

MANAGEMENT INFORMATION CIRCULAR

RGP GLOBAL SECTOR FUND, RGP GLOBAL SECTOR CLASS, GREENWISE CONSERVATIVE PORTFOLIO, GREENWISE GROWTH PORTFOLIO & GREENWISE BALANCED PORTFOLIO

(collectively, the “Funds”)

February 3, 2022

SOLICITATION OF PROXIES

This Management Information Circular (the “**Information Circular**”) is provided by R.E.G.A.R. Gestion Privée Inc. (the “**Manager**”), the investment fund manager of the Funds in connection with the solicitation of proxies, to be used at a special meeting of each of the Funds’ securityholders (each a “**Special Meeting**” and collectively, the “**Special Meetings**”). It is expected that the solicitation will be primarily by mail. However, the directors, officers, employees or agents of the Manager may also solicit proxies personally, by telephone or by other electronic means.

Each Special Meeting will be held solely as a virtual meeting on March 23, 2022 at 10:00 a.m. (Eastern time) and securityholders may attend virtually or by phone by using the following information:

- By internet: https://zoom.us/webinar/register/WN_-25X35zdRzGS656kiCKXeA and entering the following webinar number: 96680070227.
- By phone: 1-438-809-7799 or 1-587-328-1099 and entering the following conference ID number: 96680070227.

In light of the COVID-19 global pandemic and the current restrictions on public gatherings, securityholders will not be able to attend the Special Meetings physically and each Special Meeting will solely be held virtually. Securityholders and duly appointed proxyholders will have an equal opportunity to participate at the Special Meeting virtually as they would at a physical meeting, provided they remain connected to the internet or phone at all times during the Special Meetings. Notably, securityholders will be able to listen to the Special Meetings and to submit questions in real time while the Special Meetings are being held, and to submit their votes during the Special Meetings. Securityholders are, however, strongly encouraged to submit their votes or proxy forms ahead of the Special Meetings. It is securityholders’ responsibility to ensure connectivity for the duration of the Special Meetings. For any questions regarding securityholders’ ability to participate or vote at the Meetings, please contact TSX Trust Company at 1-800-387-0825 or 416-682-3860.

We ask securityholders who are unable to attend the virtual Special Meetings to exercise their right to vote by completing, dating, signing and returning the form of proxy that was mailed to them to TSX Trust Company, attention Proxy Department, P.O. Box 721, Agincourt, Ontario, M1S 0A1. In lieu of delivery by mail or courier, a completed form of proxy may be faxed to 1-866-781-3111 or 416-368-2502. In the alternative, securityholders may enter voting instructions by telephone at 1-888-489-7352 or emailed to proxyvote@tmx.com or via the internet at www.tsxtrust.com/vote-proxy by using the 13-digit control number located underneath their name and address in the form of proxy that was mailed to them. There will be a distinct form of proxy for each Fund in which a securityholder is invested.

In order to be valid and acted upon at the Special Meetings, a properly completed, dated and signed form of proxy or your voting instructions, if provided by mail, fax, email, electronically or telephonically, must be received by 10:00 a.m. (Eastern time) on March 22, 2022. If the Special Meetings are adjourned or postponed, a properly completed form of proxy or your voting instructions, if provided by mail, fax, email, electronically or telephonically, must be received not later than 24 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of any adjourned or postponed Special Meeting.

Securityholders are encouraged to vote in advance of the Meetings at www.tsxtrust.com/vote-proxy. Even if you currently plan to participate in the virtual Meetings, you should consider voting your units by proxy in advance so that your vote will be counted if you later decide not to virtually attend the Meetings or in the event that you are unable to access the Special Meetings for any reason.

If a Special Meeting is adjourned, this notice shall constitute notice of the adjourned Special Meeting, which will also be held virtually on March 25, 2022 at 10:00 a.m. (Eastern time). Securityholders may attend the virtual adjourned meeting utilizing the website address and/or phone number noted above. If a Special Meeting is adjourned, a mailed notice may not be provided in respect of the reconvening of the adjourned Special Meeting. However, the Manager may issue a press release announcing the reconvening of the adjourned Special Meeting.

Quorum for a Special Meeting, or an adjourned meeting, is two or more securityholders of a Fund present virtually (i.e. attending via internet or via phone) or represented by proxy.

The Manager will bear all costs of the Special Meetings, including the solicitation of proxies for the Special Meetings. Except as otherwise stated, the information contained in this Information Circular is given as of January 31, 2022.

A French version of this Information Circular can be obtained at no cost by visiting www.sedar.com, <https://rgpinvestissements.ca/en/notice-to-securityholders/>, or by contacting the Manager.

PURPOSES OF THE SPECIAL MEETINGS

The purpose of each Special Meeting is to consider and, if advisable:

1. for securityholders of the RGP Global Sector Fund (the “**Trust Fund**”):
 - a. to approve the change in the investment objective of the Trust Fund, as described in the resolution attached to this Information Circular; and
 - b. to transact such other business as may properly come before the Special Meeting or any adjournment or postponement thereof.
2. for securityholders of the RGP Global Sector Class (the “**Class Fund**”):
 - a. to approve the change in the investment objective of the Class Fund, as described in the resolution attached to this Information Circular; and
 - b. to transact such other business as may properly come before the Special Meeting or any adjournment or postponement thereof.
3. for securityholders of the GreenWise Conservative Portfolio (the “**Conservative Portfolio**”):

- a. to approve the change in the investment objective of the Conservative Portfolio, as described in the resolution attached to this Information Circular; and
 - b. to transact such other business as may properly come before the Special Meeting or any adjournment or postponement thereof.
4. for securityholders of the GreenWise Growth Portfolio (the “**Growth Portfolio**”):
- a. to approve the change in the investment objective of the Growth Portfolio, as described in the resolution attached to this Information Circular; and
 - b. to transact such other business as may properly come before the Special Meeting or any adjournment or postponement thereof.
5. for securityholders of the GreenWise Balanced Portfolio (the “**Balanced Portfolio**”):
- a. to approve the change in the investment objective of the Balanced Portfolio, as described in the resolution attached to this Information Circular; and
 - b. to transact such other business as may properly come before the Special Meeting or any adjournment or postponement thereof.

For the purposes of this Information Circular, the change in the investment objective of the Funds shall be referred to as the “**Change of Investment Objective**”, the Class Fund and the Trust Fund shall collectively be referred to as the “**Global Funds**” and the Conservative Portfolio, Growth Portfolio and the Balanced Portfolio shall collectively be referred to as the “**GreenWise Funds**”.

The text of the resolutions authorizing the matters referred to above is respectively set out in the Schedules A to E to this Information Circular.

SUMMARY OF CHANGES

Each of the Funds are subject to National Instrument 81-102 – *Investment Funds* (“**NI 81-102**”), requiring that the Change of Investment Objective be approved by at least a majority of the votes cast a meeting of the securityholders of each Fund, called and held to consider the matters.

Change of Investment Objective – The Manager is proposing to change the investment objective of the Funds in order to allow each Fund to deploy its investment strategy without being required to invest a majority of its assets in exchange-traded funds or underlying mutual funds. Any change to a Fund’s fundamental investment objective requires, as per NI 81-102, the prior approval of the securityholders of such Fund. Securityholders of the Class Fund, the Trust Fund, the Conservative Portfolio, the Balanced Portfolio and the Growth Portfolio are therefore being asked to approve the Change of Investment Objective.

Below is a table summarizing the proposed changes applicable to each Fund for which securityholders are being asked to vote:

Name of Fund	Proposed Changes
RGP Global Sector Fund	<ul style="list-style-type: none"> • Change to its fundamental investment objective

Name of Fund	Proposed Changes
RGP Global Sector Class	<ul style="list-style-type: none"> • Change to its fundamental investment objective
GreenWise Conservative Portfolio	<ul style="list-style-type: none"> • Change to its fundamental investment objective
GreenWise Growth Portfolio	<ul style="list-style-type: none"> • Change to its fundamental investment objective
GreenWise Balanced Portfolio	<ul style="list-style-type: none"> • Change to its fundamental investment objective

All costs and expenses associated with the proposed changes, including the costs of the Special Meetings, will be borne by the Manager and will not be charged to the Funds.

PROPOSED CHANGE OF INVESTMENT OBJECTIVE

1. Change of Investment Objective

Global Funds

The current investment objective of the Global Funds is to provide long-term growth by investing mostly in global equity securities through sector-based exchange-traded funds (“ETFs”). The Global Funds only invest in an ETF if it is an index participation unit.

The Manager wishes to amend the Global Funds’ investment objective to allow each of the Global Funds to implement its investment strategy without having to invest most of its assets in sector-based ETFs. The Manager believes that the Change of Investment Objective of the Global Funds is in the best interests of their securityholders. The following section outlines our rationale for recommending the Change of Investment Objective to securityholders of the Global Funds. We encourage you to review this information and support our initiative by voting in favor of the Change of Investment objective at the Special Meeting or when returning your proxy.

Pursuant to the requirements of applicable legislation, the Manager is seeking the approval for the Change of Investment Objective from securityholders of the Global Funds. The full text of the resolution relating to the Change of Investment Objective to be considered at the Special Meeting by securityholders of the Trust Fund is set out at Schedule “A” to this Information Circular. The full text of the resolution relating to the Change of Investment Objective to be considered at the Special Meeting by securityholders of the Class Fund is set out at Schedule “B” to this Information Circular.

GreenWise Funds

The current investment objective of each of the GreenWise Funds is to provide a combination of long-term growth and income by investing primarily in a diversified mix of mutual funds, which include ETFs.

The Manager wishes to amend the GreenWise Funds’ investment objective to allow each of the GreenWise Funds to implement its investment strategy without having to invest primarily in mutual funds and ETFs. The Manager believes that the Change of Investment Objective of the GreenWise Funds is in the best

interests of the securityholders of each of the GreenWise Funds. The following section outlines our rationale for recommending the Change of Investment Objective to securityholders of the GreenWise Funds. We encourage you to review this information and support our initiative by voting in favor of the Change of Investment objective at the Special Meeting or when returning your proxy.

Pursuant to the requirements of applicable legislation, the Manager is seeking the approval for the Change of Investment Objective from securityholders of the GreenWise Funds. The full text of the resolution relating to the Change of Investment Objective to be considered at the Special Meeting by securityholders of the GreenWise Conservative Fund is set out at Schedule “C” to this Information Circular. The full text of the resolution relating to the Change of Investment Objective to be considered at the Special Meeting by securityholders of the GreenWise Growth Fund is set out at Schedule “D” to this Information Circular. The full text of the resolution relating to the Change of Investment Objective to be considered at the Special Meeting by securityholders of the GreenWise Balanced Fund is set out at Schedule “E” to this Information Circular.

2. Rationale for the Change of Investment Objective

If approved, the Change of Investment Objective will permit the Funds to implement their investment strategy without having to invest most of their respective assets in pooled investment vehicles.

Broader Investment Objective

Subject to the approval of the securityholders of the Funds, the Funds will have a broader investment objective which will allow the Manager to invest the Funds’ assets in securities other than units of sector-based ETFs or underlying mutual funds. The Funds will be provided greater flexibility in implementing its investment strategy in that portfolio managers will not be limited to pooled investment vehicles in managing the Funds, which may ultimately benefit investors. Except for the deletion of the requirement to mainly invest the Funds assets in ETFs or underlying mutual funds, the investment objective pursued by each of the Funds will remain. The Funds will not be subject to any additional risk factors as a result of the proposed Change of Investment Objective.

3. Required approval

To give effect to the Change of Investment Objective, approval must be given by the affirmative vote of at least a majority of the votes cast at each Special Meeting by or on behalf of securityholders of each Fund by voting in favor of the resolutions set forth in Schedule “A” and Schedule “B” to this Information Circular.

If the Investment Objective Change of a Fund is approved, it is intended that the investment objective of such Fund will be substantially as follows:

Name of Fund	Current Investment Objective	Proposed Investment Objective
RGP Global Sector Fund	<p>This Fund’s objective is to provide long-term growth by investing mostly in global equity securities through sector-based exchange traded funds. The Fund will only invest in an ETF if it is an index participation unit. The fundamental investment objective may only be changed with the approval of a majority of the votes casted at a meeting of unitholders called for that purpose.</p>	<p>This Fund’s objective is to provide long-term growth by investing mostly in global equity securities, either directly or through investments in securities of exchange-traded funds or mutual funds. The fundamental investment objective may only be changed with the approval of a majority of the votes casted at a meeting of unitholders called for that purpose.</p>
RGP Global Sector Class	<p>This Fund’s objective is to provide long-term growth by investing mostly in global equity securities through sector-based exchange traded funds. The Fund will only invest in an ETF if it is an index participation unit. The fundamental investment objective may only be changed with the approval of a majority of the votes casted at a meeting of unitholders called for that purpose.</p>	<p>This Fund’s objective is to provide long-term growth by investing mostly in global equity securities, either directly or through investments in securities of exchange-traded funds or mutual funds. The fundamental investment objective may only be changed with the approval of a majority of the votes casted at a meeting of unitholders called for that purpose.</p>
GreenWise Conservative Portfolio	<p>The investment objective of this Fund is to produce a combination of income and some long-term capital appreciation through responsible investing. The Fund primarily holds exchange-traded funds or other underlying mutual funds in order to have access to equity securities and fixed income securities, whether Canadian or foreign. The Fund may also hold securities directly. The fundamental investment objective may only be changed with the approval of a majority of the votes casted at a meeting of unitholders called for that purpose.</p>	<p>The Fund’s investment objective is to produce a combination of income and some long-term capital appreciation through a responsible investment approach. The Fund invests primarily in Canadian or foreign equity securities and fixed income securities, either directly or through investments in securities of exchange-traded funds or mutual funds. The Fund’s fundamental investment objective may only be amended with the approval of a majority of votes at a meeting of unitholders convened for that purpose.</p>

Name of Fund	Current Investment Objective	Proposed Investment Objective
GreenWise Growth Portfolio	The investment objective of this Fund is to produce long-term capital appreciation and some income through responsible investing. The Fund primarily holds exchange-traded funds or other underlying mutual funds in order to have access to equity securities and fixed income securities, whether Canadian or foreign. The Fund may also hold securities directly. The Fund's fundamental investment objective may only be amended with the approval of a majority of votes at a meeting of unitholders convened for that purpose.	The Fund's investment objective is to produce long-term capital appreciation and some investment income through a responsible investment approach. The Fund invests primarily in Canadian or foreign equity securities and fixed income securities, either directly or through investments in securities of exchange-traded funds or mutual funds. The Fund's fundamental investment objective may only be amended with the approval of a majority of votes at a meeting of unitholders convened for that purpose.
GreenWise Balanced Portfolio	The investment objective of this Fund is to produce a combination of income and long-term capital appreciation through responsible investing. The Fund primarily holds exchange-traded funds or other underlying mutual funds in order to have access to equity securities and fixed income securities, whether Canadian or foreign. The Fund may also hold securities directly. The Fund's fundamental investment objective may only be amended with the approval of a majority of votes at a meeting of unitholders convened for that purpose.	The Fund's investment objective is to produce a combination of income and long-term capital appreciation through a responsible investment approach. The Fund invests primarily in Canadian or foreign equity securities and fixed income securities, either directly or through investments in securities of exchange-traded funds or mutual funds. The Fund's fundamental investment objective may only be amended with the approval of a majority of votes at a meeting of unitholders convened for that purpose.

R.E.G.A.R. Gestion Privée Inc. (the "Manager") recommends that you vote IN FAVOR for the Change of Investment Objective.

PROCEDURE FOR THE PROPOSED CHANGE OF INVESTMENT OBJECTIVE

1. If Approval not Obtained

If the Change of Investment Objective of a Fund does not receive the required securityholders approval, this Fund will not proceed with the Change of Investment Objective. The Change of Investment Objective for each Fund is independent and is not conditional upon receiving approval for the Change of Investment Objective for the other Funds.

2. Costs of the Change of Investment Objective

The Funds will not bear any of the costs and expenses associated with the Change of Investment Objective. These costs may include legal and accounting fees, proxy solicitation, printing and mailing costs and regulatory fees.

3. Procedure for the Change of Investment Objective

Pursuant to applicable legislation, the Change of Objective is conditional upon receipt at the Special Meetings of approval by the securityholders of each of the Funds. Approval must be given by the affirmative vote of at least a majority of the votes (i.e., more than 50%) of each Fund cast at each Special Meeting by or on behalf of securityholders of record as of the Record Date. Securityholders of the Trust Fund are therefore being asked to approve the resolution respecting the Change of Investment Objective, as set out at Schedule “A” to this Information Circular, securityholders of the Class Fund are being asked to approve the resolution respecting the Change of Investment Objective, as set out at Schedule “B” to this Information Circular, securityholders of the Conservative Portfolio are being asked to approve the resolution respecting the Change of Investment Objective, as set out at Schedule “C” to this Information Circular, securityholders of the Growth Portfolio are being asked to approve the resolution respecting the Change of Investment Objective, as set out at Schedule “D” to this Information Circular, and securityholders of the Balanced Portfolio are being asked to approve the resolution respecting the Change of Investment Objective, as set out at Schedule “E” to this Information Circular. Should the required approval for each Fund be received, the Change of Investment Objective is expected to be effective after the close of business on or about April 15, 2022.

By approving the Change of Investment Objective, securityholders also will be authorizing any director or officer of the Corporation and of the Manager to take all such steps as may be necessary or desirable to give effect to the Change of Investment Objective. The Corporation and the Manager will be authorized, in their discretion, not to proceed with the Change of Investment Objective even if the securityholders of the Funds provide their approval for such change.

CANADIAN FEDERAL INCOME TAX CONSEQUENCES

There will be no impact on securityholders of the Funds as a result of the Change of Investment Objective.

MANAGEMENT OF THE FUNDS

Pursuant to the terms of (i) the management agreement dated as of January 6, 2014 between the Manager and the Corporation and (ii) the management agreement dated as of January 6, 2014 by the Manager, in its capacity as manager and trustee of the Trust Fund (the “**Management Agreements**”), the Manager provides the Funds with management and administrative services and facilities described in the Management Agreements in return for a management fee.

The management fees paid by each Fund to the Manager during the year ended December 31, 2021, and from January 1, 2022 up to and including January 31, 2022, were as follows:

Funds	Management Fees Paid during the Year Ended December 31, 2021	Management Fees Paid from most recent year end up to and including January 31, 2022
RGP Global Sector Fund	\$2,150,159	\$187,707
RGP Global Sector Class	\$902,360	\$79,795
GreenWise Conservative Portfolio	\$193,972	\$25,731
GreenWise Growth Portfolio	\$456,144	\$64,603
GreenWise Balanced Portfolio	\$518,298	\$79,036

As of January 31, 2022, the name, municipality of residence and position held with the Manager and the Corporation of each of the directors and executive officers of the Manager and the Class Fund are as follows:

Directors and Officers of the Manager	
Name and municipality of residence	Position with the Manager
Christian Richard Québec, Québec	Director, Chief Investments Officer
Serge Gaumond Trois-Rivières, Québec	Director
Simon Destrempes Québec, Québec	Director, Chief Compliance Officer
Thierry Dumas Québec, Québec	Chief Financial Officer
François-Rodrigue Beaudoin Québec, Québec	Director, President, Chief Executive Officer, Secretary
Directors and Officers of the Corporation	
Name and municipality of residence	Position with the Corporation
François Vaillancourt Québec, Québec	Director
Gilles Lemieux Lévis, Québec	Director
François-Rodrigue Beaudoin Québec, Québec	Director, President, Secretary and Chief Executive Officer
Christian Richard Québec, Québec	Chief Investments Officer
Thierry Dumas Québec, Québec	Chief Financial Officer

None of the directors or executive officers of the Manager or the Corporation is paid or otherwise compensated or reimbursed for expenses by the Funds. Other than ownership of securities of the Funds, none of the above individuals was indebted to or had any transaction or arrangement with the Funds during the last fiscal year of the Funds. The Funds have not paid, and are not obligated to pay, any remuneration to the directors and officers of the Manager or of the Corporation.

VOTING PROCEDURES AND PROXIES

1. Appointment and Revocation of Proxies

The persons named in the form of proxy sent to you are representatives of the Manager. You have the right to appoint some other person (who need not be a securityholder of the Funds) to attend or act on your behalf at a Special Meeting by striking out the printed names and inserting the name of such other person in the blank space provided in the form of proxy, or by completing another proxy in the proper form.

To be valid, proxies must be delivered or mailed to TSX Trust Company, attention Proxy Department, P.O. Box 721, Agincourt, Ontario, M1S 0A1. In lieu of delivery by mail or courier, a completed form of proxy may be faxed to 1-866-781-3111 or 416-368-2502 or emailed to proxyvote@tmx.com. In the alternative, securityholders may enter voting instructions by telephone at 1-888-489-7352 or via the internet at www.tsxtrust.com/vote-proxy by using the 13-digit control number located underneath their name and address in the form of proxy that was mailed to them.

In order to be valid and acted upon at the Special Meeting, a properly completed, dated and signed form of proxy or your voting instructions, if provided by mail, internet, fax, email or telephonically, must be received by 10:00 a.m. (Eastern time) on March 22, 2022. If the Special Meeting is adjourned or postponed, a properly completed form of proxy or your voting instructions, if provided by mail, internet, fax or telephonically, must be received not later than 24 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of any adjourned or postponed Special Meeting.

Voting by mail, fax, email or Internet are the only methods by which a holder may appoint a person as proxyholder other than the proxyholders named on the form of proxy.

If you give a proxy, you may revoke it in relation to any matter, provided a vote has not already been taken on that matter. You can revoke your proxy by:

- completing and signing a proxy bearing a later date and depositing it as described above;
- depositing a written revocation executed by you, or by your attorney who you have authorized in writing to act on your behalf, at the above address at any time up to and including the last business day preceding the day of the Special Meeting, or any postponement(s), adjournment(s) or continuance(s), at which the proxy is to be used;
- by entering your voting instructions by telephone at **1-888-489-7352** or via the internet at www.tsxtrust.com/vote-proxy during the course of the Special Meetings; or
- any other manner permitted by law.

2. Exercise of Discretion by Proxies

The management representatives designated in the form of proxy will vote the securities for which they are appointed proxy in accordance with your instructions as indicated on the form of proxy.

In the absence of such direction, such securities will be voted by the management representatives IN FAVOR of the resolutions set out in the Schedules to this Information Circular.

The form of proxy sent to you confers discretionary authority on the designated management representatives or any other proxy you may have designated, relating to amendments to, or variations of, matters identified in this Information Circular and relating to other matters which may properly come before the Special Meeting. As at the date of this Information Circular, the Manager does not know of any such amendments, variations or other matters.

3. Record Date

February 11, 2022 has been established as the record date for the determination of securityholders of the Funds entitled to receive notice of each Special Meeting. Only securityholders of record on such record date are entitled to vote at each Special Meeting except to the extent that any such securityholder has transferred any of his or her Securities after such record date and the new holder of those Securities establishes to the satisfaction of the Manager that such transferee owns the Securities and makes arrangements with the Manager to have his or her name included on the Funds' register of securityholders before the commencement of the Special Meeting, in which case that person will be entitled to vote at such Special Meeting.

4. Voting Securities and Principal Holders Thereof

Each Fund is authorized to issue an unlimited number of securities. For each Fund, the number of securities issued and outstanding as of January 31, 2022 is set out in the table below:

Fund	Number of Issued and Outstanding Securities
RGP Global Sector Fund	11,022,112
RGP Global Sector Class	4,583,947
GreenWise Conservative Portfolio	3,589,521
GreenWise Growth Portfolio	3,877,591
GreenWise Balanced Portfolio	5,795,030

Except as stated in the table below, as of the close of January 31, 2022, (i) the directors and executive officers of the Manager or of the Corporation as a group beneficially owned, directly or indirectly, less than 10% of the securities of any series of the Funds and (ii) to the knowledge of the directors and executive officers of the Manager and of the Corporation, no person or company beneficially owned, directly or indirectly, or exercised control or direction over, more than 10% of the voting rights attached to the securities of a series of the Funds entitled to be voted at the Special Meeting:

Name of Beneficial Holder	Fund	Number and Class of Securities	Percentage of Class
R.E.G.A.R. Inc.	RGP Global Sector Class	1,002 Class A Shares	100%
Investor #1	GreenWise Balanced Portfolio	41,968 Class P Units	18.59%
Investor #2	GreenWise Growth Portfolio	17,029 Class P Units	11.30%
Investor #3	RGP Global Sector Class	67,592 Class P Shares	15.49%
Investor #4	RGP Global Sector Class	37,387 Class FT5 Shares	34.85%

Investor #5	RGP Global Sector Class	30,256 Class FT5 Shares	28.20%
Investor #6	GreenWise Growth Portfolio	20,536 Class P Units	13.63%
Investor #7	RGP Global Sector Class	10,867 Class FT5 Shares	10.13%

*To protect investor privacy, we have omitted the names of investors. This information is available on request by contacting us at the number appearing under the section “*Additional Information*” of this Information Circular.

Securities of the Funds that are held by mutual funds managed by the Manager or by an affiliate of the Manager will not be voted at the Special Meetings. The Manager, or an affiliate of the Manager, may however also directly own securities of the Funds which may be used for quorum purposes, if required, and, if so, also voted by the Manager in favor of the proposal. The Manager further understands that affiliates that own securities directly will also be voting in favor of the proposal.

ADDITIONAL INFORMATION

Additional information about the Funds is available in their Simplified Prospectus, Annual Information Form, Fund Facts, Management Report of Fund Performance and Financial Statements. You can get a copy of these documents upon request and at no cost, by calling the Manager toll-free at 1-855-370-1077. These documents and other information about the each of the Funds are also available on the Funds’ website www.regar.net or by visiting www.sedar.com.

RECOMMENDATIONS

Management Recommendation

For the reasons set out in this Information Circular, the board of directors of the Manager recommends that securityholders of the Funds **VOTE IN FAVOR** of the resolutions set out in the attached Schedules to this Information Circular.

CERTIFICATE

The content of this Information Circular and its distribution have been approved by the Board of Directors of the Corporation in respect of the Class Fund and by the directors of the Manager, itself acting as trustee of the Trust Fund and manager of the Funds.

Dated at Québec, Québec, this 3rd day of February 2022.

By Order of the Board of Directors of
**R.E.G.A.R. Investment Management Funds
Corporation Inc.**, in respect of the Class Fund,
which is a class of R.E.G.A.R. Investment
Management Funds Corporation Inc.

By Order of the Board of Directors of
R.E.G.A.R. Gestion Privée Inc., itself acting as
trustee of the Trust Funds and manager of the
Funds

François Rodrigue-Beaudoin
Director, President, Chief Executive Officer and
Secretary of R.E.G.A.R. Investment Management
Funds Corporation Inc.

François Rodrigue-Beaudoin
Director, President, Chief Executive Officer,
Secretary and Ultimate Designated Person of
R.E.G.A.R. Gestion Privée Inc.

**SCHEDULE “A”
CHANGE OF INVESTMENT OBJECTIVE RESOLUTION**

Change of the investment objective of the RGP Global Sector Fund

(for securityholders of the RGP Global Sector Fund (the “Fund”))

WHEREAS R.E.G.A.R. Gestion Privée Inc. (the “**Manager**”), the manager of the Fund has determined that it is in the best interests of the Fund and its securityholders to change the investment objective of the Fund as described in the management information circular dated February 3, 2022 (the “**Information Circular**”);

BE IT RESOLVED THAT:

- 1) the change of the investment objective of the Fund, as described in the Information Circular, is approved;
- 2) all amendments to any agreements to which the Fund is a party, or to any offering documents of the Fund that are required to give effect to the matters approved in this resolution be and are hereby authorized and approved;
- 3) any director or officer of the Manager be and is are hereby authorized to revoke this resolution (or to postpone its implementation) for any reason whatsoever in their sole and absolute discretion, without further approval of the securityholders of the Fund, at any time prior to the implementation of the changes described above if it is considered to be in the best interests of the Fund and its securityholders not to proceed (or to postpone its implementation); and
- 4) any director or officer of the Manager is authorized and directed to execute or cause to be executed and to deliver or cause to be delivered, all such documents, agreements and instruments and to do or cause to be done all such other acts and things as such directors or officers shall determine to be necessary or desirable in order to carry out the intent of the foregoing resolutions and the matters authorized thereby, including any amendments to the constating documents of the Fund and material agreements or offering documents of the Fund, such determination to be conclusively evidenced by their execution and delivery of such document, agreement or instrument or their doing of any such act or thing.

**SCHEDULE “B”
CHANGE OF INVESTMENT OBJECTIVE RESOLUTION**

Change of the investment objective of the RGP Global Sector Class

(for securityholders of the RGP Global Sector Class (the “Fund”))

WHEREAS R.E.G.A.R. Gestion Privée Inc. (the “**Manager**”), the manager of the Fund has determined that it is in the best interests of the Fund and its securityholders to change the investment objective of the Fund as described in the management information circular dated February 3, 2022 (the “**Information Circular**”);

WHEREAS the Fund consists of a class of securities of R.E.G.A.R. Investment Management Funds Corporation Inc. (the “**Corporation**”), a mutual fund corporation incorporated under the laws of Canada;

BE IT RESOLVED THAT:

- 1) the change of the investment objective of the Fund, as described in the Information Circular, is approved;
- 2) all amendments to any agreements to which the Fund is a party, or to any offering documents of the Fund that are required to give effect to the matters approved in this resolution be and are hereby authorized and approved;
- 3) any director or officer of the Manager or the Corporation be and is are hereby authorized to revoke this resolution (or to postpone its implementation) for any reason whatsoever in their sole and absolute discretion, without further approval of the securityholders of the Fund, at any time prior to the implementation of the changes described above if it is considered to be in the best interests of the Fund and its securityholders not to proceed (or to postpone its implementation); and
- 4) any director or officer of the Manager or the Corporation is authorized and directed to execute or cause to be executed and to deliver or cause to be delivered, all such documents, agreements and instruments and to do or cause to be done all such other acts and things as such directors or officers shall determine to be necessary or desirable in order to carry out the intent of the foregoing resolutions and the matters authorized thereby, including any amendments to the constating documents of the Fund and material agreements or offering documents of the Fund, such determination to be conclusively evidenced by their execution and delivery of such document, agreement or instrument or their doing of any such act or thing.

**SCHEDULE “C”
CHANGE OF INVESTMENT OBJECTIVE RESOLUTION**

Change of the investment objective of the GreenWise Conservative Portfolio

(for securityholders of the GreenWise Conservative Portfolio (the “Fund”))

WHEREAS R.E.G.A.R. Gestion Privée Inc. (the “**Manager**”), the manager of the Fund has determined that it is in the best interests of the Fund and its securityholders to change the investment objective of the Fund as described in the management information circular dated February 3, 2022 (the “**Information Circular**”);

BE IT RESOLVED THAT:

- 1) the change of the investment objective of the Fund, as described in the Information Circular, is approved;
- 2) all amendments to any agreements to which the Fund is a party, or to any offering documents of the Fund that are required to give effect to the matters approved in this resolution be and are hereby authorized and approved;
- 3) any director or officer of the Manager be and is are hereby authorized to revoke this resolution (or to postpone its implementation) for any reason whatsoever in their sole and absolute discretion, without further approval of the securityholders of the Fund, at any time prior to the implementation of the changes described above if it is considered to be in the best interests of the Fund and its securityholders not to proceed (or to postpone its implementation); and
- 4) any director or officer of the Manager is authorized and directed to execute or cause to be executed and to deliver or cause to be delivered, all such documents, agreements and instruments and to do or cause to be done all such other acts and things as such directors or officers shall determine to be necessary or desirable in order to carry out the intent of the foregoing resolutions and the matters authorized thereby, including any amendments to the constating documents of the Fund and material agreements or offering documents of the Fund, such determination to be conclusively evidenced by their execution and delivery of such document, agreement or instrument or their doing of any such act or thing.

**SCHEDULE “D”
CHANGE OF INVESTMENT OBJECTIVE RESOLUTION**

Change of the investment objective of the GreenWise Growth Portfolio

(for securityholders of the GreenWise Growth Portfolio (the “Fund”))

WHEREAS R.E.G.A.R. Gestion Privée Inc. (the “**Manager**”), the manager of the Fund has determined that it is in the best interests of the Fund and its securityholders to change the investment objective of the Fund as described in the management information circular dated February 3, 2022 (the “**Information Circular**”);

BE IT RESOLVED THAT:

- 1) the change of the investment objective of the Fund, as described in the Information Circular, is approved;
- 2) all amendments to any agreements to which the Fund is a party, or to any offering documents of the Fund that are required to give effect to the matters approved in this resolution be and are hereby authorized and approved;
- 3) any director or officer of the Manager be and is are hereby authorized to revoke this resolution (or to postpone its implementation) for any reason whatsoever in their sole and absolute discretion, without further approval of the securityholders of the Fund, at any time prior to the implementation of the changes described above if it is considered to be in the best interests of the Fund and its securityholders not to proceed (or to postpone its implementation); and
- 4) any director or officer of the Manager is authorized and directed to execute or cause to be executed and to deliver or cause to be delivered, all such documents, agreements and instruments and to do or cause to be done all such other acts and things as such directors or officers shall determine to be necessary or desirable in order to carry out the intent of the foregoing resolutions and the matters authorized thereby, including any amendments to the constating documents of the Fund and material agreements or offering documents of the Fund, such determination to be conclusively evidenced by their execution and delivery of such document, agreement or instrument or their doing of any such act or thing.

**SCHEDULE “E”
CHANGE OF INVESTMENT OBJECTIVE RESOLUTION**

Change of the investment objective of the GreenWise Balanced Portfolio

(for securityholders of the GreenWise Balanced Portfolio (the “Fund”))

WHEREAS R.E.G.A.R. Gestion Privée Inc. (the “**Manager**”), the manager of the Fund has determined that it is in the best interests of the Fund and its securityholders to change the investment objective of the Fund as described in the management information circular dated February 3, 2022 (the “**Information Circular**”);

BE IT RESOLVED THAT:

- 1) the change of the investment objective of the Fund, as described in the Information Circular, is approved;
- 2) all amendments to any agreements to which the Fund is a party, or to any offering documents of the Fund that are required to give effect to the matters approved in this resolution be and are hereby authorized and approved;
- 3) any director or officer of the Manager be and is are hereby authorized to revoke this resolution (or to postpone its implementation) for any reason whatsoever in their sole and absolute discretion, without further approval of the securityholders of the Fund, at any time prior to the implementation of the changes described above if it is considered to be in the best interests of the Fund and its securityholders not to proceed (or to postpone its implementation); and
- 4) any director or officer of the Manager is authorized and directed to execute or cause to be executed and to deliver or cause to be delivered, all such documents, agreements and instruments and to do or cause to be done all such other acts and things as such directors or officers shall determine to be necessary or desirable in order to carry out the intent of the foregoing resolutions and the matters authorized thereby, including any amendments to the constating documents of the Fund and material agreements or offering documents of the Fund, such determination to be conclusively evidenced by their execution and delivery of such document, agreement or instrument or their doing of any such act or thing.