

**AMENDMENT NO. 1 DATED SEPTEMBER 14, 2016  
TO THE SIMPLIFIED PROSPECTUS DATED JUNE 28, 2016**

(the “Prospectus”)

in respect of:

**Sprott Global Infrastructure Fund**  
(Series A, Series F and Series I)  
**Sprott Real Asset Class\***  
(Series A, Series F and Series I)  
**Sprott Global REIT & Property Equity Fund**  
(Series A, Series F and Series I)

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

\*A class of shares of Sprott Corporate Class Inc.

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

## **1. Introduction**

The Prospectus is hereby amended to:

- (1) provide notice that Sprott Asset Management LP, the manager of the Funds (the “**Manager**”) has called a special meeting of securityholders to be held on or about December 16, 2016 in respect of the Mergers (as such term is defined below);
- (2) reflect a change in the investment strategy of the Sprott Real Asset Class, which will be effected on or about December 30, 2016;
- (3) reflect the termination of Capital Innovations LLC as the sub-advisor of the Funds, which will be effected at any time on or before December 30, 2016; and
- (4) reflect a change in the risk rating of the Sprott Global REIT & Property Equity Fund.

## **2. Proposed Fund Mergers**

The Manager proposes to merge (collectively, the “**Mergers**” and each a “**Merger**”) each below listed terminating fund (each a “**Terminating Fund**”) into the corresponding below listed continuing fund (each a “**Continuing Fund**”), effective on or about December 30, 2016 (the “**Effective Date**”), subject to obtaining regulatory approval and securityholder approval of each Terminating Fund and Continuing Fund at special meetings of securityholders of such funds to be held on or about December 16, 2016.

<b>Terminating Fund</b>	<b>Continuing Fund</b>
Sprott Timber Fund	Sprott Global REIT & Property Equity Fund
Sprott Global Agriculture Fund	Sprott Global REIT & Property Equity Fund
Sprott Tactical Balanced Fund	Sprott Real Asset Class
Sprott Tactical Balanced Class	Sprott Real Asset Class

The independent review committee of the Funds that provides independent oversight and advice to the Manager will review the potential conflict of interest matters related to the Mergers and provide recommendation regarding whether each proposed Merger, if implemented, would achieve a fair and reasonable result for each Terminating Fund and its corresponding Continuing Fund.

If all necessary approvals are obtained, each Merger, except the Merger of Sprott Tactical Balanced Fund into Sprott Real Asset Class (the “**Taxable Merger**”), will be implemented by exchanging securities of each series of each Terminating Fund, on a tax-deferred basis, for securities of the applicable Continuing Fund in the same currency, having a net asset value on the Effective Date equal to the net asset value of the securities tendered. The Taxable Merger will be implemented by exchanging securities of each series of the Terminating Fund, on a taxable basis, for securities of the Continuing Fund in the same currency, having a net asset value on the Effective Date equal to the net asset value of the securities tendered.

The Manager intends to wind up or cancel, as applicable, each Terminating Fund as soon as reasonably possible following its Merger.

Securityholders of a Terminating Fund will have the right to redeem securities of, or make switches out of, the Terminating Fund up to the close of business on the business day immediately before the applicable Effective Date.

Following the Mergers, all optional plans, including pre-authorized chequing plans, which were established with respect to a Terminating Fund will be continued with respect to the corresponding Continuing Fund. Investors should contact their dealer or financial advisor regarding their optional plans.

If the requisite approvals are obtained, no further notice of the Mergers will be provided to securityholders.

### **3. Change in Investment Strategy of Sprott Real Asset Class**

Following the Mergers, Sprott Real Asset Class will adopt a change in investment strategy. The following technical amendments are made to the Prospectus to reflect this change, which will be effective on or about December 30, 2016:

- (1) The following is added after the section with the subheading “Class risk” on page 4:

***“Commodity risk***

Mutual funds that have exposure to commodities such as gold will be affected by changes in commodity prices. Commodity prices tend to be cyclical and can move significantly in short periods of time, including as a result of supply and

demand, speculation, international monetary and political factors, government and central bank activity and changes in interest rates and currency values. In addition, new discoveries or changes in government regulations can affect the price of commodities.”

- (2) The table under the heading “Investment Strategies” on page 42 is deleted and replaced with the following:

<b>Real Asset Sector</b>	<b>Range</b>
Infrastructure	0-35%
Energy	0-35%
Gold and Precious Metals	0-35%
Real Estate	0-35%

- (3) “Commodity risk” is added after “Class risk” to the list of risks under the heading “What are the risks of investing in the Fund” on page 43.

#### **4. Termination of Capital Innovations LLC as sub-advisor to the Funds**

Effective at any time on or before December 30, 2016, Capital Innovations LLC will cease to act as the sub-advisor to the Funds, subject to obtaining a positive recommendation from the independent review committee of the Funds. The following technical amendments are made to the Prospectus to reflect this change:

- (1) The “*Sub-advisor*” row of the table under the heading “Organization and Management of the Funds” on page 9 is deleted.
- (2) The first three paragraphs under the subheading “*Investment Strategies*” on page 30 are deleted and replaced with the following:

“To achieve the investment objective of the Fund, the Portfolio Manager:

- makes long term investments in securities of issuers which the Portfolio Manager believes present the greatest opportunity for capital appreciation; and
- manages the portfolio’s sector allocation, increasing and decreasing exposure to different sectors of the market as appropriate.

In selecting investments for the Fund, the Portfolio Manager primarily focuses on the securities (equity and equity derivatives) of companies which receive the majority of their earnings from ownership of infrastructure investments. Infrastructure company earnings are generally regulated and predictable, with rate increases often tied to inflation. As such, the Portfolio Manager focuses on the attractiveness of valuations relative to projected growth rates through macroeconomic analysis, followed by fundamental research on all potential

investments. The portfolio will be positioned in accordance with the Portfolio Manager's market view. Geographic and sector allocations will vary significantly over time.

The Fund may follow a more concentrated investment approach and, from time to time, over weight certain geographic regions and industry sectors when deemed appropriate by the Portfolio Manager. This may result in the Fund's portfolio weightings being substantially different from the weightings of the Macquarie Global Infrastructure 100 Index (or its successor index)."

- (3) The second paragraph under the subheading "*Investment Strategies*" on page 42 is deleted and replaced with the following:

"To achieve the investment objective of the Fund, the Portfolio Manager allocates the Fund's assets among the following real asset sectors according to the approximate ranges set out below. Such ranges are designed to allow the Portfolio Manager to vary the weighting of the Fund's portfolio within the real asset sector to meet the investment objective as it considers appropriate in a variety of market environments."

- (4) The third and fourth paragraphs under the subheading "*Investment Strategies*" on page 43 are deleted and replaced with the following:

"The percentages listed above are approximate due to continuous market fluctuations and administrative efficiencies. As a result, the actual percentages invested in the real asset sectors on any given day may not exactly conform to the percentages set forth above. Rebalancing will be done at the discretion of the Portfolio Manager.

The Portfolio Manager may, in its sole discretion, change the permitted ranges and/or add or remove one or more real asset sectors in order to meet the Fund's investment objective."

- (5) The first bullet under the sixth paragraph under the subheading "*Investment Strategies*" on page 43 is deleted and replaced with the following:

- "hold cash and/or overweight cash equivalents and fixed-income securities based on the Portfolio Manager's market outlook;"

- (6) The introductory sentence in the first paragraph and the first bullet under the first paragraph under the subheading "*Investment Strategies*" on page 46 are deleted and replaced with the following:

"To achieve the investment objective of the Fund, the Portfolio Manager:

- will invest primarily in common stock, preferred stock and other equity securities issued by real estate companies, such as REITs and similar REIT-like entities in order to gain exposure to securities of rental companies, which the Portfolio Manager defines as companies which derive 70% or more of their total revenues from rental income;"

## **5. Change in Risk Rating of Sprott Global REIT & Property Equity Fund**

The Manager has changed the risk rating of Sprott Global REIT & Property Equity Fund from high risk to medium risk. The following technical amendments are made to the Prospectus to reflect this change:

- (1) The first sentence under the subheading “Fund Risk Classification” on page 48 is deleted and replaced with the following:

“The risk rating assigned to this Fund by the Manager is Medium risk and it is appropriate if you have a medium to long-term investment horizon.”

- (2) The first sentence under the subheading “Who Should Invest in the Fund?” on page 48 is deleted and replaced with the following:

“The Fund is suitable for those investors seeking a regular monthly target distribution and long-term capital appreciation through exposure to the global real estate industry and have a medium risk tolerance.”

## **6. What are your legal rights?**

Under securities law in some provinces and territories, you have the right to:

- withdraw from your agreement to buy mutual funds within two business days of receiving the simplified prospectus or fund facts
- cancel your purchase within 48 hours of receiving confirmation of your order, or
- cancel your purchase agreement and get your money back if the simplified prospectus, fund facts, annual information form or financial statements misrepresent any facts about the fund. You may also be entitled to get your money back or make a claim for damages if you have suffered a loss.

The time limit to exercise these rights depends on the governing legislation in your province or territory.

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