

Simplified Prospectus

January 3, 2019



BLOOM CANADA DIVIDEND FUND

Offering the following series of mutual fund units:

Series A
Series A6
Series D
Series F
Series F6
Series I

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

The Fund and the Series of the Fund offered under this simplified prospectus are not registered with the United States Securities and Exchange Commission and they are sold in the United States only in reliance on exemptions from registration.

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PART A: GENERAL INFORMATION

Introduction

In this document, “we”, “us”, “our” and “Manager” refer to Bloom Investment Counsel, Inc.

We refer to the Bloom Canada Dividend Fund as the “Fund”.

“You” means each person who invests in the Fund, or who is interested in investing in the Fund. Persons who invest in the Fund are also referred to in this document as investors or unitholders.

The Fund is a trust organized under the laws of Ontario. The Fund has specific investment objectives, and offers the different series (the “Series”) of units (the “Units”) specified on the front cover of this simplified prospectus.

References to time are to local time in Toronto, Ontario.

This simplified prospectus contains selected important information to help you make an informed investment decision and understand your rights as an investor. It also contains information about the Fund and the risks of investing in mutual funds generally, as well as the names of the firms responsible for the management of the Fund. It is divided into two parts. The first part, from pages 1 to 22, provides information about both the Fund and about mutual funds in general, while the second part, Part B, from pages 23 to 27, contains specific information about the Fund separately.

You will find more information about the Fund in the following documents:

- the annual information form of the Fund;
- the most recently filed fund facts of the Fund;
- the most recently filed annual financial statements of the Fund, once available;
- any interim financial statements of the Fund filed after those annual financial statements;
- the most recently filed annual management report of fund performance of the Fund, once available; and
- any interim management report of fund performance of the Fund filed after that annual management report of fund performance.

These documents are incorporated by reference into this simplified prospectus, which means that they legally form part of this simplified prospectus just as if they were printed as a part of this simplified prospectus. You can get a copy of these documents, at your request, and at no cost, by calling 416-861-9941 or toll free at 1-855BLOOM18 (1-855-256-6618) or emailing info@bloomfunds.ca.

These documents are also available on our website at www.bloomfunds.ca or by writing to the Manager at 150 York Street, Suite 1710, Toronto, Ontario M5H 3S5, or from your dealer. You will also find copies of them, and other information about the Fund, on the internet at www.sedar.com.

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 a pool of money contributed by people with similar investment goals that is invested in a portfolio of securities on their behalf by professional managers or pursuant to a prescribed investment strategy. Investors in a mutual fund (“**unitholders**”) share the fund’s income, expenses, gains and losses in proportion to their interest in the fund.

Mutual funds own different types of investments, depending upon their investment objectives, including stocks and cash. The value of these investments changes from day to day, reflecting changes in interest rates, economic conditions and market and company news. As a result, the value of a mutual fund’s units may go up and down, and the value of your investment in a mutual fund may be more or less when you redeem it than when you purchased it.

What do you own?

You receive units in a mutual fund in exchange for the cash you contribute, and you become a unitholder of the mutual fund. You share in the fund’s income, expenses and capital gains or losses with reference to the number of units you own.

What is the structure of the Fund?

The Fund is an open-end mutual fund trust with one or more series of units governed by a master declaration of trust under Ontario laws. We, as trustee, hold the property and investments of the Fund in trust for the unitholders. You can buy an unlimited number of units of the Fund.

What are series of units?

A fund may issue units in one or more series. For some purposes, such as calculating fees and expenses, a series of units may be dealt with separately from other series of units of that fund. For other purposes, such as fund investment activity, all series of units of a fund are dealt with together.

See “*Purchases, Conversions and Redemptions – Series of Units*” for more details on the different series of units available. A fund may not offer all of the series offered by another fund. The information provided in this simplified prospectus with respect to any series of a fund is relevant only if the fund offers that series under this simplified prospectus.

What are the general risks of investing in a mutual fund?

Risk is the chance that your investment may not perform as expected. There are different types and degrees of risk, but generally the more risk you are willing to accept, the higher your potential gains and potential losses might be.

These are the general risks of investing in a mutual fund:

Mutual funds are neither guaranteed nor insured: Your investment in a mutual fund is not guaranteed by us or by anyone else. Unlike bank accounts or GICs, mutual fund securities are not covered by the Canada Deposit Insurance Corporation, any other government deposit insurer, or any other entity.

No Assurance of Achieving Investment Objectives: There is no assurance that the Fund will be able to achieve its investment objectives. There is no assurance that the portfolio of the Fund will earn any return. Furthermore, there is no assurance that the Fund will be able to pay distributions in the short- or long-term, nor is there any assurance that the net asset value (“NAV”) of the Fund will appreciate or be preserved.

Risks Relating to Fluctuations in Value of Portfolio Securities and Performance of the Portfolio: The value of the Fund will vary as the value of the portfolio securities held by the Fund varies. The Fund and the Manager have no control over the factors that affect the value of the portfolio securities held by the Fund. Such factors include factors that affect the markets generally, such as general economic and political conditions and fluctuations in interest rates, factors unique to each issuer included in the Fund’s portfolio and its business, such as changes in management, changes in strategic direction, achievement of strategic goals, mergers, acquisitions and divestitures, changes in distribution policies, operational risk relating to the specific business activities of the issuer, industry competition and other events that may affect the value of the issuer’s securities. Some global economies are experiencing significantly diminished growth and some are suffering, or may in the future suffer a recession. No assurance can be given that diminished availability of credit and significant devaluations will not adversely affect the markets into which the Fund will invest in the near to medium term.

General Risks of Investing in Equity Securities: The Fund is subject to the risks inherent in investment in equity securities, including the risk that the financial condition of the issuers in which the Fund invests may become impaired or that the general condition of the stock markets may deteriorate. Equity securities are affected by general stock market fluctuations and to volatile increases and decreases in value as market confidence in, and perceptions of, the issuers and the global economy change. In addition, issuers of equity securities may reduce or eliminate dividends.

What are the specific risks of investing in a mutual fund?

Each mutual fund also has specific risks, including those described here in alphabetical order:

Commodity Price Fluctuation Risk: The operations and financial condition of the issuers of certain of the portfolio securities that will be held by a fund and, accordingly, the amount of distributions paid on such securities will be dependent on commodity prices applicable to such issuers. Prices for commodities may vary and are determined by supply and demand factors including weather and general economic and political conditions. A decline in commodity prices could have an adverse effect on the operations and financial condition of the issuers of such securities and the amount of distributions paid on such securities. In addition, certain commodity prices are based on a U.S. dollar market price. Accordingly, an increase in the value of the Canadian dollar against the U.S. dollar could reduce the amount of distributions paid on such securities.

Conflicts of Interest: The Manager and its directors and officers and their respective affiliates and associates may engage in the promotion, management or investment management of one or more funds or trusts with similar investment objectives to those of the Fund. Although none of the directors or officers of the Manager devote his or her full time to the business and affairs of a fund, each devotes as much time as is necessary to supervise the management of (in the case of the directors), or to manage the business and affairs of (in the case of officers), each fund and the Manager, as applicable.

Currency Risk: The Fund is valued in Canadian dollars and makes all its investments in Canadian issuers. However, the Fund may invest in securities of Canadian issuers who themselves have some operations in foreign countries. As foreign currencies fluctuate in value against the Canadian dollar, an issuer with foreign operations may face increases or decreases in the value of, or income from, those operations, and

consequently the value of or income from the securities held by the Fund may increase or decrease, affecting the performance of the Fund.

Cybersecurity Risk: With the increased use of technologies such as the Internet to conduct business, the Manager and the Fund are susceptible to operational, information security, and related risks. Cyber incidents affecting the Fund, the Manager or the Fund's service providers (including, but not limited to, the Fund's sub-advisor(s), if any, transfer agent, custodian and sub-custodians) have the ability to cause disruptions and impact each of their respective business operations, potentially resulting in financial losses, interference with the Fund's ability to calculate its NAV, impediments to trading, the inability of unitholders to transact business with the Fund and the inability of the Fund to process transactions including redeeming units, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs associated with the implementation of any corrective measures. Similar adverse consequences could result from cyber incidents affecting the issuers of securities in which the Fund invests and counterparties with which the Fund engages in transactions.

In addition, substantial costs may be incurred to prevent any cyber incidents in the future. While the Manager and the Fund have established business continuity plans in the event of, and risk management systems to prevent, such cyber incidents, inherent limitations exist in such plans and systems including the possibility that certain risks have not been identified. Furthermore, the Manager and the Fund cannot control the cyber security plans and systems of the Fund's service providers, the issuers of securities in which the Fund invests or any other third parties whose operations may affect the Fund or their unitholders. As a result, the Fund and its unitholders could be negatively affected.

Income Trust Securities Risk: The Fund may invest in real estate, royalty, income and other investment trusts which are investment vehicles in the form of trusts rather than corporations. To the extent that claims, whether in contract, in tort or as a result of tax or statutory liability, against an investment trust are not satisfied by the trust, investors in the investment trust, including a fund investing in the trust, could be held liable for such obligations. Investment trusts generally seek to make this risk remote in the case of contract by including provisions in their agreements that the obligations of the investment trust will not be binding on investors personally. However, investment trusts could still have exposure to damage claims such as personal injury and environmental claims. Certain jurisdictions have enacted legislation to protect investors in investment trusts from the possibility of such liability.

Income trusts generally hold debt, equity or royalty interests in an underlying active business. To the extent that an underlying business is susceptible to industry risks, interest rate fluctuations, commodity prices and other economic factors, investment returns from an income trust and the price of an income trust may be similarly affected. Although distributions and returns are neither fixed nor guaranteed, income trusts are structured in part to provide a constant stream of income to investors. As a result, an investment in an income trust may be subject to interest rate risk.

Interest Rate Risk: Changes in interest rates have an impact on a wide range of investments. When interest rates rise, the prices of fixed-rate bonds or other securities like treasury bills tend to fall. When interest rates fall, the prices of the fixed-rate bonds or treasury bills tend to rise. Fixed-income securities with longer terms to maturity are usually more sensitive to changes in interest rates. As well the value of a fund's investments at any given time will be affected by the level of interest rates prevailing at such time. A rise in interest rates may have a negative effect on the market price of the Units and increase the costs of borrowing to a fund, if any.

Large Transaction Risk: Units of a fund may be purchased or redeemed in large quantities by an investor. If these transactions are significant, they may impact the fund's cash flow and the fund may be

required to alter its current investment portfolio by buying or selling a large portion of its investments. When a large investor purchases units with cash, a fund may temporarily have a higher than normal cash position, until the cash can be invested. When a large redemption is requested, a fund may have to sell existing investments at unfavorable prices if it does not have enough cash on hand to fund the redemption, may incur increased transaction costs, and/or realize capital gains which may increase taxable distributions to unitholders. Both of these types of transactions can unfavorably impact a fund's return.

Legislation, Regulatory and Tax Policy Risks: There may be changes to Canadian federal income tax, securities and other laws and the administrative policies and assessing practices of the Canada Revenue Agency that adversely affect a fund or its unitholders. Such potential changes may affect a fund or its unitholders directly, or they may affect the companies in which the fund invests, causing price fluctuations that affect the value of the fund. Some industries, such as financial services, health care and telecommunications are heavily regulated and may receive government funding, and may be substantially affected by changes in government policy such as increased regulation, ownership restrictions, deregulation or reduced government funding.

Liquidity Risk: Investors often describe the speed and ease with which an asset can be sold and converted into cash as its liquidity. Most of the securities owned by the Fund can usually be sold promptly and therefore can be described as relatively liquid. But the Fund may also invest in securities that are, or become, less liquid, which means they cannot be sold as quickly or easily. Securities could be, or become, less liquid due to a number of factors: the market capitalization of the issuer; the number of shares of the issuer that are outstanding; legal restrictions; trading restrictions; the nature of the investment itself; settlement terms; the impact of political or economic events; or other reasons.

The liquidity of a security may also be affected in the event that an officer or director of the Manager is a director of an entity in which the Fund has invested, which may restrict the ability of the Fund to engage in transactions with respect to such security. A fund that has trouble selling a security can lose value or incur extra costs. In addition, illiquid securities may be more difficult to value accurately and may experience larger price changes. This can cause greater fluctuations in a fund's value. There are restrictions on the amount of illiquid investments that a fund may hold.

Oil and Gas Energy Investment Risk: Oil and gas prices have fluctuated widely during recent years and are affected by supply and demand, political events, weather and economic conditions, among other things, which can adversely affect the value of oil and gas and energy related investments. A decline in oil and gas prices could have an adverse effect on the operations and financial condition of the issuers of such securities and the amount of distributions paid on such investments.

Portfolio Concentration Risk: The Fund invests in the portfolio securities selected in accordance with the Fund's investment objective and strategies. The Fund may also concentrate their investments in a relatively small number of securities, certain sectors or specific regions or countries. This may result in higher volatility, as the value of the Fund will vary more in response to changes in the market value of these securities, sectors or regions.

Real Estate Investment Risk: Investments in real estate investment trusts (“REITs”) are subject to the general risks associated with real property investments. Real property investments are affected by various factors including changes in general economic conditions (such as the availability of long term mortgage funds) and in local conditions (such as oversupply of space or a reduction in demand for real estate in the area), the attractiveness of the properties to tenants, competition from other available space and various other factors.

The value of real property and any improvements thereto may also depend on the credit and financial stability of the tenants. A REIT’s income and funds available for distributions to its unitholders would be adversely affected if a significant number of tenants were to become unable to meet their obligations to the REIT or if the REIT were unable to lease a significant amount of available space in its properties on economically favourable lease terms.

Risk of Suspension of Redemptions: Under exceptional circumstances, a mutual fund may suspend redemptions. See “*Purchases, Conversions, and Redemptions – When you may not be allowed to redeem your Units*” below for a discussion of when redemptions may be suspended.

Risk Regarding Distributions: The Fund intends to make fixed monthly cash distributions on Series A6 and Series F6 Units. The fixed distribution amount on Series A6 and Series F6 Units will be reviewed from time to time and accordingly, the distribution amount will be subject to change.

If the return on the Fund’s investments (including net realized capital gains from the sale of investment securities) is less than the amount necessary to fund the fixed monthly distributions on Series A6 and Series F6 Units, the Manager will return a portion of the capital of the Fund to Series A6 and Series F6 unitholders to ensure the distribution is paid, and accordingly the NAV per Series A6 Unit and NAV per Series F6 Unit would be reduced.

Risk Related to Future Results: The composition of the Fund’s investment portfolio will change from time to time. The value of the securities included in a Fund’s investment portfolio at any time will fluctuate and will determine the NAV of the Fund, and it is impossible to predict whether the value of the securities included in the Fund’s investment portfolio will increase or decrease. Such values will be influenced by both the complex and interrelated political, economic, financial and other factors that can affect the capital markets generally and the equity trading markets on which the underlying securities are traded, and by various circumstances that can influence the value of a particular issuer.

Securities Lending Risk: The Fund may engage in securities lending transactions. Over time, the value of the securities loaned under a securities lending transaction might exceed the value of the cash or collateral held by the Fund. If the third party defaults on its obligation to repay the securities to the Fund, the cash or collateral may be insufficient to enable the Fund to purchase replacement securities and the Fund may suffer a loss for the difference. To limit this risk, a Fund must hold collateral worth no less than 102% of the value of the loaned securities and the amount of collateral is adjusted daily to ensure this level is maintained. The collateral may only consist of cash, qualified securities or securities that can be immediately converted into identical securities to those that have been loaned. A Fund cannot lend more than 50% of the total value of its assets through securities lending transactions. Furthermore, we only enter into securities lending agreements with parties that have the approved credit ratings as mandated by the regulators pursuant to National Instrument 81-102 – *Investment Funds* (“NI 81-102”).

Series Risk: The Fund issues more than one Series of Units. Each Series has its own fees and expenses that are tracked separately; however, if a Series cannot meet its financial obligations, the other Series may be responsible for making up the difference. This is because the Fund as a whole is legally responsible for the financial obligations of all of the Series of the Fund.

Small Capitalization Risks: The Fund may invest in smaller companies whose securities are traded less frequently and in smaller volumes than securities of larger companies. The Fund may find it more difficult than otherwise to buy and sell securities of small capitalization companies, and may be more volatile than a mutual fund that invests solely in larger capitalization companies

Specific Issuer Risk: The issuers of securities in which the Fund invests may face issues directly related to such issuers, such as reduced demand for their goods or services, poor management performance, strategic initiatives (e.g. mergers, acquisitions, dispositions etc.) and the market's response to these issues. As a consequence the price of such an issuer's securities and the income thereon may decline, affecting the performance of the Fund.

Tax Risks: There can be no assurance that income tax laws and the treatment of mutual fund trusts under the *Income Tax Act* (Canada) (the "**Tax Act**") will not be changed in a manner that adversely affects a fund or its unitholders.

If a fund experiences a "loss restriction event": (i) it will be deemed to have a year-end for tax purposes (which would result in an allocation of the fund's taxable income at such time to unitholders so that the fund is not liable for income tax on such amounts), and (ii) it will become subject to the loss restriction rules generally applicable to corporations that experience an acquisition of control, including a deemed realization of any unrealized capital losses and restrictions on their ability to carry forward losses. As a result of the application of these rules, the amount of taxable distributions paid by a fund after a loss restriction event may be larger than it otherwise would have been. Generally, a fund will be subject to a loss restriction event if a person becomes a "majority-interest beneficiary" of the fund, or a group of persons becomes a "majority-interest group of beneficiaries" of the fund, as those terms are defined in the Tax Act. Generally, a majority-interest beneficiary of a fund is a unitholder who, together with persons and partnerships with whom the unitholder is affiliated, owns units with fair market value that is greater than 50% of the fair market value of all units of the fund. A fund may qualify for relief from the application of the loss restriction event rules.

Organization and Management Details of the Fund

This section tells you about the companies that are involved in managing or providing services to the Fund.

Who organizes and manages the Fund?

Bloom Investment Counsel, Inc. was established in 1985 and specializes in the management of specialty income-oriented equity portfolios comprised of dividend paying common equity securities, income trusts and real estate investment trusts on behalf of funds, wealthy individuals, foundations, corporations, institutions and trusts.

Who works with the Fund?

Manager	The manager is responsible for the day-to-day management of the undertaking and operations of the Fund.	Bloom Investment Counsel, Inc. 150 York Street, Suite 1710, Toronto, Ontario M5H 3S5
Trustee	The trustee holds title to the securities owned by the Fund on behalf of unitholders.	Bloom Investment Counsel, Inc. Toronto, Ontario
Principal Distributor	A principal distributor markets and distributes mutual funds through registered	There is no principal distributor of the Fund. The Fund is marketed and

	dealers and brokers. Neither we nor the Fund are part of any arrangement that grants any person an exclusive right to distribute units in a particular area, or which could give any person a material competitive advantage over others in the distribution of units.	distributed through registered dealers and brokers.
Custodian	The custodian holds cash and securities in safekeeping on behalf of the Fund. The custodian is independent of the Manager and the Fund.	CIBC Mellon Trust Company Toronto, Ontario
Registrar	The registrar keeps a register of the owners of securities for the Fund and processes purchase, conversion and redemption orders. The registrar is independent of the Manager and the Fund.	SGGG Financial Services Inc. Toronto, Ontario
Auditor	The auditor audits the Fund's annual financial statements and provides an opinion as to whether they present fairly the Fund's financial position, financial performance and cash flows. The auditor is independent of the Manager and the Fund.	PricewaterhouseCoopers LLP, Chartered Professional Accountants Toronto, Ontario
Portfolio Manager	The portfolio manager is responsible for managing the investment portfolio of the Fund and making investment decisions.	Bloom Investment Counsel, Inc. Toronto, Ontario
Independent Review Committee	<p>The Fund is required to have an independent review committee ("IRC") in accordance with National Instrument 81-107 <i>Independent Review Committee for Investment Funds</i>. The mandate of the IRC is to review conflict of interest matters identified and referred to the IRC by the Manager and to give its approval or recommendation, depending on the nature of the conflict of interest matter. In each instance where a conflict of interest matter is identified and referred to the IRC, the primary focus of the IRC is to determine if the Manager's proposed action achieves a fair and reasonable result for the Fund.</p> <p>The IRC is currently composed of three members and each member is independent of the Fund, the Manager and other companies related to the Manager. The IRC will prepare, for each financial year of the Fund, a report to unitholders that describes the IRC and its activities for the financial year. Unitholders can get a copy of this report, at no cost, by calling 416-861-9941 or toll free to 1-855BLOOM18 (1-855-256-6618) or by writing to the Manager at 150 York Street, Suite 1710, Toronto, Ontario M5H 3S5 or by emailing info@bloomfunds.ca.</p> <p>You will also find copies of this report on our website at www.bloomfunds.ca or on the SEDAR website at www.sedar.com.</p> <p>Additional information about the IRC, including the names of IRC members, is available in the Fund's annual information form.</p>	

Fund of Funds

The Fund may buy units of other funds managed by us in accordance with applicable securities laws. If a Fund does this, we will not vote the units held by the Fund. The Manager may, if it determines it to be

practicable, arrange for the securities of the underlying fund to be voted by the beneficial holders of such securities, but the Manager is not obliged to do so.

Purchases, Conversions and Redemptions

Series of Units

The Fund is authorized to issue an unlimited number of Units of Series A, Series A6, Series D, Series F, Series F6 and Series I. The Series of the Fund derive their returns from a common pool of assets with a single investment objective and together constitute a single mutual fund.

Series A Units and Series A6 Units are available to investors who do not have fee-based accounts with their dealers. If you invest in these Units, you negotiate, at the time of purchase, a sales charge with your dealer of up to 5% of the total amount you wish to invest, and the balance is invested in Units of the Fund.

Series D Units are available to investors who have accounts with a discount brokerage or for other investors for whom we do not incur substantial distribution costs. If you invest in Series D Units you do not pay a sales commission, but may pay fees directly to your dealer for order execution and other services.

Series F Units and Series F6 Units are available to investors who have fee-based accounts with their dealers or other investors approved by us. If you invest in these Units you do not pay a sales commission, but you may pay fees directly to your dealer for investment advice received from your advisor, order execution and other services.

Series I Units are special purpose units available to institutional investors and other investors at our discretion. Series I units are not sold to the general public. No management fees are charged to the Fund in respect of the Series I units, but each Series I investor negotiates its own management fee which is paid directly to the Manager. We must approve any conversion to or from Series I units.

Series A Units, Series D Units, Series F Units, and Series I Units distribute income monthly as it arises and capital gains annually. Series A6 Units and Series F6 Units distribute a fixed distribution, initially set at 6% per annum of the initial net asset value per unit of the respective Series, or \$0.05 per unit per month. We will review the distribution policy for Series A6 Units and Series F6 Units from time to time and accordingly, the distribution amount is subject to change. Distributions received by investors in Series A6 Units and Series F6 Units may comprise income, capital gains, and/or return of capital. See “*Distribution Policy*” in Part B of this simplified prospectus.

You should speak to your investment advisor to determine which Series of Units is most appropriate for your particular circumstances.

How the Units of the Fund are Valued

All purchases and redemptions of Units of a Series are based on the Series’ NAV per Unit. We usually calculate the NAV for the Fund on each business day after the TSX closes, but in some exceptional circumstances, we may calculate it on other times or on other days (each day on which we calculate the NAV for the Fund is a “**Valuation Date**”). A business day is any day on which the TSX is open for trading. The NAVs can and generally will change daily. We also calculate a separate NAV for each Series of Units of the Fund.

When you buy, convert or redeem Units of the Fund, you do so at the NAV per Unit of the applicable Series of Units next determined after the receipt of the purchase, conversion or redemption order.

The NAV per Unit of each Series of Units of the Fund is calculated as at the close of business on each Valuation Date as follows:

- (a) first, we determine the fair value of all of the investments and other assets allocated to the Series;
- (b) second, we subtract the liabilities allocated to that Series from the fair value of the investments and other assets allocated to such Series. The result is the NAV for that Series; and
- (c) lastly, we divide the NAV for the Series by the total number of Units of that Series held by all investors in the Series, which gives us the NAV per Unit for that Series.

Although purchases and redemptions of Units are recorded on a Series basis, the assets attributable to all of the Series of the Fund are pooled to create one fund for investment purposes. Each Series pays its proportionate share of Fund costs in addition to its management fee, if applicable. The difference in Fund costs and management fee between each Series means that each Series has a different NAV per Unit. You may obtain the NAV per Unit of the Fund by visiting the Fund's website at www.bloomfunds.ca or by calling 416-861-9941 or toll free at 1-855BLOOM18 (1-855-256-6618).

How to Buy Units of the Fund

You can buy Series A Units, Series A6 Units, Series F Units and Series F6 Units through your registered investment advisor or registered dealer, Series D Units through a discount brokerage, and Series I Units directly from us or through a registered dealer or broker who has entered into an agreement with us and only with our prior approval. A dealer's participation in the distribution of Series I Units is subject to our terms and conditions.

How we process your purchase order

You (and your registered investment advisor, where applicable) are responsible for ensuring that your purchase order is accurate and that all of the necessary documents and instructions are submitted to us. If we receive your purchase order before 4 p.m. on a Valuation Date, and it is in good order, it will be processed based on the Series NAV calculated on that Valuation Date. If we receive your purchase order after that time, or not on a Valuation Date, and it is in good order, it will be processed based on the Series NAV calculation on the next Valuation Date. If the Toronto Stock Exchange closes earlier than 4:00 p.m. on a Valuation Date, we may impose an earlier deadline for receipt of purchase orders.

If you are buying Units, you must generally include payment in full with your order. If we do not receive payment within two business days of processing your purchase order for any Units, we must redeem your Units on the next business day. If the proceeds from the redemption are greater than the payment you owe, the Fund keeps the difference. If the proceeds are less than the payment you owe, we will pay the difference to the Fund on your behalf, and may collect this amount together with additional costs from your dealer, who may in turn collect these amounts from you.

We generally do not issue Unit certificates. We may accept or reject an order to buy Units within one business day of receiving the order. If we accept your order, we or your broker or dealer will send you confirmation of your order, which is your proof of the transaction. If we reject your order, we will return any money we have received, without interest.

See “*Fees and Expenses*” and “*Dealer Compensation*” for more information on the fees and expenses and dealer compensation you may have to pay when you purchase Units.

Minimum Purchases and Balances

An investment in Series A Units, Series A6 Units, Series D Units, Series F Units and Series F6 Units of the Fund requires you to invest and maintain a minimum balance of \$1,000. Minimum amounts for Series I Units are determined on a contractual basis with each investor. If, as a result of market fluctuation, the value of your Units of a Series of the Fund falls below the minimum balance, we may buy such Units from you or redeem them for you after giving you 30 days’ notice to make another investment. If, as a result of a partial redemption, the value of your remaining holding falls below the minimum balance, we may redeem such remaining holding immediately and without prior notice to you.

How to Redeem Your Units

Units may be surrendered at any time for redemption on a Valuation Date, subject to our right to suspend redemptions in certain circumstances. When redeeming Units of the Fund you should indicate whether you wish to redeem a specified dollar amount or number of Units. You may have to pay an administrative fee to your dealer for each redemption. Except as discussed under “*When you may not be allowed to redeem your Units*” below, we cannot refuse an order to redeem Units.

We do not charge a fee for redeeming Units of the Fund.

How we process your redemption order

If we receive your redemption order before 4 p.m. on a Valuation Date, and it is in good order, it will be processed based on the Series NAV calculated on that Valuation Date. All Units that have been surrendered in good order for redemption prior to 4:00 p.m. on a Valuation Date will be deemed to be outstanding until (but not after) the close of business on that Valuation Date.

If we receive your redemption order after 4 p.m. on a Valuation Date, or not on a Valuation Date, and it is in good order, it will be processed based on the Series NAV calculation on the next Valuation Date. If the Toronto Stock Exchange closes earlier than 4:00 p.m. on a Valuation Date, we may impose an earlier deadline for receipt of redemption orders. Payment of any redemption proceeds owing will be made within two business days.

If you redeem a Unit, the Manager may designate and distribute to you, as part of the NAV per Unit of the Unit being redeemed, a portion of the net realized capital gains of the Fund for the year (“**Redeemer’s Gains**”).

We may refuse to process your order if it is not in good order or if all necessary documents and/or information have not been received. If we process it anyway, and have not received all the necessary documentation and/or information needed to settle your redemption request within 10 business days of a Valuation Date, we are required under securities legislation to purchase the equivalent number of Units you asked to be redeemed as of the close of business on the tenth business day. If the purchase price of those Units is less than your redemption price, the Fund will keep the difference. If the purchase price exceeds your redemption price, we will pay the difference to the Fund and may collect this amount together with additional costs from your dealer, who may in turn collect these amounts from you.

When you have to redeem Units

If you become ineligible to hold the Fund, we may redeem your Units. We may redeem your Units if we are permitted or required to do so, including in connection with the termination of the Fund, in accordance with applicable law. If we redeem your Units, the effect will be the same as if you initiated the transaction. For redemptions in non-registered accounts, we may transfer the proceeds to you, and for redemptions in registered plans, we may transfer the proceeds to a registered savings deposit within the plan. We will not give you or your dealer notice prior to taking any of these actions.

When you may not be allowed to redeem your Units

Under extraordinary circumstances, the Fund may suspend your right to request a redemption of Units for all or part of a period. Such extraordinary circumstances include, for instance, when:

- (a) normal trading is suspended on a stock, options or futures exchange in Canada or outside Canada in which securities or derivatives that make up more than 50% of the value or underlying exposure of the Fund's total assets are traded, and those securities or derivatives are not traded on any other exchange that represents a reasonable alternative for the Fund, or
- (b) with the consent of the Ontario Securities Commission.

The redemption of Units may have tax implications for a Unitholder. See "*Income Tax Considerations for Investors*" below.

The Fund may postpone a redemption payment for any period during which your right to request a redemption is suspended under the circumstances described above or with the approval of the Canadian securities regulators. The Fund may not accept orders for the purchase of Units during any period when the redemption of its Units has been suspended.

How to Convert Between Series

You may, at any time, request that your Units of the Fund be converted for Units of another Series of the Fund, unless the Manager in its sole discretion determines otherwise. A request for a conversion may be made by writing to the Manager. No conversion or redemption charges will apply in respect of a conversion of Units between the Series of mutual funds that are managed by the Manager. The minimum amount of a conversion is the same as for an initial subscription for Units.

On receipt of your conversion request, your Series Units will be converted to Units of the other Series, provided you are qualified to hold Units of that other Series. Conversions between Series of the Fund do not result in dispositions for income tax purposes. See "*Income Tax Considerations for Investors*" below.

There may be fees or charges payable depending on the Series of Units involved and the arrangements between you and your dealer. Please see "*Fees and Expenses*" below for more information. If necessary, securities may be redeemed to pay fees or charges.

You can convert your Units of the Fund of one Series to another Series of Units of the Fund through a qualified financial advisor. It is up to you or your investment professional, if applicable, to determine which Series of Units is the more or most appropriate for you. The choice of different purchase options requires you to pay different fees and expenses and affects the amount of compensation received by your dealer and your financial advisor. See "*Fees and Expenses*" and "*Dealer Compensation*" below.

Provided the conditions set out below are met, we may, in our discretion, re-designate (i.e. convert) your Fund Units of one Series into Units of another Series of the Fund. We may only re-designate your Units if:

- you receive Units having the same value;
- the management fee and any other fees and expenses of the new Series are not more than that of the Series that you previously owned;
- the re-designation is done at no cost to you; and
- the re-designation is not a disposition for tax purposes.

We have the right to refuse any order to convert Units. We must do so within one business day from the time we receive the order. The timing of the processing of conversions is the same as for redemptions.

Short-Term Trading

We discourage investors from short-term trading. Short-term trading can harm the Fund's performance and the value of other investors' holdings in the Fund because such trading can increase brokerage and other administrative costs of the Fund and interfere with long term investment decisions. Short-term trading may be particularly problematic when large sums are involved. Short-term trading can include buying and then redeeming or converting units of a Fund within 90 days of purchase. We have policies and procedures to detect and deter short-term trading that include the ability to refuse your present or future order(s) to buy units. If, in our sole discretion, we determine that you are engaging in short-term trading, in addition to taking other available remedies, the Fund may charge a short-term trading fee of up to 2% of the NAV of the units redeemed or converted, to be paid directly to the Fund out of the redemption proceeds, reducing the amount otherwise payable to you on the redemption or the number of units you receive on conversion (see "*Fees and Expenses*" below for more information). Each additional conversion is regarded as a new purchase for the purposes of determining whether the Fund will charge a short-term trading fee. We may waive this penalty at any time. Despite these restrictions and our procedures to detect and deter short-term trading, we cannot ensure that such trading will be completely eliminated.

Optional Services

Registered plans

You may purchase Units in a trust governed by a registered plan offered by your dealer, subject to certain restrictions. You should consult your tax advisor about the special rules that apply to each particular registered plan, including whether or not an investment in the Fund would be a prohibited investment for your registered retirement savings plan ("**RRSP**"), registered retirement income fund ("**RRIF**"), deferred profit sharing plan, registered education savings plan ("**RESP**"), registered disability savings plan ("**RDSP**") or tax-free savings account ("**TFSA**") (collectively, "**Registered Plans**").

Continuous Savings Plan

Your dealer may facilitate your regular investment in any Series of the Fund except Series I using our Continuous Savings Plan. For instance, you may wish to invest a regular amount on a weekly, monthly, or quarterly basis. Here is how the plan works:

- you must meet the minimum purchase requirements for the Series of Units of the Fund you wish to buy; and
- we will automatically transfer money from your bank account to buy Units of the Fund.

You have the right to terminate your participation in a Continuous Savings Plan at any time, upon providing notice to us at least four business days before the next scheduled investment date.

Systematic Withdrawal Plan

Your dealer may facilitate your systematic withdrawal of money from your account, excluding any investment in Series I Units, using our Systematic Withdrawal Plan. For instance, you may wish to make withdrawals on a monthly, quarterly, semi-annual or annual basis. Here is how the plan works:

- you must hold your Units in a non-registered account;
- you must continue to meet the minimum balance requirements for the Fund; and
- we will redeem enough Units to withdraw money from your account and make payments to you.

If you withdraw more than your Fund is earning, you'll reduce your original investment and may use it up altogether.

Fees and Expenses

The following table shows the fees and expenses payable by the Fund and the fees and expenses you may have to pay if you invest in the Fund. You may have to pay some of these fees and expenses directly. Fees payable by the Fund are paid before the calculation of net asset value per unit. These fees indirectly reduce the value of your investment.

Fees and expenses payable by the Fund

Management Fee As compensation for providing certain management services to the Fund as further described below, the Manager is entitled to receive an annual management fee (the "**Management Fee**") for each Series of the Fund, except as indicated below for Series I Units. The Management Fee is calculated as a percentage of the daily NAV of the Series. The Management Fee for each Series of the Fund is as follows:

Fund	Management Fee (per annum)					
	Series A	Series A6	Series D	Series F	Series F6	Series I
Bloom Canada Dividend Fund	1.95%	1.95%	0.95%	0.95%	0.95%	*

*The Fund does not pay a Management Fee in respect of Series I Units because Series I investors negotiate and pay a separate fee directly to the Manager.

The Management Fee will be calculated daily and payable monthly in arrears to the Manager. The Management Fee is subject to applicable HST/GST.

In exchange for Management Fees, the Manager provides certain services to the Fund, including but not limited to investment management and advisory services, paying trailing commissions to registered dealers in relation to Series A and Series A6 Units of the Fund, advertising and promotional services, office overhead expenses related to the Manager's activities, and all other services necessary or desirable to conduct and operate the Fund's undertakings in an efficient manner.

Operating Expenses payable by the Fund

The Fund also pays all of its operating expenses directly (“**Fund Expenses**”), including all audit and legal costs and expenses; custodian, registrar and transfer agency fees; costs attributable to the issue, redemption and conversion of Units including the preparation and filing of the simplified prospectus, annual information form and fund facts (and annual renewal thereof); expenses incurred in preparing financial statements and management reports of fund performance; expenses incurred in respect of distributing the simplified prospectus, fund facts, financial reports and other materials required to be provided to unitholders; fund accounting and valuation costs; interest or other borrowing expenses; all reasonable costs and expenses incurred in relation to compliance with National Instrument 81-107 – *Independent Review Committee for Investment Funds*, including compensation and expenses payable to IRC members and any independent counsel or other advisors employed by the IRC, insurance premiums for members of the IRC, the costs of the orientation and continuing education of IRC members and the costs and expenses associated with IRC meetings; taxes of all kinds to which the Fund is or might be subject; expenses incurred in connection with portfolio transactions and costs associated with compliance with any governmental or regulatory requirement.

The costs of incorporation, formation or initial organization of the Fund, or of the preparation and filing of any of the preliminary prospectus, preliminary annual information form, preliminary fund facts document, initial prospectus, annual information form or fund facts document of the Fund will not be borne by the Fund or the unitholders.

We allocate Fund Expenses on a fair and reasonable basis, usually proportionately among the Series of Units offered. Fund Expenses that are specific to a Series are allocated to that Series. Certain Fund Expenses are subject to applicable HST/GST.

For Series I Units, separate fee and expense arrangements are negotiated with each Series I investor.

The Manager may from time to time waive fees or absorb fund expenses, or defer payment of such fees or expenses. In the event of any deferral of any such fees or expenses, the Manager may, subject to necessary unitholder or regulatory approvals, seek repayment of any deferred amounts at a later date. In addition, the Manager may from time to time cap the operating expenses borne by a particular Series of Units. In such a case, if the operating expenses properly allocated to such Series exceed the cap, the Manager (not the relevant Fund) will bear the difference. The Manager reserves the right to modify or discontinue any such cap on operating expenses at any time without prior notice to, or approval of, the unitholders of the Fund.

IRC fees and expenses

Each IRC member receives compensation for the duties he or she performs as an IRC member. The annual retainer for each IRC member (other than the Chair) in respect of the Fund is approximately \$25,000; the annual retainer for the Chair is approximately \$27,500. In addition, each IRC member is entitled to the reimbursement of all reasonable expenses in connection with his or her duties as an IRC member.

Fees related to underlying funds

In accordance with applicable Canadian securities legislation, including National Instrument 81-102, and as an alternative to or in conjunction with directly investing in and holding the securities held in the Fund’s portfolio, the Fund may also invest in other securities in a manner that is consistent with its investment objectives and investment strategies, provided that there shall be no duplication of management fees chargeable in connection with the securities held in the Fund’s portfolio indirectly by the Fund through investments in other

investment funds.

Fees and expenses payable directly by you

Initial Sales Charge	<p>If you buy Series A Units or Series A6 Units of the Fund, a sales charge of up to 5% of the total amount invested will be negotiated between you and your dealer and paid at the time of purchase. This is paid by you to your dealer and not by the Fund or the Manager and is deducted from your investment in the Fund.</p> <p>No initial sales charge will be payable in respect of the Series D Units, Series F Units, Series F6 Units or Series I Units of the Fund.</p>
Short-Term Trading Fee	<p>Short-term trading by investors may adversely affect all investors in the Fund. To discourage short-term trading, the Fund may, at our sole discretion, charge a short-term trading fee of up to 2% of the amount that you redeem or convert if you buy and then redeem or convert securities of the Fund within 90 days of purchasing them. This fee will be paid directly to the Fund. This fee generally will be paid out of your redemption proceeds and in the case of a conversion will result in fewer Units being allocated to you. You will be responsible for any costs and expenses, as well as any tax consequences, resulting from the collection of this fee. We may waive this fee at any time.</p>
Registered Plan Fee	<p>No administration fee is charged by the Fund, but you may be charged an administrative fee by your dealer or other Registered Plan provider.</p>
Redemption Fee	<p>There are no fees paid at the time of redemption of Units of any Series of the Fund, other than the short-term trading fee, if applicable.</p>

Impact of sales charges

The following table shows the maximum sales charge you would pay under the different purchase options if you made an investment of \$1,000 in Units of the Fund, if you held that investment for one, three, five or 10 years and redeemed immediately before the end of the period.

	At time of Purchase	1 year	3 years	5 years	10 years
Sales Charge Option¹	Up to \$50	Nil	Nil	Nil	Nil
No Initial Sales Charge Option²	Nil	Nil	Nil	Nil	Nil

¹Applicable to Series A Units and A6 Units only. Assumes the maximum possible sales charge on purchases of Series A Units or Series A6 Units, although you may negotiate a lower sales charge with your authorized dealer.

²Only available for Series F Units, Series F6 Units, Series D Units and Series I Units.

Dealer Compensation

Sales charges

If you invest in Series A Units or Series A6 Units of the Fund, the initial sales commission of up to 5% that you negotiate with your dealer is deducted from the amount you invest at the time of the purchase. No initial sales commissions are payable on a purchase of Series D Units, Series F Units, Series F6 Units or Series I Units of the Fund. See “*Fees and expenses payable directly by you*” above.

Trailing commissions

Trailing commissions are paid to registered dealers in relation to Series A Units and Series A6 Units of the Fund for selling and maintaining your position in these Units. Trailing commissions are calculated as 1% of the daily market value of these Units held by your dealer’s clients and are paid out of the management fees earned by the Manager.

No trailing commissions are payable in respect of the Series D Units, Series F Units, Series F6 Units or Series I Units of the Fund, which means we can charge you a lower management fee.

Marketing and educational support and other compensation programs

We may introduce and pay for new dealer compensation programs from time to time, as well as a portion of the cost of marketing and educational programs.

We may pay for marketing materials we give to dealers to help support their sales efforts. We may also share with dealers a percentage of their costs in marketing the Fund.

We may pay a percentage of the costs of some dealers to hold educational seminars or conferences for their representatives to teach them about, among other things, new developments in the mutual fund industry, financial planning or new financial products. The dealers make all decisions about where and when such seminars or conferences are held and who can attend.

We may arrange seminars for representatives of the dealers where we inform them about new developments in our mutual funds, our products and services and mutual fund industry matters. We invite dealers to send their representatives to our seminars and we do not decide who attends. The representatives must pay their own travel, accommodation and personal expenses in connection with attending our seminars.

Neither you nor the Fund pay for any costs relating to the marketing and educational activities described above.

Dealer compensation from management fees

The amount of dealer compensation paid by the Manager from management fees for the Fund is not available as the Fund is new.

Income Tax Considerations for Investors

The following is a general summary of the principal Canadian federal income tax consequences to you of distributions from the Fund and the disposition of Units of the Fund. This summary applies to Canadian

residents (for tax purposes) who are individuals (other than trusts that are not Registered Plans) who deal with the Fund at arm's length and are not affiliated with the Fund and who hold Units of the Fund as capital property for tax purposes.

This summary assumes that at all material times the Fund qualifies or will be deemed to qualify as a "mutual fund trust" under the Tax Act. This section is not intended to constitute legal or tax advice, and is qualified in its entirety by the more detailed discussion of income tax considerations as set forth in the Annual Information Form of the Fund.

This summary takes into account the current provisions of the Tax Act and the regulations thereunder, as well as all publicly announced proposals to amend the Tax Act and regulations as of the date hereof. This summary also takes into account the current published administrative policies and assessing practices of the Canada Revenue Agency (the "CRA"). This summary does not take into account provincial, territorial or foreign income tax legislation or considerations.

This summary is general in nature and is not exhaustive of all possible tax considerations. Please consult your own tax advisor with respect to the tax implications of purchasing, holding and redeeming Units of the Fund.

For Units of a Fund Held in a Registered Plan

Units of the Fund are expected to be a qualified investment for, and may be held in, Registered Plans. Units will not be a "prohibited investment" for a trust governed by a TFSA, RRSP, RRIF, RESP or RDSP unless the holder of the TFSA or RDSP, the annuitant of the RRSP or RRIF or the subscriber of the RESP, as applicable, (i) does not deal at arm's length with the Fund for purposes of the Tax Act, or (ii) has a "significant interest" as defined in the Tax Act in the Fund. Generally, a holder, annuitant or subscriber, as the case may be, will not have a significant interest in the Fund unless the holder, annuitant, or subscriber, as the case may be, owns interests as a beneficiary under the Fund that have a fair market value of 10% or more of the fair market value of the interests of all beneficiaries under the Fund, either alone or together with persons and partnerships with which the holder, annuitant or subscriber, as the case may be, does not deal at arm's length. In addition, Units of the Fund will not be a "prohibited investment" if the Units are "excluded property" as defined in the Tax Act for a trust governed by a TFSA, RRSP, RRIF, RESP or RDSP.

You should consult your own tax advisor about whether Units of the Fund would be prohibited investments, including whether the Units would be excluded property, with respect to your TFSA, RRSP, RRIF, RESP or RDSP.

If Units of the Fund are held by a Registered Plan, the Registered Plan pays no tax on income and capital gains distributed by the Fund, or on any capital gains that the Registered Plan makes on redeeming or otherwise disposing of Units, as long as the proceeds remain in the Registered Plan.

Generally, you will be taxed if you withdraw money or Units from a Registered Plan, other than a TFSA. You are urged to consult your own tax advisors regarding the implications of establishing, amending, terminating or withdrawing amounts from a Registered Plan under the Tax Act.

For Units of the Fund Held Outside a Registered Plan

You must include in your income for tax purposes your share of distributions of the Fund's net income and net realized taxable capital gains (including Redeemer's Gains) payable during the year even though such amounts (other than Redeemer's Gains) may be paid and satisfied through the issuance of additional

Units. Distributions in excess of the Fund's net income and net realized capital gains for the year are a return of capital and will not be taxable to you, but will reduce the adjusted cost base of your Units of the Fund. However, if the adjusted cost base of your Units is reduced to less than zero, you will be deemed to realize a capital gain to the extent of the negative amount of the adjusted cost base of your Units. Upon a deemed capital gain from a negative adjusted cost base, the adjusted cost base of your Units will be reset to nil.

To the extent that distributions are made by the Fund out of its taxable dividends received from taxable Canadian corporations, net realized taxable capital gains or foreign income, the Fund intends to make designations so that the nature of the distribution will be preserved. You may be entitled to claim appropriate dividend tax credits and foreign tax credits.

If the Fund's portfolio has a high turnover rate, the Fund may recognize its accrued gains and losses for tax purposes more frequently than a fund with a lower turnover rate.

If you buy Units of the Fund before a distribution date, you must include in your income your share of the distribution payable on the distribution date even though it may consist of amounts earned or accrued before you purchased your Units. For example, if the Fund distributes income and capital gains in December and you buy Units of the Fund late in the year, you may have to pay tax in respect of income and capital gains it earned for the whole year. Distributions reduce the Fund's NAV per Unit.

You must include in computing your income for a year one-half of any capital gain (the "taxable capital gain") and you must deduct from taxable capital gains in such year one-half of any capital loss (the "allowable capital loss") you realize on redeeming or otherwise disposing of a Unit. The capital gain (or capital loss) will be the amount by which your proceeds of disposition exceed (or are exceeded by) the aggregate of the adjusted cost base of the Unit and any reasonable costs of disposition. Any Redeemer's Gain payable to you on a redemption of Units will be excluded from your proceeds of disposition of the Units. 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. Your adjusted cost base of a Unit of a Fund will generally be the weighted average cost of all your Units of that Series of the Fund, including Units purchased on a reinvestment of distributions, less the capital returned in any distributions and less the adjusted cost base of Units redeemed. Sales commissions will be included in the cost for these purposes. A consolidation of Units will not be regarded as a disposition of Units and will not affect the aggregate adjusted cost base of such Units.

For example, suppose you own 500 Units of a Series of the Fund with an adjusted cost base of \$10 each (a total of \$5,000). If you then purchase another 200 Units of the same Series of the Fund at \$12 each for \$2,400 you will now have spent \$7,400 for 700 Units of the Fund. Your new adjusted cost base of each Unit of that Series is \$7,400 divided by 700 or \$10.57 per Unit.

Based on the current published administrative position of the CRA, a conversion of Units of one Series of the Fund for Units of another Series of the Fund will not be a disposition of the Units converted for purposes of the Tax Act.

In certain situations where you dispose of a Unit of the Fund and would otherwise realize a capital loss, the loss will be denied. This may occur if you, your spouse or a person affiliated with you for purposes of the Tax Act acquires Units of the Fund within 30 days before or after you dispose of the Unit that are considered to be "substituted property". In these circumstances, the capital loss may be deemed to be a "superficial loss" and denied. The amount of the denied capital loss would be added to the adjusted cost base of the Units that are "substituted property".

Individuals (other than certain trusts) are subject to an alternative minimum tax. Net income of the Fund paid or payable to a unitholder that is designated as dividends received on shares of taxable Canadian corporations or net realized taxable capital gains or taxable capital gains realized on the disposition of Units of the Fund may give rise to liability for such minimum tax.

You should consult your own tax advisor with respect to the deductibility of fees paid to the Manager in respect of Series I Units.

We will issue a tax statement to you each year identifying the taxable portion of your distributions. You should keep detailed records of the purchase cost, sales commissions and distributions relating to your Units in order to calculate their adjusted cost base. You should consult your tax advisor about your particular circumstances.

Tax Reporting Obligations

There are due diligence and reporting obligations in the Tax Act which were enacted to implement the Canada-United States Enhanced Tax Information Exchange Agreement. Certain unitholders (individuals and certain entities) may be requested to provide information to the Fund or their registered dealer relating to their citizenship, residency for tax purposes and, if applicable, a U.S. federal tax identification number or such information relating to controlling persons in the case of certain entities. If a unitholder is a U.S. person (including a U.S. citizen) or if a unitholder does not provide the requested information, Part XVIII of the Tax Act generally requires information about the unitholder's investments to be reported to the CRA, unless the investments are held within a Registered Plan. The CRA is expected to provide that information to the U.S. Internal Revenue Service.

Canada has signed the OECD Multilateral Competent Authority Agreement and Common Reporting Standard ("CRS") which provides for the implementation of the automatic exchange of tax information applicable to residents for tax purposes other than of Canada or the United States. Under the CRS, unitholders will be required to provide certain information including their tax identification numbers for the purpose of such information exchange unless their investment is held within a Registered Plan. The CRA is expected to provide that information to countries that are party to the CRS.

The Fund (or the Manager as its sponsoring entity) will provide information to the CRA in respect of its unitholders in accordance with the Canada-United States Enhanced Tax Information Exchange Agreement and the CRS.

What are your Legal Rights?

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

Securities legislation in some provinces and territories also allows you to cancel an agreement to buy mutual fund units and get your money back or to make a claim for damages, if the simplified prospectus, the annual information form, fund facts or financial statements misrepresent any facts about the fund concerned. These rights must usually be exercised within certain time limits.

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

PART B: FUND SPECIFIC INFORMATION

Specific Information about the Mutual Fund Described in this Document

This section provides an explanation of certain information included in Part B of this simplified prospectus.

Fund risk classification

We assign an investment risk rating to the Fund to provide you with further information to help you determine whether the Fund is appropriate for you. These risk ratings are set out below under “*Who should invest in this Fund?*”.

The Manager determines the risk ratings of the Fund for purposes of disclosure in this simplified prospectus in accordance with the methodology prescribed in Appendix F Investment Risk Classification methodology on NI 81-102 (the “**CSA Methodology**”). Under the CSA Methodology, the Manager determines the standard deviation of the Fund’s performance for the most recent 10 years, which is a measure of historical volatility, using a prescribed formula, locates the range of standard deviation within which the Fund’s standard deviation falls, and identifies the investment risk level set opposite the applicable range by the CSA Methodology in one of the following categories:

- **Low** – generally includes money market funds and Canadian fixed income funds;
- **Low to medium** – generally includes balanced and asset allocation funds;
- **Medium** – generally includes large-cap equity funds investing in developed markets;
- **Medium to high** – generally includes equity funds investing in small/mid-cap issuers, or in specific countries or larger sectors of the economy; and
- **High** – generally includes equity funds investing in emerging markets or narrower sectors of the economy.

Standard deviation is a common statistic used to measure the volatility and risk of an investment. Funds with higher standard deviations are generally classified as being more risky. Other types of risk, both measurable and non-measurable, may exist. Historical performance may not be indicative of future returns and the Fund’s historical volatility may not be indicative of its future volatility.

As a result, as part of our final determination of the Fund’s risk ranking, we may take into account other qualitative factors, including, but not limited to, economic climate, portfolio management styles, sector concentration and the types of investments made by the Fund and the liquidity of those investments, in making our final determination of the Fund’s risk rating and may, at our discretion, classify the Fund at a higher, but not a lower, investment risk level than that determined using the CSA Methodology, should we deem that appropriate.

Under the CSA Methodology, if it has been less than 10 years since securities of the Fund were first available to the public, the Manager must select a reference index in accordance with prescribed criteria, and calculate the standard deviation of the Fund by using the return history of the Fund and imputing the return history of the reference index for the remainder of the 10 year period. Because securities of the

Fund have been offered to the public for less than 10 years, the Manager has selected, in accordance with the CSA Methodology, the following reference indices for this purpose:

Fund	Reference Index	Description of Reference Index
Bloom Canada Dividend Fund	TSX Composite High Dividend Index	The S&P/TSX Composite High Dividend Index is a strategy index consisting of 50 to 75 stocks selected from the S&P/TSX Composite Index focusing on dividend income. The index is market-capitalization weighted, with stocks capped at 5% and each sector capped at 30%. The index rebalances quarterly on the same schedule as the S&P/TSX Composite Index.

We review the level of risk associated with the Fund in connection with each filing of a fund fact document of the Fund, and at least annually. We may determine the investment risk level more frequently than annually, including if we determine it is no longer reasonable in the circumstances.

These risk ratings do not necessarily correspond to an investor's risk tolerance assessment; please consult your financial advisor for advice regarding your personal circumstances.

Details about the method that we use to determine the investment risk level of each Fund is available on request, at no cost to you, by calling us at 416-861-9941 or toll free at 1-855BLOOM18 (1-855-256-6618) or by writing to us at 150 York Street, Suite 1710, Toronto, Ontario M5H 3S5.

Bloom Canada Dividend Fund

Fund details

Type of fund	Canadian equity income
Securities offered	Series A Series A6 Series D Series F Series F6 Series I
Date started	January 3, 2019
Eligible for registered plans	Expected to be a qualified investment for registered plans
Portfolio manager	Bloom Investment Counsel, Inc.

What does the fund invest in?

Investment objectives

The Fund's investment objectives are to provide holders of Units with:

- (i) an investment in an actively managed portfolio comprised primarily of Canadian equity securities;
- (ii) cash distributions that have a large component of Canadian eligible dividends; and
- (iii) the opportunity for capital appreciation.

The investment objectives of the Fund cannot be changed without the approval of a majority of the unitholders at a meeting called to consider the change.

Investment strategies

The Manager will build a diversified portfolio comprised primarily of dividend paying Canadian securities such as TSX-listed common equity securities, income trusts and REITs, focusing on undervalued investments.

The Fund employs an "active management" strategy. The Fund selects securities, which may or may not be included in market indices, by analyzing individual companies, looking for those with strong indicators of performance that will result in medium to long-term value (i.e. a fundamental, "bottom-up" approach), paying attention to both macroeconomic and microeconomic factors in its selection of investee companies.

The Fund may invest in companies of all sizes, but expects its investment portfolio will consist mainly of investments in mid-cap companies.

Bloom Canada Dividend Fund

The Fund may enter into securities lending transactions, to the extent permitted by the securities regulations, to earn additional income. These transactions will be used in conjunction with the other investment strategies in a manner considered appropriate to achieving the Fund's investment objectives. Please see "*What is a Mutual Fund, and What are the Risks of Investing in a Mutual Fund? – Securities Lending Risk*" in Part A of this simplified prospectus.

The Fund may invest in cash and cash equivalents when prevailing market and economic conditions indicate that it is desirable to do so.

We may change the Fund's investment strategies at our discretion, at any time, in a manner that is consistent with the Fund's investment objective.

What are the risks of investing in the Fund?

The risks of investing in mutual funds in general are described under "*What is a Mutual Fund and What are the Risks of Investing in a Mutual Fund*" in Part A of this simplified prospectus. The following are some of the specific risks of investing in the Fund.

- *No Assurance of Achieving Investment Objective*
- *Risk Relating to Fluctuations in Value of Portfolio Securities and Performance of the Portfolio*
- *Commodity Price Fluctuation Risk*
- *Conflicts of Interest*
- *Currency Risk*
- *Cybersecurity Risk*
- *Income Trust Securities Risk*
- *Interest Rate Risk*
- *Large Transaction Risk*
- *Legislation, Regulatory and Tax Policy Risks*
- *Liquidity Risk*
- *Oil and Gas Energy Investment Risk*
- *Portfolio Concentration Risk*
- *Real Estate Investment Risk*
- *Risk of Suspension of Redemptions*
- *Risk Regarding Distributions*

Bloom Canada Dividend Fund

- *Risk Related to Future Results*
- *Securities Lending Risk*
- *Series Risk*
- *Small Capitalization Risks*
- *Specific Issuer Risk*
- *Tax Risks*

Who should invest in this Fund?

The Fund is suitable for investors seeking:

- potential for long-term growth from their investment;
- a core Canadian equity investment that provides income for their portfolio; and
- to hold their investment for the long term and can tolerate low to medium investment risk.

Distribution Policy

The Fund expects that Series A Units, Series D Units, Series F Units and Series I Units will distribute income monthly as it arises and capital gains annually. Series A6 Units and Series F6 Units will distribute a fixed distribution, initially 6% per annum of the initial net asset value per Unit of Series A6 or Series F6, or \$0.05 per Unit per month. Distributions received by investors in Series A6 Units and Series F6 Units may comprise income, capital gains, and/or return of capital.

In addition to the distributions described above, the Fund may from time to time pay additional distributions on its Units, including without restriction in connection with a special distribution or in connection with returns of capital.

We will automatically invest distributions in additional units of the Fund unless you tell us or your registered investment advisor that you want them in cash.

Fund Expenses Indirectly Borne By Investors

This information is not available as the Fund is new.

For information on fees you pay directly, please see “*Fees and expenses payable directly by you*” in Part A of this simplified prospectus.



MANAGED BY BLOOM INVESTMENT COUNSEL, INC.

BLOOM CANADA DIVIDEND FUND

Offering the following series of mutual fund units:

Series A
Series A6
Series D
Series F
Series F6
Series I

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

You can get a copy these documents, at your request and at no cost by calling us at 416-861-9941 or toll free at 1-855BLOOM18 (1-855-256-6618) or by emailing info@bloomfunds.ca or from your dealer.

These documents are also available on our website www.bloomfunds.ca or by writing to the Manager at 150 York Street, Suite 1710, Toronto, Ontario M5H 3S5. You will also find copies of them, and other information about the Fund, on the internet at www.sedar.com.

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