

STONECASTLE CANNABIS GROWTH FUND
Offering Series A, Series XA, Series D, Series XD, Series F and Series XF Units

ANNUAL INFORMATION FORM
dated April 18, 2019

No securities regulatory authority has expressed an opinion about these units. It is an offence to claim otherwise. The Fund and the Units of the Fund under this Annual Information Form are not registered with the United States Securities and Exchange Commission and they are sold in the United States only in reliance upon exemptions from registrations.

TABLE OF CONTENTS

	<u>Page</u>
NAME, HISTORY AND FORMATION OF THE FUND	1
INVESTMENT RESTRICTIONS OF THE FUND	1
DESCRIPTION OF UNITS.....	2
CALCULATION OF NET ASSET VALUE AND VALUATION OF PORTFOLIO SECURITIES	3
PURCHASE OF UNITS	5
CHANGING BETWEEN SERIES	7
REDEMPTION OF UNITS	8
RESPONSIBILITY FOR MUTUAL FUND OPERATIONS	10
CONFLICTS OF INTEREST.....	15
FUND GOVERNANCE	15
DISTRIBUTIONS	17
INCOME TAX CONSIDERATIONS.....	18
MATERIAL CONTRACTS	20
CERTIFICATE OF THE FUND, MANAGER AND THE PROMOTER	C-1

NAME, HISTORY AND FORMATION OF THE FUND

StoneCastle Cannabis Growth Fund (the “**Fund**”) is a unit trust established under the laws of Ontario. The Fund is governed by a master declaration of trust dated April 23, 2014, which is referred to as the “**Declaration of Trust**”. The Declaration of Trust was amended April 18th, 2019 to add Series XA, XF, and XD. The Declaration of Trust also governs MM Fund (together with the Fund, the “**Spartan Funds**”), which is a mutual fund that is offered under a separate simplified prospectus.

Spartan Fund Management Inc. (the “**Manager**”, “**Portfolio Manager**”, “**Spartan**”, “**we**” or “**us**”) is the trustee, investment fund manager and portfolio manager of the Fund. StoneCastle Investment Management Inc. (“**StoneCastle**”) is the sub-advisor to the Fund.

The registered office of the Fund and of Spartan is 100 Wellington Street West, Suite 2101 TD Centre, Toronto, Ontario M5K 1J3.

INVESTMENT RESTRICTIONS OF THE FUND

Investment Restrictions

The Fund is subject to certain standard investment restrictions and practices contained in securities legislation, including National Instrument 81-102 *Investment Funds* (“**NI 81-102**”). This legislation is designed, in part, to ensure that the investments of the Fund are diversified and relatively liquid and to ensure the proper administration of the Fund. The Fund is managed in accordance with these standard investment restrictions and practices. A copy of these investment restrictions and practices may be obtained from the Manager upon request.

The fundamental investment objective of the Fund is set out in the Simplified Prospectus of the Fund. Any change in the fundamental investment objective of the Fund requires the approval of a majority of Unitholders at a meeting called for that purpose. We may change the Fund’s investment strategies from time to time at our sole discretion.

Eligibility under the Income Tax Act

The Fund currently qualifies and is expected to continue to qualify as a “mutual fund trust” under the *Income Tax Act* (Canada) (the “**Tax Act**”). As a result, units of the Fund are qualified investments for trusts governed by registered retirement savings plans (including group registered retirement savings plans, locked in retirement savings plans and locked in retirement accounts), registered retirement income funds (including life income funds, locked in retirement income funds and prescribed retirement income funds), deferred profit sharing plans, registered disability savings plans, registered education savings plans and tax-free savings accounts (referred to collectively as “**Registered Plans**”). Annuitants of registered retirement savings plans and registered retirement income funds, holders of tax-free savings accounts and registered disability savings plans, and subscribers of registered education savings plans should, consult with their own tax advisors as to whether units of the Fund would be a “prohibited investment” under the Tax Act in their particular circumstances.

DESCRIPTION OF UNITS

General

The Fund is permitted to issue an unlimited number of series (“**Series**”) of units (“**Units**”) and may issue an unlimited number of Units in each Series. The Fund has created Series A, Series XA, Series D, Series XD, Series F and Series XF Units.

Series A Units: Available to all investors.

Series XA Units: Offers a reduced management fee compared to Series A Units. Created for early investors who purchased Series A Units on or before October 31, 2018 who to date have received a lower management fee by way of management fee distributions. Those Series A Units purchased on or before October 31, 2018 will be redesignated Series XA Units on or about May 31, 2019. Series XA Units are closed to new purchases, although the Manager reserves the right to offer Series XA Units to investors in its discretion in the future.

Series D Units: Available to investors who have an account with a discount brokerage firm (“**discount broker**”). We pay reduced distribution costs for units held in these accounts and therefore we can reduce the management fee we charge.

Series XD Units: Offers a reduced management fee compared to Series D Units. Created for early investors who purchased Series D Units on or before October 31, 2018 who to date have received a lower management fee by way of management fee distributions. Those Series D Units purchased on or before October 31, 2018 will be redesignated Series XD Units on or about May 31, 2019. Series XD Units are closed to new purchases, although the Manager reserves the right to offer Series XD Units to investors in its discretion in the future.

Series F Units: Available to investors who participate in fee-based programs through their dealer and whose dealer has signed a Series F Agreement with the Manager, investors for whom the Manager does not incur distribution costs or individual investors approved by the Manager.

Series XF Units: Offers a reduced management fee compared to Series F Units. Created for early investors who purchased Series F Units on or before October 31, 2018 who to date have received a lower management fee by way of management fee distributions. Those Series F Units purchased on or before October 31, 2018 will be redesignated Series XF Units on or about May 31, 2019. Series XF Units are closed to new purchases, although the Manager reserves the right to offer Series XF Units to investors in its discretion in the future.

Although the money which you and other investors pay to purchase Units of any Series is tracked on a Series-by-Series basis in the Fund’s administrative records, the assets of all Series of a Fund are combined into a single pool to create one portfolio for investment purposes. Please refer to the Fund’s Simplified Prospectus for further information pertaining to Series A, Series XA, Series D, Series XD, Series F and Series XF Units of the Fund, as applicable.

Units of a Series of the Fund represent your ownership in the Fund. You receive distributions of the Fund’s net income and net capital gains attributable to your Series of Units (except for Management/Incentive Fee Distributions (as defined below)) based on their relative net asset value (“**NAV**”) and net asset value per Unit (“**NAV per Unit**”) for each Series in the Fund. Upon the wind-up or termination of the Fund, unitholders of the Fund (“**Unitholders**”) will be entitled to participate *pro rata* in the Fund’s net assets allocated to the applicable Series less applicable sales charges, if any. If you hold Units in the Fund, you

will be entitled to vote at the Unitholder meetings of the Fund as a whole as well as any Unitholder meetings for the particular Series of Units that you own. Each Unit, regardless of the Series, will entitle the holder to 1 vote at all meetings of Unitholders. Units are issued as fully paid and non-assessable and are redeemable at their NAV per Unit. Units of the Fund can, in some cases, be changed between Series of the Fund (see “Changing Between Series”). The Fund may issue fractional Units, which shall entitle the holder to similar proportionate participation in the Fund but will not entitle the holder to receive notice of, or vote at, meetings of Unitholders of the Fund.

Unitholders of the Fund can redeem all or any of their Units at the NAV per Unit of the relevant Series as described under “Redemption of Units”.

The rights and conditions attaching to the Units of each Series of the Fund may be modified only in accordance with the provisions attaching to such Units and the provisions of the Declaration of Trust. A description of the Series of Units offered by the Fund and the eligibility requirements attached to such Series of Units is contained in the Simplified Prospectus of the Fund.

Meetings of Unitholders

The Fund does not hold regular meetings. Unitholders are entitled to vote on all matters that require Unitholder approval under NI 81-102 or under the Declaration of Trust. Some of these matters are:

- the introduction of a fee or expense, or a change in the basis of the calculation of a fee or expense, that is or is to be charged to the Fund or directly to its Unitholders by the Fund or the Manager in connection with the holding of Units of the Fund, in a way that could result in an increase in charges to the Fund or to its Unitholders;
- a change of the Manager, unless the new manager is an affiliate of the Manager;
- a change in the fundamental investment objectives of the Fund;
- a decrease in the frequency of the calculation of the NAV per Unit of the Fund; and
- certain material reorganizations of the Fund.

Approval of these matters requires an affirmative vote of at least a majority of the Unitholders present at a meeting called to consider these matters.

CALCULATION OF NET ASSET VALUE AND VALUATION OF PORTFOLIO SECURITIES

Calculation of NAV and NAV per Unit

As at 4:00 p.m. (Eastern time) on each Friday provided the Toronto Stock Exchange (“**TSX**”) is open for business (and if the TSX is not open for business then the prior business day upon which the TSX is open for business) (a “**Valuation Date**”), the NAV per Unit is calculated for each Series of the Fund. The NAV per Unit (or Unit price) of a Series will be based on the fair value of the Series’ proportionate share of the assets of a Fund, less that Series’ proportionate share of common liabilities and less any liabilities attributable to that Series of the Fund, divided by the total outstanding Units of that Series. The NAV per Unit of a Series is the basis for all purchases, changes and redemptions and for reinvestment of distributions. If at any time the Fund engages in short selling, or uses derivatives (including for currency hedging) it will increase the frequency of the calculation of NAV per Unit to every business day.

Valuation of Portfolio Securities

In determining the fair value of the assets of the Fund the following rules apply:

- the value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest, declared or accrued and not yet received, shall be deemed to be the full amount thereof, unless the Manager has determined that any such deposit, bill, demand note or account receivable is not worth the full amount thereof, in which event the value thereof shall be deemed to be such value as the Manager determines to be the reasonable value thereof;
- the value of any share, subscription right or other equity security which is listed or dealt in upon a stock exchange shall be determined by taking the latest available sale price (or lacking any sales or any record thereof, a price not higher than the latest available asked price and not lower than the latest available bid price therefor as the Manager may from time to time determine) on the day as of which the NAV or NAV per Unit is being determined, as reported by any means in common use. The value of any bond or other debt security, other than a short term security, shall be determined by using prices supplied by the Fund's pricing agents which reflect broker/dealer supplied valuations and electronic data processing techniques. If it is not possible to value a particular debt security pursuant to these valuation methods, then the value of such security shall be the most recent bid quotation supplied by a bona fide marketmaker. Short-term securities with remaining maturities of sixty days or less are valued by the amortized cost method, which the Manager believes approximates market value. The value of interlisted securities shall be computed in a manner which in the opinion of the Manager most accurately reflects their fair value. If, in the opinion of the Manager, the above valuations do not properly reflect the prices which would be received by the Fund upon the disposal of shares or securities necessary to effect any redemption or redemptions, the Manager may place such value upon such shares or securities as appears to it to most closely reflect the fair value of such shares or securities;
- the value of any bond, time note, share, subscription right or other security or other property which is not listed or dealt in on a stock exchange shall be determined on the basis of such price quotations which in the opinion of the Manager best reflect its fair value;
- the value of any restricted securities, as defined in NI 81-102, shall be valued at such value which in the opinion of the Manager best reflect its fair value;
- all assets of the Fund valued in terms of foreign currency, funds on deposit and contractual obligations payable to the Fund in foreign currency and liabilities and contractual obligations payable by the Fund in foreign currency shall be taken at the current rate of exchange as nearly as practicable at the time as of which the NAV is computed. Foreign currency for the purpose of this section is currency other than Canadian currency; and
- the value of any bond, time note, share, subscription right or other security or other property for which none of the above valuation procedures is applicable shall be the fair value thereof as determined from time to time in such manner as the Manager may determine.

The Manager has the discretion to deviate from the Fund's valuation principles set out above.

The liabilities of the Fund shall be deemed to include:

- all bills and accounts payable;

- all expenses payable by the Fund and/or accrued;
- all contractual obligations for the payment of money or property, including the amount of any declared but unpaid distributions;
- all allowances authorized or approved by the Manager for taxes or contingencies; and
- all other liabilities of the Fund or a Series of the Fund of whatsoever kind and nature, except liabilities represented by outstanding Units.

The Manager will make available the NAV per Unit for each Series of the Fund on the Manager's website at www.spartanfunds.ca. Such information will also be available on request, free of charge, by calling the Manager collect at (416) 601-3172, by sending an email to admin@spartanfunds.ca or by mailing the Manager at 100 Wellington Street West, Suite 2101 TD Centre, Toronto, Ontario M5K 1J3.

PURCHASE OF UNITS

General

The Fund offers Series A, Series XA, Series D, Series XD, Series F and Series XF Units. Units of each Series of the Fund are offered for sale on a continuous basis. Purchase orders must be placed with registered dealers in Alberta, British Columbia and Ontario, except for orders placed under any applicable registration exemption. You may purchase, change or redeem Units of the Fund directly through your registered dealer approved by the Manager. The procedures to be followed by investors who desire to purchase Units of the Fund are described in the Fund's Simplified Prospectus.

The Fund does not intend to issue certificates for units. Ownership will be evidenced by entry in the register maintained by the Fund's registrar. For information on the Fund's registrar, see the chart under "*Organization and Management of the Fund*" in the Simplified Prospectus.

Purchase Price

Units of the Fund may be purchased at their NAV per Unit of a Series from time to time, computed as described under "Calculation of Net Asset Value and Valuation of Portfolio Securities". The purchase price per Unit is the NAV per Unit of a Series next determined following receipt by the Fund of a complete subscription. Any subscription received on a Valuation Date after the cut-off time or on any day that is not a Valuation Date is deemed to have been received on the following Valuation Date. The purchase price per Unit is then the NAV per Unit of a Series established on the Valuation Date following the day of actual receipt of the subscription. The cut-off time for receipt of subscriptions is 4:00 p.m. (Eastern Time) on each Valuation Date.

Purchasing Series A Units

Series A Units of the Fund are available to all investors under the following purchase option:

Initial Sales Charge Option

Under the Initial Sales Charge Option, investors may pay a fee of up to 5% to the dealer at the time of purchase for Series A Units of the Fund.

Purchasing Series XA Units

Series XA Units of the Fund are currently closed to new purchases. On or about May 31, 2019, existing Series A Units which were purchased on or before October 31, 2018 will be redesignated Series XA Units. Series XA Units are subject to the same Initial Sales Charge Option as Series A Units.

Purchasing Series D Units

Series D Units of the Fund are only available through eligible discount brokers. There are no sales charges or redemption fees payable on the purchase or sale of Series D Units. Certain discount brokers do not charge brokerage commissions when you purchase or sell Series D Units; however, you should confirm this with your discount broker.

If we become aware that you are no longer eligible to hold Series D Units, we may change your Series D Units into Series A Units after giving you 30 days' prior written notice, unless you notify us during the notice period and we agree that you are once again eligible to hold Series D Units. On a change from Series D to Series A Units, Unitholders will be required to pay the fees and charges applicable to the Initial Sales Charge Option for Series A Units.

Purchasing Series XD Units

Series XD Units of the Fund are currently closed to new purchases. On or about May 31, 2019, existing Series D Units which were purchased on or before October 31, 2018 will be redesignated Series XD Units. There are no sales charges or redemption fees payable on the purchase or sale of Series XD Units.

If we become aware that you are no longer eligible to hold Series XD Units, we may change your Series XD Units into Series XA Units after giving you 30 days' prior written notice, unless you notify us during the notice period and we agree that you are once again eligible to hold Series XD Units. On a change from Series XD to Series XA Units, Unitholders will be required to pay the fees and charges applicable to the Initial Sales Charge Option for Series XA Units.

Purchasing Series F Units

Series F Units are only available through dealers or financial planners who offer certain fee-based programs that have been approved by us. An investor in one of these programs pays a fee to his or her dealer based on the assets in that investor's account and/or for on-going financial planning and advice. Your dealer or financial adviser must enter into an agreement with us before selling Series F Units.

There are no sales charges, redemption fees, trailing commissions or other commissions payable on the purchase or sale of Series F Units.

If you cease to be eligible to hold Series F Units, we may change your Series F Units into Series A Units after giving you 30 days' prior written notice, unless you notify us during the notice period and we agree that you are once again eligible to hold Series F Units. On a change from Series F to Series A Units, Unitholders will be required to pay the fees and charges applicable to the Initial Sales Charge Option for Series A Units.

Purchasing Series XF Units

Series XF Units of the Fund are currently closed to new purchases. On or about May 31, 2019, existing Series F Units which were purchased on or before October 31, 2018 will be redesignated Series XF Units.

There are no sales charges, redemption fees, trailing commissions or other commissions payable on the purchase or sale of Series XF Units.

If you cease to be eligible to hold Series XF Units, we may change your Series XF Units into Series XA Units after giving you 30 days' prior written notice, unless you notify us during the notice period and we agree that you are once again eligible to hold Series XF Units. On a change from Series XF to Series XA Units, Unitholders will be required to pay the fees and charges applicable to the Initial Sales Charge Option for Series XA Units.

Minimum Investment

The minimum initial investment in Units of either Series A, Series XA, Series D, Series XD, Series F or Series XF of the Fund is \$500 and the minimum additional investment is \$100. The initial minimum investment amount may be adjusted or waived in our absolute discretion and without notice to Unitholders.

Processing Orders

All orders for Units are forwarded to the registered office of the Fund for acceptance or rejection and the Fund reserves the right to reject any order in whole or in part. Dealers must transmit an order for Units to the registered office of the Fund without charge to the Unitholder. They must make such transmittal wherever practical by same day courier, priority post or telecommunications facility. This transmittal may be done through the electronic facility known as "Fundserv". Receipt of an order, payment or other documentation by such a facility on behalf of the Fund will be considered to be receipt by the Fund. You and your dealer are responsible for ensuring that your purchase order is accurate and that we receive all the necessary documents or instructions. The decision to accept or reject any order for Units will be made within one business day of receipt of the order by the Fund. In the event that any purchase order is rejected, all monies received with the order are returned to the subscriber. Full and proper payment for all orders for Units must be received at the Fund's registered office on or before the settlement date. The settlement date is generally the 2nd business day after the day on which the subscription price for the Units so ordered is determined.

Orders placed must be settled within the time periods described above. Where payment of the subscription price is not received on a timely basis or where the payment is returned or dishonoured, we, on behalf of the Fund, redeem the Units ordered by the cut-off time on the first business day following such period. The redemption proceeds reduce the amount owing to the Fund in respect of the failed purchase transaction. If the proceeds are greater than the amount you owe us, the Fund keeps the difference. If the proceeds are less than the amount you owe us, your dealer will pay the difference to the Fund and you may have to reimburse your dealer.

CHANGING BETWEEN SERIES

You may change Series A or Series D Units of the Fund into Series F Units of the Fund through your dealer if you meet the Series F eligibility criteria set out above.

You may change Series XA or Series XD Units of the Fund into Series XF Units of the Fund through your dealer if you meet the Series XF eligibility criteria set out above.

You may change Series A or Series F Units into Series D Units of the Fund through your discount broker if you meet the Series D eligibility criteria set out above.

You may change Series XA or Series XF Units into Series XD Units of the Fund through your discount broker if you meet the Series XD eligibility criteria set out above.

We may change your Series F Units into Series A Units of the Fund upon 30 days' prior notice if you cease to be eligible to hold Series F Units in your account. We will not make the change if your dealer notifies us during the notice period, and we agree, that you are once again eligible to hold Series F Units.

We may change your Series XF Units into Series XA Units of the Fund upon 30 days' prior notice if you cease to be eligible to hold Series XF Units in your account. We will not make the change if your dealer notifies us during the notice period, and we agree, that you are once again eligible to hold Series XF Units. We may change your Series D Units into Series A Units of the Fund upon 30 days' prior notice if you cease to hold Series D Units in a discount brokerage account. We will not make the change if your discount broker notifies us during the notice period, and we agree, that you are once again eligible to hold Series D Units.

We may change your Series XD Units into Series XA Units of the Fund upon 30 days' prior notice if you cease to hold Series XD Units in a discount brokerage account. We will not make the change if your discount broker notifies us during the notice period, and we agree, that you are once again eligible to hold Series XD Units.

Change Fees

In general, dealers may charge Unitholders a fee of up to 2% of the amount changed to cover the time, advice and processing costs involved in a change. The Unitholder and dealer negotiate this fee.

REDEMPTION OF UNITS

Price on Redemption

Units of a Series of the Fund may be redeemed at the NAV per Unit of that Series next determined after receipt of a redemption request at the registered office of the Fund.

Redemption requests received on any day that is not a Valuation Date or received after the cut-off time on a Valuation Date are deemed to have been received on the following Valuation Date. In that case, the price on redemption will be the NAV per Unit of the Series established on the Valuation Date following the day of actual receipt. The cut-off time for receipt of redemption requests is 4:00 p.m. (Eastern Time) on the business day prior to a Valuation Date.

Processing Redemptions

Redemption requests may be forwarded to dealers for delivery to the Fund. Dealers must transmit the particulars of such redemption requests to the Fund without charge to a Unitholder and must make such transmittal wherever practical by same day courier, priority post or telecommunications facility. This transmittal may be done through the electronic facility known as "Fundserv". Receipt of a redemption request or other documentation by such a facility on behalf of the Fund will be considered to be receipt by the Fund. You and your dealer are responsible for ensuring that your redemption request is accurate and that we receive all necessary documents or instructions.

No payment of redemption proceeds is made until a duly completed redemption request has been received from the registered holder of the Units. Redemption requests:

- for redemption proceeds of \$25,000.00 or more;
- that direct redemption proceeds to be paid to someone other than the dealer or to an address other than the registered address of the investor;
- for redemption proceeds not payable to all joint owners on an investor's account; or
- from a corporation, partnership, agent, fiduciary or surviving joint owner

may, in each case, be required to have signatures guaranteed by a Canadian chartered bank or trust company or by the Unitholder's dealer. You should consult your dealer with respect to the documentation required.

Where the Fund has received a duly-completed redemption request, the Fund pays the redemption proceeds within 2 business days of the Valuation Date upon which the relevant redemption price was determined. If you fail to provide the Fund with a duly completed redemption request within 10 business days of the date on which the NAV is determined for the purposes of the redemption, we, on behalf of the Fund, purchase the Units redeemed on the 10th business day. The redemption proceeds which would have been paid on the failed transaction are used to pay the purchase price. If the redemption proceeds are more than the purchase price, the difference belongs to the Fund. If the redemption proceeds are less than the purchase price, the dealer placing the redemption request pays the difference to the Fund and you may have to reimburse your dealer.

Payment for the Units that are redeemed shall be made as described above, provided that your cheque in payment for the purchase of any of the Units being redeemed has cleared. Any withholding taxes are deducted from the payment.

Unless you otherwise request, the cheque representing the redemption proceeds is mailed to your address as shown on the register of the Fund. As a convenience to Unitholders whose Units are registered in their own names, we will, if you so request, deliver by wire transfer the redemption proceeds to your designated Canadian dollar account at a Canadian bank, trust company or credit union on the day on which the redemption proceeds are made available by the Fund to us. There are no charges for this service, other than any costs or other fees in connection with a wire transfer that may be charged by your financial institution.

Unitholders whose Units are registered in the name of their dealer, broker or other intermediary must instruct that entity to provide us with a redemption request. Redemption proceeds are paid only to registered holders of Units, so Unitholders holding through financial intermediaries should expect redemption proceeds to be paid into their account with their financial intermediary.

Automatic Redemption

Unitholders in Series A, Series XA, Series D, Series XD, Series F and Series XF Units of the Fund must keep at least \$500 in each of their accounts. If your account falls below this amount, we may notify you and give you 30 days to make another investment. If your account stays below \$500 after those 30 days, we may redeem all of the Units in your account and send the proceeds to you.

You should also refer to "Fund Governance – Short-Term Trading Fees" below in connection with any redemption of Units.

Suspension of Redemption Rights

We reserve the right to suspend the right of redemption and to postpone the date of payment upon redemption for any period, but only in compliance with applicable securities legislation. The right of redemption with respect to Units of a Series of the Fund may be suspended during any period when normal trading is suspended on any exchange on which are traded portfolio securities or specified derivatives representing more than 50% of the Fund's total asset value without allowance for liabilities, provided that those portfolio securities or specified derivatives are not traded on another exchange that represents a reasonably practical alternative for the Fund. In addition, the right of redemption may be suspended with the consent of the securities regulatory authority. In the case of a suspension of the right of redemption before the redemption proceeds have been determined, a Unitholder may either withdraw a redemption request or receive payment based on the applicable NAV per Unit of the applicable Series next determined after the termination of such suspension. During any period of suspension of redemption rights, orders to purchase Units will not be accepted.

RESPONSIBILITY FOR MUTUAL FUND OPERATIONS

The Manager

Spartan is the investment fund manager of the Fund. The head office of the Manager is located at 100 Wellington Street West, Suite 2101, TD Centre, Toronto, Ontario M5K 1J3. The phone number for the Manager is 416-601-3172, the e-mail address is admin@spartanfunds.ca and the website address is www.spartanfunds.ca. As investment fund manager, we are responsible for the day-to-day business, operations and affairs of the Fund and provide marketing and administrative services to the Fund. We also furnish the office space and facilities, clerical help, bookkeeping and the internal accounting services required by the Fund. All Unitholder reporting and servicing requirements are also furnished by us or on our behalf. The Manager has retained SGGG Fund Services Inc. (“SGGG” or the “**Administrative Agent**”) to carry out certain administrative services for the Fund, consisting of fund accounting, valuation, including Unitholder recordkeeping, processing of all subscriptions and redemptions and calculating and processing all income and capital gains distributions. In this capacity, the receipt by the Administrative Agent of any document pertaining to the purchase, change or redemption of Units will be considered to be the receipt by the Fund.

The names and municipalities of residence of the directors and executive officers of the Manager, their respective positions and offices with the Manager, and their principal occupations in the past 5 years, are as follows:

Name and Municipality of Residence	Position with the Manager	Principal Occupation in Past 5 Years
Gary Ostoich Toronto, Ontario	Director, President, Chief Executive Officer, Chief Compliance Officer and Ultimate Designated Person	President, Chief Executive Officer and Chief Compliance Officer of the Manager
Brent Channell Oakville, Ontario	Director and Managing Director	Managing Director of the Manager
John Ackerl Millgrove, Ontario	Director and Chief Investment Officer	Chief Investment Officer of the Manager since December 2015; from 2012 to December 2015, he was with

Name and Municipality of Residence	Position with the Manager	Principal Occupation in Past 5 Years
		a number of investment management start ups

We act as investment fund manager of the Fund pursuant to a master management agreement dated as of April 23, 2014, as amended (the “**Management Agreement**”). The Management Agreement may be terminated by us on 30 days’ prior written notice. Any change in the investment fund manager of the Fund (other than to one of our affiliates) may be made only with the approval of the Unitholders of the Fund and, where applicable, in accordance with securities legislation.

Management Fees

For its management fee, the Manager directs the business, operations and affairs of the Fund and carries out the duties necessary to operate the business and affairs of the Fund, either directly or, in whole or in part, through a third party, including the investment management of each of the Fund’s investments and the provision of administrative services and facilities to the Fund.

For its services rendered to the Fund, the Manager receives annual management fees (accrued on each Valuation Date and paid monthly) which are unique to each Series of Units and calculated as an annual percentage of the Fund’s NAV on each Valuation Date attributable to the applicable Series of Units:

	Series A	Series XA	Series D	Series XD	Series F	Series XF
StoneCastle Cannabis Growth Fund	2.00%	1.90%	1.25%	1.15%	1.00%	0.90%

Management fees are subject to harmonized sales tax (HST).

Incentive Fee

The Fund pays the Manager a quarterly incentive fee, subject to applicable taxes including HST. The incentive fee will be equal to 20% of the difference by which the return in the weekly NAV (or daily NAV in the event that the calculation of NAV changes to daily) of the applicable Series of the Fund from January 1 to March 31, April 1 to June 30, July 1 to September 30 and October 1 to December 31 exceeds the percentage return of the North American Marijuana Index, which is an index calculated and published by Solactive AG, or any successor index to such index, for the same period (the “**Benchmark**”). The payment of the incentive fee in any quarter will only be made if the performance of the applicable Series of the Fund, on a cumulative basis calculated from the last Valuation Date for which an incentive fee was paid, has exceeded the performance of the Benchmark on a cumulative basis for the same period. The incentive fee is accrued on a weekly basis and is paid at the end of the quarter.

Management/Incentive Fee Distributions

The Manager reserves the right to offer a reduced management and/or incentive fee to selected investors in any Series of Units who (among other considerations) hold large investments in the Fund. This is achieved by reducing the management and/or incentive fee charged by us to the Fund based on the NAV of the Units held by such investor and the Fund distributing the amount of the reduction (a “**Management/Incentive**

Fee Distribution”) in additional Units of the same Series of the Fund to the investor. Management/Incentive Fee Distributions are paid first out of net income and net realized capital gains, and, thereafter, out of capital. See “*Income Tax Considerations for Investors*” in the Simplified Prospectus for more information regarding the tax consequences of a Management/Incentive Fee Distribution.

Fund-of-Fund Investments

If the Fund invests in an underlying fund, the fees and expenses payable in connection with the management of the underlying fund are in addition to those payable by the top fund. However, we will ensure that if the Fund invests in an underlying fund, it will not pay duplicate management fees on the portion of its assets that it invests in that underlying fund. In addition, if the Fund invests in an underlying fund, it will not pay duplicate sales fees or redemption fees with respect to the purchase or redemption by it of securities of that underlying fund.

Trustee

We have been appointed as trustee of the Fund under the Declaration of Trust, which establishes the fundamental operating structure for the Fund. In our capacity as trustee, we have ultimate responsibility for the business and undertaking of the Fund and must carry out the terms of the Declaration of Trust. Currently, we receive no compensation in our capacity as trustee. We may resign as trustee of the Fund by giving 60 days’ prior written notice to Unitholders. If a successor trustee can be found and agrees to accept the appointment, such successor trustee will assume the duties and obligations of the incumbent trustee within the notice period. If a successor trustee cannot be found or is not appointed by Unitholders in accordance with the provisions of the Declaration of Trust, then the Fund will be terminated at the expiry of the notice period.

Portfolio Manager

Pursuant to the Management Agreement, we are the portfolio manager of the Fund and, in such capacity, are responsible for the management of the investment portfolio, the establishment of investment policies and guidelines and the provision of investment analysis relating to the assets of the Fund. In carrying out these responsibilities, we may retain the services of other portfolio managers as sub-advisors to the Fund.

We have delegated the day-to-day management of the investment portfolio of the Fund to StoneCastle pursuant to a sub-advisory agreement dated April 11, 2018 between the Portfolio Manager and StoneCastle (the “**Sub-Advisory Agreement**”). The Sub-Advisory Agreement may be terminated by either the Manager or StoneCastle on 90 day’ prior written notice.

The following is the name of the person principally responsible for the day-to-day management of the Fund and this person’s business experience during the five years preceding the date hereof:

Name and Title	Years with StoneCastle	Business Experience in the Past Five Years
Bruce Campbell President and Portfolio Manager	11	President and Portfolio Manager of StoneCastle since 2008.

Brokerage Arrangements

All decisions as to the purchase and sale of portfolio securities for the Fund, and all decisions as to the execution of these portfolio transactions, including the selection of market and dealer and the negotiation of commissions, where applicable, are made by StoneCastle. In effecting portfolio transactions, StoneCastle seeks to obtain best execution of orders as required by applicable securities regulations.

When selecting dealers to conduct securities transactions on behalf of the Fund, whether or not affiliated with StoneCastle, StoneCastle takes into account a number of factors, in the context of its overriding responsibility to seek best execution, including:

- the execution ability of the dealer with reference to the particular trade;
- trading expertise and prompt access to large blocks of securities;
- willingness of the dealer to commit its own capital to facilitate trading;
- analyst expertise;
- quality of sales coverage, including access to company meetings, conferences, industry or economic speakers and seminars; and
- international expertise.

Additionally, in selecting a dealer for a particular securities transaction, StoneCastle may consider the quality and quantity of research (“**Research**”) provided by various competing dealers, provided such dealers are otherwise able to effectively execute the applicable trade. The use of such Research is deemed to be an integral part of the investment portfolio management process and, as such, is beneficial to the Fund.

StoneCastle is aware of the potential conflicts of interest faced by portfolio managers, given the incentives created for portfolio managers to place their own interests ahead of their clients’ interests when obtaining goods or services other than order execution in connection with client transactions. StoneCastle manages these potential conflicts of interest by using client brokerage commissions only for execution services and for investment decision-making services that will benefit its clients, including the Fund. StoneCastle never uses client brokerage commissions to pay for general overhead expenses or other services that do not benefit clients. The types of goods and services, other than order execution, that might be provided include: (i) goods or services directly related to order execution; (ii) advice relating to the value of a security or the advisability of effecting a transaction in a security; (iii) analyses and research reports, presented in oral or written form, concerning a security, portfolio strategy, issuer, industry, or an economic or political factor or trend; and (iv) a database or software, to the extent that it supports the foregoing goods and services.

In the normal course, StoneCastle receives and utilizes Research provided by dealers without any formal arrangement to compensate such dealers for the Research. StoneCastle may utilize Research obtained from any dealer without any corresponding obligation to direct trading commissions to such dealer. Such dealers may or may not continue to provide Research in the absence of any allocation of trading commissions.

In the normal course of client trading activity, StoneCastle may cause the accounts involved in a trade to pay more than the lowest available commission rate for eligible brokerage services in order to obtain better trade execution and in recognition of Research provided by dealers. Because brokerage commissions are a client asset, StoneCastle has the obligation to determine, in good faith, that commissions paid are reasonable in relation to the Research and brokerage products and services received. When making this good faith determination, StoneCastle will consider the unbundled price (when that price is available) that a dealer charges for Research. However, in StoneCastle’s experience, such unbundled pricing is rare. To the

contrary, in the normal course, the excess commission paid to dealers above the lowest available commission rate for a particular trade is a function not only of Research provided, but of a set of factors including execution quality and the other factors normally considered by StoneCastle in its broker selection process. Therefore, in the normal course, StoneCastle makes its good faith determination not in reference to particular transactions, but rather, in reference to its overall responsibilities with respect to accounts over which it exercises investment discretion.

Over time, as permitted by regulatory requirements, clients collectively receive the benefit of the Research supplied through the use of their collective brokerage commissions.

The Manager shall review broker commission allocations on a regular basis. Where commission allocations are unusually concentrated with one or more brokers, the Manager conducts deeper inquiries to determine whether such concentrations are justified in the context of the overall obligation to seek best execution. Such additional monitoring provides the Manager with an additional layer of comfort that the overall commissions paid are reasonable in relation to the Research and brokerage products and services received.

The name of any dealer or third party that provided a good or service referred to in the foregoing list will be provided to Unitholders upon request by contacting us at 416-601-3172 or admin@spartanfunds.ca.

Custodian

The portfolio assets of the Fund are held under the principal custodianship of CIBC World Markets Inc. (“CIBC”), located in Toronto, Ontario, pursuant to a custodial services agreement dated April 10, 2018 (the “**Custodian Agreement**”). As custodian, CIBC holds the cash and securities of the Fund. Any party to the Custodian Agreement may terminate it at any time upon 90 days’ written notice or immediately, if any party becomes insolvent, or makes an assignment for the benefit of creditors, or a petition in bankruptcy is filed by or against that party and is not discharged within 30 days, or proceedings for the appointment of a receiver for that party are commenced and not discontinued within 30 days. The principal custodian has a qualified foreign sub custodian in each jurisdiction in which the Fund invest in securities. The agreements between CIBC and such sub-custodians are consistent with the provisions of the Custodian Agreement, provide that each Fund may enforce its rights in respect of its assets held in accordance with their provisions and otherwise comply with the relevant provisions of NI 81-102.

Auditor

Deloitte LLP of Toronto, Ontario is the auditor of the Fund.

Registrar and Transfer Agent

SGGG acts as the registrar and transfer agent and provides other administrative services for the Fund, from its principal offices in Toronto, Ontario, pursuant to an administrative services agreement (the “**Administrative Services Agreement**”). SGGG delivers administration processing for the Fund for investment accounting, NAV calculations, transfer agency, Unitholder record keeping, tax preparation, client statements and client servicing.

CONFLICTS OF INTEREST

Principal Holders of Securities

The Manager is a direct wholly-owned subsidiary of Alpheus Holdings Inc. As at March 31, 2019, 2056976 Ontario Limited (beneficially owned by Barry Biniaris) owned 26,000 common shares and each of Westor Research & Trading Corp. (beneficially owned by Gary Ostoich), and Channell Thales Holding Corp. (beneficially owned by Brent Channell) each owned 39,000 common shares of Alpheus Holdings Inc., representing 100% of the issued and outstanding voting securities of Alpheus Holdings Inc.

As at March 31, 2019, the directors and officers of the Manager, in aggregate, beneficially owned, directly or indirectly, 50.59% of the issued and outstanding Units of Series D of the Fund. In addition, as at March 31, 2019, the directors and officers of the Manager, in aggregate, did not beneficially own, directly or indirectly, any securities of any person or company that provides services to the Fund or to the Manager.

As at March 31, 2019, the members of the Independent Review Committee, in aggregate, did not beneficially own, directly or indirectly, more than 10% of the issued and outstanding Units of any Series of the Fund. In addition, as at March 31, 2019, the members of the Independent Review Committee, in aggregate, did not beneficially own, directly or indirectly, any securities of the Manager or of any person or company that provides services to the Fund or to the Manager.

As at March 31, 2019, the following persons or companies owned of record or beneficially, directly or indirectly, more than 10% of the issued and outstanding Units of any Series of the Fund:

Name of Holder	Series of Units	Type of Ownership	Number of Units	Percentage of Issued and Outstanding Units
Investor A*	A	Of record and beneficial	2,501.1393	22.48%
Investor B*	A	Of record and beneficial	2,501.1393	22.48%
Investor C*	A	Of record and beneficial	2,000.9114	17.99%
Westor Trading and Research Corp.	D	Of record and beneficial	233.2229	30.53%
Gary Ostoich	D	Of record and beneficial	153.2163	20.06%
Investor D*	F	Of record and beneficial	5,004.0979	17.57%

*To protect the privacy of this investor who is an individual, we have omitted the name of this Unitholder. This information is available on request by contacting Spartan Fund Management Inc. at 416-601-3172.

FUND GOVERNANCE

General

The Manager, as the trustee and the investment fund manager of the Fund, has the ultimate and overriding authority to manage and direct the business, operations and affairs of the Fund, subject to applicable law and the Declaration of Trust. The Manager has established appropriate policies, procedures and guidelines to ensure the proper management of the Fund. The systems implemented monitor and manage the business and sales practices, risks and internal conflicts of interest relating to the Fund while ensuring compliance with regulatory and corporate requirements.

Independent Review Committee (“IRC”)

In accordance with National Instrument 81-107 *Independent Review Committee for Investment Funds* (“**NI 81-107**”), an IRC has been established for all the Spartan Funds. The IRC is composed of 3 individuals, each of whom is independent of the Fund, the Manager and its affiliates. The current members of the IRC are William Woods, Sue Bochner and Rod Seyffert. The Chair of the IRC is William Woods.

The IRC has adopted a written charter that includes its mandate, responsibilities and functions and the policies and procedures that it follows when performing its functions.

In accordance with NI 81-107, the mandate of the IRC is to consider and provide recommendations to us on conflicts of interest to which we are subject when managing the Spartan Funds. We are required under NI 81-107 to identify conflicts of interest inherent in our management of the Spartan Funds and to request input from the IRC on how we manage those conflicts of interest, as well as on our written policies and procedures outlining our management of those conflicts of interest. We must refer our proposed course of action in respect of any such conflict of interest matter to the IRC for its review. Certain matters require the IRC’s prior approval. In most cases, however, the IRC will provide a recommendation to us as to whether or not, in the opinion of the IRC, our proposed action will provide a fair and reasonable result for the Spartan Funds. For recurring conflict of interest matters, the IRC can provide us with standing instructions.

The IRC will report annually to the unitholders of the Spartan Funds on its activities, as required by NI 81-107. The reports of the IRC will be available free of charge from us on request by contacting us at admin@spartanfunds.ca and will be posted on our website at www.spartanfunds.ca. The annual report of the IRC will be available on or about March 31 in each year.

Each member of the IRC will receive an annual retainer and a fee for each meeting of the IRC attended by the member, and will be reimbursed for reasonable expenses incurred. The fees paid to the IRC in respect of the last financial year were \$2,041.67.

Excessive Short-Term Trading

The Fund is generally designed as a long-term investment. Some investors may seek to trade frequently their holdings of the Fund to try to take advantage of the difference between the Fund’s NAV and the underlying value of the Fund’s portfolio holdings. This activity is sometimes referred to as “market timing”. Frequent trading in order to time the market can harm the Fund’s performance, affecting all the Unitholders in the Fund, by forcing the Fund to keep cash or sell investments to meet redemptions. We use a combination of measures to detect and deter market timing activity, including:

- monitoring trading activity in client accounts and, through this monitoring, declining certain trades when necessary;
- imposing short-term trading fees; and
- when appropriate, applying fair value pricing to foreign portfolio holdings in determining the price of the Fund.

Short-Term Trading Fees

If you redeem within 30 days of purchase, we may charge a short-term trading fee on behalf of the Fund of up to 2% of the value of the Units redeemed. This fee is payable to the Fund. We may waive the short-

term trading fee charged by the Fund for a trade if the size of the trade is small enough or if the short-term trade did not otherwise harm other Unitholders in the Fund.

These short-term trading fees will not be charged for a redemption of Units pursuant to a systematic withdrawal program or for redemptions by another investment fund, product or program approved by us or in other appropriate circumstances in our absolute discretion.

Proxy Voting Policies and Procedures

Summaries of StoneCastle's proxy voting policies and procedures are set out below. Copies of the complete proxy voting policies and procedures for the Fund are available to you on request, free of charge, by calling us at 416-601-3172, by sending an e-mail to admin@spartanfunds.ca or by mailing to Spartan Fund Management Inc. at 100 Wellington Street West, Suite 2101 TD Centre, Toronto, Ontario M5K 1J3.

StoneCastle has written policies and procedures ("**Policies**") in relation to proxy voting.

StoneCastle is required to vote proxies in accordance with the Policies and to vote in the best interests of the Fund, in a manner that includes maximizing the positive economic effect on the Fund's value and to protect the Fund's rights as a shareholder. StoneCastle may depart from the Policies on certain matters where StoneCastle believes it is necessary to do so in the best interests of the Fund.

The Fund is considered to have received a solicitation at the time it or StoneCastle has received notice at their offices. In the event that StoneCastle does not receive a solicitation within sufficient time to execute a vote or the proxy is not submitted to the issuer in the time required, the Fund will not be able to vote on the matters solicited.

The Policies generally provide for voting in favour of management's recommendations unless there are specific circumstances for voting against and/or StoneCastle believes the Fund's best interests would be better served by voting against such recommendations. StoneCastle will also document the reasons for a decision to cast a proxy vote in a manner that deviates from the Policies.

The Policies include procedures for dealing with non-routine matters, including corporate restructurings, mergers and acquisitions, proposals affecting security holder rights and executive compensation. These matters will usually be addressed on a case-by-case basis with a focus on the best interests of the Fund.

The Policies are available at no cost upon request in writing to the Manager at 100 Wellington Street West, Suite 2101 TD Centre, Toronto, Ontario M5K 1J3.

The voting record, if any, for the previous year ended December 31 will be available free of charge to any Unitholder of the Fund upon request at any time after February 28 of the new year and will be made available on the Manager's website at www.spartanfunds.ca.

DISTRIBUTIONS

The Fund distributes sufficient net income and net realized capital gains (reduced by loss carry forwards, if any) in each taxation year to ensure that the Fund is not liable for ordinary income taxes. The Fund makes distributions of net income and net realized capital gains on a business day within the final 3 weeks of each calendar year-end to investors of record at the close of business on the business day immediately preceding the payment date of such distribution. The Fund may also make such other distributions out of income, capital gains and/or capital at such time or times as the Manager, in its sole discretion, determines.

The Fund's distribution policy is more specifically set out in the Simplified Prospectus.

We automatically reinvest any distribution made by the Fund at the applicable NAV per Unit for the Series. Immediately following such distribution, the Manager intends to consolidate the number of outstanding Units of a Series of the Fund such that each unitholder will hold after the consolidation the same number of Units as the unitholder held before the distribution (except in the case of non-resident unitholders to the extent tax was required to be withheld on the distribution).

We provide each Unitholder with an annual statement and, in the case of taxable investors, tax slips showing income distributions, capital gains distributions and, if applicable, returns of capital made to such investor. These annual statements, together with the confirmation that you received on a purchase of or reinvestment of distributions of Units of the Fund, should be retained by you, so that you may accurately compute, for tax purposes, any gain or loss on a redemption of Units or report distributions received. You may also use this information to calculate the ACB (as defined below) of the Units.

INCOME TAX CONSIDERATIONS

The following summary fairly presents the principal Canadian federal income tax considerations under the Tax Act, as of the date hereof, for the Fund and for a prospective investor in the Fund who is an individual (other than a trust) and who, for the purposes of the Tax Act, is resident in Canada, holds Units of the Fund either directly as capital property or in a registered plan, is not affiliated with the Fund and deals at arm's length with the Fund.

This summary is based upon the current provisions of the Tax Act and the regulations issued thereunder (the "**Regulations**"), all specific proposals to amend the Tax Act and Regulations publicly announced by the Minister of Finance (Canada) prior to the date hereof and the current published administrative practices and assessing policies of the Canada Revenue Agency. Except for the foregoing, this summary does not take into account or anticipate any change in law, whether by legislative, regulatory, administrative or judicial action. Furthermore, this summary does not take into account provincial or foreign income tax legislation or considerations.

This summary is based on the assumption that the Fund will be a "mutual fund trust" for purposes of the Tax Act at all material times.

This summary is of a general nature only, is not exhaustive of all possible income tax considerations and is not intended to be legal or tax advice. We do not describe the tax rules in detail or cover all the tax consequences that may apply. Accordingly, prospective investors should consult their own tax advisors about their individual circumstances.

In each year, the Fund will distribute its net income and net realized capital gains to investors to such an extent that it will not be liable for ordinary income tax under Part I of the Tax Act (after taking into account any applicable losses and any entitlement to a capital gains refund).

The Fund is required to compute its net income and net realized capital gains in Canadian dollars for the purposes of the Tax Act and may, as a consequence, realize income or capital gains by virtue of changes in the value of the U.S. dollar, or other relevant currency, relative to the Canadian dollar.

Capital or income losses realized by the Fund cannot be allocated to Unitholders but, subject to certain limitations, may be deducted by the Fund from capital gains or net income realized in other years. In certain circumstances, losses of the Fund may be suspended or restricted and, as a result, would be unavailable to shelter capital gains or income until a subsequent year.

Taxation of Investors Other than Registered Plans

Distributions of Income and Capital Gains

The amount of any net income and the taxable portion of net realized capital gains of the Fund that is paid or payable to you in the year will generally be required to be included in your income for income tax purposes, whether such amount is reinvested in additional Units or paid in cash. This may include a Management/Incentive Fee Distribution. If distributions are reinvested in additional Units of the Fund, the adjusted cost base (“ACB”) of your Units will be increased by the amount reinvested. To the extent that distributions (including Management/Incentive Fee Distributions) to you by the Fund in any year (other than as proceeds of disposition) exceed the net income and the net realized capital gains of the Fund for the year, such excess distributions will be a return of capital and will not be taxable in your hands but will reduce the ACB of your Series of Units, unless the distributions are reinvested in Units of the Fund. Where net reductions to the ACB of your Units would result in an ACB becoming a negative amount, such amount will be treated as a capital gain realized by you and your ACB of such Units will then be adjusted to nil. Any further net reductions to ACB will similarly be treated as capital gains for you.

The Fund will designate, to the extent permitted by the Tax Act, the portion of the income distributed to investors as may reasonably be considered to consist of, respectively, (i) taxable dividends received by it on shares of taxable Canadian corporations and (ii) net taxable capital gains. Any such designated amount will be deemed for tax purposes to be a taxable dividend received by investors in the year and a taxable capital gain realized by investors in the year, respectively. The applicable dividend gross up and tax credit rules will apply to amounts designated as taxable dividends from taxable Canadian corporations. An enhanced dividend gross up and tax credit is available for certain eligible dividends from Canadian corporations.

In addition, the Fund may make designations in respect of its foreign source income so that, for purposes of computing any foreign tax credit to you, you will be deemed to have paid as tax to the government of a foreign country that portion of the taxes paid by the Fund to that country that is equal to your share of the Fund’s income from sources in that country.

Redemptions and Other Dispositions

Upon the actual or deemed disposition of a Unit of the Fund, a capital gain (or a capital loss) will generally be realized to the extent that the proceeds of disposition of the Unit exceed (or are exceeded by) the aggregate of the ACB to you of the Unit and any costs of disposition. Generally, one half of a capital gain or a capital loss is taken into account in determining taxable capital gains and allowable capital losses. Allowable capital losses may only be deducted against taxable capital gains, subject to detailed rules in the Tax Act. Allowable capital losses may be carried back three years and carried forward indefinitely.

A consolidation of Units following a distribution from the Fund will not result in a disposition of Units.

Adjusted Cost Base

For the purpose of determining the ACB to you of Units of a Series of the Fund when a Unit of a Series of the Fund is acquired, whether on the reinvestment of distributions or otherwise, the ACB of the Unit is determined by averaging the cost of the newly acquired Unit with the ACB to you of all other identical Units of the Fund held by you immediately before that time. The reinvestment of distributions may cause your ACB per Unit to change.

Alternative Minimum Tax

You may be liable for alternative minimum tax in respect of Canadian dividends and realized capital gains (including capital gains distributions received). You should consult your own tax advisors regarding this potential tax.

Registered Plans

Registered Plans are, generally, not subject to tax on income earned on, and proceeds realized on the disposition of, Units of the Fund as long as the income and proceeds remain in the Registered Plan.

Provided that the Fund is a “mutual fund trust” under the Tax Act, Units of the Fund will be “qualified investments” under the Tax Act for Registered Plans. Annuitants of registered retirement savings plans and registered retirement income funds, holders of tax-free savings accounts and registered disability savings plans, and subscribers of registered education savings plans, should consult with their own tax advisors as to whether Units of the Fund would be a “prohibited investment” under the Tax Act in their particular circumstances.

Investors who choose to purchase Units of a Fund through a Registered Plan should consult their own tax advisors regarding the tax treatment of contributions to, and acquisitions of property by, such Registered Plan.

MATERIAL CONTRACTS

The material contracts that have been entered into by or on behalf of the Fund are as follows:

- the Declaration of Trust by the Manager, in its capacity as trustee, as described under “Responsibility for Mutual Fund Operations”;
- the Management Agreement between the Manager and the Fund, as described under “Responsibility for Mutual Fund Operations”; and
- the Custodian Agreement between the Manager, as trustee of the Fund, and CIBC World Markets Inc., as custodian, as described under “Responsibility for Mutual Fund Operations”.

Copies of the foregoing may be inspected during ordinary business hours on any business day at the head office of the Fund.

CERTIFICATE OF THE FUND, MANAGER AND THE PROMOTER

**StoneCastle Cannabis Growth Fund
(the “Fund”)**

This annual information form, together with the simplified prospectus and the documents incorporated by reference into the simplified prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as required by the securities legislation of Ontario, Alberta and British Columbia and do not contain any misrepresentations.

DATED the 18th day of April, 2019.

(signed) “Gary Ostoich”

Gary Ostoich
Chief Executive Officer

(signed) “Brent Channell”

Brent Channell
Acting Chief Financial Officer for the
purposes of this Certificate

On behalf of the Board of Directors of Spartan Fund Management Inc.,
the trustee, manager and promoter of the Fund

(signed) “Brent Channell”

Brent Channell
Director

(signed) “Gary Ostoich”

Gary Ostoich
Director

(signed) “John Ackerl”

John Ackerl
Director

ANNUAL INFORMATION FORM

Offering Series A, Series XA, Series D, Series XD, Series F and Series XF Units

StoneCastle Cannabis Growth Fund

Spartan Fund Management Inc.

100 Wellington Street West, Suite 2101 TD Centre

Toronto, Ontario M5K 1J3

Telephone: 416-601-3172

Facsimile: 905-881-1466

www.spartanfunds.ca

You can find more information about the Fund in the Fund's Simplified Prospectus, and the Fund's management report of fund performance and financial statements, once available. For a free copy of these documents, call us at 416-601-3172 or ask your dealer. You may find these documents and other information about the Fund, such as information circulars and material contracts, at www.spartanfunds.ca or at www.sedar.com.

TOR01: 7860263: v12