

PROVEN

NON-DIVERSIFIED FUND

Offering Circular
Conditions & Regulations

PROVEN
WEALTH

EFFECTIVE PERIOD

This Offering Circular was registered by the Financial Services Commission on the 1st day of October 2018 and is valid until 30th day of September 2019. Upon the expiry of this effective period, this Offering Circular should not be used as a basis for any investment decision or marketing the PROVEN NON-DIVERSIFIED FUND. The Manager shall not be held liable for your reliance on this Circular after the expiration date.

DISCLAIMER

“The Financial Services Commission (FSC) does not pass upon the accuracy or adequacy of the information contained in this Offering Circular. Any representation to the contrary will be deemed by FSC to be a false and misleading statement.”

IMPORTANT - IF YOU ARE IN ANY DOUBT ABOUT THE CONTENTS OF THIS DOCUMENT, YOU SHOULD SEEK INDEPENDENT FINANCIAL ADVICE.

The **PROVEN NON-DIVERSIFIED Fund** owns different types of investments, depending on the investment objectives of its portfolios. The value of these investments may change from day to day, reflecting changes in interest

rates, economic conditions and company news. As a result of these changes, the value of the Fund's securities may go up or down and the value of the investment in any of the Fund's portfolios, when redeemed, may be more or less than when it was purchased. The full amount of the investment is not guaranteed.

Past performance of the **PROVEN NON-DIVERSIFIED Fund**'s portfolios should not be taken as an indication of future performance.

OTHER DISCLOSURE

The Trustee and Manager, collectively and individually, accept full responsibility for the accuracy of the information contained in this Offering Circular and confirm, having made reasonable enquiries, that to the best of their knowledge and belief, there are no facts, the omission of which would make any Information or statement within this Offering Circular misleading.

1. DEFINITIONS

"Business Day" means a day on which banks in Jamaica are ordinarily open for business excluding weekends and public general holidays.

“The Fund” means the **PROVEN NON-DIVERSIFIED FUND**.

“The Trustee” means the person appointed as Trustee of the Fund and in this Offering Circular means JCSD Trustee Services Limited.

“The Custodian” means JCSD Trustee Services Limited or any other person appointed for the time being by the Fund to exercise the functions of the Custodian of the Fund.

“The Manager” means the PROVEN Wealth Limited or any person appointed for the time being by the Fund to exercise the functions of Manager of the Fund.

2. PROVEN NON-DIVERSIFIED FUND

The **PROVEN NON-DIVERSIFIED FUND** was established by a Trust Deed dated 15th day of November, 2018 and duly registered in Jamaica with the Financial Services Commission on the 24th day of January, 2019, referred to herein as “the Fund”. The **PROVEN NON-DIVERSIFIED FUND** is an open-ended daily investment participating fund. The Fund's assets are held in individual Sub-Funds with each Sub-Fund holding separate portfolios of securities which are managed in accordance with specific investment objectives.

The Trust Deed may be inspected at the offices of the Manager, PROVEN Wealth Limited between the hours of 9:00 a.m. and 3:30 p.m., Mondays to Fridays, except on public holidays.

3. THE MANAGER OF THE FUND

The Manager of the Fund is PROVEN WEALTH LIMITED a company incorporated under the laws of Jamaica having its registered office at 26 Belmont Road, Kingston 5 a subsidiary of PROVEN Investments Ltd. was incorporated under the Companies Act on December 23, 2002. The Manager is entitled to receive a management fee computed by reference to the Net Asset Value of each fund. The Directors of the Manager are-

Lisa Gomes (Chairman)
Garfield Sinclair
John Bell
Johann Heaven
Christopher Williams
Charmaine Boyd-Walker
Gary Barrow
Marcus Steele

Manager contact information:

Address: 26 Belmont Road, Kingston 5
Telephone Number: (876) 908-3800-1
Email address: info@provenwealth.com
Website: www.provenwealth.com

4. THE TRUSTEE and CUSTODIAN

The Trustee for the Fund is JCSD Trustee Services Limited (JCSCTS) a company duly incorporated under the laws of Jamaica on July 21, 2008. JCSCTS is a wholly-owned subsidiary of the Jamaica Central Securities Depository Limited (JCSD), which itself is a wholly owned subsidiary of the Jamaica Stock Exchange Limited (JSE). JCSCTS registered office is located at 40 Harbour Street, Kingston. JCSCTS is not licensed under the Financial Institutions Act but it satisfies the legal requirements to be a Trustee for a collective investment scheme, JCSCTS core business is that of providing trustee services to its clients. JCSCTS was appointed Trustee of the Fund on March 27, 2018.

The directors of the Trustee as of November 30, 2017 are:

Garth Kiddoe (Chairman)
Alvaro Casserly (Deputy Chairman)
Curtis Martin
Gary Peart
Marlene Street Forrest
Livingstone Morrison
Yvolyn Maxwell
Leo Williams
Ian McNaughton
Kadyll McNaught-Hermit – Company Secretary

5. FUND SERVICE PROVIDERS

I. *AUDITORS*

PricewaterhouseCoopers

Scotiabank Centre

Duke Street

P.O. Box 372

Kingston

II. *ATTORNEYS-AT-LAW*

Hart Muirhead Fatta

Attorneys-at-Law

2nd Floor Victoria Mutual Building

53 Knutsford Boulevard

Kingston 5

III. *BANKERS*

The Bank of Nova Scotia Jamaica
Limited

Scotia Centre

Cnr. Duke & Port Royal Streets,

Kingston, Jamaica

IV. *ADMINISTRATOR, BROKER, REGISTRAR, SELLING AGENT AND TRANSFER AGENT*

PROVEN Wealth Limited

26 Belmont Road

Kingston 5

6. PORTFOLIOS

The PROVEN NON-DIVERSIFIED FUND is comprised of two (2) portfolios:

- i. PROVEN High Yield (JMD)
- ii. PROVEN Real Estate (JMD)

7. INITIAL ISSUE PRICE

The Initial Issue Price for the **PROVEN NON-DIVERSIFIED FUND** is [JA\$100.00] per unit for each portfolio.

8. BUYING AND SELLING UNITS

Before purchasing Units in a Portfolio, it is important to read this Offering Circular in its entirety. If you require further explanation on any aspect of this Offering Circular, please contact the office of the Manager or your financial advisor.

Units may be bought or sold on any business day at the prevailing offer and bid prices, subject to the minimum holding period as the Manager may determine. The “ask” or “offer” or “issue” price (also called the purchase price) is the price at which the Manager will sell units to the public on a business day and are subject to the current selling and buying prices of the investments in the Portfolios. The “bid” or “purchase” price or “realization”

price is the price at which the Manager will repurchase units from the Unit Holders and are subject to the current selling and buying prices of the investments in the Portfolios.

Units in the Portfolios are distributed through PROVEN Wealth Limited distribution channels and any other authorized securities dealers that may be appointed for that purpose by PROVEN Wealth Limited from time to time. Clients may complete a Unit Trust Instruction form and email or fax it to the Manager once an email/fax indemnity is in place or submit original Unit Trust Instruction forms bearing the signature of the intended Unit Holder (or their duly authorized agent) to the Manager for subscription/redemption of Units.

Orders for purchases or redemption of units must be received by the Manager no later than 1:00 pm local time on a business day (or such earlier time as may be specified by the Manager) in order to be processed based on the Net Asset Value (NAV) calculated on the previous day. Otherwise, the order will be processed based on the applicable NAV per unit of the current business day. The Manager will seek to make payment within five (5) business days of the day on which the Units were redeemed for the Proven High Yield Portfolio and one hundred and eighty (180) days for the Proven Real Estate Portfolio provided that the necessary documentation

has been received.

The Manager reserves the right to accept or reject any application to purchase Units, within five (5) days after receipt of the application. If an application is rejected, all monies received with the application will be returned without interest within five (5) days of receipt of the application.

In the event that the purchase of units is made with a cheque, the Manager may require a minimum waiting period, comparable with that set by commercial banks in Jamaica, to allow the cheque to clear. If a cheque is dishonoured by the bank, the Manager reserves the right to cancel the unit holdings of the applicant after reasonable efforts have been made to secure the replacement of funds.

Note that the Manager may suspend the payment of any realization price for a period of up to three months from the date of receipt of a realization or redemption notice if in the Manager's determination it is prudent to suspend such a payment.

9. VALUING AND PRICE QUOTATIONS OF UNITS

The Funds' investments are carried at fair

value. Quoted equities are valued at the closing bid price on the stock exchange of the market of issue or such other stock exchange, as the Manager may decide. The prices for other asset classes are based on the prices prevailing at the close of business in the markets in which such assets are traded. Real estate is valued at least every three years by a qualified valuator. Unit prices are valued each business day and will be published on the website of Proven Fund Managers Limited (www.provenwealth.com). The bid and ask prices will be published in either the daily Gleaner or the daily Observer or both every Wednesday and Friday. Prices will be guaranteed until 1p.m. each business day.

The daily NAV of each Portfolio will be determined by using the fair value of the underlying investments and reducing such value by the fair value of the total liabilities for that Portfolio (such as, an appropriate provision for fiscal and purchase/sales charges, loading charges (if applicable) together with any taxes which may be levied or imposed by the Government).

The purchase price of units is determined by dividing the NAV of the respective Portfolio by the number of units in issue of that Portfolio.

The "Bid" price of units (the redemption price at which the unit holder sells units back to the

Managers) is determined by dividing the NAV of the respective Portfolio by the number of units in issue of that Portfolio.

On each business day a separate NAV for each portfolio will be determined and such determination will be subject always to accounting standards used in Jamaica.

The Net Asset Value of units in a portfolio is calculated after the close of business on each business day.

10. OTHER VALUATION DISCLOSURES

Value of Units may vary:

Unit Trusts own different types of investments, depending on their investment objectives. The value of these investments may change from day to day, reflecting changes in interest rates, economic conditions and company news. As a result of these changes, the value of the Fund's securities may go up or down and the value of your investment in the fund, when you redeem it, may be more or less than when you purchased it. The full amount of your investment is not guaranteed.

11. MINIMUM INVESTMENTS, FEES & CHARGES, HOLDING PERIOD

Units may be bought or sold on any Business Day at the prevailing offer and bid prices respectively, subject to minimum holding periods as the Manager may determine.

The initial minimum dollar value of units that can be purchased for the portfolios of the PROVEN Non-Diversified FUND are outlined below:

	INITIAL INVESTMENT	SUBSEQUENT INVESTMENT	HOLDING PERIOD	CURRENCY
PROVEN High Yield	J\$200,000	J\$50,000	180 DAYS	JMD
PROVEN Real Estate	J\$500,000	J\$100,000	3 years	JMD

The Manager will receive income based on:

- A. Preliminary charges not exceeding 4.00% of the bid price of units. The difference between the bid and the ask price of units represents the preliminary charge.
- B. Management fee not exceeding 2% per annum of the value of investments in the Portfolio. Periodic fees will be accrued daily and paid on a monthly basis.
- C. Early redemption charge not exceeding 4.00% of the value of the

amount invested by the Unit Holder in the Portfolio.

D. Any applicable charges for exiting the fund.

The Management fees will be treated as expenses of the Fund and will be accrued daily and paid on a monthly basis. Preliminary charges and early redemption charges shall be payable by unit holders.

Please note that the Manager has, within the limits prescribed in the Trust Deed, the discretion to change fee amounts set out in this section from time to time. Any change in the fee structure outlined above will be subject to the Manager providing written notice, by publication on the website of Proven Wealth Limited or by mail. Such notice should be published at least one (1) month prior to the effective date of the change.

12. REDEMPTION OF UNITS

When the Unit Holder wishes to encash units (i.e. when a Unit Holder sells units to the Manager) he/she will be required to complete a request signed by all joint holders and return with his or her Certificate(s), if any, to the offices of the Manager or Selling Agent. Provisions have been made where joint holders in writing to the Trustee may

authorize any one of their number to request and effect a realization of Units or where joint holders may sign several counterparts of the request and send to the Manager or Selling Agent by electronic means, including e-mail or fax.

No money should be paid to any person in Jamaica to acquire Units unless that person is licensed or registered as a dealer under the Securities Act.

13. PROVEN NON-DIVERSIFIED FUND PORTFOLIOS

PROVEN High-Yield Portfolio (JMD)

This portfolio will invest in mainly fixed income securities with a target average portfolio duration less than ten (10) years.

a. INVESTMENT OBJECTIVE

The portfolio's objective will be investment in a wide cross section of fixed income securities, primarily medium to long term private placements and other illiquid bonds to give clients an above average risk adjusted return on their investment.

b. INVESTMENT STRATEGY

The portfolio will aim to invest in undervalued JMD fixed income

instruments issued by governments or corporate entities that will give an above average total return over the medium to long term. The portfolio may also participate in preference shares from time to time which provides an attractive yield. The Manager may also, from time to time, hold cash or cash equivalent positions if it is deemed desirable to reduce market risk and volatility in the portfolio.

The portfolio may also invest in non- JMD denominated fixed income investments subject to the investment restrictions imposed under the Bank of Jamaica Act. These include investment grade sovereign obligations, investment grade corporate obligations of entities incorporated outside of Jamaica as well as preferred stocks and common stocks that provide a high dividend yield.

PROVEN Real Estate Portfolio (JMD)

This portfolio will invest mainly in various real estate related assets across property types and locations in Jamaica.

a. INVESTMENT OBJECTIVE

The Portfolio's objective is to achieve investment returns in excess of the Jamaica Inflation Rate.

b. INVESTMENT STRATEGY

The Portfolio will invest in various types of real estate properties, real estate unit trusts, REITS, and other investments permitted by the Financial Services Commission. Investments will be made in Jamaica.

Use of derivatives and structured products

The Manager may choose to use derivatives such as options and forward contracts in the Non-Diversified Fund in three ways:

- To hedge against losses from movements in stock markets, currency exchange rates or interest rates;
- To gain indirect exposure to individual securities or markets instead of buying the securities directly;
- To seek to generate additional income.

14. BORROWING

The Manager is allowed to temporarily borrow money in an amount up to 10% of the aggregate market value of the Fund's assets for the purpose of accommodating requests for redemption made by Unit Holders of the Fund.

15. RISK EXPOSURE

By its nature, the Fund's activities are principally related to the use of financial instruments, and the Manager aims to achieve an appropriate balance between risk and return and minimize potential adverse effects on the Fund's financial performance. The Manager's risk management policies are designed to identify and analyze these risks, to set appropriate risk limits and controls, and to monitor the risks and adherence to limits by means of reliable and up-to-date information systems.

The list below outlines the key risks that Unit Holders should be aware of, which includes, but is not limited to the following:

Credit Risk

Credit risk is the risk of default by an obligor. This risk is managed primarily by reviews of the financial status of each obligor. Credit risk may be disaggregated into three (3) types of risk:

1. *Liquidity Risk* - Liquidity risk is the risk that the Fund will encounter difficulty in meeting obligations from its financial liabilities. Liquidity risk may result from an inability to sell a financial asset quickly at, or close to, its fair value.

2. *Market Risk* - Market risk is the risk that the fair value or future cash flows of financial instrument will fluctuate as a result of changes in market prices, whether caused by factors specific to the individual security or its issuer, and/or micro- or macro-economic factors affecting securities traded in the market.
3. *Currency Risk* - currency risk is the risk that the market value of, or the cash flows from, financial instruments will vary because of exchange rate fluctuations.

Interest Rate Risk

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates. Floating rate instruments expose the Fund to cash flow interest risk, whereas fixed interest rate instruments expose the Fund to fair value interest risk.

Operational Risk

Operational Risk is the risk arising from execution of the Company's business functions and in particular the risk of loss resulting from inadequate or failed internal processes, systems, personnel loss or error, or from external events.

16. INVESTOR PROFILE

PROVEN Real Estate Portfolio (JMD)

This portfolio is suitable for investors (individuals, companies, institutions) who:

1. Are seeking to invest in a wide range of real estate related assets.
2. Have moderate to high risk tolerance
3. Investors with moderate liquidity needs.

PROVEN High Yield Portfolio (JMD)

This portfolio is designed for investors (individuals, companies, institutions) who:

1. Are seeking to earn a higher risk adjusted return on their investment.
2. Have an aggressive risk tolerance
3. Moderate liquidity needs over the short term.
4. Want professional management of their investments by the experts on the financial markets.

17. PERFORMANCE BENCHMARKS

Each Portfolio and its established benchmarks are as follows:

PORTFOLIO	PERFORMANCE BENCHMARK
PROVEN High Yield	3 Year yield from PSOJ yield curve + 100 basis points
PROVEN Real Estate (JMD)	Jamaican annual Inflation rate + 100 Bps

18. ACCUMULATION OF INCOME & DISTRIBUTION POLICY

The Trustee may determine whether there is a distribution of income. The PROVEN Real Estate and the Proven High Yield Portfolio reserve the right to distribute the income attributable to the portfolio. Neither the Trustee nor the Manager, however, gives any warranty or undertaking that there will be any distribution of income at any time. It is important to note, that in practice, the PROVEN Non-Diversified Portfolios do not distribute its income but rather reinvests it, and the Unit Holders enjoy the benefit of this reinvestment through accretions in the price of their units.

19. REPORTS AND ACCOUNTS

Audited statements will be prepared by the Manager and filed with the Trustee. Copies will be available for inspection by Unit Holders during business hours at the offices and also on the websites of the Manager. Audited Statements will be prepared as at the Fund's

financial year end March 31st each year.

20. REMUNERATION TO MANAGER, TRUSTEE & REGISTRAR

The remuneration of the Manager will be:

- A fee not exceeding two percent (2%) of the NAV and
- A Performance Bonus payable on each portfolio which shall be equivalent to twenty per cent (20%) of the amount by which the NAV of the relevant portfolio exceeds the performance benchmarks set out above for the relevant accounting period of the Fund. The Manager and the Trustee may reduce the percentage applicable to the performance bonus by agreement in writing.
- The remuneration of the Trustee shall be agreed from time to time by the Manager and the Trustee provided that such remuneration shall not exceed five basis points (0.05%) per annum of NAV unless approved by an ordinary resolution of the Unit Holders.

21. TRANSFER OF UNITS

(i) Transfer of Units

Unit Holders shall be entitled to transfer any Units held by them in such form as the

Manager may from time to time prescribe, PROVIDED THAT the transferee shall comply with any transfer directions given by the Manager that will facilitate the Registrar, the Manager and/or Trustee complying with any statutory provision or governmental or other requirement or regulation at the time being in force AND FURTHER PROVIDED THAT no transfer of part of a holding of Units shall be registered without the approval of the Manager if in consequence thereof either the transferor or the transferee would be the Unit Holder of less than the minimum Holding of Units.

The Manager shall upon transferring Units inform the Trustee or the Registrar of such transfers and the Registrar shall update the corresponding Register. The Manager shall provide the Trustee or Registrar with such evidence as the Trustee or Registrar may require to prove the title of the transferor or his right to transfer the Units.

(ii) Death of Unit Holders

Where a person acquired the Units on death of a sole Unit Holder, such a person must notify the Registrar, through the Manager, of such event and submit any documentation required by the Manager, by mail or hand, with the authorization letter (where necessary). In the event of acquisition on death, the person(s) must provide proof of

said entitlement, together with an accurately completed Transfer Form, to the offices of the Manager, who shall send same to the offices of the Trustee for registration. Thereafter, the book of registration will be updated pursuant to the Transfer Form, once the Registrar has satisfied itself on the evidence presented as to entitlement.

All Instruments of Transfer must be signed by the legal representative on behalf of the deceased. Please note that all limitations, restrictions and other provisions of the Trust Deed pertaining to the matter of transfers shall be applicable to any notice or transfer. There will be no fee attached to the change of ownership as a result of death. Upon the death of a Unit Holder only the personal representative(s) with Grant of Probate or Letters of Administration shall be recognized as a person entitled to the Units in the Fund and in the event of the death of a party listed as a joint account holder, only the surviving joint party account Unit Holder shall be recognized as being entitled to the Units held in the Fund.

(iii) Keeping of Register

The Trustee shall be responsible for the keeping and maintenance of a Register of all the Unit Holders under the Fund; however, it may delegate its responsibility as it deems fit. The Register shall contain the name and

address of each Unit Holder.

22. CONFLICTS OF INTEREST

The Trustee will use its best efforts to avoid any conflicts of interest and should any such conflict of interest (or potential conflict) arise, it will disclose such conflict in any offering circular issued hereafter or in such manner as is approved by the Regulator.

Where a conflict of interest has arisen, and the Trustee is of the view that the conflict cannot be readily resolved and that same poses a material threat to the interests of the Unit Holders, the Trustee will retire pursuant to the relevant provisions of the Trust Deed.

23. TERMINATION OF THE FUND

The Fund can be terminated by an extraordinary resolution passed by at least seventy-five percent (75%) of the votes cast, in person or by proxy, at a meeting of Unit Holders held in accordance with the Trust Deed. In addition to the above, the Fund may be terminated:

- (i) Where either the Trustee or the Manager having given six (6) month's written notice of its intention to retire, and a suitable successor has not been

identified within six (6) months or such other period as the parties may agree, from the date of the said notice being given by either party.

(ii) If either the Trustee or the Manager enters into liquidation, other than for the purpose of reorganization and or amalgamation, which must have been agreed by both parties with the prior approval of the Financial Services Commission and a reasonable notice being given to the Unit Holders of the Fund.

(iii) if either the Manager or the Trustee becomes insolvent.

(iv) if the Manager deems it no longer economically viable, practical or for any other valid reason determines that it would be in the best interest of the Unit Holders of the Fund that the Fund be terminated.

(v) if the Manager and/or Trustee is prohibited by law or the registration and/or licence of the Manager and/or Trustee has been cancelled by the Financial Services Commission or any other governing body and notice of the cancellation has been received by the Trustee regarding the Manager or the Manager regarding the Trustee.

24. EFFECTS OF TERMINATION

(i) In any event of termination above, the Manager shall give notice of the termination to all Unit Holders, as the case may be, and to the Commission.

(ii) From the date of termination fixed by the Manager in consensus with the Trustee, the right of Unit Holders with respect to redemption shall cease.

(iii) The Manager in conjunction with the Trustee shall sell all remaining assets in its possession and such sale shall be carried out and completed in a manner and within a period as determined by the Manager and the Trustee.

(iv) The Trustee or Manager, as the case may be, shall be entitled to retain monies to meet outstanding payments for all debts, expenses and other such cost directly or indirectly related to the liquidation of the Fund, including the fees of the Trustee and/ or Manager. Thereafter the Unit Holders shall be paid on a pro-rata basis in proportion to the number of Units held at the date of termination of the Fund.

(v) All distributions made to Unit Holders shall be done based on the records maintained by the Registrar and same shall be endorsed with any such payments made.

25. STATEMENT OF INVESTMENT

In addition to the last audited statements of the Fund, Unit Holders can obtain a list of investments held by the Fund as at the end of each quarter on request from the Manager. In the event that any asset or liability cannot be attributable to a particular portfolio, that asset or liability shall be allocated to all portfolios to which it is attributable pro rata to the values of those portfolios at the time of allocation except that all liabilities, to whatever portfolios they may be attributable, shall unless otherwise agreed on with the creditors, be binding on the Fund as a whole. Losses will not be transferred from one Portfolio to the other.

26. ISSUANCE OF STATEMENTS

Upon receipt of the duly completed Unit Trust Instruction Form, as accepted by the Manager, as well as the appropriate monies, the Manager will issue a statement to the unit holder evidencing the number of units held by the unit holder.

Statements are to be dispatched to unit holders on a quarterly basis, specifying the number of units purchased or held, the name of the unit holder and the value of their investment.

27. SPECIAL TAX CONCESSIONS

Unit Holders benefit from the following tax concessions:

a) The income received by Trustee is received without deduction of tax. While the distribution of income by the Trustee to the Unit Holders would be subject to income tax, however, as long as the Manager reinvests such income the Unit Holders enjoy the benefit of this reinvestment through accretions in the price of their units. When units are encashed or redeemed by a Unit Holder, the accretion realized by the Unit Holder is subject to withholding tax at the applicable rate under the Income Tax Act.

b) Unit Holders pay no Stamp Duty or Transfer Tax or Capital Gains Tax on encashment, disposal or redemption of their units.

For tax purposes, unit holders residing outside of Jamaica should seek advice as to the tax treatment of any investment in the Portfolios in their jurisdiction of residence.

28. ADDITIONAL INFORMATION & CONSTITUTIVE DOCUMENTS

Published offering documents, circulars, notices, announcements, financial reports and the latest available subscription and redemption prices or net asset value will be available at: www.provenwealth.com

Additional information may be obtained from the Fund's financial statements and the Trust Deed which may be inspected at the offices of the Manager. Copies of the Trust Deed and/or any supplemental Deed or Deeds thereto will be supplied by the Manager to any person on request at a charge of \$1,000.00 per copy or such other price per copy as the Managers or delegate may determine. Electronic copies can be viewed online at www.provenwealth.com. The constitutive documents of the Fund are as follows:

The Principal Trust Deed dated 15th November 2018.

REGISTRATION DATE OF THIS OFFERING CIRCULAR

Registration Date: February 1, 2019

Expiry Date: January 31, 2020

PROVEN WEALTH

876.908.3800 [1]

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Mandeville - Unit 5B Cobblestone Professional Centre, 1A Brumalia Road

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