



MR MATT JACKSON  
123 MERGER STREET  
TORONTO, ON  
M5W 1E6

December 2, 2022

We are sending you this information package because you hold securities in one or more mutual funds that are part of the Canada Life Mutual Funds (the “**Canada Life Funds**”), managed by Canada Life Investment Management Ltd. (“**CLIML**”), that will be merged into other Canada Life Funds on or about February 3, 2023.

**No action is required on your part.** On the effective date of the merger, if you are an investor of record in a fund that merges into another fund, you will automatically become an investor in the other fund. You will pay no fees or charges in connection with this event. The mergers will occur on a tax-deferred basis, and the fees you pay will be the same or lower than those of the fund you hold currently.

We encourage you to read the enclosed “Investor Notice”, which provides details of the changes. If you have any questions, we encourage you to contact us by calling, toll-free, during normal business hours at 1-800-387-0614, 1-800-387-0615 (bilingual) or 1-888-465-1668 (Asian investor services) or by emailing us at [service@mackenzieinvestments.com](mailto:service@mackenzieinvestments.com)

You may switch or redeem your securities of the fund to be merged at any time before the close of business on the effective date of the merger. If you do this, you may be subject to fees or redemption charges as described in the Canada Life Funds’ simplified prospectus, or, if applicable, in your agreement with CLIML, and the tax consequences for you are described in the simplified prospectus.

Thank you for continuing to make the Canada Life Funds a part of your long-term investment plan.

Sincerely,  
Canada Life Investment Management Ltd. as Manager of the Canada Life Funds

**Signed “Steve Fiorelli”**

Steve Fiorelli  
Chief Executive Officer of Canada Life Investment Management Ltd.

# Investor Notice

## Part One

### The Mergers

Canada Life Investment Management Ltd. (“**CLIML**”), the manager of the fund(s) identified in the second part of this notice, is writing to notify you of the merger (each a “**Merger**” together, the “**Mergers**”) of certain Canada Life Funds (each, a “**Terminating Fund**”) into other Canada Life Funds (each, a “**Continuing Fund**”, and together with a Terminating Fund, a “**Fund**”).

The proposed Mergers reflect CLIML’s desire to structure its funds as effectively as possible in order to maximize potential returns for investors and avoid duplicative funds. The proposed Mergers will also make CLIML’s product offering smaller and simpler, and therefore easier for investors and advisors to navigate.

In each Merger, on or about February 3, 2023 (the “**Merger Date**”), a Terminating Fund will be merged into a Continuing Fund (the Terminating Funds and the Continuing Funds, the “**Funds**”). As a result, when the Merger is completed, you will no longer hold securities of the Terminating Fund (the “**Terminating Fund Securities**”). Instead, you will hold securities of the Continuing Fund (the “**Continuing Fund Securities**”). CLIML may, in its discretion, decide not to merge a Terminating Fund into a Continuing Fund prior to the Merger Date.

In each Merger, the investment objectives, valuation procedures and fee structure of the Continuing Fund are substantially similar to those of the Terminating Fund.

CLIML believes that each Merger is in the best interests of investors of each Terminating Fund.

This notice is divided into two parts. The first part contains general information that is applicable to all Mergers. The second part provides you with specific information about each Merger affecting the Fund(s) whose securities you now hold.

**CLIML will bear all of the expenses incurred in connection with each Merger. No charges will be payable by you in this regard.**

### Independent Review Committee

Each Merger has been reviewed and approved by the Independent Review Committee of the Canada Life Funds (the “**IRC**”) on behalf of the Terminating Funds. The IRC has determined that:

- in proposing the Mergers, CLIML is acting free from any influence by an entity related to it and without taking into account any consideration relevant to an entity related to it;
- the Mergers represent the business judgment of CLIML uninfluenced by considerations other than the best interests of the Terminating Funds;
- the Mergers comply with CLIML’s written policies and procedures; and
- the Mergers achieve a fair and reasonable result for the Terminating Funds.

### Procedures for the Mergers

The procedures for a Merger are described below.

If you participate in a pre-authorized contribution (“**PAC**”) plan, dollar cost averaging service (“**DCA**”), systematic withdrawal program (“**SWP**”), or other systematic plan (as described in the simplified prospectus) in connection with the Terminating Fund(s), this plan will be continued with the applicable Continuing Fund following the Merger Date, unless otherwise noted in this notice.

### Fees and expenses

Generally, the Funds pay management fees, administration fees and fund costs. The management fees and any administration fees are paid to CLIML as manager of the Funds. A portion of the management fees paid in respect of certain series of units of certain Funds are paid by CLIML to Quadrus Investment Services Ltd. as the principal distributor of those series of units.

The annual management fees and administration fees for each Fund vary by series. The fees for Series I are negotiable by the investor and payable directly to CLIML.

Other fund costs to which a Fund may be subject include interest and borrowing costs, brokerage commissions and related transaction fees, taxes (including, but not limited to G.S.T./H.S.T. and income tax), all fees and expenses of the IRC, costs of complying with the regulatory requirement to produce fund facts, fees paid to external service providers associated with tax reclaims, refunds or the preparation of foreign tax reports on behalf of each Fund, new fees related to external services that were not commonly charged in the Canadian mutual fund industry and introduced after July 21, 2022, and the costs of complying with any new regulatory requirements, including, without limitation, any new fees introduced after July 21, 2022. Interest and borrowing costs and taxes will be charged to each series directly based on usage. Costs of complying with new regulatory requirements will be assessed based on the extent and nature of these requirements. The remaining fund costs will be allocated to each series of each Fund based on their net assets relative to the net assets of all series of the Funds. CLIML may allocate fund costs among each series of a Fund based on such other method of allocation as we consider fair and reasonable to each Fund.

The fees and expenses applicable to each Fund are described in the simplified prospectus for that Fund or, in the case of Series I securities of the Funds, in your agreement with CLIML.

Each Fund is structured as a unit trust. Prior to the Merger Date, you may receive a distribution of net income and/or net realized capital gains from the Terminating Fund, but only to the extent required to ensure that the Terminating Fund will not have to pay any income tax. Any such distribution will be automatically reinvested in Terminating Fund Securities.

The Terminating Funds will be closed to new purchases made by wire on February 1, 2023 at 4:00 p.m. (Toronto time). For switches and direct buy orders, the Terminating Funds will be closed on Friday, February 3, 2023, at 4:00 p.m. (Toronto time).

## Implementation of the Merger

Prior to the Merger Date, you may receive distributions from the applicable Terminating Fund, but only to the extent required to ensure that the applicable Terminating Fund minimizes any refundable tax payable. Any such distributions will be

automatically reinvested in applicable Terminating Fund Securities.

After the close of business on the Merger Date, the exchange of your Terminating Fund Securities for Continuing Fund Securities will occur on a tax-deferred basis:

- The Terminating Fund will transfer all of the net assets to the Continuing Fund in exchange for Continuing Fund Securities. The value of the Continuing Fund Securities received by the Terminating Fund will equal the value of the net assets that Terminating Fund transferred to the Continuing Fund;
- The Terminating Fund will then redeem your Terminating Fund Securities. You will receive your *pro rata* share of the Continuing Fund Securities that were held by the Terminating Fund.
- The Terminating Fund and the Continuing Fund will jointly elect, in prescribed form within six months of the transfer of the assets of the Terminating Fund to the Continuing Fund, to have section 132.2 of the *Income Tax Act (Canada)* (the “**Tax Act**”) apply with respect to the Merger which will ensure certain tax rollover treatment for you and the Terminating Fund.

Each Terminating Fund will then cease to exist.

## Canadian federal income tax considerations

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

The tax consequences of the Mergers are described below and depend on whether you hold Terminating Fund Securities inside or outside an account that is one of the following (each a “**Registered Plan**”):

- a registered retirement savings plan (“**RRSP**”);

- a registered retirement income fund (“RRIF”);
- a registered education savings plan (“RESP”);
- a life income fund;
- a locked-in retirement account;
- a locked-in retirement income fund;
- a locked-in retirement savings plan;
- a prescribed retirement income fund;
- a restricted life income fund;
- a restricted locked-in savings plan; or
- a tax-free savings account (“TFSA”).

### **If you hold Terminating Fund Securities inside a Registered Plan**

Generally, your Registered Plan will not experience any tax consequences as a result of the Mergers.

Generally, you will not pay tax on distributions paid by a Terminating Fund, and you will not be subject to tax on capital gains from redeeming or switching Terminating Fund Securities before the Merger Date as a result of the Merger.

All Terminating Fund Securities are qualified investments under the Tax Act for Registered Plans. All Continuing Fund Securities are, or will be effective at all material times, qualified investments under the Tax Act for Registered Plans. Annuitants of RRSPs and RRIFs, holders of TFSAs and subscribers of RESPs should consult with their own tax advisors as to whether Continuing Fund Securities would be a “prohibited investment” under the Tax Act if held in their particular RRSP, RRIF, TFSA or RESP.

Please refer to the simplified prospectus relating to the Continuing Funds, which is available from the Manager at no charge upon request, for a description of the income tax consequences of acquiring, holding and disposing of securities of the applicable Continuing Fund.

### **If you hold Terminating Fund Securities outside a Registered Plan**

The tax consequences of redeeming or switching Terminating Fund Securities before the Merger Date will be the

same as described in the simplified prospectus for each Terminating Fund.

On the Merger Date, the exchange of your Terminating Fund Securities for Continuing Fund Securities will occur on a tax-deferred basis:

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

### **If you do not wish to participate in the Merger**

If you do not wish to participate in the Merger, you may instead redeem your securities or switch to any other mutual fund offered under the applicable simplified prospectus at any time up to the close of business on the effective date of the Merger. In this case, you may be subject to redemption charges or switch fees as outlined in the simplified prospectus, unless otherwise specified in this notice. Please note, however, that if your Terminating Fund Units were purchased under an agreement with CLIML, information regarding switches or redemptions of such units is set out in your agreement with CLIML. The tax consequences of any such redemption or switch will be as described in the simplified prospectus.

### **For more information**

More information about the Fund(s) is contained in the simplified prospectus, the most recently filed fund facts, and the most recent annual and interim financial statements and management reports of fund performance. You can obtain copies of these documents at no cost:

- by accessing the Funds’ website at [www.canadalifeinvest.ca](http://www.canadalifeinvest.ca)
- by accessing the SEDAR website at [www.sedar.com](http://www.sedar.com)
- by emailing us at [service@mackenzieinvestments.com](mailto:service@mackenzieinvestments.com)

- by calling us, toll-free, during normal business hours at 1-800-387-0614, 1-800-387-0615 (Bilingual) or 1-888-465-1668 (Asian investor services).
- by faxing a request to us at 1-866-766-6623
- by mailing a request to us at 180 Queen Street West, Toronto, Ontario, M5V 3K1

## Part Two

### Fund details

**Terminating Fund** Canada Life Pathways Money Market Fund (the “**Terminating Fund**”)

### Merger details

**Continuing Fund** to merge into Canada Life Money Market Fund (the “**Continuing Fund**”)

**Merger Date** on or about February 3, 2022

**Reason(s) for Merger** The investment objectives of the Continuing Fund are substantially similar to those of the Terminating Fund. Both Funds seek to maximize income while preserving capital and maintaining liquidity by investing primarily in Canadian money market instruments such as treasury bills and short-term government and corporate debt. Also, both Funds fall within the Canadian Money Market category of the Canadian Investment Funds Standards Committee and are managed by the same subadvisor and portfolio manager team. The Merger is being proposed because the Terminating Fund has failed to attract significant assets from investors and remains sub-scale at less than \$1 million as of September 30, 2022. In addition, the proposed changes are expected to improve investors’ and advisors’ ability to navigate the product shelf by removing similar funds. Investors in the Terminating Fund will be merged into a larger fund that can provide greater diversification.

**Consequences of Merger** The table below sets out the series of Continuing Fund Securities that you will receive as a result of this merger based on the Terminating Fund Securities that you hold.

Terminating Fund Securities that you hold	Continuing Fund Securities that you will receive
Series I	Series I

You will pay the same fees on Continuing Fund Securities that you receive in the Merger as you currently pay on the Terminating Fund Securities that you hold.

**Capital Gain Allocations – Continuing Fund** The Proposed Merger will be executed as a Trust-to-Trust Tax Deferred Merger and will not trigger capital gains or losses for investors.

## Fund details

**Terminating Fund** Canada Life Pathways Canadian Equity Fund (the “**Terminating Fund**”)

## Merger details

**Continuing Fund** to merge into Canada Life Canadian Growth Fund (the “**Continuing Fund**”)

**Merger Date** on or about February 3, 2022

**Reason(s) for Merger** The investment objectives of the Continuing Fund are substantially similar to those of the Terminating Fund. Both Funds seek to provide a high level of long-term capital growth by investment primarily in Canadian stocks. Also, both Funds fall within the Canadian Equity category of the Canadian Investment Funds Standards Committee and are managed by the same subadvisor and portfolio manager team. The proposed changes are expected to improve investors’ and advisors’ ability to navigate the product shelf by removing similar funds. Investors in the Terminating Fund will be merged into a larger fund that can provide greater diversification and reduce operating expenses.

**Consequences of Merger** The table below sets out the series of Continuing Fund Securities that you will receive as a result of this merger based on the Terminating Fund Securities that you hold.

Terminating Fund Securities that you hold	Continuing Fund Securities that you will receive
Series I	Series I

You will pay the same fees on Continuing Fund Securities that you receive in the Merger as you currently pay on the Terminating Fund Securities that you hold.

### Capital Gain Allocations – Continuing Fund

The Continuing Fund may have material net unrealized capital gains as at the Merger Date. Upon completion of the Merger, such gains, if and when realized, would be allocated to all of the securityholders of the Continuing Fund, including the former securityholders of the Terminating Fund.

## Fund details

**Terminating Fund** Canada Life Pathways US Equity Fund (the “**Terminating Fund**”)

## Merger details

**Continuing Fund** to merge into Canada Life U.S. Value Fund (the “**Continuing Fund**”)

**Merger Date** on or about February 3, 2023

**Reason(s) for Merger** The investment objectives of the Continuing Fund are substantially similar to those of the Terminating Fund. Both Funds seek to provide above average total return by investing primarily in equity securities of U.S. corporations. The Merger is being proposed because the Terminating Fund has failed to attract significant assets from investors and remains sub-scale at approximately \$24.7 million as of September 30, 2022. Also, both Funds fall within the U.S. Equity category of the Canadian Investment Funds Standards Committee and are managed by the same subadvisor and portfolio manager team. In addition, the Proposed changes are expected to improve investors’ and advisors’ ability to navigate the product shelf by removing similar funds. Investors in the Terminating Fund will be merged into a large fund that will ensure the portfolio manager can efficiently manage the fund.

**Consequences of Merger** The table below sets out the series of Continuing Fund Securities that you will receive as a result of this merger based on the Terminating Fund Securities that you hold.

Terminating Fund Securities that you hold	Continuing Fund Securities that you will receive
Series I	Series I

You will pay the same fees on Continuing Fund Securities that you receive in the Merger as you currently pay on the Terminating Fund Securities that you hold.

**Capital Gain Allocations – Continuing Fund** The Continuing Fund may have material net unrealized capital gains as at the Merger Date. Upon completion of the Merger, such gains, if and when realized, would be allocated to all of the securityholders of the Continuing Fund, including the former securityholders of the Terminating Fund.