CONNOR, CLARK & LUNN
FINANCIAL OPPORTUNITIES FUND

NOTICE OF SPECIAL MEETING OF UNITHOLDERS
AND
MANAGEMENT INFORMATION CIRCULAR

Meeting to be held at 8:30 a.m.
May 16, 2013

1 First Canadian Place
Suite 6600
100 King Street West
Toronto, Ontario

CONNOR, CLARK & LUNN
CAPITAL MARKETS

CONNOR, CLARK & LUNN FINANCIAL OPPORTUNITIES FUND

181 University Avenue
Suite 300
Toronto, Ontario M5H 3M7

April 10, 2013

Dear Unitholders:

You are invited to a special meeting of holders of class A units ("**Class A Units**") and class F units ("**Class F Units**") of Connor, Clark & Lunn Financial Opportunities Fund ("**GFO**" or the "**Fund**") to be held at 8:30 a.m. (Toronto time) on May 16, 2013 at 1 First Canadian Place, Suite 6600, 100 King Street West, Toronto, Ontario to consider and vote upon the proposed merger of the Fund and Australian Banc Income Fund ("**AUI**") (the "**Merger**").

As AUI is a substantially larger fund and is also managed by Connor, Clark & Lunn Capital Markets Inc. (the "**Manager**" or "**CC&L Capital Markets**"), merging GFO and AUI will provide unitholders with the opportunity to continue their investment in foreign financial services equities in a single fund that will have a larger market capitalization, increased liquidity for the units and a lower management expense ratio including lower management fees for GFO unitholders. If the Merger is approved and implemented, AUI will be the continuing fund and unitholders will thereupon become unitholders of AUI as a result of the Merger.

In order to implement the proposal, the Fund is seeking GFO unitholder approval for the Merger. The Merger is more fully described in the accompanying management information circular (the "**Circular**").

The Merger, if approved, will be implemented as a "qualifying exchange" within the meaning of the Income Tax Act (Canada). This means that there should not be any tax payable by unitholders on completion of the merger.

If the Merger is approved and implemented, unitholders will have the opportunity to redeem their GFO units for a redemption price equal to the net asset value per unit if they choose not to participate going forward by tendering their GFO units no later than May 31, 2013 for redemption on June 7, 2013. In order for the Merger to become effective, it must be approved by a two-thirds majority of unitholders present in person or represented by proxy at the meeting. The Merger is also subject to the receipt of all necessary regulatory and stock exchange approvals. If approved, the extraordinary resolution is expected to be implemented on or about June 11, 2013. If the Merger is not approved, the Manager will consider other options, including winding up the Fund.

The Board of Directors of CC&L Capital Markets has determined that the Merger is in the best interests of the Fund and its unitholders. Accordingly, the Board of Directors of CC&L Capital Markets recommends that unitholders vote in favour of the Merger. In addition, the Fund's Independent Review Committee has reviewed the Merger and recommends that the Merger be put to unitholders for their consideration.

Attached is a notice of special meeting of unitholders and the Circular, which contain important information relating to the proposal. We urge you to read the Circular carefully. If you are in doubt as to how to deal with the matters described in the Circular, you should consult your advisors. All unitholders are encouraged to attend the meeting. If you wish to vote on the proposal, you should submit the enclosed voting instruction form voting in favour of the proposal as soon as possible, and in any event no later than 5:00 p.m. (Toronto time) on May 14, 2013. If you have any questions please do not hesitate to call 1-888-276-2258.

Sincerely,

"W. Neil Murdoch"

W. Neil Murdoch
Chief Executive Officer and President
Connor, Clark & Lunn Capital Markets Inc.

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NOTICE OF SPECIAL MEETING OF UNITHOLDERS

TAKE NOTICE that a special meeting of holders of class A units ("**Class A Units**") and class F units ("**Class F Units**") of Connor, Clark & Lunn Financial Opportunities Fund (the "**Fund**" or "**GFO**") will be held on May 16, 2013 at 8:30 a.m. (Toronto time) at 1 First Canadian Place, Suite 6600, 100 King Street West, Toronto, Ontario to consider and, if thought appropriate, approve, with or without variation, an extraordinary resolution (the "**Extraordinary Resolution**") for the following purpose:

(i) providing for the merger of the Fund and Australian Banc Income Fund ("**AUI**"), including the transfer by GFO to AUI of substantially all of the net assets of GFO in consideration for Class A Units and Class F Units of AUI and the automatic redemption by the Fund of the Class A Units and Class F Units of GFO. AUI will be the continuing fund.

The merger proposal is more fully described in the accompanying management information circular (the "**Circular**"). A copy of the Extraordinary Resolution is attached as Appendix I to the Circular.

DATED at Toronto, Ontario as of the 10th day of April, 2013.

By Order of the Board of Directors of
CONNOR, CLARK & LUNN CAPITAL MARKETS INC.

By: *"W. Neil Murdoch"*

W. Neil Murdoch
Chief Executive Officer and President

Note: Reference should be made to the Circular for details of the above matters. If you are unable to be present in person at the meeting, you are requested to complete and sign the enclosed form of proxy or voting instruction form and to return it in the enclosed prepaid envelope provided for that purpose. Voting instruction forms sent by Broadridge Investor Communication Solutions Corporation may be completed by telephone or through the internet at www.proxyvote.com.

CONNOR, CLARK & LUNN FINANCIAL OPPORTUNITIES FUND

Connor, Clark & Lunn Financial Opportunities Fund (the "**Fund**" or "**GFO**") is an investment trust originally established as Focused Global Trend Fund under the laws of the Province of Ontario pursuant to a trust agreement dated as of June 28, 2007 between Connor, Clark & Lunn Capital Markets Inc. (the "**Manager**") in its capacity as manager and RBC Investor Services Trust (the "**Trustee**" or "**RBC IS**") (formerly, RBC Dexia Investor Services Trust) as trustee.

On July 19, 2007, the Fund completed an initial public offering pursuant to the prospectus dated June 28, 2007 raising aggregate gross proceeds of $50 million through the issuance of 4,805,700 class A combined units and 194,300 class F combined units. The combined units consisted of class A units ("**Class A Units**") or class F units ("**Class F Units**") (collectively, the "**GFO Units**") together with warrants to purchase additional GFO Units.

On October 4, 2011, Focused Global Trends Fund merged with Connor, Clark & Lunn Global Financials Fund II, with Focused Global Trends Fund as the continuing Fund, and the Fund was renamed Connor, Clark & Lunn Financial Opportunities Fund.

GFO's investment objectives are to:

(i) achieve long term capital growth principally through investment in equities of financial sector companies on an international basis; and

(ii) to provide holders of units with cash distributions initially targeted to be $0.33 per unit per annum.

The investment strategy of the Fund is to invest in a concentrated, international portfolio principally comprised of financial services companies and to a lesser extent property related companies considered by the Manager to be undervalued and which exhibit favourable growth prospects arising from characteristics such as proven management or strong products or services.

The Manager intends that at least 80% of the value of the portfolio's non-Canadian currency exposure to be hedged back to the Canadian Dollar. Additionally, the Manager does not intend to employ derivatives in the management of the portfolio, but the Fund may enter into securities lending, repurchase and reverse repurchase transactions to generate additional income and/or as a short-term cash management tool.

In June 2012, the targeted annual distribution amount was reduced from $0.33 to the current target of $0.22 per Class A Unit and Class F Unit of GFO respectively, to yield approximately 4.2% per Class A Unit.

GFO will terminate on July 31, 2017, unless the unitholders determine to continue the Fund by a majority of the votes cast at a meeting of unitholders called for such purpose. The Manager, may, in its discretion, terminate the Fund without the approval of unitholders if, in the opinion of the Manager, the net asset value of the Fund is reduced as a result of redemptions or otherwise so that it is no longer economically feasible to continue the Fund and it would be in the best interest of the unitholders to terminate the Fund.

As of March 31, 2013, there were 2,226,067 Class A Units and 63,388 Class F Units of GFO issued and outstanding.

For further information about GFO, see GFO's annual information form for the year ended March 31, 2012 (the "**GFO AIF**") or the CC&L Capital Markets website at www.cclcapitalmarkets.com.

AUSTRALIAN BANC INCOME FUND

Australian Banc Income Fund ("**AUI**") is an investment trust established under the laws of the Province of Ontario pursuant to a trust agreement dated February 24, 2011, between the Manager and RBC IS. On March 18, 2011, AUI completed an initial public offering of class A units ("**Class A Units**") and class F units ("**Class F Units**") (collectively, the "**AUI Units**") raising total proceeds of $85,798,020 (including $4,195,020 upon the exercise of the over-allotment option granted to the agents in connection with the offering) and the Class A Units of AUI began trading on the TSX.

AUI's investment objectives are to:

(i) provide unitholders with quarterly distributions;

(ii) provide the opportunity for capital appreciation; and

(iii) lower overall volatility of portfolio returns than would be experienced by owning common shares of the Australian banks directly.

To achieve AUI's objectives, the fund invested initially, on an approximately equally weighted basis, in the common shares of the five largest Australian banks (the "**Banks**"). The Manager may also sell call options on approximately, and not more than, 25% of the common shares of each Bank held in the portfolio. The Manager may decide, in its discretion, not to sell call options from time to time if it determines that market conditions render it impracticable to do so. The Manager of AUI believes that the common shares of the Banks are attractive long-term investments and have attractive dividend yields, but that they may exhibit price volatility in the foreseeable future. The Manager believes that an investment strategy that incorporates selling call options to capitalize on this volatility, while retaining all the upside on a significant portion of the portfolio, will improve the risk-adjusted return to be provided by a portfolio of common shares of such Banks. This strategy is intended to generate attractive option premiums to provide downside protection, lower overall volatility of returns and increase cash flow available for distribution. This balanced approach should provide attractive risk-adjusted returns in a variety of different market environments.

AUI invests in portfolio shares denominated in Australian dollars. The Manager takes currency exposure into account in managing the portfolio and may hedge, from time to time, all or any portion of the value of the portfolio shares back to the Canadian dollar.

To generate additional returns, AUI may lend portfolio shares to securities borrowers acceptable to AUI pursuant to the terms of a securities lending agreement between the fund and any such borrower. Under a securities lending agreement: (i) the borrower will pay to the fund a negotiated securities lending fee and will make compensation payments to the fund equal to any distributions received by the borrower on the securities borrowed; (ii) the securities loans shall qualify as "securities lending arrangements" for the purposes of the *Income Tax Act* (Canada) (the "**Tax Act**"); and (iii) AUI will receive collateral security.

AUI may invest in and use derivative instruments for hedging purposes to the extent considered appropriate by the Manager. Instruments used may include but are not limited to futures, forwards, options and swaps. There can be no assurance that the fund's hedging strategies will be effective.

AUI does not have a fixed distribution policy but currently pays quarterly distributions at $0.1875 per Class A Unit and Class F Unit of AUI respectively, representing a yield of 7.5% per annum on the unit issue price.

AUI will terminate on March 31, 2021 and the fund's investments will be liquidated at prevailing market prices. The Manager, may in its discretion, terminate the fund without the approval of unitholders if, in the opinion of the Manager, it would be in the best interests of the unitholders to terminate the fund.

As of March 31, 2013, there were 8,099,051 Class A Units and 116,800 Class F Units of AUI issued and outstanding.

For further information about AUI, see AUI's annual information form for the year ended February 29, 2012 (the "**AUI AIF**") or the CC&L Capital Markets website at www.cclcapitalmarkets.com.

BACKGROUND TO THE MERGER PROPOSAL

Since its launch in 2007, GFO has had, like other funds, a significant number of its units redeemed. In 2007 GFO had 4,805,700 Class A Units and 194,300 Class F Units issued and outstanding and as of March 31, 2013 there are 2,226,067 Class A Units issued and 63,388 Class F Units issued and outstanding. As a result, GFO's assets are lower and the management expense ratio of GFO is increasing.

The investment objectives and investment strategy of GFO and AUI while not identical are similar in that both funds are designed to provide exposure to financial industry equities. If the Merger is approved, GFO

unitholders will continue to have exposure to foreign financial industry equity investments, although only in Australia rather than globally. The Manager believes that the Australian financial services industry continues to represent an attractive investment opportunity for unitholders. AUI generates a high distribution due to higher dividends paid by Australian banks and the covered call premiums. In addition, it has paid a special dividend in each year of its existence. The Manager also believes the merger of GFO and AUI will provide benefits for GFO unitholders as AUI, the continuing fund, has a larger market capitalization and the market for its units is more liquid. Additionally, the Merger will result in a lower management expense ratio including lower management fees for GFO unitholders (0.65% of net asset value versus 1.10% for GFO).

The following chart sets forth the number of GFO Class A Units, GFO Class F Units, AUI Class A Units and AUI Class F Units issued and outstanding, closing trading price, and net asset value per unit as of March 31, 2013.

Name of Fund	Number of Units Outstanding	Closing Unit Price ($)	Net Asset Value per Unit ($)
Connor, Clark & Lunn Financial Opportunities Fund			
Class A Units	2,226,067	5.10	5.21
Class F Units	63,388	n/a	5.38
Australian Banc Income Fund			
Class A Units	8,099,051	10.85	11.20
Class F Units	116,800	n/a	11.73

The following chart sets out the performance of GFO and AUI on a net asset value basis for the following periods ended March 31, 2013:

	NAV Performance				
	1 Month	3 Month	6 Month	1 Year	Since Inception
Connor, Clark & Lunn Financial Opportunities Fund					
Class A Units	0.93%	12.38%	18.54%	15.57%	−4.14%
Class F Units	0.86%	12.24%	18.27%	15.42%	−4.41%
Australian Banc Income Fund					
Class A Units	1.10%	14.47%	25.62%	33.66%	18.71%
Class F Units	1.18%	14.71%	26.05%	34.50%	19.28%

DETAILS OF THE PROPOSAL

GFO unitholders will be asked to consider and vote upon the proposed merger of GFO and AUI (the "**Merger**"). If the Merger is implemented, AUI unitholders participating in the Merger will continue as, and GFO unitholders will become, holders of units of AUI. If approved by GFO unitholders and all other conditions to the Merger are fulfilled, it is expected that the Merger will become effective on or about June 11, 2013 (the "**Effective Date**"). If the Merger is not approved, the Manager will consider other options, including winding-up the Fund.

The following steps will take place to implement the Merger:

- GFO will transfer all or substantially all of its net assets to AUI in consideration for issuance by AUI to GFO of a number of AUI Class A Units and AUI Class F Units determined based on exchange ratios established as of the close of trading on the business day immediately preceding the Effective Date.
- The Class A Exchange Ratio and the Class F Exchange Ratio (as defined below) will be calculated based on the relative net asset values of the GFO Units and AUI Units.
- Immediately following the transfer of assets of GFO to AUI and the issuance of AUI Class A Units and AUI Class F Units to GFO, all the GFO Units will be automatically redeemed. Each GFO unitholder participating in the Merger will receive such number of AUI Class A Units as is equal to the number of GFO Class A Units held multiplied by the Class A Exchange Ratio and such number of AUI Class F Units as is equal to the number of GFO Class F Units held multiplied by the Class F Exchange Ratio.

- GFO and AUI will jointly elect, in the prescribed form within six months of the transfer of the GFO assets to AUI, to have section 132.2 of the Tax Act apply with respect to the Merger which will ensure certain tax rollover treatment for GFO and its unitholders.

GFO Class A Units will be redeemed by GFO in exchange for AUI Class A Units at an exchange ratio (the "**Class A Exchange Ratio**") calculated based on the relative net asset value of each of the GFO Class A Units and the AUI Class A Units at the close of trading on the TSX on the business day prior to the Effective Date. GFO Class F Units will be redeemed by GFO in exchange for AUI Class F Units at an exchange ratio (the "**Class F Exchange Ratio**") calculated based on the relative net asset value of each of the GFO Class F Units and the AUI Class F Units at the close of trading on the TSX on the business day prior to the Effective Date. The net asset value of the GFO Units and the AUI Units will be calculated in accordance with the provisions of the trust agreements of GFO and AUI, respectively. AUI unitholders will continue to hold the same number of AUI Units of a class as they held prior to the Merger, and because AUI Units will be issued to GFO at the Class A Exchange Ratio and Class F Exchange Ratio, the issuance will not be dilutive to AUI unitholders. By way of an example, if, on the day prior to the Effective Date, the net asset value per AUI Class A Unit were $10.00 and the net asset value per GFO Class A Unit were $5.00, then on the Merger, each GFO Class A Unit would entitle the holder thereof to and the holder would receive one half of an AUI Class A Unit. At current net asset values, it is estimated that approximately 1,036,137 AUI Class A Units and 29,052 AUI Class F Units would be issued under the Merger. No fractional units of AUI or cash in lieu thereof will be issued or paid under the Merger.

The Merger itself is expected to be implemented as a "qualifying exchange" within the meaning of the Tax Act, which means that any tax payable by a GFO unitholder on the redemption of the holder's GFO Units under the Merger may be deferred until the holder disposes of his or her AUI Units. See "Certain Canadian Federal Income Tax Considerations".

If the Merger is approved and implemented, GFO unitholders will not be required to take any action in order to be recognized as AUI unitholders and to trade their AUI Units. GFO Units held by GFO unitholders will automatically be exchanged for AUI Units calculated by reference to the applicable exchange ratio. Registration of beneficial interests in AUI as the continuing fund will be made only through the book-entry only system administered by CDS Clearing and Depository Services Inc. ("**CDS**"). Beneficial owners of AUI Units will not have the right to receive physical certificates evidencing their ownership. On or shortly following the Effective Date, GFO Units will be delisted from the TSX. After the Merger, GFO will be wound up as soon as possible.

The Merger is subject to approval of the GFO unitholders and any other required approvals. There is no assurance that the conditions to the implementation of the Merger will be satisfied on a timely basis, if at all.

If the Merger is approved and implemented, GFO unitholders participating in the Merger will become holders of units of AUI. Additional information relating to AUI, including a description of the attributes of AUI Units is available in the AUI AIF which is incorporated by reference into this Circular.

If the Merger is approved and implemented, GFO unitholders who do not wish to participate in the Merger may surrender their GFO Units for redemption no later than 5:00 pm (Toronto time) on May 31, 2013. GFO Units so surrendered will be redeemed on June 7, 2013 for a redemption price per unit equal to the net asset value per unit as of such date, and payment of the redemption price will be made no later than 10 days following the Effective Date. GFO unitholders who wish to redeem their GFO Units should still vote in favour of the Merger and simply redeem their units of GFO.

RECOMMENDATION OF THE BOARD OF DIRECTORS OF CC&L CAPITAL MARKETS

The Board of Directors of CC&L Capital Markets has determined that the Merger is in the best interests of GFO unitholders. Accordingly, the Board of Directors of CC&L Capital Markets recommends that the GFO unitholders vote in favour of the Extraordinary Resolution.

In arriving at this determination, consideration was given to the following factors:

- If the Merger is approved and GFO is merged into AUI, AUI, as the continuing fund, will have a larger market capitalization and a greater number of units outstanding which is expected to increase trading liquidity of the Class A Units of AUI on the TSX.
- The Merger is expected to result in administrative cost savings by eliminating the duplication of certain third party costs. As a result, AUI, as the continuing fund, is expected to have reduced costs on a per unit basis when compared to the current costs on a per unit basis of either GFO or AUI.
- The management fee payable by AUI is 0.45% per annum lower than the management fee payable by GFO.
- AUI currently generates cash flows in excess of its distribution while GFO does not.
- If the Extraordinary Resolution is approved and implemented, GFO unitholders will have an opportunity to redeem their GFO Units at 100% of the net asset value per unit should they choose not to participate by continuing to hold AUI Units.

As required by National Instrument 81-107 — *Independent Review Committee for Investment Funds* ("**NI 81-107**"), CC&L Capital Markets presented the terms of the Extraordinary Resolution to the Independent Review Committee of GFO for a recommendation as required by NI 81-107.

The Fund's Independent Review Committee has reviewed the Merger, and recommended that the Merger be put to GFO unitholders for their consideration.

CONDITIONS TO IMPLEMENTING THE EXTRAORDINARY RESOLUTION

The Merger is subject to GFO unitholder, TSX and any other required approvals.

In order to become effective, the Extraordinary Resolution must be approved by 66⅔% of the GFO unitholders voting on such resolution.

There can be no assurance that the conditions precedent to implementing the Merger will be satisfied on a timely basis, if at all. If the requisite unitholder approval for the Merger is not obtained or if any other required approval is not obtained, the Merger will not be implemented.

EXPENSES OF THE EXTRAORDINARY RESOLUTION

Whether or not the Extraordinary Resolution is approved, all costs and expenses incurred in connection with the calling and holding of the meeting will be borne by the Fund. Such costs and expenses are estimated to be approximately $80,000.

TERMINATION OF THE EXTRAORDINARY RESOLUTION

The Extraordinary Resolution may, at any time before or after the holding of the meeting (but prior to the entering into of any amendment to GFO's trust agreement giving effect to the Extraordinary Resolution), be terminated by the Board of Directors of CC&L Capital Markets without further notice to, or action on the part of, the GFO unitholders if such board determines in its sole judgement that it would be inadvisable for GFO to proceed.

MANAGEMENT OF AUI AS THE CONTINUING FUND

The Manager

CC&L Capital Markets, a registered investment fund manager and portfolio manager, is the manager of AUI and is responsible for its management and administration. The registered and head office of the Manager is 181 University Avenue, Suite 300, Toronto, Ontario M5H 3M7.

The Manager is a leading provider of investment products and has raised over $2.5 billion since 2004. The Manager is part of the Connor, Clark & Lunn Financial Group, which also includes Connor, Clark & Lunn Investment Management Ltd., Clark & Lunn Private Capital Ltd., Baker Gilmore & Associates Inc., PCJ Investment Counsel Ltd., Scheer Rowlett & Associates Investment Management Ltd., NS Partners Canada Ltd., Connor, Banyan Capital Partners Management Partnership, Global Alpha Capital Management Ltd., Gyrus Investment Management Inc., and Crestpoint Real Estate Investments Ltd. (collectively, the "**CC&L Group**"). The CC&L Group, with approximately $46 billion in assets under management as at March 31, 2013, offers professional management of financial assets for pension plan sponsors, capital accumulation plans, corporations, foundations, mutual funds and individual investors.

Duties and Services Provided by the Manager

Pursuant to AUI's trust agreement, the Manager has exclusive authority to manage the operations and affairs of the fund to make all decisions regarding the undertaking of the fund and to bind the fund. The Manager may delegate certain of its powers to third parties where, in the discretion of the Manager, it would be in the best interests of the fund to do so.

The Manager's duties include maintaining accounting records for the fund; authorizing the payment of operating expenses incurred on behalf of the fund; preparing financial statements, income tax returns and financial and accounting information as required by the fund; ensuring that unitholders are provided with financial statements and other reports as are required from time to time by applicable law; ensuring that the fund complies with regulatory requirements, including its continuous disclosure requirements under applicable securities laws; preparing the fund's reports to unitholders and to the Canadian securities regulators; providing the custodian with information and reports necessary for the custodian to fulfill its fiduciary responsibilities; currency hedging; administering the redemption of AUI Units; arranging for any payment required on the termination of the fund; dealing and communicating with unitholders; and negotiating contracts with third party providers of services, including, but not limited to, custodians, transfer agents, legal counsel, auditors and printers.

The Manager also implements the fund's investment strategy to ensure compliance with the fund's investment guidelines.

The Manager is required to exercise the powers and discharge the duties of its office honestly, in good faith and in the best interests of the fund and its unitholders and in connection therewith, shall exercise the degree of care, diligence and skill that a reasonably prudent manager would exercise in similar circumstances. AUI's trust agreement provides that the Manager shall not be liable in any way for any default, failure or defect in the securities held by the fund or for any loss or diminution in the value of such securities or other loss or damage suffered by any such person or for any errors of judgment, acts or omissions if it has satisfied the duties and standard of care, diligence and skill set forth above. The Manager will, however, incur liability in cases of willful misconduct, bad faith or negligence or breach of its obligations under the trust agreement and is responsible for any investment advisory and portfolio management services provided to the fund.

The Manager may resign as manager of the fund upon 60 days' notice to the unitholders and to the fund or upon such lesser notice period as the fund may accept. If the Manager resigns it may appoint its successor but, unless its successor is an affiliate of the Manager, its successor must be approved by unitholders of the fund. If the Manager is in material default of its obligations under the trust agreement and such default has not been cured within 20 business days after notice of same has been given to the Manager, the fund shall give notice thereof to its unitholders, and such unitholders may remove the Manager and appoint a successor manager.

Management Fees

The Manager is entitled to fees for its services under AUI's trust agreement. The Manager receives a management fee from AUI equal in the aggregate to 0.65% per annum of net asset value, calculated and payable monthly in arrears, plus an amount calculated quarterly and paid on the last business day of each calendar quarter equal to the AUI Service Fee (as defined below), plus applicable taxes. The Manager will pay to registered dealers whose clients hold Class A Units of AUI a service fee (the "**AUI Service Fee**") equal to 0.40% per annum of the net asset value for each Class A Unit held by clients of the registered dealers.

The Manager is entitled to be reimbursed for all expenses incurred in connection with operation and administration of the fund which, the fund generally allocates to the AUI Units pro rata based on the net asset value applicable to each class of AUI Units, including, fees payable to the trustee, custodial fees, legal, audit, valuation fees and expenses, any additional fees payable to third party service providers, expenses of the directors of the Manager, fees and expenses of the members of the Independent Review Committee appointed under NI 81-107 and expenses related to compliance with NI 81-107, costs of reporting to unitholders, registrar, transfer and distribution agency costs, printing and mailing costs, listing fees and expenses and other administrative expenses and costs incurred in connection with the continuous public filing requirements of the fund and investor relations, fees and expenses relating to the voting of proxies by a third party, taxes, brokerage commissions, costs and expenses relating to the issue of units, costs and expenses of preparing financial and other reports, costs and expenses arising as a result of complying with all applicable laws, regulations and policies, extraordinary expenses that the fund may incur, but excluding the fees payable to the Manager. Such expenses also include expenses of any action, suit or other proceedings in which or in relation to which the Manager, any sub-advisor, the custodian or the trustee and/or any of their respective officers, directors, employees, consultants or agents is entitled to indemnity by the fund.

The Manager is entitled to fees under GFO's trust agreement. The Manager receives a management fee from GFO in the aggregate to 1.10% per annum of the applicable net asset value, calculated daily and payable monthly in arrears, plus an amount calculated daily and paid as soon as practicable after the end of each calendar quarter equal to the GFO Service Fee (as defined below), plus applicable taxes. The Manager will pay to registered dealers whose clients hold GFO Units a service fee (the "**GFO Service Fee**") equal to 0.40% per annum of the net asset value for each Class A Unit of GFO held by clients of the registered dealers.

Officers and Directors of the Manager

The name, municipality of residence, offices held with the Manager and principal occupation for the past five years of each of the directors and officers of the Manager are set forth below.

Name and Municipality	Position with the Manager	Principal Occupation
W. NEIL MURDOCH . . . . . Oakville, Ontario	Director, President and Chief Executive Officer	Director, President and Chief Executive Officer, CC&L Capital Markets Inc.
MICHAEL W. FREUND . . . . . Toronto, Ontario	Director and Chairman	Co-President, Connor, Clark & Lunn Financial Group Ltd.
DARREN N. CABRAL . . . . . Toronto, Ontario	Director, Vice-President and Chief Financial Officer	Vice-President and Chief Financial Officer, CC&L Capital Markets Inc.

During the past five years, all of the directors and officers of CC&L Capital Markets listed above have held their present principal occupations (or similar positions with their present employer or its affiliates).

W. Neil Murdoch: *CFA; BComm, McGill University; LLB, University of Toronto; Master of Management, Kellogg Graduate School of Management, Northwestern University.* Mr. Murdoch joined CC&L Capital Markets in December 2003. Prior thereto, Mr. Murdoch was Executive Vice-President and Portfolio Manager at AIC Group of Funds.

Michael W. Freund: *B.Bus.Sci., University of Cape Town*. Mr. Freund has held various management positions within the CC&L Group of companies since 1997. Mr. Freund's current principal occupation is Co-President of the Connor, Clark & Lunn Financial Group Ltd.

Darren N. Cabral: *CFA; BA (Hons.), York University; MBA, Schulich School of Business, York University.* Mr. Cabral joined CC&L Capital Markets in May 2007. Prior thereto, Mr. Cabral held various positions with affiliates of Middlefield Group Limited from September 2001 to April 2007, including Executive Director of Research at Middlefield Capital Corporation and Managing Director of Middlefield International Limited.

The Independent Review Committee

NI 81-107 requires all publicly offered investment funds, including AUI, to establish an Independent Review Committee to whom the Manager must refer all conflict of interest matters for review or approval. NI 81-107 also imposes obligations upon the Manager to establish written policies and procedures for dealing with conflict of interest matters, maintain records in respect of these matters, and provide assistance to the Independent Review Committee in carrying out its functions. The Independent Review Committee is required to be comprised of a minimum of three independent members, and is subject to requirements to conduct regular assessments and provide reports to AUI and to AUI unitholders in respect of its functions. AUI is fully compliant with NI 81-107 and the following individuals have been appointed as members of the Independent Review Committee: Fred Lazar, Frank Santangeli and Joseph Wright. The principal occupations and biographies of the members are set forth below.

Fred Lazar is a Professor of Economics at York University's Schulich School of Business. In addition to a distinguished academic career, Mr. Lazar has served as a senior advisor to the governments of Canada and Ontario and to a number of national and international companies.

Frank Santangeli has worked in the financial services industry since 1960. Positions he has held include Vice-President of Sunlife Canada, President and Chief Executive Officer of Finsco Investment Management Corporation, and Vice-President of Imasco Financial Corporation. He has also served as Chairman of The Investment Funds Institute of Canada.

Joseph Wright currently serves on the board of directors of several public companies and private organizations. His former positions include the Chief Executive Officer of Swiss Bank Corporation (Canada) and Vice-Chairman and Director of Burns Fry Limited.

The Trustee

RBC Investor Services Trust is the Trustee of AUI under the trust agreement and, as such, is responsible for certain aspects of the day-to-day administration of the fund as described in the trust agreement. The Trustee's office is located in Toronto, Ontario.

The Trustee may resign upon 60 days' notice to Unitholders and the Manager. The Trustee may be removed with the approval of a simple majority vote cast at a meeting of unitholders called for such purpose or by the Manager, if the Trustee has committed certain events of bankruptcy or insolvency or is in material breach or default of its obligations under the trust agreement which breach has not been cured within 30 days after notice thereof has been given to the Trustee. Any such resignation or removal shall become effective only upon the acceptance of appointment by a successor. If the Trustee resigns, its successor may be appointed by the Manager. The successor must be approved by unitholders if the Trustee is removed by unitholders. If no successor has been appointed within 90 days, the fund will be terminated.

The trust agreement provides that the Trustee shall not be liable in carrying out its duties under the trust agreement except where it is in breach of its obligations under the trust agreement or where the Trustee fails to act honestly and in good faith, and in the best interests of unitholders to the extent required by laws applicable to trustees, or to exercise the degree of care, diligence and skill that a reasonably prudent trustee would exercise in comparable circumstances. In addition, the trust Agreement contains other customary provisions limiting the liability of the Trustee and indemnifying the Trustee, or any of its officers, directors, employees or agents, in respect of certain liabilities incurred by it in carrying out its duties.

The Trustee is entitled to receive fees from AUI and to be reimbursed for all expenses and liabilities which are properly incurred by the Trustee in connection with the activities of the fund.

INTEREST OF MANAGEMENT AND OTHERS IN THE MERGER

CC&L Capital Markets is the manager of GFO and AUI and receives the management fees described in the GFO AIF and AUI AIF, which are specifically incorporated by reference into, and form an integral part, of this Circular. See "Documents Incorporated by Reference".

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Osler, Hoskin & Harcourt LLP, counsel to GFO, the following is a summary of the principal Canadian federal income tax considerations relating to the Merger that are generally applicable to GFO unitholders who are individuals (other than trusts) and who, at all relevant times for purposes of the Tax Act are resident in Canada, hold GFO Units and AUI Units as capital property, have not entered into, with respect to GFO Units or AUI Units, a "derivative forward agreement" as that term is defined in proposed amendments contained in a Notice of Ways and Means Motion that accompanied the federal budget tabled by the Minister of Finance (Canada) on March 21, 2013, and deal at arm's length with and are not affiliated with GFO or AUI ("**Holders**"). Certain Holders whose units of GFO or AUI might not otherwise qualify as capital property may be entitled to make the irrevocable election in the circumstances permitted by subsection 39(4) of the Tax Act to deem such units (and all other Canadian securities owned by the holder) to be capital property.

This summary is based on the current provisions of the Tax Act, the regulations thereunder (the "**Regulations**"), all specific proposals to amend the Tax Act and Regulations publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "**Tax Proposals**"), and counsel's understanding of the current administrative policies and assessing practices of the CRA published in writing prior to the date hereof. This summary is not exhaustive of all possible Canadian federal income tax considerations and, except for the Tax Proposals, does not take into account or anticipate any changes in law, nor does it take into account provincial, territorial or foreign tax considerations, which may differ significantly from those discussed herein. This summary is also based on the assumptions that GFO and AUI qualify at all times as "mutual fund trusts" within the meaning of the Tax Act, were not established and are not and will not be maintained for the benefit of non-residents of Canada for the purpose of the Tax Act and are not "SIFT trusts" within the meaning of the Tax Act.

This summary is based on the facts set out in this Circular and relies as to certain factual matters on a certificate of an officer of the Manager. This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Holder, and no representations with respect to the income tax consequences to any particular Holder are made. Accordingly, Holders should consult their own tax advisors for advice with respect to the tax consequences to them of the Extraordinary Resolution, including the application and effect of the income and other tax laws of any country, province, territory, state or local tax authority.

Redemption of GFO Units Prior to the Merger

A Holder who redeems GFO Units for the June 7, 2013 redemption date will realize a capital gain (or capital loss) in the amount by which the proceeds of redemption of such units, which generally will not include any amount of income or capital gains of GFO allocated to such Holder in respect of such redemption, exceed (or are less than) the aggregate of the Holder's adjusted cost base of such units and any reasonable costs of disposition. A Holder must include one-half of such a capital gain (a "**taxable capital gain**") in income and may deduct one-half of any such capital loss against the Holder's taxable capital gains subject to and in accordance with detailed rules in the Tax Act.

Special distributions paid to Holders prior to the Merger

The current taxation year of GFO (and of AUI) will be deemed to end following the transfer of GFO's assets to AUI pursuant to the Merger, giving rise to a short taxation year for GFO (as well as for AUI). Immediately before the transfer of GFO's assets to AUI, GFO is expected to pay a pro-rata portion of the

regular monthly distribution in cash and special distributions to Holders equal to the net realized capital gains of GFO arising on the disposition of GFO's assets prior to the Merger. These special distributions made by GFO are intended to ensure that GFO will not be subject to income tax under the Tax Act for this short taxation year. The amount of GFO's net taxable capital gains arising on the disposition of such GFO assets will be paid to Holders in GFO Units (the "**Special Unit Distribution**"). Immediately after the payment of the Special Unit Distribution, all GFO Units will be consolidated such that the number of GFO Units outstanding after the Special Unit Distribution will be the same as the number outstanding prior thereto.

The non-taxable portion of any net realized capital gains of GFO that is paid or payable to a Holder in a taxation year will not be included in computing the Holder's income for the year and will not reduce the adjusted cost base of the Holder's GFO Units. Any other non-taxable distribution, such as a return of capital, will reduce the Holder's adjusted cost base of the relevant class of GFO Units. To the extent that a Holder's adjusted cost base would otherwise be a negative amount, the negative amount will be deemed to be a capital gain realized by the Holder and the Holder's adjusted cost base will be nil immediately thereafter.

GFO will designate to the extent permitted by the Tax Act the portion of the GFO's net income distributed to GFO unitholders as a Special Unit Distribution as may reasonably be considered to consist of, respectively (i) taxable dividends (including eligible dividends) received or considered to be received by GFO on shares of taxable Canadian corporations, (ii) net capital gains realized or considered to be realized by GFO, and (iii) income of GFO from foreign sources. Any such designated amounts will effectively retain their character in the hands of GFO unitholders for purposes of the Tax Act. A taxable GFO unitholder will generally be entitled to foreign tax credits in respect of foreign taxes under and subject to detailed foreign tax credit rules contained in the Tax Act and depending upon other foreign source income or loss of and foreign taxes paid by the GFO unitholder.

Transfer of GFO's assets to AUI pursuant to the Merger

The Merger will constitute a "qualifying exchange" as defined in section 132.2 of the Tax Act, thereby allowing the GFO's assets to be transferred to AUI without GFO realizing any gain or loss on such assets so that there should be no taxable income to GFO arising from the transfer. The Manager has advised counsel that the transfer of assets from GFO to AUI will be implemented so that it occurs on this basis.

Disposition of GFO Units by Holders pursuant to the Merger

As noted above, the Merger will constitute a "qualifying exchange" as defined in section 132.2 of the Tax Act. Accordingly, where a Holder disposes of GFO Units to the Fund pursuant to the Merger in exchange for AUI Units, the Holder's proceeds of disposition for the GFO Units disposed of, and the cost to the Holder of the AUI Units received in exchange therefor, will be deemed to be equal to the adjusted cost base to the Holder of the GFO Units immediately prior to their disposition (which adjusted cost base will take into account any additions or reductions resulting from the Special Unit Distribution to be made by GFO described above). Accordingly, a Holder will not realize any gain or loss for tax purposes upon the exchange of the Holder's GFO Units for AUI Units. For the purpose of determining the adjusted cost base of the AUI Units acquired by a Holder on such exchange, the cost of such AUI Units will be determined by averaging their cost with the adjusted cost base of any other AUI Units of the relevant class held as capital property by such Holder immediately before the exchange.

The Fund will not realize a gain or loss on the transfer of the AUI Units to Holders on the redemption of GFO Units.

ELIGIBILITY FOR INVESTMENT

In the opinion of Osler, Hoskin & Harcourt LLP, provided that AUI qualifies as a "mutual fund trust" for the purposes of the Tax Act and the Regulations, or AUI Units are listed on a designated stock exchange, AUI Units will be qualified investments under the Tax Act for trusts governed by registered retirement savings plans ("**RRSP**"), registered retirement income funds ("**RRIF**"), deferred profit sharing plans, registered disability savings plans, registered education savings plans and tax-free savings accounts ("**TFSA**").

Notwithstanding that the AUI Units may be qualified investments for a trust governed by a TFSA, RRSP or RRIF, the holder of a TFSA or the annuitant of a RRSP or RRIF, as the case may be, will be subject to a penalty tax in respect of the AUI Units held in the TFSA, RRSP or RRIF if such AUI Units are a "prohibited investment" within the meaning of the prohibited investment rules in the Tax Act. AUI Units will not be a "prohibited investment" for trusts governed by a TFSA, RRSP or RRIF unless the holder of the TFSA or the annuitant under the RRSP or RRIF, as applicable, (i) does not deal at arm's length with AUI for purposes of the Tax Act, (ii) has a "significant interest" as defined in the Tax Act in AUI, or (iii) has a "significant interest" as defined in the Tax Act in a corporation, partnership or trust with which AUI does not deal at arm's length for purposes of the Tax Act. Generally, a holder or annuitant, as the case may be, will not have a significant interest in AUI unless the holder or annuitant, as the case may be, owns interests as a beneficiary under AUI that have a fair market value of 10% or more of the fair market value of the interests of all beneficiaries under AUI, either alone or together with persons and partnerships with which the holder or annuitant, as the case may be, does not deal at arm's length. Proposed amendments to the Tax Act released on December 21, 2012 (the "**December 2012 Proposals**") propose to delete the condition in (iii) above.

UNITS AND PRINCIPAL UNITHOLDERS

As at March 31, 2013, there were 2,226,067 Class A Units of GFO and 63,388 Class F Units of GFO issued and outstanding. As at March 31, 2013, there were 8,099,051 Class A Units of AUI and 116,800 Class F Units of AUI issued and outstanding.

As at March 31, 2013, to the knowledge of the Manager, no person owns of record more than 10% of the outstanding units of a class of GFO or AUI.

THE TRUSTEE

The Trustee of GFO and AUI is RBC Investor Services Trust ("**RBC IS**") (formerly RBC Dexia Investor Services Trust). The Trustee's principal office is located at 155 Wellington Street West, 2nd Floor, Toronto, Ontario M5V 3L3.

AUDITORS, CUSTODIAN AND TRANSFER AGENT

The auditor of GFO and AUI is PricewaterhouseCoopers LLP, Chartered Accountants, 18 York Street, Suite 2600, Toronto, Ontario M5J 0B2.

Computershare Investor Services Inc. ("**Computershare**") is the registrar and transfer agent for GFO and AUI at its principal office in Toronto, Ontario. The principal office of the registrar and the place where the securities register for the GFO Units and AUI Units is kept is located at 9th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1.

RBC IS serves as custodian of each of GFO and AUI.

GENERAL PROXY INFORMATION

Circular

This Circular is furnished in connection with the solicitation of proxies by management of GFO to be used at the special meeting of GFO unitholders or at any adjournment thereof. The meeting will be held on May 16, 2013 at 8:30 a.m. (Toronto time) at the offices of Osler, Hoskin & Harcourt LLP, 1 First Canadian Place, Suite 6600, 100 King Street West, Toronto, for the purposes set forth in the notice of special meeting of holders of GFO Class A Units and GFO Class F Units accompanying this Circular (the "**Notice**"). Solicitation of proxies will be by mail, and may be supplemented by telephone or other personal contact by representatives or agents of the Fund.

Voting Rights, Record Date, Quorum and Proxy Information

To be used at the meeting, a proxy must be deposited with Computershare by delivery to its principal offices in Toronto at 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department at any time up to 5:00 p.m. (Toronto time) on May 14, 2013.

Only holders of record of whole GFO Units at the close of business on April 12, 2013 will be entitled to receive notice of the meeting and to vote in respect of the matters to be voted at the meeting, or any adjournment thereof, including the Extraordinary Resolution.

With respect to each matter properly before the meeting, a GFO unitholder shall be entitled to one vote for each GFO Class A Unit or GFO Class F Unit registered in the name of such GFO unitholder. In order to become effective the Extraordinary Resolution must be approved by 66⅔% of GFO unitholders voting on such matters.

Pursuant to the trust agreement for GFO, a quorum at the meeting will consist of two or more GFO unitholders present in person or by proxy. If a quorum of GFO unitholders is not constituted within 30 minutes from the time fixed for holding the meeting, the meeting will be adjourned by the Chairman of the meeting. If adjourned, the meeting will be rescheduled for 9 a.m. (Toronto time) on May 27, 2013, without further notice. The GFO unitholders present at any such adjourned meeting will constitute a quorum.

Appointment of Proxy Holders

GFO unitholders who are unable to be present at the meeting may still vote through the use of proxies. If you are a GFO unitholder, you should complete, execute and return the enclosed proxy form. By completing and returning the enclosed proxy form, you can participate in the meeting through the person or persons named on the form. Please indicate the way you wish to vote and your vote will be cast accordingly. **If you do not indicate a preference, the GFO Units represented by the enclosed proxy form, if the same is executed in favour of the management appointees named in the proxy form and deposited as provided in the Notice, will be voted in favour of all matters identified in such Notice.**

Discretionary Authority of Proxies

The proxy form confers discretionary authority upon the management appointees named therein with respect to such matters, including without limitation, amendment or variation to the Extraordinary Resolution, as, though not specifically set forth in the Notice, may properly come before the meeting. Management does not know of any such matter which may be presented for consideration at the meeting. However, if such a matter is presented, the proxy will be voted on the matter in accordance with the best judgment of the management appointees named in the proxy form.

On any ballot that may be called for at the meeting, all GFO Units in respect of which the management appointees named in the accompanying proxy form have been appointed to act will be voted in accordance with the specification of the GFO unitholder signing the proxy form. If no specification is made, the GFO Units will be voted in favour of all matters identified in the Notice.

Alternate Proxy

A GFO unitholder has the right to appoint a person or company to represent them at the meeting other than the management appointees designated on the accompanying proxy form by crossing out the printed names and inserting the name of the person he or she wishes to act as proxy in the blank space provided, or by completing another proxy form. Proxy forms which appoint persons other than the management appointees whose names are printed on the form should be submitted to the Fund and the person so appointed should be notified. A person acting as proxy need not be a GFO unitholder.

The securities represented by the proxy will be voted or withheld from voting in accordance with the instructions of the GFO unitholder on any ballot that may be called for. If the GFO unitholder specifies a choice with respect to any matter to be acted upon, the GFO Units will be voted accordingly. If no specification is made, the GFO Units may be voted in accordance with the best judgment of the person named in the proxy

form. Furthermore, the person named in the proxy form will have discretionary authority with respect to any amendments to the matters set forth in the Notice and with respect to any other matters that may properly come before the meeting, and units will be voted on such amendments and other matters in accordance with the best judgment of the person named in the proxy form.

Revocation of Proxies

If the accompanying form of proxy is executed and returned, the proxy may nevertheless be revoked by an instrument in writing executed by the GFO unitholder or his or her attorney authorized in writing, as well as in any other manner permitted by law. Any instrument revoking a proxy must either be deposited (i) at the registered office of Computershare no later than 5:00 p.m. (Toronto time) on the day before the day of the meeting or (ii) with the Chairman of the meeting on the day of the meeting or any adjournment thereof. If the instrument of revocation is deposited with the Chairman on the day of the meeting or any adjournment thereof, the instrument will not be effective with respect to any matter on which a vote has already been cast pursuant to that proxy.

Solicitation of Proxies

The Manager will reimburse brokers, custodians, nominees and fiduciaries for the proper charges and expenses incurred in forwarding this Circular and related materials to beneficial owners of GFO Units. In addition to solicitation by mail, officers and directors of CC&L Capital Markets may, without additional compensation, solicit proxies personally or by telephone.

Advice to Beneficial Holders of Units

The information set forth in this section is of significant importance to beneficial GFO unitholders ("**Beneficial Unitholders**"). The GFO Units are held in book-entry form in the name of CDS & Co., the nominee of CDS, and not in the name of Beneficial Unitholders. CDS is a limited purpose corporation organized as a "clearing corporation" under the applicable provincial securities regulatory authorities. CDS is owned or controlled by its participants ("**CDS Participants**") and was created to hold securities for CDS Participants and to facilitate the clearance and settlement of securities transactions between CDS Participants through electronic book entries, thereby eliminating the need for physical movement of certificates. CDS Participants include securities brokers and dealers, banks, trust companies, and clearing corporations. Indirect access to the CDS system is also available to others such as bankers, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a CDS Participant, either directly or indirectly.

As a result of GFO issuing its units in book-entry form only, CDS is the sole registered unitholder of the Fund. Only registered unitholders or the persons they appoint as proxies are permitted to vote at the meeting. All of the Beneficial Unitholders hold their units through either CDS Participants or intermediaries. GFO Units held by brokers, dealers or their nominees through CDS & Co. can only be voted upon the instructions of the Beneficial Unitholder. Without specific instructions, CDS & Co. and brokers, dealers and their nominees are prohibited from voting units for their clients. The Fund does not know for whose benefit the units registered in the names of CDS & Co. are held. Therefore, Beneficial Unitholders cannot be recognized at the meeting for purposes of voting their units in person or proxy unless they comply with the procedures described in the Notice and Circular.

Applicable regulatory policy requires brokers, dealers and other intermediaries to seek voting instructions from Beneficial Unitholders in advance of unitholder meetings. Every intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Unitholders in order to ensure that their units are voted at the meeting. Often, the form of proxy supplied to a Beneficial Unitholder by its intermediary is identical to that provided to registered unitholders. However, its purpose is limited to instructing the registered unitholders how to vote on behalf of the Beneficial Unitholders. The majority of intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communication Solutions Corporation ("**Broadridge**"). Broadridge typically prepares a voting instruction form which it mails to the beneficial unitholders and asks beneficial unitholders to complete and return directly to Broadridge. Broadridge then tabulates the results of all instructions received and provides

appropriate instructions respecting the voting of units to be represented at the meeting. **A Beneficial Unitholder receiving a voting instruction form cannot use that form to vote units directly at the meeting. Rather, the voting instruction form must be returned to Broadridge well in advance of the meeting in order to have the units voted.**

If you are a Beneficial Unitholder and wish to vote in person at the meeting, please contact your broker, dealer or other intermediary well in advance of the meeting to determine how you can do so.

If you are a GFO unitholder and wish to vote in favour of the Extraordinary Resolution, you should submit a voting instruction form voting in favour of the Extraordinary Resolution well in advance of the 5:00 p.m. (Toronto time) deadline on May 14, 2013 for the deposit of proxies.

Voting instruction forms sent by Broadridge permit the completion of the voting instruction form by telephone or through the internet at www.proxyvote.com.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference into the Circular from documents filed with securities commissions or similar authorities in Canada. The GFO AIF and AUI AIF are specifically incorporated by reference into, and form an integral part of, this Circular.

The documents incorporated by reference are available on SEDAR at www.sedar.com. Upon request, CC&L Capital Markets will promptly provide a copy of any such document free of charge to GFO Unitholders. See "Additional Information".

ADDITIONAL INFORMATION

Additional information on each of GFO and AUI is provided in the financial statements and management reports of fund performance for each of the funds. Copies of all of these documents may be obtained from CC&L Capital Markets upon sending a request stating the fund for which information is being requested to 181 University Avenue, Suite 300, Toronto, Ontario M5H 3M7.

Copies of these documents and other information about each of the funds are also available on CC&L Capital Market's website at www.cclcapitalmarkets.com or on SEDAR at www.sedar.com.

APPROVAL OF THE MANAGER

The Board of Directors of CC&L Capital Markets as manager of GFO has approved the contents and the sending of this Circular to the GFO unitholders.

DATED at Toronto, Ontario this April 10th day of April, 2013.

Connor, Clark & Lunn Capital Markets Inc., as manager of
Connor, Clark & Lunn Financial Opportunities Fund

By: *"W. Neil Murdoch"*

W. Neil Murdoch
Chief Executive Officer and President

APPENDIX I

CONNOR, CLARK & LUNN FINANCIAL OPPORTUNITIES FUND

EXTRAORDINARY RESOLUTION

BE IT RESOLVED THAT:

1. The merger (the "**Merger**") of Connor, Clark & Lunn Financial Opportunities Fund ("**GFO**") with Australian Banc Income Fund ("**AUI**"), with AUI as the continuing fund, substantially as described in the management information circular of GFO dated April 10, 2013 (the "**Circular**") including, without limitation, the transfer by GFO to AUI of substantially all of the assets of GFO, and the automatic redemption by GFO of all of the Class A Units and Class F Units of GFO, in exchange for Class A Units and Class F Units of AUI, such that unitholders of GFO will become holders of units of AUI, is authorized and approved.

2. The entering into of an agreement amending the terms of GFO's trust agreement between Connor, Clark & Lunn Capital Markets Inc. ("**CC&L Capital Markets**") as manager of GFO and RBC Investor Services Trust (the "**Trustee**") as trustee of GFO in order to implement the Merger, including without limitation, to permit the transfer by GFO to AUI of substantially all of the assets of GFO and the automatic redemption by GFO of all units of GFO, as more particularly described in the Circular, is authorized and approved.

3. CC&L Capital Markets is hereby authorized and directed, as manager of GFO, to take such action and negotiate, approve, execute and deliver all such certificates, documents, authorizations, agreements and instruments or other documentation and to take any and all such further action as may be necessary or desirable in connection with or to implement the matters contemplated in this extraordinary resolution.

4. Notwithstanding the provisions hereof, the Board of Directors of CC&L Capital Markets, as manager of GFO, may revoke this extraordinary resolution at any time prior to its implementation without further approval of unitholders of GFO.