveFront Global Diversified Investment Class was created
	December 31, 2018	Arrow Global Multi-Asset Alternative Class was created
	June 30, 2020	Arrow Opportunities Alternative Class was created
Exemplar Global Growth and Income Class	December 9, 2021	Created Series A, AN, F, FN and I Shares

The following is a summary of important changes to the Trust Funds since inception:

Fund Name	Effective Date	Description of Change
Exemplar Growth and Income Fund	March 16, 2015	Formation of Trust Fund with creation of Series A, AN, F, FN and I Units
	March 16, 2016	Merger of Exemplar Yield Fund into Exemplar Growth and Income Fund
	May 29, 2017	Merger of Exemplar U.S. High Yield Fund into Exemplar Growth and Income Fund
	July 5, 2018	Created Series ETF Units
	March 27, 2019	Merger of Exemplar Leaders Fund into Exemplar Growth and Income Fund

Exemplar Performance Fund	March 6, 2014	Formation of Trust Fund with creation of Series A, AN, L, LN, F, FN and I Units
	June 29, 2015	Series A, F and L Units were re-designated as Series AD, FD and LD Units Series AN, FN and LN Units were re-designated Series A, F and L Units

INFORMATION ABOUT THE MUTUAL FUNDS

The following is a guide on the various sections under each Fund’s profile below.

Fund Details

This section gives you a snapshot of each of the Funds with information such as the type of Fund, the Fund’s creation date, the series of securities it offers and its eligibility for Registered Plans.

What does the Fund Invest In?

This section includes a Fund’s fundamental investment objective and the investment strategies it uses in trying to achieve its objective. Any change to the *investment objective* must be approved by a majority of votes cast at a meeting of securityholders held for that reason.

How the fund uses derivatives

A derivative is an investment that derives its value from another investment - called the *underlying investment*. This could be a stock, bond, interest rate, currency or market index. Derivatives usually take the form of a contract with another party to buy or sell an asset at a later time. Some examples of derivatives are options, futures, forward contracts and swaps.

Each of the Funds may use derivatives as permitted by securities regulations. They may use them to:

- hedge their investments against losses from factors like currency fluctuations, stock market risks and interest rate changes; or
- invest indirectly in securities or financial markets, provided the investment is consistent with the Fund’s investment objective.

When a Fund uses derivatives for purposes other than hedging, it holds enough cash or money market instruments to fully cover its position in the derivative, as required by securities regulations.

How the fund engages in securities lending transactions

The Funds may enter into securities lending transactions, repurchase transactions and reverse repurchase transactions as permitted by securities regulations.

A *securities lending transaction* is where a Fund lends portfolio securities that it owns to a third party borrower. The borrower promises to return to the Fund at a later date an equal number of the same securities and to pay a fee to the Fund for borrowing the securities. While the securities are borrowed, the borrower provides the Fund with collateral consisting of a combination of cash and securities. In this way, the Fund retains exposure to changes in the value of the borrowed securities while earning additional fees.

A *repurchase transaction* is where a Fund sells portfolio securities that it owns to a third party for cash and simultaneously agrees to buy back the securities at a later date at a specified price using the cash received by the Fund from the third party. While the Fund retains its exposure to changes in the value of the portfolio securities, it also earns fees for participating in the repurchase transaction.

A *reverse repurchase transaction* is where a Fund purchases certain types of debt securities from a third party and simultaneously agrees to sell the securities back to the third party at a later date at a specified price. The difference between the Fund's purchase price for the debt instruments and the resale price provides the Fund with additional income.

As indicated above, securities lending, repurchase and reverse repurchase transactions enables the Funds to earn additional income and thereby enhance its performance.

A Fund will not enter into a securities lending transaction or a repurchase transaction if, immediately thereafter, the aggregate market value of all securities loaned by the Fund and not yet returned to it or sold by the Fund in repurchase transactions and not yet repurchased would exceed 50% of the total assets of the Fund (exclusive of collateral held by the Fund for securities lending transactions and cash held by the Fund for repurchase transactions).

Short Selling Activities

The Funds may also engage in short selling as permitted by securities regulations. A "short sale" is where a Fund borrows securities from a securities lender and then sells the securities in the open market (or "sells short" the securities). The proceeds from the short sale are deposited with the lender as collateral and the Fund pays interest to the lender for the securities it has borrowed. At a later date, the same number of securities are repurchased by the Fund and returned to the securities lender. If the value of the securities goes down between the time that the Fund borrows the securities and the time it repurchases and returns the securities to the lender, the Fund makes a profit on the difference (less the interest the Fund is required to pay to the lender). Engaging in disciplined and limited short selling provides the Fund with an opportunity to control volatility and enhances performance in declining or volatile markets.

There are risks associated with short selling, namely that the securities will rise in value or not decline enough to cover a Fund's costs, or that market conditions will cause difficulties in the sale or repurchase of the securities. In addition, the lender could become bankrupt before the transaction is complete, causing the Fund to forfeit the collateral it deposited when it borrowed the securities. However, Arrow will manage the risks associated with short selling using several controls, including:

- Securities will be sold short only for cash.
- A security sold short shall not be: (i) a security that the Fund is otherwise not permitted to purchase at the time of the short sale transaction; (ii) an illiquid asset; or (iii) a security of an investment fund unless the security is an index participation unit.
- At the time securities of a particular issuer are sold short by a Fund, the Fund will have borrowed or arranged to borrow from a borrowing agent the security that is to be sold under the short sale transaction.
- At the time securities of a particular issuer are sold short by a Fund, the aggregate market value of all securities of that issuer sold short will not exceed 5% of the net assets of the Fund and the aggregate market value of all securities sold short by a Fund will not exceed 200% of the net assets of the Fund.
- A Fund may deposit assets with lenders in accordance with industry practice in relation to its obligations arising under short sale transactions. The Fund also will hold cash cover in an amount, including the Fund's assets deposited with lenders, that is at least 150% of the aggregate market value of all securities it sold short on a daily marked-to market basis.
- No proceeds from short sales will be used by the Fund to purchase long positions other than securities that qualify as cash cover.

Investing in or obtaining exposure to underlying funds

Each of the Funds may invest in underlying funds that are subject to NI 81-102, including alternative mutual funds and non-redeemable investment funds, which may be managed by Arrow or an affiliate of Arrow, either directly or by gaining exposure to an underlying fund through a derivative.

Such investments may be entered into in conjunction with other strategies and investments in a manner considered most appropriate to achieving the Fund's investment objectives and enhancing returns as permitted by securities regulations.

Portfolio Turnover Rate

A Fund's portfolio turnover rate indicates how actively the Fund's portfolio advisor or sub-advisor manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to a Fund buying and selling all of the securities in its portfolio once in the course of the year. The higher a Fund's portfolio turnover rate in a year, the greater the trading costs payable by the Fund in the year, and the greater the chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a high turnover rate and the performance of a Fund.

What are the Risks of Investing in the Fund?

This section shows the specific risks associated with an investment in a Fund. For an explanation of these risks, see "*What is a Mutual Fund and What are the Risks of Investing in a Mutual Fund?*".

Fund Risk Classification Methodology

The methodology used to determine a Fund's investment risk level for purposes of disclosure in this prospectus is based on the Investment Risk Classification Methodology in NI 81-102 that came into force effective September 1, 2017, as such methodology may be amended and updated from time to time (the "**Methodology**"). The Methodology reflects the view of the Canadian Securities Administrators ("**CSA**") that the most comprehensive, easily understood form of risk in this context is historical volatility risk as measured by the standard deviation of fund performance. However, the Manager and the CSA recognize that other types of risk, both measurable and non-measurable, may exist and we remind you that a Fund's historical performance may not be indicative of future returns and that a Fund's historical volatility may not be indicative of its future volatility. There may be times when the Methodology produces a result that the Manager believes is inappropriate in which case the Manager may re-classify a Fund to a higher risk level, if appropriate.

Based on the Methodology, each Fund's risk level as described in this document, is determined in accordance with a standardized risk classification methodology that is based on the Fund's historical volatility as measured by the 10-year standard deviation of the returns of the Fund. If a Fund does not have at least ten years of performance history, a reference index that is expected to reasonably approximate the Fund's standard deviation is used as a proxy for the ten-year period. The Fund is assigned an investment risk level in one of the following categories:

Low – for funds with a standard deviation range of 0 to less than 6;

Low-to-Medium – for funds with a standard deviation range of 6 to less than 11;

Medium – for funds with a standard deviation range of 11 to less than 16

Medium-to-High – for funds with a standard deviation range of 16 to less than 20; and

High – for funds with a standard deviation range of 20 or greater.

The risk ratings set forth in the table below do not necessarily correspond to an investor's risk tolerance assessment. Investors are advised to consult their financial advisor for advice regarding an individual investor's personal circumstances. The following sets out the reference index for each Fund which has less than 10 years of performance history.

Mutual Fund	Reference Index	Risk Rating
Exemplar Global Growth and Income Class	75% MSCI World Net Total Return USD Index and 25% ICE BofA Global Broad Market (CAD-Unhedged) Index	Low to Medium
Exemplar Growth and Income Fund	20% FTSE TMX Canada Universe Bond and 80% S&P/TSX Composite Total Return	Low to Medium
Exemplar Performance Fund	S&P/TSX Composite Total Return	Medium

We review the investment risk level and reference indices of the Funds on an annual basis and each time a material change is made to a Fund’s investment strategies and/or investment objective.

Information about the Methodology is available on request, at no cost, by calling us toll-free at 1-877-327-6048 or by sending an email to info@arrow-capital.com.

Historical performance may not be indicative of future returns and a Fund’s historical volatility may not be an indication of its future volatility.

Who Should Invest in the Fund?

This section tells you the type of investment portfolio or investor a Fund may be suitable for. This is meant as a general guide only. For advice about your own circumstances, you should consult your financial advisor.

Dividend and Distribution Policy

This section tells you when the Funds usually pay dividends or distributes any earnings to investors.

If a Fund pays a dividend or distribution, it will be paid in the same currency in which you hold your Fund securities. Dividends from the Corporate Class may be comprised of ordinary dividend income, capital gains or returns of capital and distributions from the Trust Funds may be comprised of income, capital gains or returns of capital. Dividends and distributions are not intended to reflect a Fund’s investment performance and should not be confused with “yield” or “income”. **A portion of the dividend or distribution may include a return of capital. If the cash dividends or distributions to you are greater than the net increase in value of your investment, the dividends or distributions will erode the value of your investment.**

We reserve the right to adjust the amount of the dividends or distributions paid during the year if we consider it appropriate, without notice. There can be no assurance that the Fixed-Rate Distribution Series will pay any dividends or distributions in any particular period. Dividends and distributions are not guaranteed and may change at any time at our discretion.

Dividends on shares and distributions on units, other than Series ETF Securities, held in a Registered Plan are automatically reinvested (without charge) in additional securities of the same series of a Fund.

Dividends on shares and distributions on units held outside a Registered Plan are either: (1) automatically reinvested in additional securities of the same series of a Fund; or (2) received in cash. Unless we receive written notice that you want to receive dividends or distributions in cash, the default is to have dividends and distributions automatically reinvested in securities of a Fund.

Dividends or distributions on Series ETF securities will be received in cash. A securityholder that subscribes for Series ETF securities during the period that is one business day before a record date until that record date will not be entitled to receive the applicable dividend or distribution with respect to those Series ETF securities.

The dividends or distributions by way of reinvested securities are subject to the same fees and expenses as purchased securities; whereas if you receive cash dividends or distributions the cash received would not be subject to such fees and expenses. For more information about fees and expenses related to holding securities, including securities received on the automatic reinvestment of dividends and distributions, see “*Fees and Expenses*” on page 22. To receive dividends or distributions in cash you (or broker, dealer or advisor) must provide us a written request that you wish to receive dividends or distributions in cash. Please see the back cover for our contact information.

Dividends and distributions during the year will generally not be made to holders of securities of the Non-Fixed Rate Distribution Series.

Each December, the Corporate Class may declare annual ordinary taxable dividends or capital gains dividends to shareholders and each Trust Fund may make an annual distribution to unitholders (including holders of the Non-Fixed Rate Distribution Series) on the dividend or distribution date in order to received a refund of taxes on Canadian dividends and capital gains taxes under the refund mechanism in the Tax Act. **In each case, dividends and distributions on the securities will be reinvested by purchasing additional securities of a Fund, without charge, unless a written request is submitted to Arrow, requesting dividends or distributions be paid in cash instead. Dividends and Distributions on the Series ETF securities will be paid in cash unless the Manager opts to reinvest the Series ETF securities and immediately consolidate such that the number of Series ETF securities outstanding after such dividend or distribution will be equal to the number of Series ETF securities held immediately prior to such dividend or distribution.**

We may change the dividend policy at our discretion.

The dividend or distribution rate on a series of securities of a Fund may be greater than the return on the Fund’s investments. Any dividends or distributions paid to you that exceed, in aggregate, the net increase in value of your investment, represent a return of your capital back to you.

For more information about dividends and distributions, see “*Income Tax Considerations for Investors*”.

EXEMPLAR GLOBAL GROWTH AND INCOME CLASS**FUND DETAILS**

Type of Fund:	Global Equity Balanced
Securities Offered:	Shares of a mutual fund corporation – Series A, AN, F, FN and I Shares
Eligibility for Registered Plans:	Yes
Portfolio Advisor:	Arrow Capital Management Inc.

WHAT DOES THE FUND INVEST IN?**Investment Objective**

The investment objective of the Exemplar Global Growth and Income Class is to achieve long term growth and preservation of capital. The Fund will invest primarily in a diversified mix of equity and fixed-income securities of issuers located anywhere in the world.

Securityholder approval (given by a majority of votes cast at a meeting of securityholders) is required prior to a change of investment objectives.

Investment Strategies

To achieve the investment objective, the portfolio advisor uses an asset allocation approach. The portfolio advisor will analyze the economy and markets with a view to determine which of the below asset classes are more likely to offer attractive risk/return characteristics within a medium to long-term time frame.

Generally, the Fund's asset mix will be within the following ranges: 25-90% equity securities, 10-60% fixed income securities and 0-50% money market instruments. Such ranges are designed to allow the portfolio advisor to vary the weighting of the Fund's portfolio within the sectors to meet the investment objective as it considers appropriate in a variety of market environments.

Equity securities will include publicly listed global equity securities, though it is anticipated that the majority of the securities traded by the Fund will be issued by companies domiciled in Canada and the United States. Fixed income securities will include investment grade, non-investment grade and distressed fixed income securities, issued by corporations, trusts and international agencies and governments. The Fund is also permitted to invest in convertible bonds and debentures, loans, preferred shares, exchange traded funds and equities.

The Fund may hold cash or invest in short term securities for the purpose of preserving capital and/or maintaining liquidity, based upon the Fund manager's ongoing evaluation of current and anticipated economic and market conditions. The Fund will engage in forward contracts and/or hold foreign currency for hedging purposes and for non-hedging purposes to participate in foreign markets. Exchange rate exposures will be actively managed with the Fund having possible exposure to one or more foreign currencies at any one time. A forward contract is an obligation to purchase or sell an underlying asset, including currency and stocks, for an agreed price at a future date.

The Fund may also invest in other underlying funds, including ETFs, that may or may not be managed by the Manager in order to gain indirect exposure to markets, sectors or asset classes. Investments by the Fund in securities of other underlying funds may be done directly or indirectly through a specified derivative. The Fund may invest in gold and silver, and other instruments (such as derivatives and ETFs) that provide exposure to these metals. Accordingly, all the assets of the Fund may be invested in other underlying funds in accordance with securities legislation including NI 81-102, including alternative mutual funds and non-redeemable investment funds. Investments in alternative

mutual funds and non-redeemable investment funds are subject to a maximum of 10% of the net assets of the Fund at the time of the purchase.

The Fund may use derivatives such as options, forwards, futures and swaps for hedging and non-hedging purposes. Such derivatives may be used to hedge against losses from changes in the prices of the Fund's investments and from exposure to foreign currencies as well as market risk. Derivatives may also be used to obtain exposure to individual securities and markets instead of buying securities directly. Exposure to currencies may also be indirect through the use of other derivatives, such as options, futures or swaps. If used for non-hedging purposes, the derivatives acquired will be consistent with the investment objectives of the Fund and securities law.

Securities Lending, Repurchase or Reverse Repurchase Transactions

The Fund may enter into repurchase transactions, reverse repurchase transactions, and securities lending transactions. The Fund will only do so if there are suitable counterparties available and if the transactions are considered appropriate.

Short Selling

The Fund may also engage in short selling. Generally speaking, short selling can provide the Fund with opportunities for gains when markets are volatile or declining. While short selling will be used by the Fund as a complement to its primary investment strategy (discussed above), Arrow will utilize the same fundamental analysis in determining whether securities of a particular issuer should be sold short. When the analysis produces a favourable outlook, the investment opportunity is considered for purchase. When the analysis produces an unfavourable outlook, the investment opportunity is considered for a short sale. Short positions of index securities such as exchange traded funds may also be employed for capital preservation and hedging purposes. The Fund will engage in short selling only within certain limits and conditions including: (i) the Fund will short sell only liquid securities that are traded on a stock exchange or certain government bonds, (ii) the Fund will limit its short sale exposure to any single issuer to 5% of the Fund's net assets and its aggregate short exposure to 20% of its net assets, (iii) the Fund will hold cash cover in an amount (including the Fund's assets deposited with lenders) that is at least 150% of the aggregate market value of all securities sold short, and (iv) the Fund will deposit collateral only with lenders which are regulated financial institutions or registered dealers in Canada.

Changes to Investment Strategies

Arrow may change the Fund's investment strategies at its discretion without notice or approval.

WHAT ARE THE RISKS OF INVESTING IN THE FUND?

The Fund may be exposed to all of the risks which are described starting on page 38:

	Primary Risk	Secondary Risk	Low or Not a Risk
Change in Legislation			•
Collateral		•	
Commodity		•	
Concentration		•	
Counterparty Default		•	
Credit	•		
Currency	•		
Cyber Security		•	
Derivatives	•		
Equity	•		

ETF		•	
Failure of Futures Commission Merchant		•	
Foreign Investment	•		
Forward and OTC Option Contract		•	
Interest Rate	•		
Large Redemption			•
Liquidity		•	
Margin		•	
Market	•		
Operational		•	
Securities Lending		•	
Series		•	
Share Class		•	
Short Selling	•		
Small Company		•	
Tax		•	
Underlying Fund		•	

Arrow has rated this Fund's risk as low-to-medium. Please see *“What are the Risks of Investing in the Fund? – Fund Risk Classification Methodology”* for a description of how we determined the classification of this Fund's risk level.

WHO SHOULD INVEST IN THE FUND?

This Fund is suitable for investors who seek long term growth through a diversified portfolio of equity and fixed income securities. To invest in this Fund, investors should be able to accept a low to medium degree of risk.

To recognize a reasonable rate of return, investors should be prepared to invest for medium to long periods of time.

DIVIDEND POLICY

In respect of Fixed-Rate Distribution Series securities, the Fund expects to pay a dividend each month based on a target annualized rate of 4% of the NAV per security of the relevant series at the end of the prior year. If the Fund earns more income or capital gains than the monthly dividends, it will pay the excess each December.

If required, the Fund will pay a dividend each December to holders of securities of the Non-Fixed Rate Distribution Series.

For more information about dividends, see *“Information About the Mutual Funds– Dividend and Distribution Policy”*.

The Fund may at its discretion change its dividend policy from time to time.

EXEMPLAR GROWTH AND INCOME FUND

FUND DETAILS

Type of Fund:	Canadian Equity Balanced
Securities Offered:	Trust units of a mutual fund – Series A, AN, F, FN, I and ETF units
Eligibility for Registered Plans:	Yes
Portfolio Advisor:	Arrow Capital Management Inc.

WHAT DOES THE FUND INVEST IN?

Investment Objective

The investment objective of the Exemplar Growth and Income Fund is to achieve long term growth and preservation of capital. The Fund will invest up to all of its assets in a diversified mix of other mutual funds (in order to gain indirect exposure to securities that the Fund would otherwise directly invest in), and may also invest in common shares, preferred shares, treasury bills, short-term notes, debentures, and bonds. The Fund intends to invest primarily in Canadian securities.

Unitholder approval (given by a majority of votes cast at a meeting of unitholders) is required prior to a change of investment objectives.

Investment Strategies

To achieve the investment objective, the portfolio advisor uses an asset allocation approach. The portfolio advisor will analyze the economy and markets with a view to determine which of the above asset classes are more likely to offer attractive risk/return characteristics within a medium to long-term time frame.

Generally, the Fund's asset mix will be within the following ranges: 30-90% equity securities, 10-60% fixed income securities and 0-50% money market instruments. Fixed income securities will include investment grade, non-investment grade and distressed fixed income securities, issued by Canadian or non-Canadian corporations, trusts and international agencies and governments. The Fund is also permitted to invest in convertible bonds and debentures, loans, preferred shares, exchange traded funds and equities. The Fund may also hold cash. Such ranges are designed to allow the portfolio advisor to vary the weighting of the Fund's portfolio within the sectors to meet the investment objective as it considers appropriate in a variety of market environments.

To achieve these target ranges, the Fund may invest in either individual securities or the portfolio advisor may invest up to 100% of the assets of the Fund in underlying funds.

The underlying funds may be changed without notice from time to time as well as the percentage holding in each underlying fund. Information about the underlying funds managed by us is contained in their respective simplified prospectuses. You can obtain copies of the simplified prospectus, annual information form, annual and interim financial statements, the annual and interim management reports of fund performance and the fund facts of the underlying funds managed by us at www.sedar.com or by contacting us as indicated on the back cover.

The Fund may also invest in other underlying funds, including ETFs, that may or may not be managed by the Manager in order to gain indirect exposure to markets, sectors or asset classes. Investments by the Fund in securities of other underlying funds may be done directly or indirectly through a specified derivative. The Fund may invest in gold and silver, and other instruments (such as derivatives and ETFs) that provide exposure to these metals. Accordingly, all the assets of the Fund may be invested in other underlying funds in accordance with securities legislation including NI 81-102, including alternative mutual funds and non-redeemable investment funds. Investments in alternative mutual funds and non-redeemable investment funds are subject to a maximum of 10% of the net assets of the Fund at the time of the purchase.

The Fund may invest in foreign securities to an extent that will vary from time to time but is not typically expected to exceed 49% of its assets at the time that foreign securities are purchased, however, as the Fund intends to invest certain of its assets in securities of other investment funds that may themselves invest in foreign securities, the actual exposure of the Fund to investments in foreign securities may exceed this amount.

The Fund may hold cash or invest in short term securities for the purpose of preserving capital and/or maintaining liquidity, based upon the Fund manager's ongoing evaluation of current and anticipated economic and market conditions.

The Fund may use derivatives such as options, forwards, futures and swaps for hedging and non-hedging purposes. Such derivatives may be used to hedge against losses from changes in the prices of the Fund's investments and from exposure to foreign currencies as well as market risk. Derivatives may also be used to obtain exposure to individual securities and markets instead of buying securities directly. Exposure to currencies may also be indirect through the use of other derivatives, such as options, futures or swaps. If used for non-hedging purposes, the derivatives acquired will be consistent with the investment objectives of the Fund and securities law.

Securities Lending, Repurchase or Reverse Repurchase Transactions

The Fund may enter into repurchase transactions, reverse repurchase transactions, and securities lending transactions. The Fund will only do so if there are suitable counterparties available and if the transactions are considered appropriate.

Short Selling

The Fund may also engage in short selling. Generally speaking, short selling can provide the Fund with opportunities for gains when markets are volatile or declining. While short selling will be used by the Fund as a complement to its primary investment strategy (discussed above), Arrow will utilize the same fundamental analysis in determining whether securities of a particular issuer should be sold short. When the analysis produces a favourable outlook, the investment opportunity is considered for purchase. When the analysis produces an unfavourable outlook, the investment opportunity is considered for a short sale. Short positions of index securities such as exchange traded funds may also be employed for capital preservation and hedging purposes. The Fund will engage in short selling only within certain limits and conditions including: (i) the Fund will short sell only liquid securities that are traded on a stock exchange or certain government bonds, (ii) the Fund will limit its short sale exposure to any single issuer to 5% of the Fund's net assets and its aggregate short exposure to 20% of its net assets, (iii) the Fund will hold cash cover in an amount (including the Fund's assets deposited with lenders) that is at least 150% of the aggregate market value of all securities sold short, and (iv) the Fund will deposit collateral only with lenders which are regulated financial institutions or registered dealers in Canada.

Changes to Investment Strategies

Arrow may change the Fund's investment strategies at its discretion without notice or approval.

WHAT ARE THE RISKS OF INVESTING IN THE FUND?

The Fund may be exposed to all of the risks which are described starting on page 38:

	Primary Risk	Secondary Risk	Low or Not a Risk
Change in Legislation			•
Collateral		•	
Commodity		•	
Concentration		•	
Counterparty Default		•	
Credit	•		

Currency	•		
Cyber Security		•	
Derivatives	•		
Equity	•		
ETF		•	
Foreign Investment	•		
Forward and OTC Option Contract		•	
Interest Rate	•		
Large Redemption			•
Liquidity		•	
Market	•		
Operational		•	
Securities Lending		•	
Series		•	
Short Selling		•	
Small Company		•	
Tax		•	
Underlying Fund	•		

Additional risks associated with investing in the Series ETF units of this Fund are:

- absence of an active market for Series ETF unit risk
- halted trading of Series ETF unit risk
- trading price of Series ETF unit risk

Arrow has rated this Fund's risk as low-to-medium. Please see *"What are the Risks of Investing in the Fund? – Fund Risk Classification"* for a description of how we determined the classification of this Fund's risk level.

WHO SHOULD INVEST IN THE FUND?

This Fund is suitable for investors who seek the long term growth through a diversified portfolio of equity and fixed income securities. To invest in this Fund, investors should be able to accept a medium degree of risk.

To recognize a reasonable rate of return, investors should be prepared to invest for medium to long periods of time.

DISTRIBUTION POLICY

In respect of Fixed-Rate Distribution Series units, the Fund expects to make a distribution each month based on a target annualized rate of 4.00% of the NAV per unit of the relevant series at the end of the prior year. If the Fund earns more income or capital gains than the distributions, it will distribute the excess each December.

If required, the Fund will make a distribution each December to holders of units of the Non-Fixed Rate Distribution Series.

For more information about distributions, see *"Information About the Mutual Funds– Dividend and Distribution Policy"*.

The Fund may at its discretion change its distribution policy from time to time.

EXEMPLAR PERFORMANCE FUND**FUND DETAILS**

Type of Fund:	Canadian Focused Equity
Securities Offered:	Trust units of a mutual fund – Series A, AD, F, FD and I units
Eligibility for Registered Plans:	Yes
Portfolio Advisor:	Arrow Capital Management Inc.

WHAT DOES THE FUND INVEST IN?**Investment Objectives**

The investment objective of the Exemplar Performance Fund is to achieve capital appreciation over both short and long term horizons primarily through the selection and management of shares of Canadian equity securities.

Unitholder approval (given by a majority of votes cast at a meeting of unitholders) is required prior to a change of investment objectives.

Investment Strategies

To achieve the investment objectives, the Fund will invest predominantly in large and mid-capitalization Canadian companies. The Fund may invest outside of this investment focus to an extent that will vary from time to time but is not typically expected to exceed 49% of its assets at the time of purchase. The Fund may also invest in bonds and other debt instruments if warranted by financial conditions. The Fund will not specialize in any one industry other than to concentrate investments in those industries that offer the best opportunities for exceptional returns at each stage of the economic and market cycle.

The Fund may follow a more concentrated investment approach and, from time to time, over weight certain geographic regions and industry sectors when deemed appropriate by Arrow. This may result in the Fund's portfolio weightings being substantially different from the weightings of the S&P/TSX Composite Total Return Index (or its successor index).

The Fund may hold cash or invest in short term securities for the purpose of preserving capital and/or maintaining liquidity, based upon the Fund manager's ongoing evaluation of current and anticipated economic and market conditions. The Fund may also invest in foreign securities of the same type and characteristics as described above.

The Fund may use derivatives such as options, forwards and futures for hedging and non-hedging purposes. Such derivatives may be used to hedge against losses from changes in the prices of the Fund's investments and from exposure to foreign currencies as well as market risk. Derivatives may also be used to obtain exposure to individual securities and markets instead of buying securities directly. Exposure to currencies may also be indirect through the use of other derivatives, such as options, futures or swaps. If used for non-hedging purposes, the derivatives acquired will be consistent with the investment objectives of the Fund and securities law. Options acquired for non-hedging purposes will not constitute more than 10% of the net assets of the Fund.

The Fund may invest in foreign securities to an extent that will vary from time to time but is not typically expected to exceed 49% of its assets at the time that foreign securities are purchased.

Securities Lending, Repurchase or Reverse Repurchase Transactions

The Fund may enter into repurchase transactions, reverse repurchase transactions, and securities lending transactions. The Fund will only do so if there are suitable counterparties available and if the transactions are considered appropriate.

Investment in Other Investment Funds

From time to time the Fund may invest in other investment funds, including ETFs, which may be managed by Arrow or an affiliate of Arrow, and may purchase securities of, or enter into specified derivative transactions for which the underlying interest is based on the securities of other investment funds. Such investments may be entered into in conjunction with other strategies and investments in a manner considered most appropriate to achieving the Fund's investment objectives stated above and enhancing returns as permitted by securities regulations. No percentage of net assets is dedicated to such investments. Accordingly, all the assets of the Fund may be invested in other investment funds in accordance with securities legislation including NI 81-102, including alternative mutual funds and non-redeemable investment funds. Investments in alternative mutual funds and non-redeemable investment funds are subject to a maximum of 10% of the net assets of the Fund at the time of the purchase. The Fund may invest in gold and silver, and other instruments (such as derivatives and ETFs) that provide exposure to these metals.

Short Selling

The Fund may also engage in short selling. Generally speaking, short selling can provide the Fund with opportunities for gains when markets are volatile or declining. While short selling will be used by the Fund as a complement to its primary investment strategy (discussed above), Arrow will utilize the same fundamental analysis in determining whether securities of a particular issuer should be sold short. When the analysis produces a favourable outlook, the investment opportunity is considered for purchase. When the analysis produces an unfavourable outlook, the investment opportunity is considered for a short sale. Short positions of index securities such as exchange traded funds may also be employed for capital preservation and hedging purposes. The Fund will engage in short selling only within certain limits and conditions including: (i) the Fund will short sell only liquid securities that are traded on a stock exchange or certain government bonds, (ii) the Fund will limit its short sale exposure to any single issuer to 5% of the Fund's net assets and its aggregate short exposure to 20% of its net assets, (iii) the Fund will hold cash cover in an amount (including the Fund's assets deposited with lenders) that is at least 150% of the aggregate market value of all securities sold short, and (iv) the Fund will deposit collateral only with lenders which are regulated financial institutions or registered dealers in Canada.

Changes to Investment Strategies

Arrow may change the Fund's investment strategies at its discretion without notice or approval.

WHAT ARE THE RISKS OF INVESTING IN THE FUND?

The Fund may be exposed to all of the risks which are described starting on page 38:

	Primary Risk	Secondary Risk	Low or Not a Risk
Change in Legislation			•
Collateral		•	
Commodity		•	
Concentration		•	
Counterparty Default		•	
Credit		•	
Currency	•		
Cyber Security		•	

Derivatives		•	
Equity	•		
ETF		•	
Foreign Investment	•		
Forward and OTC Option Contract		•	
Interest Rate		•	
Large Redemption			•
Liquidity		•	
Market	•		
Operational		•	
Securities Lending		•	
Series		•	
Short Selling	•		
Small Company		•	
Tax		•	
Underlying Fund	•		

Arrow has rated this Fund's risk as medium. Please see "*What are the Risks of Investing in the Fund? – Fund Risk Classification*" for a description of how we determined the classification of this Fund's risk level.

WHO SHOULD INVEST IN THE FUND?

This Fund is suitable for investors who seek the long term appreciation potential of Canadian companies and are comfortable with short selling. To invest in this Fund, investors should be able to accept a medium degree of risk.

To recognize a reasonable rate of return, investors should be prepared to invest for medium to long periods of time.

DISTRIBUTION POLICY

In respect of Fixed-Rated Distribution Series units, the Fund expects to make a distribution each quarter based on a target annualized rate of 2.00% of the NAV per unit of the relevant series at the end of the prior year.

If required, the Fund will make a distribution each December to holders of units of the Non-Fixed Rate Distribution Series.

For more information about distributions, see "*Information About the Mutual Funds – Dividend and Distribution Policy*".

The Fund may at its discretion change its distribution policy from time to time.

EXEMPLAR MUTUAL FUNDS

Exemplar Global Growth and Income Class

Exemplar Growth and Income Fund

Exemplar Performance Fund

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

You can obtain a copy of these documents, at your request, and at no cost, by calling toll free 1 (877) 327-6048, (416) 323-0477 or from your financial advisor or by email at info@arrow-capital.com.

These documents and other information about the Funds, such as information circulars and material contracts, are also available on the Funds' designated website www.arrow-capital.com or on SEDAR at www.sedar.com.

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