

AMENDMENT NO. 1 DATED MARCH 31, 2021

TO THE ANNUAL INFORMATION FORM DATED NOVEMBER 27, 2020,

in respect of:

BMG BullionFund

BMG Gold BullionFund

BMG Silver BullionFund (individually, a “**Fund**” and collectively, the “**Funds**”)

The annual information form dated November 27, 2020, (the “**AIF**”), relating to the offering of mutual fund units of the Funds, is hereby amended as set out below. All capitalized words have the respective meanings set out in the Prospectus, unless specifically defined in this Amendment No. 1.

Summary of Amendments:

The AIF is amended to provide notice to investors of a custodian change, from the Bank of Nova Scotia to RBC Investor Services Trust.

Details of the Amendments to the AIF:

1. Page 2 of the AIF is amended by deleting:

“Each of the BMG Funds is a trust established under the laws of Ontario by BMG Management Services Inc. (**BMS** or the **Manager** or the **Trustee**). The Manager acts as the manager, promoter and trustee of the BMG Funds. The Manager was incorporated in Ontario on November 3, 1998 and its sole business activity is management of the BMG Funds. The Bank of Nova Scotia acts as the custodian for the bullion assets of the BMG Funds. RBC Investor Services Trust acts as sub-custodian for the non-bullion assets of the BMG Funds. RBC Investor Services Trust (the **Administrator**) also provides administrative services to the BMG Funds.”

And replacing it with the following:

“Each of the BMG Funds is a trust established under the laws of Ontario by BMG Management Services Inc. (**BMS** or the **Manager** or the **Trustee**). The Manager acts as the manager, promoter and trustee of the BMG Funds. The Manager was incorporated in Ontario on November 3, 1998 and its sole business activity is management of the BMG Funds. RBC Investor Services Trust acts as the custodian for the bullion assets of the BMG Funds. RBC Investor Services Trust (the **Administrator**) also provides administrative services to the BMG Funds.”

2. Page 4 of the AIF is amended under the heading “Investment Restrictions” by adding the following:

“Exemptive Relief Decisions

The Funds and underlying funds are relying on the following relief:

The BMG Funds are relying on exemptive relief obtained by RBC Investor Services Trust, exempting RBC Investor Services Trust from relevant parts of Part 6 of NI 81-102 to permit:

- the Royal Canadian Mint and the sub-custodians to the Mint, respectively, which are persons or companies that are not described in sections 6.2 or 6.3 of NI 81-102, to be appointed as subcustodians of the Funds to hold the Funds' bullion;
- the Mint and the sub-custodians to the Mint, as applicable, to be appointed as sub-custodians of the Funds to hold the Funds' bullion in Canada, and in the case of the sub-custodians to the Mint outside Canada; and
- the bullion of the Funds to be held outside of Canada by a sub-custodian to the Mint for purposes other than facilitating portfolio transactions of the Funds

(the "Bullion Custodian Relief")

The Bullion Custodian Relief is subject to the following conditions:

- the Mint must have the minimum shareholders' equity required under NI 81-102 for a subcustodian holding portfolio assets in or outside of Canada ("Shareholder Equity Threshold"), and each sub-custodian to the Mint must either (i) meet the Shareholder Equity Threshold, or (ii) have guaranteed all of the custodial obligations of the sub-custodian to the Mint which requirements will be monitored at least annually by the Custodian;
- the Mint may only be used as a sub-custodian for the Fund's bullion in Canada;
- the sub-custodians to the Mint may only be used as sub-custodians for the Fund's bullion in Canada, the United States, the United Kingdom, Germany, Switzerland, China (including Hong Kong), India or Singapore;
- an annual report will be obtained from the Mint confirming that the Mint has monitored each subcustodian to the Mint to ensure that its shareholders' equity is at the appropriate level; and
- the Custodian shall include in the compliance reports required under NI 81-102 a statement regarding the completion of review processes for the Mint and the sub-custodians to the Mint, and the Custodian's view that such entities continue to be appropriate sub-custodians to hold the Funds' bullion in, and outside of, Canada.

The Bullion Custodian Relief provided for transferability of the relief to any fund governed by NI 81-102 for which RBC Investor Services Trust acts as custodian."

3. Page 18 of the AIF is amended under the heading "Brokerage Arrangement" , by deleting the following:

"Other than buying bullion through ScotiaMocatta, a division of The Bank of Nova Scotia, there are no ongoing contractual arrangements with any dealer with respect to trading activities of a BMG Fund. No commission is payable to The Bank of Nova Scotia in connection with a BMG Fund's bullion purchases."

And replacing it with the following:

"Other than buying bullion through the Custodian, there are no ongoing contractual arrangements with any dealer with respect to trading activities of a BMG Fund. No commission is payable to the Custodian in connection with a BMG Fund's bullion purchases"

4. Page 18 of the AIF is amended under the heading “Custodian”, by deleting the following:

“The Bank of Nova Scotia (the **Custodian**), Toronto, Ontario, a leading bank and member of the London Bullion Market Association, through its ScotiaMocatta division, is the custodian of the assets of the BMG Funds pursuant to an amended and restated bullion trading account agreement made as of September 26, 2016 (the **Bullion Trading Account Agreement**) for each precious metal held by that BMG Fund and an amended and restated holding account agreement made as of September 26, 2016 (the **Holding Account Agreement**). The Bullion Trading Account Agreement is between the Manager, acting as manager and trustee of the BMG Funds, and the Custodian and may be terminated by the Custodian on 180 business days’ notice. The Holding Account Agreement is between the Manager, acting as manager and trustee of the BMG Funds and the Custodian and may be terminated by either party on not less than 180 days’ prior written notice to the other party prior to the annual renewal of the agreement. It is expected that the annual custodial costs as a percentage of the NAV of the BMG BullionFund, BMG Gold BullionFund and BMG Silver BullionFund for 2021 will be approximately 0.103%, 0.075% and 0.15%, respectively. The Manager may also appoint another custodian for the BMG Funds in accordance with applicable law.”

And replacing it with the following:

“RBC Investor Services Trust (the **Custodian**), Toronto, Ontario, a leading bank and member of the London Bullion Market Association, is the custodian of the assets of the BMG Funds pursuant to custodian agreement made as of February 22, 2021 (the **Custodian Agreement**) for each precious metal held by that BMG Fund. The Custodian Agreement is between the Manager, acting as manager and trustee of the BMG Funds, and the Custodian and may be terminated by the Custodian on 30 days’ notice. The Royal Bank of Canada (**RBC**) is a sub-custodian of the Custodian. RBC has entered into a sub-custodian agreement with the Royal Canadian Mint for storage and handling of bullion for BMG BullionFund, BMG Gold BullionFund and BMG Silver BullionFund. The sub-custodian agreement permits the Royal Canadian Mint to utilize Brink’s Canada Limited or its subsidiaries or affiliates as sub-subcustodians of the Funds in order to hold some or all of BMG Funds’ bullion. Currently, all bullion held by the BMG Funds is held by Brink’s Canada Limited. It is expected that the annual custodial costs as a percentage of the NAV of the BMG BullionFund, BMG Gold BullionFund and BMG Silver BullionFund for 2021 will be approximately 0.1138%, 0.1680% and 0.0054%, respectively. The Manager may also appoint another custodian for the BMG Funds in accordance with applicable law.”

5. Page 19 of the AIF is amended under the heading “Custodian” , by deleting the following:

“RBC Investor Services Trust has been appointed by the Custodian, with the consent of BMS, as a sub-custodian of the non-bullion assets of the BMG Funds pursuant to a sub-custodian agreement made as of the 9th day of August, 2004 and amended on March 16, 2009, September 4, 2009, September 26, 2016 and October 18, 2017 (the **Sub-Custodian Agreement**). The Sub-Custodian Agreement may be terminated at any time by any party on 30 days prior written notice to the other parties.”

6. Page 30 of the AIF is amended under the heading “Material Contracts” , by deleting the following:

“(iii) the Bullion Trading Account Agreements for the BMG Funds referred to in the section entitled “*Responsibility for BMG Fund Operations*”;

(iv) the Holding Account Agreements for the BMG Funds referred to in the section entitled “*Responsibility for BMG Fund Operations*”; and

(v) the Sub-Custodian Agreement for the BMG Funds referred to in the section entitled “*Responsibility for BMG Fund Operations*”.”

And replacing it with the following:

“(iii) the Custodian Agreement for the BMG Funds referred to in the section entitled “*Responsibility for BMG Fund Operations*”;

**CERTIFICATE OF THE FUND
MANAGER AND PROMOTER**

DATED: March 31, 2021

This Amendment No. 1 dated March 31, 2021, together with the Annual Information Form dated November 27, 2020, and the Simplified Prospectus dated November 27, 2020, as amended by Amendment No. 1 dated March 31, 2021, and the documents incorporated by reference into the Simplified Prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the Simplified Prospectus, as amended, as required by the securities legislation of each province and territory of Canada and do not contain any misrepresentations.

Signed (“Nick Barisheff”)

Nick Barisheff
Chief Executive Officer

Signed (“Yvonne Blaszczyk”)

Yvonne Blaszczyk
Chief Financial Officer

**ON BEHALF OF THE BOARD OF DIRECTORS OF
BMG MANAGEMENT SERVICES INC. AS TRUSTEE AND AS MANAGER AND PROMOTER
OF THE BMG FUNDS**

Signed (“Marty Nicandro”)

Marty Nicandro
Director