

## NOTICES OF SPECIAL MEETINGS AND NOTICES OF AVAILABILITY OF PROXY MATERIALS

### Notice is hereby given for the Special Meetings of each of the RGP Global Sector Fund, RGP Global Sector Class, GreenWise Conservative Portfolio, GreenWise Growth Portfolio and GreenWise Balanced Portfolio

This is a notice that a special meeting of securityholders of each of the RGP Global Sector Fund (the “**Trust Fund**”), RGP Global Sector Class (the “**Class Fund**”), GreenWise Conservative Portfolio (the “**Conservative Portfolio**”), GreenWise Growth Portfolio (the “**Growth Portfolio**”) and GreenWise Balanced Portfolio (the “**Balanced Portfolio**”, and together with the Trust Fund, Class Fund, Conservative Portfolio and Growth Portfolio, the “**Funds**”) will be held solely by virtual means on March 23, 2022 (collectively, the “**Special Meetings**”). Each Special Meetings will be held 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](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.

If a Special Meeting in respect of any Fund is adjourned, this notice shall constitute notice of the adjourned 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.

### Matters to be considered at the Special Meetings

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

1. for securityholders of the Trust Fund:
  - a. to approve the change in the investment objective of the Trust Fund, as described in the resolution attached to the 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 Class Fund:
  - a. to approve the change in the investment objective of the Class Fund, as described in the resolution attached to the 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 Conservative Portfolio:
  - a. to approve the change in the investment objective of the Conservative Portfolio, as described in the resolution attached to the 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 Growth Portfolio:
  - a. to approve the change in the investment objective of the Growth Portfolio, as described in the resolution attached to the 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 Balanced Portfolio:
  - a. to approve the change in the investment objective of the Balanced Portfolio, as described in the resolution attached to the 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 notice, the change in the investment objective of the Funds shall be referred to as the “**Change of Investment Objective**”.

### **Notice and Access**

R.E.G.A.R. Gestion Privée Inc., (the “**Manager**”) the manager of the Funds, has opted to use the notice-and-access procedure to reduce the volume of paper in the materials distributed for the Special Meetings. Instead of receiving a printed copy of the information circular, you are receiving this notice outlining the procedures for accessing the information circular online or requesting a printed or electronic copy to be sent to you free of charge.

For more information about the notice-and-access procedures, please contact us at <https://rgpinvestissements.ca/en/notice-to-securityholders/>

### **Accessing the Information Circular Online**

We remind securityholders to review the information circular available at the website of the System for Electronic Document Analysis and Retrieval (SEDAR) at [www.sedar.com](http://www.sedar.com) and the website of the Manager at <https://rgpinvestissements.ca/en/notice-to-securityholders/>.

The information circular will remain available on the Manager’s website for one year after the date of this notice.

### **How to Obtain a Paper Copy of the Meeting Materials**

You can request a paper copy of the information circular by calling the Manager toll-free at 1-855-370-1077. Prior to March 23, 2022, a copy of the information circular will be sent to you within three business days of receipt of your request. If you would like to receive a paper copy of the information circular before the proxy voting deadline of 10:00 (Eastern time) on March 22, 2022, you should take into account the three business days period for processing requests as well as typical mailing times for first class mail within Canada suggested by Canada Post.

You can also request a copy of the information circular up to one year after the date of this notice, in which case we will send it to you within ten calendar days after receipt of your request.

## **Record Date**

We have provided a description of the matters to be considered at the Special Meeting in the information circular. The text of the resolution authorizing the matters referred to above is set out in the Schedules to the information circular. Securityholders of record of the Funds as at the close of business on February 11, 2022 (the “**Record Date**”) will be entitled to vote at the Special Meetings.

## **How to Vote**

**In light of the COVID-19 global pandemic and the current restrictions on public gatherings, securityholders will not be able to attend the Special Meeting 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 Meetings 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 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](mailto: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](http://www.tsxtrust.com/vote-proxy) by using the 13-digit control number located underneath your name and address in the enclosed form of proxy.

**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 Meeting is 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 Meetings.**

Securityholders are encouraged to vote in advance of the Meetings at [www.tsxtrust.com/vote-proxy](http://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 Meeting or in the event that you are unable to access the Special Meetings for any reason.

Please review the information circular before voting.

<p><b>R.E.G.A.R. Gestion Privée Inc. (the “Manager”) recommends that you vote IN FAVOR of the Change of Investment Objective.</b></p>
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DATED at Québec, Québec, this 3<sup>rd</sup> day of February 2022

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

*(s) François Rodrigue-Beaudoin*

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

**R.E.G.A.R. Gestion Privée Inc.**, itself acting as trustee of the Trust Funds and manager of the Funds

*(s) François Rodrigue-Beaudoin*

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François Rodrigue-Beaudoin  
Director, President, Chief Executive Officer,  
Secretary and Ultimate Designated Person