

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



ANNUAL INFORMATION FORM

DATED OCTOBER 30, 2009

Pro-Financial Fund Family

Consisting of the Pro-Index Funds:

Pro FTSE RAFI Canadian Index Fund

Pro FTSE RAFI US Index Fund

Pro FTSE RAFI Global Index Fund

Pro FTSE RAFI Hong Kong China Index Fund

Pro FTSE RAFI Emerging Markets Index Fund

and the

Pro Money Market Fund

Offering of Class A units and Class F units of the Pro Money Market Fund

and

Class A units, Class B units and Class F units of each of the Pro-Index Funds

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Name, Formation and History of the Funds

The Pro FTSE RAFI Canadian Index Fund, Pro FTSE RAFI US Index Fund, Pro FTSE RAFI Global Index Fund, Pro FTSE RAFI Hong Kong China Index Fund and Pro FTSE RAFI Emerging Markets Index Fund (the “Pro-Index Funds”) and the Pro Money Market Fund (together with the Pro-Index Funds, the “Funds”) are each an open-end investment trust established under the laws of Ontario and governed by a declaration of trust dated January 3, 2007 (the “Declaration of Trust”) made by Pro-Financial Asset Management Inc. as trustee and manager (the “Manager”). Each of the Pro FTSE RAFI Canadian Index Fund, Pro FTSE RAFI US Index Fund, Pro FTSE RAFI Global Index Fund, Pro FTSE RAFI Hong Kong China Index Fund and the Pro Money Market Fund was established under the Declaration of Trust on January 3, 2007. The Pro FTSE RAFI Emerging Markets Index Fund was established under the Declaration of Trust by the addition of a Schedule thereto effective November 6, 2007.

The head office of the Funds is located at the offices of the Manager, Glen Abbey Golf Course, Old Abbey Building, 1333 Dorval Drive, Suite 100, Oakville, Ontario L6M 4G2.

Investment Restrictions

Each Fund is subject to, and its investment portfolio is managed in accordance with, certain standard restrictions and practices prescribed by securities legislation of each of the provinces of Canada, including National Instrument 81-102 Mutual Funds (“NI 81-102”) of the securities regulatory authorities of those provinces (the “CSA”). These restrictions and practices are designed, in part, to ensure that the Funds’ investments are diversified and relatively liquid and to ensure the proper administration of the Funds. A copy of these standard investment restrictions and practices of the Funds will be provided by the Manager upon request, and any deviation from them requires the prior approval of the CSA.

Each Fund, other than Pro Money Market Fund, is a “mutual fund trust” as defined in the *Income Tax Act* (Canada) (the “Tax Act”). Pro Money Market Fund is a registered investment under section 204.4 of the Tax Act. Units of each class of the Funds are therefore qualified investments within the meaning of the Tax Act for registered retirement savings plans, registered retirement income funds, deferred profit sharing plans, registered education savings plans and registered disability savings plans (“Registered Plans”).

The Funds will observe the requirements in the Tax Act applicable to units trusts and mutual fund trusts, and for the Pro Money Market Fund the requirements applicable to registered investments, and will in addition observe the following investment restrictions that provide a Fund will not:

- (a) invest in the securities of any non-resident corporation or trust or other non-resident entity if the Fund would be required to mark its investments in such securities to market in accordance with proposed section 94.2 of the Tax Act or to include any significant amounts in income pursuant to proposed sections 94.1 or 94.3 of the Tax Act or invest in non-resident trusts other than an exempt foreign trust as defined in section 94(1) of the Tax Act, as set forth in certain proposed amendments to the Tax Act dealing with foreign investment entities and non-

resident trusts set forth in Bill C-10 previously before Parliament (or amendments to such proposals, provisions as enacted into law or successor provisions thereto);

- (b) own any property that would be “taxable Canadian property” (as such term is defined in the Tax Act if the definition were read without paragraph (b) thereof) or other “specified property” (as such term is defined in subsection 132(4) (as it was proposed to be amended in the proposed amendments to the Tax Act released on September 16, 2004) of the Tax Act) if the aggregate fair market value of such property would exceed 10% of the fair market value of all property owned by the Fund;
- (c) invest in securities that would be a tax shelter investment within the meaning of section 143.2 of the Tax Act; or
- (d) invest in any securities of an entity that would be a controlled foreign affiliate of the Fund for purposes of the Tax Act.

The investment objectives and strategies of the Funds are described in the Funds’ simplified prospectus. Any change to a Fund’s fundamental investment objective requires unitholder approval, as discussed below under “*Description of the Units of the Funds — Matters Requiring Unitholder Approval under NI 81-102*”.

Description of the Units of the Funds

Each Fund may have an unlimited number of classes of units and an unlimited number of units of each class. The units of the Pro Money Market Fund are currently divided into Class A units and Class F units, while the units of the Pro-Index Funds are currently divided into Class A units, Class B units and Class F units.

Class A units are designed for retail investors and may be purchased on an initial sales charge basis, a deferred sales charge basis or a low load basis, at the discretion of the investor. Class B units are also designed for retail investors and may only be purchased on a front-end load basis. These units carry higher management fees and pay higher service fees, and so are designed for investors looking for additional advice and assistance from their financial advisers. Class F units are generally for investors who participate in fee-based investment programs offered by their dealers. Class F units are only available to investors whose dealer has entered into an agreement with the Manager to make Class F units available to clients of that dealer.

All units of a Fund have equal rights and privileges and each class of units is substantially the same except for the management fees and sales and redemption charges associated with the class. Each unit of a class of a Fund entitles the holder to one vote at meetings of all unitholders of the Fund generally and at meetings of the unitholders of that class, but does not entitle the holder to vote at meetings at which only the holders of another class of units are entitled to vote separately as a class. Each unit of a class of a Fund is entitled to participate equally with respect to all payments made to unitholders of that class of that Fund. As each class of units is entitled to the portion of a distribution equal to that class’s proportionate share of the net income and net capital gains of the Fund after deducting management fees and class-specific expenses, the

amount of distributions of net income and net capital gains for each class of units of a Fund will likely be different. The holders of each class of units of a Fund rank equally with the holders of all other classes of units of that Fund on a liquidation, dissolution or winding-up of the Fund based on the relative net asset values of each class of units of the Fund.

Units of a Fund are fully paid and non-assessable when issued, are redeemable as described under “*Redemptions*” below and are not transferable except by operation of law upon the death of a unitholder or in connection with the implementation of a merger involving the Fund. A person which is a “non-resident person” or a “designated beneficiary” within the meaning of Part XII.2 of the Tax Act is not entitled to purchase or hold units of a Fund to the extent the Fund or its other unitholders would be adversely affected.

The Funds are responsible for paying certain operating expenses incurred in connection with the administration of the Funds. The expenses of each Fund will be allocated between the classes of units and each class will bear, as a separate class, any expense item that can be specifically attributed to that class. Common expenses such as audit and custody fees will be allocated among all classes in the manner the Manager determines to be the most appropriate based on the nature of the expense. Although the expenses of each Fund attributable to a particular class of units will be deducted in calculating the net asset value of that class, those expenses will continue to be liabilities of the Fund as a whole and the assets of the Fund as a whole could be called upon to satisfy those liabilities. In addition, all deductible expenses of a Fund for tax purposes, both common and class expenses, will be taken into account in computing the income or loss of the Fund for tax purposes and, therefore, all expenses will impact the tax position of the Fund.

Provisions relating to the units may be amended through an amendment to the Declaration of Trust. Certain amendments specified in NI 81-102 require the prior approval by the unitholders affected by such amendment (see “– *Matters Requiring Unitholder Approval under NI 81-102*” below).

No unit certificates are issued by a Fund. The register for the units is kept by Investment Administration Solutions Inc., as registrar, on behalf of the Manager. The Manager or the dealers selling units will furnish unitholders with statements providing details of any purchase or redemption of units.

Matters Requiring Unitholder Approval under NI 81-102

A meeting of the investors in a Fund must be convened to consider and approve by a majority vote certain matters, as required by NI 81-102. If only one class of units is affected by the amendment, only investors holding units of that class are entitled to vote. If more than one class is affected, all investors holding units of the affected classes are entitled to vote together if they are affected in the same way and to vote separately as a class if affected in materially different ways by the proposed amendment. NI 81-102 currently provides that such approvals must be obtained before:

- (a) the basis of the calculation of the fees or expenses that are charged to a Fund or directly to unitholders by the Fund or the Manager in connection with the holding

of units is changed in a way that could result in an increase in charges to the Fund or unitholders, or any such fee or expense is introduced;

- (b) there is a change of the manager of a Fund (other than to an affiliate of the manager);
- (c) there is a change in the fundamental investment objectives of a Fund;
- (d) the frequency of calculating the net asset value of a class of units is decreased; and
- (e) a Fund undertakes or participates in certain mergers or reorganizations.

Valuation of Portfolio Securities

Each Fund's net asset value must be calculated by or under the authority of the Manager each business day (each such day, a "Valuation Date") in accordance with the requirements of National Instrument 81-106 Investment Fund Continuous Disclosure of the CSA (or in accordance with such exemptions from these requirements as may be permitted by the CSA from time to time) Such values are also calculated as of December 31 in each year (if not otherwise a Valuation Date) for the purposes of the distribution of net income and net realized capital gains of the Funds to unitholders.

In calculating value of a unit, the following valuation principles are used, to the extent not inconsistent with the CSA requirements:

- (a) the value of any cash on hand or on deposit, prepaid expenses, cash dividends declared and interest accrued and not yet received is deemed to be their face amount, unless the Manager determines that any such asset is not worth its face amount, in which event its value shall be deemed to be such value as the Manager determines to be its fair value;
- (b) money market instruments are valued on a marked to market basis;
- (c) the value of any bonds, debentures and other debt securities that are listed or which trade over-the-counter is the closing sale price on the Valuation Date of such debt security on the exchange or over-the-counter market on which such debt security is listed or on which it trades or, if such closing price is not available, the average between the closing bid and the closing asked prices on the Valuation Date on such exchange or over-the-counter market or, if such exchange or over-the-counter market is not open for trading on that Valuation Date, then the closing sale price or the average between the closing bid and the closing asked prices on the previous date on which such exchange or over-the-counter market was open for trading;
- (d) the value of a listed common share or any listed security which is convertible into or exchangeable for common shares in the portfolio is the closing sale price on the

Valuation Date of such a share or other listed security on the stock exchange on which such share or other security is listed or, if such closing price is not available, the average between the closing bid and the closing asked prices on the Valuation Date on such stock exchange or, if such stock exchange is not open for trading on that Valuation Date, then the closing sale price or the average between the closing bid and the closing asked prices on the previous date on which such stock exchange was open for trading;

- (e) an option premium received by a Fund for a clearing corporation option written by the Fund is, so long as the option is outstanding, reflected as a deferred credit which is valued at an amount equal to the current market value of an option that would have the effect of closing the position. Any difference resulting from revaluation is treated as an unrealized gain or loss on investment. The deferred credit is deducted in arriving at the net asset value. The securities, if any, which are the subject of a written clearing corporation option are valued at their then current market value;
- (f) any security purchased, the purchase price of which has not been paid, is included for valuation purposes as a security held, and the purchase price, including brokers' commissions and other expenses, is treated as a liability of the Fund;
- (g) restricted securities (within the meaning of NI 81-102) are valued at the lesser of (i) their value based on reported quotations in common use; and (ii) that percentage of the market value of securities of the same class, the trading of which is not restricted or limited by reason of any representation, undertaking or agreement or by law, equal to the percentage that the Fund's acquisition cost was of the market value of such securities at the time of acquisition, provided that a gradual taking into account of the actual value of the securities may be made where the date on which the restrictions will be lifted is known;
- (h) any security sold but not delivered, pending receipt of the proceeds, is valued at the net sale price;
- (i) if any Valuation Date is not a business day, then the securities in the portfolio are valued as if such Valuation Date was the preceding business day;
- (j) if any investment cannot be valued under the foregoing rules or if the foregoing rules are at any time considered by the Manager to be inappropriate under the circumstances then, notwithstanding the foregoing rules, the Manager makes such valuation as it considers fair and reasonable; and
- (k) the value of all assets of a Fund quoted or valued in terms of foreign currency, the value of all funds on deposit and contractual obligations payable to the Fund in foreign currency and the value of all liabilities and contractual obligations payable by the Fund in foreign currency are determined using the applicable rate of exchange current at, or as nearly as practicable to, the applicable Valuation Date.

For the purposes of the foregoing rules, quotations may be obtained from any report in common use, or from a reputable broker or other financial institution, provided that the Manager retains sole discretion to use such information and methods as it deems to be necessary or desirable for valuing the assets of the Funds, including the use of a formula computation.

On April 1, 2005, the CICA issued Section 3855 “Financial Instruments – Recognition and Measurement”. Section 3855 applies to fiscal years beginning on or after October 1, 2006, and so will apply to the Funds in respect of their 2007 and following fiscal years. The adoption of Section 3855 impacts the method of calculation of a Fund’s net asset values, as well as disclosure, for financial statement reporting purposes, as it essentially requires valuations to be based on closing bid prices rather than closing sale prices. The notes to a Fund’s financial statements will include a reconciliation of the net asset values calculated for purposes of determining the purchase price or redemption price of the Fund’s units (using last traded market prices) and the net asset values calculated for financial statement reporting purposes in accordance with GAAP (using last bid market prices).

Calculation of Net Asset Values

The net asset value of a Fund is determined on a Valuation Date by valuing, in accordance with the valuation rules set forth above under “*Valuation of Portfolio Securities*”, the assets of the Fund on such Valuation Date and deducting from that amount all liabilities of the Fund and all net income, net realized capital gains and other amounts payable to the unitholders of the Fund on such Valuation Date.

The net asset value of a class of units of a Fund as of any Valuation Date, is equal to (i) the net asset value calculated in respect of that class of units on the immediately preceding Valuation Date; (ii) plus or minus that class’ proportionate share of net change in working capital determined in respect of the relevant Valuation Date; (iii) plus the increase in the Fund’s assets due to purchases of units of that class or reclassifications from another class into units of that class; (iv) minus the decrease in the Fund’s assets due to redemptions of units of that class or reclassifications of units of that class into units of another class; (v) minus common expenses or class expenses attributable to that class of units and accrued on the relevant Valuation Date; (vi) minus any amounts payable to unitholders of record of that class on the relevant Valuation Date by way of distributions to all holders of units of that class whether or not paid on such Valuation Date; (vii) plus or minus that class’ proportionate share of the market appreciation or depreciation (excluding any impact due to foreign exchange gains or losses) of the portfolio assets of the Fund on the relevant Valuation Date from the previous day. The net asset value per unit of a class of units is then the net asset value for that class calculated on that Valuation Date divided by the number of units of that class then outstanding.

The Pro Money Market Fund intends to maintain its net asset value per unit at \$10.00 for both the Class A units and the Class F units. It anticipates maintaining a stable net asset value per unit by allocating the net income (and net capital gains, if any) to unitholders each Valuation Date.

Purchases and Switches

Units of each class of the Funds are offered for sale on a continuous basis and may be purchased through authorized dealers, who will forward your order to the Manager. If the Manager receives an order before 4:00 p.m. (Eastern time) on any day on which the Toronto Stock Exchange is open for trading (a “trading day”), it will process the order at the unit price calculated at the end of that day. Otherwise, the Manager will process the order at the price calculated on the next trading day. Orders may be processed at an earlier time if the Toronto Stock Exchange closes for trading earlier on a particular day. Orders received after such earlier closing time would be processed on the next trading day.

The offering price of a class of units was initially set at \$10.00 per unit, and is now an amount equal to the net asset value per unit for the class as calculated from time to time. The Manager is required to accept or reject a purchase order within one business day of receiving it. Any monies sent with an order that is rejected will be returned immediately.

The minimum purchase amount on an initial purchase of units of a Fund is \$1,000. Any subsequent purchase of units of the Fund must be at least \$50. Payment for all orders of units of a Fund must be received at the principal office of the Fund on or before the third business day from (but not including) the Valuation Date on which the net asset value per unit is calculated for the purpose of pricing the subscription. If payment of the subscription price for any units is not received by the third business day after the relevant Valuation Date, NI 81-102 states that the Fund shall be deemed to have received and accepted on the first business day following such period an order for the redemption of such units and the redemption proceeds shall be applied to reduce the amount owing to the Fund in respect of the purchase of such units. If the amount of such redemption proceeds exceeds the subscription price of such units, NI 81-102 requires the Fund to retain the excess. If the amount of the redemption proceeds is less than the issue price of such units, NI 81-102 requires the Manager to pay to the Fund the amount of the deficiency, and the Manager is entitled to collect such amount together with its costs, charges and expenses in so doing and interest thereon from your dealer, who may be entitled to collect such amounts from you.

Class A units are offered under three purchase options. First, there is the *initial sales charge option*. Under this option, an investor pays a sales commission when the investor buys the Class A units. The amount of this commission is subject to negotiation between the investor and his or her dealer, but may not be more than 4% of the subscription amount.

Second, there is the *deferred sales charge option*. Under this option, the investor pays no commissions when the Class A units are purchased, but must pay a redemption fee when the Class A units are redeemed. The amount of this fee declines the longer the Class A units are held, and no such fee is payable if the Class A units are held for six full years or more.

Third, there is the *low load option*. Under this option, the investor pays no commissions when the Class A units are purchased, but must pay a redemption fee when the Class A units are redeemed. The amount of this fee also declines the longer the Class A units are held, and no such fee is payable if the Class A units are held for three full years or more.

Class B units are offered under the *initial sales charge option* only. Under this option, an investor pays a sales commission when the investor buys the Class B units. The amount of this commission is subject to negotiation between the investor and his or her dealer, but may not be more than 4% of the subscription amount.

Investors may also purchase Class F units. This generally requires the investor to establish a fee-based account with a dealer (sometimes referred to as a “wrap program”), and for the dealer to have previously entered into an agreement with the Manager permitting its clients to invest in the Funds. The investor does not pay any sales commissions or redemption fees when Fund units are acquired or redeemed in this account.

The purchase option selected by the investor affects the amount of compensation the dealer selling units of the Fund to the investor receives as a result of the purchase. For a description of the fees, expenses, and dealer compensation applicable to a purchase of units, see “*Fees and Expenses*” and “*Dealer Compensation*” in the Funds’ simplified prospectus.

An investor may switch an investment in one Fund for an investment in another Fund within the Pro-Financial Fund Family. The minimum purchase requirements of the Fund being switched into must be met. The investor must acquire in the new Fund the same class of units that you already hold. No sales charges apply if Class F units are switched. If an investor switches Class A units, the maximum sales commission paid by an investor is 2% of the value of the unit switched, depending upon negotiations between the investor and his or her dealer; and the new units issued will have the same redemption charge schedule (if the Class A units were purchased under the deferred sales charge or low load purchase options) as the existing Class A units. For tax purposes, a switch involves the sale of units of the Fund currently held by an investor and a purchase of units of the new Fund. Therefore, a taxable capital gain or loss may result from a switch, and if there is a gain the investor may have to pay tax on it. See “*Canadian Federal Income Tax Considerations*”.

The Manager will not accept any orders to buy or switch units if the right to redeem units has been suspended.

Redemptions

An investor is entitled at any time, by making a written application to a Fund, through an authorized dealer, to redeem all or any part of his or her units at their net asset value. Requests for a redemption of units of a Fund must be received by the Manager prior to 4:00 p.m. (Eastern Time) on a trading day in order to receive that day’s unit price. If a redemption request is received after this time, or on a day which is not a trading day, then the unit price applicable to the redemption will be determined on the following trading day. Payment for the units so redeemed will be made by the Fund within three business days after the day on which the net asset value for the class is determined for the purpose of effecting redemption, provided all required redemption documentation has been submitted.

Signatures on the redemption request must be guaranteed by a bank, trust company, or financial advisor if the redemption proceeds are more than \$25,000, or paid to someone other than the registered owner of the Fund units. If the registered owner of the Fund units is a

corporation, partnership, agent, fiduciary or surviving joint owner, the Manager may require additional information. Investors who are unsure whether they need to provide a signature guarantee or additional information should check with their financial advisor or the Manager.

Pursuant to NI 81-102, if a unitholder fails to provide the Fund with a properly completed redemption request within 10 business days of the date on which the unit Value was determined for the purposes of the redemption, NI 81-102 states that the Fund shall be deemed to have been received and accepted on the next business day an order for the purchase of the equivalent number of units being redeemed, and the Fund will apply the amount of the redemption proceeds to the payment of the subscription price for such number of units. If the amount of the subscription price of such units is less than the redemption proceeds, NI 81-102 requires the Fund to retain the difference. If the subscription price is greater than the redemption price for the units, NI 81-102 requires the Manager to pay to the Fund the amount of the deficiency, and the Manager is entitled to collect such amount together with its costs, charges and expenses in so doing and interest thereon from your dealer, who may be entitled to collect such amount from you.

Redeeming Deferred Sales Charge Units

If an investor acquires units under the deferred sales charge option and redeems those units before the deferred sales charge schedule has expired, the Manager will deduct the redemption fee from the redemption proceeds. If units are redeemed within 30 days of buying them, a short-term trading fee may apply. See “*Fees and Expenses*” in the Funds’ simplified prospectus for details about these fees. The Manager will redeem deferred sales charge units in the following order: (1) units that qualify for the free redemption right, (2) units that are no longer subject to the redemption fee, and (3) units that are subject to the redemption fee.

Free Redemption of Standard Deferred Sales Charge Units

Each year, investors can redeem some of their deferred sales charge option units that would otherwise be subject to a redemption fee at no charge. This is called a free redemption right. The Manager calculates the number of units available for this free redemption right as follows:

- 10% of the number of deferred sales charge option units purchased by the investor in the current calendar year, multiplied by the number of months remaining in the calendar year (including the month of purchase from the purchase month to December 31st of the current year) divided by 12, plus
- 10% of the number of standard deferred sales charge units the investor held on December 31 of the preceding year that are subject to the redemption fee, minus
- the number of units the investor would have received if the investor had reinvested any cash distribution received during the current calendar year.

The Manager may modify or discontinue this free redemption right at any time in its sole discretion. The free redemption right only applies if units remain outstanding for the full

deferred sales charge schedule. If an investor has exercised the free redemption right and then redeems units before the deferred sales charge schedule has expired, the redemption fee per unit will be increased to compensate the Manager for the units redeemed under the free redemption right. In other words, even if an investor redeemed units under the free redemption right, the deferred sales charge on a full redemption would be the same as if he or she had not redeemed any units under the free redemption right.

If an investor does not wish to redeem the units he or she would be entitled to redeem under this free redemption right in any year, the investor can ask the Manager to change those units from deferred sales charge units to initial sales charge units. Investors will not be charged a fee for these changes and ownership rights will not be effected, but this will increase the compensation that the Manager pays the investor's financial advisor. See "*Dealer Compensation*" in the Funds' simplified prospectus for more details.

Suspension of Right to Redeem

The Manager reserves the right to suspend the right of redemption of the units or to postpone the date of payment of the redemption price during any period in which the Toronto Stock Exchange or any other stock exchange within or outside Canada on which securities of a Fund are listed which represent more than 50% by value or underlying market exposure of the total assets of the Fund (without allowance for liabilities) is closed or normal trading thereon is suspended and during any other period consented to by the Ontario Securities Commission. If the right to redeem units is suspended, a unitholder may either withdraw the redemption request or receive payment based on the net asset value per unit next determined after the termination of the suspension.

Responsibility for Fund Operations

The Manager

Pro-Financial Asset Management Inc. acts as the manager of each of the Funds under the Declaration of Trust and as such is responsible for managing the overall business and operations of the Funds. The Manager was incorporated on November 2, 2002 as Pro-Hedge Funds Inc. and adopted its current name by articles of amendment effective January 17, 2006.

The Manager will perform the management functions for the Funds. The Manager has exclusive authority to manage the operations and affairs of the Funds, to make all decisions regarding the business of the Funds and to bind the Funds. The Manager may delegate certain of its powers to third parties where, in the discretion of the Manager, it would be in the best interests of the Funds to do so. In addition, the Manager will monitor the Funds' investment strategy to ensure compliance with their respective investment objectives and strategies as set out in the Funds' simplified prospectus and their investment restrictions as set forth above. See "*Material Contracts*" below.

The Manager is entitled to fees for its services as manager and administrator as described under "*Fees and Expenses*" in the Funds' simplified prospectus and will be reimbursed for all costs and expenses incurred by the Manager on behalf of the Funds which are properly payable

by the Funds. The costs of the initial formation of a Fund and of the initial annual information form and the related simplified prospectus of the Fund will be borne by the Manager.

The management services to be provided by the Manager under the Declaration of Trust are not exclusive to the Funds and nothing in the Declaration of Trust prevents the Manager from providing similar management services to other investment funds and other clients (whether or not their investment objectives and policies are similar to those of the Funds) or from engaging in other activities.

The name, municipality of residence, position with the Manager and principal occupation of each of the directors and officers of the Manager are set out below:

Name and Municipality of Residence	Position with the Manager	Principal Occupation
Stuart M. McKinnon Mississauga, Ontario	President, Chief Executive Officer and Director	President and Chief Executive Officer of the Manager
John Farrell Oakville, Ontario	Senior Vice-President, CIO, CCO and Director	Senior Vice-President, CIO and CCO of the Manager
Zora Atlija Hamilton, Ontario	Senior Vice-President, Accounting & Operations and Director	Senior Vice-President, Accounting & Operations of the Manager

The following is a brief biography of each of these individuals:

Stuart M. McKinnon, President and Chief Executive Officer

Stuart McKinnon founded Pro-Financial Asset Management in 2006, creating the formal divisions of Pro-Hedge Funds, Pro-Performance Funds, Pro-Financial Private Client Group and Pro-Index Funds under the parent company Pro-Financial Asset Management Inc. Mr. McKinnon's organization is built on his belief in Fundamental Indexation as an essentially better option for investors.

Mr. McKinnon began his investment career as a professional equity trader on the floor of the Toronto Stock Exchange, having served as principal equity trader with Brawley Cathers and Sprott Asset Management, between 1986 and 1992. Mr. McKinnon founded McKinnon and Company in 1993. Today, McKinnon and Company is known as Legacy Investment Management Inc.

Mr. McKinnon is committed to promoting education within the investment and financial services industry. Among his many accomplishments, Mr. McKinnon is a founder and instructor of the Certified Hedge Fund Specialist course, sponsored by the Strategy Institute and the Canadian chapter of the International Hedge Fund Association.

Mr. McKinnon holds a B.A. in Economics from the University of Western Ontario.

John Farrell, Senior Vice-President, CIO and CCO

John Farrell is a senior finance professional with over 25 years experience in all facets of wealth management and investment portfolios. Prior to joining Pro-Financial he was Vice-President and Chief Compliance Officer at Rockwater Asset Management Inc. Prior to that, Mr. Farrell was President and Chief Executive Officer of his own firm, Platinum Wealth Management Inc., which was acquired by Rockwater in 2002. Mr. Farrell has also held portfolio manager positions at Royal Bank Financial Group and The Bank of Nova Scotia.

Mr. Farrell holds a Chartered Financial Analyst (CFA) designation. He also holds a B.Comm in Finance and Marketing from Queens University and an M.B.A. in International Economics from the University of Toronto.

Zora Atlija, Senior Vice-President, Accounting & Operations

Zora Atlija has over 15 years of experience in the mutual fund industry. Prior to joining Pro-Financial, she was Assistant Vice-President of Investment Accounting at State Street Canada. Prior to that, Ms. Atlija held various management positions in investment accounting at Royal Bank of Canada and AGF Investment Management Limited.

Ms. Atlija holds a Bachelor of Commerce in Accounting and Finance from McMaster University.

Investment Sub-Adviser – Pro Money Market Fund

Natcan Investment Management Inc. (“Natcan”) has been appointed as the investment sub-adviser for this Fund under an investment management agreement with the Manager. See “*Material Contracts*” below for details of this agreement.

The head office of Natcan is located at 100 University Street, Suite 400, Montreal, Quebec, H3B 2G7. The Manager will pay Natcan a fee based on a percentage of the net asset value of the Fund it manages. The Fund does not pay any fees to Natcan.

Mr. Richard Lévesque, Vice-President, Money Market is responsible for managing the assets of this Fund. Mr. Lévesque has been with Natcan since 1993.

Custodian

State Street Trust Company Canada acts as the custodian of the assets of the Funds pursuant to an agreement dated as of January 3, 2007. The principal office of the Custodian for purposes of this agreement is Toronto, Ontario.

Foreign securities of the Funds are held through the sub-custodial network of State Street Bank and Trust Company, an affiliate of the Custodian.

Auditors

The auditors of the Fund are KPMG LLP, Toronto, Ontario.

Other Service Providers

Investment Administration Solution Inc. provides record keeping and transfer agency services. They are located at 330 Bay Street, Suite 400, Toronto, Ontario M5H 2S8

Brokerage Arrangements

Brokerage arrangements for the five Pro-Index Funds are the responsibility of the Manager. These Funds have no arrangement with any dealer or broker regarding Fund transactions, and the Manager has no formula for allocating the Funds' brokerage business. The Manager seeks to obtain best execution of securities transaction when arranging or executing trades on behalf of the Funds. Trades are generally allocated to brokers based on a number of factors, including the value of research provided, as well as execution capability, commission rate, financial responsibility and responsiveness.

Where the Manager believes it constitutes a benefit to our security holders, it may engage in soft dollar arrangements. These arrangements are always subject to "best execution" and are exclusively applied towards investment decision-making services or order execution services. Investment decision-making services may include, but are not limited to, advice provided either directly or through publications or writings, including electronic publications, telephone contracts and personal meeting with security analysts, economists and corporate and industry spokespersons, and analysis and reports concerning issuers, industries, securities, economic factors and trends, accounting and tax law interpretations and political developments.

Natcan is responsible for brokerage arrangements for the Pro Money Market Fund. It may allocate brokerage business to National Bank Financial Inc., as well as National Bank of Canada or National Bank Direct Brokerage Inc. These transactions must be made in accordance with all applicable regulatory requirements, and Natcan is not under any contractual obligation to any party to allocate brokerage business and attempts to do so on an equitable basis, based on best execution, price and service. It may, however, place orders with dealers or brokers that in turn place orders with National Bank Securities Inc. or that provide research, statistical or other services to the Pro Money Market Fund or Natcan, but will only do so if the execution and prices offered by these dealers or brokers are comparable to the terms offered by other dealers and brokers.

Conflicts of Interest

Principal Holders of Securities

As of the date of this annual information form, the only shareholder to own, of record or beneficially, directly or indirectly, more than 10% of the outstanding shares of the Manager is McKinnon Family Trust, which owns 100 common shares and controls 100% of Pro-Financial Asset Management Inc. As of October 15, 2009, to the knowledge of the Manager no person or company to own, of record or beneficially, directly or indirectly, more than 10% of the outstanding units of any class of a Fund other than SSQ, Life Insurance Company Inc., which owns 656,717 (53%) Class F units of the Pro FTSE RAFI Emerging Markets Index Fund.

Affiliated Entities

Except as described in this annual information form and the related simplified prospectus, there are no entities affiliated with the Manager who provide services to the Funds. The fees paid to the Manager by the Funds will be set out in the Funds' financial statements.

Fund Governance

The Manager has overall responsibility for the governance of the Fund. Senior management including the designated compliance officer has reviewed, commented on and approved the Manager's policies and procedures, which establish rules of conduct designed to ensure fair treatment of the Funds' unitholders and to ensure that at all times the interests of the Funds and their unit holders are placed above personal interests of employees, officers and directors of the Manager. The policies and procedures apply the highest standards of integrity and ethical business conduct. The objective is not only to remove any potential for real conflict of interest, but also to avoid any perception of conflict. The policies and procedures address area of investment, which covers personal trading by employees, conflict of interest, confidentiality among departments and portfolio advisors, and also addresses confidentiality, fiduciary duty, enforcement of rules of conduct.

Policies on securities lending transactions

The Funds may enter into securities lending transactions, repurchase transactions and reverse repurchase transactions. A Fund may enter into these transactions as permitted under NI 81-102.

A Fund will not enter into a securities lending transaction or a repurchase transaction if, immediately thereafter, the aggregate market value of all securities loaned by the fund and not yet returned to it or sold by the Fund in repurchase transaction and not repurchased would exceed 50% of the total assets of the Fund (exclusive of collateral held by the Fund for securities lending transactions and cash held by the fund for repurchase transactions).

A Fund's custodian will act as the agent for the Fund in administering the securities lending, repurchase and reverse repurchase transactions of the Fund. The risk associated with these transactions will be managed by requiring the Fund's agent enter into such transactions for the Fund with reputable and well-established Canadian and foreign brokers, dealers and institutions. The agent is required to maintain internal controls, procedures and records including a list of approved third parties based on generally accepted creditworthiness standards, transaction and credit limits for each third party, and collateral diversification standards. Each day, the agent will determine the market value of both the securities loaned by a Fund under a securities lending transaction or sold by a Fund under a repurchase transaction and the cash or collateral held by the fund for such transactions. If on any day the market value of the cash or collateral is less than 102% of the market value of the borrowed or sold securities, on the next day the borrower will be required to provide additional cash or collateral to the Fund to make up the shortfall.

Voting of Portfolio Securities

The Manager will vote the securities of the five Pro-index Funds. It has delegated the voting of the proxies of the Pro Money Market Fund's portfolio securities to Natcan as part of its management of that Fund's portfolio, subject to the Manager's continuing oversight and recommendations (although the fixed income securities to be held by this Fund seldom provide voting rights). In voting proxies on behalf of this Fund, Natcan must do so in a manner consistent with the best interests of the Fund and its unitholders.

The Manager or Natcan is required to vote (or decide to refrain from voting), or cause to be voted, all shares or other voting securities of the Funds; provided that the Manager or Natcan receives the proxy and related materials from the issuer or otherwise in sufficient time to cast such vote. Where the Custodian must vote such securities in accordance with the instructions of the Manager or Natcan, the Manager shall ensure that instructions are provided to the Custodian in accordance with its corporate action requirements in this regard.

Situations may exist in which, in relation to proxy voting matters, the Manager or Natcan may be aware of an actual, potential or perceived conflict between its own interests and the interests of the unitholders. Where Natcan is aware of such a conflict, it must bring the matter to the attention of the senior management of the Manager. The Manager will, prior to vote deadline date, review any such matter, and will take necessary steps to ensure that the proxy is voted in accordance with what the Manager believes to be the best interest of the unitholders. Where the Manager is aware of such a conflict, in order to maintain impartiality, the Manager may choose to seek out and follow the voting recommendation of an independent proxy research and voting service, or review the matter to the Funds' Independent Review Committee once the same has been established.

The policies and procedures that the Manager follows when voting proxies relating to portfolio securities held by the Fund are available on request, at no cost, by calling toll-free at 1-877-566-5145 or by writing to the Manager at Glen Abbey Golf Course, Old Abbey Building, 1333 Dorval Drive, Suite 100, Oakville, Ontario L6M 4G2.

The Manager maintains a proxy voting record which includes, each time the Manager or Natcan receives proxy voting materials, the name of the issuer in question; the stock exchange on which the securities are listed and the ticker symbol for such securities; the CUSIP number for the securities; the meeting date and whether the meeting was called by management or otherwise; a brief identification of the matters to be voted on at the meeting; whether, and if so how, the Manager or Natcan voted on such matters; and whether the votes cast by the Manager or Natcan were for or against the recommendations of management of the issuer.

The Funds prepare a proxy voting record for the period ending on June 30 of each calendar year, and this record is completed by August 31 of the year. Upon request made by a unitholder, a Fund will deliver a copy of its proxy voting record to such unitholder without charge. The proxy voting record is also available on the Funds' website at www.pro-financial.ca.

Independent Review Committee

As required by National Instrument 81-107 Independent Review Committee for Investment Fund (“NI 81-107”), the Funds have established an independent review committee (“IRC”) consisting of Levi Folk, Fred McCutcheon and David U.K. The IRC is responsible for reviewing, and if desirable providing input on, the Funds’ written policies and procedures on conflicts of interest involving the Funds. The IRC also reviews conflicts of interest matters referred to it by the Manager. The IRC prepares an annual report to the unitholders of the Funds discussing its activities in the prior year. This report is posted on the Funds’ website at www.pro-financial.ca, and will be available to unitholders upon request, without charge, by calling the Manager toll-free at 1-877-566-5145. Information regarding the three members of the IRC is set forth below.

Levi Folk: Levi Folk is President and cofounder of Generation Capital Inc., Director of Research, Fund Library Research Group, and owner of The Fund Library website. He is an established mutual fund analyst and writer in Canada. Levi has been writing a weekly column in the National Post Investing section featuring the Fund Library Research Group's On The Spot Reports and a regular column on the topic of global investing. He appears regularly on the Business News Network (BNN) and other print and broadcast media. Levi has worked as an analyst, writer and publisher in the mutual fund industry over the past decade. He published the Mutual Fund Review magazine a successful consumer magazine with an audited circulation of over 100,000 readers, and sold his publishing business in February 2000. Levi has an MA in economics from the University of Toronto and got his start as a foreign exchange research analyst for the Bank Credit Analyst in Montreal, a world renowned investment research house. He has appeared in the Financial Times of London, The Globe and Mail and National Post newspapers.

Fred McCutcheon: Fred McCutcheon is currently a Senior Investment Advisor at GMP Private Client L.P. Fred has over 16 years experience in the financial services industry. His career began in 1989 as an Associate Counsel at Fraser & Milner, Barristers and Solicitors practicing in the areas of Corporate and Securities law. In 1993, Fred left the legal profession to join RBC Dominion Securities as an Investment Advisor. In 1998, Fred joined BMO Nesbitt Burns as a Senior Investment Advisor before leaving to join GMP Private Client L.P. in 2005. Fred has Honors B.A. in Political Science and a LL.B. from the University of Western Ontario.

David U.K.: David U.K. is a 14-year media veteran and has recently launched Heavy.com in Canada overseeing Heavy’s Canadian operations, including all revenue, ad sales, affiliate relations, content licensing and distribution. This is the first International division for the company outside of its New York City headquarters. Heavy is a leading broadband destination in Canada providing an engaging and measurable marketing platform in a television-like environment reaching the elusive 18-34 year old male. Heavy currently reaches 1,473,000 Million Unique Visitors in Canada as reported by ComScore Media Metrix, March 2007. Previously David U.K. launched and managed the interactive media division, Standard Interactive, for Canada’s largest private broadcast company, Standard Broadcasting. David held the position of Vice President, Sales and Strategic Alliances and during his tenure David U.K. increased gross revenues year-over-year, and increased the audience 636%. Prior to Standard Interactive, David held international management positions at a number of prominent media

companies, including: Promenade Magazine, New York (VP and Publisher), and UGO Networks, Inc. New York (Director of Sponsorships, Sales and E-commerce), Shift Multimedia (East Coast Advertising Manager); and at TIME Inc. Asia/CNN/Time Warner, Hong Kong (Senior Advertising Manager), among other companies. He now resides in Toronto, Ontario.

The members of the IRC are paid an annual fee of \$30,000. This fee is pro rated among the Funds.

Short Term Trading

The Manager has not entered into any arrangements with any person to permit that person to engage in short term trading in a Fund's assets.

Fees and Expenses

Management Fee Rebate Program

The Manager may reduce or waive the management fees that it is entitled to charge. If an investor makes a large investment in a Fund, the Manager may reduce its usual management fee that would apply to the investment in that Fund. The amount of any such reduction is subject to negotiation between the Manager and the investor, based upon the value of the investments previously made or proposed to be made in the Fund. The Fund will pay the investor the amount of the reduction in the form of a distribution, which will be reinvested in additional units of the Fund, unless the investor tells the Manager that he or she wants to receive the rebate in cash or reinvest it in another Fund. Such rebate will be made at the time management fees are paid by the Fund to the Manager.

See "*Canadian Federal Income Tax Considerations*" below for a discussion of the tax consequences to investors of receiving a management fee rebate.

Canadian Federal Income Tax Considerations

In the opinion of Blake, Cassels & Graydon LLP, counsel to the Funds, the following is a fair summary of the principal Canadian federal income tax considerations generally applicable to the Funds and to purchasers of units of the Funds who at all relevant times are Registered Plans or individuals (other than trusts) resident in Canada, who deal at arm's length with and are not affiliated with the Funds and who hold their units of the Funds as capital property, all within the meaning of the Tax Act.

Based on information provided to counsel by the Manager, each Fund qualifies as a mutual fund trust for purposes of the Tax Act. In order to so qualify, each Fund must, among other things, comply on a continuous basis with certain minimum distribution requirements relating to the units of such Fund. In addition, each Fund may not at any time reasonably be considered to be established or maintained primarily for the benefit of non-resident persons. This summary assumes that each Fund will at all relevant times be a mutual fund trust for purposes of the Tax Act. If a Fund were not to qualify as a mutual fund trust at all times, the

income tax considerations described below would in some respects be materially and adversely different with respect to such Fund.

If certain Proposed Amendments (as defined below) released on September 16, 2004 are enacted as proposed, each Fund would cease to qualify as a mutual fund trust for purposes of the Tax Act if, at any time, the fair market value of all units of such Fund held by non-residents or partnerships which are not “Canadian partnerships” for the purpose of the Tax Act is more than 50% of the fair market value of all issued and outstanding units unless no more than 10% (based on fair market value) of the Fund’s property is at any time “taxable Canadian property” within the meaning of the Tax Act and certain other types of specified property. Taking into consideration the investment restriction on ownership of taxable Canadian property and certain other types of specified property, the Manager does not anticipate that these Proposed Amendments (if enacted as proposed) would lead to a loss of mutual fund trust status for the Funds. On December 6, 2004, the Minister of Finance (Canada) suspended implementation of these Proposed Amendments pending further discussion with the private sector. Pursuant to a recent amendment to the Tax Act, a Fund would be deemed not to be a mutual fund trust after any time when it can reasonably be considered that the Fund was established or is maintained primarily for the benefit of non-resident persons unless, at that time, all or substantially all of its property is property other than taxable Canadian property. It is not clear whether this amendment supersedes the Proposed Amendment released on September 16, 2004.

This summary is also based on the assumption that the Funds will at no time be “SIFT trusts” as defined in the rules in the Tax Act relating to the tax for SIFT trusts and SIFT partnerships (the “SIFT Rules”). One of the conditions for a trust to be a SIFT trust is that investments in the trust must be listed or traded on a stock exchange or other public market, which includes a trading system or other organized facility on which securities that are qualified for public distribution are listed or traded, but does not include a facility that is operated solely to carry out the issuance of a security or its redemption, acquisition or cancellation by the issuer. The Manager has advised counsel that the units of each Fund will not be listed or traded on a stock exchange or other public market and, therefore, the Funds should not be SIFT trusts.

This summary is based upon the current provisions of the Tax Act, the regulations thereunder and counsel’s understanding of the administrative policies and assessing practices of the Canada Revenue Agency that have been made publicly available prior to the date of this annual information form. This summary takes into account specific proposals to amend the Tax Act and the regulations thereunder publicly announced by the Minister of Finance (Canada) prior to the date hereof (the “Proposed Amendments”). There can be no assurance that the Proposed Amendments will be enacted in the form currently proposed or at all. Otherwise, this summary does not take into account or anticipate any changes in law or administrative practices and assessing policies, whether by legislative, governmental or judicial action or decision.

This summary is of a general nature only and does not take into account the tax laws of any province or territory or of any jurisdiction outside Canada. This summary is not intended to be, nor should it be construed to be, legal or tax advice to any particular investor. Investors are urged to consult with their own tax advisors for advice with respect to their particular circumstances.

Taxation of the Funds

Each Fund is subject to tax in each taxation year under Part I of the Tax Act on the amount of its income for the year, including net realized taxable capital gains, less the portion thereof that it deducts in respect of the amount paid or payable to unitholders in the year. An amount will be considered to be payable to a unitholder in a taxation year if it is paid to the unitholder in the year by the Fund or if the unitholder is entitled in that year to enforce payment of the amount. The Manager has advised counsel that the net annual income (including net realized capital gains) of each Fund will be payable to unitholders each year to the extent necessary so that the Funds will not have any liability for tax under Part I of the Tax Act in any year, after taking into account any applicable losses of the Funds, and that the Manager therefore anticipates that there will be no tax payable by the Funds under Part I of the Tax Act.

Each Fund is required to compute its net income and net realized capital gains in Canadian dollars in accordance with the detailed rules in the Tax Act in that regard, and may, as a consequence, realize income or capital gains by virtue of changes in the value of the relevant foreign currency relative to the Canadian dollar.

On November 9, 2006, the Minister of Finance (Canada) released revised draft legislation (the “FIE Rules”) to make certain amendments to the Tax Act relating to the income tax treatment of investments by Canadian residents in “foreign investment entities” (“FIEs”). These proposals were most recently contained in Bill C-10, previously before Parliament. In general terms, the FIE Rules define an FIE as any non-resident entity where the carrying value of the entity’s “investment property” is more than one-half of the carrying value of all of the entity’s property unless its principal undertaking is the carrying on of a business that is not an “investment business”. The FIE Rules are proposed to apply to taxation years commencing after 2006.

Although there is a restriction against a Fund investing in foreign securities if significant income therefrom would be subject to the FIE Rules, it is possible that some or all of the investments that are now or will in the future be owned by the Funds will be subject to the FIE Rules. Generally speaking, where an investment made by a Fund is subject to the FIE Rules, the Fund will have an income inclusion determined by applying a prescribed rate of return to the Fund’s “designated cost” of the investment, unless the Fund is entitled to elect, and elects, to have a “mark-to-market” regime or an “accrual” regime apply to the investment. Under the mark-to-market regime, the Fund would generally be required to include (or deduct) in computing income the full amount of any increase (or decrease) in the value of the Fund’s investment on an annual basis and the full amount of any gain (or loss) realized on the disposition of the investment in the year of the disposition. In certain limited circumstances, any gain or loss determined under the mark-to-market regime will be treated as a capital gain or loss. Under the accrual regime, a Fund would be required to take into account in computing income its relevant share of the underlying income of the entity in which it has invested (whether or not cash distributions were received by the Fund), calculated in accordance with Canadian tax rules. In general, the Funds do not expect to be in a position to take advantage of such accrued treatment.

In general, a Fund will make payable to unitholders any amount required to be included in the Fund's income pursuant to the FIE Rules.

The Funds will be entitled for each taxation year throughout which they are mutual fund trusts to reduce (or receive a refund in respect of) its liability, if any, for tax on its net realized capital gains by an amount determined under the Tax Act based on the redemptions of units during the year ("capital gains refund"). In certain circumstances, the capital gains refund in a particular taxation year may not completely offset the tax liability of the Funds for such taxation year which may arise upon the sale of securities in connection with redemptions of units.

The Funds will be required to include in their income for each taxation year any dividends received (or deemed to be received) by them in such year on a security and all interest that accrues to them to the end of the year, or becomes receivable or is received by them before the end of the year, except to the extent that such interest was included in computing their income for a preceding taxation year.

With respect to an issuer that is a trust resident in Canada whose securities are included in the portfolio of a Fund and held as capital property for the purpose of the Tax Act, and that is not subject in a taxation year to the tax under the SIFT Rules, such Fund is required to include in the calculation of its income such portion of the net income and the taxable portion of net realized capital gains of such issuer as is paid or becomes payable to the Fund in the year, notwithstanding that certain of such amounts may be reinvested in additional securities of the issuer. Provided appropriate designations are made by the issuer, any net taxable capital gains realized by the issuer, foreign source income, and taxable dividends received by the issuer from taxable Canadian corporations that are paid or become payable to the funds will effectively retain their character as such in the hands of the Fund.

Such Fund is generally required to reduce the adjusted cost base of units of such issuer owned by the Fund to the extent that all amounts paid or payable in a year by the issuer to the Fund exceed the amounts included in the income of the Fund for the year plus the Fund's share of the non-taxable portion of capital gains of such issuer for the year, the taxable portion of which was designated in respect of the Fund. To the extent that the adjusted cost base of those units becomes a negative amount, the negative amount will be deemed to be a capital gain realized by the Fund and the Fund's adjusted cost base of such units will be increased by the same amount.

With respect to an issuer that is a limited partnership that is a "Canadian partnership" for the purposes of the Tax Act whose securities are included in the portfolio of a Fund and held as capital property for the purpose of the Tax Act, and that is not subject in a taxation year to the tax under the SIFT Rules, such Fund is required to include or, subject to certain restrictions, is entitled to deduct, in computing its income, its share of the net income or loss for tax purposes of the issuer allocated to the Fund for the fiscal period of the issuer ending in the Fund's taxation year, whether or not a distribution is received. In general, the adjusted cost base to the Fund of the securities of such an issuer at a particular time will be equal to the actual cost of such securities plus the share of the income of the issuer allocated to the Fund for fiscal years of the issuer ending before the particular time less the share of losses of the issuer allocated to the Fund for fiscal years of the issuer ending before the particular time, and less the Fund's share of any

distributions received from the issuer before the particular time. If the adjusted cost base to the Fund of the securities of such an issuer would otherwise become negative, such negative amount is deemed to be a capital gain realized by the Fund and the Fund's adjusted cost base of such securities is increased by the amount of such deemed capital gain.

Under the SIFT Rules, each issuer in the portfolio of a Fund that is a SIFT trust or SIFT partnership (which will generally include certain trusts, other than certain REITs, and certain partnerships, the units of which are listed or traded on a stock exchange or other public market) will be subject to a special tax in respect of (i) income from business carried on in Canada, and (ii) certain income (other than taxable dividends) and capital gains in respect of "non-portfolio properties" (collectively, the "Non-Portfolio Earnings"). The SIFT Rules provide that Non-Portfolio Earnings that are earned by a partnership that is a SIFT partnership, or are distributed by a trust that is a SIFT trust to its unitholders, will be taxed at a rate that is equivalent to the federal general corporate tax rate plus an amount on account of provincial tax. The SIFT Rules will generally not apply to taxation years of an issuer that end before 2011 where the issuer would have been a SIFT trust or a SIFT partnership on October 31, 2006 had the SIFT Rules been in force and applied to the issuer as of that date. In all other cases, the SIFT Rules will generally apply to the 2007 and later taxation years of a SIFT trust or SIFT partnership. In order to benefit from the deferral of the application of the SIFT Rules to 2011, a SIFT trust or SIFT partnership cannot undergo "undue expansion" as that term is defined in guidelines issued by the Minister of Finance (Canada) that are incorporated by reference in the Tax Act. The SIFT Rules stipulate that any Non-Portfolio Earnings that become payable by an issuer that is a SIFT trust, or that are allocated to partners in the case of a partnership that is a SIFT partnership, will generally be taxed as though they were a taxable dividend from a taxable Canadian corporation and will be deemed to be an "eligible dividend" subject to the enhanced gross-up and dividend tax credit rules in the Tax Act.

A Fund 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 that such foreign tax paid does not exceed 15% of such amount and has not been deducted in computing such Fund's income, the Fund may designate a portion of their foreign source income in respect of a unitholder 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 unitholder for the purposes of the foreign tax credit provisions of the Tax Act. To the extent that such foreign tax paid by the 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 the 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, including interest generally to the extent the borrowed funds are used to purchase investments. Any losses incurred by a Fund may not be allocated to unitholders but may generally be carried forward or back and deducted in computing the taxable income of such Fund in accordance with the detailed rules and limitations contained in the Tax Act (including the Proposed Amendments released by the Department of Finance on October 31, 2003 discussed below (the "October 31 Proposals")).

It is possible that, if the October 31 Proposals are enacted in the form currently proposed, the deduction of losses of the Funds in a particular taxation year could be limited. Under the October 31 Proposals, with effect for taxation years commencing after 2004, a taxpayer will have a loss for a taxation year from a particular source that is a business or property only if, in that year, it is reasonable to expect that the taxpayer will realize a cumulative profit from the business or property during the time that the taxpayer has carried on, and can reasonably be expected to carry on, the business or has held, and can reasonably be expected to hold, the property in taxation years commencing after 2004. Profit in this sense will not include capital gains. If the deduction of losses of the Funds was limited in a particular year, the taxable income of the Funds would be increased along with the taxable amount of distributions to Unitholders. The Minister of Finance (Canada) has announced that an alternative to the October 31 Proposals will be forthcoming.

Upon the actual or deemed disposition of a security in the portfolio of a Fund or other property held by such Fund as capital property, the Fund will realize a capital gain (or capital loss) to the extent that the proceeds of disposition exceed (or are exceeded by) the adjusted cost base of such asset and any reasonable costs of disposition.

One-half of the amount of any capital gain (a “taxable capital gain”) realized by a Fund in a taxation year on the disposition of securities or other capital property of such Fund must be included in computing the Fund’s income for the year, and one-half of the amount of any capital loss (an “allowable capital loss”) realized by such Fund in a taxation year may be deducted against any taxable capital gains realized by the Fund in the year. Any excess of allowable capital losses over taxable capital gains for a taxation year may be deducted against taxable capital gains realized by the Fund in any of the three preceding taxation years or in any subsequent taxation year to the extent and under the circumstances described in the Tax Act.

The Tax Act provides that in certain circumstances a trust (other than a trust that throughout the taxation year is a mutual fund trust) may become liable for alternative minimum tax for the taxation year. Provided that a Fund is and remains a mutual fund trust throughout each taxation year, the Fund will not be liable for alternative minimum tax under the Tax Act.

The Tax Act provides for a special tax on the designated income of certain trusts (other than mutual fund trusts) that have designated beneficiaries. This tax does not apply in a taxation year to a trust that was a mutual fund trust within the meaning of the Tax Act throughout the year. The Manager has advised counsel that it anticipates that each Fund will be a mutual fund trust under the Tax Act and, accordingly, so long as a Fund is and remains a mutual fund trust throughout the relevant taxation year, the Fund will not have any liability with respect to this special tax.

Taxation of Individual Unitholders

A unitholder that is an individual will be required to include in computing his or her income for purposes of the Tax Act the amount of any net income including net taxable capital gains of a Fund for each year (computed prior to the deduction of amounts payable to the unitholder for the year) and including any management fee rebates which is paid or payable (or considered to be payable, as discussed under “— *Taxation of the Fund*”) to the unitholder in such

year, whether such amount is reinvested in additional units of the Fund or paid to the unitholder in cash. The Declaration of Trust provides that the net annual income (including net realized capital gains) of the Funds after taking into account any applicable losses of the Funds will be paid to unitholders in the year and distributed to the extent and in the manner described under “— *Taxation of the Funds*”.

Because capital gains of a Fund are allocated only in the year that they are realized and income is distributed on a periodic basis, prospective purchasers acquiring units of the Fund may become taxable on unrealized gains and gains that have been realized or income that has been earned but not yet distributed by the Fund at the time the units were acquired.

Unitholders of a Fund will generally be subject to tax on any amount included in the Fund’s income under the FIE Rules and made payable to unitholders as described above under “— *Taxation of the Funds*”, regardless of whether the Fund paid the amount to unitholders in cash or in additional units. The Funds make no representation whatsoever as to whether their investments will be subject to the FIE Rules or as to the tax implications to unitholders under the FIE Rules of such investments.

In general, provided the appropriate designations are made by a Fund, unitholders will be subject to tax under the Tax Act on their allocated portion of dividends from taxable Canadian corporations, foreign source income and taxable capital gains of the Fund for a year in the same manner as if such amounts had been received directly by the unitholder. Accordingly, such amounts will generally retain their character and source for tax purposes, including determining a unitholder’s entitlement to the gross-up and dividend tax credit, including the enhanced gross-up and dividend tax credit rules in respect of eligible dividends paid by taxable Canadian corporations, and the foreign tax credit. In general terms, net income of a Fund paid or payable to a unitholder that is designated as taxable dividends from taxable Canadian corporations or as net realized taxable capital gains will also be taken into account in determining the unitholder’s liability, if any, for alternative minimum tax under the Tax Act.

A trust is permitted to deduct in computing its income for purposes of the Tax Act an amount less than the amount of its distributions in a year. This will enable a Fund to utilize losses from prior years in a particular year without affecting the ability of the Fund to distribute its income annually. Provided appropriate designations are made by a Fund, any amount distributed out of the Fund’s income (including net capital gains) but not deducted by the Fund will not be required to be included in the income of unitholders. However, unless such amount relates to the non-taxable portion of capital gains the taxable portion of which has been allocated to unitholders, such amount generally will reduce the adjusted cost base of the unitholders’ units. A Fund may also distribute amounts in excess of the Fund’s income (including net capital gains). Such excess distributions will not be included in the income of a unitholder but will, subject to the comments above, generally reduce the adjusted cost base per unit of the unitholder’s units. To the extent that the adjusted cost base of a unit would otherwise be less than zero, the negative amount will be deemed to be a capital gain realized by the unitholder from the disposition of the unit and the unitholder’s adjusted cost base will be increased by the amount of such deemed capital gain to zero.

Upon the redemption or other disposition of a unit, a unitholder will realize a capital gain (or a capital loss) to the extent that the proceeds of disposition of the unit, net of any reasonable expenses of disposition (including redemption fees), exceed (or are exceeded by) the unitholder's adjusted cost base of the unit as determined for the purposes of the Tax Act. One-half of any capital gains realized by an individual will be included in computing the income of the individual as taxable capital gains and one-half of any capital losses sustained may be deducted as allowable capital losses against taxable capital gains in accordance with the provisions of the Tax Act. The non-taxable portion of capital gains realized by a unitholder will be taken into account in determining the unitholder's liability, if any, for alternative minimum tax under the Tax Act.

Upon any exchange of units in any Fund for units of another Fund, the units of the first Fund will be redeemed and the amount paid on the redemption will be paid to purchase units of the other Fund. For the purpose of computing a unitholder's capital gain or capital loss on units redeemed (including on an exchange), the proceeds of disposition will be determined as the amount paid on the redemption.

Units Held by Registered Plans

Assuming a Fund qualifies as a "mutual fund trust" under the Tax Act, units of the Funds will be qualified investments for Registered Plans. The proceeds of redemption of units and amounts of income including net capital gains distributed by a Fund to Registered Plans are generally not taxable while retained by such Registered Plans. Investors are urged to consult with their own tax advisors regarding the implications of establishing, maintaining, amending, terminating or withdrawing amounts from a Registered Plan under the Tax Act.

Investors are responsible for complying with the relevant income tax legislation in acquiring or holding units through a Registered Plan and the Funds assume no liability to such persons as a result of making units of such Fund available for investment.

Material Contracts

The only material contracts entered into by the Funds prior to the date of this annual information form and in effect on this date are the following:

1. **The Declaration of Trust.** As noted above, the Manager acts as manager and trustee of the Funds under the Declaration of Trust.

The Manager's duties include maintaining accounting records for the Funds; authorizing the payment of operating expenses incurred on behalf of the Funds; allocating operating expenses; calculating the amount and determining the frequency of distributions by the Funds; preparing financial statements, income tax returns and financial and accounting information as required by the Funds; ensuring that unitholders are provided with financial statements, management reports of fund performance and other reports as are required from time to time by applicable laws; ensuring that the Funds comply with regulatory requirements including the continuous disclosure requirements of the Funds under applicable securities laws; preparing the Funds' reports to unitholders and to the CSA; dealing and communicating with unitholders; and negotiating contracts with third-party providers of services, including, but not limited to,

custodians, sub-advisors, transfer agents, accountants, auditors and printers. The Manager provides office facilities and personnel to carry out these services, together with clerical services which are not furnished by the custodian, registrar or other service provider of the Fund.

Pursuant to the Declaration of Trust, the Manager 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 care, diligence and skill of a reasonably prudent professional portfolio manager in the circumstances. The Declaration of Trust provides that the Manager will not be liable in any way for any default, failure or defect in any of the securities in the portfolio or otherwise be liable to the Funds if it has met this standard of care. The Manager may, however, incur liability in cases of wilful misconduct, bad faith, negligence or other breach by it of its standard of care under the Declaration of Trust. The Manager and each of its directors, officers, employees and agents will be indemnified out of the assets of a Fund in respect of legal fees, judgements and amounts paid in settlement, actually and reasonably incurred by the Manager, in connection with the services it provides under the Declaration of Trust, if those fees, judgements and amounts paid in settlement were not incurred as a result of a breach by the Manager of the standard of care described above, and if the Fund has reasonable grounds to believe that the action or inaction that caused the payment of the fees, judgements and amounts paid in settlement was in the best interests of the Fund. A similar indemnity is provided to the Manager in respect of the Administration Agreement.

Unless the Manager becomes bankrupt or insolvent or ceases to be resident in Canada for the purposes of the Tax Act, the Manager will continue as manager of a Fund until the termination of the Fund.

2. **The Custodian Agreement.** As noted above, State Street Trust Company Canada has been retained by the Manager to act as the Custodian of the assets of the Funds. This agreement may be terminated by either party on not less than 90 days' notice, and in certain other circumstances.

3. **The Investment Advisory Agreement.** The Manager has entered into an agreement with the Funds to provide investment management services. This agreement may be terminated by either party with 60 days' written notice to each other.

4. **The Investment Sub-Advisory Agreement.** As noted above, the Manager has entered into an agreement with Natcan pursuant to which Natcan has been retained to provide investment management services to the Pro Money Market Fund.

In this agreement, Natcan covenants to act at all times on a basis which is fair and reasonable to the Fund, to act honestly and in good faith with a view to the best interests of the Fund and, in connection therewith, to exercise the degree of care, diligence and skill that a reasonably prudent portfolio adviser would exercise in the circumstances. The agreement provides that Natcan will not be liable in any way for any default, failure or defect in any of the securities comprising the Fund's portfolio if it has satisfied the duties and the standard of care, diligence and skill set forth above. The agreement also requires that Natcan and its officers, directors and employees be indemnified out of the assets of the Fund in respect of legal fees, judgements and amounts paid in settlement, actually and reasonably incurred by Natcan in

connection with the services it provides under this agreement, if those fees, judgements and amounts paid in settlement were not incurred as a result of a breach by Natcan of the standard of care described above, and if the Fund has reasonable grounds to believe that the action or inaction that caused the payment of the fees, judgements and amounts paid in settlement was in the best interests of the Fund. The Manager may terminate this agreement upon 60 days' notice to Natcan; in the event that Natcan is in material breach of the agreement; or upon certain events of bankruptcy or insolvency. Natcan has similar termination rights.

5. **The Licence Agreement with FTSE.** The five Pro-Index Funds are designed to replicate the performance of a specified index developed by FTSE International Limited ("FTSE"), and in order to be permitted to do so the Manager entered into an index licence agreement with FTSE effective June 20, 2006. This agreement is for a term of five years and will expire automatically unless the parties then agree to extend the agreement on terms then to be agreed. The Funds are responsible for paying fees to FTSE under this agreement.

Auditors' Consent

Pro FTSE RAFI Canadian Index Fund
Pro FTSE RAFI US Index Fund
Pro FTSE RAFI Global Index Fund
Pro FTSE RAFI Hong Kong China Index Fund
Pro FTSE RAFI Emerging Markets Index Fund
Pro Money Market Fund
(collectively the "Funds")

We have read the simplified prospectus and annual information form dated October 30, 2009, relating to the sale and issue of units of the Funds. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use, through incorporation by reference in the above-mentioned simplified prospectus, of our report dated March 26, 2009 to the unitholders of each of the Funds on the following financial statements for each of the Funds:

- Statement of net assets as at December 31, 2008 and 2007.
- Statement of investment portfolio as at December 31, 2008.
- Statements of operations and changes in net assets for the year ended December 31, 2008 and period from January 3, 2007 (date of inception) to December 31, 2007 for all of the Funds except Pro FTSE RAFI Emerging Markets Index Fund.
- For Pro FTSE RAFI Emerging Markets Index Fund: Statements of operations and changes in net assets for the year ended December 31, 2008 and period from November 6, 2007 (date of inception) to December 31, 2007.

Toronto, Canada
October 30, 2009

(Signed) KPMG LLP
Chartered Accountants
Licensed Public Accountants

Certificate of the Funds

DATED the 30th day of October, 2009.

This annual information form, together with the simplified prospectus required to be sent or delivered to a purchaser during the currency of this annual information form and the documents incorporated by reference into the simplified prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus as required by the securities legislation of each of the provinces of Canada and do not contain any misrepresentations.

(signed) Stuart M. McKinnon
President and Chief Executive Officer of
Pro-Financial Asset Management Inc., the
trustee of the Funds

(signed) John Farrell
Senior Vice-President, Chief Investment
Officer and Chief Compliance Officer, acting
in the capacity of Chief Financial Officer of
Pro-Financial Asset Management Inc., the
trustee of the Funds

On behalf of the Board of Directors of
Pro-Financial Asset Management Inc.,
the trustee of the Funds

(signed) Stuart M. McKinnon
Director

(signed) Zora Atlija
Director

(signed) John Farrell
Director

Certificate of the Manager

DATED the 30th day of October, 2009.

This annual information form, together with the simplified prospectus required to be sent or delivered to a purchaser during the currency of this annual information form and the documents incorporated by reference into the simplified prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus as required by the securities legislation of each of the provinces of Canada and do not contain any misrepresentations.

(signed) Stuart M. McKinnon
President and Chief Executive Officer of
Pro-Financial Asset Management Inc., the
Manager of the Funds

(signed) John Farrell
Senior Vice-President, Chief Investment
Officer and Chief Compliance Officer, acting
in the capacity of Chief Financial Officer of
Pro-Financial Asset Management Inc., the
Manager of the Funds

On behalf of the Board of Directors of
Pro-Financial Asset Management Inc.,
the Manager of the Funds

(signed) Stuart M. McKinnon
Director

(signed) Zora Atlija
Director

(signed) John Farrell
Director

Certificate of the Promoter

DATED the 30th day of October, 2009.

This annual information form, together with the simplified prospectus required to be sent or delivered to a purchaser during the currency of this annual information form and the documents incorporated by reference into the simplified prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus as required by the securities legislation of each of the provinces of Canada and do not contain any misrepresentations.

(signed) Stuart M. McKinnon
President and Chief Executive Officer of
Pro-Financial Asset Management Inc., the
promoter of the Funds

(signed) John Farrell
Senior Vice-President, Chief Investment
Officer and Chief Compliance Officer, acting
in the capacity of Chief Financial Officer of
Pro-Financial Asset Management Inc., the
promoter of the Funds

On behalf of the Board of Directors of
Pro-Financial Asset Management Inc.,
the promoter of the Funds

(signed) Stuart M. McKinnon
Director

(signed) Zora Atlija
Director

(signed) John Farrell
Director

Pro-Financial Fund Family

Consisting of the Pro-Index Funds:

Pro FTSE RAFI Canadian Index Fund

Pro FTSE RAFI US Index Fund

Pro FTSE RAFI Global Index Fund

Pro FTSE RAFI Hong Kong China Index Fund

Pro FTSE RAFI Emerging Markets Index Fund

and the

Pro Money Market Fund

Additional information about the Funds is available in the Funds' management reports of fund performance and financial statements. You can get a copy of these documents at no cost by calling the Manager at 905-815-6900 or toll-free at 1-877-566-5145, or from the dealer who is selling units to you. These documents are also available on the Manager's website at www.pro-financial.ca.

These documents and other information about the Funds, such as information circulars and material contracts, are also available through SEDAR (the System for Electronic Document Analysis and Retrieval) at www.sedar.com.