

NOTICE OF SPECIAL MEETINGS OF UNITHOLDERS

of

**OCEANROCK CANADIAN EQUITY FUND
OCEANROCK GROWTH PORTFOLIO
OCEANROCK INCOME & GROWTH PORTFOLIO
OCEANROCK INTERNATIONAL EQUITY FUND
OCEANROCK MAXIMUM GROWTH PORTFOLIO
MERITAS CANADIAN BOND FUND
MERITAS GROWTH PORTFOLIO
MERITAS INCOME PORTFOLIO
MERITAS INCOME & GROWTH PORTFOLIO
MERITAS STRATEGIC INCOME FUND
MERITAS U.S. EQUITY FUND
OCEANROCK BALANCED PORTFOLIO
MERITAS BALANCED PORTFOLIO
MERITAS INTERNATIONAL EQUITY FUND
MERITAS JANTZI SOCIAL INDEX® FUND
OCEANROCK U.S. EQUITY FUND
OCEANROCK INCOME PORTFOLIO
MERITAS MAXIMUM GROWTH PORTFOLIO
OCEANROCK GROWTH & INCOME PORTFOLIO
MERITAS GROWTH & INCOME PORTFOLIO
MERITAS MONTHLY DIVIDEND AND INCOME FUND**

(each a “Fund” and collectively, the “Funds”)

Notice is hereby given that special meetings of unitholders of the Funds (each a “**Meeting**” and collectively, the “**Meetings**”) will be held concurrently, with separate votes for each Fund, on:

August 31, 2018 starting at 10:00 a.m. (Vancouver time)

at the office of OceanRock Investments Inc. (the “**Manager**”) the manager of each of the Funds, located at:

**Suite 1920
One Bentall Centre
505 Burrard St.
Vancouver, British Columbia V7X 1M6**

for the following purposes:

Fund Mergers

1. for unitholders of the OceanRock Canadian Equity Fund to consider and vote on resolutions approving the merger of the Fund into the NEI Canadian Equity Fund and to approve such other steps as may be necessary or desirable to give effect to the resolutions and to transact any other business that may properly come before the Meeting or any adjournment as further described in the accompanying information circular dated July 27, 2018 (the “**Information Circular**”) and set out in Schedule A to the Information Circular;
2. for unitholders of the OceanRock Growth Portfolio to consider and vote on resolutions approving the merger of the Fund into the NEI Select Growth Portfolio and to approve such other steps as may be necessary or desirable to give effect to the resolutions and to transact any other business that may properly come before the Meeting or any adjournment as further described in the Information Circular and set out in Schedule B to the Information Circular;
3. for unitholders of the OceanRock Income & Growth Portfolio to consider and vote on resolutions approving the merger of the Fund into the NEI Select Income & Growth RS Portfolio and to approve such other steps as may be necessary or desirable to give effect to the resolutions and to transact any other

business that may properly come before the Meeting or any adjournment as further described in the Information Circular and set out in Schedule C to the Information Circular;

4. for unitholders of the OceanRock International Equity Fund to consider and vote on resolutions approving the merger of the Fund into the Meritas International Equity Fund and to approve such other steps as may be necessary or desirable to give effect to the resolutions and to transact any other business that may properly come before the Meeting or any adjournment as further described in the Information Circular and set out in Schedule D to the Information Circular;

5. for unitholders of the OceanRock Maximum Growth Portfolio to consider and vote on resolutions approving the merger of the Fund into the NEI Select Maximum Growth Portfolio and to approve such other steps as may be necessary or desirable to give effect to the resolutions and to transact any other business that may properly come before the Meeting or any adjournment as further described in the Information Circular and set out in Schedule E to the Information Circular;

6. for unitholders of the Meritas Canadian Bond Fund to consider and vote on resolutions approving the merger of the Fund into the NEI Canadian Bond Fund and to approve such other steps as may be necessary or desirable to give effect to the resolutions and to transact any other business that may properly come before the Meeting or any adjournment as further described in the Information Circular and set out in Schedule F to the Information Circular;

7. for unitholders of the Meritas Growth Portfolio to consider and vote on resolutions approving the merger of the Fund into the NEI Select Growth RS Portfolio and to approve such other steps as may be necessary or desirable to give effect to the resolutions and to transact any other business that may properly come before the Meeting or any adjournment as further described in the Information Circular and set out in Schedule G to the Information Circular;

8. for unitholders of the Meritas Income Portfolio to consider and vote on resolutions approving the merger of the Fund into the NEI Select Income RS Portfolio and to approve such other steps as may be necessary or desirable to give effect to the resolutions and to transact any other business that may properly come before the Meeting or any adjournment as further described in the Information Circular and set out in Schedule H to the Information Circular;

9. for unitholders of the Meritas Income & Growth Portfolio to consider and vote on resolutions approving the merger of the Fund into the NEI Select Income & Growth RS Portfolio and to approve such other steps as may be necessary or desirable to give effect to the resolutions and to transact any other business that may properly come before the Meeting or any adjournment as further described in the Information Circular and set out in Schedule I to the Information Circular;

10. for unitholders of the Meritas Strategic Income Fund to consider and vote on resolutions approving the merger of the Fund into the NEI Conservative Yield Portfolio and to approve such other steps as may be necessary or desirable to give effect to the resolutions and to transact any other business that may properly come before the Meeting or any adjournment as further described in the Information Circular and set out in Schedule J to the Information Circular;

11. for unitholders of the Meritas U.S. Equity Fund to consider and vote on resolutions approving the merger of the Fund into the NEI U.S. Equity RS Fund and to approve such other steps as may be necessary or desirable to give effect to the resolutions and to transact any other business that may properly come before the Meeting or any adjournment as further described in the Information Circular and set out in Schedule K to the Information Circular;

12. for unitholders of the OceanRock Balanced Portfolio to consider and vote on resolutions approving the merger of the Fund into the NEI Select Balanced Portfolio and to approve such other steps as may be necessary or desirable to give effect to the resolutions and to transact any other business that may properly come before the Meeting or any adjournment as further described in the Information Circular and set out in Schedule L to the Information Circular;

13. for unitholders of the Meritas Balanced Portfolio to consider and vote on resolutions approving the merger of the Fund into the NEI Select Balanced RS Portfolio and to approve such other steps as may be necessary or desirable to give effect to the resolutions and to transact any other business that may

properly come before the Meeting or any adjournment as further described in the Information Circular and set out in Schedule M to the Information Circular;

14. for unitholders of the Meritas Monthly Dividend and Income Fund to consider and vote on resolutions approving the merger of the Fund into the NEI Canadian Equity RS Fund and to approve such other steps as may be necessary or desirable to give effect to the resolutions and to transact any other business that may properly come before the Meeting or any adjournment as further described in the Information Circular and set out in Schedule N to the Information Circular;

Change of Manager, Change of Fundamental Investment Objectives and Proposed Fixed Administration Fees

15. for unitholders of the Meritas Jantzi Social Index[®] Fund to consider and vote on resolutions approving (i) a change of manager to Northwest & Ethical Investments L.P. (“NEI”), (ii) a change to the fundamental investment objective of the Fund and (iii) the adoption of a proposal to replace certain operating expenses attributable to the series of this Fund with a fixed administration fee and to approve such other steps as may be necessary or desirable to give effect to the resolutions and to transact any other business that may properly come before the Meeting or any adjournment as set out in Schedule O to the Information Circular;

16. for unitholders of the OceanRock Growth & Income Portfolio to consider and vote on resolutions approving (i) a change of manager to NEI, (ii) a change to the fundamental investment objective of the Fund and (iii) the adoption of a proposal to replace certain operating expenses attributable to the series of this Fund with a fixed administration fee and to approve such other steps as may be necessary or desirable to give effect to the resolutions and to transact any other business that may properly come before the Meeting or any adjournment as set out in Schedule P to the Information Circular;

17. for unitholders of the OceanRock U.S. Equity Fund to consider and vote on resolutions approving (i) a change of manager to NEI, (ii) a change to the fundamental investment objective of the Fund and (iii) the adoption of a proposal to replace certain operating expenses attributable to the series of this Fund with a fixed administration fee and to approve such other steps as may be necessary or desirable to give effect to the resolutions and to transact any other business that may properly come before the Meeting or any adjournment as set out in Schedule Q to the Information Circular;

18. for unitholders of the Meritas Growth & Income Portfolio to consider and vote on resolutions approving (i) a change of manager to NEI, (ii) a change to the fundamental investment objective of the Fund and (iii) the adoption of a proposal to replace certain operating expenses attributable to the series of this Fund with a fixed administration fee and to approve such other steps as may be necessary or desirable to give effect to the resolutions and to transact any other business that may properly come before the Meeting or any adjournment as set out in Schedule R to the Information Circular;

19. for unitholders of the Meritas Maximum Growth Portfolio to consider and vote on resolutions approving (i) a change of manager to NEI, (ii) a change to the fundamental investment objective of the Fund and (iii) the adoption of a proposal to replace certain operating expenses attributable to the series of this Fund with a fixed administration fee and to approve such other steps as may be necessary or desirable to give effect to the resolutions and to transact any other business that may properly come before the Meeting or any adjournment as set out in Schedule S to the Information Circular;

20. for unitholders of the OceanRock Income Portfolio to consider and vote on resolutions approving (i) a change of manager to NEI, (ii) a change to the fundamental investment objective of the Fund and (iii) the adoption of a proposal to replace certain operating expenses attributable to the series of this Fund with a fixed administration fee and to approve such other steps as may be necessary or desirable to give effect to the resolutions and to transact any other business that may properly come before the Meeting or any adjournment as set out in Schedule T to the Information Circular; and

21. for unitholders of the Meritas International Equity Fund to consider and vote on resolutions approving (i) a change of manager to NEI, (ii) a change to the fundamental investment objective of the Fund and (iii) the adoption of a proposal to replace certain operating expenses attributable to the series of this Fund with a fixed administration fee and to approve such other steps as may be necessary or

desirable to give effect to the resolutions and to transact any other business that may properly come before the Meeting or any adjournment as set out in Schedule U to the Information Circular.

The Information Circular and a form of proxy (the “**Proxy**”) accompany this notice. The Manager has provided a complete description of the proposed matters to be considered at the Meetings in the Information Circular. The full text of each resolution to be considered and voted on at the Meetings is set out in Schedules A through U to the Information Circular.

The Manager has referred the proposed Fund mergers, change of manager, changes in fundamental investment objective and adoption of fixed administration fees to the independent review committee (“**IRC**”) of the Funds for review, and after reasonable inquiry, the IRC has determined that the proposed Fund mergers, changes of manager, changes in fundamental investment objective and adoption of fixed administration fees achieve a fair and reasonable result for the applicable Funds and their unitholders.

Unitholders of a Fund that is merging into a fund managed by NEI (a “Continuing Fund”) are being mailed a copy of the Fund Facts for the applicable Continuing Fund together with the Information Circular. Unitholders may obtain the simplified prospectus, annual information form and the most recent annual and interim financial statements and management report of fund performance of the Continuing Funds by visiting the NEI website at www.neiinvestments.com or the SEDAR website at www.sedar.com or by contacting the Manager by telephone toll-free on 1-866-924-6767 or by email at info@oceanrock.ca.

The Meetings are being held at the same time and place for convenience, however, unitholders of each Fund will vote separately on the respective resolutions to be voted on by them. The Manager has fixed the close of business on July 13, 2018 as the record date for the purpose of determining unitholders entitled to receive notice of, and vote at, the Meetings. Unitholders may only vote on the proposals relating to a Fund which they hold on the record date.

Should quorum not be achieved in respect of a Fund within thirty minutes of the start time for a Meeting, the Meeting of that Fund will be adjourned to September 17, 2018 at the same time and place.

Unitholders who are unable to or do not wish to attend the Meetings may (i) vote online at www.proxyvote.com by 10:00 a.m. (Vancouver time) on August 29, 2018 or at least 48 hours (exclusive of non-business days) before any adjourned or postponed meeting at which the vote is to be taken or (ii) complete and return to Data Processing Centre, P.O. Box 3700, STN Industrial Park, Markham, ON L3R 9Z9 or by facsimile to 1-866-623-5303 (English and French) the enclosed form of proxy by no later than 10:00 a.m. (Vancouver time) on August 29, 2018 or at least 48 hours (exclusive of non-business days) before any adjourned or postponed meeting at which the vote is to be taken. If voting by facsimile please ensure both sides of the form of proxy are returned.

Dated July 27, 2018

OCEANROCK INVESTMENTS INC.

Per:

William Packham
President