

## CANOE EIT INCOME FUND

### Premium Distribution™, Distribution Reinvestment and Optional Cash Purchase Plan

#### Questions and Answers

The following series of questions and answers explains some of the key features of the Premium Distribution™, Distribution Reinvestment and Optional Cash Purchase Plan (the "*Plan*") of Canoe EIT Income Fund (the "*Fund*") dated November 1, 2013, as amended and restated effective September 21, 2014.

**The answers are, however, of a summary nature only, and are expressly subject to the complete text of the Plan, a copy of which may be obtained from the Plan Agent (as defined below) or the Fund at any time upon request or from the Fund's website at [www.canoefinancial.com](http://www.canoefinancial.com). Unitholders of the Fund should carefully read the complete text of the Plan before making any decisions regarding participation in the Plan.**

#### 1. What does the Plan offer?

If you are an eligible holder ("*Unitholder*") of units ("*Units*") of the Fund as described in the Plan and summarized under Question #4 below, the Plan provides an opportunity for you to receive, by reinvesting the cash distributions ("*Distributions*") declared payable by the Fund on your Units, either:

- (a) additional Units at a discounted subscription price equal to the Discounted Average Market Price (as defined in the Plan), which is initially set at a 5% discount to the applicable Average Market Price (as defined in the Plan), which Units will be delivered pursuant to the "*Distribution Reinvestment Component*" of the Plan; or
- (b) a premium cash payment (the "*Premium Distribution*"™) equal to 102% of the amount of your reinvested Distributions, which payment will be made pursuant to the "*Premium Distribution*"™ *Component*" of the Plan,

in either case upon and subject to the terms and conditions of the Plan.

Additionally, if you are enrolled in either of the Premium Distribution™ Component or the Distribution Reinvestment Component, you may also purchase additional Units at the OCP Purchase Price (as defined in the Plan), which is initially set at a 5% discount to the closing price of the Units on the TSX on the last trading day prior to the applicable Distribution payment date, by directly investing additional amounts within the limits and subject to the terms of the Plan.

The applicable discount for the Discounted Average Market Price applicable to the Distribution Reinvestment Component and the OCP Purchase Price applicable to the OCP Component has been initially set at 5%. However, such discount may be changed from time to time, at the Fund's election, during the term of the Plan. The current 5% discount is the maximum permitted discount.

Participation in either the Premium Distribution™ Component or the Distribution Reinvestment Component will involve the reinvestment of your Distributions in Units. Units acquired under

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™ denotes trademark of Canaccord Genuity Corp.

the Premium Distribution™ Component will be disposed of through a designated broker (the "**Plan Broker**"), currently Canaccord Genuity Corp., in exchange for the Premium Distribution™ which will be paid to you (see Question #2 below). Units acquired under the Distribution Reinvestment Component will be accumulated and held for your account under the Plan.

The amount of the Premium Distribution™ and/or the number of Units that may be acquired under the Plan is subject to proration in certain events.

*You are not required to participate in the Plan.* If you do not elect to participate, then you will continue to receive your regular Distributions in the usual manner.

The Plan, as amended and restated, amends, restates and supersedes the Premium Distribution™, Distribution Reinvestment and Optional Cash Purchase Plan of the Fund dated November 1, 2013 (the "**Previous Plan**"). If you were a participant in the Previous Plan, please see Question #5 below regarding your enrollment in the Plan.

In order to participate in either the Distribution Reinvestment Component or the Premium Distribution™ Component, you must enroll in the Plan directly or indirectly through the broker, investment dealer, financial institution or other nominee through which you hold your Units ("**your broker**"). In addition, in order to acquire Units in the OCP Component, you must be enrolled in the Premium Distribution™ Component or the Distribution Reinvestment Component of the Plan. Please see Question #6 below regarding your enrollment in the Plan.

**2. How does participating in the Plan result in my receiving the Premium Distribution™ or additional Units?**

Participation in either the Premium Distribution™ Component or the Distribution Reinvestment Component involves the reinvestment of your Distributions in Units purchased on your behalf from the Fund.

If you are validly enrolled in the Premium Distribution™ Component, either directly or indirectly through your broker, then Units purchased through reinvestment of your Distributions will be disposed of through the Plan Broker in exchange for the Premium Distribution™, which will in turn be remitted to you by the plan agent (currently Alliance Trust Company) (the "**Plan Agent**") directly or through your broker, as applicable, in the same manner that regular Distributions are paid by the Fund. If you are validly enrolled in the Distribution Reinvestment Component, then Units purchased through reinvestment of your Distributions will be credited to your account under the Plan or, if you are enrolled through your broker, with your broker.

The amount of the Premium Distribution™ or the number of Units that may be purchased under the Plan is subject to proration in certain events, as more particularly described in the Plan. See also Question #10 below.

**3. What are the advantages of the Plan?**

The Distribution Reinvestment Component provides a convenient and cost-effective way for you to increase your investment in the Fund without incurring commissions, service charges or similar fees in connection with the purchase of Units from the Fund (subject to any fees that may be charged by your broker). The Units purchased with reinvested Distributions pursuant to the Distribution Reinvestment Component will be bought at the then applicable Discounted Average Market Price, with such discounts to be determined from time to time by the manager of the Fund and currently set at a discount of 5% to the applicable Average Market Price.

The Premium Distribution™ Component provides a means by which you can, in effect, increase your cash receipts by 2% through reinvestment of your regular Distributions in Units at a 5% discount to the applicable Average Market Price and the subsequent disposal of such Units in exchange for the Premium Distribution™, being a cash amount equal to 102% of the reinvested Distributions.

The OCP Component allows participants in either the Distribution Reinvestment Component or the Premium Distribution™ Component to purchase Units at the OCP Purchase Price (as defined in the Plan) by directly investing additional amounts within the limits and subject to the terms of the Plan. The OCP Purchase Price is currently set at a 5% discount to the closing price of the Units on the TSX on the last trading day before the applicable Distribution payment date.

#### 4. **Is the Plan available to all Unitholders?**

Your eligibility to participate in either the Distribution Reinvestment Component, the Premium Distribution™ Component or the OCP Component will depend on whether you meet the residency and other criteria set forth in the Plan. **Unless otherwise announced by the Fund, Unitholders who are not resident in Canada may not participate in the Premium Distribution™ Component.**

***Residents of Canada.*** Unitholders who are resident in Canada may participate in either the Distribution Reinvestment Component or the Premium Distribution™ Component, and purchase additional Units pursuant to the OCP Component. However, CDS Clearing and Depository Services Inc. ("**CDS**") may not directly invest under the OCP Component.

***Residents of the United States.*** **Unless otherwise announced by the Fund, a Unitholder who is a resident of the United States or is otherwise a "U.S. person" as that term is defined in Regulation S under the United States Securities Act of 1933, as amended, may not participate any component of the Plan.** A "U.S. person" includes, without limitation, any natural person resident in the United States, any partnership or corporation organized or incorporated under the laws of the United States, any estate of which any executor or administrator is a U.S. person and any trust of which any trustee is a U.S. person.

***Residents of Other Foreign Jurisdictions.*** Unitholders (whether registered or beneficial holders) who are resident in any jurisdiction outside of Canada (other than the United States) may participate in the Distribution Reinvestment Component or the OCP Component only if their participation is permitted by the laws of the jurisdiction in which they reside and provided that the Fund is satisfied, in its sole discretion, that such laws do not subject the Plan or any of the Fund, the Plan Agent or the Plan Broker to additional legal or regulatory requirements. Any such Unitholders wishing to participate in the Distribution Reinvestment Component or the OCP Component should consult legal counsel where they reside to determine their eligibility to participate and provide confirmation of such eligibility to the Fund.

The amount of any Distributions to be reinvested under the Plan under the Distribution Reinvestment Component on behalf of Unitholders who are not residents of Canada will be reduced by the amount of any applicable non-resident withholding taxes. See Question #19 below.

The Fund and the Plan Agent also reserve the right to deny or cancel participation in the Plan in certain extraordinary circumstances described in the Plan. The Fund also reserves the right to determine, from time to time, not to accept optional cash payments for the purchase of Units under the OCP Component and to determine, from time to time, a minimum number of Units that

a Unitholder must hold in order to be eligible for, or continue to be enrolled or participate in any component of the Plan, subject to any applicable legal or regulatory requirements. See "*Eligibility Requirements*" in the Plan.

**5. Am I required to take action if I was previously enrolled in the Previous Plan?**

The Plan amends, restates and supersedes the Previous Plan.

If you are a registered holder of Units who was validly enrolled in the Previous Plan, then you will be automatically deemed to be a participant in this Plan without any further action.

If you are a beneficial owner of Units (i.e., a holder of Units that were not registered in the beneficial owner's name but were instead held through a broker, investment dealer, financial institution or other nominee) who was validly enrolled, through the nominee holder through which the Units were held, in the Previous Plan, then you should contact such nominee holder to confirm continued participation in this Plan.

If you wish to become a new participant in the Plan, or change your current method of participation in the Plan, then you must enroll in the Plan either (i) directly if you are a registered Unitholder, or (ii) if you are a beneficial Unitholder whose Units are held through your broker, indirectly through such broker. Please see Question #6 below regarding your enrollment in the Plan. You must also be enrolled in either the Distribution Reinvestment Component or the Premium Distribution™ Component of the Plan to purchase additional Units under the OCP Component.

**6. How do I elect to enroll in and become a participant in the Plan?**

Only registered Unitholders may directly enroll in the Plan. Beneficial owners of Units may, however, indirectly participate in the Plan through their broker. See "*Enrollment*" in the Plan.

If you are an eligible Unitholder with Units registered in your own name, then you may enroll in either the Distribution Reinvestment Component or the Premium Distribution™ Component by delivering to the Plan Agent a duly completed Enrollment Form. Once you are enrolled, you may also purchase Units under the OCP Component by delivering to the Plan Agent a duly completed OCP Form and a cheque for the applicable cash payment payable to the Plan Agent.

A copy of the Enrollment Form and the OCP Form may be obtained by calling the Plan Agent at (403) 237-6111 or by email at [inquiries@alliancetrust.ca](mailto:inquiries@alliancetrust.ca), or from the Fund's website at [www.canoefinancial.com](http://www.canoefinancial.com). A duly completed Enrollment Form or OCP Form, and accompanying cheque in the case of an optional cash payment, must be received by 5:00 p.m. (Toronto time) on the business day preceding a Distribution record date in order to be effective for the corresponding Distribution payment date.

If you are an eligible Unitholder but your Units are not registered in your own name, then you cannot enroll in the Plan directly, but may do so indirectly through your broker by providing appropriate enrollment instructions. Your broker may require certain information or documentation from you before it will act upon your enrollment instructions. Please contact your broker to confirm any information or documentation required to give effect to your instructions, to confirm your broker's policies concerning continued participation following initial enrollment, and to inquire about applicable deadlines.

**7. At what price will Units be purchased for my account under the Distribution Reinvestment Component and the OCP Component?**

Units purchased with reinvested Distributions under the Distribution Reinvestment Component will be purchased from the Fund on each Distribution payment date at the then applicable Discounted Average Market Price (as defined in the Plan), currently set at a 5% discount to the Average Market Price applicable to that Distribution payment date.

Units purchased with optional cash payments under the OCP Component will be purchased from the Fund on each Distribution payment date at the then applicable OCP Purchase Price (as defined in the Plan), currently set at a 5% discount to the closing price of the Units on the TSX on the last trading day prior to the applicable Distribution payment date.

Units purchased from the Fund pursuant to the Distribution Reinvestment Component, the Premium Distribution™ Component or the OCP Component may be issued from the Fund's treasury or may consist of previously issued Units that have been either repurchased by the Fund on the open market or by invitation for tenders or that have been redeemed by a Unitholder pursuant to the Unitholder's annual redemption right, in each case as permitted by the Fund's constating documents and applicable laws and stock exchange requirements.

**8. How do I receive the Premium Distribution™?**

If you are an eligible Unitholder and are enrolled in the Premium Distribution™ Component, then your Distributions will, subject to proration as described in the Plan and illustrated under Question #10 below, be reinvested in Units under the Plan at a 5% discount to the Average Market Price, and such Units will, without further action required from you, be disposed of through the Plan Broker in exchange for the Premium Distribution™, being a cash payment equal to 102% of the reinvested amount. The Plan Agent will in turn remit payment of the Premium Distribution™ to participants in the Premium Distribution™ Component in the same manner that regular Distributions are paid by the Fund.

**9. How am I able to receive an amount equal to 102% of my Distribution?**

Units issued from treasury or sold by the Fund on a Distribution payment date pursuant to the Premium Distribution™ Component will be issued or sold, as applicable, at a 5% discount to the Average Market Price. If you are an eligible Unitholder and are enrolled to participate in the Premium Distribution™ Component, then such number of Units as is approximately equal to the number of Units to be purchased on the Distribution payment date with your reinvested Distributions will be pre-sold through the Plan Broker at prevailing market prices. If the prevailing market prices realized are approximately the same as the Average Market Price, then the difference between the issue or sale price, as applicable, of the Units and the price realized on the pre-sales will be approximately 5%. Of this difference, 2% will be paid to you (the Premium Distribution™ being a cash payment equal to 102% of the reinvested Distribution) and the balance (which may be more or less than 3%), if any, will be retained by the Plan Broker as compensation for its services in connection with the Plan.

The Plan Broker will in any event be obligated to pay the full amount of the Premium Distribution™ (subject to proration as described in the Plan and illustrated under Question #10 below) against delivery of the corresponding number of Units, and bears the risk of unfavourable changes in market price with respect to the Units. If the Plan Agent for any reason does not receive sufficient funds from the Plan Broker to pay the Premium Distribution™ on all Units of participants enrolled in the Premium Distribution™ Component, then such participants will be

entitled to receive from the Fund the full amount of the regular Distribution for each such Unit in respect of which the Premium Distribution™ is not paid.

**10. What will I receive under the Premium Distribution™ Component if proration applies?**

The Premium Distribution™ Component is subject to the possibility of proration in certain events as described in the Plan. To the extent that your election to receive the Premium Distribution™ cannot be fulfilled, in whole or in part, as a result of such proration, or if the Fund determines not to make any equity available under the Plan on a particular Distribution payment date, or if the Plan Broker for any reason defaults on its obligation to deliver to the Plan Agent funds sufficient to satisfy the full amount of the Premium Distribution™, or if for any other reason a Distribution cannot be reinvested under the Plan, in whole or in part, then you will be entitled to receive from the Fund the full amount of the regular Distribution for each Unit in respect of which the Premium Distribution™ is not paid.

By way of example, suppose that the Fund determines that the maximum value of equity available under the Premium Distribution™ Component (after satisfying all elections under the Distribution Reinvestment Component) on the relevant Distribution payment date is \$6,000,000, and that the Fund declares a Distribution of \$0.10 per Unit. In these circumstances, the maximum number of Units in respect of which the Premium Distribution™ may be paid is 60,000,000 (being the maximum value of equity available under the Premium Distribution™ Component divided by the Distribution per Unit). If Unitholders (including you) holding a total of 80,000,000 Units have elected to receive the Premium Distribution™, then three-quarters or 75% proration would apply to all participants enrolled in the Premium Distribution™ Component since, in this example, the Premium Distribution™ can only be paid on 60,000,000 Units.

If you own 4,000 Units, are an eligible Unitholder, and are enrolled to participate in the Premium Distribution™ Component, then, in this example, you would receive the Premium Distribution™ equal to 102% of your regular Distribution in respect of 3,000 of your Units and 100% of your regular Distribution in respect of your remaining 1,000 Units. That portion of your Distribution that is not eligible for reinvestment under the Premium Distribution™ Component and to which you would otherwise be entitled on a Distribution payment date will be paid to you in the ordinary manner.

**11. Will a Unit certificate be issued for Units purchased for me under the Plan?**

A Unit certificate evidencing your registered ownership of Units will not be issued for Units purchased under the Plan. If you are validly enrolled in the Distribution Reinvestment Component or make an optional cash payment under the OCP Component, then Units purchased for your account under the Distribution Reinvestment Component or the OCP Component will be credited to your account under the Plan or, if you are enrolled indirectly through your broker, with your broker. You may, however, request a certificate for any number of whole Units held under the Plan by the Plan Agent for your account. See "*Withdrawal of Units*" in the Plan. If you are validly enrolled in the Premium Distribution™ Component, then Units purchased for your account will be disposed of through the Plan Broker in exchange for the Premium Distribution™.

If you are a registered Unitholder participating directly in the Plan, then the Plan Agent will maintain an account for you with respect to purchases of Units made under the Plan for your account and will issue an unaudited statement regarding purchases made under the Distribution Reinvestment Component and the OCP Component on a quarterly basis. These statements are your continuing record of purchases of Units made for your account under the Plan and should be

retained for income tax purposes. No statements will be provided to you in respect of purchases made under the Premium Distribution™ Component.

Eligible Unitholders who participate in the Plan indirectly through their broker should consult such broker to confirm what statements or reports, if any, will be provided by such broker, whether for tax reporting purposes or otherwise.

**12. Can I sell Units held for my account under the Plan?**

Any Units held under the Plan by the Plan Agent for your account cannot be sold, pledged or otherwise disposed of while so held. If you wish to sell any such Units, then you must first withdraw them from under the Plan. See "*Withdrawal of Units*" in the Plan.

**13. How can I change my election or terminate my participation under the Plan?**

If you are enrolled in the Plan directly and wish to change your election as between the Distribution Reinvestment Component and the Premium Distribution™ Component, you may do so by delivering to the Plan Agent a new, duly completed Enrollment Form reflecting the new election. If you are enrolled in the Plan directly and wish to voluntarily terminate your participation in the Plan, you may do so by delivering to the Plan Agent a duly completed termination portion of the voucher located on the bottom of the statement of account issued by the Plan Agent.

If you are enrolled in the Plan indirectly through your broker, then you may change your election or voluntarily terminate your participation under the Plan by providing appropriate instructions to your broker. You should consult with your broker to confirm what information or documentation may be required to give effect to your instructions, and to inquire about any applicable deadlines. See "*Termination of Participation*" and "*Change of Election*" in the Plan.

A new Enrollment Form or termination request (or notice of death of an individual participant's death) must be received by 5:00 p.m. (Toronto time) on the business day preceding a Distribution record date in order to take effect for that Distribution. Enrollment Forms or termination requests received after that time will not be effective until the next Distribution record date.

**14. Are there circumstances where I may not be able to acquire additional Units or receive the Premium Distribution™, as the case may be, in accordance with my election?**

Yes. Your ability to acquire additional Units under the Distribution Reinvestment Component or the OCP Component or receive the Premium Distribution™ under the Premium Distribution™ Component on any particular Distribution payment date depends on whether or not the Fund, at its sole discretion and with or without notice to participants, decides to issue or sell, or not issue or sell, equity under the Plan for the given Distribution payment date.

If, in respect of any Distribution payment date, fulfilling all of the elections under the Plan would result in the Fund exceeding either the limit on Units set by the Fund or the aggregate annual limit on Units that may be issued or sold pursuant to optional cash payments, then elections for the purchase of Units on that Distribution payment date will be accepted (i) first, from participants electing to reinvest Distributions under the Distribution Reinvestment Component, (ii) second, from participants electing to receive the Premium Distribution™, and (iii) third, from participants electing to make optional cash payments.

If the Fund is not able to accept all elections for a particular component of the Plan, then purchases of Units under that component on the applicable Distribution payment date will be prorated among all participants in that component. See Question #10 above.

The Premium Distribution™ Component is subject to the possibility of additional proration in certain events as described in the Plan.

If the Fund determines not to issue or sell any equity through the Plan on a particular Distribution payment date, or the availability of Units is prorated in accordance with the terms of the Plan, or for any other reason a Distribution cannot be reinvested under the Plan, in whole or in part, then participants will be entitled to receive from the Fund the full amount of the regular Distribution on each Unit in respect of which the Distribution is payable but cannot be reinvested under the Plan in accordance with the applicable election.

**15. How can I make optional cash payments?**

If you are an eligible Unitholder with Units registered in your own name and are enrolled in either the Distribution Reinvestment Component or the Premium Distribution™ Component of the Plan you may make an optional cash payment under the OCP Component at any time by delivering a properly completed OCP Form, together with a cheque payable to "Alliance Trust Company", to the Plan Agent. If you are a beneficial owner of Units, you should contact your broker, investment dealer, financial institution or other nominee to determine if you are eligible to make an optional cash payment. A copy of the OCP Form may be obtained by calling the Plan Agent at (403) 237-6111 or by email at [inquiries@alliancetrust.ca](mailto:inquiries@alliancetrust.ca), or from the Fund's website at [www.canoefinancial.com](http://www.canoefinancial.com).

Your initial optional cash payment does not give rise to any continuing obligation on you to make further optional cash payments, and subject to certain Plan limits, the amount of each optional cash payment may vary from time to time. A direction to purchase Units with an optional cash payment is, however, irrevocable once received by the Plan Agent.

Optional cash payments will be used to purchase Units on the applicable Distribution payment date. Optional cash payments must be received (together with a completed OCP Form) from you or your nominee no later than 5:00 p.m. (Toronto time) on the business day immediately preceding a Distribution record date in order to be invested in Units on the Distribution payment date to which such record date relates. Cheques received by the Plan Agent in respect of optional cash payments will be cashed as soon as practicable by the Plan Agent to ensure that payment will not be denied for insufficient funds by the applicable Distribution payment date. No interest will be paid on any amounts held pending investment. Optional cash payments received by the Plan Agent after the applicable deadline and cheques that have not cleared by the applicable Distribution payment date will not be invested in Units on such Distribution payment date and will be invested in Units on the next following Distribution payment date.

**16. How many Units can I purchase with optional cash payments?**

Optional cash payments may be in different amounts, but cannot be more than Cdn.\$10,000 per Unitholder account per month, or such other amounts as may be determined by the Fund from time to time (unless you are a nominee Unitholder, in which case the maximum applies in respect of each beneficial owner of Units for whom you act as nominee). The number of Units that you receive for your optional cash payment on any given Distribution payment date will depend on the amount of such payment and the OCP Purchase Price in effect for such date.



The Fund may not issue or sell in any financial year, pursuant to optional cash payments, more than the maximum number of Units permitted by applicable laws and regulatory policies. The Fund will not accept any optional cash payments beyond these limits.

If you are enrolled directly in the Plan with the Plan Agent, cash Distributions in respect of Units purchased with optional cash payments and held for your account under the Plan will automatically be reinvested in Units in accordance with the Plan and your election as set forth in your most recent Enrollment Form. Please note, though, that if you are a beneficial owner of Units registered through your broker or other nominee, cash Distributions paid in respect of Units purchased under the OCP Component will be credited to the account of your broker or nominee and you will need to instruct your broker or nominee to have such additional Units purchased pursuant to the OCP Component enrolled in the Plan.

The Fund reserves the right to determine from time to time not to accept optional cash payments for the purchase of Units under the Plan.

**17. Will I receive interest on funds that I have submitted to the Plan Agent as optional cash payments?**

Interest will not be paid on optional cash payments pending their investment in Units.

**18. How will the Plan Agent purchase Units for me with reinvested Distributions?**

On each Distribution payment date, the Plan Agent will, on your behalf, reinvest the Distributions payable on your Units that are validly enrolled in the Plan in Units purchased directly from the Fund. Such Units will, depending on your election, either be credited to your account under the Distribution Reinvestment Component or disposed of on your behalf in exchange for the Premium Distribution™ under the Premium Distribution™ Component.

**19. What are the Canadian income tax consequences for Canadian residents participating in the Plan?**

As a Canadian resident, participation in the Plan does not relieve you of any liability for Canadian taxes that may be payable in respect of the Distributions reinvested in Units under the Distribution Reinvestment Component or Distributions reinvested in Units and then sold on your behalf under the Premium Distribution™ Component. In determining taxes payable, it is important to recognize that multiple transactions occur under the Plan even though you may only see the result of the final transaction.

Please refer to the Plan for a description of certain Canadian federal income tax considerations relevant to participation in the Plan. The description is, however, a summary only and does not constitute legal or tax advice to any particular Unitholder. **You are urged to consult your own tax advisors concerning the implications of your participation in the Plan having regard to your particular circumstances.**

**20. Where can I get further information?**

If you have any questions regarding the Plan, please direct them to the Plan Agent or to the Fund, as follows:

Alliance Trust Company  
450, 407 - 2nd Street SW  
Calgary, Alberta T2P 2Y3

Attention: Distribution Reinvestment Department

Tel: (403) 237-6111  
Email: [inquiries@alliancetrust.ca](mailto:inquiries@alliancetrust.ca)

or by visiting:

[www.alliancetrust.ca](http://www.alliancetrust.ca)

Canoe EIT Income Fund  
Suite 3900, 350 - 7th Avenue S.W.  
Calgary, Alberta T2P 3N9

Attention: Investor Relations  
Tel: 1-877-434-2796  
Email: [info@canoefinancial.com](mailto:info@canoefinancial.com)

or by visiting:

[www.canoefinancial.com](http://www.canoefinancial.com)

DATED: November 1, 2013, as amended and restated effective September 21, 2014.