

This document contains key information you should know about the Dundee Resource Class (formerly, Dundee Global Resource Class). You can find more detailed information in the fund’s simplified prospectus. Ask your representative for a copy, contact Goodman & Company, Investment Counsel Inc. at 866.694.5672, email info@goodmanandcompany.com or visit <http://goodmanandcompany.com>. **Before you invest in any fund, you should consider how it would work with your other investments and your tolerance for risk.**

On September 30, 2024, Dundee Corporation announced that it has entered into a definitive agreement (the “**Purchase Agreement**”) to sell its investment management business operated through Goodman & Company, Investment Counsel Inc. (the “**Manager**”) to Next Edge Capital Corp. (“**Next Edge**”) Pursuant to the Purchase Agreement, Next Edge will acquire the investment fund management contracts for the fund and CMP 2023 Resource Limited Partnership (the “**Proposed Transaction**”). On November 28, 2024 the Manager announced that the shareholders of the fund approved the Proposed Transaction by ordinary resolution at the meeting of the shareholders of the fund held on November 28, 2024. The closing of the Proposed Transaction is expected to occur by December 31, 2024 or as soon as practicable thereafter, subject to the satisfaction of all remaining closing conditions set out in the Purchase Agreement. Upon completion of the Proposed Transaction, Next Edge will replace the Manager as the manager and portfolio manager of the Fund.

QUICK FACTS:

Fund Code:	N/A	Fund manager:	Goodman & Company, Investment Counsel Inc.
Date series started:	April 15, 2015	Portfolio manager:	Goodman & Company, Investment Counsel Inc.
Total value of the fund on November 29, 2024:	\$7,167,522	Minimum investment:	Not applicable
Management expense ratio (MER):	Not applicable: this series is not available to the public		

WHAT DOES THE FUND INVEST IN?

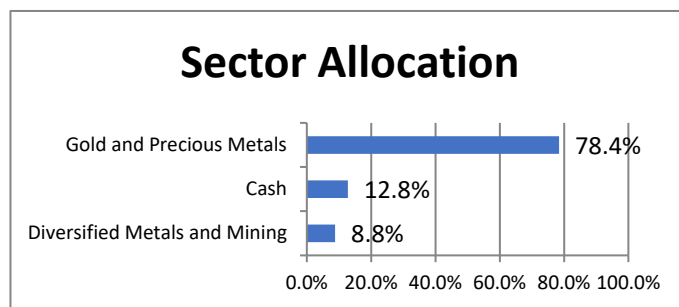
The fund seeks to provide long-term capital appreciation by investing primarily in Canadian listed resource companies with projects situated globally in jurisdictions outside of Canada that offer attractive risk-reward characteristics as well as other Canadian equities that offer the potential for capital appreciation. The fund plans for less than 10% of its assets to be invested in foreign securities.

The charts below give you a snapshot of the fund’s investments as at November 29, 2024. The fund’s investments will change.

Top 10 Investments (as at November 29, 2024):

Security Name	Base MV	% of NAV
K92 Mining Inc.	1,504,800	20.99%
Calibre Mining Corp.	1,375,000	19.18%
B2Gold Corp.	1,176,509	16.41%
Dundee Precious Metals Inc.	763,584	10.65%
Major Drilling Group International Inc.	472,450	6.59%
Thesis Gold Inc.	310,000	4.33%
Westhaven Gold Corp.	230,000	3.21%
SPC Nickel Corp.	176,500	2.46%
Maple Gold Mines Ltd.	165,000	2.30%
Talisker Resources Ltd.	107,500	1.50%
Total Percentage of top 10 Investments		87.64%
Total Number of Investments		25

Investment Mix (as at November 29, 2024):



HOW RISKY IS IT?

The value of the fund can go down as well as up. You could lose money.

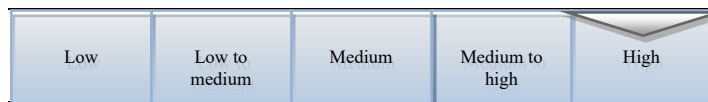
One way to gauge risk is to look at how much a fund’s returns change over time. This is called “volatility”.

In general, funds with higher volatility will have returns that change more over time. They typically have a greater chance of losing money and may have a greater chance of higher returns. Funds with lower volatility tend to have returns that change less over time. They typically have lower returns and may have a lower chance of losing money.

Risk Rating

Goodman & Company, Investment Counsel Inc. has rated this volatility of this fund as **high**.

This rating is based on how much the fund’s returns have changed from year to year. It doesn’t tell you how volatile the fund will be in the future. The rating can change over time. A fund with a low risk rating can still lose money.



For more information about the risk rating and specific risks that can affect the fund’s returns, see the Risk section of the fund’s simplified prospectus.

No Guarantees

Like most mutual funds, this fund doesn’t have any guarantees. You may not get back the amount of money you invest.

HOW HAS THE FUND PERFORMED?

This section tells you how the Series D has performed since inception. Returns are after expenses have been deducted. These expenses reduce the Series D’s returns.

Year-by-year returns

Not applicable: this series is not available to the public.

Best and worst 3-month returns

Not applicable: this series is not available to the public.

Average returns

Not applicable: this series is not available to the public.

WHO IS THIS FUND FOR?

Series D shares are not available to the public.

A WORD ABOUT TAX

In general, you’ll have to pay income tax on any money you make on a fund. How much you pay depends on the tax laws where you live and whether or not you hold the fund in a registered plan, such as a Registered Retirement Savings Plan (RRSP) or a Tax-Free Savings Account (TFSA).

Keep in mind that if you hold your fund in a nonregistered account, fund distributions are included in your taxable income, whether you get them in cash or have them reinvested.

HOW MUCH DOES IT COST?

The following tables show the fees and expenses you could pay to buy, own and sell Series D shares of the fund. The fees and expenses - including any commissions - can vary among classes of a fund and among funds. Higher commissions can influence representatives to recommend one investment over another. Ask about other funds and investments that may be suitable for you at a lower cost.

1. Sales Charges

The Series D shares are available on a “no-load” basis which means that you do not pay a sales charge to the fund.

2. Fund Expenses

You don’t pay these expenses directly. They affect you because they reduce the fund’s returns.

The fund’s expenses are made up of operating expenses and trading costs. There is no management fee or performance fee for this series. Because this fund is not open, its operating expenses and trading costs are not available.

Trailing commission – The Manager of the Fund does not pay trailing commissions.

3. OTHER FEES

You may have to pay other fees when you buy, hold, sell or switch shares of the fund.

Fee

What you pay

Short-term trading fee

A short-term trading penalty of up to 2.00% on the redemption price of shares redeemed within 90 days of the date upon which the shares were purchased. The penalty is paid to the Fund and not to Goodman & Company, Investment Counsel Inc.

WHAT IF I CHANGE MY MIND?

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

- Withdraw from an agreement to buy mutual fund units within two 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, annual information form, or Fund Facts document, or financial statements contain a misrepresentation. You must act within the time limit set by the securities law in your province or territory.

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

FOR MORE INFORMATION:

Contact Goodman & Company, Investment Counsel Inc. or your representative for a copy of the fund’s simplified prospectus and other disclosure documents. These documents and the Fund Facts make up the fund’s legal documents.

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To learn more about investing in mutual funds, see the brochure Understanding mutual funds, which is available on the website of the Canadian Securities Administrators at www.securities-administrators.ca