

AMENDING AGREEMENT

THIS AGREEMENT made of this 12th day of April, 2024.

BETWEEN:

PURPOSE FUND CORP., a company incorporated
under the laws of Ontario

(hereinafter referred to as the “**Company**”)

- and -

PURPOSE INVESTMENTS INC., a company incorporated
under the laws of Ontario;

(hereinafter referred to as the “**Manager**”)

WHEREAS the Company and the Manager are parties to a Management Agreement dated August 8, 2013, as amended (the “**Management Agreement**”);

AND WHEREAS the Company and the Manager wish to amend Schedule B and C to the Management Agreement in order to update certain information in Schedule B and Schedule C of the Management Agreement;

AND WHEREAS pursuant to Section 16.6 of the Management Agreement the parties have agreed to amend the Management Agreement;

NOW THEREFORE in consideration of the covenants and agreements contained herein and other good and valuable consideration (the receipt and adequacy of which are hereby mutually acknowledged):

1. Schedules B and C to the Management Agreement are hereby deleted in their entirety and replaced with Schedules B and C attached hereto in order to update the date of the offering document of certain of the funds;
2. This amendment shall form part of the Management Agreement with effect as and from the date hereof.
3. Except as expressly set forth herein, the Management Agreement remains unamended and in full force and effect, all in accordance with its terms.
4. This amending agreement shall be governed by and construed in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein.

5. This amending agreement may be executed and delivered by facsimile or other electronic means, which when so executed and delivered shall be deemed an original.

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IN WITNESS WHEREOF the parties hereto have executed this Agreement as of the date first above written.

PURPOSE INVESTMENTS INC.

By: “Vladimir Tasevski”

Name: Vladimir Tasevski

Title: Head of Asset Management,
Institutions and Investors

PURPOSE FUND CORP.

By: “Som Seif”

Name: Som Seif

Title: President, Chief Executive Officer
and Chairman of the Board of Directors

SCHEDULE B**LIST OF FUNDS****EFFECTIVE AS OF APRIL 12, 2024**

Purpose Fund	Annual Management Fee (% of NAV of the applicable series of shares)
Purpose Core Dividend Fund	
Series A	1.55%
Series F	0.55%
Series I	as negotiated with the Manager; up to 0.55%
Series XA	1.55%
Series XF	0.55%
Series XUA	1.55%
Series XUF	0.55%
Series P	0.80%
ETF Shares	0.55%
Purpose Tactical Hedged Equity Fund	
Series A	1.80%
Series F	0.80%
Series XA	1.80%
Series XF	0.80%
Series A Non-Currency Hedged Shares	1.80%
Series F Non-Currency Hedged Shares	0.80%
Series XA Non-Currency Hedged Shares	1.80%
Series XF Non-Currency Hedged Shares	0.80%
ETF Shares	0.80%
ETF Non-Currency Hedged Shares	0.80%
Purpose Monthly Income Fund	
Series A	1.55%
Series F	0.55%
Series XA	1.55%
Series XF	0.55%
ETF Shares	0.55%

Purpose Fund	Annual Management Fee (% of NAV of the applicable series of shares)
Purpose Total Return Bond Fund Series A Series F Series XA Series XF ETF Shares	0.95% 0.45% 0.95% 0.45% 0.45%
Purpose Best Ideas Fund Series A Series F Series I Series XA Series XF Series XUA Series XUF Series A Non-Currency Hedged Shares Series F Non-Currency Hedged Shares Series XA Non-Currency Hedged Shares Series XF Non-Currency Hedged Shares Series XUA Non-Currency Hedged Shares Series XUF Non-Currency Hedged Shares ETF Shares ETF shares (non-currency hedged)	1.65% 0.65% as negotiated with the Manager; up to 0.65% 1.65% 0.65% 1.65% 1.65% 1.65% 0.65% 1.65% 0.65% 1.65% 0.65% 0.65% 0.65%
Purpose Real Estate Income Fund ETF shares Series A shares Series F shares Series I shares Series XA shares Series XF shares	0.65% 1.65% 0.65% as negotiated with the Manager; up to 0.65% 0.65% 0.65%
Stonecastle Canadian Equity Growth Fund Series A Shares Series F Shares	2.50% 1.50%
Stonecastle Canadian Income Growth Fund Series A Shares Series F Shares	2.25% 1.25%
Purpose Tactical Asset Allocation Fund Series A shares Series F shares Series I shares Series TA5 shares Series TF5 shares Series XA shares Series XF shares Series XUF shares	1.75% 0.75% as negotiated with the Manager; up to 0.75% 1.75% 0.75% 1.75% 0.75% 0.75%

ETF shares	0.75%
U.S. dollar denominated ETF non-currency hedged shares	0.75%
Purpose Core Equity Income Fund	
Series A shares	2.00%
Series F shares	1.00%
Series I shares	as negotiated with the Manager; up to 1.00%
ETF shares	1.00%
Purpose Diversified Real Asset Fund	
ETF shares	0.60%
Series A shares	1.60% (including a service fee of 1.00%)
Series F shares	0.60%
Series I shares	as negotiated with the Manager; up to 0.60%
Series XA shares	1.60%
Series XF shares	0.60%
Purpose Structured Equity Yield Plus Fund	
Series A Shares	1.65%
Series F Shares	0.65%
Series I Shares	as negotiated with the Manager; up to 0.65%
Purpose International Tactical Hedged Equity Fund	
ETF shares	0.80%
Series A shares	1.80%
Series F shares	1.80%
Series XA shares	1.80%
Series XF shares	0.80%
Purpose Premium Money Market Fund	
Series A shares	0.50%
Series F shares	0.25%
Series XF shares	0.25%
Purpose Canadian Financial Income Fund	
ETF shares	0.55%
Series A shares	1.55%
Series F shares	0.55%
Series XF shares	0.55%
Purpose Conservative Income Fund	
ETF shares	0.55%
Series A shares	1.55%
Series F shares	1.55%
Series XA shares	1.55%
Series XF shares	0.55%
Series XUA shares	1.55%
Series XUF shares	0.55%
Purpose Premium Yield Fund	
ETF shares	0.60%
ETF non-currency hedged shares	0.60%
U.S. dollar denominated ETF non-currency hedged shares	0.60%
Series A shares	1.60%
Series A non-currency hedged shares	1.60%
Series F shares	0.60%
Series F non-currency hedged shares	0.60%
Series XA shares	1.60%

Series XF shares	0.60%
Series XUA shares	1.60%
Series XUF shares	0.85%
Series P shares	0.85%
Purpose Enhanced Dividend Fund	
ETF shares	0.65%
Series A shares	1.65%
Series F shares	0.65%
Series XA shares	1.65%
Series XF shares	0.65%
Series XUF shares	0.65%
Purpose Tactical Thematic Fund	
ETF shares	0.50%
Series A shares	1.50%
Series F shares	0.50%
Series I shares	As negotiated with the Manager; up to 0.50%
Series XA shares	1.50%
Series XF shares	0.50%
Series XUF shares	0.50%

SCHEDULE C

TRAILING COMMISSION

EFFECTIVE AS OF APRIL 12, 2024

The respective fund's investment objectives and investment strategies are as disclosed in the offering document listed beside each fund name below.

Purpose Fund	Service Fee (% of NAV of the applicable series of shares)
Purpose Core Dividend Fund	
Series A	1.00%
Series XUA	1.00%
Purpose Tactical Hedged Equity Fund	
Series A	1.00%
Series XA	1.00%
Series XUA	1.00%
Series A Non-Currency Hedged Shares	1.00%
Series XA Non-Currency Hedged Shares	1.00%
Series XUA Non-Currency Hedged Shares	1.00%
Purpose Monthly Income Fund	
Series A	1.00%
Series XA	1.00%
Purpose Total Return Bond Fund	
Series A	0.50%
Series XA	0.50%
Purpose Diversified Real Asset Fund	
Series A	1.00%
Series XA	1.00%
Purpose Best Ideas Fund	
Series A	1.00%
Series XA	1.00%
Series XUA	1.00%
Series A Non-Currency Hedged Shares	1.00%
Series XA Non-Currency Hedged Shares	1.00%
Series XUA Non-Currency Hedged Shares	1.00%
Purpose Real Estate Income Fund	
Series A shares	1.00%
Series XA shares	1.00%
Stonecastle Canadian Equity Growth Fund	
Series A Shares	1.00%
Series F Shares	1.00%
Stonecastle Canadian Income Growth Fund	

Series A Shares	1.00%
Series F Shares	1.00%
Purpose Tactical Asset Allocation Fund	
Series A shares	1.00%
Series TA5 shares	1.00%
Series XA shares	1.00%
Purpose Core Equity Income Fund	
Series A shares	1.00%
Purpose Diversified Real Asset Fund	
Series A shares	1.00%
Series XA shares	1.00%
Purpose Structured Equity Yield Plus Fund	
Series A Shares	1.00%
Series F Shares	0.20%
Purpose International Tactical Hedged Equity Fund	
Series A shares	1.00%
Series XA shares	1.00%
Purpose Premium Money Market Fund	
Series A shares	0.25%
Purpose Canadian Financial Income Fund	
Series A shares	1.00%
Purpose Conservative Income Fund	
Series A shares	1.00%
Series XA shares	1.00%
Series XUA shares	1.00%
Purpose Premium Yield Fund	
Series A shares	1.00%
Series A non-currency hedged shares	1.00%
Series XA shares	1.00%
Series XUA shares	1.00%
Purpose Enhanced Dividend Fund	
Series A shares	1.00%
Series XA shares	1.00%
Purpose Tactical Thematic Fund	
Series A shares	1.00%
Series XA shares	1.00%