# VERITAS MUTUAL FUNDS

# SIMPLIFIED PROSPECTUS

## Offering

## Class A, Class F and Class I Units

## of

## VERITAS CANADIAN EQUITY FUND

## and

## Series A, Series F and Series I Units

## of

## VERITAS ABSOLUTE RETURN FUND
## an alternative mutual fund

The Funds and the Units of the Funds are offered under this Simplified Prospectus in each of the provinces of Canada. The Units are intended primarily for purchase by residents of Canada. The Units offered under this Simplified Prospectus are not registered with the United States Securities and Exchange Commission and they are sold in the United States only in reliance on exemptions from registrations.

No securities regulatory authority has expressed an opinion about these Units and it is an offence to claim otherwise.

April 28, 2023

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## FORWARD-LOOKING STATEMENTS

Certain statements in this Simplified Prospectus are forward-looking statements, including those identified by the expressions "anticipate", "believe", "plan", "estimate", "expect", "intend" and similar expressions to the extent they relate to the Funds (as defined herein) or the Manager (as defined herein). Forward-looking statements are not historical facts but reflect the current expectations of the Funds or the Manager regarding future results or events. Such forward-looking statements reflect the Funds or the Manager's current beliefs and are based on information currently available to them. Forward-looking statements involve significant risks and uncertainties. A number of factors could cause actual results or events to differ materially from current expectations. Some of these risks, uncertainties and other factors are described under "*WHAT IS A MUTUAL FUND AND WHAT ARE THE RISKS OF INVESTING IN A MUTUAL FUND?*" in this Simplified Prospectus. Although the forward-looking statements contained in this Simplified Prospectus are based upon assumptions that the Funds and the Manager believe to be reasonable, neither the Funds nor the Manager can assure investors that actual results will be consistent with these forward-looking statements. Unless otherwise stated, the forward-looking statements contained in this Simplified Prospectus are made as at the date hereof and neither the Funds nor the Manager assumes any obligation to update or revise them to reflect new events or circumstances, except as required by law.

## PART A – INTRODUCTORY DISCLOSURE

To make this document easier to read, the following terms are used throughout:

- **"Class"** refers to each class of Units in the authorized capital of the Veritas Canadian Equity Fund offered under this Simplified Prospectus.
- **Dealer** refers to both the dealer and the registered representative in your province who advises you on your investments.
- **Funds** refers, collectively, to the Veritas Canadian Equity Fund and the Veritas Absolute Return Fund and each, individually, as a "**Fund**" offered to the public under this Simplified Prospectus. The Funds are subject to National Instrument 81-101 *Mutual Fund Prospectus Disclosure* ("**NI 81-101**") and National Instrument 81-102 *Investment Funds* ("**NI 81-102**").
- **NAV** refers to net asset value.
- **Registered Plans** refer to RRSPs, RRIFs, TFSAs, RESPs and DPSPs, each as defined under the "*OPTIONAL SERVICES* - Registered Plans" section of this Simplified Prospectus.
- **"Series"** refers to each series of Units in the authorized capital of the Veritas Absolute Return Fund offered under this Simplified Prospectus.
- **Simplified Prospectus** refers to this simplified prospectus.
- **Units** means the trust units of the Funds offered under this Simplified Prospectus.
- **VAR Declaration of Trust** refers to the Master Declaration of Trust of the Veritas Absolute Return Fund dated June 8, 2017, as amended and restated as of October 1, 2019.
- **VCE Declaration of Trust** refers to the Declaration of Trust of the Veritas Canadian Equity Fund dated April 23, 2018.
- **we**, **us**, **our, Manager, Portfolio Manager** and **Veritas** refer to Veritas Asset Management Inc. in our capacity as trustee, manager and portfolio manager of the Funds.
- **you** and **your** refers to an individual investor and everyone who invests or may invest in the Funds.

This document contains selected important information to help you make an informed investment decision about investing in the Funds and to help you understand your rights as an investor. This document is divided into two parts.

- **Part A**, from pages 1 through 32, contains general information applicable to both of the Funds.
- **Part B**, from pages 34 through 59, contains specific information about each Fund described in this document.

Additional information about each Fund is available in the following documents:

- the most recently filed fund facts (the "**Fund Facts**");
- the most recently filed annual financial statements;
- any interim Financial Statements filed after those annual financial statements;
- the most recently filed annual management report of fund performance ("**Management Report of Fund Performance**"); and
- any interim Management Report of Fund Performance filed after those annual management reports of fund performance.

These documents are incorporated by reference into this Simplified Prospectus, which means that they legally form part of this document just as if they were printed as a part of this document. You can get a copy of these documents, at your request, and at no cost, by calling toll-free at 1-866-640-8783, or from your Dealer.

These documents are available at www.veritasfunds.com, or by contacting the Manager at info@veritasfunds.com.

These documents and other information about the Funds are also available at www.sedar.com.

## RESPONSIBILITY FOR MUTUAL FUND ADMINISTRATION

### Manager

Veritas Asset Management Inc. is the Manager of the Funds. The registered office of the Manager is located at 100 Wellington Street West, TD West Tower, Suite 3110, P.O. Box 80, Toronto, Ontario M5K 1E7. The Manager can be contacted by telephone at (416) 866-8783, toll-free at 1-866-640-8783, or by email at info@veritasfunds.com. The Manager's website is www.veritasfunds.com.

Pursuant to the VCE Declaration of Trust and VAR Declaration of Trust (as applicable), the Manager retains full authority and responsibility to manage the business and affairs of the Funds and is responsible for the day-to-day operations of the Funds. Pursuant to the VCE Declaration of Trust and VAR Declaration of Trust (as applicable), the Manager may delegate any or all of its duties and responsibilities to one or more agents to assist it in the performance of such duties and responsibilities.

### Directors and Executive Officers of the Manager

| Name | Municipality of Residence | Office | Principal Occupation |
|---|---|---|---|
| Antonio Scilipoti | Toronto, Ontario | Director, President, Chief Executive Officer, Ultimate Designated Person & Chief Compliance Officer | Director, President, Chief Executive Officer, Ultimate Designated Person, Chief Compliance Officer and Advising Representative |
| Josephine Alaina Monasterolo | Etobicoke, Ontario | Director and Chief Financial Officer | Director and Chief Financial Officer |
| Samuel LaBell | Toronto, Ontario | Director | Director and Advising Representative |
| Michelle Mercer | Toronto, Ontario | Secretary | Secretary |

### Portfolio Manager

Veritas Asset Management Inc. acts as the Portfolio Manager of the Funds. The Portfolio Manager is responsible for portfolio management and advisory services for the Funds. Investment decisions are made based on fundamental research and quantitative analysis. The investment decisions by the Portfolio Manager's portfolio management team are not subject to the oversight, approval or ratification of a committee.

The individuals principally responsible for the day-to-day management of the portfolios of the Funds are Antonio Scilipoti and Samuel LaBell.

*Antonio Scilipoti*

Mr. Scilipoti is a co-founder of the Veritas Group of Companies and serves as a Director and the President, Chief Executive Officer, Ultimate Designated Person and Chief Compliance Officer of the Manager. He was trained as a forensic accountant and is designated as a Fellow Chartered Professional Accountant, Certified Professional Accountant (Illinois) and is also a member of the Association of Certified Fraud Examiners. Anthony has been part of the Manager's portfolio management team since its inception in 2017.

*Samuel LaBell*

Mr. LaBell is a shareholder and director of the Veritas Group of companies. Prior to moving to the Manager, Samuel spent five years as Head of Research with Veritas Investment Research Corporation and 11 years as the lead analyst of Veritas Investment Research Corporation covering the Oil and Gas sector. From 2004 to 2020, Samuel served on the Veritas Investment Committee to select the firm's "V List", a model portfolio of top buy ideas. Samuel is a CFA Charterholder and holds a BA in Economics from the University of Toronto, an MA in Economics from the University of Ottawa and an MBA from the Richard Ivey School of Business.

**Brokerage Arrangements**

RBC Dominion Securities Inc., or such other parties as the Manager may retain, will act as prime broker for the Veritas Absolute Return Fund pursuant to separate prime brokerage agreements. The prime broker provides prime brokerage services to the Veritas Absolute Return Fund, including trade execution and settlement, custody, margin lending and securities lending in connection with the short sale strategies of the Fund.

Decisions as to the purchase and sale of portfolio securities and decisions as to the execution of all portfolio transactions, including selection of market, dealer or broker and the negotiation, where applicable, of commissions, are made by the Portfolio Manager.

The primary consideration in all portfolio transactions will be prompt execution of orders in an efficient manner at the most favourable price. In selecting and monitoring prime brokers and negotiating commissions, the Portfolio Manager considers the prime broker's reliability, the quality of its execution services on a continuing basis and its financial condition. When more than one prime broker is believed to meet these criteria, preference may be given to prime brokers who provide research or statistical material or other services to the Funds or the Portfolio Manager. Such research and order execution goods and services include advice, both directly and in writing, as to the value of securities; the advisability of investing in, purchasing or selling securities; the availability of securities, or purchasers or sellers of securities; analyses and reports concerning issues, industries, securities, economic factors and trends, portfolio strategy or the performance of accounts; trading software; market data; custody, clearing and settlement services that were directly related to executed orders; as well as databases and software that supported these goods and services. Prime brokers and third parties may provide the same or similar goods and services in the future. The users of these research and order execution goods and services are portfolio managers, research analysts and traders. Such services allow the Portfolio Manager to supplement its own investment research activities and obtain the views and information of others prior to making investment decisions.  The Portfolio Manager is of the opinion that, because this material may be analyzed and reviewed by its staff, its receipt and use does not tend to reduce expenses but may benefit the Funds by supplementing the Portfolio Manager's research. The Portfolio

Manager conducts trade cost analysis to ensure that the Funds receive a reasonable benefit considering the use of the research and order execution goods and services, as applicable, and the amount of the brokerage commission paid. The Portfolio Manager also makes a good faith determination that the Funds receive reasonable benefit considering the use of the goods and services, the amount of brokerage commissions paid, the range of services and the quality of research received.

**Trustee**

Veritas Asset Management Inc. acts as the trustee of the Funds (the "**Trustee**") pursuant to the VCE Declaration of Trust and VAR Declaration of Trust (as applicable). The Trustee has those powers and responsibilities in respect of each Fund as described in the VCE Declaration of Trust and VAR Declaration of Trust. The Trustee is required to exercise its powers and discharge its duties honestly, in good faith and in the best interests of the Funds and to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Pursuant to each of the VCE Declaration of Trust and VAR Declaration of Trust, the Manager may remove the Trustee and appoint a successor trustee of a Fund from time to time on ninety (90) days' written notice or in certain other circumstances. The Trustee or any successor appointed pursuant to the terms of the VCE Declaration of Trust and VAR Declaration of Trust (as applicable) may resign upon ninety (90) days' written notice to the Manager, who shall use its best efforts to appoint a successor trustee. If no successor Trustee is appointed the Fund shall be terminated.

Each of the VCE Declaration of Trust and VAR Declaration of Trust (as applicable) provides that the Trustee and its affiliates have a right of indemnification from each of the Funds for any claims arising out of the execution of its duties as trustee, except in cases of negligence, willful default or bad faith on the part of the Trustee. In addition, each of the VCE Declaration of Trust and VAR Declaration of Trust (as applicable) contains provisions limiting the liability of the Trustee, as described in the VCE Declaration of Trust and VAR Declaration of Trust.

**Custodian**

On behalf of the Fund, the Manager and RBC Investor and Treasury Services (the "**Custodian**") have entered into separate custodian agreements (collectively, the "**Custodian Agreements**"), whereby the Custodian has agreed to act as custodian for each of the Funds and to provide safekeeping and custodian services in respect of the Funds' property.

The Custodian receives and holds cash, portfolio securities and other assets of the Funds for safekeeping and, on direction from the Manager, will also settle on behalf of a Fund the purchase and sale of the Fund's assets. Under the terms of the Custodian Agreements and subject to the requirements of the Canadian Securities Administrators, the Custodian may appoint one or more sub-custodians. The fees for custodial services provided by the Custodian are paid by the Funds.

Each Custodian Agreement can be terminated by a Fund or by the Custodian on 30 days' prior written notice.

A change of Custodian will, in certain events, require the prior approval of securities regulatory authorities. Where a Fund makes use of clearing corporation options, the Fund may deposit portfolio securities or cash as margin in respect of such transactions with a prime broker, or in the case of over-the-counter options or forward contracts, with the other party thereto, in any such case in accordance with the policies of Canadian securities authorities. Where a Fund effects a short sale, the Fund may deposit assets as security with its custodian or a prime broker from whom the Fund borrowed the securities forming part of the short sale.

## Independent Auditor

Deloitte LLP, Chartered Professional Accountants, Toronto, Ontario, is the independent auditor of the Funds.

## Administrator

The Manager, on behalf of the Funds, has entered into separate administration agreements (collectively, the "Administration Agreements") with SGGG Fund Services Inc. (in such capacity, the "Administrator") to obtain certain administrative services for the Funds.

The Administrator is responsible for providing administrative services to the Funds, including maintaining the accounting records of the Funds, fund valuation, NAV calculation and financial reporting services. The fees for administrative services provided by the Administrator are paid by the Funds.

## Registrar

SGGG Fund Services Inc. ("**SGGG**"), Toronto, Ontario is the registrar for the Funds. In such capacity, SGGG keeps a register of the owners of Units of the Funds, processes purchase and redemption orders, issues investor account statements and issues annual tax reporting information.

Under the Administration Agreements, SGGG is paid a fee for performing its duties as the registrar of the Fund.

## Securities Lending Agent

The Manager, on behalf of the Funds, has entered into separate Securities Lending Authorization Agreements (collectively, the "**Securities Lending Agreements**") with RBC Investor & Treasury Services (the "**Securities Lending Agent**"). The Securities Lending Agent is not an affiliate or associate of the Manager. The Securities Lending Agreement appoints and authorizes the Securities Lending Agent, where applicable, to act as agent for securities lending transactions for a Fund that engages in securities lending and to execute, in the Fund's name and on its behalf, securities lending agreements with borrowers in accordance with NI 81-102. The Securities Lending Agreements require that the collateral received by the Funds in a securities lending transaction must generally have a market value no less than 102% of the value of the securities loaned. Under the Securities Lending Agreements, the Securities Lending Agent, where applicable, agrees to indemnify the Manager from certain losses incurred in connection with its failure to perform any of its obligations under the Securities Lending Agreements. Each Securities Lending Agreement may be terminated at any time at the option of either party upon 30 days prior notice to the other party, subject to certain conditions. Either party has the right to terminate the applicable Securities Lending Agreement immediately if the other party commits certain acts or fails to perform its duties under the Securities Lending Agreement.

## Independent Review Committee

National Instrument 81-107 – *Independent Review Committee for Investment Funds* ("**NI 81-107**") requires all publicly offered investment funds, such as the Funds, to establish an independent review committee to whom the Manager must refer conflict of interest matters for review or approval. NI 81-107 also imposes obligations upon the Manager to establish written policies and procedures for dealing with conflict of interest matters, maintain records in respect of these matters and provide assistance to the IRC in carrying out its functions. The IRC is required to conduct regular assessments and provide reports to the Manager and to Unitholders in respect of its functions. The IRC's annual report of its activities for Unitholders is available on the Fund's website at www.veritasfunds.com, or at the Unitholder's request at no cost by calling the Manager toll free at 1-866-640-8783, or by email at info@veritasfunds.com.

All investment funds in the Manager's family of funds share the same IRC. The fees and expenses of the IRC are borne and shared *pro rata* by all of the applicable investment funds in the Manager's family of funds. Each investment fund is also responsible for its pro rata share of all expenses associated with insuring and indemnifying the IRC members.

In accordance with NI 81-107, the mandate of the IRC is to consider and provide recommendations to the Manager on conflicts of interest to which the Manager may be subject when managing the Fund. The IRC is empowered to represent the best interests of the Fund in any matter where the Manager has referred a conflict of interest matter to it. In those cases, it has sought to ensure that the Manager's proposed course of action represents a fair and reasonable result for the Funds.

The IRC may also approve certain mergers between the Fund and other funds, and any change of the auditor of the Fund. Subject to any corporate and securities law requirements, no Unitholder approval will be obtained in such circumstances, but you will be sent a written notice at least 60 days before the effective date of any such transaction or change of auditor. In certain circumstances, Unitholder approval may be required to approve certain mergers.

The current members of the IRC are: Fraser Howell (chair), Gordon Graves and Vince Zambrano.

## MANAGER'S POLICIES REGARDING BUSINESS PRACTICES

The Manager maintains policies, procedures and guidelines concerning governance of the Funds. These policies, procedures and guidelines aim to monitor and manage the business and sales practices, risk management and internal conflicts of interest relating to the Funds, and to ensure compliance with regulatory and corporate requirements. The Funds are also managed in accordance with their respective investment guidelines and those guidelines are monitored regularly by appropriate personnel and the board of directors of the Manager to ensure compliance therewith.

The Manager is committed to the fair treatment of investors in the products managed by the Manager through the application of high standards of integrity and ethical business conduct by the employees of the Manager. As a result of this, the Manager has established a Compliance Manual to guide the firm and its employees. This manual governs policies such as the Code of Ethics and Conduct, Trading Procedures and Proxy Voting in addition to other procedures.

In carrying out its duties, the Manager acts in the best interests of the Funds, and in compliance with the requirements of NI 81-107 has set out its policies and procedures for dealing with conflict of interest matters and providing guidance on managing these conflicts.

In addition to the policies, practices or guidelines applicable to the Funds relating to the business practices, sales practices, risk management and internal conflicts already disclosed in this Simplified Prospectus, all employees of the Manager are bound by the Code of Ethics and Conduct which, among other things, addresses proper business practices and conflicts of interest and a trading and disclosure policy which sets out the policies and procedures of the Manager with respect to trading and disclosure.

**Use of Derivatives**

The Portfolio Manager may use derivative instruments to reduce or hedge against various risks, including currency exchange risk associated with foreign investments, and as a substitute for purchasing or selling securities directly to obtain investment exposures consistent with its investment objectives, strategies and risk management. The derivatives that the Portfolio Manager may use include, but are not limited to, options, swaps, futures and forwards. The Portfolio Manager may also employ various option strategies to increase income return of the Portfolio including, but not limited to, covered call and put option writing. No assurance can be given that the portfolios will be hedged from any particular risk at any time.

The Portfolio Manager has written policies and procedures in place that set out the objectives and goals for derivatives trading and the risk management procedures applicable to those transactions by the Funds. The Chief Compliance Officer of the Portfolio Manager is responsible for setting and reviewing these policies and procedures. These policies and procedures are reviewed and approved at least annually by the Chief Compliance Officer of the Portfolio Manager. The Chief Compliance Officer also monitors the risks associated with the use of derivatives independent of the portfolio management team. Risk measurement procedures and simulations are used to test the portfolios under stress conditions.

**Short Sales**

If the Veritas Absolute Return Fund engages in short selling, such short selling will be done in accordance with securities regulations. Written policies and procedures regarding objectives and risk management procedures have been adopted by the Manager in connection with its short selling activities. The Chief Compliance Officer of the Manager is responsible for setting and reviewing these policies and procedures. Such policies and procedures are reviewed and approved at least annually by the Chief Compliance Officer of the Manager. The authorization of short selling transactions and placing limits or other controls on short selling is the responsibility of the Manager with post-trade review conducted by the Chief Compliance Officer. Risk measurement procedures and simulations are used to test the Fund's portfolio under stress conditions.

**Securities Lending, Repurchase and Reverse Repurchase Transactions**

The Funds may, from time to time, engage in securities lending, repurchase and reverse repurchase transactions to generate additional income consistent with its investment objectives. The Funds have entered into the Securities Lending Agreements with the Securities Lending Agent to administer the Funds' securities lending activities.

Written policies and procedures regarding objectives and risk management procedures have been adopted by the Portfolio Manager in connection with its securities lending, repurchase and reverse repurchase activities. The Chief Compliance Officer of the Portfolio Manager is responsible for setting and reviewing these policies and procedures. Such policies and procedures are reviewed and approved at least annually by the Chief Compliance Officer of the Manager. The authorization of securities lending, repurchase and reverse repurchase activities and placing limits or other controls on these transactions is the responsibility of the Portfolio Manager with post-trade review conducted by the Chief Compliance Officer. Risk measurement procedures and simulations are not used to test the portfolios under stress conditions.

The risk factors associated with securities lending are disclosed in this Simplified Prospectus.

**Supervision of Derivatives Trading**

The Manager has adopted various policies and internal procedures to supervise the use of derivatives within a Fund's portfolio. All policies and procedures comply with the derivative rules set out for alternative mutual funds in NI 81-102. These policies are reviewed at least annually by senior management. The Manager has established an approval process for the use of derivatives before derivatives can be used in a Fund to ensure compliance with NI 81-102 and to ensure that the derivative is suitable for the Fund within the context of the Fund's objectives and investment strategies. The Administrator records, values, monitors and reports on the derivative transactions that are entered into the Fund's portfolio records. Valuations of derivative instruments are carried out according to the procedures described under "*Valuation of Portfolio Securities and Liabilities*" in this Simplified Prospectus. The Chief Compliance Officer of the Manager conducts ongoing monitoring of derivatives strategies for compliance with regulations designed to ensure: (i) all derivatives strategies of a Fund meet regulatory requirements; and (ii) derivative and counterparty exposures are reasonable and diversified. New derivative strategies are subject to a standardized approval process from the Chief Compliance Officer.

Under NI 81-102, alternative mutual funds may engage in derivative transactions for both hedging and non-hedging purposes. When derivatives are used for hedging purposes, the Portfolio Manager's internal policies require that the derivatives have a high degree of negative correlation to the position being hedged, as required by NI 81-102. Derivatives may be used to create leverage within the portfolio of the Veritas Absolute Return Fund as permitted under section 2.9 of NI 81-102. The Portfolio Manager simulates stress conditions to measure risk in connection with the Fund's use of derivatives. Pursuant to NI 81-102, the Veritas Absolute Return Fund may deal with counterparties without a designated rating and the Fund may enter into over the counter derivative transactions with a wider variety of counterparties. The Veritas Absolute Return Fund will be permitted to exceed the 10% of NAV marked-to-market limit on specified derivatives exposure to a single counterparty, only if either: (i) the specified derivative is a cleared specified derivative; or (ii) the counterparty has a designated rating (generally, a rating of "A" or higher for the counterparty's long-term debt).

The Chief Compliance Officer of the Manager will on a regular basis review updates from the portfolio management team on outstanding derivative strategies in relation to the Veritas Absolute Return Fund including, the classification of hedging versus non-hedging strategies, identification of risks being hedged, and hedge effectiveness or correlation. Any non-compliance is escalated immediately to the Board of Directors of the Manager (if required). The Manager's portfolio management team reports any identified exceptions to the derivatives policies and procedures described above to the Chief Compliance Officer.

**Proxy Voting Policy**

The proxies associated with the securities of the Funds will be voted by the Manager in accordance with the Manager's proxy voting policy (the "**Proxy Voting Policy**"). The objective in voting is to support proposals and director nominees that maximize the value of the Funds' investments over the long-term. In evaluating proxy proposals, information from many sources will be considered, including management or shareholders of a company presenting a proposal and independent proxy research services. Substantial weight will be given to the recommendations of a company's board, absent guidelines or other specific facts that would support a vote against management. The Manager has developed guidelines that address the following circumstances: election of directors; contested director elections; classified boards; director/officer indemnification; director ownership; approval of independent auditors; stock-based compensation plans; bonus plans; employee stock purchase plans; executive severance agreements; shareholder rights plans; defences; cumulative voting; voting requirements matters related to shareholder meetings, among others.

While serving as a framework, the Proxy Voting Policy cannot contemplate all possible proposals with which the Funds may be presented. In the absence of a specific guideline for a particular proposal (e.g., in the case of a transactional issue or contested proxy), the Manager will evaluate the issue and cast a Fund's vote in a manner that, in the Manager's view, will maximize the value of the Fund's investment.

The current Proxy Voting Policy and procedures of the Manager are available to Unitholders at no cost by calling toll free at 1-866-640-8783, on the Manager's website at www.veritasfunds.com or by writing to Veritas Asset Management Inc. 100 Wellington Street West, TD West Tower, Suite 3110, P.O. Box 80, Toronto, Ontario M5K 1E7.

The proxy voting record of each of the Funds for the annual period from July 1st to June 30th will be available at any time after August 31st following the end of that annual period, to any Unitholder on request to the Manager, at no cost, and will also be available on the Manager's website at www.veritasfunds.com. Information contained on the Manager's website is not part of this Simplified Prospectus and is not incorporated herein by reference.

**Short-Term Trading**

In order to protect the interest of the majority of Unitholders in the Funds and to discourage short-term trading in the Funds, investors may be subject to a short-term trading fee.

If an investor redeems Class A Units or Class F Units of the Veritas Canadian Equity Fund within 30 days of purchasing such Units, the Fund may deduct and retain, for the benefit of the remaining Unitholders in the Fund, two percent (2%) of the NAV of the Class A or Class F Units being redeemed.

If an investor redeems Series A Units or Series F Units of the Veritas Absolute Return Fund within 120 days of purchasing such Units, the Fund may deduct and retain, for the benefit of the remaining Unitholders in the Fund, five percent (5%) of the NAV of the Series A or Series F Units being redeemed.

The Manager also considers excessive short-term trading as a combination of purchases and redemptions that occurs with such frequency within a 30-day period that we believe is detrimental to a Fund`s investors.

Inappropriate short-term trading may harm Fund investors who do not engage in these activities by diluting the NAV of a Fund's Units as a result of the market timing activities of other investors. Inappropriate and excessive short-term trading may cause the Funds to carry an abnormally high cash balance and/or high portfolio turnover rate, both of which may reduce the returns of the Funds.

The Manager may take such additional action as it considers appropriate to prevent further similar activity by you. These actions may include the delivery of a warning to you, placing you or your account(s) on a watch list to monitor your trading activity and the subsequent rejection of further purchases by you if you continue to attempt such trading activity and/or closure of your account.

In determining whether a short-term trade is inappropriate or excessive, the Manager will consider relevant factors, including the following:

- *bona fide* changes in investor circumstances or intentions;
- unanticipated financial emergencies;
- the nature of the Fund;
- past trading patterns;
- unusual market circumstances; and
- an assessment of harm to the Fund or to the Manager.

The short-term trading fee will not apply in certain circumstances, such as:

- redemptions of Class A, Series A, Class F or Series F Units purchased by the reinvestment of distributions;
- for systematic withdrawal plans;
- redesignation of Class A, Series A, Class F or Series F Units to another Class or Series of Units of the same Fund;
- redemptions initiated by the Manager or where redemption notice requirements have been established by the Manager; or
- in the absolute discretion of the Manager.

Please see "*FEES AND EXPENSES*" for details.

The Registrar, on behalf of the Manager, monitors and detects short-term trading. The Registrar on direction from the Manager, will charge a short-term trading fee to any redemption of: (i) Class A or Class F Units of the Veritas Canadian Equity Fund that is made within 30 days of purchasing such securities; and (ii) Series A or Series F Units of the Veritas Absolute Return Fund that is made within 120 days of purchasing such securities at its absolute discretion. The Manager assesses the short-term trading fee charged to an investor on a case-by-case basis and may, at its absolute discretion, reverse a short-term trading fee that has been charged to an investor.

**Remuneration of IRC and Trustee**

During its most recently completed financial year ended December 31, 2022, the Funds paid the following amounts to each member of the IRC:

| IRC Member | Compensation Paid[1] | Expenses Reimbursed |
|---|---|---|
| Fraser Howell (chair) | $7,500 | $0 |
| Gordon Graves | $5,000 | $0 |
| Vince Zambrano | $5,000 | $0 |

1. Exclusive of applicable taxes and deductions.

Veritas does not receive any remuneration for providing its services to the Funds as Trustee and is reimbursed for expenses as they are incurred while discharging its functions as Trustee.

**Material Contracts**

The material contracts entered into by the Funds as of the date of this Simplified Prospectus are:

(a) the VCE Declaration of Trust in relation to the Veritas Canadian Equity Fund;

(b) the VAR Declaration of Trust in relation to the Veritas Absolute Return Fund; and

(c) the Custodian Agreements.

Copies of these agreements are available for inspection at the principal office of the Manager during regular business hours and are also available on www.sedar.com.

**Legal Proceedings**

As of the date of this Simplified Prospectus, there are no ongoing material legal or administrative proceedings pending to which the Funds or the Manager is a party or which are known to be contemplated.

**Designated Website**

A mutual fund is required to post certain regulatory disclosure documents on a designated website. The designated website of the mutual funds this document pertains to can be found at the following location: www.veritasfunds.com.

## VALUATION OF PORTFOLIO SECURITIES AND LIABILITIES

The NAV of each Fund will be calculated by the Administrator as of each Valuation Date (as defined below) by subtracting the amount of the liabilities of the Fund from the total assets of the Fund. The assets and liabilities of the Funds will be valued as follows:

(a) the value of any cash on hand or on deposit, bills, demand notes, accounts receivable, prepaid expenses, dividends receivable (if such dividends are declared and the date of record is before the date as of which the NAV of the Fund is being determined) and interest accrued and not yet received, shall be deemed to be the full amount thereof, unless the Administrator, in consultation with the Manager, determines that any such deposit, bill, demand note, account receivable, prepaid expense, dividend receivable or interest accrued and not yet received is not worth the full amount thereof, in which event the value thereof shall be deemed to be such value as the Administrator, in consultation with the Manager, determines to be the reasonable value thereof;

(b) the value of any bonds, debentures, and other debt obligations shall be valued at the mid-point between bid and ask prices from recognized pricing vendors on a Valuation Date at such times as the Administrator, in consultation with the Manager, deems appropriate. Short-term investments including notes and money market instruments shall be valued at cost plus accrued interest;

(c) the value of any security, index futures or index options thereon which is listed on any recognized exchange shall be determined by the closing sale price at the close of business on the Valuation Date or, if there is no sale price, the average between the closing bid and the closing asked prices on the day on which the NAV of the Fund is being determined, all as reported by any report in common use or authorized as official by a recognized stock exchange; provided that if such stock exchange is not open for trading on that date, then on the last previous date on which such stock exchange was open for trading;

(d) the value of any security which is traded over-the-counter will be priced at the average of the last bid and asked prices quoted by a major dealer or recognized information provider which, in the opinion of the Administrator, in consultation with the Manager, most closely reflects their fair value;

(e) any securities which are not listed or traded upon any public securities exchange will be valued at the earlier of the last financing price or grey market price (if available). The Manager may adjust the value of the unlisted securities to account for any other meaningful circumstances including business updates or movements in the listed prices of comparable securities. The process of valuing investments for which no published market exists is based on inherent uncertainties and the resulting values may differ from values that would have been used had a ready market existed for the investments and may differ from the prices at which the investments may be sold.

(f) the Manager will, at its discretion, determine the appropriate discount, if any, on securities that are purchased with a restriction associated therewith;

(g) securities held in private issuers are recorded at cost unless an upward adjustment is considered appropriate and supported by persuasive and objective evidence such as a significant equity financing by an unrelated investor at a transaction price higher than the valuation price. Downward adjustments to valuation price are made when there is evidence of other than a temporary decline in value as indicated by the assessment of the financial condition of the investment based on third-party financing, operational results, forecasts, and other developments since the previous valuation price was established. Options and warrants held in private issuers are carried at cost unless there is an upward or downward adjustment of the underlying privately-held company supported by persuasive and objective evidence such as significant subsequent equity financing by an unrelated investor at a transaction price higher or lower than the valuation price.

(h) all Fund property valued in a foreign currency and all liabilities and obligations of the Fund payable by the Fund in foreign currency shall be converted into Canadian funds by applying the rate of exchange obtained from the best available sources by the Administrator to calculate NAV;

(i) each transaction of purchase or sale of portfolio securities effected by a Fund will be reflected in the computation of the NAV of the Fund on the trade date;

(j) short positions will be marked-to-market, that is, carried as a liability equal to the cost of repurchasing the securities sold short applying the same valuation techniques described above;

(k) purchased or written clearing corporation options, options on futures, over-the-counter options, debt like securities and listed warrants shall be valued at the current market value thereof;

(l) where a covered clearing corporation option, option on futures or over-the-counter option is written, the premium received by the Fund shall be reflected as a deferred credit which shall be valued at an amount equal to the current market value of the clearing corporation option, option on futures or over-the-counter option that would have the effect of closing the position. Any difference resulting from revaluation of such options shall be treated as an unrealized gain or loss on investment. The deferred credit shall be deducted in arriving at the NAV. The securities, if any, which are the subject of a written clearing corporation option, or over-the-counter option shall be valued at their then current market value;

(m) the value of a futures contract, or a forward contract, shall be the gain or loss with respect thereto that would be realized if, at 4:00 p.m. (Eastern Time) or such other time as may be deemed appropriate by the Manager, the position in the futures contract, or the forward contract, as the case may be, were to be closed out unless daily limits are in effect, in which case, fair value shall be based on the current market value of the underlying interest;

(n) the value of any swap will be based on dealer-supplied valuations determined by using observable inputs;

(o) the value of the securities of an investment fund shall be the NAV or similar value of the securities of the investment fund as provided by the Manager, Administrator or party acting in a similar capacity of the investment fund and available to the Administrator as of a time proximate to the close of business on the date on which the NAV is being calculated, whether or not the securities of such investment fund are listed or dealt with on a stock exchange. If a NAV or similar value of the investment fund as of a time reasonably proximate to the close of business on the date on which the NAV is being calculated is not available to the Administrator, the value shall be based on an estimate provided by the Manager or in such other manner as the Administrator shall determine;

(p) margin paid or deposited in respect of futures contracts and forward contracts shall be reflected as an account receivable and margin consisting of assets other than cash shall be noted as held as margin;

(q) all securities, property and assets of the Fund valued in a foreign currency and all liabilities and obligations of the Fund payable by the Fund in foreign currency shall be converted into Canadian funds by applying the rate of exchange obtained from the best available sources to the Administrator, including, but not limited to, the Administrator or any of its affiliates;

(r) all expenses or liabilities (including fees payable to the Manager) of the Fund shall be calculated on an accrual basis;

(s) liabilities shall include only those expenses paid or payable by a Fund, including accrued contingent liabilities; however, expenses and fees allocable only to a particular Class or Series of Units shall not be deducted from the NAV of the Fund prior to determining the NAV of each Class or Series, but shall thereafter be deducted from the NAV so determined for each such Class or Series; and

(t) the value of any security or property to which, in the opinion of the Administrator, the above valuation principles cannot be applied (whether because no price or yield equivalent quotations are available as above provided, or for any other reason) shall be the fair value thereof determined in such manner as the Administrator from time to time provides.

The NAV of the Funds and each Class and Series of the Funds are calculated and reported in Canadian dollars. The Administrator is entitled to rely on any values or quotations supplied to it by a third party, including the Manager, and is not required to make any investigation or inquiry as to the accuracy or validity of such values or quotations. Provided the Administrator acts in accordance with its standard of care, it shall be held harmless by the Funds and shall not be responsible for any losses or damages resulting from relying on such information.

If an investment cannot be valued under the foregoing rules or under any other valuation rules adopted under applicable securities laws, or if any rules we have adopted are not set out under applicable securities laws but at any time are considered by the Manager to be inappropriate under the circumstances, then the Manager shall use a valuation which it considers to be fair and reasonable in the interests of investors in the Funds. In those circumstances, the Administrator would typically review current press releases concerning the investment security, discuss an appropriate valuation with other portfolio managers, analysts and consult other industry sources to set an appropriate fair valuation. If at any time the foregoing rules conflict with the valuation rules required under applicable securities laws, the Administrator will follow the valuation rules required under applicable securities laws.

Each of the VCE Declaration of Trust and VAR Declaration of Trust (as applicable) contains details of the liabilities to be included in calculating the NAV of the Funds and the NAV per Class and Series or Unit Price (as defined below). The liabilities of the Funds include, without limitation, all bills, notes and accounts payable, all administrative fees and operating expenses payable or accrued, all contractual obligations for the payment of money or property, all allowances authorized or approved by the Manager for taxes (if any) or contingencies and all other liabilities of the Funds. In making the calculation of the Unit Price, the Manager will use the latest reported information available on each Valuation Date. The purchase or sale of portfolio securities by the Funds will be reflected in the first calculation of the Unit Price after the date on which the transaction becomes binding.

**Differences from International Financial Reporting Standards**

The Financial Statements of the Funds are prepared in accordance with International Financial Reporting Standards ("**IFRS**") and those principles may differ from the valuation principles that are set out in this Simplified Prospectus.

In accordance with National Instrument 81-106 – *Investment Fund Continuous Disclosure* ("**NI 81-106**"), the fair value of a portfolio security used to determine the daily price of the Units of the Funds for purchases and redemptions by investors will be based on the valuation principles set out above under the heading "*VALUATION OF PORTFOLIO SECURITIES AND LIABILITIES"*, which comply with the requirements of NI 81-106 but differ in some respects from the requirements of IFRS, which are used for financial reporting purposes only.

The interim financial reports and annual financial statements of the Funds (collectively, the "**Financial Statements**") are required to be prepared in compliance with IFRS. The Funds' accounting policies for measuring the fair value of their respective investments (including derivatives) are identical to those used in measuring their NAV for transactions with Unitholders, except as disclosed below.

The fair value of the Funds' investments (including derivatives) is the price that would be received to sell an asset, or the price that would be paid to transfer a liability, in an orderly transaction between market participants as at the date of the Financial Statements (the "**Reporting Date**"). The fair value of the Funds' financial assets and liabilities traded in active markets (such as publicly traded derivatives and marketable securities) are based on quoted market prices at the close of trading on the Reporting Date (the "**Close Price**"). In contrast, for IFRS purposes, the Funds use the Close Price for both financial assets and liabilities where that price falls within that day's bid-ask spread. If a Close Price does not fall within the bid-ask spread, the Close Price will then be adjusted by the Manager, to a point within the bid-ask spread that, in the Manager's view, is most representative of fair value based on specific facts and circumstances.

The notes to the Financial Statements will include a reconciliation of the differences between the NAV calculated based on IFRS and NI 81-106.

## CALCULATION OF NET ASSET VALUE

### Valuation Date

The NAV of each of the Funds is calculated at the close of regular trading, normally 4:00 p.m. (Eastern Time), on a day the Toronto Stock Exchange ("**TSX**") is open (a "**Valuation Date**").

The Manager is responsible for determining the NAV of the Funds. However, the Manager may delegate some or all of the responsibility in relation to such determination to the Administrator.

### How the Units of the Funds are Priced

The Units of the Veritas Canadian Equity Fund are divided into the Class A, Class F and Class I Units. Each Class is divided into Units of equal value. When you invest in the Veritas Canadian Equity Fund, you are purchasing Units of a specific Class of the Fund.

The Units of the Veritas Absolute Return Fund are divided into the Series A, Series F and Series I Units. Each Series is divided into Units of equal value. When you invest in the Veritas Absolute Return Fund, you are purchasing Units of a specific Series of the Fund.

All transactions are based on the NAV per Unit for each Class and Series of Units ("Unit Price"). All Unit Prices are calculated at the close of trading on the TSX on each Valuation Date. The Unit Price can change on each Valuation Date.

The Unit Price is the price used for all purchases, redesignations and redemptions of Units of that Class or Series (including purchases made on the reinvestment of distributions). The price at which Units are issued or redeemed is based on the next applicable Unit Price determined after the receipt of the purchase or redemption order.

Here is how the Unit Price of each Class and Series of Units of the Funds is calculated:

- The fair value of all the investments and other assets allocated to the Class or Series is determined.
- Then the liabilities allocated to that Class or Series are subtracted. This provides the NAV for the Class or Series.
- This amount is then divided by the total number of Units of the Class or Series that investors in the Fund are holding. That provides the Unit Price for the Class or Series.

To determine what your investment in a Fund is worth, simply multiply the Unit Price of the Class or Series of Units you own by the number of Units you own.

Although the purchases and redemptions of Units are recorded on a Class and Series basis, the assets attributable to all of the Classes and Series of Units of a Fund are pooled to create one fund for investment purposes.

Each Class and Series of Units pays its proportionate share of the Fund costs (as applicable) in addition to its management fee. The difference in Fund costs and management fees between each Class and Series of Units means that each Class and Series has a different Unit Price.

You can get the NAV of the Funds or the Unit Price of each Class and Series of the Funds, at no cost, by sending an email to info@veritasfunds.com, by calling toll-free at 1-866-640-8783 or by asking your Dealer.

## PURCHASES, REDESIGNATIONS AND REDEMPTIONS

### Purchases

You may purchase any Class or Series (as applicable) of Units of the Fund on or before 4:00 p.m. (Eastern Time) on a Valuation Date (or the following business day if this day is not a business day) or any other day as the Manager may designate (each, a "**Purchase Date**") through a Dealer that has entered into a distribution agreement with the Manager to sell the Funds. See "Description of Units Offered by the Funds" for a description of each Class or Series (as applicable) of Units offered by the Funds. The issue price of the Units is based on the Unit Price for that particular Class or Series on the Purchase Date.

The minimum initial investment in Class A and Class F Units of the Veritas Canadian Equity Fund is $1,000. The minimum initial investment in Series A and Series F Units of the Veritas Absolute Return Fund is $5,000.

The minimum subsequent investment in the Class A, Series A, Class F and Series F Units of the Funds is $500 unless you buy through a pre-authorized contribution plan ("**PAC**"), in which case, the minimum subsequent investment is $100. These minimum investment amounts may be adjusted or waived in the discretion of the Manager.

The minimum initial and subsequent investment in Class I Units and Series I Units of the Funds is negotiable between the investor and the Manager.

If your purchase order is received before 4:00 p.m. (Eastern Time) on a Purchase Date, it will be processed at the Unit Price calculated later that day. Otherwise, your order will be processed at the Unit Price calculated on the next Purchase Date. Orders may be processed at an earlier time if the TSX closes for trading earlier on a particular day. Orders received after that earlier closing time would be processed on the next Purchase Date.

Please contact your Dealer to find out how to place an order. Please note that Dealers may establish cut-off times for receiving purchase orders so that they may be properly processed prior to the 4:00 p.m. (Eastern Time) deadline on the applicable Purchase Date. When you submit money with a purchase order, the money will be held in the Manager's trust account and any interest the money earns before it is invested in the applicable Fund is credited to such Fund, not to your account.

The Manager must receive the appropriate documentation and payment in full within two (2) business days of receiving your purchase order in order to process a purchase order. If a Fund does not receive payment in full within the required time or if a cheque is returned because of non-sufficient funds, the Units that you bought will be sold. If the Units are sold for more than you paid, the Fund will keep the difference. If the Units are sold for less than you paid, you will be billed for the difference plus any costs or interest. Certificates are not issued when you purchase Units of the Fund. The Manager is entitled to reject any purchase order, but can only do so within one business day of receiving it. If your order is rejected, any monies that have been received from you in connection with that order will be immediately returned to your Dealer.

At the Manager's sole discretion, a Fund may suspend new subscriptions of Units.

Please see "*FEES AND EXPENSES*" and "*DEALER COMPENSATION*" for more information on the fees and expenses and Dealer compensation applicable to each Class or Series.

### Redemptions

Units of the Funds can be redeemed on or before 4:00 p.m. (Eastern Time) on a Valuation Date (or the following business day if this day is not a business day) or any other business day as the Manager may designate (each, a "**Redemption Date**"). If your redemption order is received before 4:00 p.m. (Eastern Time) on any Redemption Date, it will be processed at the Unit Price calculated later that day. Otherwise, your order will be processed at the Unit Price calculated on the next Redemption Date. Orders may be processed at an earlier time if the TSX closes for trading earlier on a particular day. Orders received after that earlier closing time would be processed on the next Redemption Date.

The latest that your redemption proceeds will be sent to you will be two (2) business days after the Redemption Date used to process your sell order. Required documentation may include a written order to sell with your signature, guaranteed by an acceptable guarantor. If you redeem through your Dealer, they will advise you what documents they require. Any interest earned on the proceeds of an order to redeem before you receive the money will be credited to the applicable Fund, not to your account. Redemption proceeds are paid in the applicable currency that the Class or Series of Units is denominated.

Under exceptional circumstances the Manager may be unable to process your redemption order. This would most likely occur if market trading has been suspended on stock exchanges, options exchanges or futures exchanges on which more than 50% by value of the Fund's assets are listed and if the Fund's portfolio securities cannot be traded on any other exchange that represents a reasonably practical alternative. During these periods Units will also not be issued or redesignated.

A Fund may postpone a redemption payment during any period which redemption rights are suspended in the circumstances described above as required by securities legislation or with the approval of the applicable securities regulatory authorities.

There are no redemption fees for the Funds, except as described under "Short-Term Trading".

### Redesignations between Classes or Series of the same Fund

You may redesignate from one Class or Series of Units to another Class or Series of Units of same Fund, as long as you are eligible to hold that Class or Series of Units.  This is called a redesignation.

If your redesignation order is received before 4:00 p.m. (Eastern Time) on any Valuation Date, it will be processed at the applicable Unit Price calculated later that day.  Otherwise, your order will be processed at the Unit Price calculated on the next Valuation Date.  Orders may be processed at an earlier time if the TSX closes for trading earlier on a particular day.  Orders received after that earlier closing time would be processed on the next Valuation Date.

You may have to pay a fee to your Dealer to effect such a redesignation.  You negotiate the fee with your investment professional.  See "*FEES AND EXPENSES*" for details.

The value of your investment, less any fees, will be the same immediately after the redesignation.  You may, however, own a different number of Units because each Class or Series may have a different Unit Price. Based on the published administrative position of the Canada Revenue Agency (the "**CRA**"), redesignating Units from one Class or Series to another Class or Series of the same Fund denominated in the same currency is generally not a disposition for tax purposes. Please see "

*CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS FOR* INVESTORS" for details.

### Short-Term Trading Fee

Short-term trading in Units of the Funds can have an adverse effect on the Funds. Such trading can increase brokerage and other administrative costs of the Funds and interfere with our long-term investment decisions.

In order to protect the interest of the majority of Unitholders in the Funds and to discourage short-term trading in the Funds, investors may be subject to a short-term trading fee. If an investor redeems Class A or Class F Units of the Veritas Canadian Equity Fund within 30 days of purchasing such Units, the Fund may deduct and retain, for the benefit of the remaining Unitholders in the Fund, two percent (2%) of the NAV of the Class A or Class F Units of the Fund being redeemed. If an investor redeems Series A or Series F Units of the Veritas Absolute Return Fund within 120 days of purchasing such Units, the Fund may deduct and retain, for the benefit of the remaining Unitholders in the Fund, five percent (5%) of the NAV of the Units of the particular Series of the Fund being redeemed.

## OPTIONAL SERVICES

### Pre-authorized Contribution Plan

You can make regular purchases of Units of the Funds through a PAC. You can invest weekly, bi-weekly or monthly. You can set up a PAC by contacting your Dealer. There is no administrative charge for this service.

When you enroll in a PAC, your Dealer will send you a complete copy of the Fund's current Fund Facts document, along with a PAC form agreement as described below. Upon request, you will also be provided with a copy of this Simplified Prospectus.

You will not receive the Fund Facts when you make any subsequent purchases under the PAC unless you request this at the time of your initial investment, or subsequently send a request. You can get copies of these documents at www.veritasfunds.com or at www.sedar.com, from your Dealer, or by e-mailing the Manager at info@veritasfunds.com. The Manager will only send you an updated copy of the Fund Facts annually upon renewal and any amendments if you have requested them.

You have a statutory right to withdraw from an initial purchase of Units of the Funds under a PAC plan, but you do not have a statutory right to withdraw from subsequent purchases of Units of the Funds under the PAC. However, you will continue to have all other statutory rights under securities law, including a right of action for damages or rescission in the event any Fund Facts or document incorporated by reference in any renewal simplified prospectus contains any misrepresentation, whether or not you have requested the Fund Facts.

You may change or terminate your PAC at any time before a scheduled investment date as long as the Manager receives at least ten (10) business days' notice.

The Canadian Payments Association has implemented Rule H1, which is intended to protect consumers from unauthorized debits. On PAC enrolment by your Dealer, you must be given the form or disclosure that describes the PAC terms and conditions and investors' rights. By enrolling in a PAC, you are deemed to consent to:

- redemptions of Units by another fund managed by the Manager;
- waive any pre-notification requirements;

- authorize the Manager to debit your bank account;
- authorize the Manager to accept changes from your registered Dealer or financial adviser;
- agree to release your financial institution of all liability if your request to stop a PAC is not respected, except where the financial institution is grossly negligent;
- agree that a limited amount of your information will be shared with the financial institution for the purpose of administering your PAC;
- agree that you are fully liable for any charges incurred if the debits cannot be made due to insufficient funds or any other reason for which you may be held accountable; and
- be aware that you have rights and that you can change your instructions at any time, on ten (10) days' advance notice to the Manager and that you can find out more about your right to cancel a pre-authorized debit agreement by contacting your financial institution or by visiting www.cdnpay.ca.

**Pledges**

The Manager has the right to refuse any requests made by an investor to pledge any of his/her or its Units of the Funds.

**Registered Plans**

You can open certain Registered Plans through your Dealer. The following Registered Plans are eligible to invest in the Funds:

- registered retirement savings plans ("**RRSPs**");
- registered retirement income funds ("**RRIFs**");
- tax-free savings accounts ("**TFSAs**");
- first home savings accounts ("**FHSAs**");
- registered education savings plans ("**RESPs**"); and
- deferred profit-sharing plans ("**DPSPs**").

The Manager does not permit Units of the Funds to be held within registered disability savings plans. Please see the "Eligibility for Investment" section for more information.

## FEES AND EXPENSES

The following sections list the fees and expenses that you may have to pay if you invest in the Funds You may have to pay some of these fees and expenses directly. The Funds may have to pay some of these fees and expenses, which will therefore reduce the value of your investment in the Funds. Your Dealer will assist you in choosing the appropriate purchase option for you. Some of these fees and expenses are subject to Goods and Services Tax ("**GST**") and may be subject to Harmonized Sales Tax ("**HST**"), including management fees and Fund costs. Interest and sales charges, if any, are not currently subject to GST or HST.

The Funds are required to pay GST or HST on management fees payable to the Manager in respect of each Class and Series of Units and on Fund costs attributed to each Class and Series, based on the residence for tax purposes of the Unitholders of the particular Class or Series. GST is currently charged at a rate of 5% and HST is currently charged at a rate of between 13% and 15% depending on the applicable province.

Generally, (i) any changes to the basis of calculation of a fee or expense that is charged to a Fund or directly to its Unitholders by the Fund or the Manager in connection with holding of Units of the Fund or (ii) the introduction of a new fee or expense that could, in either case, result in an increase in those charges is subject to Unitholder approval except that, subject to applicable securities law requirements:

(a) no Unitholder approval will be required if the applicable Fund is at arm's length to the person or company charging the fee or expense to the Fund and if written notice is sent to all Unitholders at least sixty (60) days before the effective date of the change that could result in an increase in charges to the Fund; and

(b) no Unitholder approval will be required for Units that are purchased on a "no load" basis, if written notice is sent to all Unitholders of such Units at least sixty (60) days before the effective date of the change that could result in an increase in charges to the Fund.

The following table lists the fees and expenses that you may have to pay if you invest in a Fund. You may have to pay some of these fees and expenses directly. A Fund may have to pay some of these fees and expenses, which will therefore reduce the value of your investment in the Fund.

| **Fees and Expenses Payable by the Funds** | |
|---|---|
| **Management Fees** | The Manager receives a management fee payable by the Funds for providing its services to the Funds. The management fee varies for each Class and Series of Units. The management fee is calculated and accrued daily based on a percentage of the NAV of the Class or Series of Units of the applicable Fund, plus applicable taxes, and is payable on the last day of each calendar month.<br><br>As shown below, the annual management fees vary by Class and Series. You should make a specific request through your Dealer to purchase any applicable lower-fee Class or Series you may be eligible to purchase, or to switch your existing Units to any applicable lower-fee Class or Series you may be eligible to purchase. |

| Fees and Expenses Payable by the Funds | |
|---|---|
| | ***Veritas Canadian Equity Fund***<br><br>• Class A Units: 1.95% per annum<br>• Class F Units: 0.95% per annum<br>• Class I Units: Negotiated between the investor and the Manager and paid directly by the investor. The management fee rate will not exceed the management fee payable on Class F Units of the Fund (0.95% per annum).<br><br>***Veritas Absolute Return Fund***<br><br>• Series A Units: 2.50% per annum<br>• Series F Units: 1.50% per annum<br>• Series I Units: Negotiated between the investor and the Manager and paid directly by the investor. The management fee rate on the Series I Units will not exceed the management fee payable on Series F Units of the Fund (1.50% per annum).<br><br>The management fees for the Class I and Series I Units of the Funds are negotiable between you and the Manager and payable directly to the Manager. Parties related to the Manager and employees of the Manager and its affiliates may be charged fees that are lower than those available to other investors. For Class I and Series I Units, this fee can be paid by: (1) cheque/wire transfer or by the redemption of the Class I or Series I Units you hold, if (i) you have the agreed upon minimum amount invested in Class I or Series I Units and (ii) you hold your Units outside of a Registered Plan; or (2) the redemption of Class I or Series I Units you hold, if you have less than the agreed upon minimum amount invested in Class I or Series I Units (as applicable).<br><br>In consideration of the management fee, the Manager will provide investment management, clerical, administrative and operational services to the Funds, including: determining and implementing investment policies, practices, fundamental objectives, and investment strategies applicable to the Funds; receiving and processing all subscriptions and redemptions; ensuring the Funds complies with regulatory requirements and filings; offering Units of the Funds for sale to prospective purchasers; conducting foreign exchange transactions; purchase, retain, sell and call and put options, futures contracts, or other similar financial instruments (as applicable); daily operations and usual and ordinary office services; Unitholder relations and communications; appointing or changing the auditor of the Funds; banking; establish the operating expense budgets and authorizing payment of expenses of the Funds; authorizing contractual arrangements; recordkeeping; and allocating between each Class and Series the NAV of the applicable Fund, any distribution by the Funds, the net assets of the Funds, the Funds' property, any liabilities of the Funds, and |

| Fees and Expenses Payable by the Funds | |
|---|---|
| | any other items. The Manager may delegate the foregoing to third parties if it believes it is in the best interests of Unitholders. |
| **Management Fee Distributions** | In order to encourage very large investments in a Fund and to achieve effective management fees that are competitive for these large investments, the Manager may agree to waive a portion of the management fee that it would otherwise be entitled to receive from the Fund or a Unitholder with respect to a Unitholder's investment in the Fund. An amount equal to the amount so waived may be distributed to such Unitholder by the applicable Fund or the Manager, as applicable (called a "**Management Fee Distribution**"). In this way, the cost of Management Fee Distribution is effectively borne by the Manager, not the Funds or the Unitholder, as the Funds or the Unitholder, as applicable, are paying a discounted management fee. Management Fee Distributions, where applicable, are calculated and credited to the relevant Unitholder on each business day and distributed on a monthly basis, first out of net income and net realized capital gains of the Funds and thereafter out of capital. All Management Fee Distributions are automatically reinvested in additional Units of the relevant Class or Series of the applicable Fund. The payment of Management Fee Distributions by the Funds or the Manager, as applicable, to a Unitholder in respect of a large investment is fully negotiable between the Manager, as agent for the Funds, and the Unitholder's financial adviser and/or Dealer, and is primarily based on the size of the investment in the applicable Fund. The Manager will confirm in writing to the Unitholder's financial adviser and/or Dealer the details of any Management Fee Distribution arrangement. |
| **Performance Fees** | The Manager does not charge a performance fee in respect of any Class or Series of Units of the Funds. |
| **Operating Expenses** | Each Fund pays its own operating expenses, other than advertising costs and costs of Dealer compensation programs, which are paid by the Manager.<br><br>The operating expenses of the Funds include, but are not limited to, brokerage commissions and fees (if applicable), taxes, audit and legal fees, fees of the members of the Fund's independent review committee ("**IRC**"), costs and fees in connection with the operation of the IRC (including the costs of holding meetings, and fees and expenses of any advisers engaged by the IRC), safekeeping and custodial fees, interest expenses, operating, administrative and systems costs, investor servicing costs and costs of financial and other reports to investors, as well as prospectuses and Fund Facts. Operating expenses and other costs of the Fund are subject to applicable taxes including HST.<br><br>Each Fund also pays its proportionate share of the total compensation paid to the IRC each year and reimburses members of the IRC for expenses incurred by them in connection with their services as members of the IRC. Each member of the IRC, other than the Chair, is paid, as compensation for his services, \$5,000 (plus applicable taxes or other deductions) per annum. The Chair is paid \$7,500 (plus applicable taxes or other deductions) per annum. |

| Fees and Expenses Payable by the Funds | |
|---|---|
| | Management expense ratios ("**MERs**") are calculated separately for each Class and Series of Units of the Funds and includes the applicable Class or Series management fees and/or operating expenses.<br><br>Each Fund also pays its own brokerage commissions for portfolio transactions, fees associated with securities lending transactions and related transaction fees. These expenses are not included in the Fund's MER but are, for tax purposes, added to the cost base or subtracted from the sale proceeds of its portfolio investments. These expenses constitute part of the Fund's trading expense ratio ("**TER**"). Both the MER and the TER are disclosed in the annual and semi-annual management report of fund performance of the applicable Fund. |
| **Derivatives Transaction Costs** | The Veritas Absolute Return Fund may use a variety of derivatives, including options, forward contracts and swaps to hedge against foreign currency risk among other things. The Veritas Absolute Return Fund is responsible for paying the transaction costs associated with these derivative contracts. |
| **Fees and Expenses Payable by You** | |
| **Class and Series I Unit Management Fees** | Unitholders of Class I and Series I Units pay a negotiated management fee based on the NAV of the Class I or Series I Units of the applicable Fund they own directly to the Manager, which will not exceed the management fee payable on Class F or Series F Units of the applicable Fund. Please see the "*Fees and Expenses*" in the Fund details table for each Fund in Part B of this Simplified Prospectus for information on the maximum percentage of the negotiated management fee which you will be required to pay as an investor in Class I or Series I Units of a Fund.<br><br>The negotiated management fee may be set out in an agreement between the Class I or Series I Unitholder and the Manager. |
| **Sales Commissions** | You may have to pay a sales commission of up to 3% when you buy Class A or Series A Units based on the NAV of the Class or Series (as applicable). You may negotiate the amount with your Dealer. There are no sales commissions for Class F, Series F, Class I or Series I Units of the Funds. |
| **Investment Advisory Fees** | Class F and Series F Units are only available to investors who have a fee-based account with their representative's firm and whose representative's firm has signed an agreement with the Manager. Class F and Series F Unitholders will pay a fee to their representative's firm for investment advice and other services. |
| **Switch and Redesignation Fees** | You may have to pay a switch fee or redesignation fee, as applicable, of up to 2% based on the NAV of the applicable Class or Series of Units of a Fund you switch or redesignate. You may negotiate the amount with your Dealer. Dealers' fees for redesignations are paid by redeeming Units held by you.<br><br>See "*CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS FOR INVESTORS - Taxation of Unitholders - Units Not Held in a Registered Plan*" section of this Simplified Prospectus. |

| Fees and Expenses Payable by the Funds | |
|---|---|
| **Redemption Fees** | The Funds do not charge a redemption fee. However, the Veritas Canadian Equity Fund may charge a short-term trading fee if you redeem your Class A or Class F Units within 30 days of buying them and the Veritas Absolute Return Fund may charge a short-term trading fee if you redeem Series A or Series F Units within 120 days of buying them.<br><br>Please see the "Short-Term Trading" section of this Simplified Prospectus. |
| **Short-Term Trading Fee** | A short-term trading fee of 2% of the amount redeemed may be charged if you redeem Class A or Class F Units of the Veritas Canadian Equity Fund within 30 days of purchasing such Units and a short-term trading fee of 5% of the amount redeemed may be charged if you redeem Series A or Series F Units of the Veritas Absolute Return Fund within 120 days of purchasing such Units. A short-term trading fee may also apply if your trading is part of a pattern of short-term trading that the Manager believes is detrimental to Fund investors. For a description of the Manager's policy on short-term trading, please see the disclosure under the sub-heading "Short-Term Trading" under the heading "*Manager's Policies Regarding Business Practices*" in this Simplified Prospectus.<br><br>The short-term trading fees charged will be paid directly to the Funds, and are designed to deter excessive trading and offset its associated costs. For the purposes of determining whether the fee applies, the Manager will consider the Units that were held the longest to be Units which are redeemed first. At the Manager's discretion, the fee will not apply in certain circumstances, such as<br><br>● redemptions of Class A, Series A, Class F or Series F Units purchased by the reinvestment of distributions;<br><br>● systemic withdrawal plans;<br><br>● redesignation of Class A, Series A, Class F Units or Series F Units to another Class or Series of Units of the same Fund;<br><br>● redemptions initiated by the Manager or where redemption notice requirements have been established by the Manager; or<br><br>● in the absolute discretion of the Manager. |

## DEALER COMPENSATION

Your Dealer may receive three types of compensation - sales commissions, trailing commissions and switch/redesignation fees.

*Sales Commissions* – You pay a sales commission to your Dealer at the time of purchase of Class A or Series A Units of the Funds. The maximum sales commission you may pay is 3% based on the NAV of the Class or Series A Units acquired. You may negotiate this amount with your Dealer.

There are no sales commissions payable to your Dealer for Class F, Series F, Class I or Series I Units of the Funds, however, your Dealer may receive switch/redesignation fees.

Please see the "*PURCHASES, REDESIGNATIONS AND REDEMPTIONS*" section of this Simplified Prospectus for further details.

*Trailing Commissions* – For Class A and Series A Units of the Funds, the Manager pays Dealers an ongoing annual service fee known as a "trailing commission," for as long as you hold your investment. The amount of trailing commission paid to Dealers is based on the total value of Class A and Series A Units their clients hold in the Funds. The trailing commissions are paid quarterly at a current annual rate of up to 1.00% of the value of the Class A and Series A Units held by clients of the Dealer.

There are no trailing commissions paid on Class F, Series F, Class I or Series I Units of the Funds, however, your Dealer may receive switch/redesignation fees.

*Switch/Redesignation Fees* – You pay the switch or redesignation fee, as applicable, to your Dealer at the time of switching or redesignating from one Class or Series of Units to another Class or Series of Units in the same Fund. The maximum switch/redesignation fee you may pay is 2% based on the NAV of the applicable Class or Series of Units of the Fund being switched or redesignated. You may negotiate this amount with your Dealer. Dealers' fees for redesignations are paid by redeeming Units held by you. See "

*CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS FOR* INVESTORS – Taxation of Unitholders – *Units Not Held in a Registered Plan*" section of this Simplified Prospectus.

**Other Kinds of Dealer Compensation**

The Manager may provide a broad range of marketing support programs to Dealers which include research materials on the Fund and pre-approved advertising copy relating to the Fund. The Manager may also provide advertising programs for the Fund which may indirectly benefit your Dealer, and in some cases, may share with your Dealer the cost of local advertising and marketing activities (including investor conferences and seminars). The cost sharing is on a case-by-case basis and will not exceed 50% of the total direct costs incurred by your Dealer. The Manager may reimburse Dealers for the registration fees of financial advisors attending certain conferences, seminars and courses organized and presented by third parties. The Manager may also reimburse Dealers and certain industry associations for up to 10% of the total direct costs they incur for other kinds of conferences, seminars and courses they organize and present. The Manager may organize and present, at its own expense, educational conferences and seminars for financial advisors and provide to financial advisors non-monetary benefits of a promotional nature and of minimal value.

It is important for you to know that all of the amounts described above are paid by the Manager, not the Fund, and only in accordance with the Manager's policies and the rules set out in National Instrument 81-105 - *Mutual Fund Sales Practices*.

**Dealer Compensation from Management Fees**

During the financial year ended December 31, 2022, the total compensation (including sales commissions, trailing commissions and other kinds of Dealer compensation for all mutual funds managed by the Manager) was approximately 7.3% of the total management fees that the Manager received from the Funds.

## CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS FOR INVESTORS

The following is a general summary, at the time of filing, of certain of the principal Canadian federal income tax considerations generally applicable to you as an investor in Units of the Funds offered under this Simplified Prospectus. This summary assumes you are an individual (other than a trust) who, for the purposes of the *Income Tax Act* (Canada) (the "**Tax Act**"), and at all times, (i) is a resident of Canada, (ii) deals at arm's length and is not affiliated with the Funds, and (iii) holds Units as capital property (a "**Canadian Unitholder**").

This summary is based on the current provisions of the Tax Act and the regulations thereunder, an understanding of the current published administrative policies and assessing practices of the CRA and all specific proposals to amend the Tax Act and regulations thereunder publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (such proposals referred to hereafter as the "**Tax Proposals**"). This summary does not otherwise take into account or anticipate any changes in law, whether by legislative, governmental or judicial action, nor does it take into account other federal or any provincial, territorial or foreign income tax legislation or considerations. There can be no assurance that the Tax Proposals will be enacted in the form publicly announced or at all.

This summary assumes that none of the issuers of securities held by each Fund will be a foreign affiliate of the applicable Fund or any Unitholder, or a non-resident trust that is not an "exempt foreign trust" as defined in section 94 of the Tax Act. This summary also assumes that a Fund will not be: (i) a "SIFT trust" for the purposes of the Tax Act; (ii) a "financial institution" for purposes of the Tax Act; or (iii) required to include any amounts in income pursuant to section 94.1 or section 94.2 of the Tax Act.

**This summary is not exhaustive of all possible Canadian federal tax considerations applicable to you in respect of an investment in Units and does not describe the income tax consequences relating to the deductibility of interest on money borrowed to acquire Units. It is not intended to be, nor should it be construed to be, legal or tax advice to any particular investor. Accordingly, you are urged to consult with your own tax advisors for advice with respect to the income tax consequences of an investment in Units, based on your own particular circumstances.**

### Tax Status of the Funds

This summary is based on the assumptions that (i) each Fund will qualify, at all times, as a "mutual fund trust" within the meaning of the Tax Act and has elected under the Tax Act to be a "mutual fund trust" from the date it was established, (ii) each Fund has not been, and will not be, maintained primarily for the benefit of non-residents, and (iii) not more than 50% (based on fair market value) of the Units of each Fund have or will be held by non-residents of Canada or by partnerships that are not "Canadian partnerships" as defined in the Tax Act, or by any combination of such partnerships and non-residents.

In order to continue to qualify as a "mutual fund trust", each Fund must, among other things, comply on a continuous basis with certain minimum requirements respecting the ownership and dispersal of Units. If a Fund does not qualify as a "mutual fund trust" at all times, the income tax considerations described below could be materially and adversely different.

### Taxation of the Funds

In each taxation year, each of the Funds will be subject to tax under Part I of the Tax Act on its net income, including the taxable portion of any net capital gains, if any, that is not paid or made payable to Unitholders in that year. Provided that each Fund distributes all of its net taxable income and its net capital gains to its Unitholders on an annual basis, it should not be liable for any income tax under Part I of the Tax Act.

Each Fund is required to include, in computing its income for each taxation year, the taxable portion of any net capital gains, any dividends received by it in that taxation year and all interest that accrues to it during the year, or which becomes receivable or is received by it before the end of the year, except to the extent that such interest was included in computing its income for a preceding taxation year. In computing its income, each Fund will take into account any loss carry-forwards, any capital gains refund and all deductible expenses, including management fees.

Gains and losses realized by a Fund on the disposition of securities will generally be reported as capital gains and capital losses. Each of the Funds has elected under subsection 39(4) of the Tax Act so that all gains or losses realized on the disposition of securities that are "Canadian securities" (as defined in the Tax Act) will be deemed to be capital gains or losses to the applicable Fund. Generally, gains and losses realized by a Fund from derivative securities and in respect of short sales of securities (other than Canadian securities) will be treated as income and losses of the Fund, except where a derivative is used to hedge securities held on capital account provided there is sufficient linkage between the derivative and the security being hedged and subject to the detailed rules in the Tax Act. Whether gains or losses realized by a Fund in respect of a particular security (other than a Canadian security) are on income or capital account will depend largely on factual considerations.

Notwithstanding the foregoing, the derivative forward agreement rules (the "**DFA Rules**") in the Tax Act deem gains on the settlement of certain forward agreements (described as "derivative forward agreements") to be included in ordinary income rather than treated as capital gains. The Tax Act exempts from the application of the DFA Rules currency forward contracts and certain other derivatives that are entered into in order to hedge foreign exchange risk in respect of an investment held as capital property.

Losses incurred by a Fund in a taxation year cannot be allocated to Unitholders, but may be deducted by the Fund in future years in accordance with the Tax Act.

Each Fund's portfolio may include securities which are not denominated in Canadian dollars. The cost and proceeds of disposition of securities, dividends, interest and all other amounts will be determined for the purposes of the Tax Act in Canadian dollars at the exchange rate prevailing at the time of the transaction, as more particularly determined in accordance with section 261 of the Tax Act. Accordingly, a Fund may realize gains or losses by virtue of the fluctuation in the value of foreign currencies relative to Canadian dollars.

The Funds may derive income or gains from investments in countries other than Canada and, as a result, may be liable to pay income or profits tax to such countries. To the extent such foreign tax paid by a Fund exceeds 15% of the amount included in the Fund's income from such investments, such excess may generally be deducted by the Fund in computing its income for purposes of the Tax Act, subject to the detailed provisions of the Tax Act. To the extent that such foreign tax paid does not exceed 15% of such foreign source income and has not been deducted in computing the Fund's income, a Fund may generally designate a portion of its foreign source income in respect of its Unitholders so that such income, and a portion of the foreign tax paid by the Fund, may be regarded as foreign source income of, and foreign tax paid by, the Unitholders for the purposes of the foreign tax credit provisions of the Tax Act.

A Fund may be subject to alternative minimum tax in any taxation year throughout which the Fund is not a "mutual fund trust" for purposes of the Tax Act.

In computing its income for tax purposes, a Fund may deduct reasonable administrative and other expenses incurred to earn income, generally including interest payable by the Fund on money borrowed to purchase securities. Each Fund may generally deduct its costs and expenses of the offering of Units under this Simplified Prospectus that are paid by the Fund at a rate of 20% per year, pro-rated where the Fund's taxation year is less than 365 days.

A Fund may be subject to the loss restriction rules contained in the Tax Act (the "**Loss Restriction Rules**") unless the Fund qualifies as an "investment fund" as defined in the Tax Act, which, among other things, requires that certain investment diversification restrictions are met, and that Unitholders hold only fixed (and not discretionary) interests in the Fund. If a Fund experiences a "loss restriction event" (i) the Fund will be deemed to have a year-end for tax purposes (which would result in an allocation of the Fund's net income and net realized capital gains at such time to Unitholders so that the Fund is not liable for income tax under Part I of the Tax Act on such amounts), and (ii) the Fund will be deemed to realize any unrealized capital losses and its ability to carry forward such losses will be restricted. Generally, a Fund will have a loss restriction event when a person becomes a "majority-interest beneficiary" of the Fund or a group of persons becomes a "majority-interest group of beneficiaries" of the Fund, as those terms are defined in the Tax Act.

A Fund may be subject to the "suspended loss" rules contained in the Tax Act, which would generally apply where the Fund disposes of property and subsequently reacquires the property or acquires an identical property within the time period that begins 30 days before the disposition and ends 30 days following the disposition, and the Fund continues to own the reacquired or newly-acquired property following that period. Where the "suspended loss" rules apply, any losses arising from the initial disposition of property would be denied, but may be realized at a future point in time in accordance with the rules in the Tax Act.

A Fund may be subject to the "straddle loss" rules contained in the Tax Act, which generally defer the realization of any loss on the disposition of a "position" to the extent of any unrealized gain on an offsetting "position". For the purposes of these rules, a "position" held by the Fund includes any interest in actively traded personal properties such as commodities, derivatives, and certain debt obligations. An offsetting "position" is any similar interest that has the effect of eliminating all or substantially all of the Fund's risk of loss and opportunity for gain in respect of the underlying "position". These rules are subject to various exceptions set out in the Tax Act.

### Taxation of Unitholders

*Units Held in a Registered Plan*

If you hold Units of a Fund in a Registered Plan, distributions from the Fund and capital gains from a redemption (or other disposition) of Units in respect of the Registered Plan are generally not subject to tax under the Tax Act until withdrawals are made from the Registered Plan (however, withdrawals from a TFSA or an FHSA are generally not subject to tax).

Notwithstanding the foregoing, if the Units of a Fund are "prohibited investments" (as defined in the Tax Act) for your TFSA, RRSP, RRIF, FHSA or RESP you, as the holder of the TFSA or FHSA, the annuitant under the RRSP or RRIF, or the subscriber of the RESP, as the case may be, may be subject to a penalty tax as set out in the Tax Act. The Units of a Fund will be a "prohibited investment" for your TFSA, RRSP, RRIF, FHSA or RESP, if you: (i) do not deal at arm's length with the Fund for purposes of the Tax Act, or (ii) have a "significant interest", as defined in the Tax Act, in the Fund. Generally, you will not have a significant interest in a Fund unless you own interests as a beneficiary under the applicable Fund that have a fair market value of 10% or more of the fair market value of the interests of all beneficiaries under the Fund, either alone or together with persons and partnerships with which you do not deal at arm's length. In addition, your Units will not be a "prohibited investment" if such Units are "excluded property" as defined in the Tax Act.

**You should consult with your own tax advisers to determine whether Units of a Fund would be a "prohibited investment" for your TFSA, RRSP, RRIF, FHSA or RESP, based on your particular circumstances.**

*Units Not Held in a Registered Plan*

If you hold Units of a Fund outside a Registered Plan, you will generally be required to include in computing your income for a taxation year the portion of the net income of the Fund, including the taxable portion of any capital gains, if any, paid (or payable) to you by the Fund in that taxation year, whether such amounts are paid in cash or automatically reinvested in additional Units.

Generally, any distributions to you in excess of your share of the net income and net capital gains of a Fund in a taxation year are a return of capital and will not be taxable to you, but will reduce the adjusted cost base of your Units. To the extent that the adjusted cost base of your Units would otherwise be a negative amount, the negative amount will be deemed to be a capital gain realized by you and your adjusted cost base will be nil immediately thereafter. The non-taxable portion of any net capital gains of a Fund that is distributed to you will not be taxable and will not, provided the appropriate designations are made by the Fund, reduce the adjusted cost base of your Units.

Provided that appropriate designations are made by each of the Funds, such portion of (i) the taxable portion of any net capital gains of the Fund, and (ii) the taxable dividends received by the Fund on shares of taxable Canadian corporations as are paid or become payable to you will effectively retain their character and be treated as such in your hands. The gross-up and dividend tax credit rules contained in the Tax Act will apply to such amounts that are designated as taxable dividends from taxable Canadian corporations. If a Fund makes the appropriate designation, you may be entitled to claim a foreign tax credit in accordance with the provisions of, and subject to the general limitations under, the Tax Act for a portion of the foreign tax paid by the Fund in respect of income from foreign sources.

The NAV per Unit of a Fund at the time you acquire Units may reflect income and gains of the Fund that have accrued prior to that time. Accordingly, if you acquire Units of a Fund, particularly late in a calendar year, you may become taxable on the income or gains of the Fund that accrued before those Units were acquired by you.

The Manager will provide you with prescribed information in the form required by the Tax Act to assist you in preparing your tax return.

Management Fee Distributions, if any, that are received by you, to the extent that they are paid from the net income (including the taxable portion of capital gains) of a Fund, will generally be required to be included in your income for the taxation year in which such distributions are received. To the extent that a Management Fee Distribution represents a return of capital, the adjusted cost base of the Units held by you will be reduced by the amount of the Management Fee Distribution.

Upon the redemption (or other disposition) of a Unit of a particular Class or Series of Units of the Funds, you will realize a capital gain (or capital loss) to the extent that your proceeds of disposition (i.e., the amount you receive for that Unit) exceed (or are less than) your adjusted cost base of the Unit and any reasonable costs of disposition. Your adjusted cost base of a single Unit of a particular Class or Series of Units of a Fund at any particular time will generally be the average cost of all such Units held by you at that time. For the purpose of determining the adjusted cost base of your Units of a particular Class or Series of Units of a Fund, when Units are acquired, including on the reinvestment of distributions, the cost of the newly acquired Units will generally be averaged with the adjusted cost base of all such Units owned by you as capital property immediately before that time.

One-half of any capital gain realized by you in a taxation year on the disposition of Units will be included in your income for that taxation year and one-half of any capital loss realized by you must be deducted from the taxable portion of any capital gains realized in that taxation year. One-half of any unused capital losses may be deducted by you against the taxable portion of any capital gains arising in the three immediately preceding taxation years or in subsequent taxation years, subject to the rules in the Tax Act.

In general terms, net income of a Fund paid or payable to you that is designated as net realized taxable capital gains, taxable Canadian dividends or taxable capital gains realized on the disposition of Units may increase your potential liability for alternative minimum tax.

Based on published administrative position of the CRA, a redesignation of a Class or Series of Units of a Fund into a Class or Series of Units of the same Fund denominated in the same currency should not generally be considered to give rise to a taxable disposition for the purposes of the Tax Act. Unitholders should consult with their own tax advisers in this regard.

Management fees paid directly to the Manager by holders of Class I and Series I Units will generally not be deductible by those Unitholders.

*Calculating the Adjusted Cost Base of a Unit of the Funds*

You must separately compute the adjusted cost base in respect of each Class and Series of Units of a Fund you own. The adjusted cost base in respect of any Class or Series of Units of a Fund that you own must be calculated in Canadian dollars.

The total adjusted cost base of your Units of a particular Class or Series of Units of a Fund (the "**Subject Units**") is generally equal to:

- the total of all amounts you paid to purchase those Units, including any sales charges paid by you at the time of purchase;

  plus

- the adjusted cost base of any Units of another Class or Series of Units (as applicable) of the Fund that you hold that were redesignated as Subject Units (except to the extent that the redesignation resulted in a taxable disposition, in which case the relevant amount may be the fair market value of the Units as of the time of the redesignation);

  plus

- the amount of any reinvested distributions in respect of the Subject Units;

  less

- the return of capital component of distributions paid to you in respect of your Subject Units; and

  less

- the adjusted cost base of any of your Subject Units that have been redeemed.

The adjusted cost base of a single Subject Unit is the total adjusted cost base of the Subject Units held by you divided by the number of Subject Units that you hold at the relevant time.

**Tax Reporting**

Generally, you will be required to provide your Dealer with information related to your citizenship, tax residence and, if applicable, your foreign tax identification number. If you are identified as a U.S. citizen (including a U.S. citizen living in Canada), U.S. resident, or a foreign tax resident, details of your investment in a Fund will generally be reported to the CRA unless the Units are held inside a Registered Plan. The CRA may provide the information to the relevant foreign tax authorities under exchange of information treaties or other agreements.

**International Tax Reporting**

Part XIX of the Tax Act implements the Organisation for Economic Co-operation and Development Common Reporting Standard. Pursuant to Part XIX of the Tax Act, "Canadian financial institutions" that are not "non-reporting financial institutions" (as both terms are defined in Part XIX of the Tax Act) are required to have procedures in place to identify accounts held by residents of foreign countries (other than the U.S.) or by certain entities the "controlling persons" of which are resident in a foreign country and to report required information to the CRA. Such information is expected to be exchanged on a reciprocal, bilateral basis with the tax authorities of the foreign country in which the account holders or such controlling persons are resident, pursuant to the Multilateral Convention on Mutual Administrative Assistance in Tax Matters or the relevant bilateral tax treaty. Pursuant to Part XIX of the Tax Act, Unitholders are required to provide certain information regarding their investment in the Funds for the purpose of such information exchange, unless the investment is held within certain Registered Plans.

**U.S. Foreign Account Tax Compliance Act**

In March 2010, the U.S. enacted the Foreign Account Tax Compliance Act ("**FATCA**"), which imposes certain reporting requirements on non-U.S. financial institutions. The governments of Canada and the United States have entered into an Intergovernmental Agreement ("**IGA**"), which establishes a framework for cooperation and information sharing between the two countries and may provide relief from the FATCA Tax (as defined below) for Canadian entities, such as the Funds provided that (i) each Fund complies with the terms of the IGA and the Canadian legislation implementing the IGA in Part XVIII of the Tax Act, and (ii) the government of Canada complies with the terms of the IGA. The Funds will endeavour to comply with the requirements imposed under the IGA and Part XVIII of the Tax Act. Under Part XVIII of the Tax Act, holders of Units of the Funds are required to provide identity and residency and other information to the applicable Fund(s) (and may be subject to penalties for failing to do so), which, in the case of "Specified U.S. Persons" or certain non-U.S. entities controlled by "Specified U.S. Persons", will be provided, along with certain financial information (for example, account balances), by the Funds to the CRA and from the CRA to the U.S. Internal Revenue Service ("**IRS**"). A Fund may be subject to FATCA Tax (as defined below) if it cannot satisfy the applicable requirements under the IGA or Part XVIII of the Tax Act, or if the Canadian government is not in compliance with the IGA and if the Fund is otherwise unable to comply with any relevant and applicable U.S. legislation.

**Eligibility for Investment**

Provided that each Fund qualifies as a "mutual fund trust" for purposes of the Tax Act, Units of such Fund offered hereby will be "qualified investments" under the Tax Act for Registered Plans.

## WHAT ARE YOUR LEGAL RIGHTS?

Securities legislation in some provinces gives you the right to withdraw from an agreement to buy mutual funds within two business days of receiving this Simplified Prospectus or Fund Facts, or to cancel your purchase within 48 hours of receiving confirmation of your order.

Securities legislation in some provinces also allows you to cancel an agreement to buy mutual fund units and get your money back, or to make a claim for damages, if this Simplified Prospectus, Fund Facts or Financial Statements misrepresent any facts about the Fund. These rights usually must be exercised within certain time limits.

For more information, refer to the securities legislation of your province or consult your lawyer.

## CERTIFICATE OF THE FUNDS

**AND OF**

## THE MANAGER, THE TRUSTEE AND THE PROMOTER

**Veritas Canadian Equity Fund**

**Veritas Absolute Return Fund**

**(collectively, the "Funds")**

This Simplified Prospectus and the documents incorporated by reference into this Simplified Prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by this Simplified Prospectus, as required by the securities legislation of each of the provinces of Canada and do not contain any misrepresentations.

DATED April 28, 2023.

*"Antonio Scilipoti"*
Antonio Scilipoti
Chief Executive Officer

*"Josephine Alaina Monasterolo"*
Josephine Alaina Monasterolo
Chief Financial Officer

On behalf of the Board of Directors of
**VERITAS ASSET MANAGEMENT INC.,**
on behalf of the Funds and as Manager, Trustee and Promoter of the Funds

*"Samuel LaBell"*
Samuel LaBell
Director

## PART B: SPECIFIC INFORMATION ABOUT THE MUTUAL FUNDS DESCRIBED IN THIS DOCUMENT

## WHAT IS A MUTUAL FUND AND WHAT ARE THE RISKS OF INVESTING IN A MUTUAL FUND?

### What is a mutual fund?

A mutual fund is an investment vehicle that pools money contributed by people with similar investment objectives and invests in a portfolio of securities to be managed by a professional investment manager. Investing in a mutual fund allows investors to hold a larger variety of securities than most investors could hold individually. By investing in a mutual fund, investors often increase their ability to diversify their investment portfolios. The value of an investment in a mutual fund is primarily realized through distributions paid by the mutual fund to its investors and through redeeming securities of the mutual fund.

Each of the Funds is a mutual fund organized as an open-ended unit trust governed by the laws of the Province of Ontario established under the VCE Declaration of Trust and the VAR Declaration of Trust, respectively. The Veritas Absolute Return Fund is also an "alternative mutual fund" as defined in NI 81-102. Each of the Funds currently offers three Classes or Series of Units but may, in the future, offer additional Classes or Series of Units without notification to, or approval of, investors. Each Class or Series of Units is intended for a different investor and may entail different fees. The different Classes and Series of Units available under this Simplified Prospectus are described under the section entitled "*Description of Units Offered by the Funds*" below.

### What are the risks of investing in a mutual fund generally?

Mutual funds own different types of investments, depending upon their investment objectives. These can include stocks, bonds, securities of other mutual funds, cash and derivatives. The value of these investments will change from day to day, reflecting changes in interest rates, economic conditions, and market and company news. As a result, the value of a mutual fund's Units may go up and down, and the value of your investment in a mutual fund may be more or less when you redeem it than when you purchased it.

The full amount of your investment in a Fund is not guaranteed. Unlike bank accounts or guaranteed income certificates ("**GICs**"), mutual fund units are not covered by the Canada Deposit Insurance Corporation or any other government deposit insurer.

Under exceptional circumstances, a mutual fund may suspend redemptions. For more information, please refer to the section entitled "*PURCHASES, REDESIGNATIONS AND REDEMPTIONS".*

### Specific Investment Risks

Mutual funds are subject to a variety of risk factors depending on their investment objectives. Set out below is a general description of some of the possible risks of investing in a mutual fund such as the Funds. The following does not purport to be a complete description of all risks associated with an investment in the Funds. Prospective investors should read this entire Simplified Prospectus and consult with their own Dealer prior to making a decision to subscribe.

To find out which of these risks apply to an investment in a Fund, please refer to "*What are the risks of investing in the Fund?*" of the relevant Fund in this Simplified Prospectus.

*Concentration Risk*

The Fund may concentrate its investments in securities of a small number of issuers, sectors, countries or may use a specific investment style, such as growth or value. A relatively high concentration of assets in a small number of investments may reduce the diversification of the Fund's portfolio. Investment concentration may also increase the illiquidity of the Fund's portfolio if there is a shortage of buyers willing to purchase those investments, therefore, the Fund may be unable to satisfy redemption requests if it cannot sell these investments in a timely and orderly manner. The Fund's performance may be more volatile due to the impact of the changes in value of these investments on the Fund. The Fund may concentrate on a style or sector to either provide investors with more certainty about how the Fund will be invested or the style of the Fund or because the Manager believes that specialization increases the potential for good returns. If the issuers, sectors or countries face difficult economic times or if the investment approach used by the Fund is out of favour, the Fund will likely lose more than it would if it diversified its investments or style. If the Fund's investment objectives or strategies require concentration, it may continue to suffer poor returns over a prolonged period of time.

*Counterparty Risk*

This is a risk that entities upon which the Fund's investments depend may default on their obligations, for instance by failing to make a payment when due. Such parties can include brokers (including clearing brokers), foreign exchange counterparties, derivative counterparties and deposit taking banks. Default on the part of an issuer or counterparty could result in a financial loss to the Fund.

*Currency Risk*

The NAV of the Fund is calculated in Canadian dollars. Foreign investments are generally purchased in currencies other than Canadian dollars. When foreign investments are purchased in a currency other than Canadian dollars, the value of those foreign investments will be affected by the value of the Canadian dollar relative to the value of the foreign currency. If the Canadian dollar rises in value relative to the other currency but the value of the foreign investment otherwise remains constant, the value of the investment in Canadian dollars will have fallen. Similarly, if the value of the Canadian dollar has fallen relative to the foreign currency, the value of the Fund's investment will have increased.

The Fund may use derivatives such as options, futures, forward contracts, swaps and customized types of derivatives to hedge against losses caused by changes in exchange rates. Please see the "*Investment Strategies*" section for each Fund in this Simplified Prospectus.

*Cyber Security Risk*

As the use of technology has become more prevalent in the course of business, the Fund has become potentially more susceptible to operational risks through breaches of cyber security. A breach of cyber security refers to both intentional and unintentional events that may cause the Fund to lose proprietary information, suffer data corruption or lose operational capacity. This in turn could cause the Fund to incur regulatory penalties, reputational damage, additional compliance costs associated with corrective measures, and/or financial loss. Cyber security breaches may involve unauthorized access to the Fund's digital information systems (e.g. through "hacking" or malicious software coding) but may also result from outside attacks, such as denial of service attacks (i.e. efforts to make network services unavailable to intended users). In addition, cyber security breaches of the Fund's third-party service providers (e.g. administrators and custodians) or issuers that the Fund invests in can also subject the Fund to many of the same risks associated with direct cyber security breaches.

*Derivatives Risk*

The Fund may use derivative instruments to help it achieve its investment objectives. These investments usually take the form of a contract between two parties where the value of the payments required under the contract is derived from an agreed source, such as the market price (or value) of an asset (which could be, for example, currency or stocks) or from an economic indicator (such as a stock market index or a specified interest rate). Derivatives are not a direct investment in the underlying asset itself. If the Fund uses derivatives, applicable securities laws require that the Fund hold enough assets or cash to cover its commitments in the derivative contracts. This limits the amount of losses that could result from the use of derivatives.

The Fund may generally use four types of derivatives: options, forwards, futures, and swaps. An option gives the holder the right, but not the obligation, to buy or sell the underlying interest at an agreed price within a certain time period. A call option gives the holder the right to buy; a put option gives the holder the right to sell. A forward is a commitment to buy or sell the underlying interest for an agreed price on a future date. A future is similar to a forward, except that futures are traded on exchanges. A swap is a commitment to exchange one set of payments for another set of payments.

Some derivatives are settled by one party's delivery of the underlying interest to the other party; others are settled by a cash payment representing the value of the contract.

The Fund is expected to use derivatives for hedging and non-hedging purposes as described below and within the investment objectives and strategies for the Fund set out in this Simplified Prospectus.

The use of derivatives carries several risks:

- There is no guarantee that a hedging strategy will be effective or achieve the intended effect.
- There is no guarantee that a market will exist for some derivatives, which could prevent the Fund from selling or exiting the derivatives at the appropriate time. Therefore, the Fund may be unable to realize its profits or limit its losses.
- It is possible that the other party to the derivative contract will not meet its obligations under the contract. To minimize this risk, the Portfolio Manager monitors all of the Fund's derivative transactions regularly to ensure that the credit rating of the contract counterparty or its guarantor will generally be at least as high as the minimum approved credit rating required under NI 81-102.
- When entering into a derivative contract, the Fund may be required to deposit funds with the contract counterparty. If the counterparty goes bankrupt, or if the counterparty is unable or unwilling to perform its obligations in respect of the Fund, the Fund could lose these deposits.
- The Fund may use derivatives to reduce certain risks associated with investments in foreign markets, currencies or specific securities. Using derivatives for these purposes is called hedging. Hedging may not be effective in preventing losses. Hedging may also reduce the opportunity for gain if the value of the hedged investment rises, because the derivative could incur an offsetting loss. Hedging may also be costly or difficult to implement.
- Securities and commodities exchanges could set daily trading limits on options and futures. This could prevent the Fund or the counterparty from carrying out its obligations under a derivative contract.

Changes in domestic and foreign tax laws, regulatory laws, or the administrative practices or policies of a tax or regulatory authority may adversely affect the Fund's derivative investments and its investors. For example, the domestic and foreign tax and regulatory environment for derivative instruments is evolving, and changes in the taxation or regulation of derivative instruments may adversely affect the value of derivative instruments held by the Fund and the ability of the Fund to pursue its investment strategies. In addition, interpretation of the law and the application of administrative practices or policies by a taxation authority may also affect the characterization of the Fund's earnings as capital gains or income. In such a case, the net income of the Fund for tax purposes and the taxable component of distributions to investors could be determined to be more than originally reported, with the result that investors or the Fund could be liable to pay additional income tax. Any liability imposed on the Fund may reduce the value of the Fund and the value of an investor's investment in the Fund. When the Fund invests in a derivative, the Fund could lose more than the initial amount invested.

*Developed Countries Investments Risk*

Investments in a developed country may subject the Fund to regulatory, political, currency, security, economic and other risks associated with developed countries. Developed countries generally tend to rely on services sectors (e.g., the financial services sector) as the primary means of economic growth. A prolonged slowdown in the services sectors is likely to have a negative impact on economies of certain developed countries, although individual developed country economies can be impacted by slowdowns in other sectors. In the past, certain developed countries have been targets of terrorism. Acts of terrorism in developed countries or against their interests may cause uncertainty in the financial markets and adversely affect the performance of the issuers to which the Fund has exposure. Heavy regulation of certain markets, including labour and product markets, may have an adverse effect on certain issuers. Such regulations may negatively affect economic growth or cause prolonged periods of recession. Many developed countries are heavily indebted and face rising healthcare and retirement expenses. In addition, price fluctuations of certain commodities and regulations impacting the import of commodities may negatively affect developed country economies.

*Equity Investment Risk*

Companies issue equity securities, or stocks, to help pay for their operations and to finance future growth. Stocks carry several risks and a number of factors may cause the price of a stock to fall. These include specific developments relating to the company, stock market conditions where the company's securities trade and general economic, financial and political conditions in the countries where the company operates. Since the Fund's Unit price is based on the value of its investments, an overall decline in the value of the stocks it holds will reduce the value of the Fund and, therefore, the value of your investment. However, if the price of the stocks in the portfolio increases, your investment will be worth more. Equity funds generally tend to be more volatile than fixed income funds, and the value of their Units can vary widely.

Mutual funds that invest in limited partnership units or trust units, such as oil and gas royalty trusts, real estate investment trusts and income trusts, will have varying degrees of risk depending on the sector and the underlying asset or business and may therefore be susceptible to risks associated with the industry in which the underlying business operates, to changes in business cycles, commodity prices, and to interest rate fluctuations and other economic factors.

*Exchange Traded Fund Risk*

The Fund may from time to time invest in exchange-traded funds ("**ETFs**") which qualify as index participation units under NI 81-102. An index ETF will seek to provide returns similar to the performance of a particular market index. An index ETF may not be able to achieve the same return as its benchmark market index due to differences in the actual weights of securities held in the ETF versus the weights in the relevant index, and due to the operating and management expenses of, and taxes payable by the ETF.

*Foreign Investment Risk*

To the extent that the Fund invests in foreign securities, it will be subject to foreign investment risk. The value of an investment in a foreign company or government may depend on general global economic factors or specific economic and political factors relating to the country or countries in which the foreign issuer operates. The regulatory environment in some foreign countries may be less stringent than in Canada, including legal and financial reporting requirements. In other words, depending on the country in which a foreign investment is made, there may be more or less information available with respect to foreign companies. Some foreign stock markets may also have lower trading volumes and have sharper price corrections than in other countries. In some countries that may be politically unstable, there also may be a risk of nationalization, expropriation, or currency controls. Some or all of these factors could make a foreign investment more volatile than a Canadian investment.

Certain countries may also have foreign investment or exchange laws that make it difficult to sell an investment or may impose withholding or other taxes that could reduce the return on the investment. Different financial, political and social factors could hurt the value of foreign investments. The information available to the Fund and the Manager relating to the characterization, for Canadian tax purposes, of the income realized or distributions received by the Fund from issuers of the Fund's foreign investments may be insufficient to permit the Fund to accurately determine its income for Canadian tax purposes by the end of a taxation year and to make sufficient distributions to ensure that it will not be liable to pay income tax in respect of that year. As a result, mutual funds that specialize in foreign investments may experience larger and more frequent price changes in the short term.

*Fund on Fund Investment Risk*

The Fund may invest directly in, or obtain exposure to, other mutual funds and/or ETFs as part of its investment strategy. Consequently, the Fund is also subject to the risk of the underlying funds. If an underlying fund suspends redemptions, the Fund may be unable to value part of its portfolio and may be unable to redeem its investment in the underlying fund, which may have an adverse impact on the Fund's ability to satisfy redemption requests from Unitholders.

*General Market Risk*

General market risk occurs when markets go down in value on the basis of economic developments, political changes, changes in economic policy or catastrophe.

*Illiquidity Risk*

The Fund may hold up to 10% of its net assets in illiquid securities. A security is illiquid if it cannot be sold at an amount that at least approximates the amount at which the security is valued. Illiquidity can occur: (a) if the securities have resale restrictions; (b) if the securities do not trade through normal market facilities; (c) if there is simply a shortage of buyers; or (d) for other reasons. In highly volatile markets, such as in periods of sudden interest rate changes or severe market disruptions, securities that were previously liquid may suddenly and unexpectedly become illiquid. Illiquid securities are more difficult to sell, and a mutual fund may be forced to accept a discounted price.

*Interest Rate Risk*

Mutual funds that invest in fixed income securities, such as bonds, and money market instruments, are sensitive to changes in interest rates. In general, when interest rates are rising, the value of these investments tends to fall. When rates are falling, fixed income securities tend to increase in value. Fixed income securities with longer terms to maturity are generally more sensitive to changes in interest rates. Certain types of fixed income securities permit issuers to repay principal before the security's maturity date. There is a risk that an issuer will exercise this prepayment right after interest rates have fallen and the Fund, if holding these fixed income securities, will receive payments of principal before the expected maturity date of the security and may need to reinvest these proceeds in securities that have lower interest rates.

Changing interest rates can also indirectly impact the prices of equity securities. When interest rates are high, it may cost a company more to fund its operations or pay down existing debt. This can impair a company's profitability and earnings growth potential, which can negatively impact its share price. Conversely, lower interest rates can make financing for a company cheaper, which can potentially increase its earnings growth potential. Interest rates can also impact the demand for goods and services that a company provides by impacting overall economic activity as described above.

*IPO and New Issue Risk*

"IPOs" or "New Issues" are initial public offerings of equity securities. "SEOs" are seasoned (i.e., secondary) equity offerings of equity securities. Securities issued in IPOs are subject to many of the same risks as investing in companies with smaller market capitalizations. Securities issued in IPOs have no trading history, and information about the companies may be available for very limited periods. In addition, the prices of securities sold in IPOs or SEOs may be highly volatile or may decline shortly after the initial public offering or seasoned equity offering is completed.

*Issuer Risk*

Issuer risk is the risk that the value of a security may decline in value for reasons that directly relate to the issuer of the security.

*Lack of Operating History Risk*

The Funds are recently-formed investment vehicles with a short operating history and earnings record. The Funds have a limited history of business operations. There is no assurance that the Funds will be able to successfully achieve their investment objectives or operate profitably over the short or long-term. Investors will have to rely on the expertise and good faith of the Manager to carry on the business of the Funds.

*Large Transaction Risk*

If a Unitholder has significant holdings in the Fund, the Fund is subject to the risk that such large Unitholder may request a significant purchase or redemption of Units of the Fund. Large purchases and redemptions may result in: (a) the Fund maintaining an abnormally high cash balance; (b) large sales of portfolio securities impacting market value; (c) increased transaction costs (e.g., commissions); and/or (d) capital gains being realized which may increase taxable distributions to investors. If this should occur, the returns of investors (including other mutual funds) that invest in the Fund may be adversely affected.

*Legislation Risk*

There can be no assurance that applicable laws, or other legislation, legal and statutory rights will not be changed in a manner which adversely affects the Fund or its Unitholders. Securities, tax or other regulators may make changes to legislation, rules, interpretations, or administrative practices. Those changes may have an adverse impact on the value of a mutual fund.

*Leverage Risk*

When the Fund makes investments in derivatives, borrows cash for investment purposes, or uses physical short sales on equities, fixed income securities or other portfolio assets, leverage may be introduced into the Fund. Leverage occurs when the Fund's notional exposure to underlying assets is greater than the amount invested. It is an investment technique that can magnify gains and losses. Consequently, any adverse change in the value or level of the underlying asset, rate or index may amplify losses compared to those that would have been incurred if the underlying asset had been directly held by the Fund and may result in losses greater than the amount invested in the derivative itself. Leverage may increase turnover, transaction and market impact costs, volatility, or may impair the Fund's liquidity and may cause the Fund to liquidate positions at unfavourable times. The Fund is subject to a gross aggregate exposure limit of 300% of its NAV which is measured on a daily basis and described in further detail within the "*Investment Objectives*" and "*Investment Strategies*" sections for the Fund in this Simplified Prospectus. This will operate to limit the extent to which the Fund is leveraged.

Pursuant to NI 82-102, the aggregate use of leverage by the Fund – through the use of cash borrowing, short selling, or specified derivatives – is limited to 300% of the Fund's NAV. The Fund's aggregate exposure is calculated as the sum of the following and divided by the NAV of the Fund: (i) the aggregate value of the Fund's outstanding indebtedness under any borrowing agreements; (ii) the aggregate market value of all securities sold short by the Fund; and (iii) the aggregate notional amount of the Fund's specified derivative positions minus the aggregate notional amount of the specified derivative positions that are hedging transactions. The Fund must determine its aggregate gross exposure as of the close of business of each day it calculates NAV. If the Fund's aggregate gross exposure exceeds 300% of the Fund's NAV, the Fund must, as quickly as is commercially reasonable, take all necessary steps to reduce the aggregate gross exposure to 300% of the Fund's NAV or less.

The Fund may borrow cash or sell securities short whereby the aggregate value of cash borrowed combined with securities sold short will be limited to 50% of the Fund's NAV. If the aggregate value of cash borrowed combined with the aggregate market value of all securities sold short by the Fund exceeds 50% of the Fund's NAV, the Fund must, as quickly as commercially reasonable take all necessary steps to reduce the aggregate value of cash borrowed combined with the aggregate market value of securities sold short to 50% or less of the Fund's NAV.

*Liquidity Risk*

Liquidity is a measure of how quickly an investment can be sold for cash at a fair market price. If the Fund cannot sell an investment quickly, it may lose money or make a lower profit, especially if it has to meet a large number of redemption requests. Substantial redemptions by Unitholders within a short period of time could require the Manager to arrange for the Fund's positions to be liquidated more rapidly than would otherwise be desirable, which could adversely affect the value of the remaining Units of the Fund. In general, investments in smaller companies, smaller markets or certain sectors of the economy tend to be less liquid than other types of investments. The less liquid an investment, the more its value tends to fluctuate.

*Market Risk*

Market risk is the risk of being invested in the equity and fixed income markets. The market value of the Fund's investments will rise and fall based on specific company developments and broader equity or fixed income market conditions. Market value will also vary with changes in the general economic, political, social and financial conditions in countries where the investments are based.

*Multiple Class or Series Risk*

The Fund is available in more than one Class or Series of Units (as applicable). Each Class and Series has its own fees and expenses, which are tracked separately. Those expenses will be deducted in calculating the unit value for that Class or Series, thereby reducing its unit value. If one Class or Series is unable to pay its expenses or liabilities, the assets of the other Classes or Series of the Fund will be used to pay those expenses or liabilities. As a result, the Unit price of the other Classes or Series may also be reduced. Please refer to sections entitled "*Description of Units Offered by the Funds*" and "*PURCHASES, REDESIGNATIONS AND REDEMPTIONS*" in this Simplified Prospectus for more information regarding each Class or Series and how their Unit value is calculated.

*Nature of Units Risk*

Securities such as the Units share certain attributes common to both equity securities and debt instruments. As holders of Units, Unitholders will not have the statutory rights normally associated with ownership of shares of a corporation including, for example, the right to bring "oppression" or "derivative" actions. The Units represent an undivided fractional interest in the Fund. The Unitholders will not take part in the management or control of the Fund's business, which is the sole responsibility of the Manager. The Manager will have wide latitude in making investment decisions. In certain circumstances, the Manager also has the right to dissolve the Fund. The Unitholders have certain limited voting rights, including the right to amend the Declaration of Trust under certain circumstances, but do not have any authority or power to act for or bind the Fund. The Manager may require a Unitholder, at any time, to withdraw, in whole or in part, from the Fund. Unitholders may not be able to liquidate their investment in a timely manner and the Units may not be readily accepted as collateral for a loan.

*Portfolio Manager Risk*

A mutual fund is dependent on its portfolio manager or sub-adviser to select its investments. A balanced fund or an asset allocation fund is also dependent on its portfolio manager or sub-adviser to decide what proportion of the mutual fund's assets to invest in each asset class. Mutual funds are subject to the risk that poor security selection or asset allocation decisions will cause a mutual fund to underperform relative to its benchmark or other mutual funds with similar investment objectives.

*Potential Conflicts of Interest Risk*

The Manager is required to satisfy a standard of care in exercising its duties in connection with the Fund. However, neither the Manager nor its directors, officers, or employees are required to devote all or any specified portion of their time to their responsibilities relating to the Fund. Certain inherent conflicts of interest arise from the fact that the Manager and its affiliates may carry on investment activities for other clients (including investment funds sponsored by the Manager and its affiliates) or on a proprietary basis in which the Fund will have no interest. Future investment activities by the Manager, including the establishment of other investment funds, may give rise to additional conflicts of interest.

The Manager and its affiliates may also engage in the promotion, management or investment management of any other fund or trust or engage in other activities. In addition, partners, officers and employees of the Manager may act as partners, directors or officers of other entities that provide services to other investment funds or clients.

The Manager has discretion regarding the selection of the broker-dealers and other intermediaries with and through which the Fund executes and clears portfolio transactions, the commissions and fees payable and the prices at which investments are bought and sold. Some allocations may be based in part on the provision of or payment for other products or services (including but not limited to investment research) to the Fund, the Manager or affiliated persons ("**soft-dollars**"). Such services may only be used for the direct or exclusive benefit of the Fund and not to reduce the overhead and administrative expenses otherwise payable.

*Prime Broker Risk*

Some or all of the assets of the Fund may be held in one or more margin accounts due to the fact that the Fund may borrow cash for investment purposes, sell securities short and post margin as collateral for specified derivatives transactions. The margin accounts may provide less segregation of customer assets than would be the case with a more conventional custody arrangement. As a result, the assets of the Fund could be frozen and inaccessible for withdrawal or subsequent trading for an extended period of time if the prime broker experiences financial difficulty. In such case, the Fund may experience losses due to insufficient assets of the prime broker to satisfy the claims of its creditors. In addition, the possibility of adverse market movements while its positions cannot be traded could adversely affect the total return to the Fund.

*Regulatory and Legal Risk*

Some industries, such as telecommunications and financial services, are heavily regulated by governments and in some cases depend on government funding and favourable decisions made by those governments. Investments in such industries may be substantially affected by changes in government policy, regulation or deregulation, ownership restrictions, funding and the imposition of stricter operating conditions. The value of the securities of issuers in regulated industries may change substantially based on these factors.

In addition, there can be no assurance that applicable laws, or other legislation, legal and statutory rights will not be changed in a manner which adversely affects the Fund or its Unitholders. There can be no assurance that income tax, securities, and other laws or the interpretation and application of such laws by courts or government authorities will not be changed in a manner which adversely affects the distributions received by the Fund or by the Unitholders.

*Securities Lending, Repurchase and Reverse Repurchase Transaction Risk*

The Fund may enter into securities lending, repurchase and reverse repurchase transactions in accordance with NI 81-102. In a securities lending transaction, the Fund lends its portfolio securities through an authorized agent to another party (a "**counterparty**") in exchange for a fee and a form of acceptable collateral. In a repurchase transaction, the Fund sells its portfolio securities for cash through an authorized agent while at the same time it assumes an obligation to repurchase the same securities for cash (usually at a lower price) at a later date. In a reverse repurchase transaction, the Fund buys portfolio securities for cash while at the same time it agrees to resell the same securities for cash (usually at a higher price) at a later date. Some of the general risks associated with securities lending, repurchase and reverse repurchase transactions include:

- when entering into securities lending, repurchase and reverse repurchase transactions, the Fund is subject to the credit risk that the counterparty may default under the agreement and the Fund would be forced to make a claim in order to recover its investment; and

- when recovering its investment on a default, the Fund could incur a loss if the value of the portfolio securities loaned (in a securities lending transaction) or sold (in a repurchase transaction) has increased in value relative to the value of the collateral held by the Fund.

Similarly, the Fund could incur a loss if the value of the portfolio securities it has purchased (in a reverse repurchase transaction) decreases below the amount of cash paid by the Fund to the counterparty.

*Short Selling Risk*

A short sale is a transaction in which a mutual fund sells, on the open market, securities that it has borrowed from a lender for this purpose. At a later date, the mutual fund purchases identical securities on the open market and returns them to the lender. In the interim, the mutual fund must pay compensation to the lender for the loan of the securities and provide collateral to the lender for the loan. If the value of the securities declines between the time that the Fund borrows the securities and the time it repurchases and returns the securities, the Fund makes a profit for the difference (less any interest the Fund is required to pay to the lender). The Fund is permitted to sell securities short up to a maximum of 50% of its NAV, including up to 10% of its NAV in the securities of one issuer, as described in further detail within the "*Investment Objectives*" section in Part B of this Simplified Prospectus. Short selling involves certain risks:

- There is no assurance that the borrowed securities will decline in value during the period of the short sale by more than the compensation paid to the lender, and securities sold short may instead increase in value.
- The Fund may experience difficulties in purchasing and returning borrowed securities if a liquid market for the securities does not exist at that time.
- A lender may require the Fund to return borrowed securities at any time. This may require the Fund to purchase such securities on the open market at an inopportune time.

The lender from whom the Fund has borrowed securities, or the prime broker who is used to facilitate short selling, may become insolvent and the Fund may lose the collateral it has deposited with the lender and/or the prime broker.

*Taxation of the Fund Risk*

Under special rules contained in the Tax Act, trusts that constitute "SIFT trusts" (as defined in the Tax Act) will generally be precluded from deducting certain amounts that would otherwise be deducted for tax purposes if they were paid or became payable to Unitholders in a particular taxation year. If a Fund were found to be a "SIFT trust", the amounts available to be distributed by the Fund to its Unitholders could be materially reduced.

If a Fund ceases to qualify as a "mutual fund trust" under the Tax Act, the income tax considerations described under the heading "*Certain Canadian Federal Income Tax Considerations for Investors*" of this Simplified Prospectus would be materially and adversely different in certain respects. More generally, there can be no assurance that income tax laws and the treatment of a Fund will not be changed in a manner which adversely affects Unitholders and the Fund.

All Unitholders will be responsible for the preparation and filing of their own tax returns in respect of their investment in a Fund. Costs associated with the preparation and filing of such returns may be material. Potential investors should consult their own tax advisers for the specific Canadian federal and provincial and foreign tax consequences to them.

*Tax-Related Risk Factors*

The return on the investment in Units of a Fund is subject to changes in Canadian federal and provincial tax laws, tax proposals, and other governmental policies or regulations as well as changes in governmental, administrative or judicial interpretation of the foregoing. There can be no assurance that tax laws, tax proposals, policies or regulations, or the interpretation thereof, will not be changed in a manner that will fundamentally alter the tax consequences to investors of acquiring, holding or disposing of Units of the Fund.

If a Fund does not qualify, or ceases to qualify, as a mutual fund trust or a registered investment, Units may cease to be qualified investments for trusts governed by a Registered Plan. This could result in a Registered Plan that hold Units becoming liable for a penalty tax under the Tax Act.

If a Fund is not a mutual fund trust and holds at the end of any month property that is not a "qualified investment" for a Registered Plan, the Fund may be liable for a penalty tax, in respect of each applicable month, under Part X.2 of the Tax Act equal to 1% of the fair market value of such property at the time of its acquisition.

*Trust Loss Restriction Rule Risk*

A Fund may be subject to the Loss Restriction Rules. If a Fund experiences a "loss restriction event", (i) the Fund will be deemed to have a year-end for tax purposes (which would result in an allocation of the Fund's net income and net realized capital gains at such time to Unitholders so that the Fund is not liable for income tax on such amounts), and (ii) the Fund will be deemed to realize any unrealized capital losses and its ability to carry forward losses will be restricted. Generally, a Fund will have a loss restriction event when a person becomes a "majority-interest beneficiary" of the Fund, or a group of persons becomes a "majority-interest group of beneficiaries" of the Fund, as those terms are defined in the Loss Restriction Rules, unless the Fund qualifies as an "investment fund" for the purposes of those rules.

*FATCA Compliance Risk*

The governments of Canada and the United States have entered into an IGA, which establishes a framework for cooperation and information sharing between the two countries and may provide relief from a 30% U.S. withholding tax under U.S. tax law (the "**FATCA Tax**") for Canadian entities such as a Fund, provided (i) the Fund complies with the terms of the IGA and the Canadian legislation implementing the IGA in Part XVIII of the Tax Act (the "**Canadian Legislation**"); and (ii) the government of Canada complies with the terms of the IGA. The Fund will endeavor to comply with the requirements imposed under the IGA and the Canadian Legislation. Under the Canadian Legislation, Unitholders of a Fund are required to provide identity and residency and other information to the Fund (and may be subject to penalties for failing to do so), which, in the case of Specified U.S. Persons or certain non-U.S. entities controlled by Specified U.S. Persons, will be provided by the Fund to the CRA and from the CRA to the IRS. However, a Fund may be subject to FATCA Tax if it cannot satisfy the applicable requirements under the IGA or the Canadian Legislation or if the Canadian government is not in compliance with the IGA and if the Fund is otherwise unable to comply with any relevant and applicable U.S. legislation. Any such FATCA Tax in respect of the Fund would reduce a Fund's distributable cash flow and NAV.

On the following pages, you will find a detailed description of the Funds to help you make your investment decision. This introduction explains most of the terms and assumptions which appear in the Fund description and information about the Funds in this Part B.

**Name, Formation and History of the Funds**

The Veritas Canadian Equity Fund is an open-ended mutual fund trust governed under the laws of Ontario pursuant to the terms of the VCE Declaration of Trust. The Veritas Canadian Equity Fund has been offering securities to the public since May 1, 2018.

The Veritas Absolute Return Fund is an open-ended mutual fund trust governed under the laws of Ontario pursuant to the terms of the VAR Declaration of Trust. The Veritas Absolute Return Fund has been offering securities to the public since October 1, 2019.

Prior to October 1, 2019, the Veritas Absolute Return Fund existed and operated as non public mutual fund known as the "Veritas Long Short Fund" offered by way of private placement pursuant to available exemptions from the prospectus requirement under applicable Canadian securities laws. As of October 1, 2019, the name of the Fund was changed to the "Veritas Absolute Return Fund". The Veritas Absolute Return Fund is considered as an "alternative mutual fund" for the purposes of NI 81-102.

The principal office of the Funds and the Manager is located at 100 Wellington Street West, TD West Tower, Suite 3110, P.O. Box 80, Toronto, Ontario M5K 1E7.

**Investment Restrictions and Practices**

Each of the Funds is subject to certain restrictions and practices applicable to mutual funds and alternative mutual funds (as applicable) contained in securities legislation, including NI 81-102. These restrictions are designed, in part, to ensure that the investments of mutual funds are diversified and relatively liquid and to ensure the proper administration of mutual funds. The Manager intends to manage the Funds in accordance with these restrictions and practices or to obtain relief from the securities regulatory authorities before implementing any variations.

*Standard Investment Restrictions and Practices*

The remaining standard investment restrictions and practices set out in NI 81-102 are deemed to be included in this Simplified Prospectus.

**Distribution Rights**

All Unitholders of a Fund participate in distributions (other than management fee distributions and distributions of a return of capital). Each Class or Series of a Fund is entitled to its share of adjusted net income of the Fund. Adjusted net income is the Fund's net income including any net realized capital gains, adjusted for specific expenses of the Fund attributable to that Class or Series (such as management fees and performance fees). To the extent that distributions made during a year exceed the adjusted net income and net realized capital gains available for distributions which are allocated amongst Classes or Series as described above, such distributions may include a return of capital. A distribution of a return of capital is equal to the amount of distributions paid or payable throughout the year in excess of adjusted net income, calculated by Class and Series and may not be proportionately shared amongst all Classes or Series of a Fund. Distributions will be made at the times and in the manner set forth in this Simplified Prospectus in respect of a Fund. All distributions are required to be automatically reinvested in additional units of the same Class or Series of a Fund unless a Unitholder specifies that they wish for their distributions to be paid in cash. For information about how distributions can affect your taxes, see "***Error! Reference source not found.***" on page 26.

**Liquidation Rights**

A Class or Series of a Fund will generally be entitled to a distribution in the event of dissolution of the Fund. The distribution is equal to that Class' or Series' share of the Fund's net assets after adjustment for expenses of the Fund attributable to the Class or Series.

**Voting Rights**

Each holder of a whole Unit of a Fund is entitled to one vote at all Unitholder meetings of the Fund except meetings at which the holders of another Class or Series have a right to vote separately as a Class or Series.

**Change of Investment Objectives and Strategies**

A change in a Fund's investment objective can only be made with the consent of the Unitholders of such Fund at a meeting called for that purpose. The investment strategies explain how a Fund intends to achieve its investment objective. The Manager may change the investment strategies from time to time, but will give you notice, by way of a press release, of the intention to do so if it would be a material change as defined in NI 81-106. Under NI 81-106, a change in the business, operations or affairs of a Fund is considered to be a "material change" if a reasonable investor would consider it important in deciding whether to purchase or continue to hold Units of the Fund.

**Matters Requiring Unitholder Approval**

Meetings of Unitholders may be convened by the Trustee from time to time as may be deemed advisable and in accordance with the notice provisions set out in the VCE Declaration of Trust or the VAR Declaration of Trust (as applicable). Unless otherwise provided in the VCE Declaration of Trust or the VAR Declaration of Trust or by securities legislation, every question submitted to a meeting of Unitholders will be decided by the majority of votes cast. Meetings of Unitholders will be convened to consider and approve:

(a) a change in the basis of the calculation of a fee or expense that is charged to a Fund or directly to its Unitholders by the Fund or the Manager in connection with the holding of securities of the Fund where such change could result in an increase in charges to the Fund or to its Unitholders;

(b) the introduction of a fee or expense, to be charged to a Fund or directly to its Unitholders, by the Fund or the Manager in connection with the holding of securities of the Fund that could result in an increase in charges to the Fund or to its Unitholders;

(c) a change in the manager of a Fund, unless the new manager is an affiliate of the current Manager;

(d) a change in the fundamental investment objectives of a Fund;

(e) a decrease in the frequency of the calculation of the NAV per Unit of a Fund;

(f) in certain cases, a reorganization of a Fund with, or transfers its assets to, another issuer; or

(g) any other matter or thing stated in the VCE Declaration of Trust or the VAR Declaration of Trust (as applicable) that is required to be consented to or approved by Unitholders.

Unitholder approval will not be obtained in respect of a change of (a) or (b) listed above if the Fund is at arm's length to the person or company charging the fee or expense, and the Unitholders are provided with at least 60 days' written notice of the effective date of the proposed change.

Although the approval of Unitholders will not be obtained before changing the auditor of a Fund, the auditor will not be changed unless:

(a) the Fund's Independent Review Committee (see "*Fund Governance – Independent Review Committee*") has approved the change in compliance with NI 81-107; and

(b) you have been provided with written notice at least 60 days prior to the change.

*Permitted Mergers*

A Fund may, without the approval of its Unitholders, enter into a merger or other similar transaction which has the effect of combining the Fund or its assets (a "**Permitted Merger**") with any other investment fund or funds that have investment objectives that are similar to the Fund, subject to:

(i) approval of the merger by the Fund's IRC in accordance with NI 81-107;

(ii) the Fund being reorganized with, or its assets being transferred to, another mutual fund to which NI 81-102 and NI 81-107 apply, and that is managed by the Manager, or an affiliate of the Manager;

(iii) compliance with certain other requirements of the pre-approval conditions set out in section 5.6 of NI 81-102; and

(iv) Unitholders have received at least 60 days' notice, which notice may be by way of press release, before the effective date of the Permitted Merger.

In connection with a Permitted Merger, the merging funds will be valued at their respective NAVs for the purpose of such transaction.

**Description of Units Offered by the Funds**

The Veritas Canadian Equity Fund was formed under the VCE Declaration of Trust and the Veritas Absolute Return Fund was formed under the VAR Declaration of Trust. Each of the Funds is permitted to issue an unlimited number of Classes or Series of Units and may issue an unlimited number of Units of each Class or Series. The Veritas Canadian Equity Fund has created Class A, Class F and Class I Units and the Veritas Absolute Return Fund has created Series A, Series F and Series I Units. Units of the Funds have the following attributes:

(a) each Unit shall be without nominal or par value;

(b) at each meeting of Unitholders, each Unitholder shall have one vote for each Unit owned by such Unitholder as determined at the close of business on the record date for voting each such meeting, with no voting rights being attributed to fractions of a Unit;

(c) each Unitholder will participate in distributions of income, capital gains and returns of capital, and in the division of net assets of the Fund on liquidation based on the relative NAV of the Unitholder's particular Class or Series of Units and in accordance with the VCE Declaration of Trust or VAR Declaration of Trust (as applicable);

(d) there shall be no pre-emptive rights attaching to the Units;

(e) there shall be no cancellation or surrender provisions attaching to the Units except as set out in the VCE Declaration of Trust or the VAR Declaration of Trust (as applicable);

(f) all Units shall be issued as fully paid and non-assessable so that there shall be no liability for future calls or assessments with respect to the Units;

(g) all Units shall be fully transferable with the consent of the Trustee as provided in the VCE Declaration of Trust or the VAR Declaration of Trust (as applicable); and

(h) fractional Units may be issued and shall be proportionately entitled to all the same rights as whole Units, except as provided in the VCE Declaration of Trust or the VAR Declaration of Trust (as applicable).

*Class A Units and Series A Units:* Available to all investors.

*Class F Units and Series F Units*: Available to investors who are enrolled in a dealer-sponsored fee for service or wrap program and who are subject to an annual asset based fee rather than commissions on each transaction or, at the discretion of the Manager, any other investor for whom the Manager does not incur distribution costs.

*Class I Units and Series I Units*: Available to institutional investors or to other investors on a case-by-case basis, all at the discretion of the Manager.

**Investment Risk Classification Methodology**

The methodology used to determine the investment risk level of the Fund for purposes of disclosure in this Simplified Prospectus is the historical volatility risk as measured by the standard deviation of fund performance, which is the standard methodology outlined in Appendix F *Investment Risk Classification Methodology* to NI 81-102.

The investment risk level for a fund with at least 10 years of performance history will be based on such fund's historical volatility, as measured by its 10-year standard deviation of performance. The investment risk level for a fund with less than 10 years of performance history will be based on the historical volatility of a reference index that reasonably approximates such fund's historical performance, as measured by the reference index's 10-year standard deviation of performance.

As each of the Funds has less than 10 years of performance history, the Manager has used the S&P/TSX Composite Index (TR) as the reference index for the purposes of assessing the investment risk level of the Funds. The S&P/TSX Composite Index (TR) is a capitalization-weighted index designed to measure market activity of stocks listed on the TSX. The index is comprised of the largest (by market capitalization) and most liquid securities listed on the TSX. The total return calculation assumes the reinvestment of all dividends, including stock dividends paid in kind, stock dividends paid with the securities of an issuer other than the issuer declaring such dividend, rights distributions, and cash distributions less than 4% of the underlying stock price based on the last traded board lot.

However, the Manager recognizes that other types of risk, both measurable and non-measurable, may exist and we remind you that the historical performance of a Fund (or a reference index used as its proxy) may not be indicative of future returns and that the historical volatility of a Fund (or a reference index used as its proxy) may not be indicative of its future volatility.

The risk rating categories of this methodology are:

**Low (standard deviation range of 0 to less than 6)** – for funds with a level of risk that is typically associated with investments in Canadian fixed-income funds and in money market funds;

**Low to Medium (standard deviation range of 6 to less than 11)** – for funds with a level of risk that is typically associated with investments in balanced funds and global and/or corporate fixed-income funds;

**Medium (standard deviation range of 11 to less than 16)** – for funds with a level of risk that is typically associated with investments in equity portfolios that are diversified among a number of large-capitalization Canadian and/ or international equity securities;

**Medium to High (standard deviation range of 16 to less than 20)** – for funds with a level of risk that is typically associated with investments in equity funds that may concentrate their investments in specific regions or in specific sectors of the economy; and

**High (standard deviation range of 20 or greater)** – for funds with a level of risk that is typically associated with investment in equity portfolios that may concentrate their investments in specific regions or in specific sectors of the economy where there is a substantial risk of loss (e.g., emerging markets, precious metals).

The investment risk level of a Fund is determined when the Fund is first created and is reviewed annually. The methodology that the Manager uses to identify the investment risk level of the Funds is available on request, at no cost, by calling toll-free at 1-866-640-8783 or at 416-866-8783 or by writing to the Manager at c/o Veritas Asset Management Inc., 100 Wellington Street West, TD West Tower, Suite 3110, P.O. Box 80, Toronto, Ontario M5K 1E7.

## VERITAS CANADIAN EQUITY FUND

### FUND DETAILS

| | |
|---|---|
| Type of Fund | Large Cap Canadian |
| Date Class Started: | Class A Units: October 19, 2018<br>Class F Units: May 1, 2018<br>Class I Units: May 1, 2018 |
| Nature of Securities Offered: | Units of a mutual fund trust. |
| Annual Management Fee: | Class A Units: 1.95% per annum<br>Class F Units: 0.95% per annum<br>Class I Units: Negotiated between the investor and the Manager and paid directly by the investor. The management fee rate will not exceed the management fee payable on Class F Units of the Fund (0.95% per annum). |
| Performance Fee: | The Manager does not charge a performance fee on any Class of Units. |
| Registered Plan Eligibility: | Eligible for Registered Plans. |

**What Does the Fund Investment In?**

**Investment Objective**

The investment objective of the Fund is to provide Unitholders with long-term capital growth earning enhanced risk adjusted returns relative to the S&P TSX Composite Total Return Index by investing in a portfolio comprised primarily of the securities of Canadian companies.

The fundamental investment objective of the Fund will not change without the consent of a majority of the voting Unitholders of the Fund.

**Investment Strategies**

To achieve the investment objective, the Fund will invest primarily in the securities of publicly traded Canadian companies, but may also invest in other securities. The Fund will invest in a concentrated portfolio of securities selected by the Portfolio Manager based (in part) on the recommendations of Veritas Investment Research using fundamental analysis utilizing forensic accounting-based principals. In constructing the investment portfolio of the Fund, the Portfolio Manager will seek to minimize volatility.

The Fund will not invest in the securities of non-North American issuers. The Fund may invest up to 30% of its investment portfolio in the securities of U.S. issuers.

The Fund will not sell short but will hold substantial cash balances when faced with a lack of suitable investment opportunities.

The Fund may use derivatives such as futures, options, warrants and swaps for hedging purposes to protect against losses or reduce volatility resulting from changes in interest rates, securities values or exchange rates.

The Manager of the Fund may change the investment strategies from time to time, but will give Unitholders notice of our intention to do so if it would be a material change as defined in NI 81-106. Under NI 81-106, a change in the business, operations or affairs of the Fund is considered to be a "material change" if a reasonable investor would consider it important in deciding whether to purchase or continue to hold Units of the fund.

The Portfolio Manager may actively trade the Fund's investments. This can increase trading costs, which lower the Fund's returns. It also increases the possibility that you will receive distributions, which are taxable if you hold the Fund in a non-registered account.

The Fund may engage in securities lending, repurchase and reverse repurchase transactions to earn additional income for the Fund. On any securities lending, repurchase and reverse repurchase transaction, the Fund must, unless it has been granted relief:

- deal only with counterparties who meet generally accepted creditworthiness standards and who are unrelated to the Fund's portfolio manager, manager or trustee as defined in NI 81-102;
- hold collateral equal to a minimum 102% of the market value of the portfolio securities loaned (for securities lending transactions), sold (for repurchase transactions) or purchased (for reverse repurchase transactions);
- adjust the amount of the collateral on each business day to ensure the value of the collateral relative to the market value of the portfolio securities loaned, sold or purchased remains at or above the minimum 102% limit; and

limit the aggregate value of all portfolio securities loaned or sold through securities lending and repurchase transactions to no more than 50% of the total assets of the Fund (without including the collateral for loaned securities and cash for sold securities).

**What are the risks of investing in the Fund?**

The Fund is generally exposed to the following risks:

- Concentration Risk
- Currency Risk
- Cyber Security Risk
- Derivatives Risk
- Equity Investment Risk
- Foreign Investment Risk
- General Market Risk
- Issuer Risk
- Large Transaction Risk
- Liquidity Risk
- Multiple Class Risk
- Portfolio Manager Risk
- Potential Conflict of Interest Risk
- Regulatory and Legal Risk
- Securities Lending, Repurchase and Reverse Repurchase Transaction Risk
- Trust Loss Restriction Rule Risk
- U.S. Foreign Account Tax Compliance Risk

Please see the "*Specific Investment Risks*" section of this Simplified Prospectus for a description of each of the risk factors noted above.

**Investment Risk Classification Methodology**

The Manager has rated this Fund's risk as Medium.

Please see "*Investment Risk Classification Methodology*" on page 49 for a description of the rating methodology used by the Manager to identify the risk rating of the Fund. As the Fund has less than 10 years of performance history, the Fund's investment risk level is based on the returns of the S&P/TSX Composite Index (TR). The S&P/TSX Composite Index (TR) is the headline index and principal broad market measure for Canadian equity markets.

There may be times when the Manager believes this methodology produces a result that does not reflect the Fund's risk based on other qualitative factors. As a result, the Manager may place the Fund in a higher risk rating category, but the Fund can never be placed in a lower risk rating category.

You should know that other types of risks, both measurable and non-measurable, exist. Also, just as historical performance may not be indicative of future returns, historical volatility may not be indicative of future volatility. The risk rating of the Fund is reviewed annually and at any time that the risk rating is no longer reasonable in the circumstances. A more detailed explanation of the risk classification methodology used to identify the risk ratings of the Fund is available on request, at no cost, by contacting the Manager toll free at 1-866-640-8783 or emailing the Manager at info@veritasfunds.com.

**Distribution Policy**

The Fund intends to distribute any net income and net capital gains at the end of each taxation year (normally December 31st) or at such other times as may be determined by the Manager. If the annual distributions exceed the Fund's net income and net realized capital gains for the year, a portion of the Fund's distributions to Unitholders may represent return of capital.

The following information applies to all Class of Units of the Fund, as applicable:

- The record date for a dividend or distribution is the Valuation Date prior to the payment date.
- All distributions by the Fund to its Unitholders will be automatically reinvested in additional Units of the same Class of the Fund. You may, by written request, elect to receive cash payment by electronic transfer to your bank account, however the Manager may, in respect of certain distributions and/or dividends, cause any such cash payment to be automatically reinvested in additional Units of the same Class of the Fund. Cash distributions are not available for Registered Plans. The Manager reserves the right to change this policy, and may elect to have distributions paid in cash.
- Units acquired through the reinvestment of dividends or distributions are not subject to any sales charges.

As the Fund may dispose of some of its investment portfolio each year, the amount of dividends or distributions may be material.

## VERITAS ABSOLUTE RETURN FUND

### FUND DETAILS

| | |
|---|---|
| Type of Fund | Canadian Long/Short |
| Date Series Started: | Series A Units: October 1, 2019<br>Series F Units: October 1, 2019<br>Series I Units: October 1, 2019 |
| Nature of Securities Offered: | Units of a mutual fund trust |
| Annual Management Fee: | Series A: 2.50%<br>Series F: 1.50%<br>Series I: Negotiated between the investor and the Manager and paid directly by the investor. The management fee rate will not exceed the management fee payable on Series F Units of the Fund (1.50% per annum). |
| Performance Fee: | The Manager does not charge a performance fee on any Series of Units. |
| Registered Plan Eligibility: | Eligible for Registered Plans. |

**What does the Fund Invest in?**

**Investment Objective**

The investment objective of the Fund is to achieve attractive risk adjusted rates of return that deliver long-term capital appreciation to Unitholders.

The aggregate gross exposure of the Fund shall not exceed the limits on the use of leverage described in the "*Investment Strategies*" section of this Simplified Prospectus or as otherwise permitted under applicable securities legislation.

The fundamental investment objective of the Fund will not change without the consent of a majority of the voting Unitholders of the Fund.

**Investment Strategies**

In order to achieve its investment objective, the Fund will invest primarily in the securities of publicly traded Canadian companies that the Manager identifies as mispriced. Long and short positions will be determined based (in part) on recommendations provided by Veritas Investment Research Corporation (an affiliate of the Manager). The Manager may also invest in securities that are not formally covered by Veritas Investment Research Corporation**.**

The Fund will manage its long and short positions to reduce the impact of market volatility on the Fund's investment portfolio.

The Fund may borrow cash or sell securities short whereby the aggregate value of cash borrowed combined with securities sold short will be limited to 50% of the Fund's NAV. The total absolute value of long and short positions are expected to be less than or equal to 1.5 times the Fund's NAV.

The Fund may invest up to 20% of its NAV: (i) in the securities of a single issuer, (ii) a specified derivative transaction, or (iii) in a purchase of an index participation unit. However, the Fund will generally limit its maximum position in the securities of a single issuer to no more than 10% of the NAV of the Fund. This restriction does not apply to investments in debt securities issued or guaranteed by the Canadian or U.S. government; securities issued by a clearing corporation; securities issued by an investment fund that if the purchase is made in accordance with the requirements of section 2.5 of NI 81-102; index participation units issued by an investment fund; or an equity security if the purchase is made by a fixed portfolio investment fund in accordance with its investment objectives.

Through the use of cash borrowing, short selling, or specific derivatives, the Fund's aggregate leverage is not expected to exceed 200% of the Fund's NAV. The Fund's aggregate exposure is calculated as the sum of the following and divide the sum by NAV: (i) the aggregate value of the Fund's outstanding indebtedness under any borrowing agreements; (ii) the aggregate market value of all securities sold short by the Fund; and (iii) the aggregate notional amount of the Fund's specified derivative positions minus the aggregate notional amount of the specified derivative positions that are hedging transactions.

The Fund may engage in securities lending, repurchase and reverse repurchase transactions to earn additional income for the Fund. On any securities lending, repurchase and reverse repurchase transaction, the Fund must, unless it has been granted relief:

- deal only with counterparties who meet generally accepted creditworthiness standards and who are unrelated to the Fund's portfolio manager, manager or trustee as defined in NI 81-102;
- hold collateral equal to a minimum 102% of the market value of the portfolio securities loaned (for securities lending transactions), sold (for repurchase transactions) or purchased (for reverse repurchase transactions);
- adjust the amount of the collateral on each business day to ensure the value of the collateral relative to the market value of the portfolio securities loaned, sold or purchased remains at or above the minimum 102% limit; and
- limit the aggregate value of all portfolio securities loaned or sold through securities lending and repurchase transactions to no more than 50% of the total assets of the Fund (without including the collateral for loaned securities and cash for sold securities).

The Fund may use derivatives such as futures, forwards, options and swaps for "hedging" purposes to reduce the Fund's exposure to changes in securities prices, interest rates, exchange rates or other risks. Derivatives may also be used for "non-hedging" purposes, which may include the following: (i) as substitute investments for stocks or a stock market; (ii) to gain exposure to other currencies; (iii) to seek to generate additional income; or (iv) for any other purpose that is consistent with the Fund's investment objectives. Additionally, pursuant to NI 81-102, the Fund may deal with counterparties without a designated rating and the Fund may enter into over the counter derivative transactions with a wider variety of counterparties. The Fund will be permitted to exceed the 10% of NAV mark-to-market limit on specified derivatives exposure to a single counterparty, only if either: (i) the specified derivative is a cleared specified derivative; or (ii) the counterparty has a designated rating (generally, a rating of "A" or higher for the counterparty's long-term debt).

For more information on derivatives used by the Fund for hedging and non-hedging purposes as at the last day of the applicable financial reporting period, please refer to the Fund's most recent Financial Statements. Please also refer to the explanation of risks that accompany the use of derivatives under "*Currency Risk*" and "*Derivatives Risk*" in the "*Specific Investment Risks*" section of this Simplified Prospectus.

The Fund may hold a portion of its net assets in securities of other investment funds, including ETFs, in accordance with its investment objectives. The types of underlying funds held by the Fund will be selected with consideration for the underlying fund's investment objectives and strategies, past performance and operational efficiencies.

Depending on market conditions, the Manager's investment style may result in a higher portfolio turnover rate than a less actively managed Fund. Generally speaking, the higher the Fund's portfolio turnover rate, the higher its trading expenses will be. A higher portfolio turnover rate also increases the probability that you will receive a distribution of capital gains from the Fund which may be taxable if you hold the Fund outside a Registered Plan. There is no proven relationship between a high turnover rate and the performance of a mutual fund.

The Fund may engage in short selling as long as:

- the aggregate market value of the securities of the issuer sold short by the Fund, other than government securities sold short, does not exceed 10% of the NAV, and
- the aggregate market value of all the securities sold short by the Fund does not exceed 50% of NAV.

The specific strategies that differentiate this Fund from conventional mutual funds include: increased use of derivatives for hedging and non-hedging purposes, increased ability to sell securities short, and the ability to borrow cash to use for investment purposes. While these strategies will be used in accordance with the Fund's investment objective, during certain market conditions they may accelerate the pace at which your investment decreases in value. Please also refer to the explanation of these risks under "*Derivatives Risk*", "*Short Selling Risk*" and "*Leverage Risk*" in the "*Specific Investment Risks*" section of this Simplified Prospectus.

The Manager of the Fund may change the investment strategies from time to time, but will give Fund investors notice of our intention to do so if it would be a material change as defined NI 81-106. Under NI 81-106, a change in the business, operations or affairs of the Fund is considered to be a "material change" if a reasonable investor would consider it important in deciding whether to purchase or continue to hold Units of the Fund.

The Manager may actively trade the Fund's investments. This can increase trading costs, which lower the Fund's returns. It also increases the possibility that you will receive distributions, which are taxable if you hold the Fund in a non-registered account.

**What are the risks of investing in the Fund?**

The Fund is generally exposed to the following risks:

- Concentration Risk
- Counterparty Risk
- Currency Risk
- Cyber Security Risk
- Derivatives Risk
- Developed Countries Investment Risk
- Equity Investment Risk
- Exchange Traded Fund Risk
- Foreign Investment Risk
- Fund on Fund Investment Risk
- Illiquidity Risk
- Interest Rate Risk
- IPO and New Issue Risk
- Lack of Operating History Risk
- Large Transaction Risk
- Legislation Risk
- Leverage Risk
- Market Risk
- Multiple Series Risk
- Nature of Units Risk
- Portfolio Manager Risk
- Potential Conflicts of Interest Risk
- Prime Broker Risk
- Regulatory and Legal Risk
- Securities Lending, Repurchase and Reverse Repurchase Transaction Risk
- Short Selling Risk
- Taxation of the Fund Risk
- Trust Loss Restriction Rule Risk
- U.S. Foreign Account Tax Compliance Risk

Please see the "*Specific Investment Risks*" section of this Simplified Prospectus for a full discussion of the risks associated with investing in the Fund.

**Investment Risk Classification Methodology**

The Manager has rated the Fund's risk as medium risk. Please see "*Investment Risk Classification Methodology*" on page 49 for a description of the rating methodology used by the Manager to identify the risk rating of the Fund. As the Fund has less than 10 years of performance history, the Fund's investment risk level is based on the returns of the S&P/TSX Composite Index (TR). The S&P/TSX Composite Index (TR) is the headline index and principal broad market measure for Canadian equity markets.

There may be times when the Manager believes this methodology produces a result that does not reflect the Fund's risk based on other qualitative factors. As a result, the Manager may place the Fund in a higher risk rating category, but the Fund can never be placed in a lower risk rating category.

You should know that other types of risks, both measurable and non-measurable, exist. Also, just as historical performance may not be indicative of future returns, historical volatility may not be indicative of future volatility. The risk rating of the Fund is reviewed annually and at any time that the risk rating is no longer reasonable in the circumstances. A more detailed explanation of the risk classification methodology used to identify the risk ratings of the Fund is available on request, at no cost, by contacting the Manager toll free at 1-866-640-8783 or emailing the Manager at info@veritasfunds.com.

**Distribution policy**

The Fund intends to distribute any net income and net capital gains at the end of each taxation year (normally December 31st) or at such other times as may be determined by the Manager. If the annual distributions exceed the Fund's net income and net realized capital gains for the year, a portion of the Fund's distributions to Unitholders may represent return of capital.

The following information applies to all Series of Units of the Fund, as applicable:

- The record date for a dividend or distribution is the Valuation Date prior to the payment date.
- All distributions by the Fund to its Unitholders will be automatically reinvested in additional Units of the same Series of the Fund. You may, by written request, elect to receive cash payment by electronic transfer to your bank account, however the Manager may, in respect of certain distributions and/or dividends, cause any such cash payment to be automatically reinvested in additional Units of the same Series of the Fund. Cash distributions are not available for Registered Plans. The Manager reserves the right to change this policy, and may elect to have distributions paid in cash.
- Units acquired through the reinvestment of dividends or distributions are not subject to any sales charges.

As the Fund may dispose of some of its investment portfolio each year, the amount of dividends or distributions may be material.

**Veritas Canadian Equity Fund**

**Veritas Absolute Return Fund**

Additional information about the Funds is available in the Funds' Fund Facts, Management Reports of Fund Performance and Financial Statements. These documents are incorporated by reference in this Simplified Prospectus, which means that they legally form part of this document just as if they were printed in it.

You can get a copy of these documents at your request, and at no cost, by calling toll-free at 1-866-640-8783, online at www.veritasfunds.com, or by e-mail to info@veritasfunds.com.

These documents and other information about the Funds, such as material contracts and information circulars, are also available at www.sedar.com.

**Manager of the Veritas Mutual Funds:**

Veritas Asset Management Inc.
100 Wellington Street West
TD West Tower
Suite 3110. P.O. Box 80
Toronto, Ontario M5K 1E7

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|---|---|
| Telephone: | 416-866-8783 |
| Toll-Free: | 1-866-640-8783 |
| Website: | www.veritasfunds.com |
| Email: | info@veritasfunds.com |