

BMG FUNDS

SIMPLIFIED PROSPECTUS DATED NOVEMBER 29, 2024

BMG BullionFund

(Offering Class A, Class B1, Class B2, Class B3, Class C1, Class C2, Class C3, Class D and Class F Units)

BMG Gold BullionFund

(Offering Class A, Class B1, Class B2, Class B3, Class C1, Class C2, Class C3, Class D and Class F Units)

BMG Silver BullionFund

(Offering Class A, Class B1, Class B2, Class C1, Class C2, Class C3, Class D and Class F Units)

(individually, a **BMG Fund** and collectively, the **BMG Funds**)



No securities regulatory authority has expressed an opinion about these units and it is an offence to claim otherwise. The BMG Funds and the units of the BMG Funds offered under this Simplified Prospectus are not registered with the United States Securities and Exchange Commission and they are sold in the United States only in reliance upon exemptions from registration.

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BMG BULLIONFUND B5

BMG GOLD BULLIONFUND B16

BMG SILVER BULLIONFUND B26

Introduction

General

This simplified prospectus (the **Simplified Prospectus**) contains selected important information about the BMG BullionFund, the BMG Gold BullionFund and the BMG Silver BullionFund (individually, a **BMG Fund**, and collectively, the **BMG Funds**). The information in this Simplified Prospectus will help you make an informed investment decision and will help you understand your rights as an investor in the BMG Funds.

This Simplified Prospectus contains information about the BMG Funds and the risks of investing in mutual funds generally, as well as information about BMG Management Services Inc. (**BMS** or the **Manager**), which is responsible for the management of the BMG Funds.

This document is divided into two parts. The first part, from pages A-1 through A-36, contains general information applicable to all of the BMG Funds. The second part, from pages B-1 through B-35, contains specific information about each of the BMG Funds described in this document.

Additional information about each BMG Fund is available in the following documents:

- the most recently filed Fund Facts for each class of units of that BMG Fund;
- the most recently filed annual audited financial statements;
- any interim financial statements filed after those annual financial statements;
- the most recently filed annual management report of fund performance (a **MRFP**); and
- any interim MRFP filed after that annual MRFP.

These documents are incorporated by reference into this Simplified Prospectus, which means that they legally form part of this document just as if they were printed as part of this document. You can get a copy of these documents, at your request, and at no cost, by calling us at **905-474-1001** or toll-free at **1-888-474-1001** or from your dealer.

These documents are also available on the internet site for the BMG Funds at www.bmgfunds.com or by contacting the Manager by e-mail at info@bmg-group.com. These documents and other information about the BMG Funds are available on the internet site of the System for Electronic Document Analysis and Retrieval (**SEDAR+**) at <https://SEDARplus.ca>.

Unless otherwise stated, all dollar amounts in this Simplified Prospectus are in Canadian dollars.

In this document, “**we**”, “**us**”, “**our**” and the “**Manager**” refer to BMS who acts as the manager, promoter and trustee of the BMG Funds, and “**Class**” or “**Classes**” refers to a class or classes of the BMG Funds. A reference in this document to “**you**” and “**your**” refers to everyone who invests in a BMG Fund.

Responsibility for the BMG Funds Operations

Manager and Trustee

The Manager and Trustee of each BMG Fund was appointed pursuant to the Declaration of Trust of that BMG Fund described under the section entitled “*Name, Formation and History of the BMG Funds*”. The address, telephone number, e-mail and web-site address of the Manager and Trustee is Suite 200, 110 Cochrane Drive, Markham, Ontario, L3R 9S1, [905-474-1001](tel:905-474-1001) or toll free at [1-888-474-1001](tel:1-888-474-1001), info@bmg-group.com and www.bmg-group.com.

The Manager is responsible for managing the day-to-day activities of the BMG Funds and providing or arranging for all required administrative services of the BMG Funds.

The Trustee may resign as trustee of a BMG Fund at any time. However, the resignation will not take effect until a new trustee, which has been approved by the unitholders of each Class of that BMG Fund, has been appointed for that BMG Fund.

The name and municipality of residence and current principal occupation of each director and officer of the Manager and Trustee is as follows:

Name and Municipality of Residence	Office or Position With the Manager and Trustee	Principal Occupation Within Preceding Five Years
Yvonne Blaszczyk, Etobicoke, Ontario	Chief Executive Officer, President, Chief Financial Officer, Ultimate Designated Person and Director	Ms. Blaszczyk has been the Director and Chief Financial Officer of the Manager since June 14, 2019. She has also been Vice President Human Resources of BMG since December 12, 2012 as well as a member of the BMG Group Board of Directors since June 20, 2014. Ms. Blaszczyk was appointed Chief Executive Officer, President and Ultimate Designated Person on September 15, 2023.
Marty Nicandro, Toronto, Ontario	Director	Mr. Nicandro has been a Director of the Manager since December 21, 2015. He has also been Vice President of Dealer Relations since August 15, 2011 as well as Vice President & General Manager of BCS Operations and Marketing.
Christopher Ward Toronto, Ontario	Director	Mr. Ward became a Director of the manager on Oct 24, 2024. Mr. Ward spent 10 years on the managers IRC committee prior to becoming a board member of the manager. Christopher Ward is a seasoned expert in brand and business strategy. He has held senior marketing and executive positions in retail, manufacturing and management consulting companies. He has been directly responsible for the launch of three companies one of which grew through merger and acquisition to be a major player

		<p>in electronic security for homes and businesses. He also founded and presided over the rapid growth of a successful custom publishing business that numbered among its clients some of North America’s largest organizations.</p>
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Portfolio Adviser

Each BMG Fund has a fixed investment objective of investing its assets, directly or indirectly, in gold, silver and platinum bullion, as applicable, regardless of market conditions. As a result, the BMG Funds do not have a portfolio adviser.

Administrative Services

The Manager has retained the services of RBC Investor Services Trust (the Administrator), to assist it with the administration of the BMG Funds pursuant to a valuation and record keeping services agreement. The valuation and record keeping services agreement made as of the 9th day of August 2004, as amended March 16, 2009, September 4, 2009, August 27, 2012, December 18, 2014, September 26, 2016 and October 18, 2017 (the **Valuation and Record Keeping Services Agreement**), is between the Manager and the Administrator and may be terminated by either party on 30 days’ prior written notice.

The services the Administrator provides to the BMG Funds include the determination of the value of a BMG Fund, maintaining certain records of the BMG Funds and processing subscriptions and redemptions for units of each Class of the BMG Funds.

Brokerage Arrangements

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.

Principal Distributor

The BMG Funds currently do not have a principal distributor.

Custodian

“Bank of Montreal (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 01, 2024 (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. Bank of Montreal (BMO) has entered into a sub-custodian agreement with Brink’s Canada Limited for storage and handling of bullion for BMG BullionFund and BMG Silver BullionFund. The sub-custodian agreement permits BMO to utilize Brink’s Canada Limited or its subsidiaries or affiliates as sub-custodians of the Funds in order to



hold some or all of BMG Funds' bullion. Currently, all Silver 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 2024 will be approximately .103%, .075% and .15%, respectively. The Manager may also appoint another custodian for the BMG Funds in accordance with applicable law.

The Custodian and sub-custodian holds custody of the physical gold, silver and platinum bullion assets, as applicable, of each of the BMG Funds on an allocated, insured basis. Currently, all bullion is held by the Custodian and sub-custodian in Ontario. The Custodian and the sub-custodian have also agreed to maintain the broadest form of insurance on the gold, silver and platinum bullion, as applicable, that is commercially available to the Custodian and sub-custodian against all risks of physical loss or damage, except those for which insurance is not currently available, including, but not limited to, the risks of war, terrorist events, nuclear incident or government confiscations. Such insurance may help mitigate any losses suffered by a BMG Fund.

Auditor

The auditor of each BMG Fund is RSM Canada LLP, Toronto, Ontario.

Registrar

The registrar of units of each BMG Fund is the Manager. The registrar maintains a register of unitholders of each Class of each BMG Fund in Toronto, Ontario.

Independent Review Committee and Fund Governance

Each BMG Fund is organized as a trust. The Manager has the responsibility for managing the affairs of each BMG Fund, and has all the necessary powers, duties and authority to do so pursuant to the Declaration of Trust of each BMG Fund.

The Manager will comply with the Declaration of Trust of each BMG Fund, including the investment policies and restrictions established therein, and all applicable securities laws, regulations and policy statements of the relevant Canadian securities regulatory authorities. The Manager is governed by a board of directors consisting of four individuals, all four of whom are also officers of the Manager. The board of directors oversees the activities of the Manager and the BMG Funds.

The Manager has established policies, procedures and guidelines relating to the management of the BMG Funds, including with respect to business practices and compliance with regulatory and corporate requirements.

In accordance with NI 81-107, BMS has established an Independent Review Committee (IRC) for all of the BMG Funds. The IRC complies with applicable securities legislation, including NI 81-107. Set out below are the names and principal occupations of the three individuals who currently comprise the IRC for each BMG Fund:

Name	Principal Occupation
Bob Reeves	Retired
Elena Reshetnikova	Lawyer
William Friend	Retired

Each member of the IRC is independent of the Manager, its affiliates and each BMG Fund. The IRC provides independent oversight and impartial judgment on conflicts of interest involving a BMG Fund that are referred to it by the Manager. The IRC's mandate is to consider such matters and to recommend to the Manager what action the Manager should take to achieve a fair and reasonable result for a BMG Fund in those circumstances; and to review and advise on or consent to, if appropriate, any other matter required by applicable securities laws. As the BMG Funds have a fixed investment objective, it is not expected that many conflicts of interest will arise. The IRC intends to meet at least two times a year.

Among other matters, the IRC prepares, at least annually, a report of its activities for unitholders of each BMG Fund which will be available on the internet at www.bmg-group.com and upon request by any unitholder of a BMG Fund, at no cost, by calling: [905-474-1001](tel:905-474-1001) or toll-free at [1-888-474-1001](tel:1-888-474-1001) or e-mailing info@bmg-group.com.

Under securities legislation, the IRC may, among other things, approve: a) a BMG Fund's reorganization with, or a transfer of its assets to another mutual fund; and b) a change in the auditor of a BMG Fund in accordance with NI 81-107. In such circumstances, a written notice describing the transaction or change in auditors will be sent to unitholders of the applicable BMG Fund(s) at least 60 days before the effective date of the change.

Affiliated Entities

The Manager is a wholly owned subsidiary of BMG. Another wholly owned subsidiary of BMG is BMG Marketing Services Inc. which provides certain marketing activities for the BMG Funds. The directors and senior officers of BMS and BMG are also the directors and senior officers of BMG Marketing Services Inc. The disclosure of the amount of fees received from the BMG Funds by each affiliated entity that provides services to the BMG Funds or to the Manager in relation to the BMG Funds is provided in the audited financial statements of the BMG Funds.

Remuneration of Directors, Officers, Trustees and the IRC

No payment or reimbursement has been made to the directors and officers of the Manager by the BMG Funds for the financial year ended 2023.

Each member of the IRC is paid an annual fee of \$2,100 plus \$1,500 for each meeting attended for the BMG Funds, and is reimbursed, by each BMG Fund, as applicable, for any fees and/or expenses he/she incurs in carrying out such duties for that BMG Fund. During the financial year ended 2023, each IRC member was paid \$5,100 for their services to the BMG Funds, for a total of \$15,300 for all three IRC members.

In addition, the Manager received no fees for acting as the trustee of the BMG Funds for the financial year ended 2023.

Material Contracts

The material contracts pertaining to the BMG Funds are listed below:

- (i) the Declaration of Trust of each BMG Fund referred to in the section entitled “Name, Formation and History of the BMG Fund”;
- (ii) the Valuation and Record Keeping Services Agreement referred to in the section entitled “Responsibility for BMG Fund Operations”;
- (iii) the Custodian Agreement for the BMG Funds referred to in the section entitled “Responsibility for BMG Fund Operations”

Copies of the foregoing material contracts may be inspected by prospective or existing unitholders during normal business hours at the principal office of the BMG Funds.

Legal and Administrative Proceedings

There are currently no ongoing legal or administrative proceedings involving the Manager which may be material to the BMG Funds, nor are there any such proceedings known to be contemplated as of the date of this Simplified Prospectus.

Dedicated website data

A mutual fund is required to post certain regulatory disclosure documents on a designated website. The designated website of the mutual fund in this document pertains to can be found at the following location: www.bmg-group.com

Valuation of Portfolio Assets

The net asset value (the NAV) per unit of a Class of a BMG Fund is determined as at 4:00 p.m. (Eastern time) (the **Valuation Time**) on each day that the Toronto Stock Exchange is open for business (a **business day** or a **Valuation Date**) and is equal to the assets of that Class of a BMG Fund minus the liabilities of that Class of the BMG Fund divided by the outstanding units of

that Class of the BMG Fund.

The assets of each Class of a BMG Fund will be valued, as applicable, as follows:

- (a) the value of gold, silver and platinum bullion will be priced based on available spot prices;
- (b) any cash and subscription receivables will be valued at their face value; and
- (c) all assets of a Class of a BMG Funds carried in foreign currency will be translated into Canadian currency for valuation purposes as nearly as practicable using the best sources available to BMS and/or the applicable service provider, including its affiliates, on the Valuation Date on which the NAV of that Class of a BMG Fund is calculated.

The units of a Class of a BMG Fund will only be valued in accordance with the foregoing rules and BMS does not and will not exercise any discretion in how the NAV of a Class of the BMG Funds will be determined.

The liabilities of a Class of a BMG Fund on a Valuation Date include all of the expenses of that BMG Fund that are attributable to that Class of that BMG Fund and have arisen or accrued on or before that Valuation Date.

Prior to January 1, 2014, the Manager calculated the NAV per unit of a Class of a BMG Fund for its financial statements in accordance with Canadian Generally Accepted Accounting Policies (**GAAP**) pursuant to National Instrument 81-106 *Investment Fund Continuous Disclosure*. The main difference between the valuation methodology imposed by Canadian GAAP and the valuation methodology set out above is that securities listed on an exchange were valued at the latest available closing sale price under the above methodology, whereas Canadian GAAP required those securities to be valued based on the bid price for long positions and the ask price for short positions.

Effective January 1, 2014, the NAV per unit of a Class of a BMG Fund for financial statement purposes have been calculated in accordance with International Financial Reporting Standards (**IFRS**). Under IFRS, a BMG Fund's accounting policies for measuring the fair value of its investments for financial statement purposes are expected to be aligned with those used in measuring its NAV for transactions with unitholders.

The Manager may declare a suspension of the calculation of the NAV per unit for each Class of a BMG Fund in the circumstances described under the heading "*Redemption Of Units*". There will be no calculation of NAV per unit for each Class during any suspension period and the BMG Fund will not be permitted to issue further units or redeem any units during this period.

Calculation of Net Asset Value per Unit

All units of a Class of a BMG Fund will be sold at the NAV per unit of that Class of the BMG Fund for that day. The NAV per unit of a Class of a BMG Fund is calculated each Valuation Date at the Valuation Time, which is before any units of that Class of that BMG Fund are issued or redeemed. Any units of a Class of a BMG Fund that are purchased or redeemed on that day are reflected in the NAV per unit of that Class of that BMG Fund the next time it is calculated.

The Manager will make available the NAV per unit of each Class of the BMG Funds on the BMG Fund's website at www.bmg-group.com at no cost.

Purchases, Switches, Reclassifications and Redemptions

Nature of BMG Funds

When you invest in units of the BMG Funds, you are buying units of a mutual fund trust. Each BMG Fund is open-ended, which means each BMG Fund is permitted to issue an unlimited number of Classes of redeemable units, with each Class of units consisting of an unlimited number of units.

Classes of Units

To address the different investment needs of different types of investors, each BMG Fund offers a variety of Classes, including Class A units, Class D units and Class F units. The BMG Funds also offer Class B units (B1-B3 inclusive), Class C units (C1-C3 inclusive), Class E units (E1-E15 inclusive), Class G units (G1-G16 inclusive) and Class I units to qualified investors. Each Class of units of a BMG Fund represents an investment in the same portfolio of assets of the BMG Fund, but each Class of units has a different management fee and expenses that are attributed to it. As a result, a separate NAV is calculated for each Class of units for each BMG Fund.

The Price of a Mutual Fund Unit

You may purchase, switch, reclassify or redeem units of a Class of a BMG Fund as described in this Simplified Prospectus.

The NAV is determined for each Class of units of a BMG Fund as at 4:00 p.m. (Eastern time) (the **Valuation Time**) on each day that the Toronto Stock Exchange is open for business (a **business day** or a **Valuation Date**) or such other time as we determine appropriate. Some Classes are offered in U.S. dollars. For investors who want to buy units of a Class of a BMG Fund in U.S. dollars on a given day, we calculate the NAV of that Class in Canadian dollars and then convert the NAV into U.S. dollars using that day's exchange rate.

All requests that we receive from investors before the Valuation Time on each Valuation Date to buy, switch, reclassify or redeem units of a Class of a BMG Fund will be executed on that business day using the NAV per unit of that Class of units of the BMG Fund on that day. Requests received after the Valuation Time will be executed on the next business day using that day's NAV per unit for the applicable Class of units of the applicable BMG Fund.

The BMG Funds are available in each Province and Territory of Canada.

We will not issue units of a Class of a BMG Fund unless your dealer confirms to us that it has received the necessary funds or a certified cheque from you to buy the units of that Class of the BMG Fund. Your purchase or redemption order should be sent to your dealer. Cheques should be made payable to the name of the applicable BMG Fund. When redeeming units of a Class of a BMG Fund, you should indicate whether you wish to redeem a specified dollar amount or number of units of that Class of the BMG Fund. You may have to pay an administrative fee to your dealer. As a security measure, telephone or electronically transmitted redemption requests will normally not be accepted.

When you redeem units of a Class of a BMG Fund, we will send you the proceeds within two business days of receiving all necessary documents.

See *“Fees and Expenses”* and *“Dealer Compensation”* for more information on the fees and expenses and dealer compensation you may have to pay when you purchase units of a Class of a BMG Fund.

Purchase Options

You may buy units of a BMG Fund in either Canadian dollars or U.S. dollars by contacting your dealer. You may redeem your Class of units of a BMG Fund in the same currency in which you purchased them.

Investors can buy Class A units, Class D units and Class F units of each BMG Fund in either Canadian or U.S. dollars. The BMG Funds also offer Class B1, Class B2 and Class B3 units (collectively, the **Class B units**), Class C1, Class C2 and Class C3 units (collectively, the **Class C units**), and Class E1 units through Class E15 units inclusive (collectively the **Class E units**) in either Canadian or U.S. dollars to certain qualifying investors. The BMG Funds may also issue Class I units to institutional and qualified individual investors on an exempt basis pursuant to applicable securities legislation.

Investors in foreign jurisdictions may buy Class A units, Class B units, Class C units, Class F units and Class E units of each BMG Fund in either Canadian or U.S. dollars in accordance with the laws of that jurisdiction. Investors in foreign jurisdictions may also buy Class G1 units through Class G16 units inclusive (collectively the **Class G units**) of the BMG Funds in U.S. dollars, in accordance with the laws of that jurisdiction. Minimum investments may be required for certain Classes of Units of the BMG Funds. Please see *“Minimum Investments”* for more information.

No fees, other than those set out in this Simplified Prospectus, are charged to buy units of a BMG Fund in U.S. dollars.

Class A Units

Class A units of a BMG Fund are designed for retail investors and can be purchased from a dealer, you negotiate and pay a sales charge to your dealer. Your dealer will generally deduct the amount of the sales charge that you negotiate with your dealer, which cannot exceed 5.00% of the amount invested at the time you purchase such units. Subject to a BMG Fund's short-term trading fee, you can redeem your Class A units of the BMG Fund purchased under this option at any time and do not have to pay any redemption fees. See "*Fees and Expenses*", for more information.

Class B Units

Class B units of a BMG Fund are designed for individual investors who have agreed with their registered representative that they wish to purchase a Class B unit of an applicable BMG Fund offering reduced overall costs, including a reduced management fee and a reduced trailer fee via a tiered fee schedule based on certain large minimum investments. An investor must maintain a certain minimum balance in Class B units in a specific BMG Fund in order to remain eligible for investment in Class B units of a BMG Fund. If we become aware that you are no longer eligible to hold Class B units of a BMG Fund, we will give you 30 days' notice before we switch your Class B units of the BMG Fund for Class A units of the same BMG Fund.

If you buy Class B units of the BMG Funds, you may have to pay a sales charge to your dealer. Your dealer will generally deduct the amount of the sales charge that you negotiate with your dealer, which cannot exceed 5.00% of the amount invested at the time you purchase such units. Subject to a BMG Fund's short-term trading fee, you can redeem your Class B units of the applicable BMG Fund at any time and do not have to pay any redemption fees.

Class C Units

Class C units of a BMG Fund are designed exclusively for individual investors who wish to purchase a Class C unit of an applicable BMG Fund offering a reduced overall management fee via a tiered fee schedule based on certain larger minimum investments and have entered into a fee-based program with their dealers where we do not pay any sales charges, trailing fees or other fees to their dealers. Fee-based accounts are all-inclusive programs where an individual investor pays their dealer a set fee (usually based on assets under administration) for all services and advice that they provide to the investor.

You do not have to pay any sales charge if you buy Class C units of a BMG Fund as you already pay your dealer for the advice and other services your dealer provides to you. No trailer fees are paid and as a result of larger minimum investments, the management fee is reduced. However, your dealer must be a participant in our Class C program. If we become aware that you are no longer eligible to hold Class C units of a BMG Fund, we will give you 30 days' notice before we switch your Class C units of the BMG Fund for Class F units of the BMG Fund. Subject to a BMG Fund's short-term trading fee, you can redeem your Class C units of the BMG Fund at any time and do not have to pay any redemption fees.

Class D Units

Class D units of a BMG Fund are designed exclusively for retail investors who purchase such units through a discount dealer. Class D units of a BMG Fund are the same as Class A units of the BMG Fund, but pay a lower management fee due to no trailer fees being paid to the discount dealer. If we become aware that you are no longer eligible to hold Class D units of a BMG Fund, we will give you 30 days' notice before we switch your Class D units of the BMG Fund for Class A units of the same BMG Fund.

Subject to a BMG Fund's short-term trading fee, you can redeem your Class D units of the applicable BMG Fund at any time and do not have to pay any redemption fees.

Class E Units

Class E units of a BMG Fund are designed for investors who fall within certain prospectus exemption categories within the meaning of National Instrument 45-106 *Prospectus Exemptions*, and have a different level of management fees depending on the amount invested and the category of prospectus exemption relied upon. Class E units are not offered pursuant to this Simplified Prospectus.

Class F Units

Class F units of a BMG Fund are designed exclusively for investors who have entered into an investment management agreement with their dealers. This may include:

- (i) individual investors who participate in fee-based programs where we do not pay any sales charges, trailing fees or other fees to their dealers. Fee-based accounts are all-inclusive programs where the individual investor pays their dealer a set fee (usually based on assets under administration) for all services and advice that they provide to the investor; and
- (ii) other investors provided we do not pay any sales charges, trailing fees or other fees to their dealer.

You do not have to pay any sales charge if you buy Class F units of a BMG Fund as you already pay your dealer for the advice and other services your dealer provides to you. No trailer fees are paid and as a result the management fee is reduced. We can therefore charge a lower management fee. However, your dealer must be a participant in our Class F program. If we become aware that you are no longer eligible to hold Class F units of a BMG Fund, we will give you 30 days' notice before we switch your Class F units of the BMG Fund for Class A units of the BMG Fund. Subject to a BMG Fund's short-term trading fee, you can redeem your Class F units of the BMG Fund under this option at any time and do not have to pay any redemption fees.

Class G Units

Class G units of a BMG Fund are designed exclusively for investors in foreign jurisdictions, and have a different level of management fees depending on the amount invested. Class G units are not offered pursuant to this Simplified Prospectus.

Class I Units

Class I units of a BMG Fund are designed exclusively for institutional investors and individual investors who have been approved by us. Each eligible investor must enter into a Class I unit account agreement with us. Class I units are not offered pursuant to this Simplified Prospectus.

The criteria for approval may include the value of the investment. No management fees are charged to, or are payable by, a BMG Fund with respect to Class I units. Each investor will negotiate a separate management fee directly payable to us, which will be specified in that investor's Class I unit account agreement.

Price of a Unit of a Class of a BMG Fund

The price of a unit of a Class of a BMG Fund is equal to the NAV per unit of that Class of that BMG Fund. The NAV per unit of a Class of a BMG Fund is determined by adding the value of the assets of that Class of that BMG Fund, subtracting the liabilities of that Class of the BMG Fund and dividing the remainder by the outstanding number of units of that Class of that BMG Fund.

The NAV per unit of each Class of a BMG Fund is calculated in Canadian dollars at the Valuation Time on each Valuation Date. If the Administrator receives your purchase order to buy units of a Class of a BMG Fund before the Valuation Time on a Valuation Date, your purchase order, if accepted by the Administrator, will be processed at the NAV per unit of that Class of the BMG Fund on that day. If the Administrator receives your purchase order to buy units of a Class of a BMG Fund after the Valuation Time, it will be processed, if accepted by the Administrator, at the NAV per unit of that Class of the BMG Fund on the next Valuation Date.

Minimum Investments

Except as set out below, your initial investment in units of Class A units, Class D units and Class F units of a BMG Fund must usually be at least \$1,000. Subsequent investments by such unitholders must be at least \$100. If you buy Class A units, Class D units or Class F units of a BMG Fund by means of a pre-authorized investment plan, the minimum subsequent investment per transaction is \$25.

The initial investment in Class B1 units or Class C1 units, or Class B2 units or Class C2 units, or Class B3 units or Class C3 units, of a BMG Fund must usually be at least \$75,000, \$150,000 or \$500,000, respectively, although this minimum investment may be waived for an account that is part of a "financial/household group". A "financial/household group" includes accounts held by a single investor, their significant other or family members residing at the same address, as well as corporate accounts for which the investor or other members of the financial group

beneficially own more than 50% of the voting equity. In order to form a “financial/household group”, we require instructions from your dealer and each account in the “financial/household group” must be maintained with the same dealer. Subsequent investments by such unitholders must be at least \$100. If you buy Class B units or Class C units of a BMG Fund by means of a pre-authorized investment plan, the minimum subsequent investment per transaction is \$100.

If your payment for units of a Class of a BMG Fund is not received by the Administrator from your dealer within two business days of processing your order, the Administrator will redeem your units of that Class of the BMG Fund. If the proceeds of redemption are greater than what you owe, the BMG Fund will keep the difference. If the proceeds are less than what you owe, the Administrator will pay the difference to the BMG Fund and will collect this amount from your dealer, who may collect it from you.

We may reject a purchase order within one day of receiving it.

As noted above, the minimum account balance is generally \$1,000. If your investment balance falls below the minimum, you may be notified in writing and given 30 days to increase your account balance to the minimum. After that time, the Manager or the Administrator may redeem your units and mail you a cheque for the proceeds.

Redemptions

You should send your redemption request to your dealer who is responsible for sending your redemption order to the Administrator on the same day that your dealer receives it from you. The Administrator will confirm with your dealer that your dealer has received all of the necessary information and instructions from you to redeem your units of a Class of a BMG Fund.

No redemption fee has to be paid with respect to Class A, Class B units, Class C units, Class D units or Class F units of a BMG Fund. Please also see “*Short-term Trading*” for more information.

The Administrator will redeem your units of a Class of a BMG Fund on the business day your redemption order is received from your dealer, provided it is received by the Valuation Time on such day. If your redemption order is not received from your dealer by the Valuation Time, the Administrator will process your redemption order on the next business day. Once the instructions necessary to complete your redemption are received from your dealer, the Administrator will send your money to you. If the Administrator does not receive these instructions from your dealer within ten business days of the redemption, the applicable BMG Fund will repurchase your units of that Class of a BMG Fund. If the redemption proceeds are greater than the repurchase amount, the applicable BMG Fund will keep the difference. If the redemption proceeds are less than the repurchase amount, the Administrator will pay the applicable BMG Fund the difference. The Administrator will then collect this difference from your dealer, who may collect it from you.

The obligation to pay the redemption proceeds will be discharged when the monies are deposited into your bank account or when a cheque is mailed to you, unless the cheque is not

honoured on presentation for payment. In certain limited situations, you may be allowed to redeem your units of a Class of the BMG Fund on an *in specie* basis.

Suspension of Redemptions

Under extraordinary circumstances, your right to redeem units of a Class of a BMG Fund may be suspended. The Manager or its agent may refuse orders to redeem units of a Class of a BMG Fund:

- (i) during any period when normal trading is suspended on a stock exchange or other market, within or outside Canada, which represents more than 50% by value, or underlying market exposure, of the total assets of the BMG Fund without any allowance for liabilities and if the assets of the BMG Fund cannot be traded in any other market that represents a reasonably practical alternative for the BMG Fund; or
- (ii) with the consent of the applicable securities regulatory authorities.

A BMG Fund will not accept any purchase orders during any period when the right to redeem units of a Class of the BMG Fund is suspended. The suspension will apply to all requests for redemption prior to the suspension in respect of which payment has not been made as well as to all requests received while the suspension is in effect. All unitholders making such requests shall be advised by the Manager of the suspension and that the redemption will be effected at a price determined on the first business day following the termination of the suspension. All such unitholders shall have the right to withdraw their request for redemption. The suspension shall terminate in any event on the first day on which the condition giving rise to the suspension has ceased to exist, provided that no other condition under which a suspension is authorized then exists. To the extent not inconsistent with applicable securities legislation, any declaration of suspension made by the Manager shall be conclusive.

Switches

You can switch your investment from a Class of units of one BMG Fund to the corresponding Class of units of the other BMG Fund through your dealer. For units held outside of a registered plan, such a switch will result in a redemption of the units of the BMG Fund you own and a purchase of units of the new BMG Fund. Because you are moving your investment from one BMG Fund to another BMG Fund, the switch will be a taxable transaction to you and you may realize a gain or loss in the same manner as you would otherwise realize on a redemption of units of a BMG Fund. A switch fee of up to 2% of the value of the units switched may be charged by your dealer. See "*Fees and Expenses*", for more information.

Upon a switch of your units, the number of units you hold may change since each Class has a different NAV per unit.

We do not permit switches between units of a Class of a BMG Fund into units of another Class of the same BMG Fund without the appropriate applicable commissions and fees being applied.

Reclassification

A reclassification of units from one Class of a BMG Fund to another Class of the same BMG Fund in the same currency is not considered to be a disposition for tax purposes and, accordingly, a unitholder will not realize a gain or loss on such reclassification. Reclassifications are not permitted without the appropriate applicable commissions or fees being applied.

Short-term Trading

Short-term trading, which is redeeming or switching units of a BMG Fund within 60 days after they were purchased, can have an adverse effect on the BMG Funds and on other investors in the BMG Fund since such trading can increase trading, brokerage and other administrative costs of the BMG Fund and interfere with its long-term investment objectives.

The BMG Funds have adopted certain restrictions to deter short-term trading. For example, we may, in our discretion, impose a short-term trading fee of up to a maximum of 1.5% of the value of the units of a Class of a BMG Fund that you redeem, if you hold units of that Class of the BMG Fund for less than 60 days. The short-term trading fee is payable to the applicable BMG Fund and not to the Manager, to offset the cost of the logistics involved in dealing with physical bullion. We also have the discretion to redeem some or all of your units if we believe that you are or may continue to engage in short-term trading.

For the purposes of the short-term trading fee, units will be considered to be redeemed on a first-in first-out basis.

The short-term trading fee will not be charged:

- (i) for a redemption of units acquired through automatic reinvestment of all distributions of net income or capital gains by the BMG Funds;
- (ii) for a redemption of units in connection with a failed settlement of a purchase of units;
- (iii) as a result of switching by the Manager between two BMG Funds;
- (iv) as a result of reclassifying units of a BMG Fund from one class into another class of the BMG Fund;
- (v) for a redemption of units by another investment fund or investment product approved by us;
- (vi) for a redemption of units as a result of regular payments made from registered retirement income funds and locked-in retirement income funds; or
- (vii) in the absolute discretion of the Manager.

While these restrictions and our monitoring attempt to deter short-term trading, we cannot ensure that such trading will be completely eliminated.

Optional Services

Registered Tax Plans

Units of each Class of the BMG Funds are eligible investments for deferred income plans. We offer registered retirement savings plans, including locked-in registered savings plans, locked-in retirement accounts, registered retirement income funds and tax free savings accounts. The trustee of our registered plans is Royal Trust Company. We do not charge an annual trustee fee.

Pre-Authorized Chequing Plan

Provided that your initial investment is at least \$1,000, under a pre-authorized chequing plan, (a **PAC**) you can indicate a regular amount of investment (not less than \$25), to be made on a periodic basis (e.g., on the 1st and the 15th of each month), to buy units of a BMG Fund, and the chequing account from which the investment amount is to be debited. A void cheque is required. You may suspend or terminate such a plan on ten days' prior written notice.

While you have a statutory right to withdraw from your initial purchase of units of a Class of a BMG Fund under a pre-authorized chequing plan, you will not have a right to withdraw from subsequent purchases of units of that Class of the BMG Fund. You will continue to have all other statutory rights under securities law, including the rights as described at page A-27 under the heading "*What Are Your Legal Rights?*" You have the right to terminate your participation in a pre-authorized chequing plan at any time.

Systematic Withdrawal Plan

You can establish a systematic withdrawal plan (a **SWP**), provided you are not investing through a retirement savings plan. Under a SWP you can indicate a regular amount of cash withdrawal to be made on a periodic basis and the Class of units of a BMG Fund from which the investment is to be withdrawn. Withdrawals will be made by way of a redemption of units of that Class of the BMG Fund and it should be noted that if withdrawals are in excess of any distributions and net capital appreciation, they will result in an encroachment on, or possible exhaustion of, your original capital. If you choose the SWP, any distributions declared on units of that Class of a BMG Fund held under such a plan must be reinvested into additional units of that Class of a BMG Fund. You may modify, suspend or terminate a SWP on ten days' prior written notice.

Each withdrawal is a redemption of Units and will result in the same tax consequences as any other redemption of Units for cash. See "*Income Tax Considerations for Investors – Taxation of Investors, B. Redemption of Units*".

Fees and Expenses

The following table lists the fees and expenses that you may have to pay if you invest in units of a Class of a BMG Fund. You may have to pay some of these fees and expenses directly. A BMG Fund pays the other fees and expenses. This will reduce the value of your investment in a BMG Fund.

FEES AND EXPENSES PAYABLE BY A FUND																			
Management Fees	Each BMG Fund pays the Manager an annual management fee (accrued daily and paid monthly). Management fees are paid in consideration of providing, or arranging for the provision of, management, distribution, and oversight of the day to day administration of the fund as well as any applicable sales and trailing commissions and marketing and promotion of the fund. The management fees payable are unique to each Class of each BMG Fund and are expressed as an annual percentage of that BMG Fund's average daily NAV attributable to units of that Class of that BMG Fund, as indicated below:																		
	Annual Management Fee Payable by a BMG Bullion Fund																		
	<table border="1"> <thead> <tr> <th>Class A</th> <th>Class B1</th> <th>Class B2</th> <th>Class B3</th> <th>Class C1</th> <th>Class C2</th> <th>Class C3</th> <th>Class D</th> <th>Class F</th> </tr> </thead> <tbody> <tr> <td>2.25%</td> <td>1.75%</td> <td>1.49%</td> <td>1.25%</td> <td>1.00%</td> <td>0.87%</td> <td>0.75%</td> <td>1.25%</td> <td>1.25%</td> </tr> </tbody> </table>	Class A	Class B1	Class B2	Class B3	Class C1	Class C2	Class C3	Class D	Class F	2.25%	1.75%	1.49%	1.25%	1.00%	0.87%	0.75%	1.25%	1.25%
	Class A	Class B1	Class B2	Class B3	Class C1	Class C2	Class C3	Class D	Class F										
	2.25%	1.75%	1.49%	1.25%	1.00%	0.87%	0.75%	1.25%	1.25%										
	Annual Management Fee Payable by a BMG Gold Bullion Fund																		
	<table border="1"> <thead> <tr> <th>Class A</th> <th>Class B1</th> <th>Class B2</th> <th>Class B3</th> <th>Class C1</th> <th>Class C2</th> <th>Class C3</th> <th>Class D</th> <th>Class F</th> </tr> </thead> <tbody> <tr> <td>2.25%</td> <td>1.75%</td> <td>1.49%</td> <td>1.25%</td> <td>1.00%</td> <td>0.87%</td> <td>0.75%</td> <td>1.25%</td> <td>1.25%</td> </tr> </tbody> </table>	Class A	Class B1	Class B2	Class B3	Class C1	Class C2	Class C3	Class D	Class F	2.25%	1.75%	1.49%	1.25%	1.00%	0.87%	0.75%	1.25%	1.25%
	Class A	Class B1	Class B2	Class B3	Class C1	Class C2	Class C3	Class D	Class F										
	2.25%	1.75%	1.49%	1.25%	1.00%	0.87%	0.75%	1.25%	1.25%										
	Annual Management Fee Payable by a BMG Silver Bullion Fund																		
	<table border="1"> <thead> <tr> <th>Class A</th> <th>Class B1</th> <th>Class B2</th> <th>Class B3</th> <th>Class C1</th> <th>Class C2</th> <th>Class C3</th> <th>Class D</th> <th>Class F</th> </tr> </thead> <tbody> <tr> <td>2.25%</td> <td>1.75%</td> <td>1.49%</td> <td>1.25%</td> <td>1.00%</td> <td>0.87%</td> <td>0.75%</td> <td>1.25%</td> <td>1.25%</td> </tr> </tbody> </table>	Class A	Class B1	Class B2	Class B3	Class C1	Class C2	Class C3	Class D	Class F	2.25%	1.75%	1.49%	1.25%	1.00%	0.87%	0.75%	1.25%	1.25%
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	2.25%	1.75%	1.49%	1.25%	1.00%	0.87%	0.75%	1.25%	1.25%										
	Operating Expenses	Each BMG Fund is responsible for paying its own expenses, other than advertising costs and costs of dealer compensation programmes, which are paid for by the Manager.																	
Operating expenses include, but are not limited to operating and administrative costs, taxes, record keeping, fund and unitholder accounting costs, audit fees and expenses, reporting and filing fees, legal fees, insurance costs, bullion storage fees, custodial expenses, investor servicing costs and brokerage commissions and fees, costs of financial reports and other reports to investors, as well as prospectuses and fund facts. Operating expenses and other costs of a BMG Fund are subject to the applicable taxes including the harmonized sales tax (HST).																			

	<p>Each Class of Units of a BMG Fund is responsible for the operating expenses that relate specifically to that Class and for its proportionate share of the operating expenses that are common to all Classes of the BMG Fund. The Manager may, in some years, pay a portion of a Class' operating expenses. The decision to absorb operating expenses is reviewed annually and determined at the discretion of the Manager, without notice to unitholders.</p> <p>Each BMG Fund is responsible for paying its proportionate share of the total compensation and expenses incurred by that BMG Fund's IRC. Each member of the IRC including the chairman of the IRC is paid, as compensation, an annual fee of \$2,100 for each BMG Fund they act for plus \$1,500 including HST, for each meeting attended.</p>
FEES AND EXPENSES PAYABLE DIRECTLY BY YOU	
<p>Sales charges: Class A units Class B units Class C units Class D units Class F units</p>	<p><i>Front-End Sales Charge Option</i></p> <p>You may pay a negotiable sales charge to your dealer at the time you buy Class A units or Class B units of a BMG Fund which will not exceed 5.00% of the total amount you invest in Class A units or Class B units of the BMG Fund, respectively.</p> <p>There are no sales charges at the time you buy Class C units, Class D Units or Class F units of a BMG Fund.</p>
<p>Short-term Trading Fee</p>	<p>We may, in our discretion, impose a short-term trading fee of up to a maximum of 1.50% of the value of the units of a Class of a BMG Fund that you redeem, if you hold units of that Class of the BMG Fund for less than 60 days. The short-term trading fee is payable to the applicable BMG Fund and not to the Manager, to offset the cost of the logistics involved in dealing with physical bullion.</p>
<p>Redemption Fees</p>	<p>There are no redemption fees payable on the redemption of units of a BMG Fund, but a switch from one BMG Fund to another may be subject to a short-term trading fee. See "Redemptions" on page A-13.</p>
<p>Switch fees</p>	<p>Your dealer may charge you up to 2.00% of the NAV of any units of a Class of a BMG Fund that you switch to the corresponding Class of the other BMG Fund.</p>
<p>Registered Plan Fees</p>	<p>No administration fee is charged by a BMG Fund, but you may be charged an administrative fee by your dealer.</p>

Impact of Sales Charges – Class A Units and Class B Units

The following table shows the amount of fees that you will have to pay under the different purchase options available to you if you make an investment of \$1,000 in Class A units or Class B units of a BMG Fund; you hold that investment for one, three, five or ten years and then immediately redeem such units at the end of that period.

Front-End Sales Charge Option ¹					
	At time of purchase ²	1 Year	3 Years	5 Years	10 Years
Class A	\$50	\$0	\$0	\$0	\$0
Class B	\$50	\$0	\$0	\$0	\$0

1. A short-term trading fee may apply if you redeem units within 60 days of their date of purchase or switch. See “Short-term Trading Fee” in the chart on page A-18.
2. Assumes the maximum front-end sales charge of 5.00% for Class A units and Class B units. There is no front-end sales charge for Class F units.

Dealer Compensation

Units of each Class of a BMG Fund are offered for sale on a continuous basis through dealers.

Sales Commission

Your dealer will receive the following sales commission and trailer fees:

Class A

If you buy Class A units of a BMG Fund, your dealer may receive a sales commission of up to 5.00% at the time of purchase. The sales commission your dealer receives depends on what sales commission you negotiate with your dealer. We may also pay your dealer an annual trailer fee of up to 1.00% of the average daily NAV of the Class A units of a BMG Fund held by your dealer’s clients.

Class B

If you buy Class B units of a BMG Fund, your dealer may receive a front-end sales commission of up to 5.00% at the time of purchase. The sales commission your dealer receives depends on what sales commission you negotiate with your dealer. We may also pay your dealer an annual trailer fee of up to 0.75% of the average daily NAV of the Class B1 units of a BMG Fund held by your dealer’s clients; up to 0.62% of the average daily NAV of the Class B2 units of a BMG Fund held by your dealer’s clients; and up to 0.50% of the average daily NAV of the Class B3 units of a BMG Fund held by your dealer’s clients.

Class C

If you buy Class C units of a BMG Fund, your dealer does not receive any sales commission or annual trailer fee.

Class D

If you buy Class D units of a BMG Fund, your dealer does not receive any sales commission or annual trailer fee.

Class F

If you buy Class F units of a BMG Fund, your dealer does not receive any sales commission or annual trailer fee.

Other Kinds of Dealer Compensation

We may share with dealers up to 50% of their eligible costs in marketing units of a Class of a BMG Fund. For example, we may pay a portion of the costs of a dealer for advertising the availability of units of a Class of a BMG Fund through the financial advisors of that dealer. We also pay for marketing materials that are given to dealers to help support their sales efforts.

In addition, we may pay part of the costs of a dealer in running a seminar to inform investors about a BMG Fund or about the general benefits of investing in a BMG Fund.

We also may pay up to 10% of the costs of some dealers to hold educational seminars or conferences for their financial advisors to teach them about the advantages of investing in a BMG Fund. The dealer makes all decisions about where and when the conference is held and who can attend.

Under applicable securities legislation, it is the obligation of your dealer and its sales representatives to ensure that the units of a Class of a BMG Fund that you buy are suitable for you taking into consideration your investment objectives and risk tolerances, regardless of the compensation you pay your dealer.

Representatives of dealers selling units of the BMG Funds also own approximately 5% of the outstanding shares of our parent company, BMG Group Inc.

Dealer Compensation from Management Fees

We paid dealers approximately 31% of our total management fees that we received from the BMG Funds for the financial year ended December 31, 2023.

Income Tax Considerations for Investors

The following is a summary of the principal Canadian federal income tax considerations under the Tax Act to you of distributions made by a BMG Fund, and of the disposition of units of a Class of a BMG Fund. It assumes that you are an individual (other than a trust) resident in Canada, who holds units of a Class of a BMG Fund as capital property for tax purposes and that you deal at arm's length with, and are not affiliated with the BMG Funds. This summary is not exhaustive of all tax considerations, therefore you should consult your own tax advisor about your tax situations.

Taxation of BMG Funds

A. Tax Status of BMG Funds

This summary assumes that at all relevant times each BMG Fund qualifies as a mutual fund trust for the purposes of the Tax Act. Each BMG Fund currently qualifies as a mutual fund trust. If a BMG Fund ceased to qualify as a mutual fund trust, the tax considerations for investors would be materially different from those described below.

Based on the current investments of the BMG Funds, the investment policy of each of the BMG Funds, and the general treatment by each of the BMG Funds of gains (or losses) arising from dispositions of physical bullion as capital gains (or capital losses) as further described below, each of the BMG Funds expects that it will retain its status as a mutual fund trust for purposes of the Tax Act even if a majority of the units of that BMG Fund are owned by non-residents of Canada.

The fact that non-residents may invest in a BMG Fund will have no adverse tax consequences under the Tax Act to an individual resident in Canada who holds units of a Class of a BMG Fund or to a registered plan such as registered retirement savings plans (**RRSPs**), registered retirement income funds (**RRIFs**), deferred profit sharing plans (**DPSPs**), registered disability savings plans (**RDSPs**), tax-free savings accounts (**TFSAs**) and registered education savings plans (**RESPs**). A BMG Fund does not expect to realize any gains or losses other than when it is required to sell assets to fund redemptions of units of a Class of a BMG Fund or to fund the payment of expenses incurred by the BMG Fund. To the extent a BMG Fund does realize gains to redeem units of a Class of a BMG Fund it will generally make sufficient distributions to redeeming unitholders of that Class of a BMG Fund so that it does not have to pay regular income tax.

B. Taxation of Dispositions of Bullion

Under the current administrative practices of the Canada Revenue Agency, an individual may generally choose to treat gains and losses realized on the disposition of gold, silver and platinum bullion as either capital gains and capital losses, or as income gains and income losses, provided that the individual takes a consistent filing position from year to year. However, this practice does not apply to gains and losses realized by

a BMG Fund. In particular, the Canada Revenue Agency has expressed the opinion that gains (or losses) of mutual fund trusts resulting from transactions in “commodities” should generally be treated for purposes of the Tax Act as being derived from an adventure or concern in the nature of trade, so that such transactions give rise to ordinary income rather than capital gains - although the treatment in each particular case remains a question of fact to be determined having regard to all the circumstances. The Canada Revenue Agency may assert that this position applies to a BMG Fund’s transactions in respect of bullion. As the BMG Funds intend to be long-term passive holders of physical bullion, and generally dispose of their holdings in such bullion only for the purpose of meeting redemption requests or to fund the payment of expenses, the BMG Funds may treat gains or losses as a result of such dispositions as capital gains or losses, depending on the circumstances. There can be no assurance that tax laws applicable to the BMG Funds, including the treatment of certain gains and losses as capital gains and losses, will not be changed in such a manner which could adversely affect the BMG Funds or the unitholders of the BMG Funds. Furthermore, there can be no assurance that the Canada Revenue Agency will agree with a BMG Fund’s characterization of gains and losses resulting from dispositions of physical bullion as capital gains and losses or ordinary income and losses in specific circumstances.

The declaration of trust of each BMG Fund provides that, to the extent that a BMG Fund is required to sell bullion to fund or satisfy the payment of proceeds of redemption to a redeeming unitholder, it may allocate any gains realized from such sale to such redeeming unitholder. Accordingly, if a BMG Fund is required to sell bullion to fund or satisfy your redemption of units of a Class of a BMG Fund, the gains realized by a BMG Fund on such sale will not be taxed in a BMG Fund but may be allocated and distributed to you and you will be taxed on such amount as capital gains if a BMG Fund treats such disposition as giving rise to a capital gain. However, there is no guarantee that a BMG Fund will always treat dispositions of bullion as giving rise to capital gains or that the Canada Revenue Agency will accept such treatment.

As of December 31, 2023 the BMG Funds have no capital or non-capital losses to offset future years’ taxable income.

Each BMG Fund will be entitled for each taxation year throughout which it is a mutual fund trust to reduce (or receive a refund in respect of) its liability, if any, for tax on its net realized capital gains by an amount determined under the Tax Act based on the redemptions of its units during the year (**capital gains refund**). The capital gains refund in a particular taxation year may not completely offset the tax liability of a BMG Fund for such taxation year which may arise upon the sale of physical bullion in connection with redemptions of units or to fund the payment of expenses incurred by the BMG Fund.

Each BMG Fund is subject to the suspended loss rules contained in the Tax Act. A loss realized on a disposition of capital property is considered to be a suspended loss when a BMG Fund acquires a property (a **substituted property**) that is the same as or identical to the property disposed of, within 30 days before and 30 days after the disposition and the BMG Fund owns the substituted property 30 days after the original disposition. If a loss is suspended, the BMG Fund cannot deduct the loss until the substituted property is sold and is not reacquired within 30 days before and after the sale, which may increase the amount of net realized capital gains of the BMG to be made payable to its unitholders as described below.

Taxation of Investors

For Units Not Held in a Registered Plan

A. Distributions on Units

It is not anticipated that the BMG Funds will make any distributions of capital gains or other income to unitholders other than in the event of a redemption that requires a BMG Fund to sell bullion to satisfy the redemption price or to fund the payment of expenses incurred by the BMG Fund. It is also not anticipated that the BMG Funds will make any distribution that is a return of capital.

As a consequence of not having any capital or non-capital loss carry-forwards as described above, there is a greater likelihood that a BMG Fund may pay or make payable to unitholders in a future year net capital gains realized and/or other income earned by the BMG Funds in that future year to the extent, in the case of net capital gains, such gains cannot be completely offset by the capital gains refund.

A unitholder of a BMG Fund will be required to include in the unitholder's income for tax purposes for any year the amount of net taxable capital gains or other income of the BMG Fund, if any, paid or payable to the unitholder in the year and deducted by the BMG Fund in computing its income. The non-taxable portion of any net realized capital gains of a BMG Fund that is paid or payable to a unitholder in a taxation year will not be included in computing the unitholder's income for the year and, provided appropriate designations are made by the BMG Fund, will not reduce the adjusted cost base of the unitholder's units in the BMG Fund

B. Redemption of Units

In computing your income, you must take into account any capital gain or capital loss you realize on redeeming units of a Class of a BMG Fund (including on a switch of units between BMG Funds). The capital gain (or capital loss) on a unit of a Class of a BMG Fund will be the amount by which your redemption proceeds exceed (or are less than) the adjusted cost base of the unit of that Class of a BMG Fund which have been adjusted for any previous return of capital. Your redemption proceeds for computing your capital gain or loss will also be reduced to the extent that a BMG Fund distributes to you

realized capital gains and/or other net income from selling bullion to BMG Fund to satisfy your redemption request.

A distribution by a BMG Fund of bullion upon an *in specie* redemption of units of a Class of a BMG Fund will be treated as a disposition by a BMG Fund of the bullion so distributed, for proceeds of disposition equal to the fair market value of the bullion at the time it is distributed. A BMG Fund will realize a gain (or a loss) to the extent that the proceeds of disposition exceed (or are less than) the BMG Funds' cost of the bullion and any reasonable costs of disposition. Each BMG Fund currently intends to treat as payable to a redeeming unitholder any amount of gain realized by a BMG Fund as a result of the distribution of bullion *in specie* to that unitholder.

When units of a Class of a BMG Fund are redeemed by the distribution of bullion *in specie* to a unitholder, the proceeds of disposition to that unitholder from the units of that Class of a BMG Fund that are redeemed will be equal to the fair market value of the property so distributed, and any cash received, less any gain realized by a BMG Fund as a result of the redemption of such units which is being made payable by a BMG Fund to that unitholder. For greater certainty, if a gain is realized by a BMG Fund as a result of an *in specie* distribution of bullion as a result of a redemption of units of a Class of a BMG Fund by a unitholder and such gain is allocated to and made payable by a BMG Fund to the unitholder, the unitholder will be required to include such gain in income. The cost of any bullion distributed by a BMG Fund to a unitholder upon a redemption of units of a Class of a BMG Fund will be equal to the fair market value of the bullion at the time of the distribution.

A unitholder is required to compute all amounts under the Tax Act, including cost base, proceeds of disposition, and income, in Canadian dollars.

C. Reclassification of Units

Based on our understanding of the current published administrative policies of the Canada Revenue Agency made publicly available, a reclassification of units from one Class of a BMG Fund to another Class of a BMG Fund is not considered to be a disposition for tax purposes and, accordingly, a unitholder will not realize a gain or loss on such reclassification.

D. Computation of Capital Gains

In general, one-half of any capital gain (a taxable capital gain) realized on a disposition of your units of a Class of a BMG Fund, or that is allocated and made payable to you by a BMG Fund, in a taxation year will be included in your income for that year and one-half of any capital loss (an allowable capital loss) realized by you on a disposition of your units of a Class of a BMG Fund in a taxation year generally must be deducted from taxable capital gains realized by you, or allocated and made payable to you by a BMG Fund, in that year in accordance with the detailed provisions of the Tax Act. Allowable capital losses for a taxation year in excess of taxable capital gains for that taxation year

may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against net taxable capital gains in accordance with the provisions of the Tax Act.

For Canadian tax purposes you must compute the cost of your units of a Class of a BMG Fund in Canadian dollars or the Canadian dollar equivalent at the time of payment of the subscription price using the appropriate exchange rate in accordance with the detailed rules in the Tax Act. You also must report your redemption proceeds in Canadian dollars or the Canadian dollar equivalent, at the time of redemption using the appropriate exchange rate. Accordingly, if you subscribe for units of a Class of a BMG Fund in U.S. dollars, you may realize a foreign exchange gain or loss if the exchange rate between the Canadian and U.S. dollar at the time of purchase of a unit of a Class of a BMG Fund differs from the exchange rate at the time such unit is redeemed.

The adjusted cost base of a unit of a Class of a BMG Fund will generally be the weighted average cost of all your units of that Class of a BMG Fund. Any sales commissions that you pay when you buy a unit of a Class of a BMG Fund will be included in the cost of your unit of that Class of a BMG Fund for these purposes.

For example, if you own 500 Class A units of a BMG Fund with an adjusted cost base of \$10 each (i.e. a total of \$5,000), and you then purchase another 200 Class A units of a BMG Fund for \$12 each for a total of \$2,400, you will now have spent \$7,400 for 700 Class A units of a BMG Fund. Your new adjusted cost base for each Class A unit of a BMG Fund will now be equal to \$7,400 divided by 700, or \$10.57 per Class A unit.

E. Tax Statements

We will issue a tax statement to you each year containing information needed to complete your income tax return in respect of your investment in the BMG Funds. You should keep detailed records of the purchase cost, sales commissions and distributions relating to your units of each Class of a BMG Fund in order to calculate their adjusted cost base. You may wish to consult your own tax advisor.

For Units Held in a Registered Plan

Units of each Class of each BMG Funds are currently qualified investments for RRSPs, RRIFs, DPSPs, RDSPs, RESPs and for TFSAs.

You pay no tax on income distributed by a BMG Fund on units of a Class of a BMG Fund that are held by a registered plan such as an RRSP, RRIF, DPSP, RDSP, RESP or TFSA provided that the units of that Class of a BMG Fund are qualified investments, or on any gains the plan realizes on redeeming units of that Class of a BMG Fund, as long as the proceeds remain in the plan.

In general, you will be taxed if you withdraw money from a registered plan (other than a TFSA). You should consult with your own tax advisor before withdrawing any amount from a registered plan.

A holder of a TFSA or RDSP, an annuitant of an RRSP or RRIF or a subscriber of an RESP which holds units of a BMG Fund will be subject to a penalty tax as set out in the Tax Act if the units are a “prohibited investment” (as defined in the Tax Act) for the TFSA, RDSP, RRSP, RRIF or RESP. Units of a trust will be a prohibited for a TFSA, RDSP, RRSP, RRIF or RESP if the holder of the TFSA or RDSP, the annuitant of the RRSP or RRIF or the subscriber of the RESP, as applicable, does not deal at arm’s length with the trust or has a significant interest in the trust. A significant interest, in general terms, means ownership of 10% or more of the value of a BMG Fund’s outstanding units by a unitholder, either alone or together with persons and partnerships with whom the unitholder does not deal at arm’s length.

Bullion distributed by a BMG Fund to a unitholder on a redemption of units will not be a qualified investment for RRSPs, RRIFs, DPSPs, RDSPs, RESPs and TFSAs.

F. Exchange of Tax Information

The Tax Act contains provisions which were enacted to implement the Canada-United States Enhanced Tax Information Exchange Agreement. Unitholders may be requested to provide information to their dealer to identify U.S. persons holding units. If a unitholder is a U.S. person (including a U.S. citizen) or if a unitholder does not provide the requested information, Part XVIII of the Tax Act will generally require information about the unitholder’s investments held in the financial account maintained by the dealer to be reported to the Canada Revenue Agency, unless the investments are held within a registered plan. The Canada Revenue Agency is expected to provide that information to the U.S. Internal Revenue Service.

The Tax Act also contains provisions which were enacted to implement the Common Reporting Standard developed by the Organization for Economic Cooperation and Development. Pursuant to the these provisions, the BMG Funds (or dealers through which unitholders hold their units of a Class of a BMG Fund) will be required to have procedures in place to identify accounts held by residents of foreign countries (other than the U.S.) or by certain entities the “controlling persons” of which are resident in such foreign countries and to report required information to the Canada Revenue Agency. Such information will be exchanged on a reciprocal, bilateral basis with the foreign jurisdictions in which the account holders or such controlling persons are resident. Pursuant to these provisions, unitholders are required to provide certain information regarding their investment in the BMG Funds for the purpose of such information exchange.

What are your Legal Rights

Securities legislation in some provinces and territories gives you the right to withdraw from an agreement to buy mutual funds within two business days of receiving this Simplified Prospectus or Fund Facts, or to cancel your purchase within 48 hours of receiving confirmation of your order.

Securities legislation in some provinces and territories also allows you to cancel an agreement to buy mutual fund units and get your money back, or to make a claim for damages, if this Simplified Prospectus, Fund Facts or financial statements of a BMG Fund misrepresent any facts about a BMG Fund. These rights must usually be exercised within certain time limits.

For more information, refer to the securities legislation of your province or territory or consult your lawyer.

Exemptive Relief Decisions

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

The BMG Funds are relying on exemptive relief obtained by Bank of Montreal (“BMO”), exempting Bank of Montreal from relevant parts of Part 6 of NI 81-102 to permit:

- Brinks Canada Limited are persons or a company that is not described in sections 6.2 or 6.3 of NI 81-102, to be appointed as sub-custodians of the Funds to hold the Funds’ bullion;
- The sub-custodian, as applicable, to be appointed as sub-custodian of the Funds to hold the Funds’ bullion in Canada;

(the “Bullion Custodian Relief”).

The Bullion Custodian Relief is subject to the following conditions:

- The sub-custodians must have the minimum shareholders’ equity required under NI 81-102 for a sub-custodian holding portfolio assets in or outside of Canada (“Shareholder Equity Threshold”), and the sub-custodian must either (i) meet the Shareholder Equity Threshold, or (ii) have guaranteed all of the custodial obligations of the sub-custodian which requirements will be monitored at least annually by the Custodian;
- an annual report will be obtained from the sub-custodian by the Custodian confirming that the sub-custodian has monitored 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 sub-custodian to and the Custodian’s view that such entity continues to be an appropriate sub-custodian 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 Bank of Montreal acts as Custodian.”

Certificate of the BMG Funds and the Manager and Promoter of the BMG Funds

This simplified prospectus together with the documents incorporated by reference into the simplified prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as required by the securities legislation of all provinces and territories and do not contain any misrepresentations.

November 29, 2024

"Yvonne Blaszczyk"

Yvonne Blaszczyk
Chief Executive Officer

"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

"Marty Nicandro"

Marty Nicandro
Director

"Christopher Ward"

Christopher Ward
Director

What is a Mutual Fund and what are the Risks of Investing in a Mutual Fund?

A mutual fund is a pool of money contributed by people with similar investment goals that invests in a variety of securities in an effort to achieve a specific investment objective over time. Individuals who contribute money become unitholders of the mutual fund. Mutual fund unitholders share the mutual fund's income, expenses, and gains or losses in proportion to their interest in the mutual fund. The value of an investment in a mutual fund is realized upon redeeming units held. Mutual funds are managed by professional money managers who invest on behalf of the whole group.

Mutual funds own different types of investments depending upon their investment objectives, including stocks, bonds, commodities, real estate, precious metals, derivatives and cash. The value of these investments changes from day to day, reflecting changes in interest rates, economic conditions and market and company news. As a result, the value of a mutual fund's units may go up and down, and the value of your investment in a mutual fund may be more or less when you redeem it than when you purchased it.

None of your investment in a mutual fund is guaranteed.

Unlike bank accounts or GICs, mutual fund units are not covered by the Canada Deposit Insurance Corporation or any other government deposit insurer.

Under exceptional circumstances, a mutual fund may suspend redemptions. See "*Purchases, Switches, Reclassifications and Redemptions*" at page A- 14 for more information.

General Investment Risks

BMG BullionFund invests only in the purchase of unencumbered, physical gold, silver and platinum bullion that is held on an allocated basis. BMG Gold BullionFund invests only in the purchase of unencumbered, physical gold bullion that is held on an allocated basis. BMG Silver BullionFund invests only in the purchase of unencumbered, physical silver bullion that is held on an allocated basis. Each of the BMG Funds has the objective of providing a secure, convenient alternative for investors seeking to hold the physical bullion for capital preservation and long term appreciation. As a result, the following risk factors are applicable for each BMG Fund:

Precious Metals specific risks

Precious Metals Price Risk

The prices for gold, silver and platinum bullion are affected by a variety of factors including: (a) the global supply of, and demand for, such precious metals, which is influenced by such factors as forward selling by producers of such precious metals, purchases made by producers of such precious metals to unwind hedge positions, central bank purchases and sales, production and cost levels in major producing countries, levels of industrial activity and consumer demand, trading activities of speculators and the buying and selling on behalf of

financial investment products similar to the BMG Funds; (b) investors' expectations with respect to the rate of inflation; (c) the exchange rate volatility of the U.S. dollar, the principal currency in which the prices of such precious metals are generally quoted; (d) interest rate volatility; and (e) unexpected global, or regional, political or economic incidents. In addition, governments may intervene from time to time, directly or through regulatory measures, in certain markets such as gold. These factors will indirectly affect the prices for gold, silver and platinum bullion, which will have a direct impact on the value of units of a BMG Fund.

Direct purchases of physical gold, silver and platinum bullion may also generate higher transaction and custody costs than other types of investments. These additional costs may impact the performance of a BMG Fund.

Precious metals and bullions do not generate an income stream if held in an allocated, segregated account and are not leased. Since no BMG Fund will lease its bullion, no BMG Fund will receive any income. A BMG Fund will only earn money on its investment in bullion to the extent that it sells the bullion at a gain.

Availability of Precious Metals Risk

It is possible that the bullion that a BMG Fund invests in, may at times be unavailable for purchase. If the bullion becomes unavailable, and the BMG Fund reaches its limit of generally holding no more than 5% of the Fund's assets in cash, the manager will close the fund to new subscriptions.

Foreign Currency Risk

Gold, silver and platinum bullion are usually traded in U.S. dollars and, as a result, the BMG Funds are vulnerable to foreign currency risk, which is the risk that the value of the Canadian dollar will increase as measured against a foreign currency. For example, a precious metal traded in U.S. dollars will fall in value, in Canadian dollar terms, if the Canadian dollar increases in value relative to the U.S. dollar, even though there is no change to the U.S. dollar value of the precious metal. Conversely, if the Canadian dollar falls in value relative to the U.S. dollar, there is a corresponding gain in the value of the precious metal measured in Canadian dollars attributable solely to the change in the exchange rate. The BMG Funds do not hedge their foreign currency exposure.

Loss, Damage or Restriction of Access to Precious Metals Risk

There is a risk that part of a BMG Fund's physical gold, silver and platinum bullion, as applicable, could be lost, damaged or stolen, notwithstanding the handling of deliveries of bullion by and storage of bullion in the vaults of the BMG Funds' custodian. Also, access to a BMG Fund's physical gold, silver and platinum bullion, as appropriate, could be restricted by natural events or human actions. Any of these events may adversely affect the assets of a BMG Fund and consequently, an investment in units of the BMG Fund. See "*Uninsured Losses Risk*".

Possible Adverse Effect of Substantial Official Sector Gold Sales Risk

The official sector of the gold market consists of central banks, other governmental agencies and multilateral institutions that buy, sell and hold gold as part of their reserve assets. The official sector holds a significant amount of gold, some of which is static, meaning that it is held in vaults and is not bought, sold, leased or swapped or otherwise mobilized, in the open market. A number of central banks have sold portions of their gold reserves in previous years, with the result being that the official sector, taken as a whole, was a net supplier of gold to the open market. However, in recent years, the official sector, taken as a whole, has been a net purchaser of gold from the open market. Nevertheless, in the event that future economic, political or social conditions or pressures require members of the official sector to liquidate their gold assets all at once or in an uncoordinated manner, the demand for gold may not be sufficient to accommodate the sudden increase in the supply of gold to the market, and consequently the price of gold could decline.

Unallocated Precious Metals Risk

The physical gold, silver and platinum bullion to be purchased by a BMG Fund through the BMG Fund's custodian, will be allocated in a commercially reasonable time and manner. A BMG Fund will usually hold unallocated bullion with its custodian in its trading account(s) and pending delivery. A BMG Fund will attempt to limit the length of time during which any gold, silver and platinum bullion remains unallocated. During this time, the BMG Fund will be subject to the credit risk of its custodian. There can be no assurance that any losses attributable to holding unallocated gold, silver and platinum bullion will be recovered by the BMG Fund in the unlikely insolvency of the Custodian.

Uninsured Losses Risk

Bank of Montreal ("BMO") is the custodian of BMG Funds. Bank of Montreal (BMO) has entered into a sub-custodian agreement with Brink's Canada Limited for storage and handling of bullion for BMG BullionFund and BMG Silver BullionFund. The sub-custodian agreement permits BMO to utilize Brink's Canada Limited or its subsidiaries or affiliates as sub-custodians of the Funds in order to hold some or all of BMG Funds' bullion. Currently, all silver bullion held by the BMG Funds is held by Brink's Canada Limited.

The Custodian has also agreed to maintain the broadest form of insurance on the gold, silver and platinum bullion, as applicable, that is commercially available to the Custodian against all risks of physical loss or damage, except those for which insurance is not currently available, including, but not limited to, the risks of war, terrorist events, nuclear incident or government confiscations. Such insurance may help mitigate any losses suffered by a BMG Fund.

Other risks

Specialization Risk

The BMG Funds will invest only in gold, silver and platinum bullion, as applicable. As a result, BMG Funds are not intended to be a stand-alone investment but rather to form part of an investor's overall portfolio. As bullion has a low correlation to other financial assets, including it as part of an investment portfolio will generally reduce the portfolio's volatility and improve returns over the long-term.

Non-Hedging Strategy Risk

The BMG Funds will not hedge their bullion holdings against decreases in the value of gold, silver or platinum bullion, as applicable. A hedging strategy could put a BMG Fund's assets at risk, could add to the BMG Fund's expenses or could affect the returns of the BMG Fund.

Portfolio Manager Risk

A mutual fund that is dependent on a portfolio manager to select its investments is subject to the risk that poor security selection decisions will cause the mutual fund to underperform relative to other mutual funds with a similar investment objective. With a fixed investment policy, the BMG Funds do not require a portfolio manager and is not subject to portfolio management risk.

Changes in Legislation Risk

There can be no assurance that income tax, securities or other laws, or any administrative practice or interpretation thereof, will not be changed in a manner which adversely affects the BMG Funds or their unitholders.

Class Risk

The BMG Funds are available in more than one class of units. Each class has its own fees and expenses which the BMG Funds track separately. If a BMG Fund cannot pay the expenses of one class of units using that class' proportionate share of the assets of the BMG Fund, the BMG Fund will have to pay those expenses out of the other classes' proportionate share of the assets, which would lower the investment return of those other classes. The BMG Funds may issue additional classes without notice to or approval of unitholders. The creation of additional classes could indirectly result in a mitigation of this risk by creating a larger pool of assets for the BMG Funds to draw from.

Substantial Unitholder Risk

A single investor (including a BMG Fund) may buy or sell large amounts of units of a BMG Fund. As a result, the BMG Fund may have to alter its portfolio significantly to accommodate large fluctuations in assets. If a BMG Fund experiences a “loss restriction event”, the BMG Fund (i) will be deemed to have a year-end for tax purposes (which would result in an unscheduled allocation of the BMG Fund’s taxable income at such time to unitholders so that the BMG Fund is not liable for income tax on such amounts), and (ii) will become subject to the loss restriction rules generally applicable to corporations that experience an acquisition of control, including a deemed realization of any unrealized capital losses and restrictions on their ability to carry forward losses. Generally, a BMG Fund will be subject to a loss restriction event when a person becomes a “majority-interest beneficiary” of the BMG Fund, or a group of persons becomes a “majority-interest group of beneficiaries” of the BMG Fund, as those terms are defined in the affiliated persons rules contained in the *Income Tax Act (Canada)* (the **Tax Act**), with appropriate modifications. Generally, a majority-interest beneficiary of a BMG Fund will be a beneficiary who, together with the beneficial interests of persons and partnerships with whom the beneficiary is affiliated, has a fair market value that is greater than 50% of the fair market value of all the interests in the income or capital, respectively, in the BMG Fund.

Tax Risk

There can be no assurance that tax laws applicable to the BMG Funds, including the treatment of certain gains and losses as capital gains and losses, will not be changed in such a manner which could adversely affect the BMG Funds or the unitholders of the BMG Funds. Furthermore, there can be no assurance that the Canada Revenue Agency will agree with a BMG Fund’s characterization of gains and losses resulting from dispositions of physical bullion as capital gains and losses or ordinary income and losses in specific circumstances. In particular, the Canada Revenue Agency has expressed the opinion that gains (or losses) of mutual fund trusts resulting from transactions in “commodities” should generally be treated for purposes of the Tax Act as being derived from an adventure or concern in the nature of trade, so that such transactions give rise to ordinary income rather than capital gains – although the treatment in each particular case remains a question of fact to be determined having regard to all the circumstances. The Canada Revenue Agency may assert that this position applies to a BMG Fund’s transactions in respect of bullion.

If any transactions of a BMG Fund are reported by it on capital account but are subsequently determined by the Canada Revenue Agency to be on income account, there may be an increase in the net income of the BMG Fund for tax purposes, and in the taxable distributions made by the BMG Fund to the unitholders, with the result that unitholders could be reassessed by the Canada Revenue Agency to increase their taxable income. Furthermore, non-resident unitholders potentially could be assessed directly by the Canada Revenue Agency for Canadian withholding tax on the amount of net gains on such transactions that were treated by the Canada Revenue Agency as having been distributed to them.

The Canada Revenue Agency can assess a BMG Fund for a failure of the BMG Fund to withhold tax on distributions made by it to non-resident unitholders that are subject to withholding tax, and typically would do so rather than assessing the non-resident unitholders directly. Accordingly, any such re-determination by the Canada Revenue Agency may result in the BMG Fund being liable for unremitted withholding taxes on prior distributions made to unitholders who were not resident in Canada for the purposes of the Tax Act at the time of the distribution. As the BMG Fund may not be able to recover such withholding taxes from the non-resident unitholders whose units were redeemed, payment of any such amounts by the BMG Fund would reduce the net asset value (the NAV) of the units of the BMG Fund.

If a BMG Fund were to cease to qualify as a mutual fund trust under the Tax Act, the income tax considerations described under the heading “*Income Tax Considerations for Investors*” would be materially and adversely different in certain respects.

As of December 31, 2023 the BMG Funds have no capital or non-capital losses to offset future years’ taxable income. As a consequence of not having any capital or non-capital loss carry-forwards, there is also a greater likelihood that a BMG Fund may pay or make payable to unitholders in a future year net capital gains realized and/or other income earned by the BMG Funds in that future year to the extent, in the case of net capital gains, such gains cannot be completely offset by the capital gains refund.

Physical bullion received by a registered plan, such as a registered retirement savings plan or tax-free savings account, on an *in specie* redemption of units of a Class of a BMG Fund will not be qualified investments for such plan. Accordingly, such plans (and in the case of certain plans, the annuitants or beneficiaries thereunder or holders thereof) may be subject to adverse Canadian tax consequences.

Investment Restrictions

The BMG Funds are subject to certain restrictions and practices contained in securities legislation, including National Instrument 81-102 *Investment Funds* (NI 81-102), which are designed in part to ensure that the investments of the BMG Funds are diversified and relatively liquid and to ensure the proper administration of each BMG Fund. These restrictions and practices may only be varied with the prior consent of the Canadian Securities Administrators (the CSA).

Each BMG Fund is managed in accordance with these restrictions and practices except that each of the BMG Funds have obtained the necessary consent from the CSA such that they may invest substantially all of their assets in physical gold, silver or platinum bullion (taken at the market value at the time of purchase), as applicable.

Provided a BMG Fund qualifies as a mutual fund trust under the *Income Tax Act* (Canada) (the **Tax Act**), units of each class of the BMG Fund will be qualified investments for registered retirement savings plans (a **RRSP**), registered retirement income funds (a **RRIF**), deferred profit sharing plans (a **DPSP**), registered disability savings plans (a **RDSP**), registered education savings plans (a **RESP**) and tax-free savings accounts (a **TFSA**). Each BMG Fund currently qualifies as a mutual fund trust under the Tax Act.

Specific information about each of the Funds described in this document

This part of the Simplified Prospectus contains detailed descriptions of each BMG Fund to help you make your investment decisions.

Fund Details

This is a summary of some basic information about each BMG Fund, such as when it was started and the nature of securities offered. This section also tells you if the securities of a BMG Fund are eligible for registered plans, such as RRSPs, RRIFs, DPSPs, RDSPs, RESPs and TFSAs. See *“Income Tax Considerations for Investors – For Units Held in a Registered Plan”*.

What does the Fund invest in?

This section describes the fundamental investment objective of each BMG Fund.

What are the risks of investing in the Fund?

This tells you some of the risks of investing in a BMG Fund. You’ll find a description of what each risk means under General Investment Risks on page A-30. For a more complete discussion about the risks of investing in a BMG Fund, you should consult your registered representative.

Who should invest in this Fund?

This section can help you decide if a BMG Fund might be suitable for you. It includes information about the level of investor risk tolerance that would be appropriate for a BMG Fund. BMG Funds are not intended to be a stand-alone investment but rather to form part of an investor’s overall portfolio. As bullion typically has a low correlation to other financial assets, including it as part of an investment portfolio should generally reduce the portfolio’s volatility (i.e., which may help improve your returns over the long-term). This section is meant as a general guide only. For advice about your account, you should consult your registered representative.

Each BMG Fund offers investors a secure way to add precious metals bullion to their registered and non-registered savings and investment portfolios. The BMG Funds are mutual fund trusts and give unitholders the ability to indirectly own allocated and insured precious metals bullion with no encumbrances or leverage.

BMG Group Inc. (**BMG**), the parent of the Manager, is an associate member in good standing with the London Bullion Market Association (**LBMA**). The BMG Funds only invest in LBMA ‘London Good Delivery Bars’ of precious metals. Such bars have been specifically screened prior to qualifying as LBMA ‘London Good Delivery Bars’ by approved participants in the supply and distribution chain.

The LBMA Responsible Gold Guidance consolidates and formalizes already existing high standards of refiners' due diligence. The Guidance is based on the OECD Due Diligence Guidance as well as Swiss and US KYC, Anti-Money Laundering and Combating Terrorist Financing regulations.

Since January 2012, all accredited gold Good Delivery refiners have accepted the Guidance in principle and begun implementation. The first mandatory submissions of the Responsible Gold Audit Report were due by December 31, 2013. For refiners with a financial year ending in March 2013, an audit submission by March 31, 2014 was accepted. However, it is recommended that all Good Delivery gold refiners arrange for an audit to be carried out as soon as possible after the end of their financial year.

This will ensure that all social issues surrounding the production, refining, shipping and storage meet the highest standards available for responsible investing in the precious metals market. BMG will continue to monitor and support the LBMA's efforts to expand and refine its 'Responsible Gold Guidance' program thereby offering the most socially responsible physical precious metals to investors seeking an ethical investment.

Criteria for Responsible Investing

The BMG Funds follow standard investment restrictions and practices established by the Canadian securities regulatory authorities. All BMG Funds utilize a strategy of responsible investing.

BMG endeavours to participate in the discussion on how bullion is produced and refined and the impact that these operations will have on people, the environment and society. BMG seeks to maintain an open dialogue with the LBMA and to actively contribute to the LBMA 'Responsible Gold Guidance' program. BMG seeks to advance the responsible investing approach, 'through the LBMA Gold Guidance Program' to improve worker's rights in the mining industry; minimize environmental damage; eliminate money laundering and terrorist financing; encourage fair compensation for all stakeholders; encourage mining companies to invest in the communities they operate in by improving health care, education and infrastructure; and to bring the discussion of counterparty risk in the precious metals market to the general public.

Except for any cash held by a BMG Fund, each BMG Fund will generally maintain a minimum of 95% of its remaining assets in allocated physical 'London Good Delivery' bars, specifically identified by their weight in fine ounces to three decimal places, their purity to three decimal places, their refiner and their individual serial numbers. The bars in a BMG Fund will be allocated specifically to that fund and will not employ any leverage or encumbrances. The BMG Funds will not permit any form of bullion derivatives, futures contracts, certificates, exchange traded funds, mining stocks, or any other proxies in this minimum. The 5% maximum unallocated precious metals allowance, excluding bullion pending delivery, will be held in an unallocated bullion account, priced at the market value of the applicable precious metal, to allow for daily purchases and redemptions. This account will be held to an amount as reduced

as possible to ensure maximum protection for investors against various forms of counterparty risk. The Manager will not attempt to time or trade its purchases or redemptions as this imparts market and management risk. The BMG Funds' NAV will be priced daily, at the same time every day, provided the Canadian markets are open. Should a supply chain disruption occur, the Manager will not permit new purchases until the supply chain disruption is resolved thereby ensuring no dilution risk to existing unitholders. The Manager will maintain its corporate head office, and all of its primary dealings, in Ontario, Canada, ensuring maximum legal recourse for its unitholders.

When considering an investment, responsible investors should consider the BMG Funds' performance on environmental, social and governance (ESG) issues. These priorities are encapsulated in the United Nation's endorsed UNEP Finance Initiative and UN Global Compact's 'Principles for Responsible Investment' (PRI). The Manager is an advocate for responsible investing. The PRI's 'Six Principles for Responsible Investment' are outlined below:

- To incorporate ESG issues into investment analysis and decision-making processes;
- To be an active owner and to incorporate ESG issues into ownership policies and practices;
- To seek appropriate disclosure on ESG issues by the entities in which a party invests;
- To promote acceptance and implementation of the PRI within the investment industry;
- To work with the PRI Secretariat and other signatories to enhance their effectiveness in implementing the PRI; and
- To report on activities and progress towards implementing the PRI.

The Manager will endeavour to continuously monitor and improve, where practical, all aspects of its own ESG as it relates to its operations.

Responsible investing outside of Canada and the United States can be difficult to monitor. Countries have quite different laws and regulations governing the securities markets, financial and company disclosure, environmental, labour, health and welfare standards and practices. Generally, there is less information available to the public about the business activities and practices of foreign companies. As a result, it is more difficult to effectively apply social investing screens in these types of investments than it is in public companies in Canada and the United States, and an investment may be inadvertently supporting a company that is not as socially responsible as desired by the Manager. While few companies may reach the ideal in all aspects of social responsibility, the criteria for responsible investing, as outlined above articulates our highest expectations for corporate behaviour.

Distribution Policy

This section tells you how often a BMG Fund pays out distributions of income and capital dividends and when and how they are paid. Please see *“Income Tax Considerations for Investors”* for more information.

BMG BULLIONFUND

Fund Details

Type of Fund	Precious Metals Fund
Date Fund Was Started	January 15, 2002 ¹
Units Offered	Class A, Class B1, Class B2, Class B3, Class C1, Class C2, Class C3, Class D and Class F units of a mutual fund trust.
Registered Tax Plan Status	Qualified investments for RRSPs, RRIFs, DPSPs, RDSPs, RESPs and TFSAs under the Tax Act.

What Does the Fund Invest In?

Investment Objectives

The BMG BullionFund invests only in equal dollar proportions of unencumbered, physical gold, silver and platinum bullion. The BMG BullionFund stores the physical bullion with Bank of Montreal and Brink’s Canada Limited, as sub-custodian. The BMG BullionFund’s objective is to provide a secure, convenient, method for investors seeking to hold gold, silver and platinum bullion as part of their portfolio for capital preservation, long-term appreciation, portfolio diversification and portfolio hedging purposes against the volatility of other investments

BMG BullionFund now purchases all physical bullion from the Bank of Montreal (BMO). BMO is a member of the LBMA. BMG Group Inc., the parent of the Manager, is an affiliate member of the LBMA. All physical bullion purchased by the BMG BullionFund meets the “London Good Delivery” standard as set out by the LBMA or the “London/Zurich Good Delivery” standard as set out by the London Platinum and Palladium Market. The economic factors that determine the price of gold, silver and platinum are, in most cases, opposed to the factors that determine the prices of most other financial assets. An investment in units of a Class of the BMG BullionFund the Manager believes, therefore, acts as a hedge against the volatility of most of an investor’s other investments. Units of a Class of the BMG BullionFund are not meant to be a stand-alone investment and are only intended to form part of an overall portfolio.

By investing an equal portion of the BMG BullionFund’s subscription proceeds in gold, silver and platinum bullion, the Manager of the BMG BullionFund believes that the BMG BullionFund should be able to usually reduce its long term volatility while improving returns over the long-

¹ Class A units were created on January 17, 2002. Class B units and Class C units were created on September 3, 2013. Class D units were created on November 23, 2017. Class F units were created on February 10, 2004. Class A units started March 5, 2002. Class B1 units started September 3, 2013. Class B2 units started February 24, 2014. Class B3 units started November 11, 2013. Class C1 units started March 27, 2015. Class C2 units started March 12, 2014. Class C3 units started September 3, 2013. Class D units started January 16, 2018. Class F units started September 15, 2004.



term as the value of gold is primarily based on its monetary value, whereas the value of silver and platinum are based on their commodity value. During normal economic conditions, the Manager of the BMG BullionFund believes that the commodity demand for silver and platinum should be higher than for gold, and the value of silver and platinum should typically outperform the value of gold. In contrast, if monetary demand increases, then the Manager of the BMG BullionFund believes that the value of gold should typically increase faster than that of silver or platinum, although over time both silver and platinum should follow the price of gold. As a result, by investing in all three metals, the Manager of the BMG BullionFund believes that the BMG BullionFund should be able to generally reduce its volatility while improving returns over the long-term.

Unlike stocks of a mining company, which can be significantly affected by a variety of factors, including, but not limited to environmental risk, management risk, financial strength, mine life, productivity and the impact of hedging policies, an investment in units of a Class of the BMG BullionFund does not rely on any of these issue specific factors. Moreover, bullion has a low correlation to other financial assets, whereas mining stocks tend to be correlated to the broad equity markets, rather than bullion, during market downturns. The value of the BMG BullionFund is purely a function of the spot price of gold, silver and platinum bullion. To keep the investment objective of the BMG BullionFund simple and wholly-independent of managerial discretion, it was decided that the assets of the BMG BullionFund would be invested in equal dollar amounts of gold, silver and platinum bullion. No rebalancing of the BMG BullionFund's assets will be done if one metal outperforms or underperforms the others.

The maintenance of equal weighting in each of gold, silver and platinum bullion will be subject to availability of the precious metals. If a particular precious metal is not available at a particular time, the BMG BullionFund's assets will be invested in those precious metals which are available on an equal basis, with the result that the Fund may become overweighted in the remaining precious metals on a pro rata basis. The BMG BullionFund's investment in all three precious metals will be adjusted as soon as such precious metal becomes available. This will ensure that the assets of the BMG BullionFund were invested one-third in each of gold, silver and platinum bullion, once the metal became available.

The fundamental investment objective of the BMG BullionFund cannot be changed without the prior approval of unitholders.

Investment Strategies

The BMG BullionFund will invest one-third of its assets in each of gold, silver and platinum bullion, at the time of purchase, regardless of market conditions. The BMG BullionFund will not base its investment decisions on short-term changes in the prices of gold, silver and platinum bullion.

BMS is not registered as a portfolio manager and for this reason, the BMG BullionFund has a fixed investment policy and is not subject to portfolio management risk. This also means that

the BMG BullionFund does not re-balance the holdings of gold, silver and platinum after the initial one-third purchase of each precious metal.

A small portion of the BMG BullionFund’s assets (generally no more than 5%) will be held in cash to allow the BMG BullionFund to pay its expenses and to facilitate any redemption of units of a Class of the BMG BullionFund.

The holdings of the BMG BullionFund as of October 31, 2024 represented the following:

	Ounces Held	Value ⁽¹⁾	Percentage of BMG BullionFund
Gold	11,699	\$44,588,358	42.0%
Silver	886,147	\$41,491,644	39.1%
Platinum	14,026	\$19,453,206	18.3%
Cash	-	\$531,313	0.5%

⁽¹⁾ Value based on the following spot prices as of Oct 31, 2024: gold - US \$2,734.15, silver - US \$33.59; and platinum - US \$995.00

In the event that it should become necessary for the BMG BullionFund to sell precious metals to meet unitholder redemptions, the BMG BullionFund will typically sell gold, silver and platinum in equal proportions to ensure that the BMG BullionFund holds, to the extent possible, equal proportions of unencumbered, physical gold, silver and platinum bullion.

The BMG BullionFund will not use derivatives or invest in securities or certificates of companies that produce gold, silver or platinum bullion. The BMG BullionFund will not invest in foreign securities.

The BMG BullionFund will not lease or lend its bullion and will not use leverage, nor will it hedge either the bullion or the currency, or use market timing, or trade the bullion.

While in custody, all physical bullion will be stored in the custodian’s secure storage facilities on an allocated, insured basis. Typically less than 5% of the BMG BullionFund’s assets will be held as unallocated bullion in its trading accounts, plus any bullion pending delivery.

The current holdings of the BMG BullionFund in gold, silver and platinum bullion by percentage of net assets of the BMG BullionFund will be updated daily and may be viewed on the BMG BullionFund’s web-site at www.bmgfunds.com or by contacting us by e-mail at info@bmg-group.com.

Investment Restrictions

The BMG Funds are subject to certain restrictions and practices contained in securities legislation, including National Instrument 81-102 *Investment Funds (NI 81-102)*, which are designed in part to ensure that the investments of the BMG Funds are diversified and relatively liquid and to ensure the proper administration of each BMG Fund. These restrictions and



practices may only be varied with the prior consent of the Canadian Securities Administrators (the **CSA**).

Each BMG Fund is managed in accordance with these restrictions and practices except that each of the BMG Funds have obtained the necessary consent from the CSA such that they may invest substantially all of their assets in physical gold, silver or platinum bullion (taken at the market value at the time of purchase), as applicable.

Provided a BMG Fund qualifies as a mutual fund trust under the *Income Tax Act* (Canada) (the **Tax Act**), units of each class of the BMG Fund will be qualified investments for registered retirement savings plans (a **RRSP**), registered retirement income funds (a **RRIF**), deferred profit sharing plans (a **DPSP**), registered disability savings plans (a **RDSP**), registered education savings plans (a **RESP**) and tax-free savings accounts (a **TFSA**). Each BMG Fund currently qualifies as a mutual fund trust under the Tax Act.

Description of Units of each Class of a BMG Fund

The BMG Funds are permitted to issue an unlimited number of classes of units (each a **Class**) and may issue an unlimited number of units of each Class. Each BMG Fund currently offers a different selection of Classes, which include:

Class A units:

Are available to all retail investors.

Class B1, Class B2 and Class B3 units (collectively, the **Class B units**):

Class B units of a BMG Fund are designed for individual investors who have agreed with their registered representative that they wish to purchase a Class B unit of an applicable BMG Fund offering reduced overall costs, including a reduced management fee and a reduced trailer fee via a tiered fee schedule based on certain large minimum investments. An investor must maintain a certain minimum balance in Class B units in a specific BMG Fund in order to remain eligible for investment in Class B units of a BMG Fund.

Class C1, Class C2 and Class C3 units (collectively, the **Class C units**):

Class C units of a BMG Fund are designed exclusively for individual investors who wish to purchase a Class C unit of an applicable BMG Fund offering a reduced overall management fee via a tiered fee schedule based on certain larger minimum investments and have entered into a fee-based program with their dealers where we do not pay any sales charges, trailing fees or other fees to their dealers. Fee-based accounts are all-inclusive programs where an individual investor pays their dealer a set fee (usually based on assets under administration) for all services and advice that they provide to the investor.

Class D units

Class D units are designed for retail investors who invest in a BMG Fund by means of a discount dealer. Class D units of a BMG Fund have a lower management fee than Class A units of the BMG Fund due to no trailer fees being paid to the discount dealers.

Class E1 through E15 units (collectively, the **Class E units**):

Class E units of a BMG Fund are designed for investors who fall within certain prospectus exemption categories within the meaning of National Instrument 45-106 *Prospectus Exemptions (NI 45-106)*, and have a different level of management fees depending on the amount invested and the category of prospectus exemption

	relied upon.
Class F units:	Class F units of a BMG Fund are designed exclusively for investors who have entered into an investment management agreement with their dealers.
Class G units:	Class G units of a BMG Fund are designed exclusively for investors in foreign jurisdictions, and have a different level of management fees depending on the amount invested.
Class I units:	Class I units of a BMG Fund are designed exclusively for institutional investors and individual investors who have been approved by us. Each eligible investor must enter into a Class I unit account agreement with us.

Please refer to the BMG Funds' Simplified Prospectus for further information pertaining to Class A, Class B, Class C, Class D and Class F units of the BMG Funds and for details as to other classes of units of the BMG Funds that are available pursuant to exemptions under NI 45-106.

The interest of each investor in units of a Class of BMG Funds, who becomes a unitholder of that Class of BMG Funds, is equal to the number of units of that Class of the BMG Fund registered in the name of the unitholder. There is no limit to the number of units of a Class of BMG Funds that can be issued, and there is no fixed issue price. No unit of a Class of a BMG Fund has any preference or priority over any other unit of that Class of that BMG Fund.

No unitholder of a Class of a BMG Fund shall have individual ownership in any asset of the BMG Fund, nor any rights other than those mentioned in this Simplified Prospectus and the Declaration of Trust of the applicable BMG Fund.

Units of a Class of a BMG Fund entitle a registered holder to:

- (i) one vote at all meetings of unitholders of that Class of that BMG Fund;
- (ii) participate in all distributions and in the division of the net assets of that BMG Fund on the liquidation of that BMG Fund on a proportionate basis; and
- (iii) redeem units of that Class of that BMG Fund as described in this Simplified Prospectus under the heading "*Redemption of Units*".

A class of a BMG Fund will generally be entitled to a distribution in the event of dissolution of the BMG Fund. The distribution is equal to that Class's share of the BMG Fund's net assets after adjustment for expenses of the BMG Fund attributable to the series.

Units of a Class of a BMG Fund are not transferable, are not entitled to any pre-emptive or conversion rights and there is no liability for future calls or assessments. Fractions of a unit of a Class of a BMG Fund are entitled to all of these rights except voting rights.

The rights of a unit of a Class of a BMG Fund may only be modified by amending the Declaration of Trust for that BMG Fund.

Meetings of Unitholders

BMS may amend the Declaration of Trust of a BMG Fund without the prior approval of the unitholders of a Class of a BMG Fund and without notifying the unitholders of that Class of a BMG Fund of the change, if the proposed amendment is:

1. intended to ensure that a BMG Fund complies with the laws and regulations applicable to it or the requirements of any regulatory authority having jurisdiction over it;
2. intended to provide additional protection for the unitholders of that Class of a BMG Fund;
3. intended to remove conflicts or inconsistencies or correct typographical, clerical or other errors; or
4. a change which BMS decides is necessary to facilitate the administration of a BMG Fund or to respond to amendments to the Tax Act which might otherwise adversely affect the interests of a BMG Fund or the unitholders of that Class of the BMG Fund;

and is not reasonably expected to materially adversely affect the interest of unitholders of the BMG Fund.

Unitholders of a BMG Fund will be entitled to vote to approve all matters that require unitholder approval under NI 81-102 or the Declaration of Trust. As at the date of the Simplified Prospectus, these matters include:

- (i) a change in the manager of a BMG Fund, unless the new manager is an affiliate of the Manager;
- (ii) any change in the fundamental investment objective of a BMG Fund;
- (iii) any decrease in the frequency of calculating the net asset value of a BMG Fund;
- (iv) certain material reorganizations of a BMG Fund;
- (v) if the basis of the calculation of a fee or expense that is charged to a BMG Fund or a Class of the BMG Fund or directly to the unitholders of the BMG Fund by the BMG Fund or the Manager in connection with the holding of units of the BMG Fund is changed in a way that could result in an increase in charges to the BMG Fund or the Class of the BMG Fund or to the unitholders, unless the BMG Fund is at arm's-length to the person or company charging the fee or expense or if

applicable securities laws do not require the approval of unitholders to be obtained and if written notice is sent to all unitholders of the BMG Fund or the Class at least 60 days before the effective date of the change;

- (vi) if a fee or expense, to be charged to a BMG Fund or a Class of the BMG Fund or directly to the BMG Fund's unitholders by the BMG Fund or the Manager in connection with the holding of units of the Fund that could result in an increase in charges to the BMG Fund or to its unitholders, is introduced, unless the BMG Fund is at arm's length to the person or company charging the fee or expense to the Fund or if applicable securities laws do not require the approval of unitholders to be obtained and if written notice is sent to all unitholders of the BMG Fund or the Class at least 60 days before the effective date of the change; and
- (vii) any other matter which requires the approval of unitholders pursuant to the Declaration of Trust or applicable laws.

Name, Formation and History of the BMG Funds

The principal office of each BMG Fund is Suite 200, 110 Cochrane Drive, Markham, Ontario, L3R 9S1.

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. Bank of Montreal acts as the custodian for the bullion assets of the BMG Funds. RBC Investor Services Trust (the Administrator) provides administrative services to the BMG Funds. BMG BullionFund (*formerly called The Millennium BullionFund until March 18, 2008*) was established on January 15, 2002 and is governed by an amended and restated master declaration of trust dated August 24, 2011 and an amended and restated regulation dated November 23, 2017.

The Manager changed the auditors of the BMG Funds from BDO Canada LLP to RSM Canada LLP effective December 30, 2019 upon the approval of the independent review committee (IRC) of the BMG Funds in accordance with National Instrument 81-107 *Independent Review Committee for Investment Funds (NI 81-107)*. Notice to unitholders was provided in accordance with applicable securities legislation.

What are the Risks of Investing in the Fund?

Generally, not less than 95% of the BMG BullionFund’s assets will be invested in gold, silver and platinum bullion.

The BMG BullionFund will therefore be subject to the following risks. For an explanation of each risk, see “General Investment Risks”, under “What are the Risks of investing in a Mutual Fund?”.

	Primary Risk	Secondary Risk	Low Risk
Precious Metals Price	x		
Availability of Precious Metals		x	
Foreign Currency	x		
Loss, Damage or Restriction of Access to Precious Metals		x	
Possible Adverse Effect of Substantial Official Sector Gold Sales		x	
Unallocated Precious Metals			x
Uninsured losses			x
Specialization	x		
Non-Hedging Strategy			x
Portfolio Manager			x
Changes in Legislation		x	
Class		x	
Substantial Unitholder		x	
Tax		x	

Investment Risk Classification Methodology

The investment risk level of the BMG BullionFund is required to be determined in accordance with a standardized risk classification methodology that is based on the BMG BullionFund’s historical volatility as measured by the 10-year standard deviation of the returns of the BMG BullionFund.

Based on this risk classification methodology, the risk rating of the BMG BullionFund as a stand-alone investment is **medium to high**.

For some additional context on the risk level of investing in bullion, Canadian banks currently recognize monetary gold held in the institution’s own vaults or in trust at a 0% risk weight for risk-based capital purposes, as specified in Chapter 3 of OSFI’s Capital Adequacy Requirements Guideline. This is consistent with the treatment outlined in the Basel III reforms on December 7, 2017.

This rating is based on how much the fund’s returns have changed from year to year as a stand-alone investment. It doesn’t tell you how volatile the fund will be in the future. The rating can change over time. A fund with a low risk rating can still lose money.

Low	Low to medium	Medium	Medium to high	High
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A copy of the Manager’s risk analysis is available on request, free of charge, by calling the Manager toll-free at 1-888-474-1001, or by writing to the Manager at Suite 200, 110 Cochrane Drive, Markham, Ontario, L3R 9S1.

Who Should Invest in this Fund?

The Manager of the BMG BullionFund believes that the BMG BullionFund is appropriate for investors with a long-term investment horizon who are seeking to diversify their portfolio with assets that typically have a low correlation to other financial assets, which should generally reduce their portfolio’s volatility (i.e., which may improve returns over the long-term), who are comfortable with high volatility, who are seeking capital preservation and long-term capital growth in precious metals, who want to maintain a high level of liquidity in their investments and who want a hedge against most other forms of investments.

Distribution Policy

Net realized capital gains and net income may be declared payable from time to time, at our discretion. Normally, this will only occur at year-end. Although the BMG BullionFund does not anticipate realizing net capital gains or earning income, if it does, the Manager of the BMG BullionFund intends that sufficient net realized capital gains and/or net income will be made payable to unitholders of each Class of the BMG BullionFund each year so that the BMG BullionFund will generally not have any regular tax liability.

The BMG BullionFund does not anticipate making any distributions except to the extent it would otherwise realize net gains on the sale of bullion to fund a redemption of units, in which case such net gains will be distributed to the redeeming unitholder.

Fund Expenses Indirectly Borne by Investors

The following information is intended to help you compare the cost of investing in Class A units, Class B units, Class C units and Class F units of the BMG BullionFund with the cost of investing in other mutual funds. The following table shows the fees and expenses paid by the BMG BullionFund that are indirectly borne by an investor in Class A units, Class B units, Class C units, Class D units and Class F units of the BMG BullionFund:



BMG BULLIONFUND

Fees and expenses for every \$1,000 you invest in units of the BMG BullionFund over	1 year	3 years	5 years	10 years
Class A (\$)	32.63	99.86	169.79	357.17
Class B2 (\$)	24.32	75.04	128.67	276.54
Class B3 (\$)	22.37	69.18	118.86	256.93
Class C1 (\$)	18.46	57.31	98.84	215.72
Class C2 (\$)	17.87	55.49	95.72	209.09
Class C3 (\$)	16.67	51.42	88.13	189.26
Class D (\$)	21.89	67.54	115.75	248.59
Class F (\$)	21.65	66.97	115.13	249.12

The foregoing is a unitholder's cumulative proportional share of the fees and expenses paid by the BMG BullionFund, in dollars, over a period of one, three, five and ten years assuming:

- (i) an initial investment of \$1,000;
- (ii) a total annual return of the BMG BullionFund of 5% in each year; and
- (iii) the management expense ratio and operating expenses of that Class of the BMG BullionFund of units of the BMG BullionFund were the same throughout the ten-year period as they were in the last completed financial year of the BMG BullionFund.

Please see "*Fees and Expenses*" on page A-17 of this Simplified Prospectus for other information about fees and expenses paid directly by the investor.

BMG GOLD BULLIONFUND

Fund Details

Type of Fund	Precious Metals Fund
Date Fund Was Started	September 4, 2009 ²
Units Offered	Class A, Class B1, Class B2, Class B3, Class C1, Class C2, Class C3, Class D and Class F units of a mutual fund trust
Registered Tax Plan Status	Qualified investments for RRSPs, RRIFs, DPSPs, RDSPs, RESPs and TFSAs under the Tax Act

What Does the Fund Invest In?

Investment Objectives

The BMG Gold BullionFund invests only in unencumbered, physical gold bullion. The BMG Gold BullionFund stores the physical bullion with Bank of Montreal and Brink’s Canada Limited, as sub-custodian. The BMG Gold BullionFund’s objective is to provide a secure, convenient, method for investors seeking to hold gold bullion as part of their portfolio for capital preservation, long-term appreciation, portfolio diversification and portfolio hedging purposes against the volatility of other investments

BMG Gold BullionFund now purchases all physical bullion from the Bank of Montreal (BMO). BMO is a member of the LBMA. BMG Group Inc., the parent of the Manager, is an affiliate member of the LBMA. All physical bullion purchased by the BMG Gold BullionFund meets the “London Good Delivery” standard as set out by the LBMA. The economic factors that determine the price of gold bullion are in most cases, opposed to the factors that determine the prices of most other financial assets. An investment in units of a Class of the BMG Gold BullionFund the Manager believes, therefore, acts as a hedge against the volatility of most of an investor’s other investments. Units of a Class of the BMG Gold BullionFund are not meant to be a stand-alone investment and are only intended to form one part of an overall portfolio.

Unlike stocks of a mining company, which can be significantly affected by a variety of factors, including, but not limited to environmental risk, management risk, financial strength, mine life, productivity and the impact of hedging policies, an investment in units of a Class of the BMG Gold BullionFund does not rely on any of these issue specific factors. Moreover, gold bullion has a low correlation to traditional financial assets, whereas mining stocks tend to be correlated

² Class A units and Class F units of the Fund were each created on September 14, 2009. Class B units and Class C units were created on September 3, 2013. Class D units were created on November 23, 2017. Class A units started on September 4, 2009. Class B1 and Class B2 units started September 3, 2013. Class B3 units started March 27, 2015. Class C1 units started September 3, 2013. Class C2 units started March 27, 2018. Class C3 units started March 12, 2014. Class D units started January 16, 2018. Class F units started January 18, 2010.



BMG GOLD BULLIONFUND

to the broad equity markets, rather than bullion, during market downturns. The value of the BMG Gold BullionFund is purely a function of the spot price of gold bullion. To keep the investment objective of the BMG Gold BullionFund simple and wholly-independent of managerial discretion, it was decided that the assets of the BMG Gold BullionFund would be solely invested in gold bullion.

If gold bullion is not available at a particular time, the BMG Gold BullionFund's assets will be invested in cash until gold bullion becomes available again, which may mean that the BMG Gold BullionFund may not be able to achieve its investment objective for a period of time.

The fundamental investment objective of the BMG Gold BullionFund cannot be changed without the approval of the unitholders.

Investment Strategies

The BMG Gold BullionFund will invest almost all of its assets in gold bullion regardless of market conditions, with the remainder of its assets held in cash (as discussed below). The BMG Gold BullionFund will not base its investment decisions on short-term changes in the prices of gold bullion.

BMS is not registered as a portfolio manager and for this reason, the BMG Gold BullionFund has a fixed investment policy and is not subject to portfolio management risk.

A small portion of the BMG Gold BullionFund's assets (generally no more than 5%) will be held in cash to allow the BMG Gold BullionFund to pay its expenses and to facilitate any redemption of units of a Class of the BMG Gold BullionFund.

The holdings of the BMG Gold BullionFund as October 31, 2024 represented the following:

	Ounces Held	Value ⁽¹⁾	Percentage of BMG Gold BullionFund
Gold	33,288	\$126,867,685	99.4%
Cash	-	\$803,325	0.6%

⁽¹⁾ Value based on the following spot price of gold as of Oct 31, 2024: US \$2,734.15.

The BMG Gold BullionFund will not use derivatives or invest in securities or certificates of companies that produce gold bullion. The BMG Gold BullionFund will not invest in foreign securities.

The BMG Gold BullionFund will not lease or lend its bullion and will not use leverage, nor will it hedge either the bullion or the currency, or use market timing, or trade the bullion.

While in custody, all physical bullion will be stored in the custodian's secure storage facilities on an allocated, insured basis. Typically less than 5% of the BMG Gold BullionFund's assets will be held as unallocated bullion in its trading account, plus any bullion pending delivery.

The current holdings of the BMG Gold BullionFund in gold bullion by percentage of net assets of the BMG Gold BullionFund will be updated daily and may be viewed on the BMG Gold BullionFund's web-site at www.bmgfunds.com or by contacting us by e-mail at info@bmg-group.com.

Investment Restrictions

The BMG Funds are subject to certain restrictions and practices contained in securities legislation, including National Instrument 81-102 *Investment Funds (NI 81-102)*, which are designed in part to ensure that the investments of the BMG Funds are diversified and relatively liquid and to ensure the proper administration of each BMG Fund. These restrictions and practices may only be varied with the prior consent of the Canadian Securities Administrators (the CSA).

Each BMG Fund is managed in accordance with these restrictions and practices except that each of the BMG Funds have obtained the necessary consent from the CSA such that they may invest substantially all of their assets in physical gold, silver or platinum bullion (taken at the market value at the time of purchase), as applicable.

Provided a BMG Fund qualifies as a mutual fund trust under the *Income Tax Act (Canada)* (the **Tax Act**), units of each class of the BMG Fund will be qualified investments for registered retirement savings plans (a **RRSP**), registered retirement income funds (a **RRIF**), deferred profit sharing plans (a **DPSP**), registered disability savings plans (a **RDSP**), registered education savings plans (a **RESP**) and tax-free savings accounts (a **TFSA**). Each BMG Fund currently qualifies as a mutual fund trust under the Tax Act.

Description of Units of each Class of a BMG Fund

The BMG Funds are permitted to issue an unlimited number of classes of units (each a **Class**) and may issue an unlimited number of units of each Class. Each BMG Fund currently offers a different selection of Classes, which include:

Class A units:

Are available to all retail investors.

Class B1, Class B2 and Class B3 units (collectively, the **Class B units**):

Class B units of a BMG Fund are designed for individual investors who have agreed with their registered representative that they wish to purchase a Class B unit of an applicable BMG Fund offering reduced overall costs, including a reduced management fee and a reduced trailer fee via a tiered fee schedule based on certain large minimum investments. An investor must maintain a certain minimum balance in Class B units in a specific BMG Fund in order to remain eligible for investment in Class B units of a BMG Fund.

Class C1, Class C2 and Class C3 units (collectively, the **Class C units**):

Class C units of a BMG Fund are designed exclusively for individual investors who wish to purchase a Class C unit of an applicable BMG Fund offering a reduced overall management fee via a tiered fee schedule based on certain larger minimum investments and have entered into a fee-based program with their dealers where we do not pay any sales charges, trailing fees or other fees to their dealers. Fee-based accounts are all-inclusive programs where an individual investor pays their dealer a set fee (usually based on assets under administration) for all services and advice that they provide to the investor.

Class D units

Class D units are designed for retail investors who invest in a BMG Fund by means of a discount dealer. Class D units of a BMG Fund have a lower management fee than Class A units of the BMG Fund due to no trailer fees being paid to the discount dealers.

Class E1 through E15 units (collectively, the **Class E units**):

Class E units of a BMG Fund are designed for investors who fall within certain prospectus exemption categories within the meaning of National Instrument 45-106 *Prospectus Exemptions (NI 45-106)*, and have a different level of management fees depending on the amount invested and the category of prospectus exemption

	relied upon.
Class F units:	Class F units of a BMG Fund are designed exclusively for investors who have entered into an investment management agreement with their dealers.
Class G units:	Class G units of a BMG Fund are designed exclusively for investors in foreign jurisdictions, and have a different level of management fees depending on the amount invested.
Class I units:	Class I units of a BMG Fund are designed exclusively for institutional investors and individual investors who have been approved by us. Each eligible investor must enter into a Class I unit account agreement with us.

Please refer to the BMG Funds' Simplified Prospectus for further information pertaining to Class A, Class B, Class C, Class D and Class F units of the BMG Funds and for details as to other classes of units of the BMG Funds that are available pursuant to exemptions under NI 45-106.

The interest of each investor in units of a Class of BMG Funds, who becomes a unitholder of that Class of BMG Funds, is equal to the number of units of that Class of the BMG Fund registered in the name of the unitholder. There is no limit to the number of units of a Class of BMG Funds that can be issued, and there is no fixed issue price. No unit of a Class of a BMG Fund has any preference or priority over any other unit of that Class of that BMG Fund.

No unitholder of a Class of a BMG Fund shall have individual ownership in any asset of the BMG Fund, nor any rights other than those mentioned in this Simplified Prospectus and the Declaration of Trust of the applicable BMG Fund.

Units of a Class of a BMG Fund entitle a registered holder to:

- (i) one vote at all meetings of unitholders of that Class of that BMG Fund;
- (ii) participate in all distributions and in the division of the net assets of that BMG Fund on the liquidation of that BMG Fund on a proportionate basis; and
- (iii) redeem units of that Class of that BMG Fund as described in this Simplified Prospectus under the heading "*Redemption of Units*".

A class of a BMG Fund will generally be entitled to a distribution in the event of dissolution of the BMG Fund. The distribution is equal to that Class's share of the BMG Fund's net assets after adjustment for expenses of the BMG Fund attributable to the series.

Units of a Class of a BMG Fund are not transferable, are not entitled to any pre-emptive or conversion rights and there is no liability for future calls or assessments. Fractions of a unit of a Class of a BMG Fund are entitled to all of these rights except voting rights.

The rights of a unit of a Class of a BMG Fund may only be modified by amending the Declaration of Trust for that BMG Fund.

Meetings of Unitholders

BMS may amend the Declaration of Trust of a BMG Fund without the prior approval of the unitholders of a Class of a BMG Fund and without notifying the unitholders of that Class of a BMG Fund of the change, if the proposed amendment is:

1. intended to ensure that a BMG Fund complies with the laws and regulations applicable to it or the requirements of any regulatory authority having jurisdiction over it;
2. intended to provide additional protection for the unitholders of that Class of a BMG Fund;
3. intended to remove conflicts or inconsistencies or correct typographical, clerical or other errors; or
4. a change which BMS decides is necessary to facilitate the administration of a BMG Fund or to respond to amendments to the Tax Act which might otherwise adversely affect the interests of a BMG Fund or the unitholders of that Class of the BMG Fund;

and is not reasonably expected to materially adversely affect the interest of unitholders of the BMG Fund.

Unitholders of a BMG Fund will be entitled to vote to approve all matters that require unitholder approval under NI 81-102 or the Declaration of Trust. As at the date of the Simplified Prospectus, these matters include:

- (i) a change in the manager of a BMG Fund, unless the new manager is an affiliate of the Manager;
- (ii) any change in the fundamental investment objective of a BMG Fund;
- (iii) any decrease in the frequency of calculating the net asset value of a BMG Fund;
- (iv) certain material reorganizations of a BMG Fund;
- (v) if the basis of the calculation of a fee or expense that is charged to a BMG Fund or a Class of the BMG Fund or directly to the unitholders of the BMG Fund by the BMG Fund or the Manager in connection with the holding of units of the BMG Fund is changed in a way that could result in an increase in charges to the BMG Fund or the Class of the BMG Fund or to the unitholders, unless the BMG Fund is at arm's-length to the person or company charging the fee or expense or if applicable securities laws do not require the approval of unitholders to be obtained and if written notice is sent to all unitholders of the BMG Fund or the Class at least 60 days before the effective date of the change;

- (vi) if a fee or expense, to be charged to a BMG Fund or a Class of the BMG Fund or directly to the BMG Fund's unitholders by the BMG Fund or the Manager in connection with the holding of units of the Fund that could result in an increase in charges to the BMG Fund or to its unitholders, is introduced, unless the BMG Fund is at arm's length to the person or company charging the fee or expense to the Fund or if applicable securities laws do not require the approval of unitholders to be obtained and if written notice is sent to all unitholders of the BMG Fund or the Class at least 60 days before the effective date of the change; and
- (vii) any other matter which requires the approval of unitholders pursuant to the Declaration of Trust or applicable laws.

Name, Formation and History of the BMG Funds

The principal office of each BMG Fund is Suite 200, 110 Cochrane Drive, Markham, Ontario, L3R 9S1.

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. Bank of Montreal acts as the custodian for the bullion assets of the BMG Funds. RBC Investor Services Trust (the Administrator) provides administrative services to the BMG Funds.

BMG Gold BullionFund was established on September 4, 2009 and is governed by an amended and restated master declaration of trust dated August 24, 2011 and an amended and restated regulation dated November 23, 2017.

The BMG Gold Advantage Return BullionFund merged into the BMG Gold BullionFund on August 28, 2014 upon receipt of unitholder approval from the unitholders of the BMG Gold Advantage Return BullionFund and regulatory approval for the merger. In the Manager's view, the merger was not a material change for the BMG Gold BullionFund.

The Manager changed the auditors of the BMG Funds from BDO Canada LLP to RSM Canada LLP effective December 30, 2019 upon the approval of the independent review committee (IRC) of the BMG Funds in accordance with National Instrument 81-107 *Independent Review Committee for Investment Funds* (NI 81-107). Notice to unitholders was provided in accordance with applicable securities legislation.

What are the Risks of Investing in the Fund?

Substantial Unitholder

NAME OF FUND	INVESTOR	CLASS OF UNITS	NUMBER OF UNITS	% of the Net Asset Value of the Fund
BMG GOLD BULLIONFUND <i>(as at October 31, 2024)</i>	Investor #1	I	785,698	13.4%
	Investor #2	I	679,813	11.6%

A single investor (including a BMG Fund) may buy or sell large amounts of units of a BMG Fund. As a result, the BMG Fund may have to alter its portfolio significantly to accommodate large fluctuations in assets. Generally, not less than 95% of the BMG Gold BullionFund’s assets will be invested in gold bullion.

The BMG Gold BullionFund will therefore be subject to the following risks. For an explanation of each risk, see “General Investment Risks”, under “What are the Risks of investing in a Mutual Fund?”

	Primary Risk	Secondary Risk	Low Risk
Precious Metals Price	x		
Availability of Precious Metals		x	
Foreign Currency	x		
Loss, Damage or Restriction of Access to Precious Metals		x	
Possible Adverse Effect of Substantial Official Sector Gold Sales		x	
Unallocated Precious Metals			x
Uninsured losses			x
Specialization	x		
Non-Hedging Strategy			x
Portfolio Manager			x
Changes in Legislation		x	
Class		x	
Substantial Unitholder		x	
Tax		x	

Investment Risk Classification Methodology

The investment risk level of the BMG Gold BullionFund is required to be determined in accordance with a standardized risk classification methodology that is based on the BMG Gold

BullionFund’s historical volatility as measured by the 10-year standard deviation of the returns of the BMG Gold BullionFund.

Based on this risk classification methodology, the risk rating of the BMG Gold BullionFund as a stand-alone investment is **medium**.

This rating is based on how much the fund’s returns have changed from year to year as a stand-alone investment. It doesn’t tell you how volatile the fund will be in the future. The rating can change over time. A fund with a low risk rating can still lose money.

Low	Low to medium	Medium	Medium to high	High
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A copy of the Manager’s risk analysis is available on request, free of charge, by calling the Manager toll-free at 1-888-474-1001, or by writing to the Manager at Suite 200, 110 Cochrane Drive, Markham, Ontario, L3R 9S1.

Who Should Invest in this Fund?

The Manager of the BMG Gold BullionFund believes that the BMG Gold BullionFund is appropriate for investors with a long-term investment horizon who are seeking to diversify their portfolio with assets that typically have a low correlation to other financial assets, which should generally reduce their portfolio’s volatility (i.e., which may improve returns over the long-term), who are comfortable with a medium to high volatility, who are seeking capital preservation and long-term capital growth in gold bullion, who want to maintain a high level of liquidity in their investments and who want a hedge against most other forms of investments.

Distribution Policy

Net realized capital gains and net income may be declared payable from time to time, at our discretion. Normally, this will only occur at year-end. Although the BMG Gold BullionFund does not anticipate realizing net capital gains or earning income, if it does, the Manager of the BMG Gold BullionFund intends that sufficient net realized capital gains and/or net income will be made payable to unitholders of each Class of the BMG Gold BullionFund each year so that the BMG Gold BullionFund will generally not have any regular tax liability.

The BMG Gold BullionFund does not anticipate making any distributions except to the extent it would otherwise realize net gains on the sale of bullion to fund a redemption of units, in which case such net gains will be distributed to the redeeming unitholder.

Fund Expenses Indirectly Borne by Investors

The following information is intended to help you compare the cost of investing in Class A units, Class B units, Class C units and Class F units of the BMG Gold BullionFund with the cost of investing in other mutual funds. The following table shows the fees and expenses paid by the BMG Gold BullionFund that are indirectly borne by an investor in Class A units, Class B units, Class C units, Class D units and Class F units of the BMG Gold BullionFund:



BMG GOLD BULLIONFUND

Fees and expenses for every \$1,000 you invest in units of the BMG Gold BullionFund over	1 year	3 years	5 years	10 years
Class A (\$)	27.31	83.60	142.22	299.56
Class B3 (\$)	15.50	48.02	82.69	179.67
Class C2 (\$)	12.12	37.65	65.03	142.42
Class C3 (\$)	10.82	33.67	58.22	127.97
Class D (\$)	16.22	50.08	85.90	184.80
Class F (\$)	16.21	50.18	86.29	186.91

The foregoing is a unitholder's cumulative proportional share of the fees and expenses paid by the BMG Gold BullionFund, in dollars, over a period of one, three, five and ten years assuming:

- (i) an initial investment of \$1,000;
- (ii) a total annual return of the BMG Gold BullionFund of 5% in each year; and
- (iii) the management expense ratio and operating expenses of that Class of the BMG Gold BullionFund of units of the BMG Gold BullionFund were the same throughout the ten-year period as they were in the last completed financial year of the BMG Gold BullionFund.

Please see "*Fees and Expenses*" on page A-17 of this Simplified Prospectus for other information about fees and expenses paid directly by the investor.

BMG SILVER BULLIONFUND

Fund Details

Type of Fund	Precious Metals Fund
Date Fund Was Started	September 26, 2016 ³
Units Offered	Class A, Class B1, Class B2, Class B3, Class C1, Class C2, Class C3, Class D and Class F units of a mutual fund trust
Registered Tax Plan Status	Qualified investments for RRSPs, RRIFs, DPSPs, RDSPs, RESPs and TFSA's under the Tax Act

What Does the Fund Invest In?

Investment Objectives

The BMG Silver BullionFund invests only in unencumbered, physical silver bullion. The BMG Silver BullionFund stores the physical bullion with Bank of Montreal and Brink’s Canada Limited, as sub-custodian. The BMG Silver BullionFund’s objective is to provide a secure, convenient, method for investors seeking to hold silver bullion as part of their portfolio for capital preservation, long-term appreciation, portfolio diversification and portfolio hedging purposes against the volatility of other investments

BMG Silver BullionFund now purchases all physical bullion from the Bank of Montreal (BMO). BMO is a member of the LBMA. BMG Group Inc., the parent of the Manager, is an affiliate member of the LBMA. All physical bullion purchased by the BMG Silver BullionFund meets the “London Good Delivery” standard as set out by the LBMA.

The economic factors that determine the price of silver bullion are in most cases, opposed to the factors that determine the prices of most other financial assets. An investment in units of a Class of the BMG Silver BullionFund the Manager believes, therefore, acts as a hedge against the volatility of most of an investor’s other investments. Units of a Class of the BMG Silver BullionFund not meant to be a stand-alone investment and are only intended to form part of an overall portfolio.

Unlike stocks of a mining company, which can be significantly affected by a variety of factors, including, but not limited to environmental risk, management risk, financial strength, mine life, productivity and the impact of hedging policies, an investment in units of a Class of the BMG

³ Class A units and Class F units were created on September 26, 2016. Class D units were created on November 23, 2017. Class A units started September 26, 2016. Class B1 and Class B2 units started September 26, 2016. Class B3 units started November 18, 2016. Class C1, Class C2 and Class C3 units started September 26, 2016. Class D units started January 16, 2018. Class F units started September 26, 2016.



BMG SILVER BULLIONFUND

Silver BullionFund does not rely on any of these issue specific factors. Moreover, silver bullion has a low correlation to traditional financial assets, whereas mining stocks tend to be correlated to the broad equity markets, rather than silver bullion, during market downturns. The value of the BMG Silver BullionFund is purely a function of the spot price of silver bullion. To keep the investment objective of the BMG Silver BullionFund simple and wholly-independent of managerial discretion, it was decided that the assets of the BMG Silver BullionFund would be solely invested in silver bullion.

If silver bullion is not available at a particular time, the BMG Silver BullionFund's assets will be invested in cash until silver bullion becomes available again, which may mean that the BMG Silver BullionFund may not be able to achieve its investment objective for a period of time.

The fundamental investment objective of the BMG Silver BullionFund cannot be changed without the approval of the unitholders.

Investment Strategies

The BMG Silver BullionFund will invest almost all of its assets in silver bullion regardless of market conditions, with the remainder of its assets held in cash (as discussed below). The BMG Silver BullionFund will not base its investment decisions on short-term changes in the prices of silver bullion. The Silver Fund has obtained exemptive relief to invest in silver bullion.

BMS is not registered as a portfolio manager and for this reason, the BMG Silver BullionFund has a fixed investment policy and is not subject to portfolio management risk.

A small portion of the BMG Silver BullionFund's assets (generally no more than 5%) will be held in cash to allow the BMG Silver BullionFund to pay its expenses and to facilitate any redemption of units of a Class of the BMG Silver BullionFund.

The holdings of the BMG Silver BullionFund as of October 31, 2024 represented the following:

	Ounces Held	Value ⁽¹⁾	Percentage of BMG Silver BullionFund
Silver	633,141	\$29,645,266	99.0%
Cash	-	\$301,087	1.0%

⁽¹⁾ Value based on the following spot price of silver as of October 31, 2024: US \$33.59.

The BMG Silver BullionFund will not use derivatives or invest in securities or certificates of companies that produce silver bullion. The BMG Silver BullionFund will not invest in foreign securities.

The BMG Silver BullionFund will not lease or lend its bullion and will not use leverage, nor will it hedge either the bullion or the currency, or use market timing, or trade the bullion.

BMG SILVER BULLIONFUND

While in custody, all physical bullion will be stored in the custodian's secure storage facilities on an allocated, insured basis. Typically less than 5% of the BMG Silver BullionFund's assets will be held as unallocated bullion in its trading account, plus any bullion pending delivery.

The current holdings of the BMG Silver BullionFund in silver bullion by percentage of net assets of the BMG Silver BullionFund will be updated daily and may be viewed on the BMG Silver BullionFund's web-site at www.bmgfunds.com or by contacting us by e-mail at info@bmg-group.com.

Investment Restrictions

The BMG Funds are subject to certain restrictions and practices contained in securities legislation, including National Instrument 81-102 *Investment Funds (NI 81-102)*, which are designed in part to ensure that the investments of the BMG Funds are diversified and relatively liquid and to ensure the proper administration of each BMG Fund. These restrictions and practices may only be varied with the prior consent of the Canadian Securities Administrators (the CSA).

Each BMG Fund is managed in accordance with these restrictions and practices except that each of the BMG Funds have obtained the necessary consent from the CSA such that they may invest substantially all of their assets in physical gold, silver or platinum bullion (taken at the market value at the time of purchase), as applicable.

Provided a BMG Fund qualifies as a mutual fund trust under the *Income Tax Act (Canada)* (the **Tax Act**), units of each class of the BMG Fund will be qualified investments for registered retirement savings plans (a **RRSP**), registered retirement income funds (a **RRIF**), deferred profit sharing plans (a **DPSP**), registered disability savings plans (a **RDSP**), registered education savings plans (a **RESP**) and tax-free savings accounts (a **TFSA**). Each BMG Fund currently qualifies as a mutual fund trust under the Tax Act.

Description of Units of each Class of a BMG Fund

The BMG Funds are permitted to issue an unlimited number of classes of units (each a **Class**) and may issue an unlimited number of units of each Class. Each BMG Fund currently offers a different selection of Classes, which include:

Class A units:

Are available to all retail investors.

Class B1, Class B2 and Class B3 units (collectively, the **Class B units**):

Class B units of a BMG Fund are designed for individual investors who have agreed with their registered representative that they wish to purchase a Class B unit of an applicable BMG Fund offering reduced overall costs, including a reduced management fee and a reduced trailer fee via a tiered fee schedule based on certain large minimum investments. An investor must maintain a certain minimum balance in Class B units in a specific BMG Fund in order to remain eligible for investment in Class B units of a BMG Fund.

Class C1, Class C2 and Class C3 units (collectively, the **Class C units**):

Class C units of a BMG Fund are designed exclusively for individual investors who wish to purchase a Class C unit of an applicable BMG Fund offering a reduced overall management fee via a tiered fee schedule based on certain larger minimum investments and have entered into a fee-based program with their dealers where we do not pay any sales charges, trailing fees or other fees to their dealers. Fee-based accounts are all-inclusive programs where an individual investor pays their dealer a set fee (usually based on assets under administration) for all services and advice that they provide to the investor.

Class D units

Class D units are designed for retail investors who invest in a BMG Fund by means of a discount dealer. Class D units of a BMG Fund have a lower management fee than Class A units of the BMG Fund due to no trailer fees being paid to the discount dealers.

Class E1 through E15 units (collectively, the **Class E units**):

Class E units of a BMG Fund are designed for investors who fall within certain prospectus exemption categories within the meaning of National Instrument 45-106 *Prospectus Exemptions (NI 45-106)*, and have a different level of management fees depending on the amount invested and the category of prospectus exemption

Class F units:	relied upon. Class F units of a BMG Fund are designed exclusively for investors who have entered into an investment management agreement with their dealers.
Class G units:	Class G units of a BMG Fund are designed exclusively for investors in foreign jurisdictions, and have a different level of management fees depending on the amount invested.
Class I units:	Class I units of a BMG Fund are designed exclusively for institutional investors and individual investors who have been approved by us. Each eligible investor must enter into a Class I unit account agreement with us.

Please refer to the BMG Funds' Simplified Prospectus for further information pertaining to Class A, Class B, Class C, Class D and Class F units of the BMG Funds and for details as to other classes of units of the BMG Funds that are available pursuant to exemptions under NI 45-106.

The interest of each investor in units of a Class of BMG Funds, who becomes a unitholder of that Class of BMG Funds, is equal to the number of units of that Class of the BMG Fund registered in the name of the unitholder. There is no limit to the number of units of a Class of BMG Funds that can be issued, and there is no fixed issue price. No unit of a Class of a BMG Fund has any preference or priority over any other unit of that Class of that BMG Fund.

No unitholder of a Class of a BMG Fund shall have individual ownership in any asset of the BMG Fund, nor any rights other than those mentioned in this Simplified Prospectus and the Declaration of Trust of the applicable BMG Fund.

Units of a Class of a BMG Fund entitle a registered holder to:

- (i) one vote at all meetings of unitholders of that Class of that BMG Fund;
- (ii) participate in all distributions and in the division of the net assets of that BMG Fund on the liquidation of that BMG Fund on a proportionate basis; and
- (iii) redeem units of that Class of that BMG Fund as described in this Simplified Prospectus under the heading "*Redemption of Units*".

A class of a BMG Fund will generally be entitled to a distribution in the event of dissolution of the BMG Fund. The distribution is equal to that Class's share of the BMG Fund's net assets after adjustment for expenses of the BMG Fund attributable to the series.

Units of a Class of a BMG Fund are not transferable, are not entitled to any pre-emptive or conversion rights and there is no liability for future calls or assessments. Fractions of a unit of a Class of a BMG Fund are entitled to all of these rights except voting rights.

The rights of a unit of a Class of a BMG Fund may only be modified by amending the Declaration of Trust for that BMG Fund.

Meetings of Unitholders

BMS may amend the Declaration of Trust of a BMG Fund without the prior approval of the unitholders of a Class of a BMG Fund and without notifying the unitholders of that Class of a BMG Fund of the change, if the proposed amendment is:

1. intended to ensure that a BMG Fund complies with the laws and regulations applicable to it or the requirements of any regulatory authority having jurisdiction over it;
2. intended to provide additional protection for the unitholders of that Class of a BMG Fund;
3. intended to remove conflicts or inconsistencies or correct typographical, clerical or other errors; or
4. a change which BMS decides is necessary to facilitate the administration of a BMG Fund or to respond to amendments to the Tax Act which might otherwise adversely affect the interests of a BMG Fund or the unitholders of that Class of the BMG Fund;

and is not reasonably expected to materially adversely affect the interest of unitholders of the BMG Fund.

Unitholders of a BMG Fund will be entitled to vote to approve all matters that require unitholder approval under NI 81-102 or the Declaration of Trust. As at the date of the Simplified Prospectus, these matters include:

- (i) a change in the manager of a BMG Fund, unless the new manager is an affiliate of the Manager;
- (ii) any change in the fundamental investment objective of a BMG Fund;
- (iii) any decrease in the frequency of calculating the net asset value of a BMG Fund;
- (iv) certain material reorganizations of a BMG Fund;
- (v) if the basis of the calculation of a fee or expense that is charged to a BMG Fund or a Class of the BMG Fund or directly to the unitholders of the BMG Fund by the BMG Fund or the Manager in connection with the holding of units of the BMG Fund is changed in a way that could result in an increase in charges to the BMG Fund or the Class of the BMG Fund or to the unitholders, unless the BMG Fund is at arm's-length to the person or company charging the fee or expense or if applicable securities laws do not require the approval of unitholders to be obtained and if written notice is sent

to all unitholders of the BMG Fund or the Class at least 60 days before the effective date of the change;

- (vi) if a fee or expense, to be charged to a BMG Fund or a Class of the BMG Fund or directly to the BMG Fund's unitholders by the BMG Fund or the Manager in connection with the holding of units of the Fund that could result in an increase in charges to the BMG Fund or to its unitholders, is introduced, unless the BMG Fund is at arm's length to the person or company charging the fee or expense to the Fund or if applicable securities laws do not require the approval of unitholders to be obtained and if written notice is sent to all unitholders of the BMG Fund or the Class at least 60 days before the effective date of the change; and
- (vii) any other matter which requires the approval of unitholders pursuant to the Declaration of Trust or applicable laws.

Name, Formation and History of the BMG Funds

The principal office of each BMG Fund is Suite 200, 110 Cochrane Drive, Markham, Ontario, L3R 9S1.

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. Bank of Montreal acts as the custodian for the bullion assets of the BMG Funds. RBC Investor Services Trust (the Administrator) provides administrative services to the BMG Funds.

BMG Silver BullionFund was established on September 21, 2016 and is governed by an amended and restated master declaration of trust dated August 24, 2011 and an amended and restated regulation dated November 23, 2017.

The Manager changed the auditors of the BMG Funds from BDO Canada LLP to RSM Canada LLP effective December 30, 2019 upon the approval of the independent review committee (IRC) of the BMG Funds in accordance with National Instrument 81-107 *Independent Review Committee for Investment Funds* (NI 81-107). Notice to unitholders was provided in accordance with applicable securities legislation.

What are the Risks of Investing in the Fund?

Substantial Unitholder

NAME OF FUND	INVESTOR	CLASS OF UNITS	NUMBER OF UNITS	% of the Net Asset Value of the Fund
BMG SILVER BULLIONFUND <i>(as at October 31,2024)</i>	Investor #1	I	701,576	48.1%

A single investor (including a BMG Fund) may buy or sell large amounts of units of a BMG Fund. As a result, the BMG Fund may have to alter its portfolio significantly to accommodate large fluctuations in assets.

Generally, not less than 95% of the BMG Silver BullionFund’s assets will be invested in silver bullion.

The BMG Silver BullionFund will therefore be subject to the following risks. For an explanation of each risk, see “General Investment Risks”, under “What are the Risks of investing in a Mutual Fund?”.

	Primary Risk	Secondary Risk	Low Risk
Precious Metals Price	x		
Availability of Precious Metals		x	
Foreign Currency	x		
Loss, Damage or Restriction of Access to Precious Metals		x	
Possible Adverse Effect of Substantial Official Sector Gold Sales		x	
Unallocated Precious Metals			x
Uninsured losses			x
Specialization	x		
Non-Hedging Strategy			x
Portfolio Manager			x
Changes in Legislation		x	
Class		x	
Substantial Unitholder		x	
Tax		x	

Investment Risk Classification Methodology

The investment risk level of the BMG Silver BullionFund is required to be determined in accordance with a standardized risk classification methodology that is based on the BMG Silver BullionFund’s historical volatility as measured by the 10-year standard deviation of the returns

BMG SILVER BULLIONFUND

of the BMG Silver BullionFund. As the BMG Silver BullionFund does not have 10 years of performance history, the Manager has used the available return history of the BMG Silver BullionFund over the last year

Based on this risk classification methodology, the risk rating of the BMG Silver BullionFund as a stand-alone investment is **high**.

For some additional context on the risk level of investing in bullion, Canadian banks currently recognize monetary gold held in the institution's own vaults or in trust at a 0% risk weight for risk-based capital purposes, as specified in Chapter 3 of OSFI's Capital Adequacy Requirements Guideline. This is consistent with the treatment outlined in the Basel III reforms on December 7, 2017.

This rating is based on how much the fund's returns have changed from year to year as a stand-alone investment. It doesn't tell you how volatile the fund will be in the future. The rating can change over time. A fund with a low risk rating can still lose money.

Low	Low to medium	Medium	Medium to high	High
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A copy of the Manager's risk analysis is available on request, free of charge, by calling the Manager toll-free at 1-888-474-1001, or by writing to the Manager at Suite 200, 110 Cochrane Drive, Markham, Ontario, L3R 9S1.

Who Should Invest in this Fund?

The Manager of the BMG Silver BullionFund believes that the BMG Silver BullionFund is appropriate for investors with a long-term investment horizon who are seeking to diversify their portfolio with assets that typically have a low correlation to other financial assets, which should generally reduce their portfolio's volatility (i.e., which may improve returns over the long-term), who are comfortable with high volatility, who are seeking capital preservation and long-term capital growth in silver bullion, who want to maintain a high level of liquidity in their investments and who want a hedge against most other forms of investments.

Distribution Policy

Net realized capital gains and net income may be declared payable from time to time, at our discretion. Normally, this will only occur at year-end. Although the BMG Silver BullionFund does not anticipate realizing net capital gains or earning income, if it does, the Manager of the BMG Silver BullionFund intends that sufficient net realized capital gains and/or net income will be made payable to unitholders of each Class of the BMG Silver BullionFund each year so that the BMG Silver BullionFund will generally not have any regular tax liability.

BMG SILVER BULLIONFUND

The BMG Silver BullionFund does not anticipate making any distributions except to the extent it would otherwise realize net gains on the sale of bullion to fund a redemption of units, in which case such net gains will be distributed to the redeeming unitholder.

Fund Expenses Indirectly Borne by Investors

The following information is intended to help you compare the cost of investing in Class A units, Class D units and Class F units of the BMG Silver BullionFund with the cost of investing in other mutual funds. The following table shows the fees and expenses paid by the BMG Silver BullionFund that are indirectly borne by an investor in Class A units, Class D units and Class F units of the BMG Silver BullionFund:

Fees and expenses for every \$1,000 you invest in units of the BMG Silver BullionFund over	1 year	3 years	5 years	10 years
Class A (\$)	38.40	117.23	198.84	415.70
Class D (\$)	28.00	86.12	147.18	313.69
Class F (\$)	28.16	86.92	149.06	320.63

The foregoing is a unitholder's cumulative proportional share of the fees and expenses paid by the BMG Silver BullionFund, in dollars, over a period of one, three, five and ten years assuming:

- (i) an initial investment of \$1,000;
- (ii) a total annual return of the BMG Silver BullionFund of 5% in each year; and
- (iii) the management expense ratio and operating expenses of that Class of the BMG Silver BullionFund of units of the BMG Silver BullionFund were the same throughout the ten-year period as they were in the last completed financial year of the BMG Silver BullionFund.

Please see "Fees and Expenses" on page A-17 of this Simplified Prospectus for other information about fees and expenses paid directly by the investor.

BMG FUNDS

BMG BullionFund

(Offering Class A, Class B1, Class B2, Class B3, Class C1, Class C2, Class C3, Class D and Class F Units)

BMG Gold BullionFund

(Offering Class A, Class B1, Class B2, Class B3, Class C1, Class C2, Class C3, Class D and Class F Units)

BMG Silver BullionFund

(Offering Class A, Class B1, Class B2, Class C1, Class C2, Class C3, Class D and Class F Units)

Additional information about the BMG Funds is available in the BMG Funds' funds facts document, MRFP and financial statements. These documents are incorporated by reference into this Simplified Prospectus, which means that they legally form part of this document just as if they were printed as a part of this document.

You can get a copy of these documents at your request, and at no cost, by calling us at **905-474-1001** or toll-free at **1-888-474-1001**, by e-mail at info@bmg-group.com or from your dealer.

These documents and other information about the BMG Funds, such as information circulars and material contracts, are also available on the internet site for the BMG Funds, at www.bmgfunds.com or at <https://SEDARplus.ca>.

BMG Funds

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L3R 9S1**

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