

No securities regulatory authority has expressed an opinion about the shares described in this Simplified Prospectus, and it is an offence to claim otherwise.

GOODMAN & COMPANY, INVESTMENT COUNSEL™ INC.

Amendment No. 1 dated December 9, 2024 to the Simplified Prospectus dated April 26, 2024 for Dundee Resource Class (formerly, Dundee Global Resource Class)

This Amendment No. 1 (the “**Amendment**”) to the Simplified Prospectus for Dundee Resource Class (the “**Fund**”) dated April 26, 2024 (the “**Simplified Prospectus**”), provides certain additional information relating to the Fund, and the Simplified Prospectus should be read subject to this information. All terms used and not defined in this Amendment have the same meaning as those used in the Simplified Prospectus.

SUMMARY OF AMENDMENTS

The Simplified Prospectus is amended to reflect the following changes:

Change of Manager and Portfolio Manager

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 Dundee Resource Class (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.

DETAILS OF AMENDMENT TO THE SIMPLIFIED PROSPECTUS

The Simplified Prospectus is amended as follows:

1. Under the subheading “The Manager” on page 5 of the Simplified Prospectus, the following paragraph is added as the last paragraph under this subheading, immediately preceding the subheading “Executive Officers and Directors of the Manager”:

Upon the closing of the Proposed Transaction (as such term is defined in “Proposed Transaction with Next Edge” on page 29) which is expected to be completed by December 31, 2024 or as soon as practicable thereafter, Next Edge Capital Corp. (“**Next Edge**”). will replace Goodman & Company, Investment Counsel Inc., as the manager of the Fund.

2. Under the subheading “Portfolio Manager” on page 7 of the Simplified Prospectus, the following paragraph is added as the last paragraph under this subheading, immediately preceding the subheading “Brokerage Arrangements”:

Upon the closing of the Proposed Transaction (as such term is defined in “Proposed Transaction with Next Edge” on page 29) which is expected to be completed by December 31, 2024 or as soon as practicable thereafter, Next Edge will replace Goodman & Company, Investment Counsel Inc., as the portfolio manager of the Fund.

3. Under the subheading “Independent Review Committee” on page 9 of the Simplified Prospectus, the following paragraph is added as the last paragraph under this subheading, immediately preceding the heading “Conflicts of Interest”:

Upon the closing of the Proposed Transaction (as such term is defined in “Proposed Transaction with Next Edge” on page 29) which is expected to be completed by December 31, 2024 or as soon as practicable thereafter, the members of the IRC will automatically cease to act in such capacity and will be replaced by the members of the IRC of the mutual funds managed by Next Edge.

4. After the heading entitled “What Are Your Legal Rights?” on page 29 of the Simplified Prospectus, the following section is added:

Proposed Transaction with Next Edge

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 contract for the Fund (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 become the investment fund manager and portfolio manager of the Fund.

The Manager referred the Proposed Transaction and related changes to the IRC, which acts in an advisory capacity representing the interests of the Fund and Shareholders with respect to conflict of interest matters. The IRC reviewed the proposals that were required to be submitted to the IRC pursuant to NI 81-107- *Independent Review Committee for Investment Funds* and determined that each such proposal would achieve a fair and reasonable result for the Fund.

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 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 DUNDEE RESOURCE CLASS
AND THE MANAGER AND PROMOTER OF THE DUNDEE RESOURCE CLASS**

December 9, 2024

This amendment no. 1 dated December 9, together with the simplified prospectus dated April 26, 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.

(signed) "Jonathan Goodman"

Jonathan Goodman
Chief Executive Officer and Director
Dundee Global Fund Corporation

(signed) "Lila A. Manassa Murphy"

Lila A. Manassa Murphy
Chief Financial Officer and Director
Dundee Global Fund Corporation

(signed) "Matthew Goodman"

Matthew Goodman
Director
Dundee Global Fund Corporation

**ON BEHALF OF GOODMAN & COMPANY, INVESTMENT COUNSEL INC.,
IN ITS CAPACITY AS MANAGER AND PROMOTER OF THE
DUNDEE RESOURCE CLASS**

(signed) "Jonathan Goodman"

Jonathan Goodman
Chief Executive Officer
Goodman & Company, Investment
Counsel Inc.

(signed) "Lila A. Manassa Murphy"

Lila A. Manassa Murphy
Chief Financial Officer
Goodman & Company, Investment
Counsel Inc.

**ON BEHALF OF THE BOARD OF DIRECTORS OF
GOODMAN & COMPANY, INVESTMENT COUNSEL INC.,
IN ITS CAPACITY AS MANAGER AND PROMOTER**

(signed) "Matthew Goodman"

Matthew Goodman
Director
Goodman & Company, Investment Counsel Inc.