

NDX GROWTH & INCOME FUND

**NOTICE OF SPECIAL MEETING OF UNITHOLDERS
AND
MANAGEMENT INFORMATION CIRCULAR**

July 29, 2015

**Meeting to be held at 8:30 a.m.
September 11, 2015
1 First Canadian Place
Suite 6300
100 King Street West
Toronto, Ontario**

**NDX GROWTH & INCOME FUND
(the “Fund”)**

**121 King Street West, Suite 2600
Standard Life Centre, P.O. Box 113
Toronto, Ontario
M5H 3T9**

July 29, 2015

Dear Unitholders:

Strathbridge Asset Management Inc. (the “Manager”), the manager of the Fund, invites you to a Special Meeting (the “Meeting”) of unitholders of the Fund to be held on September 11, 2015 at 8:30 a.m. (Toronto time) at 1 First Canadian Place, Suite 6300, 100 King Street West, Toronto, Ontario.

The purpose of the Meeting is to consider and vote upon an extraordinary resolution to change the investment restrictions and investment strategy of the Fund (the “Proposal”). The purpose of the Proposal is to permit the Manager to have greater flexibility in managing the Fund’s portfolio securities and includes changing the investment strategy to enable the Investment Manager to actively manage the portfolio as long as the securities included in the portfolio are included in the NASDAQ-100 IndexSM. This will mean that the Fund will no longer be required to invest at least 75% of its net assets in the top 20 highest yielding constituents of such Index. Since inception, this requirement has inhibited the Fund’s performance as securities whose market prices have dropped significantly still had to be included in the Fund’s portfolio.

In addition, the Manager is proposing to change other investment restrictions to (i) add a limitation on the extent to which the Fund’s assets may be invested in the equity securities of any one issuer to 10% of net asset value; (ii) add the ability of the Fund to have short exposure for non-hedging purposes but only up to 10% of the Fund’s net asset value; (iii) eliminate the limitation on the ability of the Fund to write cash covered put options on securities in which the Fund is permitted to invest; and (iv) eliminate the fixed termination date of the Fund of November 30, 2018 so that the Fund will have no fixed termination date. As part of these changes, the Manager also intends to amend its covered call option writing strategy so that the Fund is no longer limited to writing on a maximum of 33% of the portfolio. This change will provide the Manager with greater flexibility to respond to changes in volatility in the market and will align the Fund with other Strathbridge funds that do not have such a limitation.

The accompanying management information circular (the “Circular”) describes in detail the changes proposed for the Fund. The extraordinary resolution must be approved by a two-thirds majority of votes cast at the Meeting by the unitholders of the Fund.

Attached is a Notice of Special Meeting of Unitholders and the Circular which contain important information relating to the proposed changes to the investment restrictions and investment strategy of the Fund. You are urged to read the Circular carefully. If you are in doubt as to how to deal with the matters described in the Circular, you should consult your advisors.

If you wish to approve the Proposal, please submit a voting instruction form in favour of the extraordinary resolution as soon as possible, and in any event no later than 5:00 p.m. (Toronto time) on September 9, 2015. All unitholders are encouraged to attend the Meeting.

The Board of Directors of the Manager has determined that the Proposal is in the best interests of the Fund and its unitholders. Accordingly, the Board of Directors of the Manager recommends that unitholders vote in favour of the extraordinary resolution to be considered at the Meeting.

Sincerely,

A handwritten signature in cursive script, appearing to read "John P. Mulvihill".

JOHN P. MULVIHILL
President and Chief Executive Officer

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NOTICE OF SPECIAL MEETING OF UNITHOLDERS

TAKE NOTICE that a Special Meeting (the “Meeting”) of unitholders of NDX Growth & Income Fund (the “Fund”) will be held on September 11, 2015 at 8:30 a.m. (Toronto time) at 1 First Canadian Place, Suite 6300, 100 King Street West, Toronto, Ontario for the following purposes:

1. to consider and vote upon an extraordinary resolution relating to the Fund (the “Proposal”) as follows:
 - to change the Fund’s investment restrictions to (i) provide that the Fund may only purchase equity securities of an issuer if it is included in the NASDAQ-100 IndexSM (or funds that provide exposure to such securities) and eliminate the current requirement that at least 75% of the Fund’s assets be included in the top 20 highest yielding constituents of such Index including the requirement that between 3% and 7% of the Fund’s net asset value be invested in each top 20 highest yielding constituent; (ii) add a limitation to the extent to which the Fund’s assets may be invested in the equity securities of any one issuer to 10% of the Fund’s assets; (iii) add the ability of the Fund to have short exposure for non-hedging purposes but only up to 10% of the Fund’s net asset value; and (iv) eliminate the limitation on the ability of the Fund to write cash covered put options on securities in which the Fund is permitted to invest; and
 - to eliminate the fixed termination date of the Fund of November 30, 2018 so that the Fund will have no fixed termination date;
2. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

As required by National Instrument 81-107 – *Independent Review Committee for Investment Funds*, Strathbridge Asset Management Inc., the manager of the Fund, has presented the extraordinary resolution to the independent review committee of the Fund for a recommendation. The independent review committee has reviewed the extraordinary resolution and recommended that the extraordinary resolution be put to unitholders for their consideration on the basis that it achieves a fair and reasonable result for the Fund.

DATED at Toronto, Ontario as of the 29th day of July, 2015.

BY ORDER OF THE BOARD OF DIRECTORS



JOHN P. MULVIHILL
Chairman and President

Note: Reference should be made to the accompanying management information circular for details of the above matters. If you are unable to be present in person at the Meeting, it is requested that you complete and sign the enclosed form of proxy or voting instruction form and return it in the enclosed prepaid envelope provided for that purpose by 5:00 p.m. (Toronto time) on September 9, 2015. Voting instruction forms sent by Broadridge Investor Communication Solutions, Canada may be completed by telephone or through the internet at www.proxyvote.com.

THE FUND

NDX Growth & Income Fund (the “Fund”) is an investment trust established under the laws of the Province of Ontario pursuant to a trust agreement between Strathbridge Asset Management Inc. (“Strathbridge” or the “Manager”), as manager, and RBC Investor Services Trust, as trustee. The principal office of the Fund and Strathbridge is located at 121 King Street West, Suite 2600, Standard Life Centre, P.O. Box 113, Toronto, Ontario.

For further information relating to the Fund, see “Appendix A – Additional Information Regarding Management of the Fund”.

NDX Growth & Income Fund invests in a portfolio consisting primarily of the top 20 highest yielding constituents of the NASDAQ-100 IndexSM. The NASDAQ-100 IndexSM includes 100 of the largest U.S. domestic and international non-financial securities listed on The NASDAQ Stock Market based on market capitalization.

Except as described below, the changes being proposed to the Fund’s investment restrictions and investment strategies do not impact the changes made to them in December 2014. See “Details of the Proposal – Investment Restrictions Going Forward” for a complete list of the fund’s investment restrictions if the Proposal is approved by unitholders.

RATIONALE FOR THE PROPOSAL

The purpose of the Proposal is to permit the Manager to have greater flexibility in managing the Fund’s portfolio securities and includes changing the Fund’s investment restrictions to:

- (i) provide that the Fund may only purchase equity securities of an issuer if it is included in the NASDAQ-100 IndexSM (or funds that provide exposure to such securities) and eliminate the current requirement that at least 75% of the Fund’s assets be included in the top 20 highest yielding constituents of such Index including the requirement that between 3% and 7% of the Fund’s net asset value be invested in each top 20 highest yielding constituent;
- (ii) add a limitation to the extent to which the Fund’s assets may be invested in the equity securities of any one issuer to 10% of the Fund’s assets;
- (iii) add the ability of the Fund to have short exposure for non-hedging purposes but only up to 10% of the Fund’s net asset value; and
- (iv) eliminate the limitation on the ability of the Fund to write cash covered put options on securities in which the Fund is permitted to invest.

In addition under the Proposal, the fixed termination date of the Fund of November 30, 2018 would be eliminated so that the Fund will have no fixed termination date.

As part of these changes, the Manager also intends to amend its covered call option writing strategy so that the Fund is no longer limited to writing on a maximum of 33% of the portfolio. This change will provide the Manager with greater flexibility to respond to changes in volatility in the market and will align the Fund with other Strathbridge funds that do not have such a limitation.

The Manager believes the current investment strategy under which the Fund must invest in the top 20 highest yielding constituents of the NASDAQ-100 IndexSM has significantly hindered Fund

performance relative to the Index since inception. Even though exposure to each such top 20 security may be as low as 3.0% at the time of purchase, the Fund is still required to hold these securities even if the Manager's outlook for such security is negative. While historically the top 20 highest yielding strategy has delivered significant outperformance over long periods of time, the Manager believes there are more significant growth opportunities in NASDAQ-100 IndexSM securities that do not meet the top 20 highest yielding criteria. In fact, since the inception of the Fund a large portion of the strong performance of the NASDAQ-100 IndexSM has come from Apple Inc., Facebook and several biotech companies, none of which are included in the top 20 highest yielding constituents of the NASDAQ-100 IndexSM. A large contributing factor to the underperformance of the Fund relative to the NASDAQ-100 IndexSM has been from non-technology, consumer discretionary stocks such as Mattel Inc., Wynn Resorts and VimpelCom Ltd., which the Fund was required to hold even as the share prices declined dramatically and two of them cut their dividends by over 66% each. Therefore the Manager is proposing to amend the investment strategy and the investment restrictions to allow Strathbridge to actively manage the composition of the portfolio, as long as the equity security is a constituent of the NASDAQ-100 IndexSM. The Manager believes there are still significant opportunities within the NASDAQ-100 IndexSM and these changes offer the best opportunity to generate better returns going forward.

DETAILS OF THE PROPOSAL

Holders of units of the Fund are being asked to pass the extraordinary or special resolution in the form attached hereto as Appendix B to approve the following:

- Change the investment restrictions of the Fund (the "Proposal") as follows:
 - to provide that the Fund may only purchase equity securities of an issuer if it is included in the NASDAQ-100 IndexSM (or funds that provide exposure to such securities) and eliminate the current requirement that at least 75% of the Fund's assets be included in the top 20 highest yielding constituents of such Index including the requirement that between 3% and 7% of the Fund's net asset value be invested in each top 20 highest yielding constituent;
 - to add a limitation to the extent to which the Fund's assets may be invested in the equity securities of any one issuer to 10% of the Fund's assets;
 - to add the ability of the Fund to have short exposure for non-hedging purposes but only up to 10% of the Fund's net asset value; and
 - to eliminate the limitation on the ability of the Fund to write cash covered put options on securities in which the Fund is permitted to invest.
- Eliminate the Fund's fixed termination date of November 30, 2018 so that the Fund will have no fixed termination date.

Investment Restrictions Going Forward

If approved, the Fund's investment restrictions will provide that the Fund may:

- (i) purchase equity securities of an issuer only if such securities are included in the NASDAQ-100 IndexSM, or purchase public investment funds (including exchange traded funds and other Strathbridge funds, provided that no more than 15% of the net asset value of the Fund may be invested in securities of other Strathbridge funds), that provide exposure to such equity securities;

- (ii) not invest at the time of investment more than 10% of the Fund's total assets in equity securities of any one issuer;
- (iii) purchase debt securities only if such securities are cash equivalents;
- (iv) write a call option in respect of any security only if such security is actually held by the Fund in the Fund's portfolio at the time the option is written;
- (v) not dispose of any security that is subject to a call option written by the Fund unless such option has either terminated or expired;
- (vi) not borrow money or enter into any leverage transaction other than as permitted in (vii) below;
- (vii) not have short exposure, other than for purposes of hedging (as defined in National Instrument 81-102), in excess of 10% of the net asset value of the Fund as determined on a daily marked-to-market basis;
- (viii) write put options in respect of any security only if (a) the Fund is permitted to invest in such security in the Fund's portfolio, and (b) so long as the options are exercisable, the Fund continues to hold cash equivalents sufficient to acquire the securities underlying the options at the aggregate strike prices of such options;
- (ix) reduce the total amount of cash equivalents held by the Fund only if the total amount of cash equivalents held by the Fund remains an amount not less than the aggregate strike price of all outstanding put options written by the Fund;
- (x) invest not more than 10% of its net assets to purchase call options in respect of securities in which the Fund is permitted to invest;
- (xi) purchase call options and put options with the effect of closing out existing call options and put options written by the Fund;
- (xii) purchase put options on individual securities in the Fund's portfolio, indexed put options, and, notwithstanding paragraphs (i) and (iii), unleveraged inverse exchange traded funds that provide exposure to the NASDAQ-100 IndexSM, provided that after such purchase, no more than an aggregate of 25% of the net asset value of the Fund is invested in such securities.
- (xiii) purchase derivatives or enter into derivatives or other transactions to facilitate achieving the investment objectives of the Fund;
- (xiv) not undertake any activity, take any action, omit to take any action or make or hold any investment that would result in the Fund failing to qualify as a "mutual fund trust" within the meaning of the *Income Tax Act* (Canada) (the "Tax Act");
- (xv) not make or hold any investment that would result in the Fund becoming a "SIFT trust" within the meaning of subsection 122.1(1) of the Tax Act;
- (xvi) not invest in: (i) any security that is an offshore investment fund property that would require the Fund to include significant amounts in the Fund's income pursuant to section

94.1 of the Tax Act; or (ii) any interest in a non-resident trust that would require the Fund to include amounts in income in connection with such interest pursuant to sections 91, 94 or 94.2 of the Tax Act;

- (xvii) not invest in any security that would be a “tax shelter investment” within the meaning of the Tax Act; and
- (xviii) not invest in any security of an issuer that would be a foreign affiliate of the Fund for purposes of the Tax Act.

Notwithstanding the foregoing, at the Manager’s discretion, the Fund may be invested entirely in cash or cash equivalents.

In addition to the risk factors associated with an investment in Units of the Fund as set forth in the Fund’s annual information form dated March 31, 2015 which is incorporated by reference herein, there are risks associated with the Fund selling securities short. A short sale is effected by selling a security which the Fund does not own. In order to make delivery to the buyer of a security sold short, the Fund must borrow the security. In so doing, it incurs the obligation to replace that security, whatever its price may be, at the time it is required to deliver it to the lender. The Fund must also pay to the lender of the security any dividends or interest payable on the security during the borrowing period and may have to pay a premium to borrow the security. This obligation must be collateralized by a deposit of cash or marketable securities with the lender. Short selling is subject to a theoretically unlimited risk of loss because there is no limit on how much the price of a security may appreciate before the short position is closed out. There can be no assurance that the securities necessary to cover the short position will be available for purchase by the Fund. In addition, purchasing securities to close out the short position can itself cause the price of the relevant securities to rise further, thereby increasing the loss incurred by the Fund. Furthermore, the Fund may prematurely be forced to close out a short position if a counterparty from which the Fund borrowed securities demands their return, resulting in a loss on what might otherwise have been ultimately a profitable position.

Market regulators in various jurisdictions have at times taken measures to impose restrictions on the ability of investors to enter into short sales, including the imposition of a complete prohibition on taking short positions in respect of certain issuers. Such restrictions may negatively affect the ability of the Fund to implement its strategies and/or they could cause the Fund to incur losses. It cannot be determined how future regulations may limit the Fund’s ability to engage in short selling and how such limitations may impact the Fund’s performance.

No Fixed Termination Date

Eliminating the fixed termination date will mean that going forward the Manager may, in its discretion, terminate the Fund without the approval of Unitholders if, in the opinion of the Manager after consulting with its Advisory Board, the net asset value of the Fund has been reduced as a result of redemptions or otherwise such that it is no longer economically feasible to continue the Fund and it would be in the best interests of the unitholders to terminate the Fund. In such circumstances, the Manager will provide at least 30 and no more than 60 days’ notice to unitholders of the termination date and will issue a press release at least ten days in advance thereof.

RECOMMENDATION OF THE BOARD OF DIRECTORS

The Board of Directors of the Manager has determined that the Proposal contained in the extraordinary resolution is in the best interests of the Fund and its unitholders and unanimously

recommends that the unitholders vote in favour of the extraordinary resolution. The changes to the investment restrictions and investment strategy of the Fund are recommended because:

- they will provide the Manager with greater flexibility to achieve the Fund’s investment objectives more efficiently without significantly altering the nature of the Fund’s portfolio investments;
- they will provide the Manager with greater flexibility to manage the Fund’s portfolios and provide alternative methods in which to generate additional returns for the Funds;
- they will allow the Manager to use a broad range of investment strategies to react to changing or volatile markets for the benefit of the Fund; and
- they will not result in a disposition of the units of the Fund for tax purposes.

As required by National Instrument 81-107 – *Independent Review Committee for Investment Funds*, Strathbridge Asset Management Inc., the manager of the Fund, has presented the extraordinary resolution to the independent review committee of the Fund for a recommendation. The independent review committee has reviewed the extraordinary resolution and recommended that the extraordinary resolution be put to unitholders for their consideration on the basis that it achieves a fair and reasonable result for the Fund.

EXPENSES OF THE PROPOSAL

Whether or not the extraordinary resolution is approved, all costs associated with the change in the investment restrictions and investment strategy of the Fund will be borne by the Fund. These costs are estimated to be \$70,000.

TERMINATION OF THE PROPOSAL

The Proposal may, at any time before or after the holding of the Meeting, be terminated by the Board of Directors of the Manager without further notice to, or action on the part of, unitholders if the Board of Directors of the Manager determines in its sole judgement that it would be inadvisable for the Fund to proceed with the Proposal.

INTERESTS OF MANAGEMENT AND OTHERS IN THE PROPOSAL

Strathbridge is the manager and investment manager of the Fund. Strathbridge receives a fee for providing management and investment management services from the Fund as described in “Appendix A – Additional Information Regarding Management of the Fund”.

CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Osler, Hoskin & Harcourt LLP, counsel to the Fund, the following is a summary of the principal Canadian federal income tax considerations relating to the extraordinary resolution that are generally applicable to holders of units of the Fund who, at all relevant times, for purposes of the *Income Tax Act* (Canada) and the regulations thereunder (the “Tax Act”), are resident or are deemed to be resident in Canada, hold their units as capital property, have not with respect to their units entered into a derivative forward agreement as defined in the Tax Act and deal at arm’s length with and are not affiliated with the Fund. Certain holders whose securities might not otherwise qualify as capital property may be entitled to make the irrevocable election in the circumstances permitted by subsection 39(4) of the Tax Act to deem such securities (and all other Canadian securities owned by the holder) to be capital property. Holders considering making such an election should consult their own tax advisors.

This summary is based on the current provisions of the Tax Act, all specific proposals to amend the Tax Act and regulations publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof and counsel's understanding of the current administrative policies and assessing practices of Canada Revenue Agency ("CRA") published in writing prior to the date hereof. This summary is not exhaustive of all possible Canadian federal income tax considerations and, except as mentioned above, does not anticipate any changes in the relevant laws, whether by judicial, governmental or legislative action or decision, nor any changes in the administrative policies or assessing practices of CRA, nor does it take into account provincial, territorial or foreign tax considerations, which may differ significantly from those discussed herein. This summary also relies on advice from the Fund relating to certain factual matters.

This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular unitholder of the Fund, and no representations with respect to the income tax consequences to any particular unitholder are made. Accordingly, unitholders should consult their own tax advisors for advice with respect to the tax consequences to them of the Proposal.

The changes set forth in the extraordinary resolution, as described in Appendix B of the Circular, will not constitute a disposition of units of the Fund if the extraordinary resolution is approved and implemented.

VOTING SECURITIES AND PRINCIPAL SECURITYHOLDERS

As of July 28, 2015, there are 3,114,451 Class A units and 190,925 Class U units of the Fund outstanding.

As of July 28, 2015, to the knowledge of the directors and officers of the Manager no person owned of record more than 10% of the outstanding units of any class of the Fund other than CDS & Co., the nominee of CDS, which holds all of the units of the Fund as registered owner for various brokers and other persons on behalf of their clients and others. The names of the beneficial owners of such units are not known to the Fund.

GENERAL PROXY INFORMATION

Management Information Circular

This management information circular (the "Circular") is furnished in connection with the solicitation of proxies by management of the Fund to be used at a meeting of unitholders of the Fund (the "Meeting") for the purposes set out in the Notice of Special Meeting of Unitholders (the "Notice") accompanying this Circular or at any adjournment thereof. The Meeting will be held on September 11, 2015 at 8:30 a.m. (Toronto time) at 1 First Canadian Place, Suite 6300, 100 King Street West, Toronto, Ontario. Solicitation of proxies will be by mail, and may be supplemented by telephone or other personal contact by representatives or agents of the Fund.

Proxy Information, Record Date, Voting Rights and Quorum

To be used at the Meeting, a proxy must be deposited with Computershare Investor Services Inc. ("Computershare") by delivery to its principal offices in Toronto at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department at any time up to 5:00 p.m. (Toronto time) on September 9, 2015 or with the Chair of the Meeting prior to the commencement of the Meeting on the day of the Meeting or the day of any adjournment of the Meeting.

Only unitholders of record at the close of business on August 5, 2015 will be entitled to receive notice of the Meeting and to vote in respect of the matters to be voted at the Meeting or any adjournment thereof, including the extraordinary resolution.

With respect to each matter properly before the Meeting, a unitholder shall be entitled to one vote for each unit registered in the name of such unitholder. In order to become effective, the extraordinary resolution must be approved by holders of at least 66⅔% of the units represented in person or by proxy at the Meeting voting together as a class.

A quorum at the Meeting will consist of unitholders present in person or represented by proxy holding not less than 10% of the outstanding units of each class permitted to vote at the Meeting. If the quorum requirement is not satisfied within one-half hour of the scheduled time for the Meeting, then the Meeting will be adjourned by the Chair of the Meeting. If adjourned, the Meeting will be rescheduled to 8:30 a.m. (Toronto time) on September 21, 2015. At the adjourned Meeting, the business of the Meeting will be transacted by those unitholders present in person or represented by proxy.

Appointment of Proxy Holders

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

Discretionary Authority of Proxies

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

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

Alternate Proxy

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

On any ballot that may be called for at the Meeting, all units in respect of which the management appointees named in the accompanying proxy form have been appointed to act will be voted in

accordance with the specification of the unitholder signing the proxy form. If the unitholder specifies a choice with respect to any matter to be acted upon, the units will be voted accordingly. If no such specification is made, the units may be voted in accordance with the best judgement of the person named in the proxy form. Furthermore, the person named in the proxy form will have discretionary authority with respect to any amendments to the matters set forth in the Notice and with respect to any other matters that may properly come before the Meeting, and will vote on such amendments and other matters in accordance with the best judgment of the person named in the proxy form.

Revocation of Proxies

If the accompanying form of proxy is executed and returned, the proxy may nevertheless be revoked by an instrument in writing executed by the unitholder or his or her attorney authorized in writing, as well as in any other manner permitted by law. Any such instrument revoking a proxy must either be deposited (a) at the principal offices of Computershare at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department no later than 5:00 p.m. (Toronto time) on the day before the day of the Meeting or (b) with the Chair of the Meeting on the day of the Meeting or any adjournment thereof. If the instrument of revocation is deposited with the Chair on the day of the Meeting or any adjournment thereof, the instrument will not be effective with respect to any matter on which a vote has already been cast pursuant to that proxy.

Solicitation of Proxies

In addition to solicitation by mail, officers and directors of Strathbridge may, without additional compensation, solicit proxies personally or by telephone.

Advice to Beneficial Holders of Units

The information set forth in this section is of significant importance to beneficial holders of units of the Fund (“Beneficial Holders”). The units of the Fund are held in book-entry form in the name of CDS & Co., the nominee of CDS, and not in the name of Beneficial Holders. Beneficial Holders should note that only proxies deposited by unitholders whose names appear on the records of the Fund as the registered holders of units can be recognized and acted upon at the Meeting. Units held by brokers, dealers or their nominees through CDS & Co. can only be voted upon the instructions of the Beneficial Holder. Without specific instructions, CDS & Co. and brokers, dealers and their nominees are prohibited from voting units for their clients. The Fund does not know for whose benefit the units of the Fund registered in the name of CDS & Co. are held. Therefore, Beneficial Holders cannot be recognized at the Meeting for purposes of voting their units in person or by way of proxy unless they comply with the procedures described below.

Applicable regulatory policy requires brokers, dealers and other intermediaries to seek voting instructions from Beneficial Holders in advance of the Meeting. Every intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Holders in order to ensure that their units are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Holder by its intermediary is identical to that provided to registered unitholders. However, its purpose is limited to instructing the registered unitholders how to vote on behalf of the Beneficial Holders. The majority of intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communication Solutions, Canada (“Broadridge”). Broadridge typically prepares a voting instruction form that it mails to the Beneficial Holders and asks Beneficial Holders to complete and return directly to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of securities to be represented at the Meeting. **A Beneficial Holder receiving a voting instruction form cannot use that form to vote units**

directly at the Meeting. Rather, the voting instruction form must be returned to Broadridge well in advance of the Meeting to have the units voted.

If you are a Beneficial Holder and wish to vote in person at the Meeting, please contact your broker, dealer or other intermediary well in advance of the Meeting to determine how you can do so. Voting instruction forms sent by Broadridge may be completed by telephone or through the internet at www.proxyvote.com.

If you are a holder of units of the Fund and wish to vote in favour of the Proposal in respect of the Fund, you should submit a voting instruction form in favour of the extraordinary resolution well in advance of the 5:00 p.m. (Toronto time) deadline on September 9, 2015 for the deposit of proxies.

FORWARD-LOOKING STATEMENTS

Certain statements in this Circular are forward-looking statements, including those identified by the expressions “anticipate”, “believe”, “plan”, “estimate”, “expect”, “intend” and similar expressions to the extent they relate to the Fund or Strathbridge. Forward-looking statements are not historical facts but reflect the current expectations of the Fund or Strathbridge regarding future results or events. Such forward-looking statements reflect the Fund’s or Strathbridge’s current beliefs and are based on information currently available to them. Forward-looking statements involve significant risks and uncertainties. A number of factors could cause actual results or events to differ materially from current expectations. Some of these risks, uncertainties and other factors are described under the heading “Risk Factors” in the annual information form of NDX Growth & Income Fund dated March 31, 2015. Although the forward-looking statements contained in this Circular are based upon assumptions that the Fund or Strathbridge believe to be reasonable, neither the Fund nor Strathbridge can assure investors that actual results will be consistent with these forward-looking statements. The forward-looking statements contained herein were prepared for the purpose of providing unitholder with information about the Fund and may not be appropriate for other purposes. Neither the Fund nor Strathbridge assumes any obligation to update or revise them to reflect new events or circumstances, except as required by law.

DOCUMENTS INCORPORATED BY REFERENCE

Additional information relating to the units of the Fund, the Fund and the risks associated with an investment therein are described in the Fund’s annual information form which is specifically incorporated by reference into, and forms an integral part of, this Circular. Any statement contained herein or in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Circular to the extent that a statement contained herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Circular. Information on any website maintained by the Fund or Strathbridge does not constitute a part of this Circular. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purpose that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

A copy of the Fund’s annual information form is available on SEDAR at www.sedar.com. Copies of this document will be promptly provided by the Manager free of charge upon request. See “Additional Information”.

ADDITIONAL INFORMATION

Financial information about the Fund is available in the Fund's comparative financial statements and management report of fund performance for its most recently completed financial year. These documents and other information about the Fund are available on SEDAR at www.sedar.com. Copies of these documents will be promptly provided by the Manager free of charge upon request. To make such a request, call toll-free at 1-800-725-7172, write to Investor Relations, Strathbridge Asset Management Inc., 121 King Street West, Suite 2600, Standard Life Centre, P.O. Box 113, Toronto, Ontario, M5H 3T9, e-mail info@strathbridge.com or visit the Fund's website at www.strathbridge.com.

Approval by the Board of Directors

The Board of Directors of the Manager has approved the contents and the sending of this Circular to unitholders.

DATED as of the 29th day of July, 2015.



JOHN P. MULVIHILL
Chairman and President

**APPENDIX A
ADDITIONAL INFORMATION REGARDING
MANAGEMENT OF THE FUND**

Capitalized terms used but not defined in this Appendix shall have the meanings attributed to them in the management information circular of NDX Growth & Income Fund dated July 29, 2015.

The Manager

Strathbridge is the manager and investment manager of the Fund pursuant to a trust agreement between Strathbridge, as manager of the Fund and RBC Investor Services Trust, as trustee of the Fund.

Strathbridge receives fees for its services as manager and investment manager under the trust agreement equal to an annual rate of 1.00% of the Fund's net asset value, calculated and payable monthly, plus applicable taxes and is reimbursed for all reasonable costs and expenses incurred by it on behalf of the Fund. In addition, Strathbridge and each of its directors, officers and employees will be indemnified by the Fund for all liabilities, costs and expenses incurred in connection with any action, suit or proceeding that is proposed or commenced or other claim that is made against Strathbridge or any of its directors, officers or employees in the exercise of the duties of manager, except those resulting from Strathbridge's wilful misconduct, bad faith, negligence or breach of its obligations under the trust agreement.

Strathbridge may resign upon 60 days' notice to trustee of the Fund and to the unitholders of the Fund. If Strathbridge resigns it may appoint its successor, but its successor must be approved by unitholders of the Fund unless it is an affiliate of Strathbridge. If Strathbridge is in material default of its obligations under the trust agreement and such default has not been cured within 30 days after notice of the same has been given to Strathbridge, the trustee of the Fund shall give notice thereof to unitholders and the unitholders of the Fund may direct the trustee of the Fund to remove Strathbridge and appoint a successor manager.

The name and municipality of residence, position held with Strathbridge and current principal occupation of each of the directors and officers of Strathbridge are as follows:

<i>Name and Municipality of Residence</i>	<i>Principal Occupation</i>
JOHN P. MULVIHILL Toronto, Ontario	Chairman, President, Chief Executive Officer, Secretary and Director, Strathbridge
JOHN D. GERMAIN Etobicoke, Ontario	Senior Vice-President, Chief Financial Officer and Director, Strathbridge
DAVID E. ROODE Toronto, Ontario	President, Fund Services and Director, Strathbridge
PEGGY SHIU Toronto, Ontario	Vice-President, Chief Compliance Officer, Strathbridge
JACK WAY Toronto, Ontario	Vice-President – Portfolio Manager, Strathbridge

***Name and
Municipality of Residence Principal Occupation***

JEFF DOBSON Vice-President – Portfolio Manager, Strathbridge
Milton, Ontario

AARON HO Vice-President – Finance, Strathbridge
Richmond Hill, Ontario

John P. Mulvihill, Peggy Shiu, Jack Way and David Roode have held their position with Strathbridge or an affiliate during the five years preceding the date hereof. John D. Germain joined Strathbridge in March 1997, became Senior Vice-President on May 1, 2009, was made a director on September 1, 2010 and Chief Financial Officer on October 8, 2010. Jeff Dobson joined Strathbridge in April 2001 and was made a Vice-President on September 7, 2010. In July 2008, Aaron Ho rejoined Strathbridge from Citigroup Fund Services Canada Inc. where he had been since January 2007 and was made a Vice-President on October 1, 2010.

APPENDIX B
NDX GROWTH & INCOME FUND
(the “Fund”)

BE IT RESOLVED AS AN EXTRAORDINARY RESOLUTION THAT:

1. The investment restrictions of the Fund be amended:
 - (a) so that the Fund may only purchase equity securities of an issuer if it is included in the NASDAQ-100 IndexSM (or funds that provide exposure to such securities) and to eliminate the current requirement that at least 75% of the Fund’s assets be included in the top 20 highest yielding constituents of such Index including the requirement that between 3% and 7% of the Fund’s net asset value be invested in each top 20 highest yielding constituent;
 - (b) to add a limitation to the extent to which the Fund’s assets may be invested in the equity securities of any one issuer to 10% of the Fund’s assets;
 - (c) to add the ability of the Fund to have short exposure for non-hedging purposes but only up to 10% of the Fund’s net asset value; and
 - (d) to eliminate the limitation on the ability of the Fund to write cash covered put options on securities in which the Fund is permitted to invest.
2. The Fund’s trust agreement be amended to eliminate the fixed termination date of November 30, 2018 so that the Fund will have no fixed termination date.
3. The trust agreement between the Strathbridge Asset Management Inc. (the “Manager”), the manager of the Fund, and RBC Investor Services Trust, in respect of the Fund, be amended, as required, in order to implement the amendments to the Fund’s investment restrictions set forth in paragraph 1 above.
4. The directors and officers of the Manager are hereby authorized and directed to take such action and to execute and deliver such documentation as may be necessary or desirable for the implementation of this Special Resolution.
5. Notwithstanding the provisions hereof, the directors of the Manager may revoke this Special Resolution at any time without further approval of the unitholders of the Fund.



NDX

GROWTH & INCOME FUND