

Amendment No. 1 dated September 17, 2024 to the Simplified Prospectus dated June 28, 2024 (the “Simplified Prospectus”)

Starlight Group of Funds

Offering securities of:

Starlight Dividend Growth Class* (Series A, T8, T8B, B, C, L, F, FT6, FT8, ETF, PTF and I)
(the “Fund”)

*(Class of Mutual Fund Shares of Starlight Corporate Funds Limited)

Unless otherwise specifically defined, the terms used in this amendment have the meanings given to those terms in the Simplified Prospectus.

Amendments

The Simplified Prospectus is amended as follows:

New Offering of ETF Series of Starlight Dividend Growth Class

1. On the front cover page, the row referencing the Starlight Dividend Growth Class is deleted in its entirety and replaced with the following:

“Starlight Dividend Growth Class* (Series A, T8, T8B, B, C, L, F, FT6, FT8, ETF, PTF and I)”

2. On page 4, under the heading “Introduction – Terms”, the definition of “ETF Series” is deleted in its entirety and replaced with the following:

“**ETF Series** means the ETF Series Units of Starlight Global Infrastructure Fund, Starlight Global Real Estate Fund and the ETF Series Shares of Starlight Dividend Growth Class”

3. On page 27, under the heading “Purchases, Switches and Redemptions – Purchases – ETF Series”, the second paragraph is deleted in its entirety and replaced with the following:

“ETF Series Shares of Starlight Dividend Growth Class have been conditionally approved for listing on Cboe Canada. The ETF Series Securities of Starlight Global Infrastructure Fund and Starlight Global Real Estate Fund are, and subject to satisfying Cboe Canada’s original listing requirements, the ETF Series Securities of Starlight Dividend Growth Class will be, listed on Cboe Canada and holders of ETF Series Securities are, or will be, able to buy and sell ETF Series Securities of such Funds on Cboe Canada or another exchange or marketplace through registered brokers and dealers in the province or territory where the Unitholder resides. The ticker symbol for ETF Series Securities of Starlight Global Infrastructure Fund is “SCGI”, the ticker symbol for ETF Series Securities of Starlight Global Real Estate Fund is “SCGR” and the ticket symbol for ETF Series Securities of Starlight Dividend Growth Class is “SCDG”.”

4. On page 36, under the heading “Systematic Withdrawal Plan”, the reference to “ETF Series Units” in the first paragraph is replaced with “ETF Series Securities”.
5. On page 37, under the heading “Fees and Expenses – Fees and Expenses Payable by the Funds – Management Fees”, the reference to “ETF Series Units” in the fifth paragraph is replaced with “ETF Series Securities”

6. On page 48, under the heading “Canadian Federal Income Tax Considerations”, the last paragraph is hereby deleted in its entirety and replaced with the following:

“Certain Proposed Amendments originally released by the Minister of Finance (Canada) on June 10, 2024 and revised on August 12, 2024 (the “**Capital Gains Amendments**”) in connection with the 2024 Federal Budget (Canada) (the “**2024 Budget Proposals**”) would generally increase the capital gains inclusion rate from one-half to two-thirds. The Capital Gains Amendments are described in this summary under the heading “Canadian Federal Income Tax Considerations – Capital Gains Amendments”, but are not otherwise described or referenced in this summary.”

7. On pages 59-60, under the heading “Canadian Federal Income Tax Considerations – Capital Gains Amendments”, the sixth paragraph is hereby deleted in its entirety and replaced with the following:

“If a mutual fund corporation (including the Company) elects to pay capital gains dividends, the transitional rules of the Capital Gains Amendments provide that the tax treatment to the shareholder will be based on whether the corporation realized (or was deemed to realize) the underlying capital gain in or prior to the first period or whether the corporation realized (or was deemed to realize) the underlying capital gain after the first period. A mutual fund corporation is required to disclose to the shareholder in prescribed form the portion of the capital gains dividend that relates to capital gains from dispositions of property in or prior to the first period, and, if it does not do so, the capital gains dividend is deemed to be in respect of capital gains realized on dispositions of property that occurred after the first period. The transitional rules of the Capital Gains Amendments provide that a mutual fund corporation may make an election for its 2024 taxation year the effect of which is that the portion of a capital gains dividend that relates to capital gains from dispositions of property in each of the first period and the second period is determined proportionately based on the respective number of days in each such period. The Company intends to consider whether to make such election.”

8. On page 64, under the heading “Part B: Specific Information About Each of the Mutual Funds Described in this Document – ETF Series”, the second paragraph is deleted in its entirety and replaced with the following:

“The ticker symbol for ETF Series Securities of Starlight Global Infrastructure Fund is “SCGI”, the ticker symbol for ETF Series Securities of Starlight Global Real Estate Fund is “SCGR” and the ticket symbol for ETF Series Securities of Starlight Dividend Growth Class is “SCDG”. ETF Series Shares of Starlight Dividend Growth Class have been conditionally approved for listing on Cboe Canada. The ETF Series Securities of SCGI and SCGR are, and subject to satisfying Cboe Canada’s original listing requirements, the ETF Series Securities of SCDG will be, listed on Cboe Canada and holders of ETF Series Securities are, or will be, able to buy and sell ETF Series Securities of such Funds on Cboe Canada or another exchange or marketplace through registered brokers and dealers in the province or territory where the Securityholder resides.”

9. On page 78, under the heading “General Investment Risks – Tax Risk”, the last paragraph is hereby deleted in its entirety and replaced with the following:

“The Tax Act contains rules concerning the taxation of publicly traded Canadian trusts and partnerships that own certain types of property defined as “non-portfolio property”. A trust that is subject to these rules is subject to trust level taxation, at rates comparable to those that apply to corporations, on the trust’s income earned from “non-portfolio property” to the extent that such income is distributed to its unitholders. Further, pursuant to recent amendments on the Tax Act (the “**Equity Repurchase Rules**”), a trust that is a “SIFT trust” or that is otherwise a “covered entity” as described in the Equity Repurchase Rules is proposed to be subject to a 2% tax on the value of certain equity repurchases (i.e., redemptions) by the trust in a taxation year (net of cash subscriptions received by the trust in that taxation year). However, provided that certain Proposed Amendments released on August 12, 2024 are enacted as proposed, redemptions of units of a Trust Fund for an amount that does not exceed the net asset value attributable to such units would generally not be subject to such tax. If a Trust Fund is subject to tax under the SIFT Rules or the Equity Repurchase Rules, the after-tax return to its Unitholders could be reduced, particularly in the case of the SIFT Rules for a Unitholder who is exempt from tax under the Tax Act or is a non-resident of Canada. The application of the Equity Repurchase Rules (including, in particular, to the Starlight Global Real Estate Fund)

is unclear in certain respects. Thus, there can be no assurances that the Equity Repurchase Rules, will not have adverse consequences to the Trust Funds or to Unitholders.”

10. On page 83, under the heading “Name, Formation and History of the Funds – History of the Corporate Fund – Starlight Dividend Growth Class (formerly Stone Dividend Growth Class)”, the title of the section is amended to remove “(formerly Stone Dividend Growth Class)” and an additional bullet point is added at the end of the section with the following:

“September 17, 2024, ETF Series Shares were launched.”

11. On page 104, under the heading “Part B: Specific Information About Each of the Mutual Funds Described in this Document – Starlight Dividend Growth Class – Fund Details”, the following is added under the table header “Date Each Series Started”:

“ETF Series – September 17, 2024”

12. On page 105, under the heading “Part B: Specific Information About Each of the Mutual Funds Described in this Document – Starlight Dividend Growth Class – What are the Risks of Investing in this Fund?”, the following is added after the bullet list of risks:

“Additional risks associated with an investment in ETF Series of the Fund include:

- absence of an active market for the ETF Series Securities,
- halted trading of ETF Series Securities, and
- trading price of ETF Series Securities.”

13. On page 105, under the heading “Part B: Specific Information About Each of the Mutual Funds Described in this Document – Starlight Dividend Growth Class - Distribution Policy”, the following paragraph is added after the third paragraph:

“For the ETF Series of the Fund, the Manager may adjust the amount of the monthly distributions for any series without notice at any time as market conditions change. The Manager may, without notice, change the frequency of the payment of distributions. Distributions in respect of the ETF Series are paid in cash via cheque or direct deposit to your bank account. A Unitholder that subscribes for ETF Series Securities during the period that is one business day before a distribution record date until that distribution record date will not be entitled to receive the applicable distribution in respect of those ETF Series Securities.”

Certificate of the Fund, the Manager and the Promoter

This Amendment No. 1 dated September 17, 2024 together with the Simplified Prospectus dated June 28, 2024 and the documents incorporated by reference into the Simplified Prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the Simplified Prospectus, as required by the securities legislation of each province and territory of Canada, and do not contain any misrepresentations.

Dated: September 17, 2024

STARLIGHT INVESTMENTS CAPITAL LP, BY ITS GENERAL PARTNER, STARLIGHT INVESTMENTS CAPITAL GP INC., AS MANAGER AND PROMOTER OF THE FUND AND ON BEHALF OF THE FUND

(Signed) "*Dennis Mitchell*"

Dennis Mitchell

Chief Executive Officer and Chief Investment Officer

(Signed) "*Graeme Llewellyn*"

Graeme Llewellyn

Chief Financial Officer and Chief Operating Officer

ON BEHALF OF THE BOARD OF DIRECTORS OF STARLIGHT INVESTMENTS CAPITAL GP INC. AS GENERAL PARTNER OF THE MANAGER AND PROMOTER OF THE FUND

(Signed) "*Daniel Drimmer*"

Daniel Drimmer

Director

(Signed) "*Neil Fischler*"

Neil Fischler

Director