

**AMENDMENT NO. 1 DATED AUGUST 18, 2011  
TO THE ANNUAL INFORMATION FORM DATED MAY 25, 2011  
(the "AIF")**

**in respect of:**

**IA Clarington Target Click 2015 Fund (Series A and F)  
IA Clarington Target Click 2020 Fund (Series A and F)  
IA Clarington Target Click 2025 Fund (Series A and F)  
IA Clarington Target Click 2030 Fund (Series A and F)**

(collectively, the “**Funds**”)

Unless otherwise specifically defined, the terms used herein have the respective meanings set out in the AIF.

**Introduction**

The Manager is proposing to change the portfolio advisor of the Funds to its affiliate, Industrial Alliance Investment Management Inc. and to reduce the management fees paid by the Funds. As a result, BNP Paribas Investment Partners Canada Ltd. will cease to act as portfolio advisor of the Funds and BNP Paribas Asset Management SAS will cease to act as sub-advisor of the Funds.

The Manager also intends to change the Underlying Fund which forms part of the active component of each Fund’s portfolio from BNP Paribas Global Equity Exposure Fund to IA Clarington Global Equity Exposure Fund, a new mutual fund that will be created and managed by the Manager. It is anticipated that IA Clarington Global Equity Exposure Fund will have substantially similar investment objectives and strategies as the current Underlying Fund.

In addition, the Manager also intends to replace the Funds’ guarantee from Fortis Bank S.A./N.V. (“Fortis Bank”) with a guarantee in favour of each Fund from its parent company, Industrial Alliance Insurance and Financial Services Inc. (“Industrial Alliance”). The guarantee provided by Industrial Alliance will be on substantially the same terms as the guarantee that is currently provided to the Funds by Fortis Bank. Industrial Alliance is a leading financial institution in Canada and an industry leader in the insurance and financial services sector. Industrial Alliance is listed on the Toronto Stock Exchange under the symbol “IAG”. The long-term debt of Industrial Alliance was rated A+ by Standard & Poor’s Ratings as of August 18, 2011. Further information concerning Industrial Alliance is available free of charge on its Internet site at [www.inalco.com](http://www.inalco.com).

The Manager believes that these changes will be beneficial to investors, as the Funds will continue to provide global investment exposure, backed by a guarantee which is provided on substantially the same terms as the current guarantee, but at a lower cost.

The independent review committee of the Funds has reviewed the above changes proposed by the Manager and has provided its positive recommendation that these changes would achieve a fair and reasonable result for the Funds.

It is anticipated that these changes will take effect on or about November 30, 2011, subject to obtaining regulatory approval for the offering of units of IA Clarington Global Equity Exposure Fund to the public.

### **Details of Amendments**

The AIF is hereby amended as follows, effective as of the date of the changes, which is expected to be on or about November 30, 2011:

#### **(a) Description of Units**

The fifth sentence of the first paragraph under the heading “Description of Units” on page 2 of the AIF is deleted in its entirety and replaced with the following:

Series A, Series B, Series E, Series E5, Series E6, Series F, Series F5, Series F6, Series F8, Series F10, Series I, Series L, Series L5, Series L6, Series L8, Series L10, Series LM, Series M, Series M6, Series M8, Series O, Series Q, Series T, Series T5, Series T6, Series T8, Series T10, Series V, Series X and Series Y securities are offered by some of the other IA Clarington Funds.

The third sentence of the third paragraph under the heading “Description of Units” on page 2 of the AIF is deleted in its entirety and replaced with the following:

Industrial Alliance has provided a guarantee (the “Guarantee”) to the Funds that, on the Maturity Date of each Fund, the Fund will have sufficient assets to pay to investors an amount for each outstanding unit equal to the greatest of the following three values: \$10.00 per unit (the series net asset value per unit of each series on the start date of the Fund), the highest month-end series net asset value per unit during the period from the start date of the Fund until the Maturity Date of the Fund or the series net asset value per unit on the Maturity Date of the Fund (the “Guaranteed Value”).

#### **(b) Guaranteed Value**

The first sentence of the first paragraph under the heading “Guaranteed Value” on page 14 of the AIF is deleted in its entirety and replaced with the following:

Industrial Alliance has provided a guarantee to the Funds that, on the Maturity Date of each such Fund, the Fund will have sufficient assets to pay to investors an amount for each outstanding unit equal to the greatest of the following three values: (i) \$10.00, (ii) the highest month-end series NAV per unit during the period from

the start date of the Fund until the Maturity Date of the Fund or  
(iii) the series NAV per unit on the Maturity Date of the Fund.

The first sentence of the fourth paragraph under the heading “Guaranteed Value” on page 15 of the AIF is deleted in its entirety and replaced with the following:

The Maturity Date of a Fund may be accelerated to a date prior to the scheduled Maturity Date if the Manager determines that the Fund’s asset size is not economically viable, if the Portfolio Advisor resigns or is terminated and the Manager determines that a replacement portfolio advisor and/or guarantor will not be appointed or if the Manager determines that it is in the best interests of investors to accelerate the Maturity Date of the Fund.

**(c) Management of the Funds**

The following rows are added to the end of the table listing the names and municipalities of residence of the directors and officers of the Manager, and their positions and offices, beginning on page 18 of the AIF:

Daniel Bastasic  
Oakville, Ontario

Senior Vice-  
President,  
Investments

Senior Vice-President, Investments of the  
Manager since June 2011. Prior thereto  
Senior Vice-President, Investments,  
Mackenzie Financial Corporation.

**(d) Portfolio Advisor**

The section under the heading “Portfolio Advisor” beginning on page 21 of the AIF is deleted in its entirety and replaced with the following:

The Manager has retained Industrial Alliance Investment Management Inc. (“IAIM”) of Québec City, Québec to act as the portfolio advisor of the Funds. IAIM is responsible for providing, or causing to be provided, investment analysis to the Funds and for making, or causing to be made, investment recommendations to the Manager and investment decisions for the Funds’ portfolios.

The Manager has entered into an investment advisory agreement dated as of July 4, 2007 with IAIM that sets out its duties as portfolio advisor. The investment advisory agreement continues in effect until terminated. It may be terminated by either party without notice.

The name, title and length of service of the person employed by the Portfolio Advisor who is principally responsible for overseeing the day-to-day management of the Funds and the implementation of their investment strategy are detailed below:

<b><u>Name and Municipality of Residence</u></b>	<b><u>Position and Office</u></b>	<b><u>Principal Business Association During Preceding Five Years</u></b>	
François Lalande Lévis, Québec	Vice President of Portfolio Management, Portfolio Manager, Fixed Income	November 2006 to present:	Vice President, Portfolio Management, Portfolio Manager, Fixed Income, IAIM
		January 1998 to November 2006:	Director, Portfolio Management, Portfolio Manager, Fixed Income, IAIM

All investments proposed by the above individual in respect of a Fund's portfolio are initially evaluated using a risk management system developed by the Portfolio Advisor and its affiliates. These trades are then reviewed by a designated officer of the Portfolio Advisor to ensure that they comply with the Fund's investment objective and strategies. In addition, the overall portfolio of each Fund is regularly reviewed by non-trading staff of the Portfolio Advisor.

Industrial Alliance has provided the Guarantee to the Funds. The Guarantee may be terminated by Industrial Alliance only if IAIM, or another affiliate of, or entity acceptable to, Industrial Alliance, ceases to be the portfolio advisor of the Funds. However, under the terms of the investment advisory agreement, if IAIM gives notice of termination of that agreement, it is required to use all reasonable efforts to either find a suitable replacement guarantor or cause Industrial Alliance to confirm in writing that it will continue to provide the Guarantee. If Industrial Alliance gives notice of its intention to terminate the Guarantee, the Manager expects that it will either find an acceptable replacement guarantor or the Maturity Date of the Funds will be accelerated prior to the termination of the existing Guarantee.

It is also possible that, notwithstanding the A+ credit rating by Standard & Poor's of Industrial Alliance as of August 18, 2011, the financial position of Industrial Alliance could deteriorate, resulting in it being unable to satisfy its obligations under the Guarantee. No entity or person, including IA Clarington, is obligated to make up any shortfall in the event that Industrial Alliance defaults on its obligations and the Fund's assets are insufficient to pay out the Guaranteed Value on the scheduled Maturity Date. Further information concerning Industrial Alliance is available free of charge on its Internet site at [www.inalco.com](http://www.inalco.com). For further details, please refer to the Simplified Prospectus of the Funds.

**(e) Brokerage Arrangements**

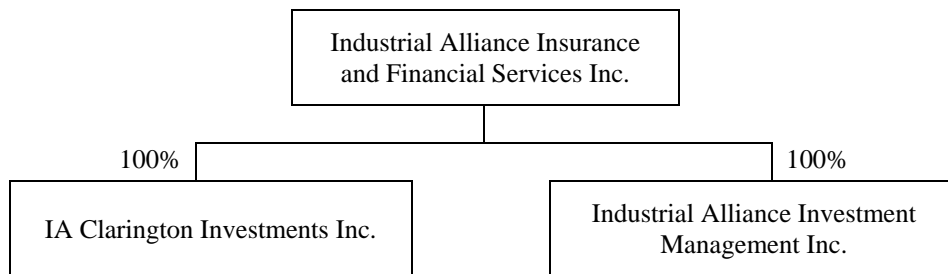
All references to the “Sub-Advisor” under the heading “Brokerage Arrangements” on page 23 of the AIF are deleted and replaced with “Portfolio Advisor”.

**(f) Affiliated Entities**

The language and chart under the heading “Affiliated Entities” on page 24 of the AIF are deleted in their entirety and replaced with the following:

As of the date of this annual information form, Industrial Alliance and IAIM are the only persons or companies that are “affiliated entities” of the Manager and provide services to the Funds or to the Manager in relation to the Funds. The amount of fees received from a Fund by Industrial Alliance or IAIM in a financial year, if any, is in the applicable audited annual financial statements of the Fund. IAIM provides portfolio management services to the Funds. Industrial Alliance provides the Guarantee to the Funds and provides fund accounting and portfolio valuation services in connection with the Funds, and provides certain back office and administration services to the Manager. Certain of the officers and directors of the Manager are also officers and/or directors of Industrial Alliance and/or IAIM. Particulars of these relationships are shown in the table starting on page 18.

The following diagram shows the corporate relationship between the Manager, Industrial Alliance and IAIM as at the date of this Annual Information Form:



**(g) Policies Regarding Proxy Voting**

The first sentence of the fifth paragraph under the heading “Policies Regarding Proxy Voting” on page 26 of the AIF is deleted in its entirety and replaced with the following:

Where any vote involves a conflict of interest between the Fund, on the one hand, and the Manager or the Portfolio Advisor, on the other hand, the Manager shall, if the vote does not involve a conflict of interest with the Manager, vote the Underlying Fund’s units.

**(h) Material Contracts**

The fifth point under the heading “Material Contracts” on page 29 of the AIF is deleted in its entirety and replaced with the following:

5. Guarantee Letter made by Industrial Alliance in favour of the Funds and the Manager.

## Certificate of the Funds, Manager and Promoter

IA Clarington Target Click 2015 Fund (Series A and F)  
IA Clarington Target Click 2020 Fund (Series A and F)  
IA Clarington Target Click 2025 Fund (Series A and F)  
IA Clarington Target Click 2030 Fund (Series A and F)

(collectively, the "Funds")

This Amendment No. 1 dated August 18, 2011, together with the Annual Information Form dated May 25, 2011, and the Simplified Prospectus dated May 25, 2011, as amended by Amendment No. 1 dated August 18, 2011, and the documents incorporated by reference into the Simplified Prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the Simplified Prospectus, as amended, as required by the securities legislation of each of the provinces and territories of Canada and do not contain any misrepresentation.

Dated: August 18, 2011

(signed) "Normand Pépin"

Normand Pépin  
Chief Executive Officer  
IA Clarington Investments Inc.

(signed) "Nancy Cappadocia"

Nancy Cappadocia  
Vice-President, Finance  
and Chief Financial Officer  
IA Clarington Investments Inc.

**On behalf of the Board of Directors of IA Clarington Investments Inc.  
as Trustee, Manager and Promoter of the Funds**

(signed) "David Scandiffio"

David Scandiffio  
Director

(signed) "André Dubuc"

André Dubuc  
Director