Notice of Special Meetings of Securityholders and Management Information Circular

Special Meetings of Securityholders to be Held Virtually on May 17, 2022

April 12, 2022

IG WEALTH MANAGEMENT

Notice of Special Meetings

NOTICE IS HEREBY GIVEN THAT I.G. Investment Management, Ltd. ("**IGIM**") will hold a special meeting (each, a "**Special Meeting**") of investors of each of IG Mackenzie Quebec Enterprise Fund and IG Mackenzie Quebec Enterprise Class (each, a "**Fund**") for the purposes of considering and voting on a resolution in connection with each proposed change summarized below (each, a "**Proposal**") and to transact such other business for each Fund as may properly come before a Special Meeting or any adjournments or postponements thereof. Each Proposal is further described in the management information circular (the "**Information Circular**") accompanying this Notice. Each Special Meeting will be held virtually on **May 17, 2022**, at 10:00 a.m. (CDT) (the "**Meeting Time**"). Investors can join the virtual meeting(s) and submit questions in real time by accessing https://meet.secureonlinevote.com. To register, investors and duly appointed proxyholders must go to https://meet.secureonlinevote.com and enter their 12-digit control number located on their Form of Proxy. Upon successful registration, a personalized meeting link will be displayed (if registering in advance of the Meeting Date) or a Join Meeting button will appear (if registering on the Meeting Date). The virtual meeting is hosted on the Zoom teleconferencing platform. To view and participate in the teleconference, attendees must install the Zoom client software application on their smartphone, tablet or computer. Registrants will be prompted to install Zoom when they click on the personalized link or Join Meeting button.

It is recommended that investors join the virtual Meeting at least 30 minutes before the Meeting starts in order to allow ample time to check into the Meeting.

If approved, the Merger and the Change of Objective (as each is defined and described in the accompanying Information Circular) are each expected to be implemented on or about May 20, 2022.

Proposed Change to Fundamental Investment Objectives

Fund	Proposed Change to Investment Objectives
IG Mackenzie Quebec Enterprise Class*	This change is being proposed to provide investors with an expanded investment objective and/or investment strategies that will provide broader investment management diversification opportunities Under the proposed investment objective, the Fund will aim to provide capital growth primarily through exposure to common and preferred shares. The Fund will obtain exposure to Canadian dividend-paying equity securities, as well as capital growth stocks that may not regularly pay dividends, income trusts and convertible debentures. The Fund's current investment objective aims to provide long-term capital growth primarily though exposure to the common shares of Quebec corporations. Quebec corporations are corporations that have their head office located in Quebec, have operations primarily based in Quebec, or have significant assets in Quebec. If this Proposal is approved, the Fund's sub-advisor will remain Mackenzie Financial Corporation and the Fund's name will change to IG Mackenzie Canadian Equity Class.

Proposed Fund Merger (the "Merger Proposal")

Terminating Fund	Continuing Fund
IG Mackenzie Quebec Enterprise Fund*	IG Mackenzie Canadian Equity Fund

* Investors in these Funds will vote on the applicable Proposal.

You are only entitled to vote at a Special Meeting if you were an investor of record in the applicable Fund as of the close of business on March 25, 2022 (the "**Record Date**"). If an investor transfers the ownership of any securities after the Record Date, or if a person purchases securities of a Fund after the Record Date, the new owner may be entitled to vote in the same manner as described above, provided that he or she establishes proper ownership and requests, not later than ten (10) days before the meeting, to be included in the list of investors of that Fund.

If you are entitled to vote at, but are unable to attend a Special Meeting, you may exercise your voting rights by using the form of proxy which was mailed to you on or about April 12, 2022, according to one of the following three methods:

1. **access** www.secureonlinevote.com **online and enter the 12-digit control number that is located on the form of proxy and follow the simple instructions on that website;**
2. **fax your completed form of proxy to 1(888) 496-1548 (toll free); or**
3. **sign, date and return the form of proxy in the postage-paid return envelope provided for that purpose.**

In order to be voted at the special meeting(s) your form of proxy must be received at Proxy Processing, 402-1380 Rodick Rd, Markham ON L3R 9Z9 by no later than 4:00 p.m. (CDT) on May 16, 2022.

Any investor attending a Special Meeting, virtually or by proxy, is encouraged to participate if they wish. The Chair of the meeting will provide instructions at the beginning of the meeting as to the manner in which an investor can ask a question or comment on the proceedings or the Special Meeting. In addition to the instructions provided by the Chair, the Zoom Chat feature will be enabled during the Special Meeting to permit investors to participate, though the manager reserves the right to moderate the Zoom Chat.

At each Special Meeting, two or more of a Fund's investors, represented virtually or by proxy, will constitute a quorum. If quorum is not achieved at a Special Meeting, the Special Meeting will be adjourned or postponed and reconvened at (or about) the same time and held virtually, within 21 days of the original Special Meeting date, at which time attendance by any investor virtually or represented by proxy shall be quorum to constitute the Special Meeting. If the Special Meeting is adjourned or postponed to any time beyond 21 days after the original Special Meeting date, the Manager may provide notice of the adjourned or postponed Special Meeting similar to the Notice for the original Special Meeting date by means of publishing same in a newspaper of general circulation, or by any other means as permitted by applicable securities regulations.

Please note, however, that any Insiders of IGIM or IGCC and any employees or consultants of IG Wealth Management may vote their personal holdings at the Special Meetings. **I.G. Investment Management, Ltd. (IGIM), as manager of each Fund, recommends that you vote in favour of each Proposal.**

The governance of the Funds involves the IG Wealth Management Funds Independent Review Committee (the "IRC") which was formed to review, among other things, conflict-of-interest matters referred to it by IGIM, as manager of the Funds. The IRC of the Funds has reviewed the Merger Proposal and has determined that the Merger, if implemented, would achieve a fair and reasonable result for the relevant Funds.

While the IRC has determined that the implementation of the Merger would achieve a fair and reasonable result for the Funds, **it is not the role of the IRC to recommend that securityholders vote in favour of the Merger.**

Additional information regarding each Fund (and the Continuing Fund in the case of the Merger Proposal) is contained in the relevant simplified prospectus, annual information form, most recently filed fund facts document, most recent management report of fund performance and the most recent annual and interim financial statements.

You can obtain these documents at no cost in any of the following ways:

- by accessing the IG Wealth Management website at www.ig.ca;
- by accessing the SEDAR website www.sedar.com;
- by emailing IG Wealth Management at contact-e@ig.ca (for service in English) or contact-f@ig.ca (for service in French); or
- by calling IG Wealth Management, toll free, during normal business hours at 1-888-746-6344 or 1-800-661-4578 (in Quebec).

DATED the 12th day of April 2022

By order of the Board of Directors of IGIM, as manager of the Funds.

"N. Westlind"

Nick Westlind
Assistant Secretary

By order of the Board of Directors of Investors Group Corporate Class Inc.,

"S. Reiss"

Sonya Reiss
Secretary

Management Information Circular
April 12, 2022

Relating to the Special Meetings of IG Mackenzie Quebec Enterprise Fund

– and –

IG Mackenzie Quebec Enterprise Class

(collectively, the "**Funds**" and each, individually, a "**Fund**")

Special Meetings of Securityholders to be Held on May 17, 2022

Table of Contents

Management Information Circular

April 12, 2022

Management Solicitation

This management information circular ("I**nformation Circular**") is provided by IGIM, the manager of the Funds.

For each Fund, IGIM will hold a virtual special meeting of investors (each, a "**Special Meeting**") on May 17, 2022, at 10:00 a.m. (CDT) (the "**Meeting Time**") to consider and vote on the applicable resolution attached hereto as Schedule A (each, a "**Resolution**") to approve the applicable proposal described within this Information Circular (each, a "**Proposal**"). Each Special Meeting will be held concurrently at the Meeting Time.

Investors can join the Special Meeting and submit questions in real time by accessing https://meet.secureonlinevote.com. To register, investors and duly appointed proxyholders must go to meet.secureonlinevote.com and enter their 12-digit control number located on their Form of Proxy. Upon successful registration, a personalized meeting link will be displayed (if registering in advance of the Meeting Date) or a Join Meeting button will appear (if registering on the Meeting Date). The virtual meeting is hosted on the Zoom teleconferencing platform. To view and participate in the teleconference, attendees must install the Zoom client software application on their smartphone, tablet or computer. Registrants will be prompted to install Zoom when they click on the personalized link or Join Meeting button.

It is recommended that investors join the virtual Meeting at least 30 minutes before the Meeting starts in order to allow ample time to check into the Meeting.

If a Special Meeting is adjourned, it will be adjourned to such date as IGIM may determine, at the same time and held virtually.

Due to the COVID-19 pandemic and current best practices to safeguard public safety, investors will not be able to attend the Special Meeting physically. Investors and duly appointed proxyholders will have an equal opportunity to participate virtually at the Special Meeting as they would at a physical meeting, provided they remain connected via internet at all times during the Special Meeting. It is the responsibility of each investor to ensure they are connected before, and for the duration of, the Special Meeting.

IGIM, as manager of each Fund, is providing this Information Circular in connection with its solicitation of proxies for use at each Special Meeting. IGIM makes this solicitation on behalf of each Fund. IGIM or its agents may solicit these proxies by mail, online, or virtually or by facsimile transmission. It is expected that the solicitation will be primarily by mail.

IGIM is an indirect subsidiary of Power Financial Corporation.

Except as otherwise stated, the information contained in this Information Circular is current to March 15, 2022.

Proposed Change to Fundamental Investment Objective of IG Mackenzie Quebec Enterprise Class

Proposal

At the Special Meeting of investors of IG Mackenzie Quebec Enterprise Class (for the purposes of this section, the "**Fund**"), investors of the Fund will be asked to consider and vote on a Resolution approving a change to the fundamental investment objective of the Fund (the "**Change of Objective**"). Concurrently with the proposed Change of Objective meeting, the manager is holding a meeting of the investors of the current underlying fund to the Fund, IG Mackenzie Quebec Enterprise Fund (the "**Underlying Fund**") to seek securityholder approval of the merger of the Underlying Fund into another fund, IG Mackenzie Canadian Equity Fund.

If the investors of the Fund vote in favour of the Change of Objective and the investors of the Underlying Fund vote in favour of the Merger, the manager will take the necessary steps to implement the Change of Objective. The Fund's name will change from IG Mackenzie Quebec Enterprise Class to IG Mackenzie Canadian Equity Class and the Fund's investment strategies will also change to align with its updated objective, as described below. **The implementation of the Change of Objective is contingent on the investors of the Underlying Fund voting in favour of the merger of the Underlying Fund into the IG Mackenzie Canadian Equity Fund.**

Reasons for the Proposed Change of Objective and Background Information

The Change of Objective is being proposed to provide investors with an expanded investment objective and/or investment strategies that will provide broader investment management diversification opportunities.

The Fund's current investment objective aims to provide long-term capital growth primarily through exposure to the common shares of Quebec corporations. Quebec corporations are corporations that have their head office located in Quebec, have operations based primarily in Quebec, or have significant assets in Quebec. The proposed change to the investment objective will broaden the Fund's mandate by removing the emphasis on Quebec corporations.

Under the proposed investment objective, the Fund will aim to provide capital growth primarily through exposure to common and preferred shares. The Fund will invest in Canadian dividend-paying equity securities, as well as capital growth stocks that may not regularly pay dividends, income trusts and convertible debentures.

To implement the Change of Objective, the Fund will invest substantially all of its assets in IG Mackenzie Canadian Equity Fund.

IG Mackenzie Canadian Equity Fund has historically provided strong risk-adjusted returns. Overall, the Change of Objective is expected to provide the potential for improved long-term performance within the same fund category (Equity) and for a similar level of risk (Medium).

Procedure for the Change of Objective

If the Change of Objective is approved at the Special Meeting, the revised investment objective is expected to become effective on or about the close of business May 20, 2022 (the "**Effective Date**"), at which time the name of the Fund is expected to change to "IG Mackenzie Canadian Equity Class".

Except for transaction costs associated with buying and selling portfolio securities, IGIM will bear all of the expenses incurred to effect the Change of Objective.

Tax Implications of the Change of Objective

There are no tax consequences for Fund investors that arise solely as a result of the Change of Objective, however, as the Fund is an investor in the Underlying Fund, any tax consequences associated with the merger of the Underlying Fund into IG Mackenzie Canadian Equity Fund will also affect Fund investors. For greater detail, please review carefully Tax Implications of the Merger for Terminating Fund Securityholders on page 5 of this Circular.

Summary of Voting Securities

The Fund is authorized to issue an unlimited number of securities in each series. The total number of securities in each retail series of the Fund that were issued and outstanding as of March 15, 2022 (for the purposes of this section, the "**Voting Securities**") is set out in the table below.

As the Voting Securities are mutual funds in continuous distribution, further securities will have been issued and some will have been surrendered for cancellation since those noted above and prior to or after the Record Date. At the date of the Special Meetings, the number of issued and outstanding securities will have changed accordingly.

Series	Number of Voting Securities (as of March 15, 2022)
Series A	55,948.954
Series B	28,562.043
Series JDSC	73,046.960
Series JNL	10,434.067
Series U	1,351,971.766

Principal Holders

As of March 15, 2022, four (4) investors hold 10% or more of a Series of the Voting Securities of the Fund

Investor	Number of Voting Securities Held	% of Voting Securities
Corporation 1	9,709.921	13.29% of Series JDSC
Individual 1	14,974.713	20.50% of Series JDSC
Joint Owners 1	2,914.65	27.93% of Series JNL
Individual 2	1,653.183	15.84% of Series JNL

To the extent that IGIM or any fund managed by IGIM directly owns Voting Securities of the Fund, it will refrain from voting in respect of those securities at the Special Meeting of the Fund.

As at the close of business on March 15, 2022, the directors and executive officers of IGIM owned less than 1% of the Voting Securities of the Fund.

Fees and Expenses

The management fees, administration fees, trustee fees (if applicable), service fees and distribution fees (excluding any Sales Taxes as applicable) paid by the Fund during the most recently completed fiscal year, ended on March 31, 2021, are set out below:

Fees (excluding Sales Taxes) for the year ended March 31, 2021)	Fees (excluding Sales Taxes) from April 1, 2021 to March 15, 2022
$374,278.76	$310,626.64

Comparison of the Current Investment Objective with the Proposed Investment Objective

The following table sets out the Fund's current investment objective and the investment objective proposed pursuant to the Change of Objective.

Investment Objective

CURRENT > The Class aims to provide long-term capital growth primarily through exposure to the common shares of Quebec corporations. Quebec corporations are corporations that:

- have their head office located in Quebec;
- have operations based primarily in Quebec; or
- have significant assets in Quebec.

The Class aims to achieve this exposure by investing primarily in other IG Wealth Management mutual fund(s) and/or directly in equity securities.

The investment objective of the Class may not be changed without the prior approval of the majority of its Shareholders who vote at a meeting called for that purpose, except when a change is required because of changes in the law.

PROPOSED > The Class aims to provide capital growth primarily through exposure to common and preferred shares.

The Class aims to achieve this objective by investing primarily in other IG Wealth Management mutual fund(s) and/or directly in securities.

The investment objective of the Class may not be changed without the prior approval of the majority of its Shareholders who vote at a meeting called for that purpose, except when a change is required because of changes in the law.

Should the Change of Objective be approved by securityholders, the Manager intends to change the investment strategies of the Fund as set out below:

Investment Strategies

CURRENT > To achieve its investment objective, the Class intends to invest up to 100% of its net assets in one or more IG Wealth Management Funds to facilitate the achievement of the investment objective of the Class. The Underlying Fund(s) of the Class may be changed from time to time without prior notice to Shareholders as long as investment in the Underlying Fund(s) facilitates achieving the Class's investment objective.

At the date of this Simplified Prospectus, IG Mackenzie Quebec Enterprise Fund (the "Fund") is an Underlying Fund of the Class. The Fund aims to provide long-term capital growth by investing primarily in Quebec corporations in various industries. To achieve the Fund's investment objective, the Advisor invests primarily in large, medium, and small cap Quebec companies based on:

- the strategic positioning of the company within its industry;
- the quality of the management and its financial implication in the enterprise;
- the balance sheet of the company in relationship to its growth rate (this includes areas like cash flow); and
- the expectation in earnings growth.

Generally, the Fund will not invest more than 50% of its assets in foreign securities.

The Fund may engage in Securities Lending, Repurchase and Reverse Repurchase Transactions and use Derivatives. These transactions and Derivatives will be used in conjunction with the Class's other investment strategies in a manner considered most appropriate to achieving the Class's overall investment objectives and enhancing the Class's returns as permitted by the Rules.

The Class may also engage in Securities Lending, Repurchase and Reverse Repurchase Transactions and use Derivatives. To the extent the Class invests directly in equity securities, it intends to follow the same investment strategies as the Fund.

PROPOSED > The Class intends to invest up to 100% of its net assets in one or more IG Wealth Management Funds to facilitate the achievement of the investment objective of the Class. The Underlying Fund(s) of the Class may be changed from time to time without prior notice to Shareholders as long as investment in the Underlying Fund(s) facilitates achieving the Class's investment objective.

At the date of this Simplified Prospectus, IG Mackenzie Canadian Equity Fund (the "Fund") is an Underlying Fund of the Class. The Fund aims to provide current income and capital growth by primarily investing in common and preferred shares. To achieve the Fund's investment objective, when selecting investments, the Fund employs a disciplined investment process to construct a portfolio of attractively valued companies that combines yield with the potential for growth. Stock selection is the primary contributor to value added, with attention paid to both upside potential and downside risk. Sector allocation is employed to manage overall portfolio risk.

The Fund invests in Canadian dividend-paying equity securities, as well as capital growth stocks that may not regularly pay dividends, income trusts and convertible debentures.

Generally, the Fund will not invest more than 10% of its assets in foreign securities.

The Fund's Portfolio Turnover Rate may be expected to be more than 70%. (Please see *Income tax considerations for Shareholders* and *What does the Class invest in?* for more information about Portfolio Turnover Rate.)

The Fund may engage in Securities Lending, Repurchase and Reverse Repurchase Transactions and use Derivatives. These transactions and Derivatives will be used in conjunction with the Fund's other investment strategies in a manner considered most appropriate to achieving the Fund's overall investment objectives and enhancing the Fund's returns as permitted by the Rules.

The Class may also engage in Securities Lending, Repurchase and Reverse Repurchase Transactions and use Derivatives. To the extent the Class invests directly in equity securities, it intends to follow the same investment strategies as the Fund.

Recommendation

IGIM recommends that you vote in favour of the proposed Change of Objective as set out in the applicable Resolution attached hereto as Schedule A.

Proposed Merger of IG Mackenzie Quebec Enterprise Fund into IG Mackenzie Canadian Equity Fund

Proposal

At the Special Meeting of IG Mackenzie Quebec Enterprise Fund (for the purposes of this section, the "**Terminating Fund**"), investors of the Terminating Fund will be asked to consider and vote on a Resolution approving the merger (for the purposes of this section, the "**Merger**") of the Terminating Fund into IG Mackenzie Canadian Equity Fund (for the purposes of this section, the "**Continuing Fund**").

If the Merger receives all necessary investor approvals, the Terminating Fund is expected to be merged into the Continuing Fund after the close of business on or about May 20, 2022 (the "**Merger Date**").

Both the Terminating Fund and Continuing Fund are open-end mutual fund trusts governed by the laws of Manitoba and qualify as a mutual fund trust under the *Income Tax Act* (Canada) (the "**Tax Act**").

Reasons for the Proposed Merger and Background Information

The Terminating Fund was launched in May 1999. Its investment objective aims to provide long-term capital growth by investing primarily in Quebec corporations. The Merger is being proposed to provide investors with a Fund that offers greater portfolio management opportunities through a broader investment mandate. The Manager is of the opinion that unitholders will be better served by merging with IG Mackenzie Canadian Equity Fund, which is also sub-advised by Mackenzie Financial Corporation.

The Manager believes that the Merger is beneficial to securityholders for the following reasons:

- While both the Terminating Fund and the Continuing Fund aim to provide capital growth by investing in Canadian equity securities, the Terminating Fund is limited by its emphasis on Quebec corporations. The result of the Merger will therefore be an expansion of the Terminating Fund's investment objective which may provide broader investment management diversification opportunities; and
- The Continuing Fund has delivered stronger risk-adjusted performance and has provided significantly better returns, relative to the Terminating Fund, over all key time periods.

Please see "Performance" within this section below. Historical performance may not be indicative of future returns. Management believes that the Continuing Fund will provide the Terminating Fund investors with an opportunity for better risk-adjusted returns in the future.

Procedures for the Proposed Merger

See "**Procedures for the Proposed Merger**" on page 10 for information on the procedures for the proposed Merger.

Tax Implications of the Merger for Terminating Fund Securityholders

General

The Merger will trigger a tax year-end for both the Terminating Fund and Continuing Fund on the Merger Date. Prior to the Merger Date, you may receive a distribution of net income (including Canadian dividends) and/or net realized capital gains from the Terminating Fund to the extent required to ensure that the Terminating Fund will not be subject to income tax. However, as of March 15, 2022, IGIM does not expect that the Terminating Fund will make a distribution to Terminating Fund securityholders as a result of the Merger in advance of the Merger Date, but this expectation may change in advance of the Merger Date due to market activity, portfolio manager activity and/or securityholder activity. Any such distribution will be automatically reinvested in Terminating Fund Securities.

On the Merger Date, the Terminating Fund and the Continuing Fund will realize for tax purposes all of their unrealized capital losses, if any, on investments in their portfolios and may elect to realize sufficient capital gains to maximize the use of losses and the capital gains refunds available to the Funds. If the Terminating Fund or Continuing Fund has any unused tax losses, including losses it realizes as a result of the Merger, these losses cannot be used to shelter income or gains arising after the Merger.

The expiry of any unused tax losses will not affect the net asset values, or Security values, of any Funds, but the fact that they will expire means that there may be a higher likelihood that the Continuing Fund may make a capital gains or income distribution in the future.

As of March 15, 2022, neither the Terminating Fund nor the Continuing Fund are expected to have unused tax losses which will expire.

If the Merger results in the tax losses of the Terminating Fund or the Continuing Fund (or both) not being utilised, the Trustee believes investors will still benefit from the Merger as described in this Circular. Accordingly, the Trustee intends to proceed with the Merger on a tax-deferred basis as described herein if it is approved at the Meeting.

Tax-Deferred Exchange of Securities

On the Merger Date, the exchange of your securities of the Terminating Fund (for the purposes of this section, "**Terminating Fund Securities**") for securities of the Continuing Fund (for the purposes of this section, "**Continuing Fund Securities**") will occur on a tax-deferred basis:

- you will be deemed to dispose of your Terminating Fund Securities for an amount equal to their adjusted cost base ("**ACB**") so that you will not realize a capital gain or capital loss on the disposition; and
- the cost of the Continuing Fund Securities that you receive as a result of the Merger will equal the ACB of the Terminating Fund Securities that were exchanged for these Continuing Fund Securities.

See "**Canadian Federal Income Tax Considerations for Terminating Fund Securityholders**" on page 10 for a general summary of the tax considerations of the Merger and "**Income tax considerations for investors**" in the Continuing Fund's simplified prospectus for a general summary of the tax considerations of holding Continuing Fund Securities following the Merger.

Proposed Transition of Series to Implement the Merger

The series of Continuing Fund Securities that you will receive as a result of the Merger depends on the series of Terminating Fund Securities that you hold, as shown in the following table. All 6 series in the Terminating Fund have a corresponding series offered by the Continuing Fund that has the same management, trustee, service, and administration fees.

Terminating Fund Securities You Hold	Continuing Fund Securities You will Receive
Series A	Series A
Series B	Series B
Series C	Series C
Series JDSC	Series JDSC
Series JNL	Series JNL
Series U	Series U

The securities of the Continuing Fund you receive will have the same deferred sales charge (if any) as had applied to the Terminating Fund Securities you held in the Fund (where applicable).

Summary of Voting Securities

The Terminating Fund is authorized to issue an unlimited number of securities in each series. The total number of securities in retail series A, B, C, JDSC, JNL and U of the Terminating Fund that were issued and outstanding as of March 15, 2022 (for the purposes of this section, the "**Voting Securities**") is set out in the table below.

As the Voting Securities are mutual funds in continuous distribution, further securities will have been issued and some will have been surrendered for cancellation since those noted above and prior to or after the Record Date. At the date of the Special Meetings, the number of issued and outstanding securities will have changed accordingly.

Series	Number of Voting Securities (as of March 15, 2022)
Series A	816,614.191
Series B	476,592.389
Series C	833,299.256
Series JDSC	1,028,412.821
Series JNL	192,399.628
Series U	6,068,356.288

Principal Holders

As of March 15, 2022, there are no investors that held 10% or more of the Voting Securities of the Terminating Fund.

To the extent that IGIM or any fund managed by IGIM directly owns Voting Securities of the Terminating Fund, it will refrain from voting in respect of those securities at the Special Meeting.

As at the close of business March 15, 2022, the directors and executive officers of IGIM owned less than 1% of the Voting Securities of the Terminating Fund.

Fees and Expenses

As set out in the table below, if the Merger occurs, holders of Terminating Fund Securities will pay the same management, trustee, service and administration fees on the corresponding series of Continuing Fund Securities that they receive in exchange for their Terminating Fund Securities as a result of the Merger.

The following table sets out, for each series of the Terminating Fund and each series of the Continuing Fund involved with the Merger, where available, the current management, trustee, service and administration fees payable and the annualized management expense ratio ("MER") for the six-month period ended September 30, 2021, the most recently completed and publicly disclosed financial period of the Terminating Fund and the Continuing Fund.

Series offered, current: management fee ("MF"), Trustee Fee ("TF"), Service Fee ("SF"), administration fee ("AF") and management expense ratio (annualized) for the 6-month period ended September 30, 2021 ("MER")

Terminating Fund						Continuing Fund					
Series	MF	TF	SF	AF	MER[1]	Series	MF[2]	TF	SF	AF	MER[3]
Series A	1.70%	0.05%	0.30%	0.17%	2.52%	Series A	1.70%	0.05%	0.30%	0.17%	2. 60%
Series B	1.70%	0.05%	0.30%	0.17%	2.52%	Series B	1.70%	0.05%	0.30%	0.17%	2. 60%
Series C	1.85%	0.05%	Up to 0.50%	0.17%	2.90%	Series C	1.85%	0.05%	Up to 0.50%	0.17%	2.95%
Series JDSC	1.45%	0.05%	0.30%	0.17%	2.24%	Series JDSC	1.45%	0.05%	0.30%	0.17%	2.32%
Series JNL	1.45%	0.05%	0.30%	0.17%	2.25%	Series JNL	1.45%	0.05%	0.30%	0.17%	2.32%
Series U	0.60%	0.05%	-	0.17%	0.96%	Series U	0.60%	0.05%	-	0.17%	1.06%

1 The MER for each series is the annualized ratio of management fees plus other expenses (excluding brokerage commissions and trading costs) to average net assets for the 6-month period ended September 30, 2021.

2 The values in the table above represent the management fees of the Continuing Fund following a reduction for each series entering into effect on or about May 18, 2022 (prior to the Merger on May 20, 2022). Once the reduction is implemented, the management fees of the Terminating Fund and the Continuing Fund will be equal.

3 The MER for each series is the annualized ratio of management fees plus other expenses (excluding brokerage commissions and trading costs) to average net assets for the 6-month period ended September 30, 2021. This percentage does not take into account the reduction in the management fees for the Continuing Fund to be implemented on or about May 18, 2022. Once the reduction is implemented, the MERs for the Terminating Fund and the Continuing Fund are anticipated to be substantially similar.

The management fees, administration fees, trustee fees, service fees and distribution fees (excluding any Sales Taxes as applicable) paid by the Terminating Fund during the most recently completed fiscal year, ended on March 31, 2021, are set out below:

Fees (excluding Sales Taxes) for the year ended March 31, 2021 ('000)	Fees (excluding Sales Taxes) from April 1, 2021 to March 15, 2022 ('000)
$4,222,297.10	$3,488,889.96

Performance

The Continuing Fund has generated better past performance than the corresponding Terminating Fund within the same asset category (Equity) and for a similar risk rating (Medium). However, the Manager cautions that past performance is not a guarantee of future returns and may not be repeated. In the following table, we compare the performance of Series U of the Terminating Fund to Series U of its proposed Continuing Fund. The percentages provided are the annual compound returns of Series U for a 1-year, 3-year and 5-year period ending March 15, 2022 (as well as since inception, also ending on March 15, 2022). The performance for other series of mutual fund securities is comparable.

Annual Compound Returns (Series U)[1]	1 year	3 year	5 year	Since inception
IG Mackenzie Quebec Enterprise Fund (Terminating Fund)	9.4%	9.1%	6.0%	8.7%
IG Mackenzie Canadian Equity Fund (Continuing Fund)	15.7%	13.3%	8.2%	9.5%

Comparison of the Terminating Fund with the Continuing Fund

The following table sets out the investment objectives, investment strategies, portfolio managers and net asset value of the Terminating Fund and the Continuing Fund as of March 15, 2022.

Investment Objective

Terminating Fund	Continuing Fund
The Fund aims to provide long-term capital growth by investing primarily in Quebec corporations in various industries. Quebec corporations are corporations that: • have their head office located in Quebec; • have operations based primarily in Quebec; or • have significant assets in Quebec. In order to change its investment objective, the Fund needs approval from a majority of its investors who vote at a meeting held for this purpose, unless it is required by law to make the change.	The Fund aims to provide current income and capital growth by primarily investing in common and preferred shares. In order to change its investment objective, the Fund needs approval from a majority of its investors who vote at a meeting held for this purpose, unless it is required by law to make the change.

1 An annual advisory fee is payable on all Series U securities. The advisory fee rate is based on, among other things, the market value of all a client's IG Wealth Management Funds and is paid to the Principal Distributors of the Funds, Investors Group Financial Services Inc. and Investors Group Securities Inc. Because this fee may vary from client to client, it is excluded from the calculation of the Annual Compound Returns.

Investment Strategies

Terminating Fund

The Fund invests primarily in large, medium and small cap Quebec companies, and selects the Quebec companies based on:

- the strategic positioning of the company within its industry;
- the quality of the management and its financial implication in the enterprise;
- the balance sheet of the company in relationship to its growth rate (this includes areas like cash flow); and
- the expectation in earnings growth.

Generally, the Fund will not invest more than 50% of its assets in foreign securities.

The Fund may engage in Securities Lending, Repurchase and Reverse Repurchase Transactions, and use Derivatives. These transactions and Derivatives will be used in conjunction with the Fund's other investment strategies in a manner considered most appropriate to achieving the Fund's overall investment objective and enhancing the Fund's returns as permitted by the securities Rules.

Sub-advisor

Mackenzie Financial Corporation

Net asset value as at March 15, 2022

$249,323,519.83

Continuing Fund

When selecting investments, the Fund employs a disciplined investment process to construct a portfolio of attractively valued companies that combines yield with the potential for growth. Stock selection is the primary contributor to value added, with attention paid to both upside potential and downside risk. Sector allocation is employed to manage overall portfolio risk.

The Fund invests in Canadian dividend-paying equity securities, as well as capital growth stocks that may not regularly pay dividends, income trusts and convertible debentures. Generally, the Fund will not invest more than 10% of its assets in foreign securities.

The Fund's Portfolio Turnover Rate may be expected to be more than 70%. (Please see *Income tax considerations for investors* and *What does the Fund invest in?* earlier in this Simplified Prospectus for more information about the Portfolio Turnover Rate.)

The Fund may engage in Securities Lending, Repurchase and Reverse Repurchase Transactions, and use Derivatives. These transactions and Derivatives will be used in conjunction with the Fund's other investment strategies in a manner considered most appropriate to achieving the Fund's overall investment objective and enhancing the Fund's returns as permitted by the securities Rules.

Sub-advisor

Mackenzie Financial Corporation

Net asset value as at March 15, 2022

$362,918,891.94

Recommendation

IGIM recommends that you vote in favour of the proposed Merger as set out in the applicable Resolution attached hereto as Schedule A.

Procedures for the Proposed Merger

If the Merger receives all necessary investor and regulatory approvals, the Terminating Fund is expected to be merged into the corresponding Continuing Fund after the close of business on or about the Merger Date. Once the Merger is completed, if you held Terminating Fund Securities, you will no longer hold Terminating Fund Securities; instead, you will hold Continuing Fund Securities.

The Manager has reviewed the investment portfolios of the Terminating Fund and anticipates that the portfolio assets of the Terminating Fund will be suitable for the Continuing Fund. Any costs associated with aligning the portfolio assets will be borne by the Manager.

If the investors of the Terminating Fund vote in favour of its Merger, the Manager may seek to align its holdings with the investment objective of the Continuing Fund during the period following the vote up until the Merger Date. It may do so by purchasing securities that are consistent with the investment objective of the Continuing Fund. The Terminating Fund may also convert some or all of their holdings to cash and may hold their assets as cash (or cash-like investments such as overnight deposits and commercial paper) for up to three (3) business days or more prior to the Merger. Alternatively, in circumstances where permitted, the Manager may elect to use this cash to purchase securities of the Continuing Fund so that these assets are invested during this period of time. Accordingly, on the Merger Date, up to 100% of the assets of the Terminating Fund may consist of the securities of the Continuing Fund. If portfolio assets must be sold because of the proposed Merger, and not as a result of ongoing portfolio management decisions, the transactional costs (if any) relating to those dispositions will be borne by IG Wealth Management.

Merger Process

The Terminating Fund will be closed to new purchases and switches on May 20, 2022 at 3:00 p.m. (CDT).

After the close of business on the Merger Date,

- the Terminating Fund will transfer all of its net assets to the applicable Continuing Fund in exchange for Continuing Fund Securities;
- the value of the Continuing Fund Securities received by the Terminating Fund will equal the value of the net assets that the Terminating Fund transferred to the applicable Continuing Fund;
- the Terminating Fund will then redeem the Terminating Fund Securities. You will receive your pro rata share of the Continuing Fund Securities that were held by the applicable Terminating Fund; and
- the Terminating Fund will then cease to exist.

Pre-Authorized Chequing Plan and Systematic Transfer and Exchange Program

Investors who held their securities in dollar averaging accounts (such as accounts with regular pre-authorized contributions or "PACs") and those with pre-authorized regular redemptions (commonly referred to as systematic withdrawal plans or "SWPs"), and similar services will have these services re-established in the corresponding Series of the Continuing Fund (as determined in the reasonable judgment of the IG Wealth Management), unless they already had a similar service set up in that Continuing Fund. If either of these situations apply to you or if you wish to discontinue the service, please contact your IG Wealth Management Consultant.

IG Wealth Management will bear all of the expenses incurred to effect the Merger. No charges will be payable by you, a Terminating Fund or a Continuing Fund in connection with the Merger.

Canadian Federal Income Tax Considerations for Terminating Fund Securityholders

This is a general summary of certain Canadian federal income tax considerations applicable to you as a holder of Terminating Fund Securities. It is based on the current provisions of the Tax Act. This summary assumes that you are an individual (other than a trust) and for the purposes of the Tax Act you are resident in Canada and that you hold Terminating Fund Securities as capital property. **This summary is not intended to be legal advice or tax advice and it is not exhaustive of all possible tax consequences. Accordingly, you should consult your own tax advisor, having regard to your own particular circumstances.**

The tax consequences of the Merger depends on whether you hold Terminating Fund Securities inside or outside of an account that is one of the following (each a "**Registered Plan**"):

- a registered retirement savings plan (RRSP);
- a registered retirement income fund;
- a registered education savings plan;
- a life income fund;
- a locked-in retirement account;
- a locked-in retirement income fund;
- a locked-in retirement savings plan;
- a prescribed retirement income fund;
- a restricted life income fund;
- a restricted locked-in savings plan;
- a registered disability savings plan;
- a tax-free savings account (TFSA);
- Group RRSP; or
- Group TFSA

If you hold Terminating Fund Securities inside a Registered Plan

When units of the Terminating Fund are held in a Registered Plan, generally, neither you nor your Registered Plan will pay tax on any distributions paid by the Terminating Fund on the Merger.

The general tax consideration applicable to:

i. redeeming or switching Terminating Fund Securities held in a Registered Plan before the Merger Date; and

ii. holding Continuing Fund Securities in a Registered Plan after the Merger Date (in the event the Merger proceeds) are described in the relevant simplified prospectus under "**Income tax considerations for investors**".

All Continuing Fund Securities are qualified investments for Registered Plans.

If you hold Terminating Fund Securities outside of a Registered Plan

The tax considerations of

i. redeeming or switching Terminating Fund Securities held outside a Registered Plan before the Merger Date; and

ii. holding Continuing Fund Securities outside a Registered Plan after the Merger Date (in the event the Merger proceeds)are described in the relevant simplified prospectuses under "**Income tax considerations for investors**".

Fees and Expenses Payable by a Fund

Each Fund pays management fees, administration fees and fund costs. The management fees and administration fees are paid to IGIM as manager of each of the Funds. In its capacity as Trustee, IGIM receives a trustee fee from the Unit Trust Funds. The Terminating Fund also pays an annual service fee (and in certain cases an annual distribution fee) to Investors Group Financial Services Inc. and Investors Group Securities Inc. (the "**Principal Distributors**", whom are affiliates of the Manager) that varies by series. In addition, investors in series U of a Fund pay a separate advisory fee directly to the Principal Distributors. This advisory fee is negotiable for each series U investor and depends on their Household Investments in series U and the level of service they receive (amongst other things).

The annual management fees and service fees for each Fund vary by series.

"Fund Costs" consist of interest and borrowing costs, all applicable taxes (including, without limitation, Sales Taxes, income taxes and withholding taxes), all fees and expenses of the IG Wealth Management Funds Independent Review Committee (the fees of which are set by the IG Wealth Management Funds Independent Review Committee in consultation with IG Wealth Management), the costs of complying with any new regulatory requirements (including, without limitation, any new fees) imposed after July 25, 2007 and any new third-party administrative charge that is not standard within the Canadian mutual fund industry as of that date. Fund Costs also include any Trustee, service, management, administration and distribution fees paid directly by a Fund, the mortgage administration and servicing fee paid by Funds that invest in mortgages administered by the Manager (if applicable), as well as brokerage fees and other transaction costs, including the costs associated with the use of Derivatives.

The fees and expenses applicable to the Funds are described in the simplified prospectus for the Funds.

Approval of a Resolution

At each Special Meeting, Fund investors will vote on the applicable Resolution. A Resolution will only be effective if approved by the majority of the votes cast in respect of the Resolution. Because a Proposal affects all of a Fund's investors in the same way, the result of the vote will be determined at the overall Fund level, not at the series level.

Investors of record of a Fund as of March 25, 2022, will be entitled to vote at the applicable Special Meeting. As an investor in a Fund, you are entitled to one vote for each whole security of the Fund that you hold. There are no votes attached to fractional securities.

At the Special Meetings, two or more of the applicable Fund's investors, present in person or represented by proxy, will constitute a quorum. There is no requirement for a minimum number of securities to be represented at a Special Meeting in order to comprise a quorum.

IGIM believes that a quorum will be present for each Special Meeting.

After the conclusion of the Special Meetings, a notice will be posted on the IGIM website at www.ig.ca, to indicate whether the relevant Resolutions were approved. This notice will also appear on the SEDAR website at www.sedar.com.

Notwithstanding the receipt of all required approvals, IGIM may, in its sole discretion, decide not to proceed with, or to delay, the implementation of a Proposal.

Voting Procedures

Voting by proxy

As an alternative to voting on a Proposal virtually at a Special Meeting, you have the right to appoint a person to virtually attend a Special Meeting and act on your behalf. To do this, you must

- **access www.secureonlinevote.com online and enter the 12-digit control number that is located on the form of proxy and follow the simple instructions on that website;**
- **fax your completed form of proxy to 1 (888) 496-1548 (toll free); or**
- **sign, date and return this form of proxy in the postage paid return envelope provided for that purpose.**

If you wish to appoint as your proxy a person other than a person designated by the IGIM, the manager, as specified in the forms of proxy, you must write that person's name in the blank space provided for this purpose before you sign and return the form of proxy. To be valid at a Special Meeting, your form of proxy must be received by 4:00 p.m. (CDT) on May 16, 2022.

You may use the form of proxy to specify whether the securities registered in your name shall be voted **FOR** or **AGAINST** a Resolution. On any ballot, your securities will then be voted for or against the Resolution, in accordance with the instructions you have provided. If you return the form of proxy without specifying how your proxy nominee is required to vote, then your securities will be voted **FOR** a Resolution.

The form of proxy confers discretionary authority on the designated individuals relating to amendments to, or variations of matters identified in, the Notice attached to this Information Circular and relating to other matters that may properly come before the Special Meetings. As of the date of this Information Circular, IGIM is not aware of any such amendments, variations or other matters to come before the Special Meetings.

Revocation of proxies

If you have given a proxy for use at a Special Meeting, you may revoke it at any time prior to its use either: a) by signing a proxy bearing a later date and delivering it to the Secretary or the Chairperson at any time up to and including the last business day preceding the day of the Special Meeting or adjournment thereof; or (b) as to any matter on which a vote shall not already have been cast pursuant to the authority conferred by the proxy, by signing a written notice of revocation and delivering it to the Secretary or the Chairperson at the virtual Meeting; or (c) attending the Meeting virtually.

Interest of IGIM in the Proposals

I.G. Investment Management, Ltd. (IGIM) is the Manager of the Funds pursuant to separate master administrative management agreements with the Trustee (for the Unit Trust Funds) and the Corporation (for the Corporate Class Funds). Under the terms of these agreements (collectively the "**Management Agreements**") the Manager is responsible for all general management and administrative services required by each Fund for day-to-day operations. The Management Agreement continues in force from year to year unless terminated in accordance with the terms of that agreement.

As compensation for the investment management advice and other management services that it provides to each Fund, IGIM receives an annual management fee (inclusive of any fees that are payable for investment advisory services provided by the portfolio advisor) and an administration fee, calculated in accordance with the terms of the management agreement as disclosed in the simplified prospectus of the Terminating Fund.

The management fees, administration fees, trustee fees (if applicable), service fees and distribution fees (excluding any Sales Taxes as applicable) paid by each Fund to IGIM for the year ended March 31, 2021, and the period from April 1, 2021 to March 15, 2022, including G.S.T. / H.S.T., are set out within this Information Circular under the subheadings "**Fees and Expenses**".

Additional details concerning the management fees and other expenses paid by each Fund (and each Continuing Fund in the case of the Merger Proposal) in prior years are contained in its audited annual financial statements. You can obtain copies of these documents in any of the following ways:

- by accessing the IG Wealth Management website at www.ig.ca;
- by emailing IG Wealth Management at; contact-e@ig.ca (for service in English) or contact-f@ig.ca (for service in French);
- by calling IG Wealth Management, toll free, during normal business hours at 1-888-746-6344 or 1-800-661-4578 (in Quebec); or
- by accessing the SEDAR website at www.sedar.com.

Insiders of IGIM

IGM Financial Inc
Insider
Winnipeg, Manitoba

Power Financial Corporation (and its other affiliates)
Insider
Montreal, Quebec

The voting common shares of IGIM are held by Investors Group Inc., located at One Canada Centre, 447 Portage Avenue, Winnipeg, Manitoba, Canada R3B 3H5. IGM Financial Inc. indirectly owns 100% of the shares of the Manager. Other than the directors and officers of IGIM there are no other insiders of IGIM.

As at March 15, 2022, Power Corporation of Canada directly owned 100% of the outstanding voting shares of Power Financial Corporation. As at that date, Power Financial Corporation, owned directly and indirectly, 65.52% of the outstanding voting shares of IGM Financial Inc. of which 58.49% was held directly, and 3.84% was held indirectly through The Canada Life Assurance Company (excluding 47,599 shares representing 0.020% held by The Canada Life Assurance Company in its segregated funds or for similar purposes), and 3.20%, was held indirectly through wholly-owned subsidiaries of Power Financial Corporation. The Desmarais Family Residuary Trust, a trust for the benefit of members of the family of the late Mr. Paul G. Desmarais has voting control, directly and indirectly, of Power Corporation of Canada.

The name, municipality of residence and position of each of the directors and executive officers of IGIM are set out in the following table.

Damon Murchison
President, Director and
Chairman of the Board
Toronto, Ontario

Robert MacDonald
Director
East St. Paul, Manitoba

The Hon. Martin Cauchon, LL.M., P.C.
Director
Montreal, Quebec

Annamaria Testani
Director
Montreal, Quebec

Herp Lamba
Director
Winnipeg, Manitoba

Patricia Milloy-Alfred
Director
Toronto, Ontario

Todd Asman
Executive Vice-President,
Products and Financial Planning
Winnipeg, Manitoba

Ian Lawrence
Chief Financial Officer
Winnipeg, Manitoba

Gillian Seidler
Chief Compliance Officer
Toronto, Ontario

Insiders of Investors Group Corporate Class Inc.

IGM Financial Inc
Insider
Winnipeg, Manitoba

Power Financial Corporation (and its other affiliates)
Insider
Montreal, Quebec

The voting common shares of IGCC are held by IGIM. IGM Financial Inc., located at One Canada Centre, 447 Portage Avenue, Winnipeg, Manitoba, Canada R3B 3H5, indirectly owns 100% of the shares of the Manager. Other than the directors and executive officers of IGCC there are no other insiders of IGCC See the section *Insiders of IGIM* for more information on the ownership of Power Financial Corporation and its affiliates.

The name, municipality of residence and position of each of the directors and executive officers of IGCC are set out in the following table.

Damon Murchison
President, Director and
Chairman of the Board
Toronto, Ontario

Robert MacDonald
Director
East St. Paul, Manitoba

The Hon. Martin Cauchon, LL.M., P.C.
Director
Montreal, Quebec

Annamaria Testani
Director
Montreal, Quebec

Herp Lamba
Director
Winnipeg, Manitoba

Patricia Milloy-Alfred
Director
Toronto, Ontario

Keith Potter
President and Chief Executive Officer
Winnipeg, Manitoba

Terry Rountes
Vice-President, Finance and Chief
Financial Officer
Woodbridge, Ontario

Interest of insiders in each Proposal

The Board of Directors of IGIM and IGCC consists of six (6) persons, two (2) of whom are non-management directors not otherwise affiliated with IGM Financial Inc. or its affiliates as officers or employees other than as disclosed herein.

None of the executive officers of IGIM and IGCC are compensated by the Funds, but rather are compensated as employees of IG Wealth Management (or its affiliates). In all other respects, the directors, and executive officers of IGIM and IGCC, have no material interest in the matters to be acted upon at the Special Meetings.

Recommendation

Management's recommendation

The Board of Directors of IGIM, the manager of each Fund, recommends that you vote in favour of each applicable Resolution.

Recommendation of the IRC regarding Merger

The governance of the Funds involves the IRC, which was formed to review, among other things, conflict-of-interest matters referred to it by IGIM, as manager of the Funds.

The IRC has reviewed the proposed Merger and the process to be followed in connection with the Merger, and has advised IGIM that, in the opinion of the IRC, the Merger achieves a fair and reasonable result for the Terminating Fund and its corresponding Continuing Fund.

While the IRC has considered the proposed Merger from a conflict-of-interest perspective, it is not the role of the IRC to recommend that investors of any Fund vote in favour of any Merger. Investors should review each Merger independently and make their own decision.

Auditor

The auditor of each Fund is Deloitte LLP.

If You Do Not Wish to Participate in a Proposal

If you do not wish to participate in a Proposal, you may instead redeem your securities or switch to any other mutual fund offered under the applicable Fund's simplified prospectus at any time up to the close of business on the Effective Date of each Proposal. In this case, you may be subject to redemption charges as outlined in the applicable simplified prospectus, unless otherwise specified in this Information Circular. Information regarding switches or redemptions of securities and the tax consequences of any such redemption or switch will be as described in the applicable Fund's simplified prospectus.

There are no dissent rights associated with the approval involving the Unit Trust Funds, however, securityholders of the class Funds may exercise the right to dissent to the Change of Objective of their class Fund as provided by the *Canada Business Corporations Act*. To do so the investor must provide the Corporation with a written objection to the resolutions to be considered by their Fund at or before its Special Meeting. Dissenting securityholders must demand payment for the "fair value" of their securities (which is considered by the Board of the Corporation to be essentially the net asset value of their securities on the date of demand) within 20 days of their becoming aware of the adoption of the resolution. (Results of the vote held at each Special Meeting will be posted on SEDAR www.sedar.com shortly after the Meetings). Securityholders of a Fund that wish to exercise this right should consult with their legal advisor, keeping in mind that they may likewise receive the fair market value of their securities (less any applicable redemption fees and tax) earlier than by exercising their right of dissent by simply submitting a redemption request prior to the Effective Date, or at any time thereafter.

For More Information

More information about each Fund (and the Continuing Fund in the case of the Merger) is contained in the relevant simplified prospectus, annual information form, most recently filed fund facts, most recent annual and interim financial statements and most recent management reports of fund performance. You can obtain copies of these documents in any of the following ways:

- by accessing the IG Wealth Management website at www.ig.ca;
- by emailing IG Wealth Management at; contact-e@ig.ca (for service in English) or contact-f@ig.ca (for service in French);
- by calling IG Wealth Management, toll free, during normal business hours at 1-888-746-6344 or 1-800-661-4578 (in Quebec); or
- by accessing the SEDAR website at www.sedar.com.

Certificates

April 12, 2022

The contents of this Information Circular and its distribution have been approved by the Board of Directors of I.G. Investment Management, Ltd. as manager of each Fund.

By order of the Board of Directors of I.G. Investment Management, Ltd., as manager of the Funds

By: *"N. Westlind"*

Nick Westlind

Assistant Secretary

The contents of this Information Circular and its distribution have been approved by the Board of Directors of Investors Group Corporate Class Inc.

By order of the Board of Directors of Investors Group Corporate Class Inc.

By: *"S. Reiss"*

Sonya Reiss

Secretary

Schedule A – Resolutions

Proposed Change of Objective of IG Mackenzie Quebec Enterprise Class

Resolution of IG Mackenzie Quebec Enterprise Class

WHEREAS the investors of IG Mackenzie Quebec Enterprise Class (the "**Fund**") wish to pass a resolution approving the change of investment objective of the Fund;

BE IT RESOLVED THAT:

- the investment objective of the Fund be changed to the following:
  "The Class aims to provide capital growth primarily through exposure to common and preferred shares.
  The Class aims to achieve this objective by investing primarily in other IG Wealth Management mutual fund(s) and/or directly in securities.
  The investment objective of the Class may not be changed without the prior approval of the majority of its Shareholders who vote at a meeting called for that purpose, except when a change is required because of changes in the law."
  is approved;
- Investors Group Corporate Class Inc. (the "**Corporation**") and I.G. Investment Management, Ltd. (the "**Manager"**) shall have the discretion, without the further approval of investors of the Fund, to delay the implementation of this change or to elect not to proceed with this change, if it considers such course of action to be in the best interests of investors; and
- any officer or director of the Corporation or the Manager are hereby authorized to execute all such documents and do all such other things as are necessary or desirable for the implementation of the foregoing.

Proposed Merger of IG Mackenzie Quebec Enterprise Fund into IG Mackenzie Canadian Equity Fund

Resolution of IG Mackenzie Quebec Enterprise Fund

WHEREAS the investors of IG Mackenzie Quebec Enterprise Fund (the "**Fund**") wish to pass a resolution approving the merger of the Fund into IG Mackenzie Canadian Equity Fund (the "**Continuing Fund**");

BE IT RESOLVED THAT:

- the merger of the Fund into the Continuing Fund, as described in the information circular dated April 12, 2022, is approved;
- I.G. Investment Management, Ltd., (the "**Manager**") shall have the discretion, without the further approval of investors of the Fund, to delay the implementation of this change or to elect not to proceed with this change, if it considers such course of action to be in the best interests of investors; and
- any officer or director of the Manager is hereby authorized to execute all such documents and do all such other things as are necessary or desirable for the implementation of the foregoing.