

IA Clarington Investments Inc.

Annual Information Form

January 30, 2012

IA Clarington Global Equity Exposure Fund (Series I) (the “Fund”)

No securities regulatory authority has expressed an opinion about the merits of the Fund’s units and it is an offence to claim otherwise. The Fund and the units of the Fund offered under this Annual Information Form 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.

IA Clarington Investments Inc. also offers the IA Clarington Target Click Funds and other IA Clarington mutual funds, which are each described in separate simplified prospectuses and annual information forms.

Table of Contents

Formation and History of the Fund.....	1
Investment Restrictions and Practices of the Fund.....	1
Description of Units.....	2
Calculation of Net Asset Value and Valuation of Portfolio Securities.....	3
Purchase of Units	6
Redemption of Units.....	7
Short-Term Trading Fees.....	8
Management of the Fund	9
Portfolio Advisor	12
Brokerage Arrangements	12
Custodian	13
Auditor	13
Registrar and Transfer Agent.....	13
Principal Holders of Securities	13
Affiliated Entities.....	14
Fund Governance	14
Income Tax Considerations	16
Material Contracts.....	19
Independent Auditor’s Consent	20
Certificate of the Fund, Manager and Promoter	21

Formation and History of the Fund

IA Clarington Global Equity Exposure Fund (the “Fund”) is an open-end mutual fund trust established under the laws of Ontario by a master declaration of trust dated August 28, 2000, as amended and restated as of June 25, 2004 and June 22, 2005, which was assigned to IA Clarington Investments Inc. on June 30, 2006 and further amended and restated as of September 15, 2006, July 4, 2007, October 31, 2007, July 4, 2008, November 19, 2008, November 20, 2009 and August 8, 2011 (the “Master Declaration of Trust”). The Master Declaration of Trust establishes IA Clarington Investments Inc. as the trustee of the Fund (the “Trustee”). Any schedules to or regulations under the Master Declaration of Trust may be amended from time to time to add a mutual fund trust or remove the Fund. The Master Declaration of Trust provides that the Trustee may terminate the Fund as of a date not earlier than 60 days following the mailing of notice of termination to unitholders.

The manager of the Fund is IA Clarington Investments Inc. (the “Manager”, “IA Clarington”, “we” or “us”). The Manager was formed by the amalgamation of IA Clarington Investments Inc. and Sarbit Asset Management Inc. on January 1, 2009. On January 1, 2011, IA Clarington also amalgamated with Industrial Alliance Mutual Funds Inc. The former IA Clarington Investments Inc. was created on July 27, 1999 and originally named BLC-Edmond de Rothschild Asset Management Inc. It changed its name to Industrial Alliance Fund Management Inc. on January 19, 2005 and to IA Clarington Investments Inc. on June 30, 2006.

IA Clarington Investments Inc. is a wholly owned subsidiary of Industrial Alliance Insurance and Financial Services Inc. (“Industrial Alliance”).

The Fund’s office is located at 522 University Avenue, Suite 700, Toronto, Ontario, M5G 1Y7. The Manager’s head office is located at 1080 Grande Allée Ouest, Québec City, Québec, G1K 7M3.

We manage other IA Clarington Funds, including IA Clarington Strategic Corporate Bond Fund, and the IA Clarington Target Click Funds which are offered for sale pursuant to separate simplified prospectuses and annual information forms dated July 12, 2011, September 16, 2011 and May 25, 2011, respectively. The Fund, IA Clarington Strategic Corporate Bond Fund, the other IA Clarington Funds and the IA Clarington Target Click Funds are collectively referred to as the “IA Clarington Funds”.

Investment Restrictions and Practices of the Fund

Investment Restrictions

The Fund is subject to the standard investment restrictions and practices contained in securities legislation, including National Instrument 81-102 – *Mutual Funds*. This legislation is designed, in part, to ensure that the investments of the Fund are diversified and relatively liquid and to ensure the proper administration of the Fund. The Fund adheres to these standard investment restrictions and practices, unless it has obtained an exemption therefrom.

The fundamental investment objectives of the Fund are set out in the Fund's Simplified Prospectus. Any change in the investment objectives of the Fund requires the approval of a majority of investors at a meeting called for that purpose. The Manager may change the Fund's investment strategies from time to time at its discretion.

Units of the Fund are not qualified investments under the *Income Tax Act* (Canada) for registered retirement savings plans, registered retirement income funds, deferred profit sharing plans, registered education savings plans, registered disability savings plans or tax-free savings accounts (collectively, "Registered Plans").

Description of Units

The Fund is divided into units, which may be divided into an unlimited number of series. An unlimited number of units of each series may be issued. Currently, the Fund offers one series of units: Series I units. Additional series of units may be issued at some point in the future.

The Fund generally derives its value from the portfolio assets held by it and the income earned in respect thereof. The net asset value of the Fund is determined as described under "*Calculation of Net Asset Value and Valuation of Portfolio Securities*" on page 3.

Each holder of a whole unit of the Fund is entitled to one vote per unit at meetings of unitholders of the Fund, other than meetings at which the holders of one series of units of the Fund are entitled to vote separately as a series, if the Fund offers more than one series.

All units are treated equally with respect to distributions and on the winding-up of the Fund based on the net asset value of the Fund.

All units of the Fund are fully paid and non-assessable when issued.

Fractions of units may be issued. Fractional units carry the rights and privileges, and are subject to the restrictions and conditions, applicable to whole units in the proportions which they bear to one unit; however, the holder of a fractional unit is not entitled to vote in respect of such fractional unit.

Unitholders can redeem all or any of their units at the net asset value of those units as described under "*Redemption of Units*" on page 7. All units are transferable without restriction.

The rights and conditions attached to the units of the Fund may be modified only in accordance with the provisions attached to such units and the provisions of the Master Declaration of Trust. A description of the eligibility requirements attached to the units of the Fund is contained in the Fund's Simplified Prospectus.

Meetings of Investors

The Fund does not hold regular meetings. Investors of the Fund are permitted to vote on all matters that require unitholder approval under National Instrument 81-102 – *Mutual Funds* or under the Master Declaration of Trust. These matters are:

- a change in the basis of the calculation of a fee or expense that is charged to the Fund or its unitholders that could result in an increase in charges to the Fund or its unitholders, unless (i) the person or company charging the fee or expense is at arm's length to the Fund and (ii) the unitholders of the Fund are given at least 60 days written notice of the proposed change,
- the introduction of a fee or expense to be charged to the Fund or directly to its unitholders by the Fund or the Manager that could result in an increase in charges to the Fund or to its unitholders,
- a change of the Manager, unless the new manager is an affiliate of the Manager,
- a change in the fundamental investment objectives of the Fund,
- a decrease in the frequency of the calculation of the net asset value per unit of the Fund,
- a material reorganization of the Fund, other than a reorganization that may be and is approved by the independent review committee ("IRC") of the Fund in accordance with securities legislation and
- the appointment of a successor trustee of the Fund in certain circumstances.

The IRC of the Fund may only approve a reorganization or transfer with another mutual fund managed by us if it meets the criteria set out for such approval in National Instrument 81-102 – Mutual Funds and the Fund sends written notice of the change to its unitholders at least 60 days prior to making the change.

Calculation of Net Asset Value and Valuation of Portfolio Securities

Calculation of Net Asset Value

The purchase and redemption price of units of the Fund is based on the net asset value ("NAV") per unit determined after the receipt of a purchase or redemption order. The NAV per unit is calculated using the formula set out below on each day that the Toronto Stock Exchange is open for trading:

- the NAV of the Fund is the value of the assets of the Fund less the total of the liabilities of the Fund; and
- the NAV per unit is calculated by dividing the NAV of the Fund by the total number of outstanding units.

We calculate the NAV for each unit of the Fund at the close of trading on the Toronto Stock Exchange every business day (usually 4 p.m. Eastern Time). The purchase and redemption price of units is the NAV per unit next determined after the receipt of a purchase or redemption order.

Valuation of Portfolio Securities

In calculating the NAV of any unit for the purposes of purchases and redemptions of units of the Fund, the following valuation principles apply:

1. Short-term investments are accounted for at the bid rate calculated using a matrix system based on prices, yields and maturities of similar securities.
2. The value of any cash or its equivalent on hand, on deposit or on call, bills and demand notes and accounts receivable, prepaid expenses, cash dividends declared and interest accrued and not yet received will be its face amount, unless the Manager determines an otherwise fair value.
3. The value of any security or interest in a security that is listed or dealt in upon a stock exchange will be determined by:
 - (a) subject to sub-paragraph (c) below, in the case of a security traded on the day as of which the net asset value is being determined, the last closing sale price or official close price, where available, on the principal exchange on which it is traded;
 - (b) in the case of a security not traded on the day as of which the net asset value is being determined because such exchange is closed for business on such day, unless decided otherwise by the board of directors of the Manager, the most recent closing sale price; and
 - (c) subject to paragraph (5) below, in the case of any other security not traded on such exchange, or a security for which fewer than 100 securities are traded on such exchange, in each case on the day as of which the net asset value is being determined, a price estimated to be the true value thereof by the Manager on such basis and in such manner as may be approved by the board of directors of the Manager, such price being between the closing ask and bid prices for the security or interest therein as reported by any report in common use or authorized as official by a stock exchange.
4. The value of any security or interest therein that is not listed or dealt in upon any stock exchange will be determined as nearly as may be possible in the manner described in paragraph (3) above, except that there may be used, for the purpose of determining the sale price or the ask and bid prices, any public quotations in common use which may be available.
5. Securities and other assets for which market quotations are, in the Manager's opinion, inaccurate, unreliable, not reflective of all available material information, not readily available or not available are valued at their fair value, as determined by the Manager.
6. Long positions in clearing corporation options, options on futures, over-the-counter options, debt-like securities and listed warrants shall be valued at the current market value thereof.

7. Where a clearing corporation option, option on futures or over-the-counter option is written by the Fund, the premium received by the Fund will be reflected as a deferred credit which will be valued at an amount equal to the current market value of the clearing corporation option, option on futures or over-the-counter option which would have the effect of closing the position; any difference resulting from revaluation shall be treated as an unrealized gain or loss on investment; the deferred credit shall be deducted in arriving at the net asset value of the Fund; the securities, if any, which are the subject of a written clearing corporation option or over-the-counter option will be valued in the manner described above for listed securities.
8. The value of a futures contract or a forward contract shall be the gain or loss, if any, that would arise as a result of closing the position in the futures contract or forward contract, as the case may be, on that valuation date unless daily limits are in effect, in which case fair market value shall be based on the current value of the underlying interest.
9. For any securities denominated in any currency other than Canadian currency, the net asset value so determined in that currency is converted into Canadian currency at the day's exchange rate.
10. The value of any security of a mutual fund held by the Fund will be the last available net asset value per security.
11. If an asset cannot be valued under the above rules or under any valuation rules set out in securities legislation or if any of the valuation rules adopted by the Manager but not set out in securities legislation are at any time considered by the Manager to be inappropriate in the circumstances, then the Manager shall use a valuation that it considers to be fair in the circumstances.

In accordance with Part 14 of National Instrument 81-106 – *Continuous Disclosure for Investment Funds*, the net asset value of the Fund is calculated on the basis of the valuation principles set forth in this annual information form for purchases and redemptions by investors, which are not the same as the Canadian GAAP requirements. Canadian GAAP requires that the fair value of portfolio securities quoted on an active market be measured based on the bid price for a long position and the ask price for a short position, instead of the close price or last sale price of the security for the day. The value of portfolio securities is determined according to Canadian GAAP for annual and interim financial statement reporting purposes.

The Manager has implemented fair value pricing for all non-North American equity securities held by the Fund to avoid stale prices being used in calculating NAV. Stale values can occur in mutual fund portfolios when the prices of securities upon which a fund's price is based do not take account of the most recently available market information. Fair value pricing potentially reduces pricing discrepancies that market timers seek to exploit, which could limit opportunities for stale pricing arbitrage.

In the event of any inconsistency between the valuation principles set out above and the provisions of securities legislation, the provisions of securities legislation shall prevail.

The Manager has not used its discretion to deviate from the Fund's valuation practices since its inception.

The constating document of the Fund contains details of the liabilities to be included in calculating the price for units of the Fund. The liabilities of the Fund include, without limitation, all bills, notes and accounts payable, all administrative or operating expenses payable or accrued, all contractual obligations for the payment of money or property, all allowances authorized or approved by us for taxes (if any) or contingencies and all other liabilities of the Fund.

The Fund is valued in Canadian dollars.

Purchase of Units

Units of the Fund are offered on a continuous basis in all provinces and territories in Canada through investment dealers, mutual fund dealers and independent financial planners as permitted under the securities laws of each jurisdiction in which the units are qualified for sale. Units of the Fund may only be purchased by other mutual funds and institutional investors.

Process of Making Purchases

Series I units of the Fund are only available to persons who have entered into a Series I agreement with us.

You may purchase units being offered through your dealer. Your dealer must send your order to us on the same day it is received if received during normal business hours, otherwise, on the next business day. Generally, your dealer will transmit purchase orders by courier, Priority Post or telecommunications facilities. It is the responsibility of each dealer to transmit orders to us in a timely manner and to assume all associated costs.

If we receive a completed purchase order on or before 4:00 p.m. Eastern Time on a day that the Toronto Stock Exchange is open for business or before the Toronto Stock Exchange closes for the day, whichever is earlier, it will be processed at the NAV per unit on that day. If we receive a purchase order after that time, the order will be processed at the NAV per unit calculated on the next business day.

The Fund has the right to accept or reject any purchase order within one business day of receiving the order. If the Fund rejects your order, any amounts received will be returned to your dealer immediately. If your cheque for the purchase of units is not honoured, we may reverse the purchase order and hold you responsible for any costs involved.

We must receive payment for all purchases within three business days. If the payment and all necessary documents are not received within three business days, securities regulations require us to redeem the units on the next business day. The proceeds of the redemption will be used to reduce any amount owing to the Fund. Any excess will belong to the Fund. Any shortfall will initially be paid to the Fund by us, but we will be entitled to collect such amount, together with the charges or expenses incurred, with interest, from the dealer who placed the order. Your dealer has the right to collect these amounts from you.

If you purchase units of the Fund during a period when the NAV calculation is suspended, you may either withdraw your purchase order prior to the end of the suspension period or receive the units based on the NAV per unit first calculated following the end of the suspension period.

Units of the Fund are sold with no sales charge and no fees payable on redemption.

Redemption of Units

You may redeem your units at the NAV per unit of the Fund on any business day. Other than by redeeming the units they hold, unitholders do not have the option to switch their units for units of another mutual fund. There are no redemptions fees but a short-term trading fee may apply. See “*Short-Term Trading Fees*” on page 8 for additional information.

Redemption Process

Redemption instructions must be in writing and bear a signature guaranteed by a Canadian chartered bank, trust company or a member of a public stock exchange in Canada or be guaranteed to our satisfaction. Additional documentation may be required if the investor is a corporation, partnership, agent, a trustee acting for someone else or a surviving joint owner.

If your redemption request is received on or before 4:00 p.m. Eastern Time on a day that the Toronto Stock Exchange is open for business or before the Toronto Stock Exchange closes for the day, whichever is earlier, we will process the redemption at the NAV per unit calculated on that business day. A redemption request received after that time will receive the NAV per unit calculated on the next business day.

Your dealer must forward your redemption request on the same day it is received if received during normal business hours, otherwise, on the next business day. Whenever possible, a dealer is required to transmit redemption requests by courier, priority post or telecommunications facilities. It is the responsibility of your dealer to transmit orders to us in a timely manner and to assume all associated costs. For security reasons, we may refuse to accept a redemption request sent by you directly through telecommunication facilities.

Redemption requests will be processed in the order in which they are received. The Fund will not process redemption requests specifying a forward date or specific price. Redemption requests involving transfers to or from Registered Plans may be delayed if the transfer documents are not completed properly.

If the right to redeem units of the Fund is suspended and you make a redemption request during that period, you may either withdraw your redemption request prior to the end of the suspension period or your units will be redeemed by the Fund in accordance with the redemption request at the NAV first calculated following the end of the suspension period. See “Suspension of Redemptions” on page 8 for more information.

Payment of Redemption Proceeds

We will pay the redemption proceeds within three business days of receiving all necessary redemption documents. If all necessary documents are not received by us within ten business

days of receiving a redemption request, you will be deemed, in accordance with securities regulations, to repurchase the units on the tenth business day at the NAV per unit calculated that day. The redemption proceeds will be applied to the payment of the issue price of the units. If the cost to repurchase the units is less than the redemption proceeds, the difference will belong to the Fund. Any shortfall will initially be paid to the Fund by us. We will be entitled to collect such amount, together with the charges and expenses incurred, with interest, from the dealer who placed the redemption request. Your dealer has the right to collect these amounts from you.

Suspension of Redemptions

We may suspend the right to redeem units of the Fund or postpone the date of payment upon redemption: (i) during any period when normal trading is suspended on any exchange on which securities or specified derivatives are listed which, in the aggregate, represent more than 50% by value or underlying market exposure of the total assets of the Fund without allowance for liabilities and if those securities or specified derivatives are not traded on any other exchange that represents a reasonably practical alternative; or (ii) with the prior permission of the Canadian securities regulatory authorities. During any period of suspension there will be no calculation of NAV and no units will be issued or redeemed by the Fund. The calculation of the NAV per unit will resume when trading resumes on the exchange referred to in (i) or with the permission of the Canadian securities regulatory authorities.

Short-Term Trading Fees

An investment in the Fund is intended to be a long-term investment, and the Fund is not generally appropriate for short-term investment or speculation. In order to deter short-term trading in the Fund we have imposed short-term trading fees. These fees are payable to the Fund.

If you redeem units of the Fund within 30 days of purchase, you will be charged a short-term trading fee of 2% of the value of the units redeemed. If you redeem units of the Fund within 31 to 90 days of purchase, then, subject to our policies and procedures, you may be charged a short-term trading fee of 2% of the value of the units redeemed. We may waive these fees at our discretion in special circumstances.

Short-term trading fees are paid to the Fund when units are redeemed and are in addition to any other redemption fees that may be payable by you.

We have implemented systematic procedures to monitor and detect short-term trading activities. We do not charge short-term trading fees to our fund-of-fund investments or on investments by our parent company, Industrial Alliance, in connection with its segregated funds and similar investment products.

In addition to any applicable short-term trading fees, we may, in our sole discretion, refuse future purchase orders if we determine that your trading activities may be detrimental to the Fund or the other IA Clarington Funds.

Management of the Fund

The Manager

The Manager of the Fund is IA Clarington Investments Inc., a corporation amalgamated under the laws of Canada with its head office at 1080 Grande Allée Ouest, Québec City, Québec, G1K 7M3 and an office located at 522 University Avenue, Suite 700, Toronto, Ontario, M5G 1Y7. The phone number for the Manager is (416) 860-9880 or toll-free at 1-800-530-0204, the e-mail address is funds@iaclarington.com and the website address is www.iaclarington.com. The Manager is the trustee and administrator of the Fund.

The names and municipalities of residence of the directors and officers of the Manager, and their positions and offices, are as follows:

<u>Name and Municipality of Residence</u>	<u>Position and Office</u>	<u>Principal Business Association During Preceding Five Years</u>
Yvon Charest Québec City, Québec	Vice-Chairman and Director	President and Chief Executive Officer of Industrial Alliance.
Normand Pépin Québec City, Québec	Chairman, Chief Executive Officer and Director	Executive Vice-President, Life Subsidiaries and Individual Insurance & Annuities of Industrial Alliance.
Adrian Brouwers Summerland, British Columbia	Vice-Chairman and Director	Vice-Chairman and Director of the Manager; Prior to July 2006, Executive Vice-President Sales and Marketing of the Manager; Associated with ClaringtonFunds Inc., from May 1996 to December, 2006.
Yvon Côté Québec City, Québec	Director	Retired. Prior to March 2008, Vice-President and General Manager, Finance & Investments of Industrial Alliance and Chief Executive Officer and Chairman of the Board of Industrial Alliance Investment Management Inc.
André Dubuc Montreal, Québec	Director	Retired. Senior Executive Vice-President, Treasury, Capital Markets, Wealth Management and Brokerage of Laurentian Bank of Canada from June 2003 to October 2004.
John Gill Vancouver, British Columbia	Director	Retired. Prior to July 2005, President of Industrial Alliance Pacific Life Insurance Company.
Theresa Currie Toronto, Ontario	Director	Retired. Vice-Chair of M.R.S. Inc. until December 2005.

<u>Name and Municipality of Residence</u>	<u>Position and Office</u>	<u>Principal Business Association During Preceding Five Years</u>
David Scandiffio Toronto, Ontario	President and Director	Ultimate Designated Person of the Manager since January 2010; President of the Manager since December 2004.
Nancy Cappadocia Toronto, Ontario	Vice-President, Finance and Chief Financial Officer	Vice-President, Finance and Chief Financial Officer of the Manager since May 2008; Chief Financial Officer of the Manager from April 2008 to May 2008. Chief Financial Officer, Altamira Investment Services Inc. from January 2005 to March 2008.
Eric Frape Toronto, Ontario	Senior Vice-President, Product and Business Development	Senior Vice-President, Product and Business Development of the Manager; Associated with ClaringtonFunds Inc., from December 2001 to December 2006.
Kim Jativa Milton, Ontario	Vice-President, Operations	Vice-President, Operations of the Manager since March 2007; Assistant Vice-President, Operations of the Manager from March 2006 to March 2007.
Jennifer Dibblee Québec City, Québec	Corporate Secretary	Corporate Secretary of the Manager; Legal Counsel, Industrial Alliance.
Anthony Silvestrin Laval, Québec	Senior Vice-President, Private Wealth Management	Senior Vice-President, Private Wealth Management of the Manager.
Carl Mustos Toronto, Ontario	Senior Vice-President, National Sales Manager	Senior Vice-President and National Sales Manager of the Manager since May 2007. Prior thereto, Senior Vice President, Sales Mackenzie Financial Services Inc.
Matthew Campbell Toronto, Ontario	Vice-President, Chief Legal Counsel and Chief Compliance Officer	Vice-President, Chief Legal Counsel and Chief Compliance Officer of the Manager since January 2010; Vice-President and Chief Legal Counsel of the Manager since May 2008; Chief Legal Counsel of the Manager from June 2006 to May 2008. Prior thereto, General Counsel, ClaringtonFunds Inc. from May 2005 to June 2006.
George Ho Toronto, Ontario	Vice-President, Information Systems and Technology	Vice-President, Information Systems and Technology of the Manager since May 24, 2011; Assistant Vice-President, Information Technology from June 30, 2006 to May 24, 2011. Prior thereto, Assistant Vice-President, Information Technology, ClaringtonFunds Inc.

<u>Name and Municipality of Residence</u>	<u>Position and Office</u>	<u>Principal Business Association During Preceding Five Years</u>
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.

The Fund entered into a master management agreement dated August 28, 2000, as amended and restated as of June 25, 2004, March 7, 2005, June 22, 2005 and June 30, 2006 (the “Master Management Agreement”). The Master Management Agreement was assigned to the Manager by ClaringtonFunds Inc. on June 30, 2006. The schedules to the Master Management Agreement have been amended to add the Fund and may be amended from time to time to add or remove mutual funds. Pursuant to the Master Management Agreement, the Fund has appointed the Manager to provide it with all necessary administrative and management services. These services include providing, or arranging for the provision of, investment advice on the purchase and sale of portfolio securities, portfolio management and the calculation of net asset value of the Fund, where necessary. The Manager may provide these services directly or it may retain service providers to perform these services

The Master Management Agreement provides that the Manager is paid a management fee as compensation for its services to the Fund. Currently, no management fee is paid by the Fund to the Manager in respect of the units of the Fund. Instead, investors negotiate and pay a fee directly to the Manager.

The Master Management Agreement continues in effect from year to year unless terminated by either party upon at least 60 days’ written notice or as a result of the insolvency or default of either party.

The Master Management Agreement permits the Manager to appoint service providers to assist it in performing all necessary services required by the Fund. The Master Management Agreement may not be assigned by the Manager without any applicable regulatory approval and the approval of at least a majority of the votes cast at a meeting of the unitholders of the Fund, unless the assignment is to an affiliate of the Manager within the meaning of the *Securities Act* (Ontario).

Independent Review Committee

The Fund also has an IRC which acts as the independent review committee for all of the IA Clarington Funds. The IRC is comprised of three individuals, each of whom is independent from the Manager and its affiliates. The members of the IRC are Stephen J. Griggs, Jean Morissette and S. Robert Munroe. Mr. Munroe was appointed on May 1, 2007, Mr. Griggs was appointed on December 19, 2008, and Mr. Morissette was appointed on March 31, 2009. The mandate of the IRC is to review any matter that involves a conflict of interest between the Manager and the Fund within the meaning of National Instrument 81-107 – *Independent Review Committee for Investment Funds*. Further information regarding the role of the IRC is contained under “*Fund Governance*” on page 14.

Portfolio Advisor

The Manager has retained Industrial Alliance Investment Management Inc. (the “Portfolio Advisor”) to act as the primary portfolio advisor of the Fund. The Portfolio Advisor is responsible for providing, or causing to be provided, investment analysis for the Fund and for making, or causing to be made, investment recommendations to the Manager and investment decisions for the Fund’s portfolio. The Manager has entered into an investment advisory agreement dated July 4, 2007 (effective January 30, 2012 for the Fund) (the “Investment Advisory Agreement”) with the Portfolio Advisor that sets out its duties as Portfolio Advisor.

The Investment Advisory Agreement continues in effect until terminated. The Investment Advisory Agreement may be terminated on 90 days’ written notice by the Portfolio Advisor or immediately by the Manager.

The Portfolio Advisor may place orders on behalf of the Fund for the purchase and sale of portfolio securities through brokers or dealers who are affiliates or subsidiaries of the Portfolio Advisor. It may do so provided that such orders are to be executed on terms and conditions as favourable to the Fund as could be expected to be obtained from other brokers or dealers and at commission rates comparable to that which would have been charged by such other brokers or dealers.

The name, title and length of service of the person employed by the Portfolio Advisor who is principally responsible for the day-to-day management of the Fund or implementing its investment strategy are detailed below:

<u>Name and Municipality of Residence</u>	<u>Position and Office</u>	<u>Principal Business Association During Preceding Five Years</u>
Daniel Groleau Quebec City, Quebec	Manager, Derivatives	March 2011 to present: Manager, Derivatives January 2009 to August 2010: Trader and Quantitative Analyst, Everest Capital October 2006 to October 2008: Account Manager, Citigroup

Brokerage Arrangements

Decisions as to the purchase and sale of portfolio securities and decisions as to the execution of portfolio transactions, including selection of market, dealer or broker and the negotiation, where applicable, of commissions, are made by the Portfolio Advisor. In effecting portfolio transactions, the Portfolio Advisor has a duty to seek best execution. In making a determination regarding best execution, the Portfolio Advisor will take into account certain criteria including the commission rate offered, execution capability, trading expertise, value market depth and available liquidity, timing and size of an order, and current market conditions, amongst other things.

In some cases, where the execution and prices offered by more than one dealer, including those which may be affiliates of the Portfolio Advisor, are reasonably comparable, the Portfolio Advisor may, in its discretion, choose to effect portfolio transactions through dealers in return for the provision of some goods and services, other than order execution, to the Fund through the Portfolio Advisor.

These goods and services must be limited to advice regarding particular securities, analyses or reports or databases or software that provide such advice or analyses. Where a dealer or broker offers to provide investment decision-making services, the Portfolio Advisor must make a good faith determination that the Fund will receive reasonable benefit, taking into account a number of factors, which may include, among other things, a determination as to whether the investment decision-making services actually provide appropriate assistance that is directly beneficial to the Fund in the performance of its own investment or trading decisions; whether the allocation of commissions paid is reasonable, justifiable and documentable in light of the value of the investment decision-making services provided; and, whether the commission relates only to the portion of the research that is actually used for the Fund.

The names of any dealers that provide investment decision-making services other than order execution services will be provided upon request by contacting IA Clarington toll free at 1-800-530-0204, or by e mail at funds@iaclarington.com.

Custodian

The portfolio assets of the Fund are held under the custodianship of RBC Dexia Investor Services Trust (“RBC Dexia”) pursuant to a custodian agreement dated January 1, 2002, which was restated on June 6, 2005, amended on August 26, 2005 and assigned to RBC Dexia from The Royal Trust Company on December 31, 2005 (the “Custodian Agreement”). Under the Custodian Agreement, all portfolio assets held by the Fund are held by RBC Dexia and all securities transactions take place through RBC Dexia. The Custodian Agreement may be terminated by either party on 60 days’ notice to the other.

Auditor

The auditor of the Fund is PricewaterhouseCoopers LLP of Québec City, Québec. Any change in the auditors of the Fund may be made only with the approval of the independent review committee of the Fund in accordance with securities regulatory policies.

Registrar and Transfer Agent

IA Clarington Investments Inc., the registrar and transfer agent of the Fund, maintains the register of units of the Fund at its office in Toronto, Ontario.

Principal Holders of Securities

As of the date hereof, the only shareholder known to the Manager to own, of record or beneficially, directly or indirectly, more than 10% of the issued and outstanding voting shares of IA Clarington Investments Inc. is:

<u>Name</u>	<u>Number and Class of Shares</u>	<u>Percentage of Class</u>
Industrial Alliance	4,357,971 common	100%

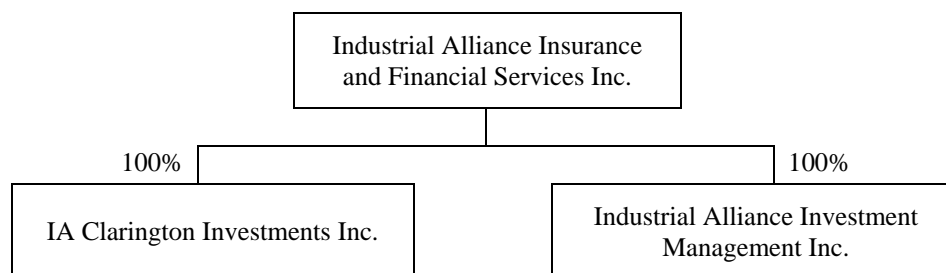
As of January 30, 2012, the Manager held all of the issued and outstanding units of the Fund.

As of January 30, 2012, none of the directors or senior officers of the Manager or members of the IRC beneficially owned, directly or indirectly, units of the Fund. As at that date, the independent review committee members, as a group, beneficially owned, directly or indirectly, less than 0.5% of the outstanding securities of any class of voting or equity securities issued by any person or company that provides services to the Fund or IA Clarington. None of the IRC members beneficially owned, directly or indirectly, shares of the Manager or Industrial Alliance.

Affiliated Entities

As of the date of this annual information form, the only persons or companies that are an “affiliated entity” of the Manager and provide services to the Fund or to the Manager in relation to the Fund are the Portfolio Advisor and Industrial Alliance. The Portfolio Advisor is the portfolio advisor for the Fund, as described under the heading “Portfolio Advisor”, and receives a portion of the management fee for acting as the portfolio advisor for the Fund. Industrial Alliance provides fund accounting and portfolio valuation services in connection with the Fund, and provides certain back office and administration services to the Manager. The amount of fees received from the Fund by the Portfolio Advisor and/or Industrial Alliance in a financial year will be reflected in the audited annual financial statements of the Fund. Certain of the officers and directors of the Manager are also officers and/or directors of Industrial Alliance and/or the Portfolio Advisor. Particulars of these relationships are shown in the table starting on page 9.

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



Fund Governance

The responsibility for governance of the Fund lies with the board of directors of the Manager. A list of these directors is set out under “*Management of the Fund*” on page 9. The Manager considers that a board member is independent (an “Independent Member”) if the individual is not employed as an officer of the Manager or an affiliate of the Manager and is free from any material interest or relationship that could interfere with any director’s independent judgment. The board of directors currently consists of eight individuals, of whom the following individuals

are Independent Members: André Dubuc, John Gill, Theresa Currie, Yvon Côté and Adrian Brouwers.

Committees

The audit committee of the board of directors of the Manager assists it in fulfilling its oversight responsibilities. The audit committee is comprised of André Dubuc, John Gill and Theresa Currie and oversees the audit process, the financial reporting process and the systems of internal control over financial reporting. The audit committee reviews on a regular basis the Manager's compliance with all policies and procedures relating to external audits and evaluates the Manager's monitoring of internal controls. Regular reports and recommendations are provided by the Audit Committee to the Manager's board of directors respecting audit activities and related issues.

The Fund also has an IRC, comprised of three individuals, each of whom is independent from the Manager and its affiliates. The names of the members of the IRC are set out under "*Independent Review Committee*" on page 11. The mandate of the IRC is to review any matter that involves a conflict of interest between the Manager and the Fund within the meaning of National Instrument 81-107 – *Independent Review Committee for Investment Funds*. The Manager has developed and implemented policies governing conflicts of interest and the referral of conflict of interest matters to the IRC. For the year ended December 31, 2011, an aggregate amount of \$79,974 was paid as compensation to the IRC members for acting as the IRC of all of the investment funds managed by the Manager that were in existence during that year.

Policies Regarding Derivatives

The Fund follows the investment restrictions and practices outlined in National Instrument 81-102 – *Mutual Funds* with respect to the use of derivatives for hedging and non-hedging purposes. The Portfolio Advisor has written policies and procedures in place that set out the objectives and goals for derivatives trading and the risk management procedures applicable to derivatives trading. A designated officer of the Portfolio Advisor reviews these policies on a regular basis.

Proposed trades for the Fund are evaluated using the Portfolio Advisor's risk management system, and then are further reviewed by a designated officer of the Portfolio Advisor to ensure the trades are consistent with the Portfolio Advisor's written policies and procedures for the use of derivatives in the Fund. Overall positions are reviewed regularly by non-trading staff of the Portfolio Advisor to ensure continued compliance with these policies and procedures on derivatives.

The Portfolio Advisor is responsible for applying trading limits, if any, and other controls, if required. An analysis of derivative instruments is performed regularly to ensure the mark-to-market value with any one counterparty does not exceed, for a period of 30 days, 10% of NAV of the Fund. The risk exposure of the Fund's derivatives trades are not generally independently monitored and the Portfolio Advisor does not employ risk measurement procedures or simulations to test the portfolios under stress conditions. The Manager regularly monitors the Fund's derivatives trading activities for compliance with securities legislation and the Fund's investment objectives and strategies.

Policies Regarding Proxy Voting

The Fund invests exclusively in non-voting securities and, therefore, does not have proxy voting policies and procedures or a proxy voting record at this time. The Fund's proxy voting record, if any, for the period ended June 30th will be available to unitholders upon request at any time after August 31st by call us toll-free at 1-800-530-0204 or emailing us at proxyvoting@iaclarington.com.

Income Tax Considerations

The following is a summary of the principal Canadian federal income tax considerations generally applicable under the Tax Act to a holder of units of the Fund who, at all relevant times, for purposes of the Tax Act, is or is deemed to be resident in Canada, deals at arm's length and is not affiliated with the Fund, and holds the units of the Fund as capital property.

This summary is not applicable to a unitholder that is a "financial institution", as defined in the Tax Act for purposes of the mark-to-market rules, a "specified financial institution", as defined in the Tax Act, a unitholder that has elected to have the "functional currency" reporting rules in the Tax Act apply to it, or a unitholder an interest in which is a "tax shelter investment" as defined in the Tax Act. Such unitholders should consult their own tax advisors to determine the tax consequences to them of the acquisition, holding and disposition of units of the Fund.

This summary is based on the current provisions of the Tax Act and the regulations thereunder (the "Regulations") in force at the date of this annual information form and the current administrative policies and assessing practices of the Canada Revenue Agency (the "CRA") published in writing prior to the date of this annual information form. This summary also takes into account all specific proposals to amend the Tax Act and the Regulations that have been publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date of this annual information form (the "Tax Proposals"). No assurances can be given that the Tax Proposals will be enacted as proposed, if at all. This summary does not otherwise take into account or anticipate any changes in law, whether by legislative, governmental or judicial decision or action, or change in the CRA's administrative policies and assessing practices, nor does it take into account provincial, territorial or foreign tax legislation or considerations, which may differ significantly from those discussed herein. This summary assumes that at no time will more than 50% of the units of the Fund be held by one or more "financial institutions", as defined in subsection 142.2(1) of the Tax Act.

This summary is not exhaustive of all possible Canadian federal income tax considerations applicable to an investment in the units of the Fund. Accordingly, 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. Consequently, a unitholder should consult the unitholder's own tax advisor for advice with respect to the tax consequences of an investment in the units of the Fund, based on the unitholder's own circumstances.

Taxation of the Fund

In each taxation year, the Fund will generally be subject to tax under Part I of the Tax Act on the amount of its income for tax purposes for the taxation year, including net taxable capital gains for that year, less the portion thereof that it deducts in respect of the amounts paid or payable, or deemed to be paid or payable, to unitholders. An amount will be considered to be payable to a unitholder in a taxation year if it is paid to the unitholder in the year by the Fund or if the unitholder is entitled in that year to enforce payment of the amount. The Fund may also be subject to alternative minimum tax.

The Fund will generally make distributions in each year to unitholders in an amount sufficient to ensure that the Fund will generally not be liable for tax under Part I of the Tax Act (after deduction of any non-capital losses of the Fund) for any taxation year, other than alternative minimum tax.

The Fund will treat its gains and losses from derivative transactions (including options and futures) on income account, as opposed to capital account. Accordingly, all or substantially all of the Fund's income will be ordinary income, rather than capital gains.

If in any year the Fund has a unitholder who is a designated beneficiary, the Fund will be subject to a special tax under Part XII.2 of the Tax Act on its designated income. Designated beneficiaries include, generally, non-resident persons, certain trusts, certain partnerships and certain tax-exempt reasons in certain circumstances where the tax-exempt persons acquired units from another beneficiary. Designated income of the Fund would include income from carrying on business in Canada (which may include income from trading in derivatives) and capital gains realized on the disposition of taxable Canadian property. If the Fund is subject to tax under Part XII.2 of the Tax Act, the Fund should be able to make a designation resulting in a tax credit to unitholders that are not designated beneficiaries.

Taxation of Unitholders

Distributions

A unitholder will generally be required to include in computing income for a particular year the portion of the net income of the Fund for that particular taxation year, including net taxable capital gains of the Fund, that is paid or payable, or deemed to be paid or payable, to the unitholder in such taxation year, whether or not those amounts are received in cash, reinvested in additional units of the Fund or otherwise. The non-taxable portion of any net capital gains of the Fund that is paid or payable, to a unitholder in a taxation year will not be included in computing the unitholder's income for the year. All or substantially all of the amounts paid or payable by the Fund to unitholders are expected to be ordinary income, rather than capital gains.

If a unitholder purchases units of the Fund before a distribution date, the unitholder will have to pay tax on any distributions paid to the unitholder. The amount of any distribution reinvested in additional units of the Fund will be added to the unitholder's adjusted cost base ("ACB") of the units of the Fund. This may be particularly significant if a unitholder purchases units of the Fund late in the year.

Provided that appropriate designations are made by the Fund, such portions of the net taxable capital gains and foreign source income as are paid or payable, or deemed to be paid or payable, by the Fund (including such amounts reinvested in additional units) to unitholders will, effectively, retain their character for tax purposes and be treated as taxable capital gains and foreign source income in the hands of the unitholders. To the extent that amounts are designated as having been paid to unitholders out of the net taxable capital gains of the Fund, such designated amount will be deemed for tax purposes to be received by unitholders in the year as a taxable capital gain and will be subject to the general rules relating to the taxation of capital gains described below. Foreign source income received by the Fund will generally be net of any taxes withheld in the foreign jurisdiction. The taxes so withheld will be included in the determination of income under the Tax Act. To the extent that the Fund so designates in accordance with the Tax Act, unitholders will, for the purpose of computing foreign tax credits, be entitled to treat their proportionate share of such taxes withheld as foreign taxes paid by the unitholders.

To the extent that distributions to a unitholder by the Fund in any year exceed that unitholder's share of the net income and net realized capital gains of the Fund allocated to that unitholder for that year, those distributions (except to the extent that they are proceeds of disposition of a unit as described below) will be a return of capital and will not be included in the unitholder's income but will reduce the adjusted cost base of the unitholder's units. To the extent that the ACB of units of the Fund to a unitholder would be a negative amount, such negative amount will be deemed to be a capital gain realized by the unitholder from the disposition of the units of the Fund and the unitholder's ACB will be increased by the same amount.

Management fees paid by unitholders will generally not be deductible.

Disposition of Units

On the disposition or deemed disposition of a unit, whether on redemption or otherwise, the unitholder will generally realize a capital gain (or capital loss) equal to the amount by which the proceeds of disposition exceed (or are less than) the aggregate of the unitholder's ACB of the unit immediately before the disposition or deemed disposition and any reasonable costs of disposition.

For the purpose of determining the ACB to a unitholder, when a unit of the Fund is acquired, the cost of the newly-acquired unit will be averaged with the ACB of all units of the Fund owned by the unitholder as capital property immediately before the acquisition. The cost to the unitholder of units of the Fund received in lieu of cash distribution of income of the Fund will be equal to the amount of such distribution that is satisfied by the issuance of such units.

Generally, only one-half of any capital gains realized by a unitholder will be included in the unitholder's income as a taxable capital gain. One-half of any capital loss realized by a unitholder on a disposition (or deemed disposition of units) may generally be deducted only from taxable capital gains of the unitholder in the year of disposition (or deemed disposition), in the three preceding taxation years or in any subsequent taxation years, to the extent and under the circumstances described in the Tax Act.

Alternative Minimum Tax

In general terms, net income of the Fund, paid or payable, or deemed to be paid or payable, to a unitholder who is an individual or trust (other than certain specified trust) and that is designated as net taxable capital gains and capital gains realized on the disposition, or deemed disposition, of units may give rise to a liability for alternative minimum tax under the Tax Act.

Eligibility of the Units for Registered Plans

Units of the Fund are not qualified investments under the Tax Act for Registered Plans.

Investors should not purchase units of the Fund through a Registered Plan, as material adverse tax consequences would result.

Material Contracts

The material contracts for the Fund are as follows:

1. Master Declaration of Trust as described under “*Formation and History of the Fund*” on page 1;
2. Master Management Agreement as described under “*Management of the Fund*” on page 9;
3. Investment Advisory Agreement as described under “*Portfolio Advisor*” on page 12; and
4. Custodian Agreement as described under “*Custodian*” on page 13.

Copies of the material contracts mentioned above may be inspected during ordinary business hours on any business day at the office of the Fund at 522 University Avenue, Suite 700, Toronto, Ontario.

Independent Auditor's Consent

IA Clarington Global Equity Exposure Fund (Series I units)
(the "Fund")

We have read the Simplified Prospectus of the Fund dated January 30, 2012 and the documents specifically incorporated by reference therein relating to the sale and issue of the above-mentioned series of units of the Fund. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to being named in and to the use, through incorporation by reference in the above-mentioned Simplified Prospectus, of our Independent Auditor's Report dated January 30, 2012 to the unitholder of the Fund on the Statement of Net Assets as at January 30, 2012.

PricewaterhouseCoopers LLP¹

Québec City, Québec, Canada
January 30, 2012

¹ chartered accountant auditor permit No. 9614

Certificate of the Fund, Manager and Promoter

IA Clarington Global Equity Exposure Fund

(the “Fund”)

This Annual Information Form, together with the Simplified Prospectus and the documents incorporated by reference into the Simplified Prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the Simplified Prospectus, as required by the securities legislation of each of the provinces and territories of Canada and do not contain any misrepresentations.

Dated: January 30, 2012

(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 Fund**

(signed) “David Scandiffio”

David Scandiffio
Director

(signed) “Yvon Charest”

Yvon Charest
Director

IA Clarington Investments Inc.

IA Clarington Global Equity Exposure Fund (Series I)

(the “Fund”)

Additional information about the Fund is available in the Fund’s Simplified Prospectus, Fund Facts, management reports of fund performance and financial statements.

You can get a copy of these documents at no cost by calling us toll-free at **1-800-530-0204** or from your dealer or by e-mail at **fund@iaclarington.com**.

These documents and other information about the Fund, such as information circulars and material contracts, are also available on IA Clarington Investments Inc.’s internet site at **www.iaclarington.com** or at **www.sedar.com**.

Manager of the IA Clarington Global Equity Exposure Fund

IA Clarington Investments Inc.

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