

*This prospectus supplement, together with the short form base shelf prospectus dated April 29, 2016 to which it relates (the “base shelf prospectus”), and each document incorporated or deemed incorporated by reference into the prospectus supplement or the base shelf prospectus, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and only by persons permitted to sell these securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. The securities offered by this prospectus have not been, and will not be, registered under the United States Securities Act of 1933, as amended, and, subject to certain exceptions, may not be offered or sold within the United States of America or to U.S. persons.*

*Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the corporate secretary of Purpose Investments Inc., 130 Adelaide Street West, Suite 1700, Toronto, Ontario M5H 3P5 or toll-free by calling 1-877-789-1517, and are also available electronically at [www.sedar.com](http://www.sedar.com).*

**PROSPECTUS SUPPLEMENT  
to the Short Form Base Shelf Prospectus dated April 29, 2016**

New Issue

May 31, 2016

**U.S. BANKS  
INCOME & GROWTH FUND**

**Maximum \$15,000,000  
\$10.00 per Class A2 Unit and \$9.69 per Class T Unit**

This prospectus supplement qualifies the distribution of convertible Class A2 Units (the “**Class A2 Units**”) and Class T Units (the “**Class T Units**”) and, together with the Class A2 Units, the “**Offered Units**”) at a price of \$10.00 per Class A2 Unit and \$9.69 per Class T Unit (the “**Offering**”). The Fund uses the *Unit Traded Fund (UTF)* structure. See “*Unit Traded Fund Structure*”.

This prospectus supplement contains information that supplements the information contained in the Fund’s short form base shelf prospectus dated April 29, 2016 (the “**base shelf prospectus**”) into which this prospectus supplement is incorporated by reference.

Purpose Investments Inc. (“**Purpose**”) is the manager of the Fund (the “**Manager**”) and has retained Breton Hill Capital Ltd. to act as the sub-advisor to the Fund (the “**Sub-Advisor**”) and to implement the investment strategy of the Fund.

The Fund’s outstanding Class T Units are listed and posted for trading on the Toronto Stock Exchange (the “**TSX**”) under the trading symbol “PUB.UN”. As of May 30, 2016, the latest closing price for the Class T Units on the TSX was \$9.53, and the net asset value (“**NAV**”) per Class T Unit on the same date of such closing price was \$9.64.

**Price: \$10.00 per Class A2 Unit**  
**\$9.69 per Class T Unit**  
**Minimum Purchase: 100 Units**

	<b>Price to the Public<sup>(1)</sup></b>	<b>Agents' Fees<sup>(2)</sup></b>	<b>Net Proceeds to the Fund<sup>(2)(3)</sup></b>
Per Class A2 Unit	\$10.00	Nil	\$10.00
Per Class T Unit	\$9.69	Nil	\$9.69
Total Maximum Offering <sup>(4)(5)</sup>	\$15,000,000	Nil	\$15,000,000

- (1) The Offering price was established by negotiation between the Manager and the Agents (as defined below). The price per Class T Unit offered under this prospectus supplement is equal to or exceeds the most recently calculated NAV per Class T Unit, plus the expenses of the Offering expected to be borne by the Fund.
- (2) No compensation will be paid by the Fund to the Agents. The Promoter, out of its own account, will pay a fee to the Agents equal to \$0.25 per Class A2 Unit issued. In addition, for a period of time, the Manager will pay to the Agents an annual deferred compensation in relation to the Offering equal to (i) 0.50% of the NAV of the Fund, and (ii) 1.32% of the aggregate net asset value of all Class T Units that are purchased and cancelled by the Fund during the year under the mandatory market purchase program. Such annual deferred compensation in relation to the Offering will be payable until the aggregate amount of fees paid to the Agents in relation to the Offering equals 2.00% of the aggregate gross proceeds from the Offering. See "Plan of Distribution".
- (3) Before deducting the expenses of the Offering, estimated to be \$200,000, which will be borne by the Fund up to a maximum of 0.50% of the gross proceeds of the Offering. The Promoter will bear the expenses of the Offering in excess of 0.50% of the gross proceeds of the Offering.
- (4) **There is no minimum amount of funds that must be raised under this Offering. This means that the Fund could complete this Offering after raising only a small proportion of the Offering amount set out above.**
- (5) The Fund has granted the Agents an option (the "Over-Allotment Option"), exercisable for a period of 30 days following the closing of the Offering, to purchase additional Class T Units in an amount up to 15% of the aggregate number of Class T Units issued at the closing of the Offering on the same terms as set forth above. If only Class T Units are issued under the Offering and the Over-Allotment Option is exercised in full, under the maximum Offering, the price to the public, the Agents' fees and the net proceeds to the Fund, before deducting the expenses of the Offering, will be \$17,250,000, nil and \$17,250,000, respectively. This prospectus supplement also qualifies the grant of the Over-Allotment Option and the distribution of the Class T Units issuable on the exercise of the Over-Allotment Option. A purchaser who acquires Class T Units forming part of the over-allocation position acquires those Class T Units under this prospectus supplement, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. See "Plan of Distribution".

The following table sets forth certain terms of the Over-Allotment Option (assuming only Class T Units are issued under the Offering), including the maximum size, the exercise period and the exercise price:

	<u>Maximum Size</u>	<u>Exercise Period</u>	<u>Exercise Price</u>
Over-Allotment Option .....	232,198 Class T Units	30 days from the date of closing of the Offering	\$9.69 per Class T Unit

No commission will be paid at the closing of the Offering to Agents that sell Class T Units. A commission of \$0.25 per Class A2 Unit will be paid at the closing of the Offering by the Promoter to Agents that sell Class A2 Units. Class A2 Units are intended to be purchased under the Offering by investors who intend to hold their Class A2 Units for at least thirty-two (32) months with the understanding that an Early Exchange Fee (as defined below) will apply if their Class A2 Units are redeemed or converted prior to such thirty-two (32) month period. Thirty-two (32) months after the closing of the Offering, the Class A2 Units will automatically convert into Class T Units. See "Description of the Offered Units".

**There currently is no market through which Class A2 Units may be sold and purchasers may not be able to resell Class A2 Units purchased under this prospectus supplement. The Fund will not apply to list the Class A2 Units on an exchange. Holders of Class A2 Units may convert Class A2 Units into Class T Units on a weekly basis and it is expected that liquidity for the Class A2 Units will be primarily obtained by means of conversion into Class T Units and the sale of those Class T Units on the exchange. See "Plan of Distribution" and "Description of the Offered Units – Conversion of Class A2 Units into Class T Units".**

**The TSX has conditionally approved the listing of the Class T Units distributed under this prospectus supplement on the TSX, subject to fulfilling all of the listing requirements of the TSX on or before August 4, 2016.**

See “Risk Factors” in the base shelf prospectus for a discussion of various risk factors that should be considered by prospective purchasers of Offered Units.

**The Fund declared a distribution of \$0.0417 per unit to holders of Class T Units and Class A Units of record on May 31, 2016 (the “May Distribution”). As closing of this Offering will occur after the record date for the May Distribution, purchasers of the Offered Units pursuant to this Offering will not be eligible to receive the May Distribution.**

National Bank Financial Inc., BMO Nesbitt Burns Inc., CIBC World Markets Inc., Scotia Capital Inc., GMP Securities L.P., Canaccord Genuity Corp., Desjardins Securities Inc., Industrial Alliance Securities Inc., Raymond James Ltd., Mackie Research Capital Corporation and Manulife Securities Incorporated (collectively, the “Agents”) conditionally offer the Offered Units, subject to prior sale, on a best efforts basis, if, as and when issued by the Fund and accepted by the Agents in accordance with the conditions contained in the Agency Agreement referred to under “Plan of Distribution”, and subject to the approval of certain legal matters by Fasken Martineau DuMoulin LLP on behalf of the Fund and Blake, Cassels & Graydon LLP on behalf of the Agents. The Agents may over-allot and effect transactions to cover their over-allotted position. In connection with this Offering and in accordance with and subject to applicable laws, the Agents may engage in transactions that stabilize or maintain the market price of the Class T Units at levels other than those which might otherwise prevail on the open market. Such transactions, if commenced, may be discontinued at any time. See “Plan of Distribution”.

**National Bank Financial Inc., which is one of the Agents and the Promoter, is an affiliate of NBCN Inc. which provides the Fund with a prime brokerage facility, the proceeds of which are used by the Fund for various purposes, including purchasing additional securities for the Portfolio, effecting market purchases of Units, maintaining liquidity and funding redemptions. NBCN Inc. is also the custodian for the Fund. Consequently, the Fund may be considered a “connected issuer” of National Bank Financial Inc. under applicable securities legislation. See “Relationship Between Investment Fund and Agents” and “Plan of Distribution”. National Bank Financial Inc. will receive no benefit in connection with this Offering other than receiving from the Fund the fee payable to the Promoter and a portion of the Agents’ fees described under “Fees and Expenses”.**

Subscriptions for Offered Units will be received subject to acceptance or rejection in whole or in part and the right is reserved to close the subscription books at any time without notice. Closing of the Offering is expected to occur on or about June 8, 2016 (the “Closing Date”), or such later date as the Fund and the Agents may agree, but in any event not later than 90 days after the date of this prospectus supplement. Registrations and transfers of Offered Units will be effected through the book-entry only system administered by CDS Clearing and Depository Services Inc. Beneficial owners will not have the right to receive physical certificates evidencing their ownership.

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## GLOSSARY OF TERMS

“**1933 Act**” means the United States Securities Act of 1933, as amended;

“**Agency Agreement**” means the agency agreement dated May 30, 2016 among the Fund, the Manager, the Promoter and the Agents;

“**Agents**” means National Bank Financial Inc., BMO Nesbitt Burns Inc., CIBC World Markets Inc., Scotia Capital Inc., GMP Securities L.P., Canaccord Genuity Corp., Desjardins Securities Inc., Industrial Alliance Securities Inc., Raymond James Ltd., Mackie Research Capital Corporation and Manulife Securities Incorporated, acting as agents of the Fund in connection with the Offering pursuant to the terms of the Agency Agreement;

“**Annual Redemption Date**” has the meaning ascribed thereto under “Description of the Units – Annual Redemption of Class T Units” in the base shelf prospectus;

“**Annual Redemption Price**” has the meaning ascribed thereto under “Description of the Units – Annual Redemption of Class T Units” in the base shelf prospectus;

“**Automatic Conversion Date**” means the 32-month anniversary of the Closing Date;

“**Business Day**” means any day except a Saturday, Sunday or a statutory holiday in Toronto, Ontario or any other day on which the TSX or the Canadian chartered banks are not opened for business in Ontario.

“**CDS**” means CDS Clearing and Depository Services Inc.;

“**Class A Units**” means the convertible Class A Units of the Fund;

“**Class A2 Units**” means the convertible Class A2 Units of the Fund;

“**Class T Units**” means the traded Class T Units of the Fund;

“**Closing Price**” means an amount equal to (i) the closing price of the Class T Units if there was a trade on the applicable Valuation Date and such principal market provides a closing price; (ii) the average of the highest and lowest prices of the Class T Units if there was trading on the applicable Valuation Date and such principal market provides only the highest and lowest prices of the Class T Units traded on a particular day; or (iii) the average of the last bid and last asking prices of the Class T Units on such principal market if there was no trading on the applicable Valuation Date.

“**Contingent Agents Fee**” has the meaning ascribed thereto under “Fees and Expenses – Management Fee” in the base shelf prospectus.

“**Conversion Date**” means the first Business Day of any week on which Convertible Units may be converted;

“**Convertible Units**” means Units which are convertible into Class T Units, including the Class A2 Units.

“**Custodian**” means NBCN Inc. as custodian of the Fund;

“**Declaration of Trust**” means the declaration of trust dated as of October 27, 2015 establishing the Fund, as amended and restated on March 11, 2016;

“**Distribution Date**” means, in connection with the monthly cash distributions of the Fund, the day on which the distribution is paid, which is on or before the 10<sup>th</sup> Business Day of the month following a Record Date;

“**Early Exchange Fee**” means the early exchange fee applicable to any redemption of Class A2 Units and any conversion of Class A2 Units into Class T Units prior to the Automatic Conversion Date;

“**Fund**” means the U.S. Banks Income & Growth Fund;

“**Holder**” has the meaning ascribed thereto under “Income Tax Considerations”;

“**Management Agreement**” means the amended and restated management agreement dated as of March 11, 2016 pursuant to which the Manager acts as manager of the Fund, as amended;

“**Management Fee**” has the meaning ascribed thereto under “Fees and Expenses – Management Fee” in the base shelf prospectus;

“**Manager**” means Purpose in its capacity as manager of the Fund;

“**Market Price**” means the weighted average trading price of the Class T Units on the TSX (or such other exchange or market on which the Class T Units are then listed and primarily traded) for the 10 trading days immediately preceding the relevant Distribution Date (for the purposes of the Reinvestment Plan) or the relevant Monthly Redemption Date (for the purposes of monthly redemptions);

“**Monthly Redemption Date**” means, in connection with monthly redemptions, the second last Business Day of each month;

“**Monthly Redemption Price**” means the amount received by a Unitholder who properly surrenders a Unit for redemption on a Monthly Redemption Date;

“**NAV**” means the net asset value of the Fund, calculated as set forth under the heading “Calculation of Net Asset Value and Valuation of Portfolio Securities” of the AIF;

“**Notice Period**” has the meaning ascribed thereto under “Description of the Units – Annual Redemption of Class T Units” in the base shelf prospectus;

“**Offered Units**” means the Class A2 Units and the Class T Units offered hereunder;

“**Portfolio**” means the portfolio of securities and other investments that the Fund will invest in pursuant to its investment objectives and investment restrictions;

“**Prime Brokerage Facility**” means the prime brokerage facility entered into between the Fund and NBCN Inc. described under “Relationship Between the Fund and the Agents”;

“**Promoter**” means National Bank Financial Inc. in its capacity as a promoter of the Fund;

“**Promoter Agreement**” means the amended and restated promoter agreement dated March 11, 2016, as amended by amended Schedule A thereto dated May 6, 2016, pursuant to which the Promoter acts as promoter to the Fund, as amended;

“**Promoter Fee**” has the meaning ascribed thereto under “Fees and Expenses – Promoter Fee”;

“**Purpose**” means Purpose Investments Inc.;

“**Record Date**” means, in connection with the monthly cash distributions of the Fund, the last day of each month or such other date as the Trustee may set from time to time;

“**Redemption Notice**” means a written notice delivered by a CDS participant to CDS on behalf of an owner of Units who desires to exercise redemption privileges;

“**Reinvestment Plan**” means the distribution reinvestment plan adopted by the Fund;

“**Sub-Advisor**” means Breton Hill Capital Ltd. as a portfolio advisor to the Fund;

“**Trustee**” means Purpose in its capacity as trustee of the Fund;

“**TSX**” means the Toronto Stock Exchange;

“**Unitholders**” means holders of Units of the Fund;

“**Units**” means the units of any class of the Fund, currently being Class A Units, Class A2 Units and Class T Units;

“**Valuation Date**” means each Business Day and any other day on which the Manager elects, in its discretion, to calculate the NAV per Unit; and

“**Valuation Time**” means 4:00 p.m. (Toronto time), or such other time as the Manager deems appropriate.

## CAUTION REGARDING FORWARD-LOOKING INFORMATION

Certain statements and information set forth in this prospectus supplement including statements with respect to the Fund's investment strategy, investment objectives and financial performance, constitute forward-looking information, which involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. When used in this prospectus supplement, the words "expects", "anticipates", "intends", "plans", "may", "believes", "seeks", "estimates", "appears" and similar expressions (including negative and grammatical variations) generally identify forward-looking information. In developing the forward-looking information contained herein related to the Fund, the Fund has made certain assumptions, including, among other things, with respect to the outlook for the U.S. and global economies, including, in particular, the U.S. consumer, financials, industrials and information technology sectors and also including the payment of dividends by U.S. and global issuers and any increases to the rate of such payments. These assumptions are based on the Fund's perception of historical trends, current conditions and expected future developments, as well as other factors believed to be relevant. Although the Fund believes that the assumptions made and the expectations represented by such information are reasonable, there can be no assurance that the forward-looking information contained herein will prove to be accurate. Factors which could cause actual results, events, circumstances, expectations or performance to differ materially from those expressed or implied in forward looking information include, but are not limited to: general economic, political, tax, market and business factors and conditions; interest rate and foreign exchange rate fluctuations; volatility in U.S. or global equity and capital markets; statutory and regulatory developments; unexpected judicial or regulatory proceedings; catastrophic events; and other factors set out under the heading "Risk Factors" in the AIF. Readers are cautioned that the foregoing list of factors is not exhaustive and readers should not place undue reliance on forward-looking information due to the inherent uncertainty of such information. All forward-looking information in this prospectus supplement is qualified by the foregoing caution. The Fund undertakes no obligation to publicly update or revise these forward-looking statements, whether as a result of new information, future events or otherwise, unless required by applicable law.

## DOCUMENTS INCORPORATED BY REFERENCE

The following documents filed with the securities commissions or similar authorities in each of the provinces and territories of Canada are specifically incorporated by reference and form an integral part of this prospectus supplement:

- (a) the annual information form of the Fund dated March 11, 2016 for the period ended December 31, 2015 (the "AIF");
- (b) the annual audited financial statements of the Fund for the period ended December 31, 2015, together with the notes thereto and the accompanying report of the auditors; and
- (c) the annual management report of fund performance of the Fund for the period ended December 31, 2015.

Any of the documents of the type referred to above including any material change reports (excluding confidential material change reports), annual information forms, interim and annual financial statements and related management reports of fund performance and information circulars filed by the Fund with a securities commission or similar authority in Canada after the date of this prospectus supplement and prior to the termination of the Offering will be deemed to be incorporated by reference into this prospectus supplement.

**Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document it modifies or supersedes. The making of a modifying or superseding statement will not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be**

deemed, except as so modified or superseded, to constitute a part of this prospectus supplement. Information on any of the websites maintained by the Fund or the Manager does not constitute a part of this prospectus supplement.

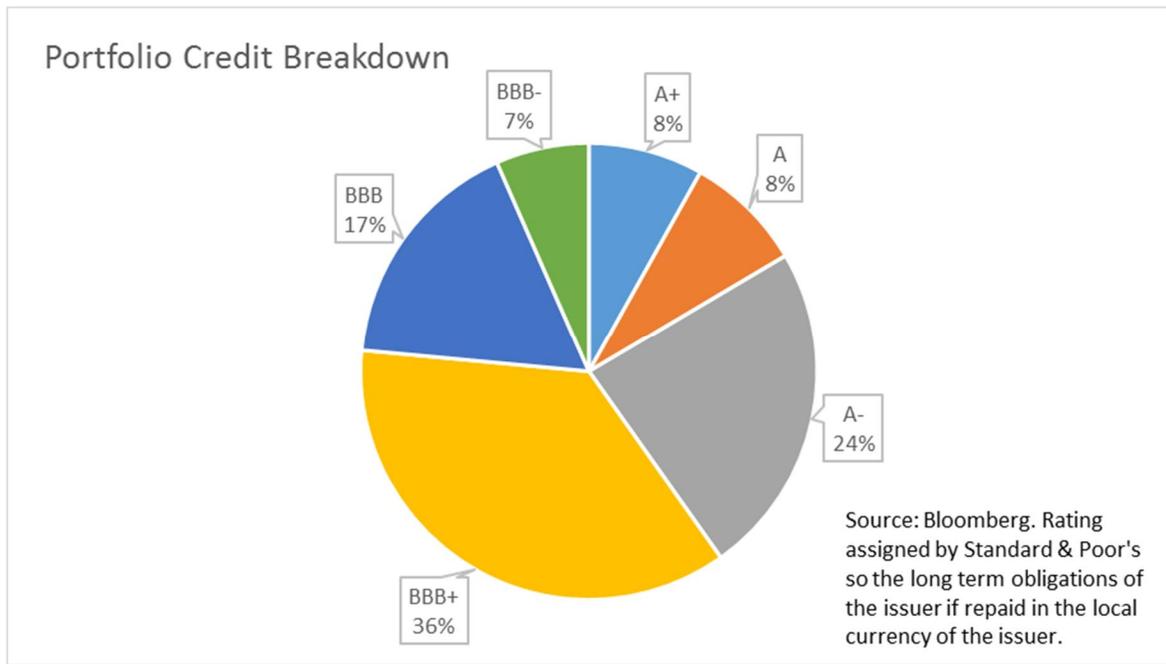
## THE FUND

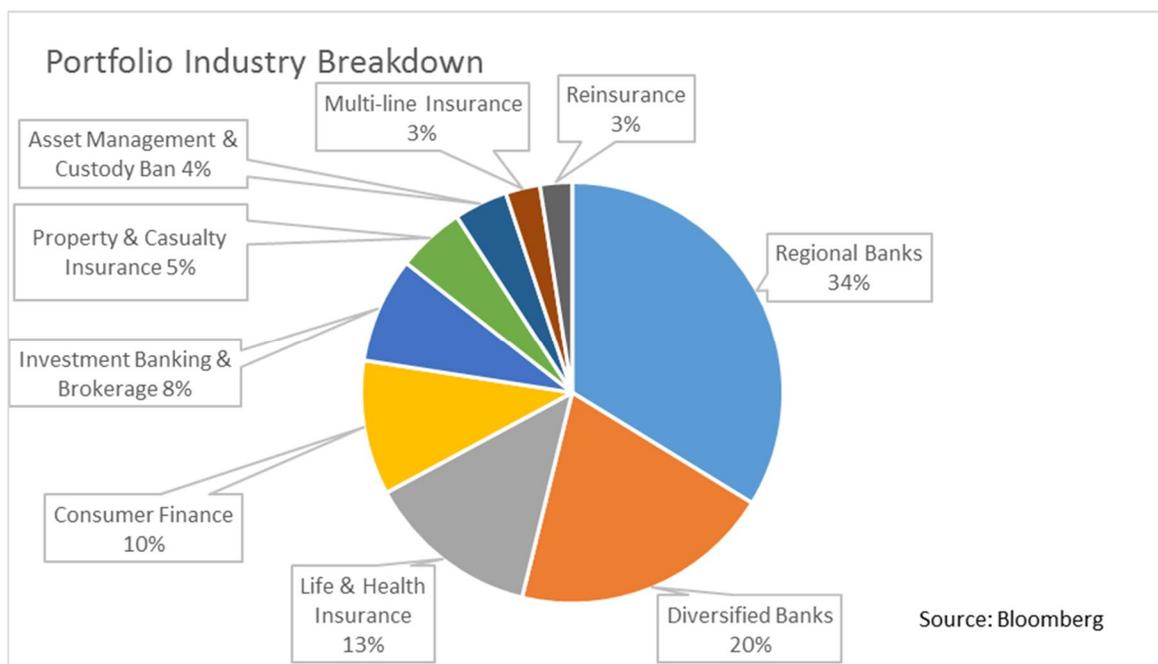
### General

See “The Fund” in the base shelf prospectus for a description of the Fund.

### Portfolio Composition

In keeping with the Fund’s active management strategy, the Portfolio composition varies over time depending on the Sub-Advisor’s and the Manager’s assessment of overall market conditions and outlook. The following charts show the Fund’s exposure by credit rating and sector, respectively, as of May 5, 2016:





### UNIT TRADED FUND STRUCTURE

See “Unit Traded Fund Structure” of the base shelf prospectus for a description of the structure used by the Fund.

Since its initial public offering on December 14, 2015 to May 30, 2016, the daily volume-weighted average trading price of the Fund’s Class T Units on the TSX has varied between a discount of 5.56% to the NAV per Class T Unit, and a premium of 13.27% over the NAV per Class T Unit. Since the inception of the Fund to May 30, 2016, the volume-weighted average trading price to the NAV per Class T Unit has been at a premium of 4.13%.

### DESCRIPTION OF THE OFFERED UNITS

#### General

See “Description of the Units” in the base shelf prospectus for a description of the attributes of the Class T Units and the Class A2 Units as Convertible Units.

The Class A2 Units are Convertible Units as described in the base shelf prospectus. In addition to the attributes described in the base shelf prospectus, the Class A2 Units have the following attributes, which supplement the information contained in the base shelf prospectus in relation to Convertible Units described therein.

#### Conversion of Class A2 Units into Class T Units

Holders of Class A2 Units may convert Class A2 Units into Class T Units on a weekly basis in accordance with the Declaration of Trust and it is expected that liquidity for the Class A2 Units will be primarily obtained by means of conversion into Class T Units and the sale of those Class T Units on the exchange. Class A2 Units may be converted in any week on the first Business Day of such week (each a “**Conversion Date**”) by delivering a notice and surrendering such Units by 3:00 p.m. (Toronto time) at least five Business Days prior to the relevant Conversion Date.

Class A2 Units will be automatically converted into Class T Units on the Automatic Conversion Date, with no Early Exchange Fee. **Any conversion of Class A2 Units into Class T Units prior to the Automatic Conversion Date will be subject to an Early Exchange Fee per Class A2 Unit converted of up to 3.00% of the**

**NAV per Class A2 Unit, declining over time, as described under “Fees and Expenses – Fees and Expenses Payable by Unitholders”.** The Fund will redeem such number of Class A2 Units from those otherwise being converted as is necessary to pay the Early Exchange Fee and will deduct the Early Exchange Fee from the redemption proceeds. The Early Exchange Fee so deducted by the Fund will be remitted by the Fund, on behalf of the Unitholder, to the Promoter.

For each Class A2 Unit converted, a holder will receive the number of Class T Units that is equal to (i) the NAV per Class A2 Unit, as of the close of trading on the relevant Conversion Date, divided by (ii) the NAV per Class T Unit as of the close of trading on such Conversion Date. With respect to the total number of Class A2 Units being converted by a holder on a Conversion Date or the Automatic Conversion Date, no fractional Class T Unit will be issued to the holder and, instead, the aggregate number of Class T Units issuable to the holder will be rounded down to the nearest whole number.

### **Monthly Redemptions of Class A2 Units and Class T Units**

In addition to the annual redemption right for Class T Units (described in the base shelf prospectus under “Description of the Units – Annual Redemption of Class T Units”), holders of Class A2 Units and Class T Units may make a redemption request at any time, in which case the Fund will redeem the Units on the second last Business Day of each month (a “**Monthly Redemption Date**”), subject to certain conditions, and in order to effect such a redemption, the Units must be surrendered by no later than 5:00 p.m. (Toronto time) on the date which is the last Business Day of the month preceding the month in which the Monthly Redemption Date falls. Payment of the redemption price will be made on the Redemption Payment Date, subject to the Manager’s right to suspend redemptions in certain circumstances. A Unitholder who properly surrenders a Class T Unit for redemption during the Notice Period for an annual redemption will receive the Annual Redemption Price.

#### *Monthly Redemption Price for Class T Units*

A Unitholder who properly surrenders a Class T Unit for redemption on a Monthly Redemption Date, will receive the amount (the “**Monthly Redemption Price**”), if any, equal to the lesser of (i) 95% of the Market Price and (ii) 100% of the Closing Price of a Class T Unit on the applicable Monthly Redemption Date, less, in each case, any costs associated with the redemption including brokerage fees, commissions and other transaction costs incurred by the Fund in order to fund such redemption, if any. Notwithstanding the foregoing, the Monthly Redemption Price with respect to a Class T Unit being redeemed on such date will not be greater than 100% of the NAV per Class T Unit on the Monthly Redemption Date.

#### *Monthly Redemption Price for Class A2 Units*

Unitholders surrendering a Class A2 Unit for redemption will receive an amount equal to the product of (i) the Monthly Redemption Price, and (ii) a fraction, the numerator of which is the most recently calculated NAV per Class A2 Unit and the denominator of which is the most recently calculated NAV per Class T Unit. Notwithstanding the foregoing, the Monthly Redemption Price to a Class A2 Unit being redeemed on such date will not be greater than 100% of the NAV per Class A2 Unit on the Monthly Redemption Date. **In addition, any redemption of Class A2 Units prior to the Automatic Conversion Date will be subject to an Early Exchange Fee of up to 3.00%, declining over time, as described under “Fees and Expenses”.**

Please refer to the base shelf prospectus under “Description of the Units” for a description of the procedure involved in exercising redemption rights and the ability of the Manager to suspend redemption rights in certain circumstances and recirculate Units tendered for redemption.

### **Distribution Policy**

Please see the base shelf prospectus under “Description of the Units – Distribution Policy” for a description of the Fund’s distribution policy and target monthly distribution amount.

### **Mandatory Market Purchase Program**

Please see the base shelf prospectus under “Description of the Units – Mandatory Market Purchase Program” for a description of the mandatory market purchase program for the Class T Units.

## USE OF PROCEEDS

The net proceeds of this Offering will be invested by the Fund in accordance with the Fund’s investment objectives, strategy and restrictions and to fund its ongoing fees and expenses.

The net proceeds from the sale of the Offered Units will be as follows:

	<u>Maximum Offering<sup>(1)</sup></u>
Gross proceeds to the Fund.....	\$15,000,000
Agents’ fees <sup>(2)</sup> .....	Nil
Estimated expenses of issue.....	<u>\$75,000<sup>(3)</sup></u>
Net proceeds to the Fund.....	\$14,800,000

Notes:

- (1) There is no minimum amount for the Offering. The Fund has granted the Agents an option (the “**Over-Allotment Option**”), exercisable for a period of 30 days following the closing of the Offering, to purchase additional Class T Units in an amount up to 15% of the aggregate number of Class T Units issued at the closing of the Offering on the same terms as those under the Offering. If only Class T Units are issued under the Offering and the Over-Allotment Option is exercised in full, under the maximum Offering, the price to the public, the Agents’ fees and the net proceeds to the Fund, before deducting the expenses of the Offering, will be \$17,250,000 nil and \$17,250,000, respectively. This prospectus supplement also qualifies the grant of the Over-Allotment Option and the distribution of the Class T Units issuable on the exercise of the Over-Allotment Option. A purchaser who acquires Class T Units forming part of the over-allocation position acquires those Class T Units under this prospectus supplement, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. See “Plan of Distribution”.
- (2) No compensation will be paid by the Fund to the Agents. The Promoter, out of its own account, will pay a fee to the Agents equal to \$0.25 per Class A2 Unit issued. In addition, the Manager will pay annual deferred compensation to the Agents for a period of time. See “Plan of Distribution”.
- (3) The Fund will bear the expenses up to a maximum of 0.50% of the gross proceeds of the Offering. The Promoter will bear the expenses of the Offering in excess of 0.50% of the gross proceeds of the Offering.

## FEES AND EXPENSES

### Fees and Expenses Payable by the Fund

#### *Expenses of the Offering*

The expenses of the Offering (including the costs of printing and preparing this prospectus supplement, legal expenses of the Fund, marketing expenses, certain expenses incurred by the Agents and certain other expenses) (but excluding the Agents’ fees) are estimated to be \$200,000 and will borne by the Fund subject to a maximum of 0.50% of the gross proceeds of the Offering. The Promoter will bear the expenses of the Offering in excess of 0.50% of the gross proceeds of the Offering.

#### *Management Fee*

Pursuant to the terms of the Management Agreement, the Fund pays the Manager an annual management fee (the “**Management Fee**”) equal to the sum of (i) 0.75% of the NAV of the Fund, plus applicable taxes, calculated daily and payable monthly, and (ii) an amount equal to the Contingent Agents Fee, plus applicable taxes. The portion of the Management Fee described in (ii) above will be waived by the Manager from time to time during such periods when it is under no obligation to be compensating registered dealers for selling Units of the Fund (either under this Offering or any other distribution of Units of the Fund). The Sub-Advisor is remunerated by the Manager out of the Management Fee. The Manager pays to the Agents the annual deferred compensation described under “Plan of Distribution” out of the Management Fee.

#### *Fee to the Promoter*

Pursuant to the terms of the Promoter Agreement, the Fund pays the Promoter a fee equal to the aggregate of (i) 0.25% per annum of the NAV of the Fund attributable to the Class T Units, calculated daily and payable quarterly until December 14, 2025, and (ii) 1.25% per annum of the NAV of the Fund attributable to the Class A Units and the Class A2 Units, calculated daily and payable quarterly, (collectively, the “**Promoter Fee**”), in each case plus applicable taxes. The Promoter Fee is payable to the Promoter in consideration for the design and structuring of the Fund, its role in paying the expenses for the offering of Units by the Fund in excess of 0.50% of

the gross proceeds of such offerings and the fees to the selling agents for selling Class A Units and Class A2 Units, thereby providing the Fund with greater amounts to invest under the Fund's investment strategy, and other services under the Promoter Agreement, including the marketing and promotion of the Fund. The Promoter is reimbursed by the Fund for all reasonable costs and expenses incurred in connection with its services.

#### *Operating Expenses of the Fund*

The Fund pays for all expenses incurred in connection with the operation and management of the Fund. Each class of Units of the Fund is responsible for the expenses specifically related to that class and a proportionate share of expenses that are common to all classes of Units of the Fund. The Fund also is responsible for all commissions and other costs of securities transactions, debt service and costs relating to borrowings by the Fund, including under any loan facility or prime brokerage facility, as applicable, and any extraordinary expenses which it may incur from time to time.

#### *Additional Services*

Any arrangements for additional services between the Fund and the Manager, or any affiliate thereof, that have not been described in this prospectus supplement shall be on terms that are no less favorable to the Fund than those available from third parties for comparable services and the Fund shall pay all expenses associated with such additional services.

#### **Fees and Expenses Payable by Unitholders**

##### *Early Exchange Fee*

Any monthly redemption of Class A2 Units and any conversion of Class A2 Units into Class T Units prior to the Automatic Conversion Date will be subject to an Early Exchange Fee per Class A2 Unit redeemed or converted, as the case may be, equal to the following percentages of the NAV per Class A2 Unit:

<b><u>Period during which the redemption or conversion is effected</u></b>	<b><u>Early Exchange Fee (% of NAV per Class A2 Unit)</u></b>
From the Closing Date to and including the 3-month anniversary of the Closing Date	3.00%
After the 3-month anniversary of the Closing Date to and including the 6-month anniversary of the Closing Date	2.75%
After the 6-month anniversary of the Closing Date to and including the 9-month anniversary of the Closing Date	2.50%
After the 9-month anniversary of the Closing Date to and including the 12-month anniversary of the Closing Date	2.25%
After the 12-month anniversary of the Closing Date to and including the 15-month anniversary of the Closing Date	2.00%
After the 15-month anniversary of the Closing Date to and including the 18-month anniversary of the Closing Date	1.75%
After the 18-month anniversary of the Closing Date to and including the 21-month anniversary of the Closing Date	1.50%
After the 21-month anniversary of the Closing Date to and including the 24-month anniversary of the Closing Date	1.25%
After the 24-month anniversary of the Closing Date to and including the 27-month anniversary of the Closing Date	1.00%
After the 27-month anniversary of the Closing Date to and including the 30-month anniversary of the Closing Date	0.75%
After the 30-month anniversary of the Closing Date to but excluding the Automatic Conversion Date	0.50%

In the case of a conversion of Class A2 Units, the Fund will redeem such number of Class A2 Units from those otherwise being converted as is necessary to pay the Early Exchange Fee and will deduct the Early Exchange Fee from the redemption proceeds. In the case of a monthly redemption of Class A2 Units, the Fund will deduct the Early Exchange Fee from the redemption proceeds. The Early Exchange Fee so deducted by the Fund will be remitted by the Fund, on behalf of the Unitholder, to the Promoter.

#### *Redemption Expenses*

In connection with the redemption of Units, any costs associated with the redemption, including all brokerage fees, commissions, wire transfer fees and other transaction costs incurred by the Fund in order to fund such redemption will be deducted from the applicable redemption price payable to the Unitholder exercising the redemption privilege.

### **CONSOLIDATED CAPITALIZATION**

The following table sets out the capitalization of the Fund as at December 31, 2015, assuming an approximately even split of the maximum Offering between Class A2 Units and Class T Units, and assuming no exercise of the Over-Allotment Option.

<b><u>Designation</u></b>	<b><u>Authorized</u></b>	<b><u>Outstanding as at December 31, 2015</u></b>	<b><u>Outstanding as December 31, 2015 after giving effect to the maximum Offering</u></b>
Class A Units	Unlimited	\$25,465,475 (2,547,834 Class A Units)	\$25,465,475 (2,547,834 Class A Units)
Class A2 Units	Unlimited	-	\$7,500,000 (750,000 Class A2 Units)
Class T Units	Unlimited	\$6,133,855 (612,677 Class T Units)	\$13,633,847 (1,386,670 Class T Units)
<b>Total</b>		\$31,599,330	\$46,599,322

### **PRIOR SALES**

On December 14, 2015, the Fund issued 619,033 Class T Units and 2,568,134 Class A Units at a price of \$10.00 per unit pursuant to its initial public offering.

### **NET ASSET VALUE, TRADING PRICE AND VOLUME**

The Class T Units trade on the TSX under the trading symbol "PUB.UN". As of May 30, 2016, the latest closing price for the Class T Units on the TSX was \$9.53, and the NAV per Class T Unit on the same date of such closing price was \$9.64. The following table summarizes the ranges of the NAV per Class T Unit, trading price and the trading volume on the TSX of the Class T Units since the completion of the Fund's initial public offering on December 14, 2015:

<b><u>Period</u></b>	<b><u>NAV per Class T Unit</u></b>		<b><u>Market Price</u></b>		<b><u>Volume</u></b>
	<b><u>High</u></b>	<b><u>Low</u></b>	<b><u>High</u></b>	<b><u>Low</u></b>	
May 1-30, 2016	\$9.68	\$9.13	\$9.80	\$9.02	16,600
April, 2016	\$9.57	\$8.64	\$9.95	\$9.15	4,841
March, 2016	\$9.09	\$8.67	\$9.25	\$8.82	13,840
February, 2016	\$8.63	\$7.85	\$9.25	\$8.60	11,709
January, 2016	\$9.80	\$8.34	\$10.05	\$9.15	47,085
December 14-31, 2015	\$10.28	\$9.86	\$10.12	\$9.57	166,818

The Fund paid distributions of \$0.0242, \$0.0417, \$0.0417, \$0.0417 and \$0.0417 per unit to holders of Class T Units and Class A Units of record on December 31, 2015, January 29, 2016, February 29, 2016, March 31, 2016 and April 29, 2016, and declared a distribution of \$0.0417 per unit to holders of Class T Units and Class A Units of record on May 31, 2016 (the “**May Distribution**”). As closing of this Offering will occur after the record date for the May Distribution, purchasers of the Offered Units pursuant to this Offering will not be eligible to receive the May Distribution.

### **INCOME TAX CONSIDERATIONS**

See “Income Tax Considerations” in the base shelf prospectus for a description of certain income tax considerations applicable to the Offered Units.

### **PLAN OF DISTRIBUTION**

Pursuant to the Agency Agreement, the Agents have agreed to offer the Offered Units for sale, as agents of the Fund, on a best efforts basis, if, as and when issued by the Fund. As negotiated between the Agents and the Manager, the Offered Units will be issued at a price of \$10.00 per Class A2 Unit and \$9.69 per Class T Unit payable, in either case, in cash with a minimum purchase of 100 Offered Units. The price per Offered Unit was established by negotiation between the Fund and the Agents. In consideration for their services in connection with this Offering, the Promoter will pay to the Agents a fee of \$0.25 per Class A2 Unit sold under this Offering, substantially all of which is expected to be paid by the Agents to their individual representatives who sold the Class A2 Units. The Agents also will be reimbursed by the Fund for reasonable out-of-pocket expenses incurred by them. In addition, the Manager will pay to the Agents out of the Management Fee an annual deferred compensation equal to (i) 0.50% of the NAV of the Fund, and (ii) 1.32% of the aggregate net asset value of all Class T Units that are purchased and cancelled by the Fund during the year under the mandatory market purchase program. No portion of the annual deferred compensation is expected to be paid by the Agents to their individual representatives. The annual deferred compensation in relation to the Offering will be paid until the amount of deferred compensation paid to the Agents in relation to the Offering equals 2.00% of the aggregate gross proceeds from the Offering. The Agents may form a sub-agency group including other qualified dealers and determine the fee payable to the members of such group, which fee will be paid by the Agents out of their fees. While the Agents have agreed to use their best efforts to sell the Offered Units offered hereby, the Agents will not be obligated to purchase any Offered Units that are not sold. Under the terms of the Agency Agreement, the Agents may, at their discretion on the basis of their assessment of the state of the financial markets and upon the occurrence of certain stated events, terminate the Agency Agreement and withdraw all subscriptions for Offered Units on behalf of subscribers.

The Fund has granted the Agents the Over-Allotment Option, exercisable for a period of 30 days following the closing of the Offering, to purchase additional Class T Units in an amount up to 15% of the aggregate number of Class T Units issued at the closing of the Offering on the same terms as those under the Offering. If only Class T Units are issued under the Offering and the Over-Allotment Option is exercised in full, under the maximum Offering, the price to the public, the Agents’ fees and the net proceeds to the Fund, before deducting the expenses of the Offering, will be \$17,250,000, nil and \$17,250,000, respectively. This prospectus supplement also qualifies the grant of the Over-Allotment Option and the distribution of the Class T Units issuable on the exercise of the Over-Allotment Option. A purchaser who acquires Class T Units forming part of the over-allocation position acquires those Class T Units under this prospectus supplement, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

Subscriptions will be received for the Offered Units offered hereby, subject to rejection or allotment in whole or in part, and the right is reserved to close the subscription books at any time. Closing of this Offering is expected to occur on or about June 8, 2016 and, in any event, no later than 90 days after the date of this prospectus supplement. The Agents will hold funds received from subscribers and if the closing of the Offering has not occurred within 90 days after the date of this prospectus supplement, the Offering may be withdrawn in which case subscription proceeds received from prospective purchasers in respect of this Offering will be returned to such purchasers promptly without interest or deduction. Up to \$15,000,000 in Offered Units may be sold pursuant to this Offering (up to \$17,250,000 in the event the Over-Allotment Option is exercised in full).

The TSX has conditionally approved the listing of the Class T Units distributed under this prospectus supplement on the TSX, subject to fulfilling all of the listing requirements of the TSX on or before August 4, 2016.

Registrations, transfers and redemptions of Offered Units will be effected only through the book-entry only system administered by CDS. Beneficial owners of Offered Units will not have the right to receive physical certificates evidencing their ownership. A purchaser of Offered Units will receive a customer confirmation from the registered dealer from or through whom the Offered Units are purchased. All rights of Unitholders must be exercised through, and all payments or other property to which such Unitholder is entitled will be made or delivered by, CDS or the CDS participant through which the Unitholder holds such Offered Units.

Pursuant to policy statements of certain Canadian securities regulators, the Agents may not, throughout the period of distribution, bid for or purchase Units. The foregoing restriction is subject to certain exceptions, on the conditions that the bid or purchase not be engaged in for the purpose of creating actual or apparent active trading in, or raising the price of, the Units. Such exceptions include a bid or purchase permitted under applicable by-laws and rules of the relevant self-regulatory authorities relating to market stabilization and passive market making activities and a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of distribution. Pursuant to the first mentioned exception, in connection with this Offering, the Agents may over-allot and effect transactions in connection with their over-allotted position. In connection with this Offering and in accordance with and subject to applicable laws, the Agents may engage in transactions that stabilize or maintain the market price of the Class T Units at levels other than those which might otherwise prevail on the open market. Such transactions, if commenced, may be discontinued at any time.

The Fund is not a trust company and is not registered under legislation of any jurisdiction governing trust companies as it does not carry on, nor does it intend to carry on, the business of a trust company. The Offered Units are not “deposits” within the meaning of the *Canada Deposit Insurance Corporation Act* and are not insured under the provisions of that Act or any other legislation.

The Agents have agreed that the Agents will not solicit acceptances or offer to sell Offered Units in the United States or its territories or possessions or from United States Persons (as that term is defined in Regulation S under the United States Securities Act of 1933, as amended (the “**1933 Act**”)) except as permitted by United States securities laws. The Offered Units have not been, and will not be, registered under the 1933 Act. Accordingly, except in limited circumstances, the Offered Units will not be offered, sold or delivered in the U.S.

#### **RELATIONSHIP BETWEEN THE FUND AND THE AGENTS**

National Bank Financial Inc., which is one of the Agents and the Promoter, is an affiliate of NBCN Inc. which provides the Fund with the Prime Brokerage Facility, the proceeds of which are used by the Fund for various purposes, including purchasing additional securities for the Portfolio, effecting market purchases of Units, maintaining liquidity and funding redemptions. See “Interest of Manager and Others in Material Transactions”. In addition, NBCN Inc., the Custodian, is an affiliate of National Bank Financial Inc. For these reasons, the Fund may be considered to be a “connected issuer” of National Bank Financial Inc. under Canadian securities legislation. National Bank Financial Inc. was involved, together with the other Agents, in the decision of the Fund to undertake the Offering and the determination of the terms of the distribution. National Bank Financial Inc. will receive no benefit in connection with the Offering other than the Promoter Fee and a portion of the Agents’ fee described under “Fees and Expenses”. See “Plan of Distribution” and “Fees and Expenses”. The Agents that have participated as agents under the Fund’s initial public offering of Units on December 14, 2015 are entitled to receive, for a period of time, an annual deferred compensation in relation to the initial public offering based on the NAV of the Fund and the NAV of the Class T Units purchased under the Fund’s mandatory market purchase program.

#### **INTEREST OF MANAGER AND OTHERS IN MATERIAL TRANSACTIONS**

The Manager, the Sub-Advisor, the Promoter and the Trustee will receive the fees described under “Fees and Expenses – Fees and Expenses Payable by the Fund” for their respective services to the Fund and will be reimbursed by the Fund for all reasonable expenses and liabilities incurred in connection with such services.

The interest rates, fees and expenses under the Prime Brokerage Facility are typical of a credit facility of that nature and the Fund may be required under the Prime Brokerage Facility to provide a security interest in favour of NBCN Inc. over the assets held by the Fund to secure such borrowings.

## **EXPERTS**

The matters referred to under “Income Tax Considerations” will be passed upon by Fasken Martineau DuMoulin LLP on behalf of the Fund. Certain other legal matters relating to the securities offered hereby will be passed upon by Fasken Martineau DuMoulin LLP on behalf of the Fund and Blake, Cassels & Graydon LLP on behalf of the Agents. As of the date hereon, the partners and associates of each of Fasken Martineau DuMoulin LLP and Blake, Cassels & Graydon LLP, as a group, own less than one percent of the outstanding Units of the Fund.

Ernst & Young LLP, the auditors of the Fund, have consented to the incorporation by reference in this prospectus supplement of their audit report on the audited financial statements of the Fund as at December 31, 2015. Ernst & Young LLP has confirmed that it is independent with respect to the Fund within the meaning of the Rules of Professional Conduct of the Institute of Chartered Professional Accountants of Ontario.

## **PURCHASERS’ STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION**

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces and territories, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province or territory for the particulars of these rights or consult with a legal advisor.

## CERTIFICATE OF THE AGENTS

Dated: May 31, 2016

To the best of our knowledge, information and belief, the short form base shelf prospectus, together with the documents incorporated in the short form base shelf prospectus by reference, as supplemented by the foregoing, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the short form base shelf prospectus and this prospectus supplement as required by the securities legislation of the provinces and territories of Canada.

**NATIONAL BANK  
FINANCIAL INC.**

**BMO NESBITT BURNS INC.**

**CIBC WORLD MARKETS  
INC.**

**SCOTIA CAPITAL INC.**

*(Signed) "Timothy Evans"*   *(Signed) "Robin G. Tessier"*   *(Signed) "Michael D. Shuh"*   *(Signed) "Robert Hall"*

**GMP SECURITIES L.P.**

*(Signed) "Andrew Kiguel"*

**CANACCORD GENUITY CORP.**

*(Signed) "Ron Sedran"*

**DESJARDINS SECURITIES INC.**

**INDUSTRIAL ALLIANCE SECURITIES INC.**

**RAYMOND JAMES LTD.**

*(Signed) "Nikolas Javaheri"*

*(Signed) "Fred Westra"*

*(Signed) "J. Graham Fell"*

**MACKIE RESEARCH CAPITAL CORPORATION**

**MANULIFE SECURITIES INCORPORATED**

*(Signed) "David J. Keating"*

*(Signed) "William Porter"*