

This prospectus supplement together with the short form base shelf prospectus to which it relates dated September 22, 2017, as amended or supplemented, and each document incorporated or deemed to be incorporated by reference herein and in the short form base shelf prospectus, as amended or supplemented, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

Information has been incorporated by reference in this prospectus supplement and the accompanying short form base shelf prospectus dated September 22, 2017 from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Life & Banc Split Corp. at its head office located at Bay Wellington Tower, Brookfield Place, 181 Bay Street, Suite 2930, P.O. Box 793, Toronto, Ontario M5J 2T3, or by calling 1-866-642-6001, and are also available electronically at [www.sedar.com](http://www.sedar.com).

New Issue

**PROSPECTUS SUPPLEMENT**  
**(To a Short Form Base Shelf Prospectus dated September 22, 2017)**

March 28, 2019

**BROMPTON**



**LIFE & BANC SPLIT CORP.**

**\$25,495,660 (Maximum)**

**Up to 1,408,600 Preferred Shares and 1,408,600 Class A Shares**

This prospectus supplement (this “Prospectus Supplement”), together with the short form base shelf prospectus dated September 22, 2017, qualifies the distribution of up to 1,408,600 preferred shares (the “Preferred Shares”) and up to 1,408,600 class A shares (the “Class A Shares”) of Life & Banc Split Corp. (the “Company”) at a price of \$10.00 per Preferred Share and \$8.10 per Class A Share (the “Offering”). The Company is a mutual fund corporation incorporated under the laws of the Province of Ontario.

The Company invests, on an approximately equally weighted basis, in a portfolio (the “Portfolio”) consisting of common shares of the six largest Canadian banks and the four major publicly traded Canadian life insurance companies. As of March 28, 2019, the Portfolio consists of common shares of the following Canadian banks and Canadian life insurance companies:

The Bank of Nova Scotia	Royal Bank of Canada
National Bank of Canada	Industrial Alliance Insurance and Financial Services Inc.
The Toronto-Dominion Bank	Great-West Lifeco Inc.
Canadian Imperial Bank of Commerce	Manulife Financial Corporation
Bank of Montreal	Sun Life Financial Inc.

The Preferred Shares and the Class A Shares are listed for trading on the Toronto Stock Exchange (the “TSX”) under the symbols “LBS.PR.A” and “LBS”, respectively. On March 27, 2019, the closing price on the TSX of the Preferred Shares was \$10.17 and of the Class A Shares was \$8.15. The most recently calculated NAV per Unit (as defined herein) prior to the pricing of the Offering on March 25, 2019 was \$17.44. The TSX has conditionally approved the listing of the Preferred Shares and Class A Shares offered hereby. Listing will be subject to the Company fulfilling all of the listing requirements of the TSX on or before June 26, 2019.

**Prices: \$10.00 per Preferred Share**  
**\$8.10 per Class A Share**

	Price to the Public <sup>(1)</sup>	Agents' Fee	Net Proceeds to the Company <sup>(2)</sup>
Per Preferred Share . . . . .	\$10.00	\$0.3000	\$9.70
Total Maximum Offering <sup>(3)(4)</sup> . . . . .	\$14,086,000	\$422,580	\$13,663,420
Per Class A Share . . . . .	\$8.10	\$0.3645	\$7.74
Total Maximum Offering <sup>(3)(4)</sup> . . . . .	\$11,409,660	\$513,435	\$10,896,225

**Notes:**  
(1) The Offering prices were established by negotiation between the Company and the Agents (as defined herein). The Offering price per Unit (as defined herein) is equal to or exceeds the most recently calculated NAV per Unit as at March 25, 2019 (as adjusted for dividends and certain expenses accrued or payable prior to or upon closing of the Offering, plus the per Unit Agents' fee and the expenses of the Offering.

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- (2) Before deducting the expenses of the Offering which are estimated to be \$165,000. Such expenses, together with the Agents' fee, will be paid out of the proceeds of the Offering, provided however that the expenses of the Offering to be borne by the Company shall not exceed 1.5% of the gross proceeds of the Offering. Any such excess expenses shall be paid for by Brompton Funds Limited, the manager of the Company. As a result of the priority of the Preferred Shares, the expenses of the Offering will effectively be borne by holders of the Class A Shares (for so long as the NAV per Unit exceeds the Preferred Share Offering price plus accrued and unpaid distributions thereon) and the net asset value per Class A Share will reflect the expenses of the Offering of both the Preferred Shares and Class A Shares.
- (3) **There is no minimum amount of funds that must be raised under this Offering. This means that the Company could complete this Offering after raising only a small portion of the offering amount set out above.**
- (4) The Company has granted the Agents an option (the "Over-Allotment Option"), exercisable for a period of 30 days from the closing of the Offering, to purchase up to an additional 15% of the number of Preferred Shares and Class A Shares issued at the closing of the Offering on the same terms as set forth above, which additional Preferred Shares and Class A Shares are qualified for sale under this prospectus supplement. If the Over-Allotment Option is exercised in full, the total price to the public under the Offering will be \$29,320,009, the Agents' fee will be \$1,076,417 and the net proceeds to the Company, before expenses of the Offering, will be \$28,243,592. A purchaser who acquires Preferred Shares or Class A Shares forming part of the Agents' over-allocation position acquires such shares under this prospectus supplement, regardless of whether the Agents' over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. See "*Plan of Distribution*".

The following table sets forth certain terms of the Over-Allotment Option, including the maximum size, the exercise period and the exercise price:

<u>Agents' Position</u>	<u>Maximum Size</u>	<u>Exercise Period</u>	<u>Exercise Price</u>
Over-Allotment Option . . . .	211,290 Preferred Shares	Within 30 days of Closing	\$10.00 per Preferred Share
Over-Allotment Option . . . .	211,290 Class A Shares	Within 30 days of Closing	\$8.10 per Class A Share

RBC Dominion Securities Inc., CIBC World Markets Inc., National Bank Financial Inc., Scotia Capital Inc., BMO Nesbitt Burns Inc., TD Securities Inc., Canaccord Genuity Corp., GMP Securities L.P., Raymond James Ltd., Echelon Wealth Partners Inc., Industrial Alliance Securities Inc., Desjardins Securities Inc. and Mackie Research Capital Corporation (collectively, the "Agents") conditionally offer the Preferred Shares and the Class A Shares, subject to prior sale, on a best efforts basis, if, as and when issued by the Company and accepted by the Agents in accordance with the conditions contained in the Agency Agreement and subject to the approval of certain legal matters by Osler, Hoskin & Harcourt LLP, on behalf of the Company, and Stikeman Elliott LLP, on behalf of the Agents. Subject to applicable laws, in connection with the distribution of the Preferred Shares and the Class A Shares, the Agents may over-allot or effect transactions as described under "*Plan of Distribution*".

An investment in the Preferred Shares or the Class A Shares involves a degree of risk. It is important for prospective investors to consider the risk factors described in this Prospectus Supplement and the short form base shelf prospectus. See "*Risk Factors*".

Subscriptions will be received for the Preferred Shares and Class A Shares offered hereby, subject to rejection or allotment in whole or in part, and the right is reserved to close the subscription books at any time without notice. Closing of the Offering is expected to take place on April 4, 2019 but in any event no later than April 30, 2019. A purchaser of Preferred Shares or Class A Shares will receive only a customer confirmation from the registered dealer who is a CDS participant and from or through whom the Preferred Shares or Class A Shares are purchased.

## TABLE OF CONTENTS

### PROSPECTUS SUPPLEMENT

GLOSSARY OF TERMS.....	1
IMPORTANT NOTICE ABOUT INFORMATION IN THIS PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING SHORT FORM BASE SHELF PROSPECTUS .....	4
FORWARD LOOKING STATEMENTS .....	4
ELIGIBILITY FOR INVESTMENT.....	4
DOCUMENTS INCORPORATED BY REFERENCE .....	4
THE COMPANY .....	6
INVESTMENT OVERVIEW .....	8
CONSOLIDATED CAPITALIZATION .....	9
USE OF PROCEEDS.....	10
DESCRIPTION OF THE SHARES OF THE COMPANY.....	10
DISTRIBUTION HISTORY .....	14
EARNINGS COVERAGE RATIOS .....	14
TRADING PRICES AND VOLUMES .....	14
PLAN OF DISTRIBUTION.....	15
CANADIAN FEDERAL INCOME TAX CONSIDERATIONS.....	16
RISK FACTORS.....	20
INTEREST OF EXPERTS.....	20
TRANSFER AGENT AND REGISTRAR, CUSTODIAN, SECURITIES LENDING AGENT AND AUDITOR.....	20
PURCHASERS' STATUTORY RIGHTS .....	20
CERTIFICATE OF THE AGENTS .....	C-1

### PROSPECTUS

GLOSSARY OF TERMS .....	1
FORWARD LOOKING STATEMENTS.....	4
DOCUMENTS INCORPORATED BY REFERENCE .....	4
THE COMPANY .....	6
INVESTMENT OVERVIEW .....	8
DESCRIPTION OF THE SHARES OF THE COMPANY .....	10
DESCRIPTION OF SHARE CAPITAL .....	13
DISTRIBUTION HISTORY.....	13
USE OF PROCEEDS.....	14
PLAN OF DISTRIBUTION .....	14
ORGANIZATION AND MANAGEMENT OF THE COMPANY .....	14
RISK FACTORS.....	15
FEES AND EXPENSES .....	19
LEGAL MATTERS .....	19
PURCHASERS' STATUTORY RIGHTS.....	20
CERTIFICATE OF THE COMPANY AND THE MANAGER .....	C-1

## GLOSSARY OF TERMS

In this Prospectus Supplement, the following terms have the meanings set forth below, unless otherwise indicated. Unless otherwise indicated, all references to dollar amounts in this Prospectus Supplement are to Canadian dollars.

“**1933 Act**” means the United States *Securities Act of 1933*, as it may be amended from time to time.

“**Agents**” means collectively, RBC Dominion Securities Inc., CIBC World Markets Inc., National Bank Financial Inc., Scotia Capital Inc., BMO Nesbitt Burns Inc., TD Securities Inc., Canaccord Genuity Corp., GMP Securities L.P., Raymond James Ltd., Echelon Wealth Partners Inc., Industrial Alliance Securities Inc., Desjardins Securities Inc. and Mackie Research Capital Corporation.

“**Annual Retraction Date**” means the second last Business Day of November of each year. The Annual Retraction Date will not apply in any year in which a special retraction right has been exercised.

“**Banks**” has the meaning given to such term under “*Investment Overview*”.

“**Board of Directors**” means the Company’s board of directors.

“**Business Day**” means any day on which the TSX is open for business.

“**cash equivalents**” means, and for the purposes of “cash cover” and “cash covered put option”, “cash” as used therein means:

- (a) cash on deposit at the Custodian;
- (b) an evidence of indebtedness that has a remaining term to maturity of 365 days or less and that is issued, or fully and unconditionally guaranteed as to principal and interest, by:
  - (i) any of the federal or provincial Governments of Canada;
  - (ii) the Government of the United States; or
  - (iii) a Canadian financial institution;provided that, in the case of (ii) and (iii), such evidence of indebtedness has a rating of at least R-1 (mid) by DBRS or the equivalent rating from another designated rating organization; or
- (c) other cash cover as defined in NI 81-102.

“**CDS**” means CDS Clearing and Depository Services Inc.

“**CDS Participants**” means participants in CDS.

“**Class A Shares**” means the class A shares of the Company.

“**Class J Shares**” means the class J shares of the Company.

“**Closing Date**” means April 4, 2019 or such other date as may be agreed to by the Company and the Agents, but in any event no later than April 30, 2019.

“**Company**” means Life & Banc Split Corp., a mutual fund corporation incorporated under the laws of the Province of Ontario.

“**CRA**” means the Canada Revenue Agency.

“**Custodian**” means CIBC Mellon Trust Company, in its capacity as custodian under the Custodial Services Agreement, as appointed from time to time by the Company.

“**DBRS**” means DBRS Limited.

“**Investment Guidelines**” means the investment guidelines of the Company described under “*The Company – Investment Guidelines*” in this Prospectus Supplement.

“**Investment Objectives**” means the investment objectives of the Company described under “*The Company – Investment Objectives*” in this Prospectus Supplement.

“**Investment Restrictions**” means the investment restrictions of the Company, including without limitation those described under “*The Company – Investment Restrictions*” in this Prospectus Supplement.

“**Lifecos**” has the meaning given to such term under “*Investment Overview*”.

“**Manager**” means Brompton Funds Limited, in its capacity as manager of the Company, or if applicable, its successor.

“**Maturity Date**” means October 30, 2023, subject to extension for successive terms of up to five years as determined by the Board of Directors. See “*The Company – Maturity Date*”.

“**Minister**” means the Minister of Finance (Canada).

“**NAV**” means net asset value.

“**NAV per Unit**” means the NAV of the Company divided by the number of Units then outstanding.

“**NAV of the Company**” means (i) the aggregate value of the assets of the Company, less (ii) the aggregate value of the liabilities of the Company (the Preferred Shares will not be treated as liabilities for these purposes), including any distributions declared and not paid that are payable to Shareholders on or before such date, less (iii) the stated capital of the Class J Shares (\$100) as described in the current annual information form of the Company.

“**NI 81-102**” means National Instrument 81-102 – *Investment Funds*.

“**NI 81-106**” means National Instrument 81-106 – *Investment Fund Continuous Disclosure*.

“**Offering**” means the offering of up to 1,408,600 Preferred Shares and 1,408,600 Class A Shares as contemplated in this Prospectus Supplement.

“**Over-Allotment Option**” means the over-allotment option granted to the Agents by the Company described under “*Plan of Distribution*” in this Prospectus Supplement.

“**Preferred Shares**” means the preferred shares of the Company.

“**Portfolio**” means the Company’s investment portfolio.

“**Proposed Amendments**” means all specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister prior to the date hereof.

“**Prospectus**” means the short form base shelf prospectus of the Company dated September 22, 2017, as amended or supplemented.

“**Prospectus Supplement**” means this prospectus supplement of the Company dated March 28, 2019, as amended.

“**Rebalancing Criteria**” means the Rebalancing Criteria of the Company described in the Company’s most recent

annual information form.

“**Retraction Date**” means the second last Business Day of a month.

“**Retraction Notice**” means a notice delivered by a CDS Participant to CDS (at its office in Toronto) on behalf of a Shareholder who desires to exercise his or her retraction privileges.

“**Retraction Payment Date**” means the date that is on or before the tenth Business Day in the month following a Retraction Date or Annual Retraction Date, as applicable.

“**Shareholder**” means a holder of a Class A Share or a Preferred Share.

“**Tax Act**” means the *Income Tax Act* (Canada) as the same may be amended from time to time.

“**TSX**” means the Toronto Stock Exchange.

“**Unit**” means a notional unit consisting of one Preferred Share and one Class A Share. The number of Units outstanding at any time will be equal to the sum of the number of Preferred Shares and Class A Shares then outstanding divided by two.

“**United States**” means the United States of America, its territories and possessions.

“**U.S. person**” has the meaning given to such term in Regulation S under the 1933 Act.

“**volatility**” means, in respect of the price of a security, a numerical measure of the tendency of the price to vary over time.

## **IMPORTANT NOTICE ABOUT INFORMATION IN THIS PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING SHORT FORM BASE SHELF PROSPECTUS**

This document is in two parts. The first part is the Prospectus Supplement, which describes certain terms of the Preferred Shares and Class A Shares the Company is offering and also adds to and updates certain information contained in the Prospectus and the documents incorporated by reference herein and therein. The second part is the Prospectus, which provides more general information. The accompanying short form base shelf prospectus is referred to as the “Prospectus” in this Prospectus Supplement.

If the description of the Preferred Shares and Class A Shares varies between this Prospectus Supplement and the Prospectus, you should rely on the information in this Prospectus Supplement.

### **FORWARD LOOKING STATEMENTS**

Certain of the statements contained in this Prospectus Supplement may be forward-looking statements. The use of words such as “may,” “will,” “should,” “could,” “anticipate,” “believe,” “expect,” “intend,” “plan,” “potential,” “continue” and similar expressions have been used to identify these forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in the forward-looking statements including, but not limited to, changes in general economic and market conditions and other risk factors. Although Brompton Funds Limited (the “Manager”) believes the expectations reflected in the forward-looking statements are reasonable, no assurance can be given that actual results will be consistent with these expectations and forward-looking statements. Potential subscribers should not place undue reliance on forward-looking statements. These forward-looking statements are made as of the date hereof and the Company and the Manager assume no obligation to update or revise them to reflect new events or circumstances except as may be required by applicable law.

### **ELIGIBILITY FOR INVESTMENT**

In the opinion of Osler, Hoskin & Harcourt LLP, counsel to the Company, and Stikeman Elliott LLP, counsel to the Agents, provided that the Company qualifies as a mutual fund corporation within the meaning of the Tax Act or if the Preferred Shares or the Class A Shares are listed on a designated stock exchange (which currently includes the TSX), such shares would be a qualified investment under the Tax Act and the regulations thereunder for trusts governed by registered retirement savings plans (“RRSP”), registered retirement income funds (“RRIF”), deferred profit sharing plans, registered disability savings plans (“RDSP”), tax-free savings accounts (“TFSA”) and registered education savings plans (“RESP”, and collectively, “Registered Plans”).

Notwithstanding that the Preferred Shares or the Class A Shares may be qualified investments for a trust governed by a TFSA, RRSP, RDSP, RESP or RRIF, the holder of a TFSA or RDSP, the subscriber of a RESP or the annuitant of a RRSP or RRIF (a “controlling individual”) will be subject to a penalty tax in respect of the Preferred Shares or the Class A Shares, as the case may be, held in the TFSA, RESP, RDSP, RRSP or RRIF, as the case may be, if such shares are a “prohibited investment” within the meaning of the prohibited investment rules in the Tax Act. The Preferred Shares or the Class A Shares will not be a “prohibited investment” under the Tax Act for a TFSA, RESP, RDSP, RRSP or RRIF provided the controlling individual of the applicable Registered Plan deals at arm’s length with the Company and does not have a “significant interest” (within the meaning of the prohibited investment rules in the Tax Act) in the Company.

### **DOCUMENTS INCORPORATED BY REFERENCE**

This Prospectus Supplement is deemed, as of the date hereof, to be incorporated by reference into the Prospectus for the purposes of the distribution of the Preferred Shares and Class A Shares offered hereby. Other documents are also incorporated or deemed to be incorporated by reference into the Prospectus and reference should be made to the Prospectus for full details.

The following documents filed with the securities commissions or similar authorities in each of the provinces and territories of Canada are specifically incorporated by reference and form an integral part of this Prospectus Supplement and the Prospectus:

- (a) the annual information form of the Company dated March 19, 2019 for the year ended December 31, 2018;
- (b) the annual financial statements of the Company, together with the accompanying report of the auditor, as at and for the fiscal year ended December 31, 2018; and
- (c) the management report of fund performance of the Company dated March 12, 2019 for the fiscal year ended December 31, 2018.

Any of the documents of the type referred to above, including any material change reports (excluding confidential material change reports), annual information forms, interim and annual financial statements and related management reports of fund performance, business acquisition reports and information circulars filed by the Company with a securities commission or similar authority in Canada after the date of this Prospectus Supplement and prior to the termination of the Offering, will be deemed to be incorporated by reference in this Prospectus Supplement.

**Any statement contained in this Prospectus Supplement, the Prospectus or in a document incorporated or deemed to be incorporated by reference in this Prospectus Supplement or the Prospectus shall be deemed to be modified or superseded for the purposes of this Prospectus Supplement or the Prospectus, as the case may be, to the extent that a statement contained in this Prospectus Supplement or in any other subsequently filed document that also is or is deemed to be incorporated by reference in this Prospectus Supplement modifies or supersedes that statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed to be an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus Supplement or the Prospectus.**

Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of the Company at its head office located at Bay Wellington Tower, Brookfield Place, 181 Bay Street, Suite 2930, P.O. Box 793, Toronto, Ontario M5J 2T3, or by calling 1-866-642-6001, and are also available electronically at [www.sedar.com](http://www.sedar.com).

## THE COMPANY

The Company is a mutual fund corporation incorporated under the laws of the Province of Ontario on September 6, 2006 with a registered office located at Suite 2930, Bay Wellington Tower, Brookfield Place, 181 Bay Street, Toronto, Ontario M5J 2T3.

While the Company is technically considered to be a mutual fund under the securities legislation of certain provinces of Canada, the Company is not a conventional mutual fund and has obtained exemptions from certain requirements of NI 81-102 and NI 81-106.

In October 2017, the Company completed a public offering of 4,100,000 Class A Shares and 4,100,000 Preferred Shares raising aggregate gross proceeds of approximately \$81.6 million.

In July 2018, the Company completed a public offering of 2,532,000 Class A Shares and 2,532,000 Preferred Shares raising aggregate gross proceeds of approximately \$50.1 million.

In December 2018, the Company completed a public offering of 4,898,432 Preferred Shares and 1,164,400 Class A Shares raising aggregate gross proceeds of approximately \$58.4 million.

This Prospectus Supplement qualifies for distribution 1,408,600 Preferred Shares and 1,408,600 Class A Shares of the Company at a price of \$10.00 per Preferred Share and \$8.10 per Class A Share (the "Offering"). The Offering price per Unit (i.e. of a matched Preferred Share and Class A Share) was established so as to be non-dilutive to the most recently calculated NAV per Unit of the Company on March 25, 2019 (as adjusted for dividends and certain expenses accrued or payable prior to or upon closing of the Offering). The Preferred Shares and Class A Shares are listed on the TSX under the symbols LBS.A and LBS, respectively. The attributes of the Preferred Shares and the Class A Shares are described under "*Description of the Shares of the Company*".

### Investment Objectives

The investment objectives for the Preferred Shares are to provide their holders with fixed cumulative preferential quarterly cash distributions in the amount of \$0.13625 per Preferred Share (\$0.545 per annum or 5.45% per annum on the Offering price of \$10.00 per share) until October 30, 2023 and to return the original issue price to holders of Preferred Shares on the Maturity Date.

The investment objectives for the Class A Shares are to provide their holders with regular monthly cash distributions targeted to be \$0.10 per Class A Share representing a yield on the issue price of the Class A Shares offered hereunder of 14.8% per annum and to provide holders of Class A Shares with the opportunity for growth in NAV per Class A Share.

### Investment Guidelines

In order to achieve its investment objectives, the Company invests in a portfolio, on an approximately equally weighted basis, of common shares of the six largest Canadian banks and the four major publicly traded Canadian life insurance companies as set out below:

The Bank of Nova Scotia	Royal Bank of Canada
National Bank of Canada	Industrial Alliance Insurance and Financial Services Inc.
The Toronto-Dominion Bank	Great-West Lifeco Inc.
Canadian Imperial Bank of Commerce	Manulife Financial Corporation
Bank of Montreal	Sun Life Financial Inc.

The Manager is responsible for maintaining the Portfolio in accordance with the Investment Guidelines and Rebalancing Criteria and, at its discretion, selectively writes covered call options and cash covered put options from time to time in respect of the shares included in the Portfolio in order to generate additional distributable income for the Company. The Company may from time to time hold cash and cash equivalents.

## Investment Restrictions

The Company is subject to certain Investment Restrictions that, among other things, limit the equity securities and other securities that the Company may acquire for the Portfolio. The Company's Investment Restrictions may not be changed without the approval of the holders of Preferred Shares and Class A Shares, each voting separately as a class, by an extraordinary resolution, at a meeting called for such purpose.

In addition, but subject to the Investment Restrictions, the Company has adopted and is managed in accordance with the standard investment restrictions and practices set forth in NI 81-102 (as it may be amended from time to time), other than the restriction on investing more than 10% of the Company's assets in the securities of any one issuer at the time of investment.

## Current Portfolio

The following table sets forth unaudited information relating to the composition of the Portfolio as of February 28, 2019:

	<b>% of Portfolio</b>
Bank of Montreal	10.2%
Industrial Alliance Insurance and Financial Services Inc.	10.1%
Royal Bank of Canada	10.1%
The Toronto-Dominion Bank	10.1%
Sun Life Financial Inc.	10.0%
Manulife Financial Corporation	10.0%
National Bank of Canada	9.9%
Canadian Imperial Bank of Commerce	9.9%
Great-West Lifeco Inc.	9.8%
The Bank of Nova Scotia	9.7%
Cash and short-term investments	0.2%
<hr/> Total	<hr/> 100.0%

## Maturity Date

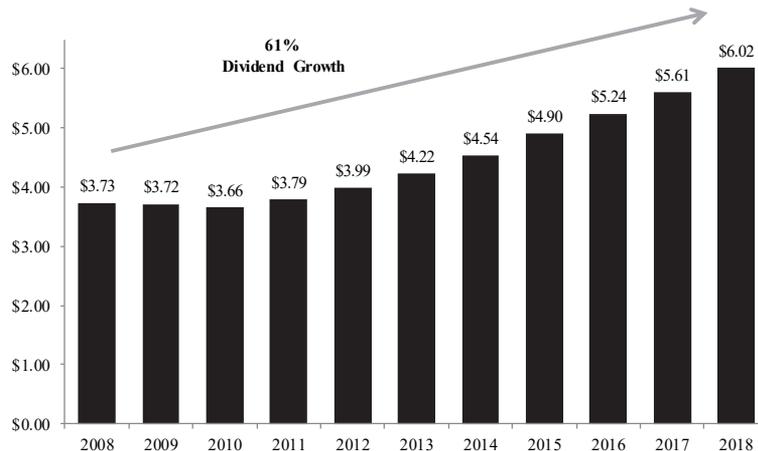
The Maturity Date of the Company, on which date it will redeem all of the Preferred Shares and Class A Shares is October 30, 2023, subject to extension for successive terms of up to 5 years as determined by the Board of Directors.

## Securities Lending

In order to generate additional returns, the Company may lend Portfolio securities to securities borrowers acceptable to the Company pursuant to the terms of the Securities Lending Agreement (as defined herein) under which: (i) the borrower will pay to the Company a negotiated securities lending fee and will make compensation payments to the Company equal to any distributions received by the borrower on the securities borrowed; (ii) the securities loans must qualify as "securities lending arrangements" for the purposes of the Tax Act; and (iii) the Company will receive collateral security. The Company may only lend the portion of the securities of a Portfolio issuer that is not subject to a covered call option. The Company has appointed the Custodian to act as securities lending agent in the event that it lends Portfolio securities to securities borrowers. Such agent is responsible for the ongoing administration of the securities loans, including the obligation to mark-to-market the collateral on a daily basis. Acceptable collateral would generally be limited to Government of Canada or provincial treasury securities or other liquid collateral as approved by the Board of Directors, in each case with a value equal to 105% of the value of the securities on loan. Any securities lending transactions entered into by the Company may be terminated by the Company at any time.

## INVESTMENT OVERVIEW

The Manager believes that the Banks and Lifecos that are included in the Portfolio have increased dividends by an average of 61% on a cumulative basis since 2008, with an annualized average dividend growth rate over the same period of 4.9% per annum. The chart below illustrates the average dividend growth on a cumulative basis since January 1, 2008 for the Banks and the Lifecos.



**Note:**

(1) Reflects average growth rate of dividends paid in calendar year by the Banks and Lifecos, assuming an equal weighting based on a \$100 starting value on January 1, 2008.

Source: Bloomberg as at December 31, 2018

The Manager believes that the Banks and Lifecos that are included in the Portfolio are currently attractively valued relative to the S&P/TSX Composite Index while also offering higher dividend yields and higher returns on equity. The table below shows the average price-to-earnings (P/E) ratio, the 10-year average price-to-earnings ratio, dividend yield, and return on equity for the S&P/TSX Bank Index, S&P/TSX Life & Health Insurance Index and the S&P/TSX Composite Index. The Banks and Lifecos trade at a discount to the overall S&P/TSX Composite Index despite steady growth in earnings and higher dividend yields.

	Price-to-Earnings <sup>(1)</sup>	10-Year Average Price-to-Earnings <sup>(2)</sup>	Dividend Yield <sup>(3)</sup>	Return on Equity
S&P/TSX Bank Index	10.6x	11.5x	4.2%	15.4%
S&P/TSX Life & Health Insurance Index	8.6x	12.1x	4.7%	11.3%
S&P/TSX Composite Index	15.1x	15.9x	3.2%	9.1%

**Notes:**

(1) Based on consensus estimates of earnings for fiscal year 2019.

(2) Based on consensus estimates of 12-month forward earnings.

(3) Annualized yield using the estimated dividend for fiscal year 2019.

Source: Bloomberg as at February 28, 2019

### Class A Share and Preferred Share Performance

The following table shows the market price performance of the Class A Shares and Units relative to the S&P/TSX Composite Index, and the Preferred Shares relative to the S&P/TSX Preferred Share Index for the period ended February 28, 2019. The Company uses the S&P/TSX Composite Index as its benchmark because the Portfolio is made up of issuers included in the S&P/TSX Composite Index.

	1-Year	3-Year	5-Year	10-Year	Since Company Inception (October 17, 2006)
LBS Class A Shares <sup>(1)</sup>	(5.3%)	23.3%	9.4%	26.3%	8.4%
LBS Units <sup>(1)</sup>	(2.3%)	16.7%	7.8%	16.8%	7.0%
S&P/TSX Composite TR Index	6.9%	10.8%	5.5%	10.2%	5.4%
LBS Preferred Shares <sup>(1)</sup>	4.7%	6.5%	4.9%	8.3%	4.7%
S&P/TSX Preferred TR Index	(7.0%)	9.6%	0.3%	4.2%	1.6%

**Note:**

(1) Performance is based on market price and assumes that all distributions are reinvested in additional Preferred Shares or Class A Shares, as applicable. All performance figures are annualized.

Source: Bloomberg, as at February 28, 2019

### CONSOLIDATED CAPITALIZATION

The Company is authorized to issue an unlimited number of Preferred Shares, Class A Shares and Class J Shares. The holders of Class J Shares are not entitled to receive dividends and are entitled to one vote per Class J Share. The Class J Shares are redeemable and retractable at a price of \$1.00 per Class J Share. The Class J Shares rank subsequent to both the Preferred Shares and the Class A Shares with respect to distributions on the dissolution, liquidation or winding-up of the Company. There are 100 Class J Shares issued and outstanding. A trust established for the benefit of the holders of the Preferred Shares and the Class A Shares owns all of the issued and outstanding Class J Shares.

The Preferred Shares are rated Pfd-3 by DBRS. This rating was most recently confirmed by DBRS on November 20, 2018. According to DBRS, preferred shares rated Pfd-3 are of adequate credit quality. While protection of dividends and principal is still considered acceptable, the issuing entity is more susceptible to adverse changes in financial and economic conditions, and there may be other adverse conditions present which detract from debt protection. Pfd-3 ratings generally correspond with companies whose senior bonds are rated in the higher end of the BBB category. A security rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by DBRS. Credit ratings are intended to provide investors with an independent assessment of the credit quality of an issue or issuer of securities and do not speak to the suitability of particular securities for any particular investor. There is no assurance that any rating will remain in effect for any given period of time or that any rating will not be withdrawn or revised entirely by a rating agency at any time if in its judgment circumstances so warrant. Customary fee payments were made, and may reasonably be made, by the Company to DBRS in connection with the rating assigned to the Preferred Shares, including the confirmation of such rating on November 20, 2018. The Company did not make any payments to DBRS in respect of any other service provided to the Company by DBRS during the last two years.

	Authorized	Outstanding as at December 31, 2018 <sup>1</sup>	Outstanding as at December 31, 2018 after giving effect to the Offering
		\$262,108,395	\$276,194,395
Preferred Shares	Unlimited	(25,887,658 Preferred Shares)	(27,296,258 Preferred Shares)
		\$153,075,371	\$163,384,016 <sup>2</sup>
Class A Shares	Unlimited	(25,887,658 Class A Shares)	(27,296,258 Class A Shares)
		\$100	\$100
Class J Shares	Unlimited	(100 Class J Shares)	(100 Class J Shares)
Total Capitalization		\$415,183,866	\$439,578,511

**Note:**

- (1) Based on NAV as at December 31, 2018.
- (2) After deducting Agents fees for the Preferred Shares and Class A Shares and estimated expenses of the Offering.

## USE OF PROCEEDS

The net proceeds to be received by the Company assuming the maximum Offering will be \$24,394,645 after deducting the Agents' fee and the expenses of the Offering, estimated to be \$1,101,015. The Company intends to use the net proceeds of the Offering in accordance with the Investment Objectives, Investment Strategies and Investment Restrictions.

## DESCRIPTION OF THE SHARES OF THE COMPANY

### Certain Provisions of the Preferred Shares

#### *Distributions*

Holders of record of Preferred Shares at 5:00 p.m. (Toronto time) on the last Business Day of March, June, September and December are entitled to receive fixed, cumulative preferential quarterly cash distributions of \$0.13625 per Preferred Share (\$0.545 per annum) until October 30, 2023, and will be paid on or before the tenth Business Day in the month following the end of the period in respect of which the distribution is payable. Such distributions may consist of ordinary dividends, capital gains dividends or returns of capital. There can be no assurance that the Company will be able to pay distributions to holders of Preferred Shares.

All distributions are paid through the CDS book-entry only system or paid in such other manner as may be agreed to by the Company. Each holder of Preferred Shares will be mailed annually, no later than February 28, information necessary to enable such Shareholder to complete an income tax return with respect to amounts paid or payable by the Company in respect of the preceding calendar year. See "*Book-Entry Only System*" in the Company's annual information form and "*Canadian Federal Income Tax Considerations*".

#### *Redemptions*

All Preferred Shares outstanding on the Maturity Date will be redeemed by the Company on such date. The redemption price payable by the Company for a Preferred Share on that date will be equal to the lesser of (i) \$10.00, plus any accrued and unpaid distributions thereon and (ii) the NAV of the Company on that date divided by the total number of Preferred Shares then outstanding. Notice of redemption will be given to CDS Participants holding Preferred Shares on behalf of the beneficial owners thereof at least 30 days prior to the Maturity Date.

#### *Retraction Privileges*

##### *Monthly*

Preferred Shares may be surrendered at any time for retraction to TSX Trust Company, the Company's registrar and transfer agent, but will be retracted only on the monthly Retraction Date. Preferred Shares surrendered for retraction by a Shareholder by 5:00 p.m. (Toronto time) on the tenth Business Day prior to the Retraction Date will be retracted on such Retraction Date and the Shareholder will be paid on the Retraction Payment Date. If a Shareholder makes such surrender after 5:00 p.m. (Toronto time) on the tenth Business Day immediately preceding a Retraction Date, the Preferred Shares will be retracted on the Retraction Date in the following month and the Shareholder will receive payment for the retracted Preferred Shares on the Retraction Payment Date in respect of such Retraction Date.

Except as noted below, holders of Preferred Shares whose Preferred Shares are surrendered for retraction will be entitled to receive a retraction price per Preferred Share equal to 96% of the lesser of (i) the NAV per Unit determined as of such Retraction Date less the cost to the Company of the purchase of a Class A Share for cancellation; and (ii) \$10.00. For this purpose, the cost of the purchase of a Class A Share will include the purchase price of the Class A Share, and commission and such other costs, if any, related to the liquidation of any portion of the Portfolio to fund the purchase of the Class A Share. If the NAV per Unit is less than \$10.00 plus any accrued and

unpaid distributions on the Preferred Shares, the retraction price of a Class A Share will be nil. Any declared and unpaid distributions payable on or before a monthly Retraction Date in respect of Preferred Shares tendered for retraction on such Retraction Date will also be paid on the Retraction Payment Date.

#### *Annual Concurrent*

In addition to the above, a holder of Preferred Shares may concurrently retract an equal number of Preferred Shares and Class A Shares on the Annual Retraction Date of each year at a retraction price per Unit equal to the NAV per Unit on that date, less any costs associated with the retraction, including commissions and other such costs if any, related to the liquidation of any portion of the Portfolio required to fund such retraction. The Preferred Shares and Class A Shares must both be surrendered for retraction at least ten Business Days prior to the Annual Retraction Date. Payment of the proceeds of retraction will be made on or before the tenth Business Day of the following month, subject to the Manager's right to suspend retractions in certain circumstances.

#### *Non-Concurrent Retraction Right*

On October 30, 2023 and upon any subsequent maturity date as determined by the Board of Directors holders of Preferred Shares will be entitled to retract their Preferred Shares pursuant to a non-concurrent retraction right and the Company will provide at least 60 days' notice to the holders of Preferred Shares. The holders of Preferred Shares will receive the same amount per Preferred Share that would have applied had the Company redeemed all of the Preferred Shares on the maturity date as scheduled prior to the extension. In the event that there is a non-concurrent retraction right occurring in 2023, Preferred Shares must be surrendered for retraction by 5:00 p.m. (Toronto time) on the last Business Day of September. The holders of Preferred Shares will receive payment for Preferred Shares so retracted no later than the tenth Business Day of the month following the month in which the non-concurrent retraction date occurs.

If more Class A Shares than Preferred Shares have been redeemed pursuant to the non-concurrent retraction right, the Company will be authorized to redeem Preferred Shares on a pro rata basis in a number to be determined by the Company reflecting the extent to which the number of Preferred Shares outstanding following the non-concurrent retraction exceeds the number of Class A Shares outstanding following the non-concurrent retraction. Conversely, if more Preferred Shares than Class A Shares have been redeemed pursuant to the non-concurrent retraction right, the Company may issue Preferred Shares to the extent that the number of Class A Shares outstanding following the non-concurrent retraction exceeds the number of Preferred Shares outstanding following the non-concurrent retraction.

#### *General*

Any and all Preferred Shares that have been surrendered to the Company for retraction are deemed to be outstanding until (but not after) the close of business on the relevant Retraction Date, unless the retraction price is not paid on the Retraction Payment Date, in which event such Preferred Shares will remain outstanding.

The retraction right must be exercised by causing written notice to be given within the notice periods prescribed herein and in the manner described under "*Book-Entry Only System*" in the Company's annual information form. Such surrender will be irrevocable upon the delivery of notice to CDS through a CDS Participant, except with respect to those Preferred Shares that are not retracted by the Company on the relevant Retraction Payment Date. The Company may, in its discretion, permit the withdrawal of any Preferred Share retraction request at any time prior to the Retraction Payment Date.

Any Retraction Notice which CDS determines to be incomplete, not in proper form or not duly executed shall for all purposes be void and of no effect and the retraction privilege to which it relates shall be considered for all purposes not to have been exercised thereby. A failure by a CDS Participant to exercise retraction privileges or to give effect to the settlement thereof in accordance with the Shareholder's instructions will not give rise to any obligations or liability on the part of the Company or the Manager to the CDS Participant or to the Shareholder. The Manager has the right to suspend retractions in certain circumstances as described in the Company's annual information form.

#### ***Priority***

The Preferred Shares rank in priority to the Class A Shares and the Class J Shares with respect to the payment of

distributions and the repayment of capital on the dissolution, liquidation or winding up of the Company.

## **Certain Provisions of the Class A Shares**

### ***Distributions***

The Company intends to pay monthly non-cumulative distributions to the holders of Class A Shares in an amount targeted to be \$0.10 per Class A Share representing a yield on the Offering price of the Class A Shares offered hereunder of 14.8% per annum. Such distributions will be paid on or before the tenth Business Day of the month following the month in respect of which the distribution is payable. Such distributions may consist of ordinary dividends, capital gains dividends or returns of capital. There can be no assurance that the Company will be able to pay distributions to holders of Class A Shares.

The current weighted average dividend yield of the securities comprising the Portfolio is approximately 4.3%. Without giving effect to the Offering, the Portfolio would be required to generate an additional return of approximately 6.7% per annum in order to allow the Company to pay Preferred Share and targeted Class A Share distributions and to maintain a stable NAV. If the additional return generated by the Portfolio is less than this amount and Class A Share distributions are nevertheless paid, this will result in a portion of the capital of the Company being returned to holders of Class A Shares and, accordingly, the NAV would be reduced.

No distributions will be paid on the Class A Shares if (i) the distributions payable on the Preferred Shares are in arrears, or (ii) in respect of a cash distribution, after the payment of a cash distribution by the Company, the NAV per Unit would be less than \$15.00. In addition, the Company will not pay distributions in excess of \$0.10 per month, on the Class A Shares if after payment of the distribution, the NAV per Unit would be less than \$25.00 unless the Company would need to make such distributions so as to fully recover refundable taxes. Subject to the dividend entitlement of the holders of the Preferred Shares, the Board of Directors shall allocate return of capital distributions first to holders of the Class A Shares before paying distributions representing return of capital to holders of the Preferred Shares.

In the event that the Company realizes capital gains, the Company may, at its option, make a special year-end capital gains distribution in certain circumstances in Class A Shares and/or cash. Any capital gains distribution payable in Class A Shares will increase the aggregate adjusted cost base to holders of Class A Shares of such shares. Immediately following payment of such a distribution in Class A Shares, the number of Class A Shares outstanding will be automatically consolidated such that the number of Class A Shares outstanding after such distribution will be equal to the number of Class A Shares outstanding immediately prior to such distribution. Non-resident Shareholders may be subject to withholding tax and therefore the consolidation may result in such non-resident holding fewer Class A Shares than prior to the distribution and consolidation.

Distributions are payable to holders of Class A Shares of record at 5:00 p.m. (Toronto time) on the last Business Day of each month. All cash distributions are paid through CDS' book-entry only system or paid in such other manner as may be agreed to by the Company. Each holder of Class A Shares will be mailed annually, no later than February 28, information necessary to enable such Shareholder to complete an income tax return with respect to amounts paid or payable by the Company in respect of the preceding calendar year. See "*Book-Entry Only System*" in the Company's annual information form and "*Canadian Federal Income Tax Considerations*".

### ***Redemptions***

All Class A Shares outstanding on the Maturity Date will be redeemed by the Company on such date. The redemption price payable by the Company for a Class A Share on that date will be equal to the greater of (i) the NAV per Unit determined on that date minus \$10.00 plus any accrued and unpaid distributions on the Preferred Shares, and (ii) nil. Notice of redemption will be given to CDS Participants holding Class A Shares on behalf of the beneficial owners thereof at least 30 days prior to the Maturity Date.

## ***Retraction Privileges***

### *Monthly*

Class A Shares may be surrendered at any time for retraction to TSX Trust Company, the Company's registrar and transfer agent, but will be retracted only on the monthly Retraction Date. Class A Shares surrendered for retraction by a Shareholder by 5:00 p.m. (Toronto time) on the tenth Business Day prior to the monthly Retraction Date will be retracted on such Retraction Date and the Shareholder will be paid on or before the Retraction Payment Date. If a Shareholder makes such surrender after 5:00 p.m. (Toronto time) on the tenth Business Day immediately preceding a Retraction Date, the Class A Shares will be retracted on the Retraction Date in the following month and the Shareholder will receive payment for the retracted Class A Shares on the Retraction Payment Date in respect of such Retraction Date.

Except as noted below, holders of Class A Shares whose Class A Shares are surrendered for retraction will be entitled to receive a retraction price per Class A Share equal to 96% of the difference between (i) the NAV per Unit determined as of such Retraction Date, and (ii) the cost to the Company of the purchase of a Preferred Share for cancellation. For this purpose, the cost of the purchase of a Preferred Share will include the purchase price of the Preferred Share, commission and such other costs, if any, related to the liquidation of any portion of the Portfolio to fund the purchase of the Preferred Share. If the NAV per Unit is less than \$10.00, plus any accrued and unpaid distributions on a Preferred Share the retraction price of a Class A Share will be nil. Any declared and unpaid distributions payable on or before a monthly Retraction Date in respect of Class A Shares tendered for retraction on such Retraction Date will also be paid on the Retraction Payment Date.

### *Annual Concurrent*

In addition to the above, a holder of Class A Shares may concurrently retract an equal number of Preferred Shares and Class A Shares on the Annual Retraction Date of each year at a retraction price per Unit equal to the NAV per Unit on that date, less any costs associated with the retraction, including commissions and other such costs, if any, related to the liquidation of any portion of the Portfolio required to fund such retraction. The Preferred Shares and the Class A Shares must both be surrendered at least ten Business Days prior to the Annual Retraction Date. Payment of the proceeds will be made on or before the tenth Business Day of the following month, subject to the Manager's right to suspend retractions in certain circumstances.

### *Non-Concurrent Retraction Right*

On October 30, 2023 and upon any subsequent maturity date as determined by the Board of Directors a holder of Class A Shares will be entitled to retract their Class A Shares pursuant to a non-concurrent retraction right and the Company will provide at least 60 days' notice to holders of Class A Shares. The holders of Class A Shares will receive the same amount per Class A Share that would have applied had the Company redeemed all of the Class A Shares on the maturity date as scheduled prior to the extension. In the event that there is a non-concurrent retraction right occurring in 2023, Class A Shares must be surrendered for retraction by 5:00 p.m. (Toronto time) on the last Business Day of September. The holders of Class A Shares will receive payment for Class A Shares so retracted no later than the tenth Business Day of the month following the month in which the non-concurrent retraction date occurs.

If more Preferred Shares than Class A Shares have been redeemed pursuant to the non-concurrent retraction right, the Company will be authorized to redeem Class A Shares on a pro rata basis in a number to be determined by the Company reflecting the extent to which the number of Class A Shares outstanding following the non-concurrent retraction exceeds the number of Preferred Shares outstanding following the non-concurrent retraction. Conversely, if more Class A Shares than Preferred Shares have been redeemed pursuant to the non-concurrent retraction right, the Company may issue Class A Shares to the extent the number of Preferred Shares outstanding following the non-concurrent retraction exceeds the number of Class A Shares outstanding following the non-concurrent retraction.

## *General*

Any and all Class A Shares that have been surrendered to the Company for retraction are deemed to be outstanding until (but not after) the close of business on the relevant Retraction Date, unless the retraction price is not paid on the Retraction Payment Date, in which event such Class A Shares will remain outstanding.

The retraction right must be exercised by causing written notice to be given within the notice periods prescribed herein and in the manner described under “*Book-Entry Only System*” in the Company’s annual information form. Such surrender will be irrevocable upon the delivery of notice to CDS through a CDS Participant, except with respect to those Class A Shares which are not retracted by the Company on the relevant Retraction Payment Date. The Company may, in its discretion, permit the withdrawal of any Class A Share retraction request at any time prior to the Retraction Payment Date.

Any Retraction Notice which CDS determines to be incomplete, not in proper form or not duly executed shall for all purposes be void and of no effect and the retraction privilege to which it relates shall be considered for all purposes not to have been exercised thereby. A failure by a CDS Participant to exercise retraction privileges or to give effect to the settlement thereof in accordance with the Shareholder’s instructions will not give rise to any obligations or liability on the part of the Company or the Manager to the CDS Participant or to the Shareholder. The Manager has the right to suspend retractions in certain circumstances as described in the Company’s annual information form.

## ***Priority***

The Class A Shares rank subsequent to the Preferred Shares but in priority to the Class J Shares with respect to the payment of distributions and the repayment of capital out of the Portfolio on the dissolution, liquidation or winding up of the Company.

## **DISTRIBUTION HISTORY**

The Company has declared aggregate dividends on the Preferred Shares of \$6.30 per Preferred Share, representing 28 quarterly dividends of \$0.13125 per Preferred Share (\$0.10842 per Preferred Share for the first dividend) since the commencement of investment operations in October 2006 until November 29, 2013, 20 quarterly dividends of \$0.11875 per Preferred Share (\$0.12690 per Preferred Share for the first dividend) for the period from November 30, 2013 until November 29, 2018 and 2 quarterly dividends of \$0.13625 per Preferred Share (\$0.12484 per Preferred Share for the first dividend) thereafter.

During the same period, the Company has declared aggregate distributions on the Class A Shares of \$13.95 per Class A Share, representing 140 monthly distributions of \$0.10 per Class A Share (\$0.04839 per Class A Share for the first distribution).

## **EARNINGS COVERAGE RATIOS**

The Company’s dividend requirements on all of its Preferred Shares, after giving effect to the maximum issue of the Preferred Shares under the Offering, amounted to \$12,397,402 for the 12-month period ended December 31, 2018. The Company’s net investment income (loss) before distributions on Preferred Shares under International Financial Reporting Standards (IFRS) for the same period was \$(62,690,520) which represents (5.06) times the aggregate dividend requirements on the Preferred Shares for that period, after giving effect to the maximum issue of Preferred Shares and Class A Shares under the Offering.

If the net proceeds of the maximum Offering had been invested for the 12 month period described above, the Company’s net investment income before distributions on Preferred Shares under IFRS for the 12-month period ended December 31, 2018 would have been \$(66,440,353) which represents (5.36) times the aggregate dividend requirements on the Preferred Shares.

## **TRADING PRICES AND VOLUMES**

The following table sets forth the reported high and low sale prices and the trading volume for the Preferred Shares

and the Class A Shares on the TSX and the high and low NAV of the Class A Shares for each of the months indicated.

	NAV - Class A Share		Market Price - Class A Share			Market Price – Preferred Share		
	Low	High	Low	High	Volume	Low	High	Volume
<b>2019</b>								
March 1 - 27	\$7.57	\$7.67	\$7.73	\$8.63	1,168,716	\$9.99	\$10.25	477,802
February	\$7.14	\$7.58	\$7.96	\$8.95	1,177,927	\$9.92	\$10.15	407,817
January	\$5.84	\$7.07	\$6.24	\$8.44	2,023,311	\$9.76	\$9.98	538,663
<b>2018</b>								
December	\$5.86	\$6.73	\$4.93	\$8.04	2,803,402	\$9.75	\$10.00	880,044
November	\$7.22	\$7.57	\$7.63	\$8.49	1,270,219	\$9.95	\$10.10	1,008,673
October	\$7.25	\$8.52	\$7.68	\$9.59	1,986,642	\$10.00	\$10.06	939,413
September	\$8.64	\$9.07	\$8.83	\$9.70	801,768	\$10.04	\$10.16	398,039
August	\$8.94	\$9.21	\$9.37	\$9.80	681,328	\$10.05	\$10.13	249,843
July	\$8.64	\$9.01	\$9.33	\$9.61	748,077	\$10.01	\$10.09	715,275
June	\$8.68	\$9.11	\$9.36	\$10.04	1,567,357	\$10.01	\$10.18	1,144,155
May	\$8.73	\$9.32	\$9.68	\$10.22	569,047	\$10.08	\$10.17	233,154
April	\$8.45	\$8.93	\$9.19	\$9.92	819,309	\$10.06	\$10.12	217,556
March	\$8.88	\$9.61	\$9.65	\$10.18	782,330	\$10.10	\$10.24	106,858

**Note:**

(1) NAV based on closing prices. NAV data is as reported on the Company’s website.

Source: Thomson Reuters Eikon

On March 27, 2019, the closing prices of the Preferred Shares and Class A Shares on the TSX were \$10.17 and \$8.15, respectively. The most recently calculated NAV per Unit prior to the pricing of the Offering on March 25, 2019 was \$17.44. As of March 27, 2019, Units were trading at a 5.0% premium to NAV and have traded at an average 3.4% premium to NAV over the last five years to February 28, 2019.

### PLAN OF DISTRIBUTION

Pursuant to an agreement dated as of March 28, 2019 (the “Agency Agreement”) among the Manager, the Company and the Agents, the Agents have agreed to offer the Preferred Shares and the Class A Shares for sale, as agents of the Company, on a best efforts basis, if, as and when issued by the Company. The offering prices for the Preferred Shares and the Class A Shares were established by negotiation between the Company and the Agents. The Agents will receive a fee equal to \$0.3000 (3.0%) for each Preferred Share sold and \$0.3645 (4.5%) for each Class A Share sold, and will be reimbursed for out of pocket expenses incurred. The Agents may form a sub-agency group including other qualified investment dealers and determine the fee payable to the members of such group, which fee will be paid by the Agents out of their fee. While the Agents have agreed to use their best efforts to sell the Preferred Shares and the Class A Shares offered under this Prospectus Supplement, the Agents will not be obligated to purchase Preferred Shares or Class A Shares which are not sold.

The Company has granted to the Agents the Over-Allotment Option, which is exercisable for a period of 30 days from the Closing Date to purchase up to 15% of the aggregate number of Preferred Shares and Class A Shares issued on the Closing Date on the same terms as set out above. To the extent the Over-Allotment Option is exercised, the additional Preferred Shares and Class A Shares will be sold at \$10.00 per Preferred Share and \$8.10 per Class A Share and the Agents will be paid a fee of \$0.3000 per Preferred Share sold and \$0.3645 per Class A Share sold. If the Over-Allotment Option is exercised in full, the total price to the public under the Offering will be \$29,320,009, the Agents’ fee will be \$1,076,417 and the net proceeds to the Company, before expenses of the Offering, will be \$28,243,592. This Prospectus Supplement qualifies the grant of the Over-Allotment Option and the distribution of the Preferred Shares and Class A Shares issuable upon the exercise of the Over-Allotment Option. A purchaser who acquires Preferred Shares or Class A Shares forming part of the Agents’ over-allocation position acquires such shares under this Prospectus Supplement, regardless of whether the Agents’ over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

Under the terms of the Agency Agreement, the Agents may, at their discretion on the basis of their assessment of the state of the financial markets and upon the occurrence of certain stated events, terminate the Agency Agreement. Subscriptions for Preferred Shares and Class A Shares will be received subject to rejection or allotment in whole or in part. The right is reserved to close the subscription books at any time without notice.

The Agents may not, throughout the period of distribution, bid for or purchase the Preferred Shares or the Class A Shares. The foregoing restriction is subject to certain exemptions, as long as the bid or purchase is not engaged in for the purpose of creating actual or apparent active trading in, or raising the price of, the Preferred Shares or the Class A Shares. These exceptions include a bid or purchase permitted under the by-laws and rules of applicable stock exchanges relating to market stabilization and passive market-making activities and a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of distribution. In connection with the Offering, the Agents may over-allot or effect transactions in connection with their over-allotted position. Such transactions, if commenced, may be discontinued at any time.

The TSX has conditionally approved the listing of the Preferred Shares and Class A Shares offered hereby. Listing will be subject to the Company fulfilling all of the listing requirements of the TSX on or before June 26, 2019. Closing of the Offering is expected to take place on April 4, 2019 but in any event no later than April 30, 2019.

The Preferred Shares and the Class A Shares have not been and will not be registered under the 1933 Act or any state securities laws and, subject to certain exemptions, may not be offered or sold within the United States or to U.S. persons. The Agents have agreed that they will not offer for sale or sell or deliver the Preferred Shares or the Class A Shares within the United States or to U.S. persons.

## CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Osler, Hoskin & Harcourt LLP, counsel to the Company, and Stikeman Elliott LLP, counsel to the Agents, the following is a summary of the principal Canadian federal income tax considerations generally relevant to prospective investors who, for purposes of the Tax Act and at all relevant times, are resident or are deemed to be resident in Canada, hold their Preferred Shares or Class A Shares as capital property, and deal at arm's length with and are not affiliated with the Company (within the meaning of the Tax Act). This summary is based upon the facts set out in this Prospectus Supplement, the current provisions of the Tax Act and the regulations thereunder (the "Regulations"), all specific proposals to amend the Tax Act and such Regulations that have been publicly announced by the Minister of Finance (Canada) (the "Minister") prior to the date hereof ("Proposed Amendments") and counsel's understanding of the current published administrative policies and practices of the CRA and relies, as to certain factual matters, on certificates of officers of the Company and lead Agent. This summary is based on the assumption that the Class A Shares or the Preferred Shares will at all times be listed on the TSX. This summary is based on the assumption that the Company complies at all times with the conditions prescribed in the Tax Act and the Regulations to qualify as a "mutual fund corporation" as defined in the Tax Act. This summary is based upon the assumption that the investment restrictions and permitted investments will at all relevant times be as set out under the heading "*The Company – Investment Objectives*" in this Prospectus Supplement and "*The Company – Investment Restrictions*" in the Prospectus and that the Company will at all times comply with such investment restrictions and hold only permitted investments.

This summary is based on the assumption that the issuers of securities held by the Company will not be foreign affiliates of the Company or a shareholder of the Company. This summary also assumes that all Proposed Amendments will be enacted in the form proposed. No assurances can be given that the Proposed Amendments will become law as proposed or at all. This summary is not exhaustive of all possible Canadian federal income tax considerations and, in particular, does not describe income tax considerations relating to the deductibility of interest on money borrowed to acquire Preferred Shares and Class A Shares. This summary does not take into account or anticipate any changes in law, whether by legislative, governmental or judicial action, other than the Proposed Amendments. This summary does not deal with foreign, provincial or territorial income tax considerations, which might differ from the federal considerations described herein. This summary does not apply to (i) a Shareholder that is a "financial institution" as defined in section 142.2 of the Tax Act, (ii) a Shareholder an interest in which is a "tax shelter investment" as defined in subsection 143.2(1) of the Tax Act, (iii) a Shareholder to which the "functional currency" reporting rules in section 261 of the Tax Act apply, or (iv) a Shareholder who has entered or will enter into a "derivative forward agreement" as defined in subsection 248(1) of the Tax Act with respect to Preferred Shares or Class A Shares.

**This summary is of a general nature only and does not constitute legal or tax advice to any particular prospective investor. Accordingly, prospective investors are advised to consult their own tax advisors with respect to their individual circumstances.**

### **Tax Treatment of the Company**

As a mutual fund corporation, the Company is entitled in certain circumstances to a refund of tax paid or payable by it in respect of its net realized capital gains. Also, as a mutual fund corporation, the Company is entitled to maintain a capital gains dividend account in respect of its realized net capital gains and from which it may elect to pay dividends (“Capital Gains Dividends”) which are treated as capital gains in the hands of the Shareholders (see “*Tax Treatment of Shareholders*” below). In certain circumstances where the Company has realized a capital gain in a taxation year, it may elect not to pay Capital Gains Dividends in that taxation year in respect thereof and instead pay refundable capital gains tax, which may in the future be fully or partially refundable upon the payment of sufficient Capital Gains Dividends and/or qualifying redemptions.

In computing income for a taxation year, the Company will be required to include in income all dividends received by the Company in the year. In computing taxable income, the Company will generally be permitted to deduct all dividends received by it from a “taxable Canadian corporation” (as defined in the Tax Act). The Company will generally not be permitted a deduction in computing taxable income for dividends received by it from other corporations.

The Company has elected in accordance with the Tax Act to have each of its “Canadian securities” treated as capital property. Such an election will ensure that gains or losses realized by the Company on Canadian securities are treated as capital gains or capital losses.

The Company qualifies as a “financial intermediary corporation” (as defined in the Tax Act) and, thus, is not subject to tax under Part IV.1 of the Tax Act on dividends received by the Company and is not generally liable to tax under Part VI.1 of the Tax Act on dividends paid by the Company on “taxable preferred shares” (as defined in the Tax Act). As a mutual fund corporation (which is not an “investment corporation” as defined in the Tax Act), the Company is generally subject to a refundable tax of 38½% under Part IV of the Tax Act on taxable dividends received by the Company during the year to the extent that such dividends were deductible in computing the Company’s taxable income for the year. This tax is refundable upon the payment by the Company of sufficient dividends other than Capital Gains Dividends (“Ordinary Dividends”).

Premiums received on covered call options and cash covered put options written by the Company that are not exercised prior to the end of the year will constitute capital gains of the Company in the year received, unless such premiums are received by the Company as income from a business of buying and selling securities or the Company has engaged in a transaction or transactions considered to be an adventure in the nature of trade. The Company purchases the Portfolio with the objective of earning dividends thereon over the life of the Company, writes covered call options with the objective of increasing the yield on the Portfolio beyond the dividends received on the Portfolio and writes cash covered put options to increase returns and to reduce the net cost of purchasing securities upon the exercise of put options. Thus, having regard to the foregoing and in accordance with the CRA’s published administrative policies, transactions undertaken by the Company in respect of shares comprising the Portfolio and options on such shares are treated and reported by the Company as arising on capital account.

Premiums received by the Company on covered call (or cash covered put) options that are subsequently exercised will be included in computing the proceeds of disposition (or deducted in computing the adjusted cost base) to the Company of the securities disposed of (or acquired) by the Company upon the exercise of such call (or put) options. In addition, where the premium was in respect of an option granted in a previous year so that it constituted a capital gain of the Company in the previous year, such capital gain may be reversed.

With respect to other income of the Company, such as interest, the Company will generally be subject to tax at normal corporate rates applicable to mutual fund corporations, subject to permitted deductions for expenses of the Company.

## **Distributions**

The policy of the Company is to pay quarterly distributions on the Preferred Shares and monthly distributions on the Class A Shares and, in addition, to pay special year-end distributions to holders of Class A Shares where the Company has net taxable capital gains upon which it would otherwise be subject to tax (other than taxable capital gains realized on the writing of options that are outstanding at year end) or where the Company needs to pay a dividend in order to recover refundable tax not otherwise recoverable upon payment of monthly dividends. While the principal sources of income of the Company are expected to include taxable capital gains as well as dividends from taxable Canadian corporations, to the extent that the Company earns net income, after expenses, from other sources, including interest income upon interim investment of its reserves, the Company will be subject to income tax on such income and no refund of such tax will be available.

Given the investment and dividend policy of the Company and taking into account the deduction of expenses and taxable dividends on shares of taxable Canadian corporations, the Company does not expect to be subject to any significant amount of non-refundable Canadian income tax.

## **Tax Treatment of Shareholders**

Shareholders must include in income Ordinary Dividends paid to them by the Company. For individual Shareholders, Ordinary Dividends will be subject to the gross-up and dividend tax credit rules normally applicable to taxable dividends paid by taxable Canadian corporations, including, if applicable, the enhanced gross-up and credit for Ordinary Dividends designated by the Company as eligible dividends. For corporate Shareholders, other than “specified financial institutions” (as defined in the Tax Act), Ordinary Dividends will normally be deductible in computing the taxable income of the corporation.

In the case of a Shareholder that is a specified financial institution, Ordinary Dividends received on the Preferred Shares or Class A Shares will be deductible in computing its taxable income only if either (a) the specified financial institution did not acquire such shares in the ordinary course of its business, or (b) at the time of the receipt of the dividends by the specified financial institution, such shares are listed on a designated stock exchange in Canada, and dividends are received in respect of not more than 10% of the issued and outstanding Preferred Shares or Class A Shares, as the case may be, by (i) the specified financial institution, or (ii) the specified financial institution and persons with whom it does not deal at arm’s length (within the meaning of the Tax Act). For these purposes, a beneficiary of a trust will be deemed to receive the amount of any dividend received by the trust and designated to that beneficiary, effective at the time the dividend was received by the trust, and a member of a partnership will be considered to have received that partner’s share of a dividend received by the partnership, effective at the time the dividend was received by the partnership.

Ordinary Dividends received by a corporation (other than a “private corporation” or a “financial intermediary corporation”, as defined in the Tax Act) on Preferred Shares will generally be subject to a 10% tax under Part IV.1 of the Tax Act to the extent that such dividends are deductible in computing the corporation’s taxable income.

A Shareholder that is a private corporation or any other corporation controlled directly or indirectly by or for the benefit of an individual (other than a trust) or a related group of individuals (other than trusts) will generally be liable to pay a 38½% refundable tax under Part IV of the Tax Act on Ordinary Dividends received on the Preferred Shares and Class A Shares to the extent that such dividends are deductible in computing the Shareholder’s taxable income. Where Part IV.1 tax also applies to an Ordinary Dividend received by a corporation, the rate of Part IV tax otherwise payable by the corporation is reduced by 10% of the amount of such Ordinary Dividend.

The amount of any Capital Gains Dividend received by a Shareholder from the Company will be considered to be a capital gain of the Shareholder from the disposition of capital property in the taxation year of the Shareholder in which the Capital Gains Dividend is received.

The amount of any payment received by a Shareholder from the Company as a return of capital on a Preferred Share or Class A Share will not be required to be included in computing income. Instead, such amount will reduce the adjusted cost base of the relevant share to the Shareholder. To the extent that the adjusted cost base to the Shareholder would otherwise be a negative amount, the Shareholder will be considered to have realized a capital gain at that time and the Shareholder’s adjusted cost base will be increased by the amount of such deemed capital

gain. See “*Disposition of Shares*” below.

Having regard to the dividend policy of the Company and the adjusted cost base of other securities currently held by the Company, a person acquiring Preferred Shares or Class A Shares may become taxable on income or capital gains accrued or realized before such person acquired such Preferred Shares or Class A Shares.

### **Disposition of Shares**

Upon the redemption, retraction or other disposition of a Preferred Share or Class A Share, a capital gain (or a capital loss) will be realized to the extent that the proceeds of disposition of the share exceed (or are less than) the aggregate of the adjusted cost base of the share and any reasonable costs of disposition. If the Shareholder is a corporation, any capital loss arising on the disposition of a Preferred Share or Class A Share may in certain circumstances be reduced by the amount of any Ordinary Dividends received on the share. Analogous rules apply to a partnership or trust of which a corporation, partnership or trust is a member or beneficiary. The adjusted cost base of each Preferred Share or Class A Share will generally be the weighted average of the cost of such share acquired by a Shareholder at a particular time and the aggregate adjusted cost base of any other share of that class held immediately before the particular time.

One-half of a capital gain (a taxable capital gain) is included in computing income and one-half of a capital loss (an allowable capital loss) is deductible against taxable capital gains in accordance with the provisions of the Tax Act. A Shareholder that is a “Canadian-controlled private corporation” (as defined in the Tax Act) will be subject to an additional refundable tax on aggregate investment income, which includes an amount in respect of taxable capital gains.

Generally the Preferred Shares and Class A Shares will qualify as “Canadian securities” for purposes of making an irrevocable election under the Tax Act to deem Canadian securities held by the investor to be capital property and to deem all dispositions of Canadian securities held by the investor to be dispositions of capital property for the purposes of the Tax Act. This election is not available to all taxpayers under all circumstances and therefore prospective investors considering making such an election should consult their tax advisors.

### **Exchange of Tax Information**

Due diligence and reporting obligations in the Tax Act have been enacted to implement the Canada-United States Enhanced Tax Information Exchange Agreement. As long as Preferred Shares and Class A Shares continue to be registered in the name of CDS, the Company should not have any U.S. reportable accounts and, as a result, should not be required to provide information to the CRA in respect of its Shareholders. However, dealers through which Shareholders hold their Preferred Shares and Class A Shares are subject to due diligence and reporting obligations with respect to financial accounts they maintain for their clients. Shareholders, or their controlling persons, may be requested to provide information to their dealer to identify U.S. persons holding Preferred Shares and Class A Shares. If a Shareholder, or their controlling persons, is a “Specified U.S. Person” (including a U.S. citizen who is a resident of Canada) or if a Shareholder does not provide the requested information, Part XVIII of the Tax Act will generally require information about the Shareholder’s investments held in the financial account maintained by the dealer to be reported to the CRA, unless the investments are held within a Registered Plan. The CRA is required to provide that information to the U.S. Internal Revenue Service.

Reporting obligations in the Tax Act have been enacted to implement the Organization for Economic Co-operation and Development Common Reporting Standard (the “CRS Rules”). Pursuant to the CRS Rules, Canadian financial institutions are required to have procedures in place to identify accounts held by residents of foreign countries (other than the U.S.) (“Reportable Jurisdictions”) or by certain entities any of whose “controlling persons” are residents of Reportable Jurisdictions. The CRS Rules provide that Canadian financial institutions must report certain account information and other personal identifying details of Shareholders (and, if applicable, of such controlling persons) who are residents of Reportable Jurisdictions to the CRA annually. Such information would generally be exchanged by the CRA on a reciprocal, bilateral basis with Reportable Jurisdictions in which the account holders or such controlling persons are resident under the provisions and safeguards of the Multilateral Convention on Mutual Administrative Assistance in Tax Matters or the relevant bilateral tax treaty. Under the CRS Rules, Shareholders will be required to provide such information regarding their investment in the Company to their dealer for the purpose of such information exchange, unless the investment is held within a Registered Plan.

## **RISK FACTORS**

An investment in Preferred Shares and Class A Shares is subject to certain risk factors which prospective investors should consider before purchasing such shares. Before deciding to invest in the Preferred Shares and Class A Shares, prospective investors should consider carefully the risks set forth in the accompanying Prospectus under “*Risk Factors*” and in the other documents incorporated by reference in this Prospectus Supplement and the Prospectus, as updated by the Company’s subsequent filings with securities regulatory authorities in Canada.

## **INTEREST OF EXPERTS**

Certain legal matters relating to the Offering will be passed upon by Osler, Hoskin & Harcourt LLP on behalf of the Company and Stikeman Elliott LLP on behalf of the Agents. As of the date hereof, the partners and associates of Osler, Hoskin & Harcourt LLP as a group, and the partners and associates of Stikeman Elliott LLP as a group, each own less than one percent of the outstanding Preferred Shares or Class A Shares of the Company.

The auditor of the Company is PricewaterhouseCoopers LLP, Chartered Professional Accountants, Licensed Public Accountants, who have prepared an independent auditor’s report dated March 12, 2019 in respect of the financial statements of the Company as at and for the years ended December 31, 2018 and 2017. PricewaterhouseCoopers LLP has advised that they are independent with respect to the Company within the meaning of the Chartered Professional Accountants of Ontario CPA Code of Professional Conduct.

## **TRANSFER AGENT AND REGISTRAR, CUSTODIAN, SECURITIES LENDING AGENT AND AUDITOR**

TSX Trust Company is the registrar and transfer agent for the Preferred Shares and Class A Shares.

CIBC Mellon Trust Company is the Custodian and is responsible for certain aspects of the day-to-day administration of the Company and provides safekeeping and custodial services in respect of the Company’s assets. The address of the Custodian is 1 York Street, Suite 500, Toronto, Ontario M5J 0B6. CIBC Mellon Global Securities Services Company is the securities lending agent of the Company pursuant to a securities lending agreement between the Manager, in its capacity as manager of the Company and CIBC Mellon Global Securities Services Company (the “Securities Lending Agreement”). See “*The Company – Securities Lending*”.

The auditor of the Company is PricewaterhouseCoopers LLP, Chartered Professional Accountants, Licensed Public Accountants, 18 York Street, Suite 2600, Toronto, Ontario M5J 0B2.

## **PURCHASERS’ STATUTORY RIGHTS**

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces and territories of Canada, securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that such remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province or territory for the particulars of these rights or consult with a legal advisor.

## CERTIFICATE OF THE AGENTS

Dated: March 28, 2019

To the best of our knowledge, information and belief, the short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this prospectus supplement as required by the securities legislation of each of the provinces and territories of Canada.

**RBC DOMINION SECURITIES INC.**

(Signed) “*Christopher Bean*”

**NATIONAL BANK FINANCIAL INC.**

(Signed) “*Gavin Brancato*”

**BMO NESBITT BURNS INC.**

(Signed) “*Robin Tessier*”

**CANACCORD GENUITY CORP.**

(Signed) “*Michael Shuh*”

**ECHELON WEALTH PARTNERS INC.**

(Signed) “*Beth Shaw*”

**DESJARDINS SECURITIES INC.**

(Signed) “*Naglaa Pacheco*”

**CIBC WORLD MARKETS INC.**

(Signed) “*Valerie Tan*”

**SCOTIA CAPITAL INC.**

(Signed) “*Robert Hall*”

**TD SECURITIES INC.**

(Signed) “*Adam Luchini*”

**RAYMOND JAMES LTD.**

(Signed) “*J. Graham Fell*”

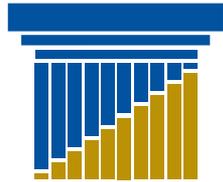
**INDUSTRIAL ALLIANCE SECURITIES INC.**

(Signed) “*Richard Kassabian*”

**MACKIE RESEARCH CAPITAL CORPORATION**

(Signed) “*David J. Keating*”

BROMPTON



LIFE & BANC SPLIT CORP.