

NOTICE OF SPECIAL MEETINGS OF

THE UNITHOLDERS OF NEI SELECT CANADIAN BALANCED PORTFOLIO

and

THE UNITHOLDERS OF NEI SELECT CANADIAN GROWTH PORTFOLIO

(each a “Fund” and together the “Funds”)

to be held on June 1, 2015 commencing at 11:00 am

at the offices of Northwest & Ethical Investments L.P. (“NEI Investments”)

Suite 1200-151 Yonge Street, Toronto, Ontario

NOTICE OF SPECIAL MEETINGS OF UNITHOLDERS

NOTICE IS HEREBY GIVEN of the special meetings (the “**Special Meetings**”) of unitholders (the “**Unitholders**”) of NEI Select Canadian Balanced Portfolio and of NEI Select Canadian Growth Portfolio (the “**Funds**”), that will be held concurrently, with separate votes for each Fund as follows:

On June 1, 2015 at the offices of NEI Investments, Suite 1200-151 Yonge Street, Toronto, Ontario commencing at 11:00 a.m., the Special Meetings are being held for the following purposes:

1. **Change in Fundamental Investment Objectives of the Funds:** To consider, and, if thought advisable, to adopt, with or without variation, a resolution approving a change to the fundamental investment objective of each Fund; and
2. **Other Business:** For each of the Funds, to transact such other business as may properly come before the applicable Special Meetings or any adjournment(s) thereof.

NEI Investments has provided a complete description of the proposed matters to be considered at the applicable Special Meeting in the accompanying management information circular (the “**Circular**”). The text of each resolution is set out in Schedules “A-1” and “A-2” to the Circular (together, the “**Resolutions**”).

Only Unitholders of record as of the close of business on April 15, 2015 will be entitled to vote at the applicable Special Meeting. Unitholders who are entitled to vote, but are unable to attend the applicable Special Meeting in person, are requested to complete, sign and return in the envelope provided for that purpose, the enclosed form of proxy.

To be effective, a completed form of proxy (refer to **Appendix “A”** to the Circular) must be returned to us no later than 4:00 p.m. on May 28, 2015 for the Special Meetings scheduled for June 1, 2015. NEI Investments has the discretion to accept proxies received subsequently. An addressed prepaid envelope has been provided for your use. Unless otherwise specified, the approval of the Resolutions of the Funds will require the affirmative vote of not less than a majority of the votes cast in respect thereof. Two Unitholders of each Fund, present in person or represented by proxy will constitute a quorum for the Special Meetings.

DATED at Toronto, on April 20, 2015.

Northwest & Ethical Investments L.P., acting through its
general partner **Northwest & Ethical Investments Inc.**

By:

A handwritten signature in black ink, appearing to read "J. Kearns", written over a horizontal line.

John Kearns

Chief Executive Officer

MANAGEMENT INFORMATION CIRCULAR
FOR THE SPECIAL MEETINGS OF
THE UNITHOLDERS OF NEI SELECT CANADIAN BALANCED PORTFOLIO
and
THE UNITHOLDERS OF NEI SELECT CANADIAN GROWTH PORTFOLIO

(each a “Fund” and together the “Funds”)

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MANAGEMENT INFORMATION CIRCULAR
SPECIAL MEETINGS TO BE HELD ON JUNE 1, 2015

SOLICITATION OF PROXIES

This Management Information Circular (the “**Circular**”) is being furnished to holders of units (the “**Units**”) of the NEI Select Canadian Balanced Portfolio and holders of Units of the NEI Select Canadian Growth Portfolio (the “**Funds**”) in connection with the solicitation of proxies by Northwest & Ethical Investments L.P., acting through its general partner, Northwest & Ethical Investments Inc. (“**NEI Investments**”), in its capacity as manager and trustee of the Funds, to be used at special meetings (the “**Special Meetings**”) to be held on June 1, 2015 at the offices of NEI Investments, Suite 1200-151 Yonge Street, Toronto, Ontario commencing at the time and for the reasons set out in the accompanying notice calling the Special Meetings.

The resolutions that are to be considered and voted on at the Special Meetings by holders of Units of each applicable Fund (the “**Unitholders**”) are set out in Schedules “A-1” and “A-2” to this Circular. NEI Investments will bear the costs of soliciting proxies for the Special Meetings attributable to the proposed change in fundamental investment objectives of the Funds. The costs of soliciting proxies attributable to the other matters will be borne by the applicable Funds.

Proxies may be solicited by mail and the directors, officers or employees of NEI Investments may solicit proxies personally, by telephone or by facsimile transmission. NEI Investments will reimburse nominee holders, brokerage firms and other intermediaries for the reasonable expenses incurred in sending proxy materials to beneficial owners of securities and requesting them to execute proxies. Except as otherwise stated, the information contained in this Circular is given as of April 15, 2015.

PROPOSED CHANGE IN FUNDAMENTAL INVESTMENT OBJECTIVES

Introduction

The NEI Select Canadian Balanced Portfolio and the NEI Select Canadian Growth Portfolio were each formed on January 8, 2001, as public mutual fund trusts to which National Instrument 81-102 (“**NI 81-102**”) of the Canadian securities regulators applies.

Current Fundamental Investment Objectives of the Funds

One attribute of the current fundamental investment objective of each Fund is to invest at least 51% of its total assets at the time of investment in underlying funds which invest in a combination of equity securities domiciled in Canada and Canadian dollar denominated fixed income securities. This objective is reflected in the name of the Funds.

Proposed Investment Objectives of the Funds

NEI Investments proposes to change the fundamental investment objective of each Fund so that each Fund may invest up to 100% of its property in foreign securities. If the Unitholders of each Fund approve the change, the names of each Fund will be changed to remove the word “Canadian”.

Reasons for the Proposed Change in Fundamental Investment Objectives

NEI Investments, as manager of the Funds, believes that the proposed change in fundamental investment objectives will be beneficial to the Unitholders of the Funds. The proposed mandate would allow NEI Investments to have greater flexibility in managing each Fund’s portfolio as and when needed for the benefit of its Unitholders. Amending the investment objectives aligns the Funds with their peers as per the Canadian Investment Funds Standards Committee (“CIFSC”) Guidelines. Despite the 51% restriction relating to Canadian investments, CIFSC includes the Funds in their “global” categories as they consider Canadian funds to have a maximum Canadian exposure of 30%.

NEI Investments believes that the revised mandate of the Funds will result in the following benefits for the Funds:

1. Broader set of investment opportunities
 - Geographic diversification

2. Realignment to proper CIFSC Fund Category
 - Recategorized to ensure appropriate comparison with other funds in the industry

NEI Investments believes that the proposed change in fundamental investment objectives achieves a fair and reasonable result for investors, as investors who remain invested in the Funds will receive the benefit of the changes.

Impact of the Change in Fundamental Investment Objectives

NEI Investments is proposing that the Funds broaden their respective fundamental investment objectives to permit direct or indirect investment in the full range of Canadian and foreign securities, including all sectors and all capitalization levels.

If the change to the fundamental investment objectives are approved, the names of the Funds will also change such that:

- the NEI Select Canadian Balanced Portfolio will be renamed the NEI Select Balanced Portfolio; and
- the NEI Select Canadian Growth Portfolio will be renamed the NEI Select Growth Portfolio.

NEI Investments does not believe that the proposal, if approved, will result in any material increase to the risks associated with investment in either Fund and each Fund will remain suitable for investors with a low to medium risk tolerance and medium to long term investment time horizon.

The Unitholders of the Funds will vote separately on the same change to the fundamental objective of their respective Fund.

Required Unitholder Approvals and Implementation

In order to change the fundamental investment objectives of the Funds, the Unitholders of each Fund must approve the Resolutions attached to this Circular as Schedule “A-1” and “A-2” by not less than a majority of the votes cast thereon. The Resolutions also authorize any director or officer of NEI Investments to take all such steps as may be necessary or desirable to give effect to changing either Fund’s fundamental investment objective. Under such authority, NEI Investments, as trustee of the Funds, will amend the declaration of trust governing the Funds to reflect the changes to the Fund’s fundamental investment objective. NEI Investments also will be authorized, in its discretion, to postpone

or not proceed with the change in fundamental investment objective of the Funds, if it believes that such postponement or abandonment is in the best interests of the Funds and their Unitholders.

If all required approvals are obtained, NEI Investments expects the changes to the fundamental investment objectives of the Funds to be effective on or about June 8, 2015. NEI Investments intends to manage the Funds under their current fundamental investment objectives until on or about June 8, 2015.

Concurrent with the change in fundamental investment objectives, NEI Investments intends to rename the Funds on or about June 8, 2015. The NEI Select Canadian Balanced Portfolio will be renamed the NEI Select Balanced Portfolio and the NEI Select Canadian Growth Portfolio will be renamed the NEI Select Growth Portfolio.

Any Unitholder who does not wish to remain in a Fund after its fundamental investment objective has been changed can, at any time, switch their investment to another mutual fund managed by NEI Investments that is available for purchase in their jurisdiction. Unitholders also may redeem their Units of the Funds at any time before or after the changes take effect.

If Unitholders Do Not Approve the Change in Fundamental Investment Objectives

If the changes in fundamental investment objectives of the Funds are not approved, NEI Investments will consider other strategic options for the Funds.

VOTING OF PROXIES

Except as indicated below, where no direction with respect to how to vote particular Units of a Fund is given by a Unitholder submitting a proxy, NEI Investments will vote the units in favour of the matter to be voted upon.

The enclosed form of proxy (see **Appendix “A”**) confers discretionary authority upon the persons named therein with respect to amendments or variations to the matters identified in the Notice of Special Meetings and with respect to other matters which may properly come before the Special Meetings in respect of which the proxy is granted or any adjournments of such Special Meetings. As of the date hereof, NEI Investments knows of no such amendments, variations or other matters to come before the Special Meetings.

RECORD DATE

April 15, 2015 is the record date for the determination of Unitholders entitled to receive notice of the Special Meetings and for determination of Unitholders entitled to vote at the Special Meetings on June 1, 2015. Unitholders may transfer any of their Units after such record date and the transferees of these Units must then establish that they own the Units and may demand not later than the commencement of the Special Meetings that their name be included in the list of Unitholders, in which case they are entitled to vote at the applicable Special Meeting.

VOTING UNITS AND PRINCIPAL HOLDERS THEREOF

Each whole Unit, regardless of series, of the Funds entitles the holder thereof to one vote on all matters coming before the applicable Special Meeting. As at April 15, 2015, each of the Funds listed below had the following Units issued and outstanding:

Fund	Total Number of Issued and Outstanding Units by Series
NEI Select Canadian Balanced Portfolio	9,172,892 Series A 23,608,634 Series B 518,558 Series F
NEI Select Canadian Growth Portfolio	9,588,816 Series A 15,001,377 Series B 65,873 Series F

As at April 15, 2015, to the knowledge of NEI Investments, no person or company owned beneficially, directly or indirectly, or exercised control or direction over more than 10% of the issued and outstanding Units of a series of either Fund except as follows:

Fund	Number of Units	Series	% of Series	Investor
NEI Select Canadian Balanced Portfolio	75,835	F	14.6%	Individual Investor A

Fund	Number of Units	Series	% of Series	Investor
NEI Select Canadian Growth Portfolio	13,964	F	21.2%	Individual Investor B
	11,126	F	16.9%	Individual Investor C
	8,633	F	13.1%	Individual Investor D
	8,409	F	12.8%	Individual Investor E

For each Fund, the quorum required at the applicable Special Meeting is two Unitholders of the Fund present in person or represented by proxy.

Units of a Fund that are held by NEI Investments, or by its affiliates, will be voted at the Special Meeting in favour of the proposals.

INTEREST OF NEI INVESTMENTS IN THE PROPOSED MATTERS TO BE VOTED UPON

NEI Investments is responsible for the management of the Funds. If the matters to be voted upon are approved, NEI Investments will continue to provide management services to the Funds and receive management fees in accordance with the disclosure in this Circular. NEI Investments was paid, or is entitled to be paid, management fees as follows:

Fund	Management Fees
	Financial year ending September 30, 2014
	(\$)
NEI Select Canadian Balanced Portfolio	\$3,227,713
NEI Select Canadian Growth Portfolio	\$2,579,438

The names and municipalities of residence of the directors and officers of NEI Investments are as follows:

Name and Municipality of Residence	Office
Denis Berthiaume Longueuil, Quebec	Director
Tom Bryk Winnipeg, Manitoba	Director

Name and Municipality of Residence	Office
Gregory Chrispin Boucherville, Québec	Director
Rod Dewar Victoria, British Columbia	Director
Eric Lachaîne Longueuil, Québec	Director
Debbie Lane Regina, Saskatchewan	Director
Alain Leprohon Montréal, Québec	Director
Bernie O'Neil Dartmouth, Nova Scotia	Director, Chair
Normand Paquin Montréal, Québec	Director
Bill Whyte Mississauga, Ontario	Director
John Kearns Toronto, Ontario	Chief Executive Officer
Leslie Wood Pickering, Ontario	Executive Vice President, Chief Operating Officer
Mark Riden Stouffville, Ontario	Senior Vice President, Chief Financial Officer
John Mountain St. Marys, Ontario	Senior Vice President Legal Chief Compliance Officer, and Corporate Secretary
Chris Nickerson Markham, Ontario	Senior Vice President, National Sales
Daniel Solomon Toronto, Ontario	Chief Investment Officer

NEI Investments also provides investment management services for certain of the Funds.

**RECOMMENDATIONS OF NEI INVESTMENTS
REGARDING THE MATTERS TO BE DECIDED:**

For Unitholders of NEI Select Canadian Balanced Portfolio: For the reasons set out under the heading “Reasons for the Proposed Change in Fundamental Investment Objectives” on page 3, NEI Investments recommends that Unitholders vote FOR the change in fundamental investment objective of the Fund by passing the applicable resolution set out in Schedule “A-1”

For Unitholders of NEI Select Canadian Growth Portfolio: For the reasons set out under the heading “Reasons for the Proposed Change in Fundamental Investment Objectives” on page 3, NEI Investments recommends that Unitholders vote FOR the change in fundamental investment objective of the Fund by passing the applicable resolution set out in Schedule “A-2”

CERTIFICATE

The contents of this Management Information Circular and its distribution have been approved by the board of directors of Northwest & Ethical Investments L.P., acting through its general partner Northwest & Ethical Investments Inc., as manager and trustee of the Funds.

DATED at Toronto, on April 20, 2015.

Northwest & Ethical Investments L.P., acting through its
general partner **Northwest & Ethical Investments Inc.**

By:

A handwritten signature in black ink, appearing to read 'J. Kearns', written over a horizontal line.

John Kearns

Chief Executive Officer

SCHEDULE A-1

**FORM OF RESOLUTION OF THE UNITHOLDERS
OF
NEI SELECT CANADIAN BALANCED PORTFOLIO**

BE IT RESOLVED THAT:

1. the change in fundamental investment objectives of the NEI Select Canadian Balanced Portfolio as described in the Management Information Circular dated April 20, 2015 is approved;
2. the trustee of the Fund or any director or officer of Northwest & Ethical Investments L.P., acting through its general partner, Northwest & Ethical Investments Inc., is authorized to take all such steps and execute all such documents as are necessary or desirable to give effect to the foregoing;
and
3. the trustee of the Fund will have the discretion, without further approval of the Unitholders of the Fund, to postpone or elect not to proceed with the change in fundamental investment objectives, should it so determine.

SCHEDULE A-2

**FORM OF RESOLUTION OF THE UNITHOLDERS
OF
NEI SELECT CANADIAN GROWTH PORTFOLIO**

BE IT RESOLVED THAT:

1. the change in fundamental investment objectives of the NEI Select Canadian Growth Portfolio as described in the Management Information Circular dated April 20, 2015 is approved;
2. the trustee of the Fund or any director or officer of Northwest & Ethical Investments L.P., acting through its general partner, Northwest & Ethical Investments Inc., is authorized to take all such steps and execute all such documents as are necessary or desirable to give effect to the foregoing;
and
3. the trustee of the Fund will have the discretion, without further approval of the Unitholders of the Fund, to postpone or elect not to proceed with the change in fundamental investment objectives, should it so determine.