EMPIRE LIFE MUTUAL FUNDS®

SIMPLIFIED PROSPECTUS

Dated February 11, 2022

Series A units, Series T6 units, Series T8 units, Series F units and Series I units (unless otherwise indicated) of:

Empire Life Emblem Portfolios®

Empire Life Emblem Diversified Income Portfolio
(Series A, Series T6, Series F and Series I units only)

Empire Life Emblem Conservative Portfolio
(Series A, Series T6, Series F and Series I units only)

Empire Life Emblem Balanced Portfolio

Empire Life Emblem Moderate Growth Portfolio

Empire Life Emblem Growth Portfolio

Empire Life Emblem Aggressive Growth Portfolio

Empire Life Funds

Empire Life Dividend Growth Mutual Fund

Empire Life Monthly Income Mutual Fund

No securities regulatory authority has expressed an opinion about these units. It is an offence to claim otherwise.

The Funds and the securities of the Funds offered under this simplified prospectus are not registered with the United States Securities and Exchange Commission and they are sold in the United States only in reliance on exemptions from registration.

Empire Life Investments

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Introduction

This document contains selected important information to help you make an informed investment decision about the Funds and understand your rights as an investor.

This document is divided into two parts. The first part, from pages 1 to 36, contains general information that applies to all of the Funds. The second part, from pages 38 to 68, contains specific information about each of the Funds offered under this simplified prospectus.

In this document:

- ***business day*** is any day except Saturday, Sunday or a Canadian statutory holiday;
- ***dealer*** is the company where your financial advisor works;
- ***ETFs*** means exchange traded funds;
- ***financial advisor*** is the individual you consult for investment advice;
- ***Funds and Empire Life Mutual Funds*** means, collectively, the funds offered under this simplified prospectus and they are individually referred to as a Fund;
- ***IRC*** means the independent review committee established by the Manager under NI 81-107;
- ***ITA*** means *Income Tax Act* (Canada) and the regulations issued thereunder, as the same may be amended from time to time;
- ***NAV*** means net asset value;
- ***NI 81-107*** refers to National instrument 81-107 *Independent Review Committee for Investment Funds*;
- ***series NAV per unit*** means the net asset value of a unit of a series of a Fund;
- ***top fund*** means a mutual fund that invests some or substantially all of its assets in one or more other mutual funds;
- ***TSX*** means the Toronto Stock Exchange (or its successor);
- ***underlying fund*** means a mutual fund in which a Fund invests;
- ***unit*** means a unit of a series of a class of a Fund;
- ***Valuation Day*** is any day the TSX is open for trading;
- ***we, us, our,*** and ***the Manager*** refer to Empire Life Investments Inc., the manager and trustee of the Funds; and
- ***you*** or ***unitholder*** means each person that invests in the Funds.

Additional information about each Fund is available in its:

- annual information form;
- most recently filed fund facts;
- annual and interim financial statements; and
- annual and interim management reports of fund performance.

These documents are incorporated by reference into this simplified prospectus. That means they legally form part of this simplified prospectus just as if they were printed in it.

You can get a copy of the Funds' annual information form, fund facts, financial statements and management reports of fund performance at no cost to you by calling us at 1-855-823-6883, sending us an email at mutualfund@empire.ca, or by asking your financial advisor. You will also find these documents on our website at www.empirelifeinvestments.ca.

These documents and other information about the Funds are also available on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

What is a mutual fund and what are the risks of investing in a mutual fund?

What is a mutual fund?

A mutual fund is a pool of investments made on behalf of a large group of people. Each Fund makes different kinds of investments depending upon its investment objectives and strategies. When you invest in a mutual fund you receive units in the Fund in exchange for your investment (you are a unitholder) and your money is invested together with that of other people who wish to make similar investments as you do. A professional money manager takes the pool of cash and invests it for the whole group. If the investments make a profit, you share in that profit with all other unitholders, after deduction of all expenses. If the investments lose money, all the unitholders share in the loss.

What are the advantages of investing in mutual funds?

There are several advantages to investing in mutual funds over investing on your own:

- ***Professional money management***. Professional portfolio managers have the skills and time to do research and make decisions about which investments to buy, hold or sell.
- ***Diversification***. The value of investments is always changing. Owning several different investments at the same time can improve long-term results. Mutual funds typically own many different types of investments and those that go up in value can compensate for those that go down. A wider range of different types of investments may increase diversification.
- ***Access to your money***. You can generally redeem your investments and get the current value back from the mutual fund at any time. With many other types of investments your money is locked in for a fixed period or you have to find a buyer before you can sell.
- ***Recordkeeping***. Mutual fund management companies make it easier to keep track of your investments. They have sophisticated reporting systems and send you regular financial statements, reports and tax slips.

What are the general risks of investing in a mutual fund?

Price fluctuation

Mutual funds own different kinds of investments, depending on their investment objectives. The value of these investments will change from day to day because of changes in interest rates, economic conditions and market or company news and other factors. This means the value of a mutual fund's units can go up and down and you may get more or less than you invested when you sell (redeem) your units.

Your investment is not guaranteed

Unlike bank accounts or guaranteed investment certificates (GICs), mutual fund units are not covered by the Canada Deposit Insurance Corporation or any other government deposit insurer. It is important to remember there is no guarantee that when you redeem your units of a Fund you will make a profit or get back the full amount of money you originally invested.

Redemptions of units may be suspended

Under exceptional circumstances, a mutual fund may not allow you to redeem your units. See *Suspending your right to redeem units* in the "Purchases, switches and redemptions" section of this document for more information.

Specific risks of investing in mutual funds

Mutual funds generally invest in a number of different types of investments and the value of those investments can go up or down. Below, in alphabetical order, are some of the risks that can cause the value of units of a mutual fund to change. To find out which risks apply to each Fund, see the individual Fund profiles starting on page 38.

Asset-backed and mortgage-backed securities risk

Asset backed securities are debt obligations that are backed by pools of consumer or business loans. Mortgage backed securities are debt obligations backed by pools of mortgages on commercial or residential real estate. If there are changes in the market's perception of the issuers of these types of securities, in the creditworthiness of the underlying borrowers or in the assets backing the pools, then the value of the securities may be affected. In addition, the underlying loans may not be ultimately repaid in full, in some cases leading to holders of asset backed and mortgage backed securities not receiving full repayment.

Bank loans and loan participations risk

Bank loans are subject to the credit risk of non-payment of principal or interest. Substantial increases in interest rates may cause an increase in loan defaults. Although the loans may be fully collateralized at the time of acquisition, the collateral may decline in value, be relatively illiquid, or lose all or substantially all of its value subsequent to investment. Investments may be in second lien loans (secured loans with a claim on collateral subordinate to a senior lender's claim on such collateral) and unsecured loans. Holders' claims under unsecured loans are subordinated to claims of creditors holding secured indebtedness and possibly other series of creditors holding unsecured debt. Unsecured loans have a greater risk of default than secured loans, particularly during periods of deteriorating economic conditions. Since they do not afford the lender recourse to collateral, unsecured loans are subject to greater risk of non-payment in the event of default than secured loans. Many loans are relatively illiquid and may be difficult to value.

In connection with purchasing loan participations, a Fund generally will have no right to enforce compliance by the borrower with the terms of the loan agreement relating to the loan, nor any rights of set-off against the borrower, and the Fund may not benefit directly from any collateral supporting the loan in which they have purchased the participation. As a result, the Fund may be subject to the credit risk of both the borrower and the lender that is selling the participation. In the event of the insolvency of the lender selling a participation, the Fund may be treated as a general creditor of the lender and may not benefit from any set-off between the lender and the borrower. In certain cases, the market for bank loans and loan participations is not highly liquid, and in such cases, the lack of a highly liquid secondary market may have an adverse impact on the value of such securities. This will also have an adverse impact on the Fund's ability to dispose of particular bank loans or loan participations when necessary to meet the Fund's liquidity needs or when necessary in response to a specific economic event, such as deterioration in the creditworthiness of the borrower. The lack of a highly liquid secondary market for bank loans and loan participations also may make it more difficult for a Fund to value these securities for purposes of calculating its NAV.

Capital depletion risk

Series T6 and Series T8 units make monthly distributions of a return of capital on the last business day of each month. **The average monthly distributions of return of capital that are made on Series T6 units of a Fund are expected to be between approximately 5% and 7% of the average NAV of the Fund over the year. For Series T8 units, the average monthly distributions of return of capital are expected to be between approximately 7% and 9% of the average NAV of the Fund over the year. Series A, Series F and Series I units of Empire Life Emblem Diversified Income Portfolio and Empire Life Monthly Income Mutual Fund may also make distributions comprised of a return of capital and/or net income. A return of capital reduces the amount of your original investment and may result in the return to you of the entire amount of your original investment. This distribution should not be confused with "yield" or "income".** Returns of capital that are not reinvested will reduce the NAV of a Fund, which could reduce the Fund's ability to generate future income. You should not draw any conclusions about a Fund's investment performance from the amount of this distribution. You do not pay tax on a return of capital. Instead, it reduces the adjusted cost base of your units of the Fund. Returns of capital can only be made by a series of a Fund to the extent that there is a positive balance in the capital account for the relevant series. To the extent that the balance in the capital account becomes, or is at risk of becoming, zero, monthly distributions may be reduced or discontinued without prior notice. See the "Income tax considerations for investors" section of this document for additional information about return of capital.

Cash deposit risk

To the extent that assets of the Funds are placed on deposit with a financial institution, the Funds are exposed to a risk that the financial institution may be unable to meet its obligations to the Funds. To reduce this risk, the Funds generally only place cash on deposit with the Funds' custodian or sub-custodians or with major financial institutions.

Convertible securities risk

Convertible securities are fixed income securities, preferred stock or other securities that are convertible into or exercisable for common shares of an issuer (or cash or securities of equivalent value) at either a stated price or a stated rate. The market values of convertible securities tend to decline as interest rates increase and, conversely, to increase as interest rates decline. A convertible security's market value typically reflects the market price of the common shares of the issuer when that share price approaches or is greater than the convertible security's "conversion price." Conversion price is the predetermined price at which the convertible security could be exchanged for associated shares. The price of a convertible security tends to be influenced more by the yield of the convertible security as the market price of the underlying common shares declines. Thus, the price of convertible securities may not decline to the same extent as the underlying common shares.

In the event of a liquidation of the issuer, holders of convertible securities would be paid before the company's common shareholders but after holders of any senior debt obligations of the issuer. Consequently, an issuer's convertible securities generally entail less risk than its common shares but more risk than its debt obligations.

Synthetic convertible securities involve the combination of separate securities that possess the two principal characteristics of a "traditional" convertible security (i.e., an income-producing component and a right to acquire an equity security). Synthetic convertible securities are often subject to risks associated with derivatives because the convertible component is typically achieved by investing in warrants or options to buy common shares at a certain exercise price or options on a stock index. If the value of the underlying common shares or the level of the index involved in the convertible component falls below the exercise price of the warrant or option, the warrant or option may lose all value. Further, because a synthetic convertible security is composed of two or more separate securities or instruments, each with its own market value, the market value of a synthetic convertible security will respond differently to market fluctuations than a "traditional" convertible security.

Credit risk

Credit risk can cause the value of a debt security, such as a bond or other fixed income security, to decrease or increase. This risk includes:

- ***Default risk***. This is the risk that the issuer of the debt will not be able to pay interest, principal, or repay the debt when it becomes due. Generally, the higher the risk of default, the lower the value of the debt security and the higher the interest rate.

- ***Credit spread risk***. This is the risk that the credit spread will increase. (Credit spread is the difference in interest rates between the issuer's bond and a bond considered to have little credit risk, such as a treasury bill.) An increase in credit spread generally decreases the value of a debt security.

- ***Downgrade risk***. This is the risk that a specialized credit rating agency will reduce the credit rating of an issuer's securities. A downgrade in credit rating generally decreases the value of a debt security.

- ***Collateral risk***. This is the risk that it will be difficult to sell the assets the issuer has given as collateral for the debt or that the value of the assets may be less than any claim on them. This difficulty could cause a decrease in the value of a debt security.

Currency risk

Some of the Funds may invest a portion of their investment portfolio in foreign securities; however, the assets and liabilities of each Fund are valued in Canadian dollars. If a Fund buys a security denominated in a foreign currency, during the time that the Fund owns that security, for the purposes of calculating the NAV of that Fund, we convert, on a daily basis, the value of the security into Canadian dollars. Fluctuations in the value of the Canadian dollar relative to the foreign currency will impact the NAV of the Fund. If the value of the Canadian dollar has increased relative to the foreign currency, the return on the foreign security may be reduced, eliminated or made negative. The opposite can also occur; that is, a Fund holding a security denominated in a foreign currency may benefit from an increase in the value of the foreign currency relative to the Canadian dollar.

Cybersecurity

With the increased use of technologies such as the internet to conduct business, the Manager and each Fund has become potentially more susceptible to operational and information security risks through breaches in cybersecurity. In general, a breach in cybersecurity can result from either a deliberate attack or an unintentional event. Cybersecurity breaches may involve, among other things, infection by computer viruses or other malicious software code or unauthorized access to the Manager's or a Fund's digital information systems, networks or devices through "hacking" or other means, in each case for the purpose of misappropriating assets or sensitive information (including, for example, personal securityholder information), corrupting data or causing operational disruption or failures in the physical infrastructure or operating systems that support the Manager or the Fund. Cybersecurity risks also include the risk of losses of service resulting from external attacks that do not require unauthorized access to the Manager's or a Fund's systems, networks or devices. Any such cybersecurity breaches or losses of service may cause the Manager or a Fund to lose proprietary information, suffer data corruption or lose operational capacity, which, in turn, could cause the Manager or the Fund to incur regulatory penalties, reputational damage, additional compliance costs associated with corrective measures and/or financial loss. While the Funds and the Manager have established business continuity plans and risk management systems designed to prevent or reduce the impact of cybersecurity attacks, there are inherent limitations in such plans and systems due in part to the ever changing nature of technology and cybersecurity attack tactics, and there is a possibility that certain risks have not been adequately identified or prepared for. In addition, cybersecurity failures by or breaches of the Manager's or the Funds' third party service providers may disrupt the business operations of the service providers and of the Manager or the Fund. These disruptions may result in financial losses, the inability of Fund securityholders to transact business with the Fund and inability of the Fund to process transactions, the inability of the Fund to calculate its net asset value, violations of applicable privacy and other laws, rules and regulations, regulatory fines, penalties, reputational damage, reimbursement or other compensatory costs and/or additional compliance costs associated with implementation of any corrective measures. A Fund and its securityholders could be negatively impacted as a result of any such cybersecurity breaches, and there can be no assurance that the Fund will not suffer losses relating to cybersecurity attacks or other informational security breaches affecting the Manager's or the Fund's third-party service providers in the future, particularly as the Manager and the Fund cannot control any cybersecurity plans or systems implemented by such service providers. Cybersecurity risks may also impact issuers of securities in which a Fund invests, which may cause the Fund's investments in such issuers to lose value.

Derivative risk

A derivative is an investment that bases its value on the value of an underlying asset, such as a stock, bond, currency or market index. Derivatives usually take the form of a contract with another party to buy or sell an asset at a later time. They may put an investor in a position to make or lose money based on changes in the value of the underlying assets due to fluctuations in, for example, interest rates, securities prices or currency exchange rates. Here are some examples of derivatives:

- ***Options***. Options give the holder the right to buy an asset from, or sell an asset to, another party for a set price, during a set period of time. Fluctuations in the value of the asset during the life of the option will impact the value of the option. The holder of an option has the option of exercising their right to buy or sell the asset, and the other party is obliged to satisfy this right. The other party generally receives a cash payment (a premium) for agreeing to provide the option.

- ***Forward contracts***. In a forward contract, an investor agrees to buy or sell an asset such as a security or currency at an agreed price on a specific date in the future.

- ***Futures contracts***. Futures contracts generally function in a similar manner as forward contracts, but are traded on an exchange.

- ***Swaps***. With a swap agreement, two parties agree to exchange, or "swap," payments. The payments the two parties make are based on an agreed underlying amount, like a bond. Each party's payments are calculated differently. For example, one party's payments may be based on a floating interest rate, while the other party's payments may be based on a fixed interest rate.

- ***Debt like securities***. With a debt like security, the amount of principal or interest (or both) an investor receives goes up or down depending on whether there is an increase or decrease in the value of an agreed underlying security, such as a share.

There are a number of risks involved in the use of derivatives. Here are some of them:

- there is no guarantee that a mutual fund will be able to buy or sell a derivative at the right time to make a profit or limit a loss;

- there is no guarantee that the other party in the contract (known as a "counterparty") will honour its obligations, which could result in a financial loss for the mutual fund;

- if the value of a derivative is tied to the value of an underlying interest, there is no guarantee that the value of the derivative will at all times accurately reflect the value of the underlying interest;

- if the counterparty goes bankrupt, the mutual fund could lose any deposits that were made as part of the contract;

- securities exchanges could set daily trading limits on options and futures contracts. This could prevent a mutual fund from completing an options or futures deal, making it very difficult to hedge properly, make a profit or limit a loss;

- if a mutual fund is required to give a security interest in order to enter into a derivative, there is a risk that the other party may try to enforce the security interest against the mutual fund's assets; and

- the ITA, or its interpretation, may change in respect of the tax treatment of derivatives.

Mutual funds can use derivatives to help offset losses that other investments might suffer because of changes in stock prices, commodity prices, interest rates or exchange rates. This is called hedging. While using derivatives for hedging has its benefits, it is not without its own risks. Here are some of them:

- there's no guarantee that a hedging strategy will always work;

- a derivative will not always offset a drop in the value of a security, even if it has usually worked out that way in the past;

- hedging does not prevent changes in the prices of the securities in a mutual fund's portfolio, or prevent losses if the prices of the securities go down;

- hedging can also prevent a mutual fund from making a gain if the value of the currency, stock, or bond goes up;

- currency hedging does not result in the impact of currency fluctuations being eliminated altogether;

- a mutual fund might not be able to find a suitable counterparty to enable the mutual fund to hedge against an expected change in a market; and

- hedging may be costly.

Emerging countries risk

Investments in companies of emerging countries may involve greater risks than investments in more established companies listed on stock exchanges in North America. Such investments may be considered speculative. For example, companies in emerging countries may have limited markets or financial and management resources and the securities of such companies may be less liquid and more volatile. In many emerging countries, there is less governmental supervision and regulation of business and industry practices, stock exchanges, brokers, custodians and listed companies than in Canada. There is an increased risk, therefore, of uninsured loss due to lost, stolen or counterfeit share certificates, share registration problems and fraud. In some countries, there is also a greater risk of political and social instability and corruption.

Equity risk

Companies issue common shares and other kinds of equity securities to help pay for their operations and finance future growth. Equity securities can drop in price for many reasons. They are affected by general economic and market conditions, interest rates, political developments and changes within the companies that issue the securities. If investors have confidence in a company and believe it will grow, the price of its equity securities is likely to rise. If investor confidence falls, equity prices are likely to fall, too. The prices of equity securities can vary widely and mutual funds that invest in equity securities are generally more volatile than mutual funds that invest in fixed income securities.

Exchange-traded fund risk

Most ETFs are mutual funds whose units are purchased and sold on a securities exchange. An ETF that is not "actively" managed generally represents a portfolio of securities designed to track a particular market segment or index. To the extent that an ETF tracks a particular market segment, such as real estate, the value of the ETF will fluctuate as the value of the particular market segment it tracks fluctuates. An investment in an ETF generally presents the same primary risks as an investment in a conventional mutual fund (i.e., one that is not exchange-traded) that has the same investment objectives, strategies and policies. In addition, an ETF may fail to accurately track the market segment or index that underlies its investment objective. ETFs that track an index cannot sell a security even if the security's issuer was in financial trouble, unless the security is removed from the applicable index being replicated. As a result, the performance of an ETF may be higher or lower than the performance of an actively managed fund. The price of an ETF can fluctuate and a Fund could lose money investing in an ETF. In addition, as with traditional mutual funds, ETFs charge asset-based fees. Any Fund that invests in ETFs will indirectly pay a proportional share of the asset-based fees of such ETFs. Moreover, ETFs are subject to the following risks that do not apply to conventional funds: (i) the market price of the ETF's units trade at a premium or a discount to their NAV; (ii) an active trading market for an ETF's units may not develop or be maintained; and (iii) there is no assurance that the requirements of the exchange necessary to maintain the listing of an ETF will continue to be met or remain unchanged.

Floating rate note risk

A floating rate note is a note with a variable rate of interest that fluctuates with some designated reference rate. Floating rate notes generally are subject to legal or contractual restrictions on resale. The liquidity of floating rate notes, including the volume and frequency of secondary market trading in such loans, varies significantly over time and among individual floating rate notes. Valuing a floating rate note can be more difficult during a period of infrequent trading. Buying and selling a floating rate note at an acceptable price can also be more difficult and delayed during such a period. Difficulty in selling a floating rate note can result in a loss. In addition, floating rate notes generally can be prepaid before maturity, which may result in a floating rate note offering less income and/or potential for capital gains.

Foreign investment risk

Some of the Funds invest in securities issued by corporations in, or governments of, countries other than Canada. Investing in foreign securities can be beneficial in expanding your investment opportunities and portfolio diversification, but there are risks associated with foreign investments, including:

- companies outside of Canada may be subject to different regulations, standards, reporting practices and disclosure requirements than those that apply in Canada;
- the legal systems of some foreign countries may not adequately protect investor rights;

- political, social or economic instability may affect the value of foreign securities;

- foreign governments may make significant changes to tax policies, which could affect the value of foreign securities; and

- foreign governments may impose currency exchange controls that prevent a Fund from taking money out of the country; and

- investments in foreign debt or equity securities may subject a Fund to foreign taxes on interest or dividends paid or credited to it or any gains realized on the disposition of such securities.

Canada has entered into tax treaties with certain foreign countries which may entitle a Fund to a reduced rate of withholding tax. Some countries require the filing of a tax reclaim or other forms to receive the benefit of the reduced tax rate. Whether or when a Fund will receive the tax reclaim is within the control of the particular foreign country. Information required on these forms may not be available (such as unitholder information); therefore, a Fund may not receive the reduced treaty rates or potential reclaims. Certain countries have conflicting and changing instructions and restrictive timing requirements which may cause a Fund not to receive the reduced treaty rates or potential reclaims. Certain countries may subject capital gains realized by a Fund on sale or disposition of certain securities to taxation in that country. In some instances, it may be more costly to pursue tax reclaims than the value of the benefits received by the Fund. If a Fund obtains a refund of foreign taxes, the NAV of the Fund will not be restated and the amount will remain in the Fund to the benefit of the then-existing unitholders.

Fund-of-funds risk

If a top fund invests in an underlying fund, the risks associated with investing in that underlying fund include the risks associated with the securities in which the underlying fund invests, along with the other risks of the underlying fund. Accordingly, a top fund takes on the risk of any underlying fund and its respective securities in proportion to its investment in that underlying fund. If an underlying fund suspends redemptions, the top fund that invests in the underlying fund may be unable to value part of its portfolio and may be unable to process redemption orders. See also, large transaction risk.

Income trust risk

Income trusts usually hold debt or equity securities in, or are entitled to receive royalties from, an underlying business. Generally, income trusts fall into one of four sectors: business trusts, utility trusts, resource trusts and real estate investment trusts. The risks associated with income trusts will vary depending on the sector and the underlying assets. Similar to other equity securities, income trusts are also subject to general risks associated with business cycles, commodity prices, interest rates and other economic factors. These securities face the same risks as set out in the Equity risk section above. Typically, income trusts are more volatile than fixed-income securities and preferred shares. In situations where an income trust is unable to meet distribution targets, its value may decline significantly. Returns on income trusts are neither fixed nor guaranteed. In addition, where an income trust is not able to satisfy claims against the trust, investors in the income trust, which include a Fund that invests in the income trust, could be held responsible for such obligations. However, certain jurisdictions have enacted legislation to protect investors from some of this liability. To the extent that any of the Funds invest in income trusts, such investments will be limited to those jurisdictions which have enacted such legislation.

Interest rate risk

Interest rates have an impact on a whole range of investments. When interest rates rise, fixed income securities such as treasury bills and bonds tend to fall in price. On the other hand, fixed income securities tend to rise in price when interest rates are falling. Longer term bonds and strip bonds are generally more sensitive to changes in interest rates than other kinds of securities. In addition, to the extent that a Fund invests in instruments with a negative yield (e.g. where there are negative interest rates), its value could be eroded.

The issuers of many kinds of fixed income securities can repay the principal before the security matures. This is called making a prepayment and it can happen when interest rates are falling. If a fixed income security is paid off sooner than expected, a mutual fund may have to reinvest this money in securities that have lower rates. Also, if paid off unexpectedly, or faster than predicted, the fixed income security can offer less income and/or potential for capital gains. The value of debt securities that pay a variable (or "floating") rate of interest is generally less sensitive to interest rate changes.

Large transaction risk

A Fund that has a unitholder that has significant holdings in the Fund is subject to the risk that such large unitholder may request a significant purchase or redemption of units of the Fund. Large purchases or redemptions may result in (a) the Fund maintaining an abnormally high cash balance; (b) large sales of portfolio securities impacting market value; (c) increased transaction costs (e.g., commissions); and/or (d) capital gains being realized which may increase taxable distributions to investors. If this should occur, the returns of investors (including other mutual funds) that invest in the Fund may be adversely affected.

Liquidity risk

Liquidity refers to how quickly and easily a security can be converted to cash. The value of a Fund that owns illiquid securities may rise and fall substantially. Most of the securities owned by a mutual fund can usually be sold promptly at the current market price and can be described as relatively liquid. But a mutual fund may also invest in securities that are illiquid, which means they cannot be sold quickly or easily.

Some securities are illiquid because of legal restrictions, the nature of the investment itself, settlement terms or for other reasons. Sometimes, there may simply be a shortage of buyers. In addition, in highly volatile markets, such as in periods of sudden interest rate changes or severe market disruptions, securities that were previously liquid may suddenly and unexpectedly become illiquid. A mutual fund that has difficulty selling a security can lose money or incur extra costs.

Market disruption risk

War, an act of terrorism, a widespread health crisis, pandemic or other event may lead to increased market volatility and may have adverse long term effects on the global economy and markets generally, including U.S., Canadian and other economies and securities markets. These events could reduce consumer demand or economic output, result in market closures, travel restrictions or quarantines, and significantly adversely impact the economy. These types of unexpected and unpredictable events could have a significant impact on a Fund and its investments and could also result in fluctuations in the value of a Fund.

Repurchase and reverse repurchase transactions and securities lending risk

A Fund may enter into repurchase transactions, securities lending transactions or *reverse repurchase transactions* to generate additional income. A repurchase transaction is where the Fund sells a security to a party at one price and agrees to buy the same security back from the same party at a higher price later on. Securities lending involves the Fund lending its securities to a borrower for a fee. The Fund can demand the return of the security at any time. In a *reverse repurchase transaction*, the Fund buys a security at one price from a party and agrees to sell the same security back to the same party at a higher price later on.

The risk with these types of transactions is that the other party may default under the agreement or go bankrupt. In a *reverse repurchase transaction*, the Fund is left holding the security and may not be able to sell the security at the same price it paid for it, plus interest, if the market value for the security has dropped in the meantime. In the case of a *repurchase transaction or securities lending transaction*, the Fund could incur a loss if the value of the security loaned or sold has increased more than the value of the cash and collateral held.

Securities legislation requires that the other party post collateral in these types of transactions. The value of the collateral must be at least 102% of the market value of the security sold (for a repurchase transaction), cash loaned (for a *reverse repurchase transaction*) or security loaned (for a *securities lending transaction*). The value of the collateral is monitored and reset daily. Repurchase transactions and securities lending transactions are limited to 50% of a Fund's assets. Collateral held by a Fund for loaned securities and cash held for sold securities are not included in a Fund's assets when making this calculation.

Series risk

All of the Funds are available in more than one series. If a Fund cannot pay the expenses of one series using its proportionate share of the Fund's assets for any reason, the Fund will be required to pay those expenses out of the other series' proportionate share of the Fund's assets. That could lower the investment returns of the other series. A Fund may, without notice to unitholders and without unitholder approval, issue additional series.

Small company risk

Securities of small companies can be riskier investments than securities of larger companies. Small companies are often relatively new and may not have a track record, extensive financial resources or a well-established market for their securities. They generally do not have as many shares trading in the market, so it could be difficult for a mutual fund to buy or sell small company stock if it needs to. As a result, the value of these shares and their liquidity can change significantly in a short period of time.

Tax risk

As of the date hereof, each of the Funds qualifies as a "mutual fund trust" under the ITA. It is the Manager's intention that the conditions prescribed in the Tax Act for qualification as a mutual fund trust will be satisfied on a continuing basis. If a Fund ceases to qualify as a mutual fund trust under the Tax Act, the income tax considerations described under the "Income tax considerations for investors" section of this document could be materially and adversely different in some respects.

If a Fund experiences a "loss restriction event" (i) the Fund will be deemed to have a year-end for tax purposes, and (ii) the Fund will become subject to the loss restriction rules generally applicable to corporations that experience an acquisition of control, including a deemed realization of any unrealized capital losses, the expiry of capital losses, and restrictions on its ability to carry forward non-capital losses. Generally, a Fund could be subject to a loss restriction event when a person becomes a "majority-interest beneficiary" of the Fund, or a group of persons becomes a "majority-interest group of beneficiaries" of the Fund, as those terms are defined in the affiliated persons rules contained in the ITA, with appropriate modifications. Generally, a majority-interest beneficiary of a Fund will be a beneficiary who, together with the beneficial interests of persons and partnerships with whom the beneficiary is affiliated, has a beneficial interest in the income or capital of the Fund that is greater than 50% of the beneficial fair market value of all interest in the income or capital, respectively, in the Fund. Generally, a person is deemed not to become a majority-interest beneficiary, and a group of persons is deemed not to become a majority-interest group of beneficiaries of a Fund, if the Fund meets certain investment requirements and qualifies as an "investment fund" under the rules.

Yield fluctuations risk

A Fund may be subject to the risk that the yield on the Fund's units will fluctuate. The yields of certain Funds will fluctuate on a daily basis. Therefore, yields for past periods of these Funds are not an indication or representation of future yields. A Fund's yield is affected by changes in interest rates, average portfolio maturity, the types and quality of portfolio securities held and operating expenses. Under certain market conditions and depending on the Fund's investments, a Fund's yield may be less than the management expense ratio for one or more series of units of the Fund. In such circumstances, the Manager may voluntarily choose to absorb some or all of the expenses of the Fund or may choose to waive its right to receive all or a portion of its management fee charged to the Fund. The Manager may cease absorbing fund expenses or cease waiving its right to receive its full management fees at any time without notice to unitholders.

Organization and management of the Funds

Manager Empire Life Investments Inc. 165 University Avenue, 9th Floor Toronto, Ontario M5H 3B8	As Manager, we are responsible for the day to day operations of the Funds and provide all general management and administrative services.
Trustee Empire Life Investments Inc. Toronto, Ontario	As trustee, we hold title to each Fund's investments in trust for unitholders under the terms described in a declaration of trust.
Custodian RBC Investor Services Trust Toronto, Ontario	The custodian (or its sub custodians) holds the investments of the Funds and keeps them safe. The custodian is independent of the Manager.
Registrar and Transfer Agent The Empire Life Insurance Company Kingston, Ontario	The registrar and transfer agent keeps a record of the owners of the units of the Funds and processes changes in ownership.
Auditor PricewaterhouseCoopers LLP, Chartered Professional Accountants Toronto, Ontario	The auditor is an independent firm of chartered professional accountants. The firm audits the annual financial statements of each Fund.
Portfolio Manager Empire Life Investments Inc. Toronto, Ontario	The portfolio manager makes the investment decisions for the Funds, buys and sells all the investments in the Funds and deals with brokers.
Securities Lending Agent If a Fund engages in a securities lending transaction, the Fund's custodian or sub- custodian will be appointed as the Fund's securities lending agent. Currently, RBC Investor Services Trust is the custodian of the Funds. RBC Investor Services Trust is located in Toronto, Ontario.	The securities lending agent would act on behalf of the Funds in administering the securities lending transactions entered into by the Funds. The securities lending agent would be independent of us.
Independent Review Committee	The IRC for the Funds is composed of three members. The mandate of the IRC is to (a) consider and make decisions on those conflict of interest matters that require its approval under NI 81-107, (b) consider and provide its recommendations on those conflict of interest matters that are referred to it for review by the Manager, and (c) perform any other function required by securities legislation, including the review of the Manager's written policies and procedures that deal with conflict of interest matters. The IRC may also approve certain mergers involving the Funds and any change of the auditors of the Funds. Unitholder approval will not be obtained in these circumstances, but you will be sent a written notice at least 60 days before the effective date of any such merger or change of auditors. The IRC will prepare, at least annually, a report for

	unitholders of its activities. This report will be available on our website at www.empirelifeinvestments.ca, or you may request a copy, at no cost, by sending us an email at mutualfund@empire.ca. Additional information about the IRC, including the names of the members of the IRC, is available in the Funds' annual information form.

Certain of the Funds ("top funds") may invest some or substantially all of their assets in other mutual funds ("underlying funds") managed by us, subject to certain conditions. Where this is the case, we will not vote the units of the underlying funds. Instead, we may, in our discretion, arrange for such units to be voted by unitholders in the top fund.

Purchases, switches and redemptions

Series of units

All of the Funds are organized as unit trusts. Each Fund's units are divided into different series and each Fund may have an unlimited number of series. New series of a Fund may be issued without notice to, or approval of, existing unitholders. Each Fund may issue an unlimited number of units of each series. The front cover of this simplified prospectus and the description of each Fund starting on page 38 set out the series of units currently offered by each Fund under this simplified prospectus.

Each series of a Fund generally has different management fees and expenses, although it derives its value from the same portfolio of investments. Provided that you are eligible, you can buy an unlimited number of a series of units of a Fund.

Each series of units is intended for different types of investors. Investors must meet eligibility criteria established by us from time to time in order to buy and hold certain series of units of the Funds:

- Series A units: Available to all investors, other than investors who, on or after May 1, 2022, invest through dealers who do not make a suitability determination, like discount brokers. Due to the implementation of a prohibition on the payment of trailing commissions by fund organizations to dealers who do not make a suitability determination, effective on or about May 1, 2022, investors holding Series A units through a discount broker (or other dealer who does not make a suitability determination) will have their Series A units redesignated as Series F units. The redesignation of series may begin as early as March 2022.

- Series T6 and Series T8 units: Series T6 and T8 units are designed for investors seeking regular monthly cash flows from a Fund. Available to all investors, other than investors who, on or after May 1, 2022, invest through dealers who do not make a suitability determination, like discount brokers. Due to the implementation of a prohibition on the payment of trailing commissions by fund organizations to dealers who do not make a suitability determination, effective on or about May 1, 2022, investors holding Series T6 or T8 units through a discount broker (or other dealer who does not make a suitability determination) will have their Series T6 or T8 units redesignated as Series F units. The redesignation of series may begin as early as March 2022

- Series F: Available to investors who have a fee-based account with their dealer and whose dealer has entered into an agreement with us. In addition, Series F units may be available to other groups where we do not pay commissions to the dealers, for example, investors who invest through dealers who do not make a suitability determination, like discount brokers. Instead of paying sales charges, investors buying Series F units may pay fees to their dealer for investment advice and other services. We do not pay any commissions to dealers in respect of Series F units and such units are less costly to administer, so we can charge a lower management fee. If you cease to be eligible to hold Series F units, we may switch your Series F units to Series A units of the same Fund under the Initial Sales Charge option. Your dealer is required to let us know if you cease to be eligible to hold Series F units.

- Series I units: Available to institutional and high-net-worth investors who meet a minimum investment threshold and who have entered into a Series I agreement with us. The criteria for approval may include the size of the investment, the expected level of account activity and the investor's total investments with us. No management fees are charged to the Funds with respect to Series I units and instead, each Series I investor negotiates a management fee that is paid directly to us. If you cease to be eligible to hold Series I units, we may switch your Series I units to Series A units of the same Fund under the Initial Sales Charge option.

The units of the Funds are offered subject to certain minimum investment requirements as set out under *Minimum investment* in the "Purchases, switches and redemptions" section of this document.

How to buy, redeem or switch units of a series of a Fund

You can buy, redeem or switch units of a Fund through any registered dealer.

The price at which you buy, redeem or switch units of a Fund is based on the series NAV per unit of the units that you are buying, redeeming or switching. See *the* "Income tax considerations for investors" section of this document for further details about the tax consequences.

Determining the series NAV per unit

We determine the series NAV per unit for each unit of a particular series of a Fund by:

- taking the series' proportionate share of all the investments and other assets of the Fund;
- subtracting the series' liabilities and its proportionate share of common fund liabilities; and
- dividing that number by the total number of outstanding units in that series.

You can calculate the value of your mutual fund investment at any time by multiplying the series NAV per unit applicable at that time for the series of units you own by the number of units you own. For example, if you own 1,000 units with a series NAV per unit of $15.50, your units are worth $15,500 (i.e. 1,000 x $15.50 = $15,500). This calculation does not take into account any deferred sales charges or other costs that may be payable if you redeem your investment.

We will buy, redeem or switch units for you on any day that is a *Valuation Day*. A Valuation Day usually ends at 4:00 p.m. Eastern Time, unless the TSX closes earlier. We calculate the value of a Fund's units at the end of each Valuation Day. In order to complete your transaction, we will use the first series NAV per unit we calculate after receiving your instructions.

All of the Funds are valued and can be bought only in Canadian dollars.

Choosing a purchase option

Series A, Series T6 and Series T8: When you buy these series of units of the Funds, you may pay a fee. The purchase option you choose determines the amount of the fee and when you pay it. Generally, you have three different purchase options:

- ***Initial Sales Charge option***. You and your dealer negotiate the fee, which may be up to 5% of the cost of the units, and you pay this fee to your dealer when you buy the units.

- ***Deferred Sales Charge option***. You do not pay a fee when you buy the units. However, if you redeem the units before six years from the date you bought them, you will pay a redemption fee to us that starts at 6% of the original cost in the first year and declines over time. See *Fees and expenses payable directly by you* in the "Fees and expenses" section of this document for the redemption fee schedule. Such sales charge must be in compliance with applicable laws. Effective February 1, 2022, the deferred sales charge option is no longer available for new purchases.

- ***Low Load option***. You do not pay a fee when you buy the units. However, if you redeem the units before three years from the date you bought them, you will pay a redemption fee to us that starts at 3% of the original cost in the first year and declines over time. See *Fees and expenses payable directly by you* in the "Fees and expenses" section of this document for the redemption fee schedule. Such sales charge must be in compliance with applicable laws. Effective February 1, 2022, the low load option is no longer available for new purchases.

For units purchased under the Deferred Sales Charge option or the Low Load option, upon the completion of the redemption fee schedule applicable to those units, your dealer will receive the higher level of trailing commissions that are applicable to units purchased under the Initial Sales Charge option. See *Trailing commissions* in the "Fees and expenses" section of this document for more information.

Series F: There are no sales commissions payable to dealers on the purchase of Series F units nor are there any redemption fees payable on redemption of Series F units.

Series I: There are no sales commissions payable to dealers on the purchase of Series I units nor are there any redemption fees payable on redemption of Series I units.

Your choice of purchase option will determine the different fees that you pay and will affect the amount of compensation your dealer will receive. See the "Fees and expenses" section of this document, including "Dealer compensation", for more information.

How to buy the Funds

If we receive your order before 4:00 p.m. Eastern Time on a Valuation Day, we will process your order as of that Valuation Day. Otherwise, we will process your order as of the next Valuation Day. If the TSX closes earlier than 4:00 p.m. Eastern Time on a particular Valuation Day, we will impose an earlier deadline for that Valuation Day. Any orders received after this earlier deadline would be processed as of the next Valuation Day. Please see *Determining the series NAV per unit* in the "Purchases, switches and redemptions" section of this document for more information on how we calculate NAV on a Valuation Day. The costs of placing your order must be paid by your dealer. Generally, we will only accept purchase orders placed on behalf of investors by dealers.

You must pay for your units when you buy them. We will not accept cash, money orders or travellers' cheques for the purchase of units. If we do not receive payment in full within two business days of processing your order, we will redeem the units that you bought on the next Valuation Day or when we first learn that your payment will not be honoured. If we redeem the units for more than what you paid, the Fund will keep the difference. If we redeem them for less than you paid, we will charge your dealer for the difference plus any associated costs. Your dealer may be entitled to recover any losses from you.

Minimum investment

The minimum initial and subsequent investment in each series of the Funds, other than Series I, is set out in the following table. These minimum investment amounts may be adjusted or waived from time to time in our absolute discretion and without notice to investors.

	Minimum Initial Investment in each Fund	Minimum Subsequent Investment in each Fund
Empire Life Emblem Portfolios	$2,500	$50
Empire Life Funds	$500	$25

The minimum investment amount for Series I units is negotiated between us and each Series I investor.

The following are some more things you should keep in mind when you are purchasing units of the Funds:

- You will receive a confirmation once your purchase has been processed. The confirmation is a record of your purchase and includes details about the units you bought and any commissions you paid. If you buy units through our pre-authorized debit (PAD) plan, you will receive a confirmation for your first purchase and you will also receive regular account statements that will show each of your purchases.

- We do not issue a certificate to reflect the units you own when you buy units of the Funds. Instead, you get regular statements showing how many units you own and their value.

- We may refuse to accept any order to buy within one business day of receiving it. If we refuse your order, we will return your money to you without interest or charges.

- We may require investors who are citizens or who are residents of the United States or any other foreign country to redeem their units if their participation in a Fund has the potential to cause regulatory or income tax problems. In some cases, we may be required to assess withholding taxes on redemptions by citizens or residents of the U.S. or other foreign countries. Please speak with your financial advisor for more details if this applies to you.

- We will not accept orders to buy units during a period when we have suspended unitholders' rights to redeem units. See *Suspending your right to redeem units* in the "Purchases, switches and redemptions" section of this document for details.

How to switch your units

Switching between Funds

You can switch from units of a series of a Fund to units of a series of another Fund if you are eligible to purchase the new series. Switching between Funds is a redemption and acquisition. A redemption is a disposition for tax purposes and will generally result in a capital gain or loss, except when the switch is between Funds within a registered plan. The tax consequences of switches and redemptions are discussed in more detail in the "Income tax considerations for investors" section of this document. You may have to pay your dealer a negotiated switch fee of up to 2% of the value of the units switched. You negotiate the fee with your financial advisor. A trading fee may also be payable. See *Switch fees and trading fee* in the "Fees and expenses" section of this document for details.

If you switch from units of a Fund purchased under the Deferred Sales Charge option or the Low Load option to new units under the same purchase option, your new units will generally have the same redemption fee schedule as your original units. See *Fees and expenses payable directly by you* in the "Fees and expenses" section of this document for details.

Switching between series of the same Fund

You may switch your units of one series of a Fund into units of a different series of the same Fund if you are eligible to purchase the new series. See *Series of units* in the "Purchases, switches and redemptions" section of this document for eligibility details. This switch is processed as a redesignation and is not considered to be a disposition of units for tax purposes. You will not realize a capital gain or loss upon a redesignation unless units are redeemed to pay any fees or charges. You may have to pay your dealer a negotiated switch fee of up to 2% of the value of the units switched. If a dealer charges a switch fee, units may be redeemed to pay for the switch fee. The tax consequences of redemptions are discussed in more detail in the "Income tax considerations for investors" section of this document.

Switching generally

The following are some more things you should keep in mind about switching:

- If you purchased units of a Fund under the Initial Sales Charge option, you cannot switch them for Deferred Sales Charge option or Low Load option units of the same or another Fund.

- If you purchased units of a Fund under the Deferred Sales Charge option, you cannot switch them for Low Load option units of the same or another Fund, or vice versa.

- Switching from one series to another series will likely result in a change (which may be an increase or a decrease) in the number of units of the Fund you hold since the series of a Fund generally have a different series NAV per unit.

Switch fees

You may have to pay a fee of up to 2% of the value of your units to your dealer when you switch units of one Fund to units of another Fund or when you switch your units of one series of a Fund into units of a different series of the same Fund. You negotiate the charge with your financial advisor. You will not be charged a deferred sales charge on a switch to another Fund, as your redemption fee schedule will continue.

If you switch units within 30 days of buying them or switching into them, you may also be charged a short-term trading fee.

To implement a switch, you must follow the procedures described under *How to redeem units of the Funds* below. Briefly, you will need to:

- indicate the Fund (or Funds) and the series that you want your units switched into;

- indicate the series and the number of units or investment amount to be switched; and

- direct us to use the proceeds of the disposition to purchase units of the other Fund.

The tax consequences of switches are discussed in more detail in the "Income tax considerations for investors" section of this document.

How to redeem units of the Funds

You can redeem your units of a Fund by selling them back to the Fund. You will receive proceeds equal to the series NAV per unit calculated on the applicable Valuation Day. We will deduct any deferred sales charge or other fees payable by you from the proceeds and send you the balance.

You must place your order to redeem in writing and sign it. An acceptable guarantor must guarantee your signature if the redemption is $1,000 or more. If a corporation, partnership, agent, fiduciary or surviving joint owner holds the units, we may also ask for other documents.

If we receive your order before 4:00 p.m. Eastern Time on a Valuation Day, we will process your order as of that Valuation Day. Otherwise, we will process your order as of the next Valuation Day. If the TSX closes earlier than 4:00 p.m. Eastern Time on a particular Valuation Day, we will impose an earlier deadline for that Valuation Day. Any orders received after this earlier deadline would be processed as of the next Valuation Day. Please see *Determining the series NAV per unit* in the "Purchases, switches and redemptions" section of this document for more information on how we calculate series NAV per unit on a Valuation Day.

We will not process redemption requests for a past date, a future date or specific price and redemption requests will not be processed before the applicable Fund has received payment for the units that are the subject of the redemption request.

We will send you your money within two business days of receiving your order, as long as your order is complete. If we do not receive your properly completed order on or before the close of business on the tenth business day after receipt of your redemption order, we will buy back the units you redeemed on the tenth business day after the redemption. If we buy them back for less than you redeemed them for, the Fund will keep the difference. If we buy them back for more than you redeemed them for, we will charge your dealer for the difference plus any associated costs. Your dealer may be entitled to recover any losses from you.

Redemption fees

When you redeem Series A, Series T6 or Series T8 units, you may be charged redemption fees. The amount of those fees depends on the purchase option you chose when you bought the units. A redemption is a disposition for tax purposes and will generally result in a capital gain or loss, except when the switch is between Funds within a registered plan. If you have held the units for less than 30 days, you may also have to pay a short-term trading fee. See *Short-term trading* in the "Purchases, switches and redemptions" section of this document for details.

Deferred Sales Charge and Low Load options-When you redeem Series A, Series T6 and Series T8 units that you bought under the Deferred Sales Charge option or Low Load option, you may pay a redemption fee. The fee is a percentage of what you paid for the units, and it declines over the period that you held the units. See *Deferred Sales Charge option* and the *redemption fee schedule* under *Fees and expenses payable directly by you* in the "Fees and expenses" section of this document for details. Such sales charges must be in compliance with applicable laws. Effective February 1, 2022, the deferred sales charge option and low load option is no longer available for new purchases.

If you chose the Deferred Sales Charge or the Low Load options for a Fund and then switched into another Fund, the redemption fee for the new units will be based on the original purchase date and cost before the switch.

There is no redemption fee payable for units you received from reinvested distributions.

Order of redemption

Your Series A, Series T6 and Series T8 units bought under either the Deferred Sales Charge or the Low Load options are redeemed in the following order:

- units that qualify for free redemption entitlement (in order of maturity date)-see 10% free redemption below;
- matured units (units that are no longer subject to a redemption fee); then
- units that have a fee remaining, starting with those that will mature first.

10% free redemption

If you bought Series A, Series T6 or Series T8 units under the Deferred Sales Charge or the Low Load options, each year you can generally redeem the following series units at no charge:

- up to 10% of the number of units you held on December 31 of the previous year; plus
- up to 10% of the number of units you bought during the current year prior to the date of redemption.

You cannot carry forward your unused free redemption entitlement to the next year.

We will deduct the amount of any cash distributions you have received from your free redemption entitlement.

It is up to you or your advisor to advise us if you wish to claim your 10% free redemption entitlement.

Automatic redemption

Investors in the Empire Life Emblem Portfolios must keep a balance of at least $2,500 in the fund and investors in the Empire Life Funds must keep a balance of at least $500 in the fund. These minimums are based on the amount you paid for the units. If your investment in the fund falls below $2,500 or $500, as applicable, we may give you 30 days' notice to make another investment to bring your investment in the fund up to the required minimum amount. If your account stays below the required minimum despite having being given 30 days' notice, we may redeem all of the units in your account and send the proceeds to you less any fees and other charges.

We may redeem some or all your units if we, in our sole discretion, consider it to be in the best interests of a Fund, including if the investor fails to provide his or her identity, citiizenship and residency details and other information required under enhanced tax information reporting requirements of the ITA. See "Tax information reporting" under the "Income tax considerations for investors" section of this document for more details.

Suspending your right to redeem units

Under exceptional circumstances, we may temporarily suspend your right to redeem your units in a Fund and postpone paying your sale proceeds. We can only do this under the following circumstances:

- if normal trading is suspended on any exchange on which securities or derivatives that make up more than half of the Fund's total assets by value are traded and these securities or derivatives are not traded on any other exchange that is a reasonable alternative for the Fund; or
- if we have received approval from securities regulators.

If we receive your order to redeem on a day that we have suspended your right to redeem units, you can withdraw your order before the end of the suspension period, or you can redeem your units based on the series NAV per unit calculated on the first Valuation Day after the suspension ends.

Short-term-trading

Generally, the Funds are meant to be long-term investments. Frequent trading by an investor can hurt a Fund's performance by forcing the portfolio manager to keep more cash in the Fund than would otherwise be needed or to sell investments at an inappropriate time. It may also increase the Fund's transaction costs.

If you redeem or switch units of the Funds within 30 days of purchase or switching into them, you may be charged a short term trading fee of up to 2% of the value of the units redeemed or switched.

Short-term trading fees are paid to the Fund affected and are in addition to any deferred sales charge or switch fee. See *Fees and expenses payable directly by you* on page 23. The fee is deducted from the amount you redeem or switch, or it is charged to your account, and is retained by the Fund. Short-term trading fees are not charged:

- for a redemption of units when an investor fails to meet the minimum investment amount for a Fund;
- for a redemption of units acquired through automatic reinvestment of all distributions by a Fund;
- for a redemption of units in connection with a failed settlement of a purchase of units;
- for a switch of units from one series to another series of the same Fund;
- for a redemption of units by another investment fund or investment product approved by us; or
- in the absolute discretion of the Manager.

Optional services

We offer the following plans to make it easier to buy and redeem the Funds. To sign up for a plan, contact your financial advisor or call us for details.

We also offer a loyalty program. Please see *Empire for Life Loyalty Program* in the "Optional services" section of this document for more details.

Pre Authorized Debit plan

Our debit plan ("PAD Plan") allows you to invest a small amount at regular intervals. This can be an affordable and effective way to build your investments.

Here are some facts about our PAD Plan:

- You can invest as little as $25 in an Empire Life Fund and $50 in an Empire Life Emblem Portfolio each time. You will need to tell us how much you want to invest, how often and in which series of which Fund or Funds.
- We will withdraw the money directly from your bank account and invest it in the Fund or Funds you choose.
- You can change how much you invest and how often or you can cancel the plan whenever you like by giving us five days' prior notice in writing.
- There are no fees for the plan, other than any sales charges.

When you enrol in a PAD Plan, your dealer will send you the Fund's current fund facts. Thereafter, you will receive the most recently filed fund facts if you request them. You can get copies of the fund facts at **www.empirelifeinvestments.ca** or at **www.sedar.com**, from your dealer, by calling us toll free at 1-855-823-6883 or by sending us an e-mail at mutualfund@empire.ca.

Systematic Withdrawal Program

Our systematic withdrawal program allows you to withdraw a fixed amount from your Funds at regular intervals. This is an easy way to receive cash, while giving the rest of your money the chance to grow.

Here are some facts about our systematic withdrawal program:

- The systematic withdrawal program is available for non-registered accounts only.
- You must generally hold units valued at a minimum of $10,000 in a Fund in order to commence using the Systematic Withdrawal Plan to redeem units of that Fund.
- You can take out as little as $50 each time.
- You choose when you receive your money. You have the choice of weekly, bi-weekly, monthly, twice a month, quarterly, every six months or annually. We will send you a cheque or deposit the money directly into your Canadian bank account.
- There are no other fees or charges for the withdrawal program other than any deferred sales charges or short-term trading fees, if applicable.
- You can cancel the withdrawal program by giving us five days' prior notice in writing.

It is important to remember that if your regular withdrawals are more than what your Fund is earning, you will eventually use up your investment.

Registered plans

Registered plans receive special treatment under the ITA. A key benefit is that generally, you do not pay tax on the money you earn in these plans until you withdraw the money, or at all in the case of a TFSA (defined below). In addition, contributions to an RRSP (defined below) are deductible from your taxable earnings up to your allowable limit.

We offer the following registered plans:

- Registered Retirement Savings Plans (**RRSPs**)
- Registered Retirement Income Funds (**RRIFs**)
- In Manitoba and Saskatchewan, Prescribed Retirement Income Funds (**PRIFs**)
- Locked-in Retirement Accounts (**LIRAs**)
- Locked-in Retirement Savings Plans (**LRSPs**)
- Life Income Funds (**LIFs**)
- Locked-in Retirement Income Funds (**LRIFs**)
- Tax-Free Tax Savings Accounts (**TFSAs**)

Although we do not offer all types of registered plans, units of the Funds are expected to be qualified investments for registered plans and, as such, may be held within your registered plan administered by your dealer. You should consult your own tax advisor for advice on whether or not an investment in a Fund would be a prohibited investment for your registered plan.

There are no annual administration fees or fees to open, maintain or close a plan. Please contact us or your financial advisor for more information about these plans.

Empire for Life Loyalty Program

The Empire for Life Loyalty Program (the "**Loyalty Program**") is a program that recognizes individual investors' loyalty. The Loyalty Program offers a management fee distribution ("**MFD**") once an investor has:

a. invested in any one or more Empire Life Mutual Funds or segregated fund individual variable insurance contracts offered by The Empire Life Insurance Company, an affiliate of the Manager, ("**Segregated Fund Contracts**"); and

b. complied in all respects with the minimum requirements for a continuous period of 10 years commencing January 9, 2012. Any period of investment prior to the commencement date will not be considered in the determination of the 10 year qualifying period.

Segregated Fund Contracts currently include:

- Empire Life Guaranteed Investment Funds 100/100
- Empire Life Guaranteed Investment Funds 75/100
- Empire Life Guaranteed Investment Funds 75/75
- Empire Class Segregated Funds
- Class Plus 2
- Class Plus 2.1
- Elite Investment Program
- Elite XL Investment Program

The MFD to which an investor would be entitled equals 5% of the management fee of the applicable Fund(s) held by the investor following the qualifying period. The MFD will be paid annually in arrears on or about the last business day of each applicable year to all qualified unitholders provided they are still unitholders at that time. Once an investor has qualified for the Loyalty Program, all subsequent purchases in Empire Life Mutual Funds or in the Segregated Fund Contracts will automatically qualify for the MFD under the same terms and conditions as existing units.

The income tax consequences of receiving a MFD are discussed in the "Income tax considerations for investors" section of this document.

No MFDs will be paid on investments in Series I units of a Fund. We reserve the right to change the terms, or cease offering, the Loyalty Program at any time without prior notice.

Fees and expenses

The following table shows the fees and expenses you may have to pay if you invest in the Funds. You may have to pay some of these fees and expenses directly. The Funds may have to pay some of these fees and expenses, which will reduce the value of your investment.

Fees and expenses payable by the Fund

Management fees

Each Fund pays us an annual management fee for the management of the Fund. The annual management fee is paid to us in exchange for the investment management services we provide to the Funds, including portfolio analysis and decision making, arranging for distribution of the Funds, marketing and promotion of the Funds, and arranging for other services related to the management of the Funds. The fees are calculated as a percentage of the net assets of each series of the Fund (except Series I) and are accrued daily and paid monthly. The management fee is subject to applicable taxes, including GST/HST. In some cases, we may waive our right to receive a portion of the management fee. The aggregate annual rate of the management fee for Series A, Series T6, Series T8, and Series F units is set out below. Management fees for Series I units are negotiated and paid directly by the investor, not by the Fund. Management fees paid by Series I investors of a Fund will not exceed the rate of management fees paid by Series A units of the same Fund.

	Annual management fees			
	Series A units	**Series T6 units**	**Series T8 units**	**Series F units**
Empire Life Emblem Diversified Income Portfolio	1.60%	1.60%	N/A	0.75%
Empire Life Emblem Conservative Portfolio	1.75%	1.75%	N/A	0.75%
Empire Life Emblem Balanced Portfolio	1.95%	1.95%	1.95%	0.80%
Empire Life Emblem Moderate Growth Portfolio	2.05%	2.05%	2.05%	0.85%
Empire Life Emblem Growth Portfolio	2.10%	2.10%	2.10%	0.85%
Empire Life Emblem Aggressive Growth Portfolio	2.25%	2.25%	2.25%	1.00%
Empire Life Dividend Growth Mutual Fund	1.85%	1.85%	1.85%	0.85%
Empire Life Monthly Income Mutual Fund	1.80%	1.80%	1.80%	0.80%

Management fee distributions

In some cases, we may reduce the management fee for certain investors. For example, we may reduce the management fee for large investors, group plans and charitable organizations.

We do this by reducing the management fee charged to the Fund. The Fund pays out an amount equal to the reduction in the form of a special distribution, which is called a *management fee distribution*. These management fee distributions are automatically reinvested in additional units of the relevant series of the Fund and are not paid to investors in cash. Management fee distributions are paid first out of net income and net realized capital gains, and thereafter out of capital. The income tax consequences of a management fee distribution are largely borne by the investor receiving the distribution,

Fees and expenses payable by the Fund	
	and are discussed in the "Income tax considerations for investors" section of this document. See also the Empire for Life Loyalty Program in the "Optional services" section of this document. Our decision to reduce our usual management fee depends on a number of factors, including the size of the investment, the expected level of account activity and the investor's total investments with us. We, in our sole discretion, may make any changes to or cease to offer reductions in management fees at any time. Please speak with your financial advisor to learn more about how these reductions work. **Underlying funds fees and expenses** Where the Funds invest in underlying funds, the fees and expenses payable in connection with the management and advisory services of the underlying funds are in addition to those payable by the applicable Fund. However, we ensure that any Fund that invests in another Fund does not pay duplicate management and advisory fees on the portion of its assets that it invests in the underlying fund. In addition, any Fund that invests in another mutual fund managed by us, our affiliate or associate does not pay duplicate sales fees or redemption fees with respect to the purchase or redemption by it of units of such underlying fund.
Operating Expenses	Each Fund is responsible for paying all of its operating expenses (which may be paid to the Manager or its affiliates), trading expenses and any taxes applicable to operating expenses of the Fund. Operating expenses include, but are not limited to, record keeper fees, accounting, audit and legal fees, bank and interest charges, safekeeping and custodial fees, all taxes, administrative and systems costs (other than advertising and promotional expenses, which are the responsibility of the Manager), costs of reports to investors, prospectuses and other disclosure documents, fees and expenses payable in connection with the Funds' IRC (as described below), regulatory filing fees (including any regulatory fees and expenses payable by the Manager in connection with acting as manager of the Funds), trustee fees for registered plans and any other fees necessary in complying with applicable laws. Each Fund incurs brokerage commissions and other portfolio transaction costs, including any tax applicable to such costs, which are expenses of the Fund, but are not included in the management expense ratio. Each series of units of a Fund pays for its own operating expenses and its proportionate share of the common operating expenses. These amounts are paid out of the assets attributed to each series of units of the Fund, which reduces the return you receive. We may, in our discretion, waive or absorb certain expenses of a Fund. If we have waived or absorbed certain expenses of a Fund during a financial year, we may, in subsequent financial years, cease to do so without notice. Each member of the IRC is currently entitled to an annual retainer of $16,000 ($24,000 for the Chair) and $1,200 for each meeting of the IRC that the member attends in excess of four meetings per year. IRC members are also entitled to be reimbursed for all reasonable expenses incurred in the performance of their duties. Instead of seeking unitholder approval, we will give unitholders of Series A, Series T6, Series T8 and Series F units 60 days' prior written notice before implementing the following changes: (i) a change in the basis of the calculation of a fee or expense that is charged to a Fund or its unitholders that could result in an increase in charges to the Fund or its unitholders; or (ii) the introduction of a fee or expense to be charged to a Fund or its unitholders that could result in an increase in charges to the Fund or its unitholders, and, in each case, the fee or expense is charged by an arm's length party to the Fund. Because Series I units are no-load, a meeting of unitholders of this series of the Funds is not required to approve any increase in, or introduction of, a fee or expense charged to the Funds. Any such increase will only be made if such unitholders are notified of the increase at least 60 days before the date on which the increase will take effect.

<table>
<tr><td colspan="3">Fees and expenses payable by the Fund</td></tr>
<tr><td colspan="3">Fees and expenses payable directly by you</td></tr>
<tr><td rowspan="15">Sales charges</td><td colspan="2">Initial Sales Charge option
Series A, Series T6 and Series T8 units are available under the Initial Sales Charge option. You may have to pay an initial sales charge if you buy these units of a Fund. You and your financial advisor negotiate the amount you pay. The charge can be from 0% to 5% of the amount you buy of any Fund. We deduct the sales charge from the amount you invest and pay it to your dealer as a commission.
Deferred Sales Charge option
You will pay a deferred sales charge if you choose to buy Series A, Series T6 and Series T8 units of a Fund under the Deferred Sales Charge option and you redeem your units before six years from the date you bought them. The charge is based on the original cost of your units and how long you held them. We deduct the charge from the value of units you redeem. The charge is paid to us. Effective February 1, 2022, the deferred sales charge option is no longer available for new purchases. The table below shows the deferred sales charge option schedule:</td></tr>
<tr><td>If you redeem Series A, Series T6, or Series T8 units and you held your units for...</td><td>You will pay a charge of...</td></tr>
<tr><td>less than 1 year</td><td>6.00%</td></tr>
<tr><td>1 year to less than 2 years</td><td>5.50%</td></tr>
<tr><td>2 years to less than 3 years</td><td>5.00%</td></tr>
<tr><td>3 years to less than 4 years</td><td>4.50%</td></tr>
<tr><td>4 years to less than 5 years</td><td>4.00%</td></tr>
<tr><td>5 years to less than 6 years</td><td>3.00%</td></tr>
<tr><td>6 years or more</td><td>Nil</td></tr>
<tr><td colspan="2">Low Load option
You may choose to purchase Series A, Series T6 and Series T8 units under the Low Load option. Under this option, you will pay a deferred sales charge if you redeem your units before three years from the date you bought them. The charge is based on the original cost of your units and how long you held them. We deduct the charge from the value of units you redeem. The charge is paid to us. Effective February 1, 2022, the low load option is no longer available for new purchases. The table below shows the low load schedule:</td></tr>
<tr><td>If you redeem Series A, Series T6 or Series T8 units and you held your units for...</td><td>You will pay a charge of...</td></tr>
<tr><td>less than 1 year</td><td>3.00%</td></tr>
<tr><td>1 year to less than 2 years</td><td>2.50%</td></tr>
<tr><td>2 years to less than 3 years</td><td>2.00%</td></tr>
<tr><td>3 years or more</td><td>Nil</td></tr>
<tr><td>Investment advisory fee for Series F units</td><td colspan="2">There are no sales charges or commissions payable to your dealer for Series F units. However, you pay a fee to your dealer for investment advice and other services.</td></tr>
<tr><td>Management fees for Series I units</td><td colspan="2">Management fees for Series I units are negotiated and paid directly by the investor, not by the Fund. Management fees paid by Series I investors of a Fund will not exceed the rate of management fees paid by Series A units of the same Fund.</td></tr>
<tr><td>Switch fees</td><td colspan="2">You may have to pay a fee of up to 2% of the value of your units to your dealer when you switch units of one Fund to units of another Fund or when you switch your units of</td></tr>
</table>

Fees and expenses payable by the Fund	
	one series of a Fund into units of a different series of the same Fund. You negotiate the charge with your financial advisor. If you switch units within 30 days of buying them, you may also be charged a short term trading fee. In such event, you will not be charged a deferred sales charge on a switch to another Fund or to another series of the same Fund. Please see Switch fees in the "Purchases, switches and redemptions" section of this document for more details.
Registered plan fees	None.
Short-term trading fee	If you redeem or switch units of a Fund within 30 days of purchase, you may be charged a short term trading fee of up to 2% of the value of the units redeemed or switched. Short-term trading fees are paid to the Fund affected and are in addition to any initial sales charge, deferred sales charge, or switch fee. The fee is deducted from the amount you redeem or switch, or it is charged to your account, and is retained by the Fund. Short-term trading fees are not charged: • for a redemption of units when an investor fails to meet the minimum investment amount for the Funds; • for a redemption of units acquired through automatic reinvestment of all distributions by a Fund; • for a redemption of units in connection with a failed settlement of a purchase of units; • for a switch of units from one series to another series of the same Fund; • for a redemption of units by another investment fund or investment product approved by us; or • in the absolute discretion of the Manager. Please see *Short-term trading* in the "Purchases, switches and redemptions" section of this document for more details.
Insufficient funds fee	You may be charged a fee of $25 plus applicable taxes for each payment not honoured by your financial institution.

Impact of sales charges

The table below shows the fees you would have to pay if you bought units of a Fund under the different purchase options. It assumes that:

- You invest $1,000 in units of the Fund for each period and redeem all of your units immediately before the end of that period.
- The sales charge negotiated under the Initial Sales Charge option is 5%.
- The deferred sales charge under the Deferred Sales Charge option applies only if you redeem your units before six years from the date you bought them, and the deferred sales charge under the Low Load option applies only if you redeem your units before three years from the date you bought them. See *Fees and expenses payable directly by you* in the "Fees and expenses" section of this document for the redemption fee schedules of these two purchase options.
- You have not used your 10% free amount under the Deferred Sales Charge option or Low Load option.

	When you buy your units	1 year	3 years	5 years	10 years
Initial Sales Charge option[1]	$50	—	—	—	—
Deferred Sales Charge option[2]	—	$60	$50	$40	—
Low Load option[2]	—	$30	$20	—	—

1. There are no sales charges for Series F or Series I units. However, Series F investors pay a separate fee to their dealer.
2. Series F and Series I units are not available under the Deferred Sales Charge or Low Load option.

Dealer compensation

How your financial advisor and dealer are paid

Your financial advisor usually is the person who assists you in buying units of the Funds. Your financial advisor could be a broker, financial planner or other person who is registered to sell mutual funds. Your dealer is the firm your financial advisor works for.

Sales commissions

Your financial advisor usually receives a commission when you invest in Series A, Series T6 or Series T8 units of the Funds. The commission depends on how you invest in the Funds.

Initial Sales Charge option

You and your financial advisor decide on the percentage you will be charged when you buy Series A, Series T6 and Series T8 units under the Initial Sales Charge option. The percentage of the sales charge ranges from 0% to 5% of the amount you invest. We will deduct the sales charge from the amount you invest and pay it to your dealer as a commission. See the *Initial Sales Charge option* column in the trailing commissions table below for details.

Deferred Sales Charge option

When you choose the Deferred Sales Charge option for Series A, Series T6 or Series T8 units, we pay your dealer a commission of 5% of the amount you invest. You will not pay a charge unless you redeem your units before six years from the date you bought them. Such sales charge must be in compliance with applicable laws. See the *Deferred Sales Charge option* column in the trailing commissions table below for details. Effective February 1, 2022, the deferred sales charge option is no longer available for new purchases.

Low Load option

When you choose the Low Load option for Series A, Series T6 and Series T8 units, we pay your dealer a commission of 2.5% of the amount you invest. Such sales charge must be in compliance with applicable laws. You will not pay a charge unless you redeem your units before three years from the date you bought them. See the *Low Load* option column in the trailing commissions table below for details. Effective February 1, 2022, the low load option is no longer available for new purchases.

Trailing commissions

We pay trailing commissions to your dealer on Series A, Series T6 and Series T8 units of the Funds at the end of each quarter or, if the dealer qualifies, on a more frequent basis. These fees are a percentage of the average daily value of the Series A, Series T6 and Series T8 units of each Fund held by the dealer's clients. The fees depend on the Fund and the sales charge option. We pay increased trailing commissions to dealers on units purchased under the Deferred Sales Charge option or the Low Load option upon completion of the applicable redemption fee schedule, as indicated in the table below. We may change or cancel the terms of the trailing commissions in our discretion and without advance notice. We do not pay trailing commissions to your dealer on Series F or Series I units of the Funds. Due to the implementation of a prohibition on the payment of trailing commissions by fund organizations to dealers who do not make a suitability determination, effective on or about May 1, 2022, investors holding Series A, Series T6 or Series T8 units of the Funds through a discount broker (or other dealer who does not make a suitability determination) will have their Series A, Series T6 or Series T8 units redesignated as Series F units. The redesignation of series may begin as early as March 2022.

The following table shows the maximum trailing commission rates currently paid for Series A, Series T6 and Series T8 units purchased under the different purchase options:

	Initial Sales Charge option	**Deferred Sales Charge option***	**Low Load option***
Empire Life Emblem Diversified Income Portfolio	0.75%	0.375% during the redemption fee schedule period**; 0.75% thereafter	0.375% during the redemption fee schedule period**;0.75% thereafter
Empire Life Emblem Conservative Portfolio	1.00%	0.50% during the redemption fee schedule period**; 1.00% thereafter	0.50% during the redemption fee schedule period**; 1.00% thereafter
Empire Life Emblem Balanced Portfolio	1.10%	0.50% during the redemption fee schedule period**; 1.10% thereafter	0.50% during the redemption fee schedule period**; 1.10% thereafter
All other Empire Life Emblem Portfolios	1.25%	0.50% during the redemption fee schedule period**; 1.25% thereafter	0.50% during the redemption fee schedule period**; 1.25% thereafter
All other Empire Life Funds	1.00%	0.50% during the redemption fee schedule period**; 1.00% thereafter	0.50% during the redemption fee schedule period**; 1.00% thereafter

* Upon completion of the redemption fee schedule, there will be an increase in the trailing commissions being paid to your dealer, although there will be no incremental charges to you.

** "Redemption fee schedule period" in this chart refers to the period being less than six years for the Deferred Sales Charge option, and for the period being less than three years for the Low Load option. See *Fees and expenses payable directly by you* in the "Fees and expenses" section of this document for the redemption fee schedules of these two purchase options.

Other sales incentives

We pay for materials we give to dealers to help support their sales efforts. These materials include reports and commentaries on securities, the markets and the Funds. We pay for our own marketing and advertising programs.

We may share with dealers up to 50% of their costs in marketing the Funds. This may include paying a portion of the costs of a dealer in advertising the availability of Funds through its financial advisors. We may also pay part of the costs of a dealer in presenting seminars to educate investors about the Funds or generally about the benefits of investing in mutual funds.

We may pay up to 10% of the costs for dealers to hold educational seminars or conferences for their financial advisors to provide them with information about, among other things, financial planning or mutual fund industry matters.

We also arrange seminars for financial advisors from time to time, where we inform them about new developments in the Funds, our products and services and mutual fund industry matters. We invite dealers to send their financial advisors to our seminars, but the dealer decides who attends. The financial advisors must pay for their own travel, accommodation and personal expenses if they attend our seminars.

We may also pay the registration costs for financial advisors to attend educational conferences or seminars organized and presented by other organizations.

All of our programs that benefit dealers comply with securities laws. The Funds do not pay the costs of these programs directly.

Dealer compensation from management fees

We paid dealers compensation of approximately 15.60% of the total management fees we received from the Funds during the financial year ended December 31, 2021. This includes amounts we paid to dealers for commissions, trailing commissions and marketing support programs.

Income tax considerations for investors

This information is a general summary of tax rules and is not intended to be legal advice. For this discussion, we assume you are an individual (other than a trust) who, for the purposes of the ITA and at all relevant times, is resident in Canada, deals with the Funds at arms-length, and that you hold your units directly as capital property or in a registered plan. More information is contained in the Funds' annual information form.

We have tried to make this discussion easy to understand. As a result, we cannot be technically precise, or cover all the tax consequences that may apply. We suggest that you consult your tax advisor for details about your individual situation.

How the Funds aim to make money for investors

A Fund can make money in two ways. First, it can earn income. Some examples of income are interest paid on bonds, dividends paid on stocks, gains on certain derivatives investments and income received from underlying funds. Second, a Fund can have capital gains if the value of its holdings goes up. If the Fund sells an investment at a gain, the gain is *realized*. If the Fund continues to hold the investment, the gain is *unrealized*. Capital gains can also be earned through investments in underlying funds.

A Fund generally pays out to its unitholders annually, or at such other time that it deems appropriate, a sufficient amount of net income (after deducting expenses), and a sufficient amount of realized capital gains, so as to eliminate the Fund's income tax liability. This payment along with any return of capital payments made by the Fund is known as a distribution.

How you are taxed

The tax you pay on your mutual fund investment depends on whether you hold your units in a registered plan or in a non-registered account.

Funds you hold in a registered plan

If you hold your units of one or more of the Funds in a registered plan, generally you do not have to pay any taxes on distributions your plan received from those Funds or on any capital gains your plan realizes from redeeming those units. Any withdrawals from your registered plan, however, will generally be subject to tax (withdrawals from a TFSA are not subject to tax, and special rules apply to registered education savings plans and registered disability savings plans). Annuitants of RRSPs and RRIFs, holders of TFSAs and RDSPs, and subscribers of RESPs should consult their own tax advisors as to whether units of the Funds would be prohibited investments under the ITA in their particular circumstances.

Funds you hold in a non-registered account

If you hold your units in a non-registered account, we will send you a tax slip in March each year. It shows your share of the Fund's distributions of capital, income and net capital gains for the previous year (including by way of management fee distributions), as well as any allowable tax credits. Income may include dividend income from taxable Canadian corporations, foreign income and other income such as income from derivatives and interest income. Dividends paid by Canadian companies will be taxed subject to the gross-up and dividend tax credit. An enhanced gross-up and dividend tax credit is available for certain eligible dividends paid by Canadian corporations. If the Fund has earned foreign income, it may have paid foreign withholding tax. Some or all of this tax may be credited against the Canadian income tax you pay. Other income is fully taxable. Capital gains distributed by the Funds will be treated as if you realized them directly.

Gains and losses realized by a Fund from the use of derivatives for non-hedging purposes will be treated as ordinary income and losses for tax purposes, rather than as capital gains and losses. Gains and losses realized by a Fund from the use of derivatives for hedging purposes may be treated for tax purposes as ordinary income and losses or as capital gains and capital losses, depending on the circumstances.

You must include the income shown on the tax slip as part of your annual income. This applies even if your distributions are reinvested in units of the Fund.

If you receive more in distributions in a year than your share of the Fund's income and capital gains for the year, you will have a return of capital. You do not pay tax on a return of capital. Instead, it reduces the adjusted cost base of your units of the Fund. If the adjusted cost base of your units is reduced to less than zero you will realize a capital gain, to the extent of the negative amount of adjusted cost base and the adjusted cost base of your units will be increased by the amount of such gain. Distributions on units of Empire Life Emblem Diversified Income Portfolio, Empire Life Monthly Income Mutual Fund and on Series T6 or Series T8 units of the other Funds are expected to include, in part or in whole, a return of capital. You should consult a tax expert about the tax implications of receiving a return of capital.

Management fees paid on Series I units by an investor are generally not deductible for tax purposes.

Capital gains and losses when you redeem or switch your units

You will have a capital gain if the money you make from redeeming or switching a unit is more than the adjusted cost base of the unit, after deducting any costs of redeeming or switching the unit. You will have a capital loss if the money you receive from a sale is less than the adjusted cost base, after deducting any costs of redeeming or switching your units. Generally, one-half of a capital gain is included in calculating your income and one half of a capital loss may be deducted against other taxable capital gains in the year, with any excess carried back 3 years and forward indefinitely and deductible against taxable capital gains from those years, subject to the specific provisions in the ITA.

The redesignation of units of one series of a Fund as units of a different series of the same Fund will not be considered a disposition for tax purposes and accordingly, you will realize neither a capital gain nor a capital loss from the redesignation. Redesignating units of a trust fund will have no impact on the adjusted cost base of your units other than the impact of any redemption charges if applicable.

If you have bought units at various times, you will likely have paid various prices. The adjusted cost base of a unit is the average of the cost of all the identical units you hold in the Fund. Here is how the aggregate adjusted cost base of your units of a series of a particular Fund is generally calculated:

- start with your initial investment, including any sales charges you paid;
- add any additional investments, including any sales charges you paid;
- add any distributions you reinvested (including management fee distributions and returns of capital);
- subtract any distributions that were a return of capital; and
- subtract the adjusted cost base of any previous redemptions.

To calculate adjusted cost base, you need to keep detailed records of the price you paid for your investments and the distributions you received on those units. It is expected that the monthly distributions on Empire Life Emblem Diversified Income Portfolio, Empire Life Monthly Income Mutual Fund and on Series T6 and Series T8 units of the other Funds will include a return of capital, which will affect the adjusted cost base of your units. We will provide you with information regarding any distributions that are a return of capital. For more information, contact your tax advisor.

In certain cases, individuals may also have to pay alternative minimum tax.

Buying units late in the year

The unit price of a Fund may include income and/or capital gains that the Fund has earned or realized but not yet distributed. You will be taxable on distributions of income and capital gains even if the income and capital gains accrued to the Fund or were realized by the Fund but remain undistributed before you acquired the units. This could be particularly significant if you purchase units of the Fund late in the year or on or before the date on which a distribution will be paid.

Portfolio turnover

The higher a Fund's or underlying fund's portfolio turnover rate in a year, the greater the trading costs payable by the Fund, and the greater the chance that you will receive a capital gains distribution. Any gains realized would be offset by any losses realized on portfolio transactions. There is not necessarily a relationship between a high turnover rate and the performance of a Fund.

Tax information Reporting

Pursuant to the Intergovernmental Agreement for the Enhanced Exchange of Tax Information under the Canada-United States Tax Convention and related Canadian legislation (collectively, "**FATCA**"), the Funds and/or registered dealers are required to report certain information with respect to unitholders who are U.S. residents and U.S. citizens (including U.S. citizens who are residents or citizens of Canada), and certain other "U.S. Persons" as defined under the IGA (excluding registered plans such as RRSPs), to Canada Revenue Agency ("**CRA**"). The CRA will exchange the information with the U.S. Internal Revenue Service. In addition, for the purposes of meeting the objectives of the Organization for Economic Co-operation and Development's Common Reporting Standard (the "**CRS**") and related Canadian legislation, the Funds and/or registered dealers are required under Canadian legislation to identify and report to the CRA information relating to Unitholders in the Funds (excluding registered plans such as RRSPs) who are resident in a country outside of Canada and the U.S. The CRA will provide that information to the relevant tax authority of any country that is a signatory of the Multilateral Competent Authority Agreement on Automatic Exchange of Financial Account Information or that has otherwise agreed to a bilateral information exchange with Canada under CRS.

What are your legal rights?

Securities legislation in some provinces and territories gives you the right to withdraw from an agreement to buy mutual funds within two business days of receiving the simplified prospectus or fund facts, or to cancel your purchase within 48 hours of receiving confirmation of your order.

Securities legislation in some provinces and territories, also allows you to cancel an agreement to buy mutual funds units and get your money back, or to make a claim for damages, if the simplified prospectus, annual information form, fund facts or financial statements misrepresent any facts about the Fund. These rights must usually be exercised within certain time limits.

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

Specific information about each of the mutual funds described in this document

You will find detailed descriptions of each of the Funds in this part of the simplified prospectus. Here are explanations of what you will find under each heading.

1. Fund details

This section tells you:

- ***Fund type:*** The type of mutual fund.
- ***Date started:*** The date that each series of units was first distributed to the public.
- ***Type of units:*** The series of units that the Fund offers.
- ***Qualified investment for registered plans:*** Whether the Fund is a qualified investment for registered plans.

2. What does the Fund invest in?

This section includes information on the Fund's investment objective and its investment strategies.

Investment objective

Each Fund has its own investment objective that it must follow. This section sets out the investment objective of each Fund and the types of securities it will invest in to achieve its objective. We cannot change a Fund's investment objective unless we get approval from a majority of the Fund's unitholders who vote at a special meeting called for such purpose.

Investment strategies

This section tells you how the portfolio manager plans to achieve the Fund's investment objective. You will find the portfolio manager's general approach to investing and how the portfolio manager chooses investments for the Fund.

All of the Funds may hold cash and invest in fixed income securities for defensive or other purposes. They may also engage in repurchase and reverse repurchase transactions and securities lending transactions, which are described under *Repurchase and reverse repurchase transactions and securities lending risk* in the "What is a mutual fund and what are the risks of investing in a mutual fund?" section of this document.

All of the Funds may use derivatives. You will find out how a Fund uses derivatives in the Investment strategies section of its Fund profile. See *Derivative risk* in the "What is a mutual fund and what are the risks of investing in a mutual fund?" section of this document for more information about derivatives.

Except where exemptive relief has been obtained, all of the Funds follow the standard investment restrictions and practices set by Canadian securities regulators.

3. What are the risks of investing in the Fund?

This section tells you about the specific risks of investing in the Fund. A description of each risk is in the section *Specific risks of investing in mutual funds* starting on page 3. For information about the general risks of investing in mutual funds, see *What are the general risks of investing in a mutual fund?* on page 3.

Investment risk classification methodology

The methodology used to determine the volatility risk ratings of the Funds for purposes of disclosure in this prospectus is the methodology mandated by the Canadian Securities Administrators.

Using this methodology, we generally assign the risk rating based on the historical volatility risk as measured by the ten-year standard deviation of fund performance. Since the Funds do not have ten years of performance history, we have used the available return history of each Fund and imputed the return history of an appropriate reference index, which is expected to reasonably approximate the standard deviation of each Fund, for the remainder of the 10-year history.

The following chart describes the reference index used for each Fund.

Fund	Reference Index
Empire Life Emblem Diversified Income Portfolio	• 80% FTSE TMX Canada Universe Bond Index • 5% S&P/TSX Composite Index • 5% S&P/TSX 60 Index • 5% S&P 500 Index • 5% MSCI EAFE Index
Empire Life Emblem Conservative Portfolio	• 65% FTSE TMX Canada Universe Bond Index • 12.5% S&P/TSX Composite Index • 12.5% S&P/TSX 60 Index • 5% S&P 500 Index • 5% MSCI EAFE Index
Empire Life Emblem Balanced Portfolio	• 50% FTSE TMX Canada Universe Bond Index • 15% S&P/TSX Composite Index • 15% S&P/TSX 60 Index • 5% S&P/TSX Small Cap Index • 7.5% S&P 500 Index • 7.5% MSCI EAFE Index
Empire Life Emblem Moderate Growth Portfolio	• 35% FTSE TMX Canada Universe Bond Index • 20% S&P/TSX Composite Index • 20% S&P/TSX 60 Index • 5% S&P/TSX Small Cap Index • 10% S&P 500 Index • 10% MSCI EAFE Index
Empire Life Emblem Growth Portfolio	• 20% FTSE TMX Canada Universe Bond Index • 25% S&P/TSX Composite Index • 25% S&P/TSX 60 Index • 10% S&P/TSX Small Cap Index • 10% S&P 500 Index • 10% MSCI EAFE Index

Fund	Reference Index
Empire Life Emblem Aggressive Growth Portfolio	• 30% S&P/TSX Composite Index • 30% S&P/TSX 60 Index • 15% S&P/TSX Small Cap Index • 12.5% S&P 500 Index • 12.5% MSCI EAFE Index
Empire Life Dividend Growth Mutual Fund	• S&P/TSX 60 Index
Empire Life Monthly Income Mutual Fund	• 45% FTSE TMX Canada Universe Bond Index • 55% S&P/TSX 60 Index

The **FTSE TMX Canada Universe Bond Index** is capitalization-weighted, with more than 950 Canadian bonds, and includes the highest quality bonds with terms-to-maturity of one to thirty years, designed to reflect the Canadian bond market.

The **MSCI EAFE Index** measures the aggregate returns of securities listed on exchanges in European, Australasian and Far Eastern markets.

The **S&P/TSX Composite Index** is an index of stocks that are generally considered to represent the Canadian equity market.

The **S&P/TSX Small Cap Index** provides an investable index for the Canadian small cap market.

The **S&P/TSX 60 Index** is an index of the large-cap market segment of the Canadian equity market.

The **S&P 500 Index** is a widely recognized index of 500 U.S. common stocks of large and mid-capitalization companies.

Other types of risk, both measurable and nonmeasurable, may exist. It is also important to note that a fund's historical volatility may not be indicative of its future volatility.

The risk classification for each Fund will generally be as follows:

- **Low-**generally includes money market funds and Canadian fixed income funds;
- **Low to Medium**-generally includes balanced funds and global and/or corporate fixed income funds;
- **Medium**-generally includes funds with equity portfolios that are diversified among a number of large-capitalization Canadian and/or international equity securities;
- **Medium to High**-generally includes equity funds that may concentrate their investments in specific regions or in specific sectors of the economy; and
- **High**-generally includes funds with equity portfolios that may concentrate investments in specific regions or sectors of the economy where there is a substantial risk of loss (i.e., emerging markets).

The risk rating assigned to each Fund is approved by management. Management also reviews the risk rating for each Fund at least annually, as well as if there is a material change in a Fund's risk profile that may affect its risk classification, including a change in the Fund's investment objective or investment strategy.

You can get details of the methodology that we use to identify the risk level of a Fund by calling us at 1-855-823-6883, sending us an email at mutualfund@empire.ca, or by writing to us at Empire Life Investments Inc., 259 King Street East, Kingston, Ontario K7L 3A8.

4. Who should invest in this Fund?

This section tells you the kind of investor the Fund may be suitable for and how the Fund could fit in your portfolio. It is meant as a guide only. Your financial advisor can help you make the decisions about which Funds best match your goals.

We assign an investment risk rating to each Fund to provide you with further information to help you determine whether the Fund is appropriate for you. Each Fund is assigned an investment risk rating in one of the following categories: low, low-to-medium, medium, medium-to-high or high risk. The investment risk rating for each Fund is reviewed at least annually as well as when there is a material change in a Fund's investment objective or investment strategy.

5. Distribution policy

This section tells you how often you will receive a distribution and how it is paid.

Distributions for units held in our registered plans are always reinvested in additional units of the same series of the same Fund that you hold. Unless you hold units of Empire Life Emblem Diversified Income Portfolio, Empire Life Monthly Income Mutual Fund or Series T6 or Series T8 of any Fund, monthly distributions and annual (year-end) distributions are reinvested in additional units of the same series of the same Fund that you hold unless you tell us in writing that you prefer cash. If you hold Empire Life Emblem Diversified Income Portfolio, Empire Life Monthly Income Mutual Fund or Series T6 or Series T8 of any Fund, monthly distributions and annual (year-end) distributions will be paid in cash, unless you tell us in writing that you prefer distributions to be reinvested in the same series of the same Fund that you hold. Cash distributions can be made payable directly to your bank account by way of electronic funds transfer, or by cheque.

You will find more information about distributions and adjusted cost base in the "Income tax considerations for investors" section of this document.

6. Fund expenses indirectly borne by investors

Each series of a Fund is responsible for its own operating expenses and its proportionate share of any common operating expenses. While you do not pay these costs directly, they reduce the Fund's returns. You will find more information about the costs of investing in the Funds in the "Fees and expenses" section of this document.

The chart in this section lets you compare the cost of investing in each series of units of the Fund with the cost of investing in other mutual funds. The chart shows the cumulative fees and expenses you would have paid if:

- you invested $1,000 for the period shown (without any sales charges);
- the Fund's return was 5% each year;
- you did not use the 10% free redemption entitlement; and
- the Fund paid the same management expense ratio (MER) in each period shown as it did in its last completed financial year.

We have waived some of the expenses of each series of each Fund in the last completed financial year of the Funds. Had we not done so, the fees would have been higher.

The information in the chart is for the series of the Fund that have been issued to investors and have completed a financial year.

Empire Life Emblem Diversified Income Portfolio

Fund details	
Fund type	Asset Allocation Portfolio
Date started	Series A: January 20, 2014 Series T6: January 20, 2014 Series F: January 20, 2014 Series I: January 20, 2014
Type of units	Series A, Series T6, Series F and Series I
Qualified investment for registered plans	Yes

What does the fund invest in?

Investment objective

Empire Life Emblem Diversified Income Portfolio aims to provide current income and some long term capital growth by investing in a broadly diversified mix of fixed income and equity securities.

We cannot change the Fund's investment objective unless we obtain approval from a majority of the Fund's unitholders at a meeting called for such purpose.

Investment strategies

In order to try to achieve the Fund's investment objective, the portfolio manager will use a value-oriented, disciplined security selection process with emphasis on providing downside protection. The stock selection process employed by the portfolio manager focuses on the fundamentals of individual stocks with an emphasis on relative value as a prime investment criterion. The portfolio manager weighs the value of an investment by evaluating the strength of each company's management and balance sheet, quality and sustainability of earnings, cash flow generation and competitive positioning. In assessing a company's potential future value, the portfolio manager will consider the economic environment, business risks and the outlook for the company. Investment decisions are made by the portfolio manager based on an estimate of a security's value relative to its price.

For the equity portion of the Fund's portfolio, typically, the portfolio manager attempts to produce income and long-term capital appreciation by selecting a base of mature companies. The portfolio manager favours companies that show financial strength. A security is more likely to be included in the Fund's portfolio if its profitability is strong and consistent, based on the security's value relative to its price. For the fixed income portion of the Fund's portfolio, safety of principal is the portfolio manager's primary focus. The portfolio manager typically seeks quality debt issues with attractive yields from primarily investment grade issuers and uses both a top-down and bottom-up approach to ensure a thorough understanding of each security in the context of a broad economic picture.

The Fund will invest primarily in fixed income and equity securities and may invest up to approximately 35% of its assets in foreign securities.

The Fund may also invest in money market instruments such as treasury bills and short-term government and corporate debt securities. Where the portfolio manager determines that it would be more efficient to do so, the Fund may invest up to 30% of its assets in other Empire Life Mutual Funds and/or ETFs that are index participation units under securities legislation in order to gain exposure to certain securities. The portfolio manager will select underlying funds that it considers will help the Fund achieve its investment objective.

Currently, the target asset mix of the Fund is 80% in fixed income securities and 20% in equity securities. The Fund will be monitored and re-balanced from time to time at the discretion of the portfolio manager, consistent with the Fund's investment objective. This target asset mix may change at the discretion of the portfolio manager. The portfolio monitoring process involves two approaches: strategic asset allocation and tactical asset allocation. Strategic asset allocation means the Fund is constructed with a longer term asset mix that offers what the portfolio manager views as the optimal balance between expected risk and return. Tactical asset allocation means the Fund may take advantage of shorter term changes in markets or business cycles by modestly altering its target asset mix and potentially participate in upside opportunities or take measures to protect the portfolio from downside risks.

The Fund may use derivatives (including options, futures contracts, forward contracts, and swaps, described under *Derivative risk* in the "What is a mutual fund and what are the risks of investing in a mutual fund?" section of this document) for hedging and non-hedging purposes. The Fund may also write call or put options to generate income. The Fund may use derivatives in order to (1) protect against adverse movements in security prices, (2) reduce the impact of currency fluctuations on the Fund, (3) generate income, (4) gain exposure to a security and/or market without owning it directly. The Fund will use derivatives in conjunction with its other investment strategies and in accordance with the limits, restrictions and practices set by securities legislation, or permitted under exemptive relief obtained from the securities regulators.

The Fund may also engage in securities lending and repurchase or reverse repurchase transactions in accordance with the Fund's investment objective.

As a result of adverse market, economic, political, or other considerations, the Fund may temporarily depart from its investment objective by investing most or all of its assets in cash or fixed-income securities.

The portfolio manager may actively trade the Fund's investments. This can increase trading costs, which lower the Fund's returns. It also increases the possibility that you will receive taxable capital gains if you hold the Fund in a non-registered account.

What are the risks of investing in the Fund?

The following are the risks associated with an investment in the Fund:

	Main Risk	Additional Risk
Asset-backed and mortgage-backed securities risk		•
Bank loans and loan participations risk		•
Capital depletion risk (for Series T6 only)	•	
Cash deposit risk		•
Convertible securities risk		•
Credit risk	•	
Currency risk		•
Cybersecurity risk		•
Derivative risk		•
Emerging countries risk		•
Equity risk	•	
Exchange-traded fund risk		•

	Main Risk	Additional Risk
Floating rate note risk		•
Foreign investment risk		•
Fund-of-funds risk		•
Income trust risk		•
Interest rate risk	•	
Large transaction risk		•
Liquidity risk		•
Market disruption risk		•
Repurchase and reverse repurchase transactions and securities lending risk		•
Series risk		•
Small company risk		•
Tax risk		•
Yield fluctuations risk		•

For a detailed description of these risks, see *Specific risks of investing in mutual funds* beginning on page 3.

As at January 22, 2022, Emblem Diversified Income Portfolio GIF, a segregated fund offered by The Empire Life Insurance Company, held approximately 90.29% of the units of the Fund. Please see *Large transaction risk* on page 9 for a description of the risks associated with possible redemption requests by this investor.

We have assigned a risk rating of low to this Fund. Please see the "Specific information about each of the mutual funds described in this document" section of this document for a description of how we classify this Fund's risk level.

Who should invest in this fund?

You might want to consider this Fund if you are an investor seeking current income and some long term capital growth by investing in a broadly diversified mix of fixed income and equity securities. You might want to consider Series T6 of this Fund if you are also seeking an ongoing source of monthly cash flow. To invest in this Fund, you should be willing to accept a low level of risk.

Distribution policy

For all series, the Fund distributes any income and capital gains at least annually in December of each year and may make distributions at other times during the year.

The Fund distributes a fixed amount per unit per month. The amount of the monthly distribution is set at the beginning of each calendar year based on market outlook. The amount of the monthly distribution may be adjusted without notice throughout the year as market conditions change.

For Series A, Series F and Series I units, the Fund will make monthly distributions at a fixed rate of an amount comprised of a return of capital and/or income on the last business day of each month. The monthly distributions are likely to include distributions of income. We may adjust the per unit distribution amounts from time to time. Any income not distributed previously in the year and capital gains will be distributed by the Fund in December of each year.

For Series T6 units, the Fund will make monthly distributions of a return of capital on the last business day of each month. Any income and capital gains on Series T6 units will be distributed in December of each year.

The average monthly distributions of return of capital that are made on Series T6 units of the Fund are expected to be between approximately 5% and 7% of the average NAV of the Fund over the year. We may adjust the per unit distribution amounts from time to time.

A return of capital does not reflect the Fund's investment performance and should not be confused with "yield" or "income". A return of capital reduces the amount of your original investment and may result in the return to you of the entire amount of your original investment. You do not pay tax on a return of capital. Instead, a distribution of a return of capital reduces your adjusted cost base. You should consult a tax expert about the tax implications of receiving a return of capital.

Distributions for units held in our registered plans are always reinvested in additional units of the same series that you hold. Monthly distributions and annual (year-end) distributions will be paid in cash, unless you tell us in writing that you prefer distributions to be reinvested in the same series that you hold.

Fund expenses indirectly borne by investors

Fees and Expenses Payable Over	1 year	3 years	5 years	10 years
Series A	$20.34	$64.11	$112.37	$255.79
Series T6	$20.34	$64.11	$112.37	$255.79
Series F	$11.14	$35.13	$61.57	$140.14
Series I	$0.00	$0.00	$0.00	$0.00

Empire Life Emblem Conservative Portfolio

Fund details	
Fund type	Asset Allocation Portfolio
Date started	Series A: January 9, 2012 Series T6: January 9, 2012 Series F: January 15, 2013 Series I: January 9, 2012
Type of units	Series A, Series T6, Series F and Series I
Qualified investment for registered plans	Yes

What does the fund invest in?

Investment objective

Empire Life Emblem Conservative Portfolio aims to provide stable long-term capital growth with income by investing primarily in a broadly diversified mix of Canadian fixed income and equity securities.

We cannot change the Fund's investment objective unless we obtain approval from a majority of the Fund's unitholders at a meeting called for such purpose.

Investment strategies

In order to achieve the Fund's investment objective, the portfolio manager will use a value-oriented, disciplined security selection process with emphasis on providing downside protection. The stock selection process employed by the portfolio manager focuses on the fundamentals of individual stocks with an emphasis on relative value as a prime investment criterion. The portfolio manager weighs the value of an investment by evaluating the strength of each company's management and balance sheet, quality and sustainability of earnings, cash flow generation and competitive positioning. In assessing a company's potential future value, the portfolio manager will consider the economic environment, business risks and the outlook for the company. Investment decisions are made by the portfolio manager based on an estimate of a security's value relative to its price.

For the equity portion of the Fund's portfolio, typically, the portfolio manager attempts to produce income and long-term capital appreciation by selecting a base of mature companies. The portfolio manager favours companies that show financial strength. A security is more likely to be included in the Fund's portfolio if its profitability is strong and consistent, based on the security's value relative to its price. For the fixed income portion of the Fund's portfolio, safety of principal is the primary focus. The portfolio manager typically seeks quality debt issues with attractive yields from primarily investment grade issuers and uses both a top-down and bottom-up approach to ensure a thorough understanding of each security in the context of a broad economic picture.

The Fund will invest primarily in fixed income and equity securities and may invest up to approximately 35% of its assets in foreign securities.

The Fund may also invest in money market instruments such as treasury bills and short-term government and corporate debt securities. Where the portfolio manager determines that it would be more efficient to do so, the Fund may invest up to 30% of its assets in other Empire Life Mutual Funds and/or ETFs that are index participation units under securities legislation in order to gain exposure to certain securities. The portfolio manager will select underlying funds that it considers would likely give the Fund the exposure that would enable the Fund to achieve its investment objective.

The target asset mix of the Fund is 65% in fixed income securities and 35% in equity securities. The Fund will be monitored and re-balanced from time to time at the discretion of the portfolio manager, consistent with the Fund's investment objective and target asset mix. The portfolio monitoring process involves two approaches: strategic asset allocation and tactical asset allocation. Strategic asset allocation means the Fund is constructed with a longer term asset mix that offers what the portfolio manager views as the optimal balance between expected risk and return. Tactical asset allocation means the Fund may take advantage of shorter term changes in markets or business cycles by modestly altering its target asset mix and potentially participate in upside opportunities or take measures to protect the portfolio from downside risks.

The Fund may use derivatives (including options, futures contracts, forward contracts, and swaps, described under *Derivative risk* in the "What is a mutual fund and what are the risks of investing in a mutual fund?" section of this document) for hedging and non-hedging purposes. The Fund may also write call or put options to generate income. The Fund may use derivatives in order to (1) protect against adverse movements in security prices, (2) reduce the impact of currency fluctuations on the Fund, (3) generate income, (4) gain exposure to a security and/or market without owning it directly. The Fund will use derivatives in conjunction with its other investment strategies and in accordance with the limits, restrictions and practices set by securities legislation, or permitted under exemptive relief obtained from the securities regulators.

The Fund may also engage in securities lending and repurchase or reverse repurchase transactions in accordance with the Fund's investment objective.

As a result of adverse market, economic, political, or other considerations, the Fund may temporarily depart from its investment objective by investing most or all of its assets in cash or fixed-income securities.

The portfolio manager may actively trade the Fund's investments. This can increase trading costs, which lower the Fund's returns. It also increases the possibility that you will receive taxable capital gains if you hold the Fund in a non-registered account.

What are the risks of investing in the Fund?

The following are the risks associated with an investment in the Fund:

	Main Risk	**Additional Risk**
Asset-backed and mortgage-backed securities risk		•
Bank loans and loan participations risk		•
Capital depletion risk (for Series T6 only)		•
Cash deposit risk		•
Convertible securities risk		•
Credit risk	•	
Currency risk		•
Cybersecurity risk		•
Derivative risk		•
Emerging countries risk		•
Equity risk	•	
Exchange-traded fund risk		•

	Main Risk	Additional Risk
Floating rate note risk		•
Foreign investment risk		•
Fund-of-funds risk		•
Income trust risk		•
Interest rate risk	•	
Large transaction risk		•
Liquidity risk		•
Market disruption risk		•
Repurchase and reverse repurchase transactions and securities lending risk		•
Series risk		•
Small company risk		•
Tax risk		•
Yield fluctuations risk		•

For a detailed description of these risks, *see Specific risks of investing in mutual funds* beginning on page 3.

As at January 22, 2022, Emblem Conservative Portfolio GIF, a segregated fund offered by The Empire Life Insurance Company, held approximately 95.18% of the units of the Fund. Please see *Large transaction risk* on page 9 for a description of the risks associated with possible redemption requests by this investor.

We have assigned a risk rating of low to this Fund. Please see the "Specific information about each of the mutual funds described in this document" section of this document for a description of how we classify this Fund's risk level.

Who should invest in this fund?

You might want to consider this Fund if you are an investor seeking long-term capital growth with income with reduced volatility through a diversified portfolio of fixed income and equity securities. You might want to consider Series T6 of this Fund if you are also seeking an ongoing source of monthly cash flow. To invest in this Fund, you should be willing to accept a low level of risk.

Distribution policy

For all series, the Fund distributes any income and capital gains at least annually in December of each year and may make distributions at other times during the year.

For Series T6 units, the Fund will make monthly distributions of a return of capital on the last business day of each month. Any income and capital gains on Series T6 units will be distributed in December of each year.

The average monthly distributions of return of capital that are made on Series T6 units of the Fund are expected to be between approximately 5% and 7% of the average NAV of the Fund over the year. We may adjust the per unit distribution amounts from time to time. The monthly distributions on Series T6 units do not reflect the Fund's investment performance and should not be confused with "yield" or "income". A return of capital reduces the amount of your original investment and may result in the return to you of the entire amount of your original

investment. You do not pay tax on a return of capital. Instead, a distribution of a return of capital reduces your adjusted cost base. You should consult a tax expert about the tax implications of receiving a return of capital.

Distributions for units held in our registered plans are always reinvested in additional units of the same series that you hold. Unless you hold units of Series T6, monthly distributions and annual (year-end) distributions are reinvested in additional units of the same series of that you hold unless you tell us in writing that you prefer cash. If you hold Series T6 units, monthly distributions and annual (year-end) distributions will be paid in cash, unless you tell us in writing that you prefer distributions to be reinvested in the same series that you hold.

Fund expenses indirectly borne by investors

Fees and Expenses Payable Over	1 year	3 years	5 years	10 years
Series A	$22.08	$69.62	$112.03	$277.78
Series T6	$22.08	$69.62	$122.03	$277.78
Series F	$11.14	$35.13	$61.57	$140.14
Series I	$0.00	$0.00	$0.00	$0.00

Empire Life Emblem Balanced Portfolio

Fund details	
Fund type	Asset Allocation Portfolio
Date started	Series A: January 9, 2012 Series T6: January 9, 2012 Series T8: January 9, 2012 Series F: January 15, 2013 Series I: January 9, 2012
Type of units	Series A, Series T6, Series T8, Series F and Series I
Qualified investment for registered plans	Yes

What does the fund invest in?

Investment objective

Empire Life Emblem Balanced Portfolio aims to provide a balance between a high level of income and long-term capital growth by investing primarily in a broadly diversified mix of Canadian fixed income and equity securities.

We cannot change the Fund's investment objective unless we obtain approval from a majority of the Fund's unitholders at a meeting called for such purpose.

Investment strategies

In order to achieve the Fund's investment objective, the portfolio manager will use a value-oriented disciplined security selection process with emphasis on providing downside protection. The stock selection process employed by the portfolio manager focuses on the fundamentals of individual stocks with an emphasis on relative value as a prime investment criterion. The portfolio manager weighs the value of an investment by evaluating the strength of each company's management and balance sheet, quality and sustainability of earnings, cash flow generation and competitive positioning. In assessing a company's potential future value, the portfolio manager will consider the economic environment, business risks and the outlook for the company. Investment decisions are made by the portfolio manager based on an estimate of a security's value relative to its price.

For the equity portion of the Fund's portfolio, typically, the portfolio manager attempts to produce income and long-term capital appreciation by selecting a base of mature companies. The portfolio manager favours companies that show financial strength. A security is more likely to be included in the Fund's portfolio if its profitability is strong and consistent, based on the security's value relative to its price. For the fixed income portion of the Fund's portfolio, safety of principal is the portfolio manager's primary focus. The portfolio manager typically seeks quality debt issues with attractive yields from primarily investment grade issuers and uses both a top-down and bottom-up approach to ensure a thorough understanding of each security in the context of a broad economic picture.

The Fund will invest primarily in fixed income and equity securities and may invest up to approximately 35% of its assets in foreign securities.

The Fund may also invest in money market instruments such as treasury bills and short-term government and corporate debt securities. Where the portfolio manager determines that it would be more efficient to do so, the Fund may invest up to 30% of its assets in other Empire Life Mutual Funds and/or ETFs that are index participation units under securities legislation in order to gain exposure to certain securities. The portfolio manager will select underlying funds that it considers would likely give the Fund the exposure that would enable the Fund to achieve its investment objective.

The target asset mix of the Fund is 50% in equity securities and 50% in fixed income securities. The Fund will be monitored and re-balanced from time to time at the discretion of the portfolio manager, consistent with the Fund's investment objective and target asset mix. The portfolio monitoring process involves two approaches: strategic asset allocation and tactical asset allocation. Strategic asset allocation means the Fund is constructed with a longer term asset mix that offers what the portfolio manager views as the optimal balance between expected risk and return. Tactical asset allocation means the Fund may take advantage of shorter term changes in markets or business cycles by modestly altering its target asset mix and potentially participate in upside opportunities or take measures to protect the portfolio from downside risks.

The Fund may use derivatives (including options, futures contracts, forward contracts, and swaps, described under *Derivative risk* in the "What is a mutual fund and what are the risks of investing in a mutual fund?" section of this document) for hedging and non-hedging purposes. The Fund may also write call or put options to generate income. The Fund may use derivatives in order to (1) protect against adverse movements in security prices, (2) reduce the impact of currency fluctuations on the Fund, (3) generate income, (4) gain exposure to a security and/or market without owning it directly. The Fund will use derivatives in conjunction with its other investment strategies and in accordance with the limits, restrictions and practices set by securities legislation, or permitted under exemptive relief obtained from the securities regulators.

The Fund may also engage in securities lending and repurchase or reverse repurchase transactions in accordance with the Fund's investment objective.

As a result of adverse market, economic, political, or other considerations, the Fund may temporarily depart from its investment objective by investing most or all of its assets in cash or fixed-income securities.

The portfolio manager may actively trade the Fund's investments. This can increase trading costs, which lower the Fund's returns. It also increases the possibility that you will receive taxable capital gains if you hold the Fund in a non-registered account.

What are the risks of investing in the Fund?

The following are the risks associated with an investment in the Fund:

	Main Risk	Additional Risk
Asset-backed and mortgage-backed securities risk		•
Bank loans and loan participations risk		•
Capital depletion risk (for Series T6 and T8 only)		•
Cash deposit risk		•
Convertible securities risk		•
Credit risk	•	
Currency risk		•
Cybersecurity risk		•
Derivative risk		•
Emerging countries risk		•

	Main Risk	Additional Risk
Equity risk	•	
Exchange-traded fund risk		•
Floating rate note risk		•
Foreign investment risk		•
Fund-of-funds risk		•
Income trust risk		•
Interest rate risk	•	
Large transaction risk		•
Liquidity risk		•
Market disruption risk		•
Repurchase and reverse repurchase transactions and securities lending risk		•
Series risk		•
Small company risk		•
Tax risk		•
Yield fluctuations risk		•

For a detailed description of these risks, see *Specific risks of investing in mutual funds* beginning on page 3.

As at January 22, 2022, Emblem Balanced Portfolio GIF, a segregated fund offered by The Empire Life Insurance Company, held approximately 89.97% of the units of the Fund. Please see *Large transaction risk* on page 9 for a description of the risks associated with possible redemption requests by this investor.

We have assigned a risk rating of low to medium to this Fund. Please see the "Specific information about each of the mutual funds described in this document" section of this document for a description of how we classify this Fund's risk level.

Who should invest in this fund?

You might want to consider this Fund if you are an investor seeking long-term capital growth with reduced volatility through a diversified portfolio of equity and fixed income securities. You might want to consider Series T6 or Series T8 of this Fund if you are also seeking an ongoing source of monthly cash flow. To invest in this Fund, you should be willing to accept a low to medium level of risk.

Distribution policy

For all series, the Fund distributes any income and capital gains at least annually in December of each year and may make distributions at other times during the year.

For Series T6 and Series T8 units, the Fund will make monthly distributions of a return of capital on the last business day of each month. Any income and capital gains on Series T6 and Series T8 units will be distributed in December of each year.

The average monthly distributions of return of capital that are made on Series T6 units of the Fund are expected to be between approximately 5% and 7% of the average NAV of the Fund over the year. For Series T8 units of the Fund, the average monthly distributions of return of capital are expected to be between approximately 7% and 9% of the average NAV of the Fund

over the year. We may adjust the per unit distribution amounts from time to time. The monthly distributions on Series T6 or Series T8 units do not reflect the Fund's investment performance and should not be confused with "yield" or "income". A return of capital reduces the amount of your original investment and may result in the return to you of the entire amount of your original investment. You do not pay tax on a return of capital. Instead, a distribution of a return of capital reduces your adjusted cost base. You should consult a tax expert about the tax implications of receiving a return of capital.

Distributions for units held in our registered plans are always reinvested in additional units of the same series that you hold. Unless you hold units of Series T6 or Series T8, monthly distributions and annual (year-end) distributions are reinvested in additional units of the same series of that you hold unless you tell us in writing that you prefer cash. If you hold Series T6 or Series T8 units, monthly distributions and annual (year-end) distributions will be paid in cash, unless you tell us in writing that you prefer distributions to be reinvested in the same series that you hold.

Fund expenses indirectly borne by investors

Fees and Expenses Payable Over	1 year	3 years	5 years	10 years
Series A	$24.17	$76.19	$133.55	$303.99
Series T6	$24.17	$76.19	$133.55	$303.99
Series T8	$24.17	$76.19	$133.55	$303.99
Series F	$11.68	$36.82	$64.53	$146.89
Series I	$0.00	$0.00	$0.00	$0.00

Empire Life Emblem Moderate Growth Portfolio

Fund details	
Fund type	Asset Allocation Portfolio
Date started	Series A: January 9, 2012 Series T6: January 9, 2012 Series T8: January 9, 2012 Series F: January 15, 2013 Series I: January 9, 2012
Type of units	Series A, Series T6, Series T8, Series F and Series I
Qualified investment for registered plans	Yes

What does the fund invest in?

Investment objective

Empire Life Emblem Moderate Growth Portfolio aims to provide long-term capital growth and income by investing primarily in a broadly diversified mix of Canadian equity and fixed income securities.

We cannot change the Fund's investment objective unless we obtain approval from a majority of the Fund's unitholders at a meeting called for such purpose.

Investment strategies

In order to achieve the Fund's investment objective, the portfolio manager will use a value oriented, disciplined security selection process with emphasis on providing downside protection. The stock selection process employed by the portfolio manager focuses on the fundamentals of individual stocks with an emphasis on relative value as a prime investment criterion. The portfolio manager weighs the value of an investment by evaluating the strength of each company's management and balance sheet, quality and sustainability of earnings, cash flow generation and competitive positioning. In assessing a company's potential future value, the portfolio manager will consider the economic environment, business risks and the outlook for the company. Investment decisions are made by the portfolio manager based on an estimate of a security's value relative to its price.

For the equity portion of the Fund's portfolio, typically, the portfolio manager attempts to produce income and long-term capital appreciation by selecting a base of mature companies. The portfolio manager favours companies that show financial strength. A security is more likely to be included in the Fund's portfolio if its profitability is strong and consistent, based on the security's value relative to its price. For the fixed income portion of the Fund's portfolio, safety of principal is the portfolio manager's primary focus. The portfolio manager typically seeks quality debt issues with attractive yields from primarily investment grade issuers and uses both a top-down and bottom-up approach to ensure a thorough understanding of each security in the context of a broad economic picture.

The Fund will invest primarily in equity and fixed income securities and may invest up to approximately 35% of its assets in foreign securities.

The Fund may also invest in money market instruments such as treasury bills and short-term government and corporate debt securities. Where the portfolio manager determines that it would be more efficient to do so, the Fund may invest up to 30% of its assets in other Empire Life Mutual Funds and/or ETFs that are index participation units under securities legislation in order to gain exposure to certain securities. The

portfolio manager will select underlying funds that it considers would likely give the Fund the exposure that would enable the Fund to achieve its investment objective.

The target asset mix of the Fund is 65% in equity securities and 35% in fixed income securities. The Fund will be monitored and re-balanced from time to time at the discretion of the portfolio manager, consistent with the Fund's investment objective and target asset mix. The portfolio monitoring process involves two approaches: strategic asset allocation and tactical asset allocation. Strategic asset allocation means the Fund is constructed with a longer term asset mix that offers what the portfolio manager views as the optimal balance between expected risk and return. Tactical asset allocation means the Fund may take advantage of shorter term changes in markets or business cycles by modestly altering its target asset mix and potentially participate in upside opportunities or take measures to protect the portfolio from downside risks.

The Fund may use derivatives (including options, futures contracts, forward contracts, and swaps, described under *Derivative risk* in the "What is a mutual fund and what are the risks of investing in a mutual fund?" section of this document) for hedging and non-hedging purposes. The Fund may also write call or put options to generate income. The Fund may use derivatives in order to (1) protect against adverse movements in security prices, (2) reduce the impact of currency fluctuations on the Fund, (3) generate income, (4) gain exposure to a security and/or market without owning it directly. The Fund will use derivatives in conjunction with its other investment strategies and in accordance with the limits, restrictions and practices set by securities legislation, or permitted under exemptive relief obtained from the securities regulators.

The Fund may also engage in securities lending and repurchase or reverse repurchase transactions in accordance with the Fund's investment objective.

As a result of adverse market, economic, political, or other considerations, the Fund may temporarily depart from its investment objective by investing most or all of its assets in cash or fixed-income securities.

The portfolio manager may actively trade the Fund's investments. This can increase trading costs, which lower the Fund's returns. It also increases the possibility that you will receive taxable capital gains if you hold the Fund in a non-registered account.

What are the risks of investing in the Fund?

The following are the risks associated with an investment in the Fund:

	Main Risk	**Additional Risk**
Asset-backed and mortgage-backed securities risk		•
Bank loans and loan participations risk		•
Capital depletion risk (for Series T6 and T8 only)		•
Cash deposit risk		•
Convertible securities risk		•
Credit risk	•	
Currency risk		•
Cybersecurity risk		•
Derivative risk		•
Emerging countries risk		•

	Main Risk	Additional Risk
Equity risk	•	
Exchange-traded fund risk		•
Floating rate note risk		•
Foreign investment risk		•
Fund-of-funds risk		•
Income trust risk		•
Interest rate risk	•	
Large transaction risk		•
Liquidity risk		•
Market disruption risk		•
Repurchase and reverse repurchase transactions and securities lending risk		•
Series risk		•
Small company risk		•
Tax risk		•
Yield fluctuations risk		•

For a detailed description of these risks, see *Specific risks of investing in mutual funds* beginning on page 3.

As at January 22, 2022, Emblem Moderate Growth Portfolio GIF, a segregated fund offered by The Empire Life Insurance Company, held approximately 90.66% of the units of the Fund. Please see *Large transaction risk* on page 9 for a description of the risks associated with possible redemption requests by this investor.

We have assigned a risk rating of low to medium to this Fund. Please see the "Specific information about each of the mutual funds described in this document" section of this document for a description of how we classify this Fund's risk level.

Who should invest in this fund?

You might want to consider this Fund if you are an investor seeking long-term capital growth with reduced volatility through a diversified portfolio of equity and fixed income securities. You might want to consider Series T6 or Series T8 of this Fund if you are also seeking an ongoing source of monthly cash flow. To invest in this Fund, you should be willing to accept a low to medium level of risk.

Distribution policy

For all series, the Fund distributes any income and capital gains at least annually in December of each year and may make distributions at other times during the year.

For Series T6 and Series T8 units, the Fund will make monthly distributions of a return of capital on the last business day of each month. Any income and capital gains on Series T6 and Series T8 units will be distributed in December of each year.

The average monthly distributions of return of capital that are made on Series T6 units of the Fund are expected to be between approximately 5% and 7% of the average NAV of the Fund over the year. For Series T8 units of the Fund, the average monthly distributions of return of capital are expected to be between approximately 7% and 9% of the average NAV of the Fund

over the year. We may adjust the per unit distribution amounts from time to time. The monthly distributions on Series T6 or Series T8 units do not reflect the Fund's investment performance and should not be confused with "yield" or "income". A return of capital reduces the amount of your original investment and may result in the return to you of the entire amount of your original investment. You do not pay tax on a return of capital. Instead, a distribution of a return of capital reduces your adjusted cost base. You should consult a tax expert about the tax implications of receiving a return of capital.

Distributions for units held in our registered plans are always reinvested in additional units of the same series that you hold. Unless you hold units of Series T6 or Series T8, monthly distributions and annual (year-end) distributions are reinvested in additional units of the same series of that you hold unless you tell us in writing that you prefer cash. If you hold Series T6 or Series T8 units, monthly distributions and annual (year-end) distributions will be paid in cash, unless you tell us in writing that you prefer distributions to be reinvested in the same series that you hold.

Fund expenses indirectly borne by investors

Fees and Expenses Payable Over	1 year	3 years	5 years	10 years
Series A	$25.27	$79.66	$139.63	$317.83
Series T6	$25.16	$79.31	$139.02	$316.44
Series T8	$24.83	$78.27	$137.19	$312.29
Series F	$12.22	$38.51	$67.50	$153.64
Series I	$0.00	$0.00	$0.00	$0.00

Empire Life Emblem Growth Portfolio

Fund details	
Fund type	Asset Allocation Portfolio
Date started	Series A: January 9, 2012 Series T6: January 9, 2012 Series T8: January 9, 2012 Series F: January 15, 2013 Series I: January 9, 2012
Type of units	Series A, Series T6, Series T8, Series F and Series I
Qualified investment for registered plans	Yes

What does the fund invest in?

Investment objective

Empire Life Emblem Growth Portfolio aims to provide long-term capital growth with limited income by investing primarily in a diversified mix of Canadian equity and fixed income securities.

We cannot change the Fund's investment objective unless we obtain approval from a majority of the Fund's unitholders at a meeting called for such purpose.

Investment strategies

In order to achieve the Fund's investment objective, the portfolio manager will use a value oriented, disciplined security selection process with emphasis on providing downside protection. The stock selection process employed by the portfolio manager focuses on the fundamentals of individual stocks with an emphasis on relative value as a prime investment criterion. The portfolio manager weighs the value of an investment by evaluating the strength of each company's management and balance sheet, quality and sustainability of earnings, cash flow generation and competitive positioning. In assessing a company's potential future value, the portfolio manager will consider the economic environment, business risks and the outlook for the company. Investment decisions are made by the portfolio manager based on an estimate of a security's value relative to its price.

For the equity portion of the Fund's portfolio, typically, the portfolio manager attempts to produce income and long-term capital appreciation by selecting a base of mature companies. The portfolio manager favours companies that show financial strength. A security is more likely to be included in the Fund's portfolio if its profitability is strong and consistent, based on the security's value relative to its price. For the fixed income portion of the Fund's portfolio, safety of principal is the portfolio manager's primary focus. The portfolio manager typically seeks quality debt issues with attractive yields from primarily investment grade issuers and uses both a top-down and bottom-up approach to ensure a thorough understanding of each security in the context of a broad economic picture.

The Fund will invest primarily in equity and fixed income securities and may invest up to approximately 35% of its assets in foreign securities.

The Fund may also invest in money market instruments such as treasury bills and short term government and corporate debt securities. Where the portfolio manager determines that it would be more efficient to do so, the Fund may invest up to 30% of its assets in other Empire Life Mutual Funds and/or ETFs that are index participation units under securities legislation in order to gain exposure to certain securities. The

portfolio manager will select underlying funds that it considers would likely give the Fund the exposure that would enable the Fund to achieve its investment objective.

The target asset mix of the Fund is 80% in equity securities and 20% in fixed income securities. The Fund will be monitored and re-balanced from time to time at the discretion of the portfolio manager, consistent with the Fund's investment objective and target asset mix. The portfolio monitoring process involves two approaches: strategic asset allocation and tactical asset allocation. Strategic asset allocation means the Fund is constructed with a longer term asset mix that offers what the portfolio manager views as the optimal balance between expected risk and return. Tactical asset allocation means the Fund may take advantage of shorter term changes in markets or business cycles by modestly altering its target asset mix and potentially participate in upside opportunities or take measures to protect the portfolio from downside risks.

The Fund may use derivatives (including options, futures contracts, forward contracts, and swaps, described under *Derivative risk* in the "What is a mutual fund and what are the risks of investing in a mutual fund?" section of this document) for hedging and non-hedging purposes. The Fund may also write call or put options to generate income. The Fund may use derivatives in order to (1) protect against adverse movements in security prices, (2) reduce the impact of currency fluctuations on the Fund, (3) generate income, (4) gain exposure to a security and/or market without owning it directly. The Fund will use derivatives in conjunction with its other investment strategies and in accordance with the limits, restrictions and practices set by securities legislation, or permitted under exemptive relief obtained from the securities regulators.

The Fund may also engage in securities lending and repurchase or reverse repurchase transactions in accordance with the Fund's investment objective.

As a result of adverse market, economic, political, or other considerations, the Fund may temporarily depart from its investment objective by investing most or all of its assets in cash or fixed income securities.

The portfolio manager may actively trade the Fund's investments. This can increase trading costs, which lower the Fund's returns. It also increases the possibility that you will receive taxable capital gains if you hold the Fund in a non-registered account.

What are the risks of investing in the Fund?

The following are the risks associated with an investment in the Fund:

	Main Risk	Additional Risk
Asset-backed and mortgage-backed securities risk		•
Bank loans and loan participations risk		•
Capital depletion risk (for Series T6 and T8 only)		•
Cash deposit risk		•
Convertible securities risk		•
Credit risk	•	
Currency risk		•
Cybersecurity risk		•
Derivative risk		•
Emerging countries risk		•

	Main Risk	Additional Risk
Equity risk	•	
Exchange-traded fund risk		•
Floating rate note risk		•
Foreign investment risk		•
Fund-of-funds risk		•
Income trust risk		•
Interest rate risk		•
Large transaction risk		•
Liquidity risk		•
Market disruption risk		•
Repurchase and reverse repurchase transactions and securities lending risk		•
Series risk		•
Small company risk		•
Tax risk		•
Yield fluctuations risk		•

For a detailed description of these risks, see *Specific risks of investing in mutual funds* beginning on page 3.

As at January 22, 2022, Emblem Growth Portfolio GIF, a segregated fund offered by The Empire Life Insurance Company, held approximately 91.86% of the units of the Fund. Please see *Large transaction risk* on page 9 for a description of the risks associated with possible redemption requests by this investor.

We have assigned a risk rating of low to medium to this Fund. Please see the "Specific information about each of the mutual funds described in this document" section of this document for a description of how we classify this Fund's risk level.

Who should invest in this fund?

You might want to consider this Fund if you are an investor seeking long-term capital growth with reduced volatility through a diversified portfolio of equity and fixed income securities. You might want to consider Series T6 or Series T8 of this Fund if you are also seeking an ongoing source of monthly cash flow. To invest in this Fund, you should be willing to accept a low to medium level of risk.

Distribution policy

For all series, the Fund distributes any income and capital gains at least annually in December of each year and may make distributions at other times during the year.

For Series T6 and Series T8 units, the Fund will make monthly distributions of a return of capital on the last business day of each month. Any income and capital gains on Series T6 and Series T8 units will be distributed in December of each year.

The average monthly distributions of return of capital that are made on Series T6 units of the Fund are expected to be between approximately 5% and 7% of the average NAV of the Fund over the year. For Series T8 units of the Fund, the average monthly distributions of return of capital are expected to be between approximately 7% and 9% of the average NAV of the Fund

over the year. We may adjust the per unit distribution amounts from time to time. The monthly distributions on Series T6 or Series T8 units do not reflect the Fund's investment performance and should not be confused with "yield" or "income". A return of capital reduces the amount of your original investment and may result in the return to you of the entire amount of your original investment. You do not pay tax on a return of capital. Instead, a distribution of a return of capital reduces your adjusted cost base. You should consult a tax expert about the tax implications of receiving a return of capital.

Distributions for units held in our registered plans are always reinvested in additional units of the same series that you hold. Unless you hold units of Series T6 or Series T8, monthly distributions and annual (year-end) distributions are reinvested in additional units of the same series of that you hold unless you tell us in writing that you prefer cash. If you hold Series T6 or Series T8 units, monthly distributions and annual (year-end) distributions will be paid in cash, unless you tell us in writing that you prefer distributions to be reinvested in the same series that you hold.

Fund expenses indirectly borne by investors

Fees and Expenses Payable Over	1 year	3 years	5 years	10 years
Series A	$25.82	$81.40	$142.67	$324.76
Series T6	$25.82	$81.40	$142.67	$324.76
Series T8	$25.71	$81.05	$142.06	$323.37
Series F	$12.22	$38.51	$67.50	$153.64
Series I	$0.00	$0.00	$0.00	$0.00

Empire Life Emblem Aggressive Growth Portfolio

Fund details	
Fund type	Asset Allocation Portfolio
Date started	Series A: January 9, 2012 Series T6: January 9, 2012 Series T8: January 9, 2012 Series F: January 15, 2013 Series I: January 9, 2012
Type of units	Series A, Series T6, Series T8, Series F and Series I
Qualified investment for registered plans	Yes

What does the fund invest in?

Investment objective

Empire Life Emblem Aggressive Growth Portfolio aims to provide long-term capital growth by investing primarily in Canadian equity securities.

We cannot change the Fund's investment objective unless we obtain approval from a majority of the Fund's unitholders at a meeting called for such purpose.

Investment strategies

In order to achieve the Fund's investment objective, the portfolio manager will use a value oriented, disciplined security selection process with emphasis on providing downside protection. The stock selection process employed by the portfolio manager focuses on the fundamentals of individual stocks with an emphasis on relative value as a prime investment criterion. The portfolio manager weighs the value of an investment by evaluating the strength of each company's management and balance sheet, quality and sustainability of earnings, cash flow generation and competitive positioning. In assessing a company's potential future value, the portfolio manager will consider the economic environment, business risks and the outlook for the company. Investment decisions are made by the portfolio manager based on an estimate of a security's value relative to its price.

In selecting equity securities, typically, the portfolio manager attempts to produce a higher level of capital appreciation by selecting a base of mature companies. The portfolio manager favours companies that show financial strength. A security is more likely to be included in the Fund's portfolio if its profitability is strong and consistent, based on the security's value relative to its price.

The Fund will invest primarily in equity securities and may invest up to approximately 45% of its assets in foreign securities.

The Fund may invest in money market instruments such as treasury bills and short-term government and corporate debt securities. Where the portfolio manager determines that it would be more efficient to do so, the Fund may invest up to 30% of its assets in other Empire Life Mutual Funds and/or ETFs that are index participation units under securities legislation in order to gain exposure to certain securities. The portfolio manager will select underlying funds that it considers would likely give the Fund the exposure that would enable the Fund to achieve its investment objective.

The portfolio monitoring process involves two approaches: strategic asset allocation and tactical asset allocation. Strategic asset allocation means the Fund is constructed with a longer term asset mix that offers what the portfolio manager views as the optimal balance between expected risk and return. Tactical asset allocation means the Fund may take advantage of shorter term changes in markets or business cycles by modestly altering its target asset mix and potentially participate in upside opportunities or take measures to protect the portfolio from downside risks.

The Fund may use derivatives (including options, futures contracts, forward contracts, and swaps, described under *Derivative risk* in the "What is a mutual fund and what are the risks of investing in a mutual fund?" section of this document) for hedging and non-hedging purposes. The Fund may also write call or put options to generate income. The Fund may use derivatives in order to (1) protect against adverse movements in security prices, (2) reduce the Empire Life Emblem Aggressive Growth Portfolio impact of currency fluctuations on the Fund, (3) generate income, (4) gain exposure to a security and/or market without owning it directly. The Fund will use derivatives in conjunction with its other investment strategies and in accordance with the limits, restrictions and practices set by securities legislation, or permitted under exemptive relief obtained from the securities regulators.

The Fund may also engage in securities lending and repurchase or reverse repurchase transactions in accordance with the Fund's investment objective.

As a result of adverse market, economic, political, or other considerations, the Fund may temporarily depart from its investment objective by investing most or all of its assets in cash or fixed-income securities.

The portfolio manager may actively trade the Fund's investments. This can increase trading costs, which lower the Fund's returns. It also increases the possibility that you will receive taxable capital gains if you hold the Fund in a non-registered account.

What are the risks of investing in the Fund?

The following are the risks associated with an investment in the Fund:

	Main Risk	Additional Risk
Capital depletion risk (for Series T6 and T8 only)		•
Cash deposit risk		•
Convertible securities risk		•
Credit risk		•
Currency risk		•
Cybersecurity risk		•
Derivative risk		•
Emerging countries risk		•
Equity risk	•	
Exchange-traded fund risk		•
Foreign investment risk	•	
Fund-of-funds risk		•
Income trust risk		•
Interest rate risk		•
Large transaction risk		•
Liquidity risk		•

	Main Risk	Additional Risk
Market disruption risk		•
Repurchase and reverse repurchase transactions and securities lending risk		•
Series risk		•
Small company risk		•
Tax risk		•
Yield fluctuations risk		•

For a detailed description of these risks, see *Specific risks of investing in mutual funds* beginning on page 3.

As at January 22, 2022, Emblem Aggressive Growth Portfolio GIF, a segregated fund offered by The Empire Life Insurance Company, held approximately 48.54% of the units of the Fund and Royal Trust Corporation of Canada held 25.79% of the units of the Fund. Please see *Large transaction risk* on page 9 for a description of the risks associated with possible redemption requests by this investor.

We have assigned a risk rating of low to medium to this Fund. Please see the "Specific information about each of the mutual funds described in this document" section of this document for a description of how we classify this Fund's risk level.

Who should invest in this fund?

You might want to consider this Fund if you are an investor seeking long-term capital growth with reduced volatility through a diversified portfolio of equity securities. You might want to consider Series T6 or Series T8 of this Fund if you are also seeking an ongoing source of monthly cash flow. To invest in this Fund, you should be willing to accept a low to medium level of risk.

Distribution policy

For all series, the Fund distributes any income and capital gains at least annually in December of each year and may make distributions at other times during the year.

For Series T6 and Series T8 units, the Fund will make monthly distributions of a return of capital on the last business day of each month. Any income and capital gains on Series T6 and Series T8 units will be distributed in December of each year.

The average monthly distributions of return of capital that are made on Series T6 units of the Fund are expected to be between approximately 5% and 7% of the average NAV of the Fund over the year. For Series T8 units of the Fund, the average monthly distributions of return of capital are expected to be between approximately 7% and 9% of the average NAV of the Fund over the year. We may adjust the per unit distribution amounts from time to time. The monthly distributions on Series T6 or Series T8 units do not reflect the Fund's investment performance and should not be confused with "yield" or "income". A return of capital reduces the amount of your original investment and may result in the return to you of the entire amount of your original investment. You do not pay tax on a return of capital. Instead, a distribution of a return of capital reduces your adjusted cost base. You should consult a tax expert about the tax implications of receiving a return of capital.

Distributions for units held in our registered plans are always reinvested in additional units of the same series that you hold. Unless you hold units of Series T6 or Series T8, monthly distributions and annual (year-end) distributions are reinvested in additional units of the same series of that you hold unless you tell us in writing that you prefer cash. If you hold Series T6 or Series T8 units, monthly distributions and annual (year-end) distributions will be paid in cash, unless you tell us in writing that you prefer distributions to be reinvested in the same series that you hold.

Fund expenses indirectly borne by investors

Fees and Expenses Payable Over	1 year	3 years	5 years	10 years
Series A	$27.37	$86.27	$151.21	$344.19
Series T6	$27.59	$86.97	$152.43	$346.98
Series T8	$27.70	$87.31	$153.04	$348.37
Series F	$13.83	$ 43.60	$76.42	$173.95
Series I	$0.00	$0.00	$0.00	$0.00

Empire Life Dividend Growth Mutual Fund

Fund details	
Fund type	Canadian Dividend and Income Equity
Date started	Series A: January 9, 2012 Series T6: January 9, 2012 Series T8: January 9, 2012 Series F: January 15, 2013 Series I: January 9, 2012
Type of units	Series A, Series T6, Series T8, Series F and Series I
Qualified investment for registered plans	Yes

What does the fund invest in?

Investment objective

Empire Life Dividend Growth Mutual Fund aims to provide long-term growth through a balance of above-average dividend income and moderate capital appreciation by investing primarily in equity securities of Canadian corporations with a medium to large market capitalization.

We cannot change the Fund's investment objective unless we obtain approval from a majority of the Fund's unitholders at a meeting called for such purpose.

Investment strategies

In order to achieve the Fund's investment objective, the Fund will invest primarily in high dividend-yielding securities of medium to large capitalization Canadian companies. A security is more likely to be included in the Fund's portfolio if its profitability is strong and consistent, based on the security's value relative to its price. The stock selection process employed by the Manager focuses on the fundamentals of individual stocks with an emphasis on relative value as a prime investment criterion. The portfolio manager weighs the value of an investment by evaluating the strength of each company's management and balance sheet, quality and sustainability of earnings, cash flow generation and competitive positioning. In assessing a company's potential future value, the portfolio manager will consider the economic environment, business risks and the outlook for the company. Investment decisions are made by the portfolio manager based on an estimate of a security's value relative to its price.

The Fund's equity investments may include common stocks, preferred stocks, convertible preferred stocks, and convertible debentures. It may also invest up to approximately 35% of its assets in foreign securities.

The Fund may also invest in money market instruments such as treasury bills and short-term government and corporate debt securities. Where the portfolio manager determines that it would be more efficient to do so, the Fund may invest up to 30% of its assets in other Empire Life Mutual Funds and/or ETFs that are index participation units under securities legislation in order to gain exposure to certain securities. The portfolio manager will select underlying funds that it considers would likely give the Fund the exposure that would enable the Fund to achieve its investment objective.

The Fund may use derivatives (including options, futures contracts, forward contracts, and swaps, described under *Derivative risk* in the "What is a mutual fund and what are the risks of investing in a mutual fund?" section of this document) for hedging and non-hedging purposes. The Fund may also write call or put options to generate income. The Fund may use derivatives in order to (1) protect against adverse movements in security prices, (2) reduce the impact of currency fluctuations on the Fund, (3) generate income, (4) gain exposure to a security and/or market without owning it directly. The Fund will use derivatives in conjunction with its other investment strategies and in accordance with the limits, restrictions and practices set by securities legislation, or permitted under exemptive relief obtained from the securities regulators.

The Fund may also engage in securities lending and repurchase or reverse repurchase transactions in accordance with the Fund's investment objective.

As a result of adverse market, economic, political, or other considerations, the Fund may temporarily depart from its investment objective by investing most or all of its assets in cash or fixed-income securities.

The portfolio manager may actively trade the Fund's investments. This can increase trading costs, which lower the Fund's returns. It also increases the possibility that you will receive taxable capital gains if you hold the Fund in a non-registered account.

What are the risks of investing in the Fund?

The following are the risks associated with an investment in the Fund:

	Main Risk	**Additional Risk**
Capital depletion risk (for Series T6 and T8 only)		•
Cash deposit risk		•
Convertible securities risk		•
Credit risk		•
Currency risk	•	
Cybersecurity risk		•
Derivative risk		•
Emerging countries risk		•
Equity risk	•	
Exchange-traded fund risk		•
Foreign investment risk	•	
Fund-of-funds risk		•
Income trust risk		•
Interest rate risk		•
Large transaction risk		•
Liquidity risk		•
Market disruption risk		•
Repurchase and reverse repurchase transactions and securities lending risk		•
Series risk		•
Tax risk		•
Yield fluctuations risk		•

For a detailed description of these risks, see *Specific risks of investing in mutual funds* beginning on page 3.

We have assigned a risk rating of medium to this Fund. Please see the "Specific information about each of the mutual funds described in this document" section of this document for a description of how we classify this Fund's risk level.

Who should invest in this fund?

You might want to consider this Fund if you are an investor seeking income and the potential for modest capital appreciation through investments in Canadian equity securities. You might want to consider Series T6 or Series T8 of this Fund if you are also seeking an ongoing source of monthly cash flow. To invest in this Fund, you should be willing to accept a medium level of risk.

Distribution policy

For Series A, Series F and Series I units, the Fund distributes any income and capital gains quarterly.

For Series T6 and Series T8 units, the Fund will make monthly distributions of a return of capital on the last business day of each month. Any income and capital gains on Series T6 and Series T8 units will be distributed in December of each year.

The average monthly distributions of return of capital that are made on Series T6 units of the Fund are expected to be between approximately 5% and 7% of the average NAV of the Fund over the year. For Series T8 units of the Fund, the average monthly distributions of return of capital are expected to be between approximately 7% and 9% of the average NAV of the Fund over the year. We may adjust the per unit distribution amounts from time to time. The monthly distributions on Series T6 or Series T8 units do not reflect the Fund's investment performance and should not be confused with "yield" or "income". A return of capital reduces the amount of your original investment and may result in the return to you of the entire amount of your original investment. You do not pay tax on a return of capital. Instead, a distribution of a return of capital reduces your adjusted cost base. You should consult a tax expert about the tax implications of receiving a return of capital.

Distributions for units held in our registered plans are always reinvested in additional units of the same series that you hold. Unless you hold units of Series T6 or Series T8, monthly distributions and annual (year-end) distributions are reinvested in additional units of the same series of that you hold unless you tell us in writing that you prefer cash. If you hold Series T6 or Series T8 units, monthly distributions and annual (year-end) distributions will be paid in cash, unless you tell us in writing that you prefer distributions to be reinvested in the same series that you hold.

Fund expenses indirectly borne by investors

Fees and Expenses Payable Over	1 year	3 years	5 years	10 years
Series A	$23.18	$73.08	$128.09	$291.56
Series T6	$22.74	$71.69	$125.66	$286.05
Series T8	$23.18	$73.08	$128.09	$291.56
Series F	$12.22	$38.51	$67.50	$153.64
Series I	$0.00	$0.00	$0.00	$0.00

Empire Life Monthly Income Mutual Fund

Fund details	
Fund type	Canadian Neutral Balanced
Date started	Series A: January 9, 2012 Series T6: January 9, 2012 Series T8: January 9, 2012 Series F: January 15, 2013 Series I: January 9, 2012
Type of units	Series A, Series T6, Series T8, Series F and Series I
Qualified investment for registered plans	Yes

What does the fund invest in?

Investment objective

Empire Life Monthly Income Mutual Fund aims to provide a consistent level of income by investing primarily in a balance of income-oriented Canadian equity and fixed income securities.

We cannot change the Fund's investment objective unless we obtain approval from a majority of the Fund's unitholders at a meeting called for such purpose.

Investment strategies

In order to achieve the Fund's investment objective, the Fund will invest primarily in debt and income-oriented Canadian equity securities. Equity securities may include common shares, preferred shares and securities of investment trusts. Debt securities may include government and corporate bonds, both investment and non-investment grade, from domestic and foreign issuers. The Fund may invest up to approximately 35% of its assets in foreign securities.

The Fund will invest in a mix of equity and fixed income securities.

When selecting equity investments, the portfolio manager will use a value-oriented disciplined security selection process with emphasis on dividends and/or yield. The stock selection process employed by the portfolio manager focuses on the fundamentals of individual stocks with an emphasis on relative value as a prime investment criterion. The portfolio manager weighs the value of an investment by evaluating the strength of each company's management and balance sheet, quality and sustainability of earnings, cash flow generation and competitive positioning. In assessing a company's potential future value, the portfolio manager will consider the economic environment, business risks and the outlook for the company. Investment decisions are made by the portfolio manager based on an estimate of a security's value relative to its price.

When selecting fixed income investments, attractive yields and safety of principal are the portfolio manager's primary focus. The portfolio manager will use both a top-down and bottom-up approach to ensure a thorough understanding of each security in the context of a broad economic picture.

The Fund may also invest in money market instruments such as treasury bills and short-term government and corporate debt securities. Where the portfolio manager determines that it would be more efficient to do so, the Fund may invest up to 30% of its assets in other Empire Life Mutual Funds and/or ETFs that are index participation units under securities legislation in order to gain exposure to certain securities. The

portfolio manager will select underlying funds that it considers would likely give the Fund the exposure that would enable the Fund to achieve its investment objective.

The Fund may use derivatives (including options, futures contracts, forward contracts, and swaps, described under *Derivative risk* in the "What is a mutual fund and what are the risks of investing in a mutual fund?" section of this document) for hedging and non-hedging purposes. The Fund may also write call or put options to generate income. The Fund may use derivatives in order to (1) protect against adverse movements in security prices, (2) reduce the impact of currency fluctuations on the Fund, (3) generate income, (4) gain exposure to a security and/or market without owning it directly. The Fund will use derivatives in conjunction with its other investment strategies and in accordance with the limits, restrictions and practices set by securities legislation, or permitted under exemptive relief obtained from the securities regulators.

The Fund may also engage in securities lending and repurchase or reverse repurchase transactions in accordance with the Fund's investment objective.

As a result of adverse market, economic, political, or other considerations, the Fund may temporarily depart from its investment objective by investing most or all of its assets in cash or fixed-income securities.

The portfolio manager may actively trade the Fund's investments. This can increase trading costs, which lower the Fund's returns. It also increases the possibility that you will receive taxable capital gains if you hold the Fund in a non-registered account.

What are the risks of investing in the Fund?

The following are the risks associated with an investment in the Fund:

	Main Risk	Additional Risk
Asset-backed and mortgage-backed securities risk		•
Capital depletion risk		•
Cash deposit risk		•
Convertible securities risk		•
Credit risk	•	
Currency risk		•
Cybersecurity risk		•
Derivative risk		•
Emerging countries risk		•
Equity risk	•	
Exchange-traded fund risk		•
Floating rate note risk		•
Foreign investment risk		•
Fund-of-funds risk		•
Income trust risk		•
Interest rate risk	•	
Large transaction risk		•

	Main Risk	Additional Risk
Liquidity risk		•
Market disruption risk		•
Repurchase and reverse repurchase transactions and securities lending risk		•
Series risk		•
Small company risk		•
Tax risk		•
Yield fluctuations risk		•

For a detailed description of these risks, see *Specific risks of investing in mutual funds* beginning on page 3.

As at January 22, 2022, The Empire Life Insurance Company held approximately 79.88% of the units of the Fund. Please see *Large transaction risk* on page 9 for a description of the risks associated with possible redemption requests by this investor.

We have assigned a risk rating of low to medium to this Fund. Please see the "Specific information about each of the mutual funds described in this document" section of this document for a description of how we classify this Fund's risk level.

Who should invest in this fund?

You might want to consider this Fund if you are an investor seeking growth and income with reduced volatility through diversified exposure to both equity and fixed income securities. You might want to consider Series T6 or Series T8 of this Fund if you are also seeking an ongoing source of monthly cash flow. To invest in this Fund, you should be willing to accept a low to medium level of risk.

Distribution policy

For all series, the Fund distributes any income and capital gains at least annually in December of each year and may make distributions at other times during the year.

The Fund distributes a fixed amount per unit per month. The amount of the monthly distribution is set at the beginning of each calendar year based on market outlook. The amount of the monthly distribution may be adjusted without notice throughout the year as market conditions change.

For Series A, Series F and Series I units, the Fund will make monthly distributions at a fixed rate of an amount comprised of a return of capital and/or income on the last business day of each month. The monthly distributions are likely to include distributions of income. We may adjust the per unit distribution amounts from time to time. Any income not distributed previously in the year and capital gains will be distributed by the Fund in December of each year.

For Series T6 and Series T8 units, the Fund will make monthly distributions of a return of capital on the last business day of each month. Any income and capital gains on Series T6 and Series T8 units will be distributed in December of each year.

The average monthly distributions of return of capital that are made on Series T6 units of the Fund are expected to be between approximately 5% and 7% of the average NAV of the Fund over the year. For Series T8 units of the Fund, the average monthly distributions of return of capital are expected to be between approximately 7% and 9% of the average NAV of the Fund over the year. We may adjust the per unit distribution amounts from time to time.

A return of capital does not reflect the Fund's investment performance and should not be confused with "yield" or "income". A return of capital reduces the amount of your original investment and may result in the return to you of the entire amount of your original investment. You do not pay tax on a return of capital. Instead, a distribution of a return of capital reduces your adjusted cost base. You should consult a tax expert about the tax implications of receiving a return of capital.

Distributions for units held in our registered plans are always reinvested in additional units of the same series that you hold. Monthly distributions and annual (year-end) distributions will be paid in cash, unless you tell us in writing that you prefer distributions to be reinvested in the same series that you hold.

Fund expenses indirectly borne by investors

Fees and Expenses Payable Over	1 year	3 years	5 years	10 years
Series A	$22.41	$70.66	$123.85	$281.91
Series T6	$22.41	$70.66	$123.85	$281.91
Series T8	$22.52	$71.00	$124.45	$283.29
Series F	$11.68	$36.82	$64.53	$146.89
Series I	$0.00	$0.00	$0.00	$0.00

[Back cover]
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You can find additional information about each Fund in its annual information form, fund facts, management reports of fund performance and its most recently filed annual or interim financial statements. These documents are incorporated by reference into this simplified prospectus. That means they legally form part of this document just as if they were printed in it.

You can get a copy of the Funds' annual information form, fund facts, management reports of fund performance and financial statements at no cost, by calling us at 1-855-823-6883, sending us an email at mutualfund@empire.ca, or by asking your financial advisor.

These documents and other information about the Funds, such as information circulars and material contracts, are also available on our website at www.empirelifeinvestments.ca and at www.sedar.com.

Empire Life Mutual Funds

Series A units, Series T6 units, Series T8 units, Series F and Series I units (unless otherwise indicated) of

Empire Life Emblem Portfolios:

Empire Life Emblem Diversified Income Portfolio (Series A, Series T6, Series F and Series I units only)
Empire Life Emblem Conservative Portfolio (Series A, Series T6, Series F and Series I units only)
Empire Life Emblem Balanced Portfolio
Empire Life Emblem Moderate Growth Portfolio
Empire Life Emblem Growth Portfolio
Empire Life Emblem Aggressive Growth Portfolio

Empire Life Funds:

Empire Life Dividend Growth Mutual Fund
Empire Life Monthly Income Mutual Fund