

*No securities regulatory authority has expressed an opinion about these shares and it is an offence to claim otherwise.*

**NEXT EDGE CAPITAL CORP.**

**Amendment No. 2 dated January 9, 2025  
to the Simplified Prospectus dated April 26, 2024, as amended by  
Amendment No. 1 thereto dated December 9, 2024**

of

**CMP NEXT EDGE RESOURCE CORP.  
(formerly “Dundee Global Fund Corporation”)**

**(the “Corporation”)**

**Series A, Series D and Series F Shares of  
CMP Next Edge Resource Class (formerly “Dundee Resource Class”)**

**(the “Fund”)**

This Amendment No. 2 dated January 9, 2025 to the simplified prospectus dated April 26, 2024, as amended by Amendment No. 1 thereto dated December 9, 2024 (the “**Prospectus**”), relating to the offering of shares of the Fund, provides certain additional information relating to the Fund and the Prospectus and should be read subject to this information. All capitalized words have the meaning set out in the Prospectus, unless specifically defined in this Amendment No. 2.

The Prospectus is being amended to reflect the following changes:

1. On December 30, 2024, Goodman & Company, Investment Counsel Inc. (“**GCIC**”) effected a sale of its fund management business, including the sale of all of the issued and outstanding shares of Dundee Global Fund Corporation to CMP Next Edge Holding Trust, and the transfer of the management agreement pursuant to which GCIC acted as investment fund manager and portfolio manager of the Fund, to Next Edge Capital Corp. (the “**Manager**” or “**Next Edge**”). In conjunction with this transaction, the name of the Corporation was changed to “CMP Next Edge Resource Corp.” and the name of the Fund was changed to “CMP Next Edge Resource Class” pursuant to Articles of Amendment dated January 9, 2025. In addition, the Manager engaged Palos Wealth Management Inc. as sub-advisor pursuant to a sub-advisory agreement dated November 26, 2024 (the “**Sub-Advisory Agreement**”).

As a result of the foregoing, all references in the Prospectus to the “Corporation” shall be read as references to “CMP Next Edge Resource Corp.”, all references to the “Fund” shall be read as references to “CMP Next Edge Resource Class”, and all references to “GCIC” or the “Manager” shall be read as references to “Next Edge”.

2. The first and second paragraphs under the heading “Responsibility for Fund Administration – The Manager” shall be deleted in their entirety and replaced with the following:

“The Manager of the Fund is Next Edge Capital Corp., a corporation established under the laws of Canada, with its office located at 18 King Street East, Suite 902, Toronto, Ontario, M5C 1C4. The toll-free number for the Manager is 1-877-860-1080, the e-mail address is [info@nextedgecapital.com](mailto:info@nextedgecapital.com) and the website is [www.nextedgecapital.com](http://www.nextedgecapital.com).”

The Manager is registered as a portfolio manager in Ontario and Alberta, an exempt market dealer in each of the provinces of Canada other than Prince Edward Island, and an investment fund manager in Ontario, Québec and Newfoundland and Labrador.”

3. The disclosure under the heading “Responsibility for Fund Administration – Executive Officers and Directors of the Manager” is deleted in its entirety and replaced with the following:

The names, municipalities of residence of the directors and executive officers of Next Edge and their principal occupations during the last five years are as follows:

Name and Municipality of Residence	Current Position and Office(s) with Next Edge
<b>Robert H. Anton</b> Oakville, Ontario	Acting Chief Executive Officer, Managing Director, President and Director of Next Edge
<b>David A. Scobie</b> Toronto, Ontario	Ultimate Designated Person, Managing Director, Chief Operating Officer and Director of Next Edge
<b>Michael Lawrence Guy</b> Georgetown, Ontario	Chief Compliance Officer and Managing Director

4. The disclosure under the heading “Responsibility for Fund Administration – Executive Officers and Directors of the Corporation” is deleted in its entirety and replaced with the following:

The executive officers and directors of the Corporation are as follows:

Name and Municipality of Residence	Position with Corporation	Principal Occupation
<b>Mark Goodman</b> Toronto, Ontario	Chief Executive Officer, President and Director	Mining executive
<b>Michael Lawrence Guy</b> Georgetown, Ontario	Chief Financial Officer, Secretary and Director	Chief Compliance Officer and Managing Director of the Manager

5. The disclosure under the heading “Responsibility for Fund Administration – Portfolio Manager” is deleted in its entirety and replaced with the following:

“The Manager acts as the portfolio manager for the Fund (the “**Portfolio Manager**”). The Portfolio Manager is responsible for portfolio management and advisory services for the Fund. Investment decisions are made based on fundamental research and quantitative analysis. The investment decisions made by the Portfolio Manager’s portfolio management team are not subject to the oversight, approval or ratification of a committee.

The following table sets forth the individuals who are principally responsible for the day-to-day management of the Fund:

<u>Name</u>	<u>Title</u>
Eden Rahim	Portfolio Manager

Eden Rahim is the Portfolio Manager for the Fund, as well as the Next Edge Biotech and Life Sciences Opportunities Fund and Veritas Next Edge Premium Yield Fund. Eden’s broad experience includes over twenty-five years as a Portfolio and Hedge Fund Money Manager, Options Strategist, Derivatives & Biotech Analyst.

Eden possesses a top quartile 5-year 5-Star growth fund Portfolio Manager track record on over \$1 billion in assets across 4 mandates at RBC Global Asset Management, in addition, Eden has delivered a +26% compounded annual return across a biotechnology mandate between 1995-2003. His experience also includes overseeing 14 Covered Call ETFs (over \$0.7 Billion AUM) in Canada, the US & Australia while at Horizons Exchange Traded Funds.

Eden is a regular guest speaker on the biotech industry on Bloomberg TV, BNN, as well as an author and contributor to many industry sources and major press articles in the US, and Canada. He also contributes as a speaker at numerous healthcare conferences.

The Manager also has the power to retain other firms to act as portfolio advisors, portfolio managers and sub-advisors of the Fund. In accordance with such power, the Manager has retained Palos Wealth Management Inc. to act as sub-advisor.

***Palos Wealth Management Inc.***

The Manager has entered into a sub-advisory agreement dated November 26, 2024 (the “**Sub-Advisory Agreement**”) with Palos Wealth Management Inc. (“**Palos**”), located in Montréal, Quebec.

As portfolio sub-advisor of the Fund, Palos will manage the assets held by the Fund in accordance with its investment objectives and investment strategies and subject to applicable investment restrictions. Palos operates at arm’s length from the Manager and the Fund.

The Sub-Advisory Agreement includes the following key terms:

- the Sub-Advisory Agreement may be terminated for a number of reasons, including if the Manager or Palos fails to maintain all necessary registrations or qualifications to effect the purposes of the agreement, or if either of the Manager or Palos consistently fails to discharge its duties and obligations under the agreement; and
- the Sub Advisory Agreement may be terminated by mutual agreement of the Manager and Palos.

The following employees of Palos are principally responsible for providing sub-advisory services to the Manager that will assist the Manager in making its investment selections for the Fund:

<b>Name</b>	<b>Title at Palos</b>
Charles Marleau	Portfolio Manager and Chief Investment Officer
William Mitchell	Portfolio Manager
Steven Pavao	Associate Portfolio Manager

**Charles Marleau, CIM®**

Charles Marleau is the co-founder and director at Palos, where he serves as Chief Investment Officer since 2021. Previously, Charles served as President and Chief Executive Officer of Palos from 2001 to 2021. He leads the management of the Palos Income Fund LP and the Palos Equity Income Fund, and he oversees all other Palos funds. A graduate of McGill University with a BA in Economics, Charles is a Chartered Investment Manager (CIM®) and a seasoned portfolio manager with deep expertise in macroeconomic analysis and market strategy. His contributions to Palos’ weekly investment committee meetings are integral to the firm’s research and risk management processes.

Charles has served on the boards of public and private companies and held roles such as honorary treasurer and board member for a prominent Canadian private school. Additionally, he has served as a member of the Independent Review Committees (IRCs) for multiple funds.

### **William Mitchell**

William (Bill) Mitchell brings over 25 years of professional trading experience to Palos. After earning his degree from Concordia University, he built a distinguished career at National Bank Financial, where he spent over 12 years as an equity specialist on the Montreal Exchange, and at Desjardins Securities, where he managed proprietary trading portfolios of Canadian and U.S. equities for 10 years. Throughout his career, Bill has honed an exceptional understanding of financial markets, focusing on technical analysis, risk hedging, and options strategies. His disciplined approach emphasizes patience, capital protection, and humility—principles he credits as key to achieving long-term success.

### **Steven Pavao**

Steven Pavao is an Associate Portfolio Manager at Palos and a CFA charterholder with over five years of experience in the wealth management industry. He began his career at RBC, where he worked as an investment associate responsible for a wide array of portfolio management activities, primarily in asset allocation and equity research. Steven graduated from Concordia University's John Molson School of Business, having majored in Finance with a minor in Entrepreneurship. At Palos, Steven focuses on portfolio management and investment strategy, helping clients achieve their financial goals through tailored approaches that emphasize integrity, transparency, and long-term value."

6. The first paragraph under the heading "Responsibility for Fund Administration – Independent Review Committee" is deleted in its entirety and replaced by the following:

"In accordance with the requirements of National Instrument 8 107 Independent Review Committee for Investment Funds ("NI 81 107"), the Manager has appointed a three-member independent review committee ("IRC") to deal with the matters applicable to such a committee as set out in NI 81-107. The current IRC members are Anthony Cox (Chair), Patricia Dunwoody and Michael Neylan. These individuals also serve on the independent review committee of the other investment funds managed by Next Edge. Each member of the IRC is "independent", as that term is defined in NI 81 107, of the Corporation and the Manager."

7. The second paragraph under the heading "Fees and Expenses – Fees and Expenses Payable by the Fund – Operating Expenses" is hereby deleted in its entirety and replaced by the following:

"The Fund also pays a proportionate share of the total compensation paid to the IRC each year and reimburses members of the IRC for expenses incurred by them in connection with their services as members of the IRC and as described above."

8. The disclosure under the heading "Conflicts of Interest" is deleted in its entirety and replaced by the following:

### **"Principal Holders of Securities**

As of the date of this simplified prospectus, the owner of record and the beneficial owner of the 10 common shares of the Corporation, representing 100% of the voting securities outstanding, was CMP Next Edge Holding Trust, a trust governed by the laws of Ontario for the benefit of the Shareholders."

9. The disclosure under the heading “Fund Governance – Remuneration of Directors and Officers” is deleted in its entirety and replaced by the following:

“No remuneration, fees or reimbursement of expenses are paid by the Fund to the directors or officers of the Manager.

As at the date hereof, the Chair of the IRC currently receives an annual retainer of \$12,000 and the other IRC members an annual retainer of \$9,000, plus reimbursement of expenses, and all such fees and expenses of the IRC will be paid by the Fund and other funds managed by the Manager pro rata based on the amount of time spent on each such fund’s business.”

10. The first sentence under the heading “What does the Fund Invest In? – Investment Strategy” is deleted in its entirety and replaced by the following:

“The Manager will invest primarily in public Canadian resource companies, including junior, intermediate, mid-cap and large-cap companies. The Manager may also selectively invest in private Canadian resource companies.”

11. All references in the Prospectus to the website, email address and phone number to be used to access additional information regarding the Fund, the Corporation and the Manager, including the Fund’s designated website, are updated to be: [www.nextedgecapital.com](http://www.nextedgecapital.com); [info@nextedgecapital.com](mailto:info@nextedgecapital.com); and 1-877-860-1080, respectively. The head office of the Manager is located at 18 King Street East, Suite 902, Toronto, Ontario, M5C 1C4.

### **What are your legal rights?**

Under securities law in some provinces and territories, you have the right to:

- withdraw from an agreement to buy mutual funds within two (2) business days after you receive a simplified prospectus or fund facts document, or
- cancel your purchase within 48 hours after you receive confirmation of the purchase.

In some provinces and territories, you also have the right to cancel a purchase, or in some jurisdictions, claim damages, if the simplified prospectus, fund facts document or financial statements contain a misrepresentation. You must act within the time limits set by law in the applicable province or territory.

For more information, see the securities law of your province or territory or ask a lawyer.

**CERTIFICATE OF THE CMP NEXT EDGE RESOURCE CLASS  
AND THE MANAGER AND PROMOTER OF THE CMP NEXT EDGE RESOURCE CLASS**

January 9, 2025

This amendment No. 2 dated January 9, 2025, together with the simplified prospectus dated April 26, 2024, as amended by Amendment No. 1 thereto dated December 9, 2024, and the documents incorporated by reference into the simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as amended, as required by the securities legislation of all the provinces and territories of Canada and do not contain any misrepresentations.

**ON BEHALF OF CMP NEXT EDGE RESOURCE CORP.**

(signed) "Mark Goodman"

Mark Goodman  
Chief Executive Officer

(signed) "Michael Lawrence Guy"

Michael Lawrence Guy  
Chief Financial Officer

**ON BEHALF OF THE BOARD OF DIRECTORS  
OF CMP NEXT EDGE RESOURCE CORP.**

(signed) "Michael Lawrence Guy"

Michael Lawrence Guy  
Director

**ON BEHALF OF NEXT EDGE CAPITAL CORP.,  
IN ITS CAPACITY AS MANAGER AND PROMOTER OF THE  
CMP NEXT EDGE RESOURCE CLASS**

(signed) "Robert H. Anton"

Robert H. Anton  
Chief Executive Officer

(signed) "David A. Scobie"

David A. Scobie  
Chief Operating Officer  
(Acting in the capacity of Chief Financial  
Officer)

**ON BEHALF OF THE BOARD OF DIRECTORS OF  
NEXT EDGE CAPITAL CORP., IN ITS CAPACITY AS  
MANAGER AND PROMOTER**

(signed) "David A. Scobie"

David A. Scobie  
Director