

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:			
<b>Fund Code:</b>	GDM 202	<b>Fund manager:</b>	Goodman & Company, Investment Counsel Inc.
<b>Date series started:</b>	April 15, 2015	<b>Portfolio manager:</b>	Goodman & Company, Investment Counsel Inc.
<b>Total value of the fund on November 29, 2024:</b>	\$7,167,522	<b>Minimum investment:</b>	\$1,000 initial, \$500 additional
<b>Management expense ratio (MER):</b>	6.61%		

**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):			Investment Mix (as at November 29, 2024):	
<b>Security Name</b>	<b>Base MV</b>	<b>% of NAV</b>		
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%		
<b>Total Percentage of top 10 Investments</b>		<b>87.64%</b>		
<b>Total Number of Investments</b>		<b>25</b>		

Sector	Percentage
Gold and Precious Metals	78.4%
Cash	12.8%
Diversified Metals and Mining	8.8%

**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 change 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.

Low	Low to medium	Medium	Medium to high	High
				High

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.

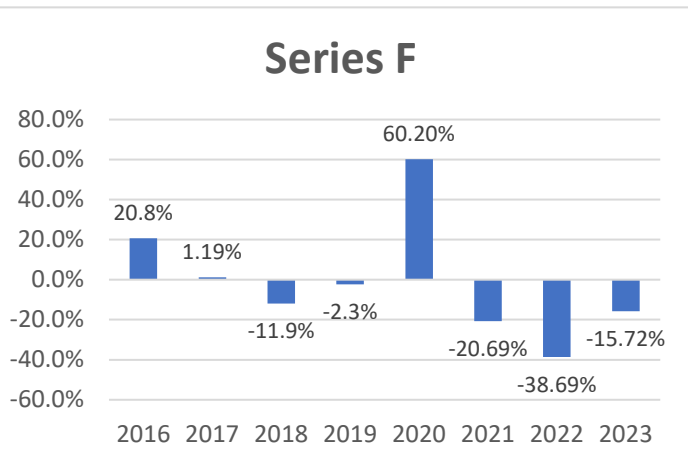
**No Guarantees**  
 Like most mutual funds, this fund doesn’t have any guarantees. You may not get back the amount of money you invest.

**HOW HAS THE FUND PERFORMED?**

This section tells you how the Series F shares of the fund have performed over the past eight years. Returns are after expenses have been deducted. These expenses reduce the Series F's returns.

**Year-by-year returns**

This chart shows how the Series F shares of the fund have performed in each of the past eight years. The fund did drop in value during this period. The range of returns and change from year to year can help you assess how risky the fund has been in the past. It does not tell you how the fund will perform in the future.



**Best and worst 3-month returns**

This table shows the best and worst returns for Series F shares of the fund in a 3-month period over the past eight years. The best and worst 3-month returns could be higher or lower in the future. Consider how much of a loss you could afford to take in a short period of time.

	Return	3 months ending	If you invested \$1,000 at the beginning of the period
Best Return	54.4%	August 31, 2020	Your investment would rise to \$1,544.42
Worst Return	-20.6%	August 31, 2018	Your investment would drop to \$793.74

**Average returns**

A person who invested \$1,000 in the fund on June 19, 2015 now has \$701.27. This works out to an annual return of -3.70%.

**WHO IS THIS FUND FOR?**

**Investors Who:**

- are seeking the potential for long term capital growth through exposure primarily to equity securities of companies operating globally in the resource sector
- are willing to accept medium to high volatility risk
- want exposure to Canadian small and mid-capitalization companies
- are willing to accept some fluctuation in value over the short to medium term, and
- have a fee-based account

⚠ Do not buy this fund if you need a steady source of income from your investment.

**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 F 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**

This fee is negotiated with and paid to your registered dealer to a maximum of 5% when you purchase Series F shares. Such fees were not charged in the past and the Fund does not anticipate that they will be incurred in the future.

**2. Fund Expenses**

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

As of December 31, 2023, the fund's expenses were 6.86% of its value. This equals \$68.60 for every \$1,000 invested.

	Annual Rate (as a % of the fund's value)
<b>Management expense ratio (MER)</b>	6.61%

This is the total of the fund's management fee and operating expenses.

<b>Trading expense ratio (TER)</b>	0.25%
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<p>These are the fund's trading costs.</p>							
<p><b>Fund expenses</b></p>	<p>6.86%</p>						
<p>A performance fee will be paid by a series of shares of the fund on December 31<sup>st</sup> of each calendar year in an amount equal to 20% of the amount by which the Current NAVPS of such series exceeds the Hurdle NAVPS of such series, plus applicable taxes. Performance fees will be payable in all circumstances where the return of the relevant series of the fund (excluding the effect of any distribution made by the fund in respect of such series) during the period since a performance fee for such series was last payable (or in respect of the first instance in which a performance fee may be payable, since the inception of the fund) exceeds the Benchmark Performance over the same measurement period and the Current NAVPS exceeds the High Water Mark.</p> <p>“Benchmark Performance” means the average of the total return of (i) the S&amp;P/TSX Diversified Metals &amp; Mining Subgroup Index; (ii) S&amp;P/TSX Gold Subgroup Index; and (iii) the S&amp;P/TSX Composite Index, during the period since a performance fee for the relevant series of the fund was last payable (or in respect of the first instance in which a performance fee may be payable, since inception of the fund).</p> <p>“High Water Mark” means, with respect to a share of the fund, the greater of: (i) the issuance price of such share and (ii) the net asset value per share on the last business day of any calendar year in which a performance fee was earned by the manager. For greater clarity, for purposes of determining the High Water Mark, the calculation of the net asset value of a share shall be determined after giving effect to the accrual of any such performance fee.</p> <p>“Current NAPVS” means the net asset value of the series of shares, expressed on a per share basis and adjusted to exclude the effect of any distribution made by the fund in respect of such series during the period since a performance fee for such series was last payable (or in respect of the first instance in which a performance fee may be payable, since the inception of the fund). In determining the Current NAVPS, the net asset value of the series of shares is before adjustment for any performance fee payable.</p> <p>“Hurdle NAVPS” means the greater of (i) the High Water Mark per share; or (ii) the High Water Mark per share of the relevant series multiplied by the sum of (A) 100% and (B) Benchmark Performance.</p> <p><b>Trailing commission</b> – The Manager of the Fund does not pay trailing commissions.</p>							
<p><b>3. OTHER FEES</b></p> <p>You may have to pay other fees when you buy, hold, sell or switch shares of the fund.</p> <table border="1"> <thead> <tr> <th><u>Fee</u></th> <th><u>What you pay</u></th> </tr> </thead> <tbody> <tr> <td><b>Short-term trading fee</b></td> <td>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 &amp; Company, Investment Counsel Inc.</td> </tr> <tr> <td><b>Fee-based account fee</b></td> <td>You may pay a fee, which is negotiated between you and your representative and paid directly to your representative's firm. Investors who purchase this series of the Fund must participate in an eligible fee-based or wrap program with their representative's firm.</td> </tr> </tbody> </table>		<u>Fee</u>	<u>What you pay</u>	<b>Short-term trading fee</b>	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.	<b>Fee-based account fee</b>	You may pay a fee, which is negotiated between you and your representative and paid directly to your representative's firm. Investors who purchase this series of the Fund must participate in an eligible fee-based or wrap program with their representative's firm.
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<p><b>WHAT IF I CHANGE MY MIND?</b></p> <p>Under securities law in some provinces and territories, you have the right to:</p> <ul style="list-style-type: none"> <li>• Withdraw from an agreement to buy mutual fund units within two business days after you receive a simplified prospectus, or Fund Facts document, or</li> <li>• Cancel your purchase within 48 hours after you receive confirmation of the purchase.</li> </ul> <p>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.</p> <p>For more information, see the securities law of your province or territory or ask a lawyer.</p>	<p><b>FOR MORE INFORMATION:</b></p> <p>Contact Goodman &amp; 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.</p> <p><b>Goodman &amp; Company, Investment Counsel Inc.</b>              80 Richmond Street West, Suite 2000              Toronto, Ontario M5H 2A4</p> <p>Phone: 416.350.3444              Account Related Enquiry: 866.694.5672</p> <p>Website: <a href="http://goodmanandcompany.com">http://goodmanandcompany.com</a>              Email: <a href="mailto:info@goodmanandcompany.com">info@goodmanandcompany.com</a></p> <p>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 <a href="http://www.securities-administrators.ca">www.securities-administrators.ca</a></p>						