
NOTICE OF MEETING

AND

MANAGEMENT INFORMATION CIRCULAR IN RESPECT OF

SPECIAL MEETING OF UNITHOLDERS OF

VENATOR FOUNDERS ALTERNATIVE FUND

(the “Fund”)

MEETING TO BE HELD IN PERSON ON MAY 29, 2025

11:00 a.m. (Toronto time)

April 29, 2025

Table of Contents

NOTICE OF SPECIAL MEETING OF UNITHOLDERS.....	4
MANAGEMENT INFORMATION CIRCULAR	5
MANAGEMENT SOLICITATION.....	5
VOTING PROCEDURES AND PROXIES	5
Voting of Proxies.....	5
Revocation of Proxies.....	7
Solicitation of Proxies	7
Advice to Beneficial Unitholders	7
PURPOSE OF THE MEETING	8
DESCRIPTION OF THE INVESTMENT OBJECTIVE CHANGE OF THE FUND.....	8
Introduction.....	8
Proposed Changes	8
RECOMMENDATION OF THE MANAGER.....	14
EXPENSES.....	15
CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS RELATING TO THE INVESTMENT OBJECTIVE CHANGE	15
VOTING UNITS OF THE FUND.....	16
Quorum Required.....	16
Approval of Resolution	16
Voting Units and Principal Holders Thereof	16
MANAGEMENT OF THE FUND	17

MANAGEMENT FEES AND OTHER PAYMENTS	18
INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS	18
AUDITOR.....	18
ADDITIONAL INFORMATION	19
APPROVAL	19
SCHEDULE A.....	20

NOTICE OF SPECIAL MEETING OF UNITHOLDERS

April 29, 2025

NOTICE IS HEREBY GIVEN that the Special Meeting of unitholders of Venator Founders Alternative Fund (the “**Fund**”) will be held at 2 Bloor Street East, Suite 310 M4W 1A8 at 11:00 a.m. (EST) for the following purposes:

- (i) to consider and, if deemed appropriate, to approve, with or without amendment, a resolution (the full text of which is set out at Schedule A to the accompanying Management Information Circular) to approve a change to the investment objective of the Fund;
- (ii) to transact such other business as may properly come before the meeting or any adjournment of such meeting.

The Board of Directors of Venator Capital Management Ltd, in its capacity as manager and trustee of the Fund, has fixed the close of business on April 29, 2025 (the “**Record Date**”) for the purpose of determining which unitholders are entitled to receive notice of, and to vote at, the meeting or any adjournment of such meeting.

By Order of the Board of Directors
Stephen Andersons
President

April 29, 2025

IMPORTANT: You are cordially invited to attend the meeting. Unitholders who do not expect to attend the meeting in person are requested to complete, date and sign the enclosed form of proxy and return it promptly by mail, email or fax, as instructed on the proxy form. To be effective, a proxy must be received by SGGG no later than two clear business days before the date of the meeting, being May 27, 2025 at 5 p.m. EST or delivered to our offices before 10:30 am on the day of the meeting, or in the case of any adjournment of the meeting, no later than 5 p.m. EST on the day that is two clear business days prior to the date of the adjournment of the meeting. In the event that quorum is not present at the meeting, the meeting will be adjourned until 11:00 a.m. on June 9, 2025 EST at the same location. Only registered unitholders and duly appointed proxyholders will be permitted to vote at the meeting. Non-registered unitholders who have not appointed themselves as proxyholders may attend the meeting as guests, but will not be able to vote their units (the “Units”) at the meeting. Please refer to the subsection titled “Voting Procedures and Proxies – Advice to Beneficial Unitholders” in the management information circular for more information.

Due to the capacity of the meeting venue, there may be restrictions on the number of persons who can attend the meeting in person. We encourage registered unitholders to vote by proxy provided to you with this notice of meeting and management information circular and non-registered unitholders to follow the instructions of their intermediaries, as applicable.

The enclosed proxy is being solicited on behalf of Venator Capital Management Ltd, in its capacity as manager and trustee of the Fund.

MANAGEMENT INFORMATION CIRCULAR

MANAGEMENT SOLICITATION

This Management Information Circular (the “**Information Circular**”) is provided by Venator Capital Management Ltd. (“**Venator**” or the “**Manager**”), in its capacity as manager and trustee of Venator Founders Alternative Fund (the “**Fund**”), in connection with the solicitation of proxies by the Manager on behalf of the Fund, to be voted at the special meeting (“**Meeting**”) of unitholders of the Fund (“**Unitholders**”).

The Meeting will be held on May 29, 2025 in person at the Venator offices located at 2 Bloor Street East, Suite 310 M4W 1A8 at 11:00 a.m. (Toronto time).

The Manager is sending proxy-related materials directly to Unitholders, which includes registered Unitholders and beneficial Unitholders whose units are held by an intermediary.

The Board of Directors of Venator Capital Management Ltd, as the Manager and Trustee of the Fund, has fixed the close of business on April 29, 2025 (the “**Record Date**”) for the purpose of determining which Unitholders are entitled to receive notice of, and to vote at, the Meeting.

The Manager is holding the Meeting solely as an in-person meeting. All Unitholders and duly appointed proxyholders will have an equal opportunity to cast their vote at the Meeting. Even if you currently plan to attend the Meeting, you should consider voting your units of the Fund (“**Units**”) in advance of the Meeting.

Unitholders may submit questions at the Meeting. Guests will not be able to submit questions either before or during the Meeting.

VOTING PROCEDURES AND PROXIES

Voting of Proxies

Only Unitholders whose names appear on the records of the Fund as the registered holders of the Units or the persons they appoint as proxies, are permitted to attend and vote at the Meeting of the Fund. Beneficial Unitholders (being non-registered Unitholders who hold their securities through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests, however they will not be able to vote at the Meeting. **If your Units are held by an intermediary, please see “Advice to Beneficial Unitholders”.**

Unitholders who are unable to be present at the Meeting may still vote through the use of proxies. If you are such a Unitholder, you should complete, execute and return the proxy form enclosed with this Information Circular. The Manager has engaged SGGG Fund Services Inc. (“**SGGG**”) as its proxy agent to receive and tabulate proxies of the Unitholders. **Proxies can be delivered by mail, email or fax, as instructed on the proxy form, to SGGG, who will act as a scrutineer, or to the Manager’s offices before 10:30 am on the day of the meeting.**

Even if you currently plan to participate in the Meeting, you should consider voting your Units by proxy in advance so that your vote will be counted if you are unable, or you later decide not to attend the Meeting for any reason.

Proxy Vote Options

1. Vote by Mail: Return the completed, signed and dated proxy form to SGGG at 121 King St W, Suite 300, Toronto ON M5H 3T9
2. Vote by Email: Email a scanned copy, pdf, snapshot or photo of the completed, signed and dated proxy form to SGGG at adminservices@sgggfsi.com
3. Vote by Fax: Send a scanned copy, pdf, or photo of the completed, signed and dated proxy form to SGGG at (416) 967-1969

at any time up to **5:00 p.m. (Toronto time) on May 27, 2025 or deliver to the Manager's offices before 10:30 am on the day of the meeting.** The deadline for the deposit of proxies may be waived by the Chair of a Meeting in his or her sole discretion without notice. By completing and returning the proxy form, you can participate in the Meeting through the person or persons named on the form. In order to be valid, the proxy form must be completed with the vote, Unitholder's name and signature clearly visible regardless of the method of delivery.

The persons named in the enclosed form of proxy are management representatives of Venator. The management representatives designated in the form of proxy provided to you will vote the Units in respect of which they are appointed by proxy on any ballot that may be called for in accordance with the instructions of the Unitholder as indicated on the proxy and, if the Unitholder gives an instruction with respect to any matter to be acted upon, the Units will be voted accordingly. Where no instruction is given with respect to how to vote, the proxy will confer discretionary authority to be voted IN FAVOUR of each matter for which no instruction has been given.

Each Unitholder has the right to appoint a person or company other than those designated in the enclosed form of proxy to represent such Unitholder at the Meeting. A Unitholder desiring to appoint some other person to represent him, her or it at the Meeting may do so by inserting the desired person's name in the space indicated in the form of proxy. A proxyholder need not be a Unitholder.

If you appoint a person or company other than those designated in the enclosed form of proxy, you **MUST** provide your proxyholder's EXACT NAME. Proxyholders can only be validated at the Meeting using the EXACT NAME.

Units represented by a proxy form will be voted or withheld from voting in accordance with the instructions of the Unitholder on any ballot that may be called for and, 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 at the discretion of the person named in the proxy form. If the proxy form is executed in favour of the management appointees named in the proxy form and deposited in accordance with the instructions on the form, the Units will be voted in favour of all matters identified in the Notice of Special Meeting of Unitholders dated April 29, 2025 (the "Notice").**

The proxy that was mailed to you confers discretionary authority upon the persons named therein with respect to amendments or variations to the matters identified in the Notice, and with respect to other matters which may properly come before the Meeting in respect of which the proxy is granted or any adjournments or postponements of such Meeting. As of the date hereof, the Manager knows of no such amendments, variations or other matters to come before the Meeting. In the event that other matters come before a Meeting, the management representatives designated in the provided form of proxy intend to vote in accordance with their best judgement pursuant to the discretionary authority conferred by such proxy with respect to such matters.

Revocation of Proxies

If you change your mind about how you want to vote your Units, you can revoke your proxy form at any time prior to the exercise thereof by:

- (a) Completing and signing a proxy bearing a later date and depositing it as described above;
- (b) depositing a written revocation executed by you, or by your attorney, who you have authorized in writing to act on your behalf, at the above address at any time up to and including the last business day preceding the day of the Meeting, or any postponement, adjournment or continuance, at which the proxy is to be used, or with the chair of the Meeting prior to the beginning of the Meeting on the day of the Meeting or any postponement, adjournment or continuance; or
- (c) any other manner permitted by law.

Solicitation of Proxies

In addition to solicitation by mail, officers, directors, employees and agents of the Manager and/or its affiliates may, without additional compensation, solicit proxies personally, by telephone or other electronic means. The Manager may also employ professional soliciting agents on commercially reasonable terms to assist them with the solicitation of proxies. Any costs of solicitation of proxies will be borne by the Manager and/or its affiliates. The Manager and/or its affiliates will reimburse brokers, custodians, nominees and fiduciaries for the proper charges and expenses incurred in forwarding this Information Circular and related materials to beneficial owners of units of the Fund.

Advice to Beneficial Unitholders

For beneficial Unitholders who wish to participate (either personally or through a nominee) and vote their Units registered in the name of an intermediary at the Meeting, it is critical to follow the required procedures for appointing proxyholders. Beneficial Unitholders may appoint themselves or a nominee as proxyholder by carefully following the instructions for appointing a proxyholder provided by their intermediary and ensuring that such request is communicated to the appropriate person indicated in the instructions well in advance of the Meeting and in accordance with such instructions.

Beneficial Unitholders who wish to vote by proxy at the Meeting should carefully follow the instructions provided by their intermediary and should ensure that such instructions are communicated to the appropriate person well in advance of the Meeting in accordance with such instructions.

Revocation of Voting Instructions by Beneficial Unitholders

A beneficial Unitholder wishing to revoke a voting instruction form that has been executed and returned in accordance with the instructions, should consult the instructions regarding revocation provided by their intermediary.

Attendance and Voting at Meeting by Beneficial Unitholders

If you are a beneficial Unitholder and wish to vote in person at the Meeting (or have someone attend the Meeting on your behalf) you must follow the instructions that you receive from your intermediary. **IF YOU WISH TO VOTE IN PERSON AT THE MEETING, YOU MUST APPOINT YOURSELF AS APPOINTEE BY ENTERING YOUR OWN NAME ON THE VOTING INSTRUCTION FORM OR AS INSTRUCTED BY YOUR INTERMEDIARY.**

If for any reason a beneficial Unitholder does not receive physical delivery of their voting instruction form by mail, they can obtain their instructions on how to submit their voting instruction by telephone or over the internet by contacting their intermediary.

PURPOSE OF THE MEETING

The purpose of the Meeting is to consider and, if advisable for Unitholders of the Fund:

1. to approve a change to the investment objective of the Fund (the “**Investment Objective Change**”);
2. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The Fund offers four series of units: Series A1, Series F1, Series F, and Series I currently. Holders of Series A1, Series F1 and Series F Units will vote on the Investment Objective Change in respect of the Fund as a single series at the Meeting. There are currently no Series I Units issued.

This Information Circular contains details about the Investment Objective Change. The full text of the resolution to be considered at the Meeting is contained in the attached Schedule A to this Information Circular. The Manager encourages Unitholders to read the details of the proposed Investment Objective Change carefully. If approved by Unitholders, and if the necessary regulatory approvals are obtained, the Investment Objective Change will become effective on or about June 25, 2025, or such later date as may be determined by the Manager (the “**Effective Date**”). All Unitholders are encouraged to review the details in this Information Circular before voting.

DESCRIPTION OF THE INVESTMENT OBJECTIVE CHANGE OF THE FUND

Introduction

The Manager is seeking approval from Unitholders of the Fund, an alternative mutual fund established under the laws of Ontario, to change the investment objective of the Fund as set out below, effective on or about the Effective Date. In connection with the Investment Objective Change, the investment strategies of the Fund, the fees charged by the Fund and the name of the Fund will also change as described below.

Proposed Changes

Set out below in the chart are the existing investment objectives of the Fund, the proposed new investment objectives of the Fund and the reason for the proposed Investment Objective Change of the Fund.

Existing Investment Objective	The Fund seeks to provide long-term capital growth through fundamental securities selection by taking both long and short investment positions in equity, debt and derivative securities and through strategic trading. The Fund will use alternative investment strategies, including the use of leverage, primarily created through the use of borrowing and to a lesser extent through exposure to derivatives and short selling. The aggregate gross exposure of the Fund shall not exceed the limits on the use of leverage described in the “Investment Strategies” section in the Fund’s simplified prospectus or as otherwise permitted under applicable securities legislation.
-------------------------------	--

Proposed New Investment Objective	The Fund seeks to provide long-term capital growth through rules based, quantitative securities selection by taking long investment positions in equity securities. The Fund will use alternative investment strategies including the occasional use of leverage and to a lesser extent potential exposure to derivative and short selling. The aggregate gross exposure of the Fund shall not exceed the limits on the use of leverage described in the “Investment Strategies” section in the Fund’s simplified prospectus or as otherwise permitted under applicable securities legislation.
Reason for the Proposed Change	The Manager believes that the proposed change to the investment objective will benefit unitholders because it will provide a simpler, lower cost and lower fee structure for the Fund as well as introducing a “Hurdle” rate that the Fund must surpass to be eligible for performance fees.

If the new investment objective is approved and implemented, the Manager anticipates changing the investment strategies of the Fund as follows:

Existing Investment Strategies	Proposed New Investment Strategies
<p>The Manager intends to focus on, but is not limited to, long positions in the following general areas: (i) issuers that are not well followed by the investment community and are trading at price to earnings ratios, price to sales ratios and/or price to cash flow ratios that do not reflect their earnings and/or cash flow growth rates; (ii) issuers that are showing profitability ratios well below their potential and where a plan to increase efficiencies exists or is expected to be implemented in the near future; (iii) issuers with track records of profitable operations and strong balance sheets, and which are trading below their intrinsic or fair values; (iv) securities of companies involved in corporate restructurings, mergers, acquisitions and spin-offs; (v) securities of distressed and bankrupt companies; (vi) high yield instruments; and (vi) option derivatives.</p> <p>In selecting short sale candidates, the Manager expects to focus on, but is not limited to, options in indices to reduce beta, companies that are experiencing deteriorating business and industry conditions, have leveraged and/or cash poor balance sheets and/or are facing capital expenditure requirements in excess of their internal cash generation abilities and/or companies that are trading above their intrinsic or fair value.</p>	<p>The Manager intends to utilize a proprietary, rules based, quantitative model investing in a basket of stocks within the S&P 500 Index (the “Index”), which is a market-capitalization weighted index that is designed to represent the returns of large-capitalization U.S. stocks. The investment strategy will be focused on initiating positions in stocks predominately in the bottom half of the Index constituents as determined by market capitalization. The goal of this strategy is to offer investors increased exposure to potential leaders of the future and, in doing so, through long term capital appreciation, look to outperform the S&P 500 Total Return Index over the longer term. The Manager expects to invest in at least 200 companies within the S&P 500 Index.</p> <p>Further information about the S&P 500 Index and its constituent issuers is available from S&P on its website at: https://www.spglobal.com/spdji/en/indices/equity/sp-500/#overview</p> <p>Short Selling and Borrowing</p> <p>While the strategy is not expected to short in the near term, we reserve the right to hedge if we see fit. The Fund may borrow cash and employ leverage from time to time, but this will not be a key element of the strategy. Initially, we will not offer a currency hedged version of the Fund in</p>

<p>Certain short sales may be initiated solely to hedge market exposure or currency exposure. This may include securities in issuers such as borrowers of foreign currencies, index-tracking securities or large capitalizations stocks that serve as a barometer to sectors where the Manager is looking to decrease the Fund's overall and/or net market exposure.</p> <p>The Manager may engage in special situations trading from time to time, including investing in event driven solutions such as private placements, initial public offerings, corporate restructurings, mergers, acquisitions and spin-offs, hostile takeovers or bankruptcies.</p> <p>Short Selling and Borrowing</p> <p>“Cash Borrowing Strategy” means additional cash borrowing for investment purposes in excess of the Total Borrowing Limit.</p> <p>“Cash Currency Hedging Strategy” means the strategy pursuant to which the Fund may acquire long and short positions by borrowing cash in a foreign currency pursuant to a margin facility provided by the Fund's custodian to acquire foreign equities or fixed income securities denominated in the foreign currency.</p> <p>“Leverage Strategies” means, collectively, the Cash Borrowing Strategy and the Shorting Strategies.</p> <p>“Shorting Strategies” means the use of market-neutral, offsetting, inverse or shorting strategies requiring the use of short selling in excess of the Short Selling Limit.</p> <p>The investment strategies of the Fund permit, or will permit, it to:</p> <p>(a) enter into a foreign cash borrowing transaction under the Cash Currency Hedging Strategy, provided that the aggregate value of foreign cash borrowed by the Fund under the Cash Currency Hedging Strategy does not exceed 100% Fund's NAV (the “Cash Currency Hedging Strategy Limit”); and</p>	<p>CAD but may look to do so in the future.</p> <p>“Cash Borrowing Strategy” means additional cash borrowing for investment purposes in excess of the Total Borrowing Limit.</p> <p>“Cash Currency Hedging Strategy” means the strategy pursuant to which the Fund may acquire long and short positions by borrowing cash in a foreign currency pursuant to a margin facility provided by the Fund's custodian to acquire foreign equities or fixed income securities denominated in the foreign currency.</p> <p>“Leverage Strategies” means, collectively, the Cash Borrowing Strategy and the Shorting Strategies.</p> <p>“Shorting Strategies” means the use of market-neutral, offsetting, inverse or shorting strategies requiring the use of short selling in excess of the Short Selling Limit.</p> <p>The investment strategies of the Fund permit, or will permit, it to:</p> <p>(a) enter into a foreign cash borrowing transaction under the Cash Currency Hedging Strategy, provided that the aggregate value of foreign cash borrowed by the Fund under the Cash Currency Hedging Strategy does not exceed 100% Fund's NAV (the “Cash Currency Hedging Strategy Limit”); and</p> <p>(b) enter into a cash borrowing or short selling transaction under its Leverage Strategies, provided that at the time the Fund enters into a cash borrowing transaction or sells a security short (i) the aggregate market value of securities of any one issuer (other than “government securities” as defined in NI 81-102) sold short by the Fund does not exceed 10% of the NAV of the Fund and (ii) the aggregate value of cash borrowed combined with the aggregate market value of all securities sold short by the Fund under its Leverage Strategies does not exceed 100% of the Fund's NAV (“Leverage Strategies Limits” and together with the Cash Currency</p>
--	--

<p>(b) enter into a cash borrowing or short selling transaction under its Leverage Strategies, provided that at the time the Fund enters into a cash borrowing transaction or sells a security short (i) the aggregate market value of securities of any one issuer (other than “government securities” as defined in NI 81-102) sold short by the Fund does not exceed 10% of the NAV of the Fund and (ii) the aggregate value of cash borrowed combined with the aggregate market value of all securities sold short by the Fund under its Leverage Strategies does not exceed 100% of the Fund’s NAV (“Leverage Strategies Limits” and together with the Cash Currency Hedging Strategy Limit, the “Permitted Total Borrowing and Short Sales Limit”).</p> <p>If any of the Cash Currency Hedging Strategy Limit, Leverage Strategies Limits or Permitted Total Borrowing and Short Sales Limit is exceeded, the Fund shall, as quickly as is commercially reasonable, take all necessary steps to reduce the aggregate value of cash borrowed combined with the aggregate market value of securities sold short to be within the applicable limit or limits.</p> <p>The Fund may sell securities short. A short sale is a transaction in which the Fund sells securities that it has borrowed from a lender in the open market and, at a later date, the Fund is required to purchase the same securities on the open market and return them to the lender. In the interim, the Fund must pay compensation to the lender for the loan of the securities and also provide collateral to the lender for such loan.</p> <p>The Fund may borrow cash. When the Fund engages in cash borrowing, it will provide a security interest over certain assets of the Fund to the lender as security in connection with such borrowing.</p> <p>With respect to short selling and borrowing, the Fund will be managed, in all other respects, in accordance with the investment restrictions and rules applicable to alternative mutual funds as outlined in NI 81-102 which currently include:</p>	<p>Hedging Strategy Limit, is the “Permitted Total Borrowing and Short Sales Limit”).</p> <p>If any of the Cash Currency Hedging Strategy Limit, Leverage Strategies Limits or Permitted Total Borrowing and Short Sales Limit is exceeded, the Fund shall, as quickly as is commercially reasonable, take all necessary steps to reduce the aggregate value of cash borrowed combined with the aggregate market value of securities sold short to be within the applicable limit or limits.</p> <p>The Fund may sell securities short but does not intend to as a normal course of events. A short sale is a transaction in which the Fund sells securities that it has borrowed from a lender in the open market, and, at a later date, the Fund is required to purchase the same securities on the open market and return them to the lender. In the interim, the Fund must pay compensation to the lender for the loan of the securities and also provide collateral to the lender for such loan.</p> <p>The Fund may borrow cash. When the Fund engages in cash borrowing, it will provide a security interest over certain assets of the Fund to the lender as security in connection with such borrowing.</p> <p>With respect to short selling and borrowing, the Fund will be managed, in all other respects, in accordance with the investment restrictions and rules applicable to alternative mutual funds as outlined in NI 81-102 which currently include:</p> <ul style="list-style-type: none"> ▪ The Fund may only borrow cash from entities that would qualify as a custodian or sub-custodian under section 6.2 or section 6.3 of NI 81-102; ▪ Where the lender is an affiliate of the Manager, approval of the Fund’s IRC is required, and the borrowing arrangement must be in accordance with normal industry practice and be on standard commercial terms for agreements of this nature; and ▪ The aggregate market value of the securities of a single issuer (excluding “government securities” as defined in NI
--	---

<ul style="list-style-type: none"> • The Fund may only borrow cash from entities that would qualify as a custodian or sub-custodian under section 6.2 or section 6.3 of NI 81-102; • Where the lender is an affiliate of the Manager, approval of the Fund's IRC is required and the borrowing arrangement must be in accordance with normal industry practice and be on standard commercial terms for agreements of this nature; and • The aggregate market value of the securities of a single issuer (excluding "government securities" as defined in NI 81-102) sold short by the Fund will not exceed 10% of the Fund's NAV. <p>The Fund does not currently anticipate engaging in cash borrowing from an affiliate of the Manager.</p> <p>Use of Derivatives</p> <p>Derivatives generally take the form of a contract between two parties to purchase or sell a specific commodity, currency, security, index or other underlying interest at a later time. Derivatives may be traded on a securities exchange or on over the counter markets. The Portfolio Adviser will use derivatives such as futures, forwards, options, swaps and structured notes for "hedging" purposes to reduce the Fund's exposure to changes in securities' prices, interest rates, exchange rates or other risks. Derivatives may also be used for "non-hedging" purposes, which may include the following: (i) as substitute investments for stocks or a stock market; (ii) to gain exposure to other currencies; (iii) to seek to generate additional income; or (iv) for any other purpose that is consistent with the Fund's investment objective. The Fund may invest in specified derivatives, uncovered derivatives or enter into derivatives contracts with counterparties that do not have a "designated rating" as defined in NI 81-102. The financial statements of the Fund will include disclosure regarding the Fund's use of derivatives for hedging and non-hedging purposes as at the last day of the applicable financial reporting period.</p>	<p>81-102) sold short by the Fund will not exceed 10% of the Fund's NAV.</p> <p>The Fund does not currently anticipate engaging in cash borrowing from an affiliate of the Manager.</p> <p>Use of Derivatives</p> <p>Derivatives generally take the form of a contract between two parties to purchase or sell a specific commodity, currency, security, index or other underlying interest at a later time. Derivatives may be traded on a securities exchange or on over-the-counter markets. The Portfolio Adviser may use derivatives such as futures, forwards, options, swaps and structured notes for "hedging" purposes to reduce the Fund's exposure to changes in securities' prices, interest rates, exchange rates or other risks. Derivatives may also be used for "non-hedging" purposes, which may include the following: (i) as substitute investments for stocks or a stock market; (ii) to gain exposure to other currencies; (iii) to seek to generate additional income; or (iv) for any other purpose that is consistent with the Fund's investment objective. The Fund may invest in specified derivatives, uncovered derivatives or enter into derivatives contracts with counterparties that do not have a "designated rating" as defined in NI 81-102. The financial statements of the Fund will include disclosure regarding the Fund's use of derivatives for hedging and non-hedging purposes as at the last day of the applicable financial reporting period.</p> <p>Leverage</p> <p>On average, over time the Portfolio Adviser generally expects the Fund to utilize leverage of approximately 0% to 150% of the Fund's NAV but, at all times, will be within the limits prescribed by applicable securities legislation.</p> <p>The Fund's aggregate gross exposure must not exceed three times the Fund's NAV and will be calculated as the sum of: (i) the aggregate value of the Fund's outstanding indebtedness under borrowing arrangements entered into in accordance with NI 81-102; (ii) the aggregate market value of all securities sold short; and (iii)</p>
---	---

<p>Leverage</p> <p>On average, over time the Portfolio Adviser generally expects the Fund to utilize leverage of approximately 90% to 200% of the Fund's NAV but, at all times, will be within the limits prescribed by applicable securities legislation.</p> <p>The Fund's aggregate gross exposure must not exceed three times the Fund's NAV and will be calculated as the sum of: (i) the aggregate value of the Fund's outstanding indebtedness under borrowing arrangements entered into in accordance with NI 81-102; (ii) the aggregate market value of all securities sold short; and (iii) the aggregate notional value of the Fund's specified derivatives positions minus the aggregate notional amount of any specified derivatives that are hedging transactions. If the Fund's aggregate gross exposure exceeds three times the Fund's NAV, the Portfolio Adviser shall, as quickly as is commercially reasonable, take all necessary steps to reduce the aggregate gross exposure to three times the Fund's NAV or less.</p> <p>Portfolio Turnover</p> <p>The investment strategies of the Fund involve a moderate amount of portfolio turnover. Active trading of the Fund's investments may result in increased trading costs, which can lower the Fund's returns. It also increases the possibility that you will receive distributions, which are taxable if you hold units outside of a Registered Plan.</p>	<p>the aggregate notional value of the Fund's specified derivatives positions minus the aggregate notional amount of any specified derivatives that are hedging transactions. If the Fund's aggregate gross exposure exceeds three times the Fund's NAV, the Portfolio Adviser shall, as quickly as is commercially reasonable, take all necessary steps to reduce the aggregate gross exposure to three times the Fund's NAV or less.</p> <p>Portfolio Turnover</p> <p>The investment strategies of the Fund involve a modest amount of portfolio turnover. Active trading of the Fund's investments may result in increased trading costs, which can lower the Fund's returns. It also increases the possibility that you will receive distributions, which are taxable if you hold units outside of a Registered Plan.</p>
--	--

Tax Considerations Relating to the Investment Objective Change

Please see "Certain Canadian Federal Income Tax Considerations Relating to the Investment Objective Change" for more details.

Management Fee Reduction and Introduction of New Series Denominated in USD

If the Investment Objective Change receives the required approvals and is implemented, the management fees of Series A1 of the Fund will be lowered from 2.00% to 1.50% and we will introduce Series UA Units denominated in USD, which will also have a 1.5% management fee. Series A1 Units would maintain the existing high watermark and would not be open to new investments. The management fees of Series F and F1 Units of the Fund will each be lowered from 1.00% to 0.50% and maintain their current high watermarks and

these Series will not be open for new investments. For new investments, we will be introducing Series UF Units denominated in USD which will have a 0.5% management fee. Series I and UI Units will be available to institutional investors or to other investors on a case-by-case basis at the discretion of the Manager and will carry a negotiated management fee. There are no Series I Units currently issued.

Currency Denomination Change

If the Investment Objective Change receives the required approvals, the functional currency of the Fund will change from CAD to USD. See below under Performance Fee Change for more details.

Performance Fee Change

If the Investment Objective Change receives the required approvals and is implemented, the performance fees of Series A1, F and F1 Units will each be lowered from 20% of any gains in excess of the High Water Mark plus the aggregate amount of all distributions declared on such Units on the Performance Valuation Date to 10% of any gains in excess of the High Water Mark plus the aggregate amount of all distributions declared on such Units on the Performance Valuation Date AND in excess of the S&P 500 Total Return Index in USD. The S&P 500 Index is a world renowned float-adjusted market capitalization weighted Index that tracks the securities of the largest and most liquid public companies in the United States. Constituent securities must pass minimum float-adjusted and liquidity screens to qualify and maintain membership in the Index. Index weights are reviewed quarterly. The S&P 500 Total Return Index in USD will be the “**Hurdle Rate**” for this fund. The functional currency of this fund is USD. For CAD denominated Units, all underlying assets and liabilities will be in USD and all fees will be accounted for in USD and translated at the available spot rate. Pre-existing High Water Marks will remain in CAD. A CAD NAV will be provided to pre-existing Unitholders who have invested in Series A1, F and F1 Units. As the units are unhedged the NAV will be a conversion of the USD NAV at the available spot rate. Performance fees will only be charged to the extent that they would not cause investors to have negative returns for the period. The newly introduced Series UA, and UF Units will be subject to the same terms but High Water Marks, NAVs and Pricing will be in USD. Series I and UI may negotiate a performance fee in accordance with applicable regulatory requirements to be paid by the Unitholder directly to the Manager.

Name Change

If the Investment Objective Change receives the required approvals and is implemented, the name of Venator Founders Alternative Fund will be changed to “Venator Ascendant Alternative Fund” (“**VAAF**”) on the Effective Date.

Risk Factor Changes

If the Investment Objective Change receives the required approvals and is implemented, as of the Effective Date, the Fund will no longer hedge the USD exposure. All CAD denominated units would be translated at the available daily posted spot rate and the USD denominated units would remain in the currency of the underlying holdings. In the future, we may look to introduce a currency hedged version of the Fund. Actively shorting will no longer be a part of the strategy but may be considered in the future for hedging purposes.

RECOMMENDATION OF THE MANAGER

The Manager recommends that Unitholders of the Fund vote IN FAVOUR of the Investment Objective Change.

EXPENSES

All expenses associated with the Investment Objective Change, including the expenses of the Meeting and solicitation of proxies, will be borne by the Manager.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS RELATING TO THE INVESTMENT OBJECTIVE CHANGE

The following is a general summary of the principal Canadian federal income tax considerations relating to the change of investment objective by the Fund as described in this Information Circular. This summary is applicable to a Unitholder of the Fund who is an individual (other than a trust) resident in Canada for purposes of the *Income Tax Act* (Canada) and the regulations thereunder (the “**Tax Act**”) who deals at arm’s length and is not affiliated with the Fund, and who holds Units of the Fund as capital property (a “**Holder**”). Generally, Units will be considered to be capital property to a Holder provided that the Holder does not hold such Units in the course of carrying on a business of buying and selling securities and has not acquired them in one or more transactions considered to be an adventure or concern in the nature of trade. Certain Holders who might not otherwise be considered to hold their Units as capital property may, in certain circumstances, be entitled to have such Units and every other “Canadian security” owned or subsequently acquired by them treated as capital property by making the irrevocable election permitted by subsection 39(4) of the Tax Act. This summary does not apply to a Holder who has entered or will enter into a “derivative forward agreement” as that term is defined in the Tax Act with respect to the Units.

This summary assumes that the Fund will, at all relevant times, qualify as a “unit trust” and as a “mutual fund trust” for purposes of the Tax Act.

This summary is based on the facts described in this Information Circular, the current provisions of the Tax Act, proposed amendments to the Tax Act publicly announced by the Minister of Finance (Canada) prior to the date hereof (“**Tax Amendments**”), and an understanding of the current published administrative policies and assessing practices of the Canada Revenue Agency. This description is not exhaustive of all Canadian federal income tax consequences and does not take into account or anticipate changes in the law or in administrative policy or assessing practice, whether by legislative, governmental or judicial action other than the Tax Amendments in their present form, nor does it take into account provincial, territorial or foreign tax considerations which may differ significantly from those discussed herein. There can be no assurance that the Tax Amendments will be enacted in the form publicly announced, or at all.

This summary is of a general nature only, is not intended to be, nor should it be treated as, legal or tax advice to any particular unitholder, and is not exhaustive of all applicable considerations. Unitholders should consult with their own tax advisors for advice with respect to the tax consequences of the proposed change of investment objective by the Fund having regard to their own particular circumstances.

Implementing the change of investment objective will involve the sale of the securities held in the portfolio of the Fund. Such sales of securities by the Fund will result in a gain (or loss) to it to the extent that the proceeds of disposition, net of reasonable costs of disposition, exceed (or are less than) the cost amount of the securities. The tax treatment of gains and losses realized by the Fund will depend on whether such gains or losses are treated as being on income or capital account. In determining its income for tax purposes, the Fund will generally treat gains or losses realized on the disposition of portfolio securities (other than derivatives) held by it as capital gains and losses. In general, gains and losses realized by the Fund from derivative transactions and in respect of short sales of securities (other than Canadian securities) will be on income account except where such derivatives are used to hedge portfolio securities held on capital account provided there is sufficient linkage, subject to certain rules in the Tax Act that target certain “derivative forward agreements” (as such term

is defined in the Tax Act). The Manager currently expects that the Fund will be required to dispose of a material amount of securities or other investments currently held by it in order to implement the change of investment objective, and accordingly, the Fund may realize a material amount of capital gains or losses, income or non-capital losses as a result of implementing the change of investment objective.

To the extent the Fund realizes a material amount of capital gains or income as a result of implementing the change of investment objective, the Fund may make a special distribution of any such income and net realized capital gains to Unitholders to reduce or eliminate ordinary income taxes that would otherwise be payable by the Fund. Unitholders will be subject to the same tax consequences on such distributions as on other distributions of income and net realized capital gains made by the Fund. These distributions, if reinvested, will increase the adjusted cost base of a Unitholder's Units. The Manager currently expects that the Fund will not make a special distribution in connection with the change of investment objective.

A Unitholder who redeems Units in connection with the change of investment objective will realize a capital gain (or capital loss) to the extent that the proceeds of redemption (other than any amount payable by the Fund which represents capital gains allocated and designated to the redeeming Unitholder), net of reasonable costs of disposition, exceed (or are less than) the aggregate of the Unitholder's adjusted cost base of the redeemed Units. A Unitholder who holds Units directly, rather than in a "Registered Plan" (as defined in the simplified prospectus of the Fund), must include one-half of the amount of any capital gain (a "**taxable capital gain**") in income. One-half of a capital loss (an "**allowable capital loss**") realized by a Unitholder in a year will be deductible against taxable capital gains realized by the Unitholder in that year. Allowable capital losses for a taxation year in excess of taxable capital gains for that taxation year may, subject to certain limitations under the Tax Act, be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against taxable capital gains in accordance with the provisions of the Tax Act.

VOTING UNITS OF THE FUND

Quorum Required

In respect of the matters to be considered by the Fund, in order for the Meeting to be duly constituted for the transaction of business by the Fund, at least two Unitholders of the Fund must be present in person or represented by proxy, each being a Unitholder entitled to vote at the Meeting or a duly appointed proxyholder for an absent Unitholder so entitled.

If a quorum is not present at the time appointed for the Meeting, or within a reasonable time thereafter, the Chairman of the Meeting may adjourn the Meeting to a fixed time being not less than 10 days and not more than 21 days from the date the original Meeting was called and to such place as may be appointed by the Chairman. Notice of any adjourned meeting of Unitholders shall be given by press release. The Unitholder(s) present at the adjourned meeting will form a quorum.

Approval of Resolution

A vote for the approval of an Investment Objective Change and other related changes will not be effective unless it is approved by a majority of the votes cast at the Meeting by or on behalf of Unitholders of the Fund.

Voting Units and Principal Holders Thereof

Unitholders of the Fund are entitled to one vote for each whole Unit of the Fund held. There are no votes attached to fractional Units. Only those persons included on the list of Unitholders of the Fund as at the close of business on the Record Date will be entitled to vote at the Meeting. Units of the Fund that are held by the

Manager, an affiliate of the Manager, or an investment fund managed by the Manager will not be voted at the Meeting.

As at the Record Date, the following were the number of issued and outstanding voting Units of the Fund. Each Unit of each series of the Fund has one vote per Unit.

Series	Units
A1	1,340,367.44
F	87,158.33
F1	198,474.90

As the Fund is a mutual fund in continuous distribution, further Units of the Fund will have been issued and redeemed since those reflected in the table above and prior to and after the Record Date. At the date of the Meeting, the number of issued and outstanding Units will have changed accordingly.

To the knowledge of the senior officers of the Manager, as of the close of business on the Record Date, the following persons or companies beneficially owned, directly or indirectly, or exercised control or direction over, 10% or more of the voting rights attached to the Units of any of the series of the Fund entitled to be voted at the Meeting:

Series	Name of Unitholder*	Number of Units Held	Percentage of Series Held (%)
A1	Individual Unitholder	721,741.47	53.85%

*To protect the privacy of individual investors we have omitted the names of the individual investors. This information is available on request by contacting the Manager.

As at the close of business on the Record Date, the directors and executive officers of the Manager owned more than 10% of the units of the Fund.

As at the close of business on the Record Date, the Manager does not own the Units of the Fund.

MANAGEMENT OF THE FUND

Pursuant to the Declaration of Trust dated June 30, 2022 (the “**Declaration of Trust**”), the Manager provides or arranges for the provision of certain accounting, administrative, portfolio management and other services and facilities required for the day-to-day operation of the Fund. The Manager also acts as trustee of the Fund pursuant to the terms of the Declaration of Trust.

The Manager may resign as manager of the Fund, but cannot be removed as manager under the Declaration of Trust; however, a Fund will terminate following the occurrence of any of the following events: (a) the Manager has resigned and a successor manager is not appointed, or the unitholders of the Fund do not approve the appointment of a successor manager, by the effective time of such resignation; (b) the Manager is, in the opinion of the Trustee, in material default of its obligations under this Declaration of Trust and such default

continues for 120 days from the date that the Manager receives notice of such material default from the Trustee; (c) the Manager has been declared bankrupt or insolvent or has entered into liquidation or winding up, whether compulsory or voluntary (and not merely a voluntary liquidation for the purposes of amalgamation or reconstruction); (d) the Manager makes a general assignment for the benefit of creditors or otherwise acknowledges its insolvency; or (d) the assets of the Manager have become subject to seizure or confiscation by any public or governmental authority.

As at April 28, 2025, the names and province of residence of each director and executive officer of the Manager are as follows:

Name	Municipality of Residence	Office	Principal Occupation
Brandon Osten	Toronto, Ontario	Ultimate Designated Person, Chief Executive Officer and Director	Chief Executive Officer and Portfolio Manager
Stephen Andersons	Toronto, Ontario	President and Director	President and Portfolio Manager
Susan Naylor	Oakville, Ontario	Chief Compliance Officer and Chief Financial Officer	Chief Compliance Officer and Chief Financial Officer
Earl Rotman	Toronto, Ontario	Chairman of the Board	Chairman of the Board

Since the start of the Fund's most recently completed financial year, neither the Manager, its executive officers and directors, nor their respective affiliates, associates and subsidiaries, as applicable, were indebted to the Fund or were involved in any transaction or arrangement with the Fund.

MANAGEMENT FEES AND OTHER PAYMENTS

The trustee of the Fund has not received any remuneration in its capacity as such.

The management fees (including GST/HST), paid by the Fund to the Manager and its affiliates (as applicable) since the Fund's most recently completed fiscal year ended December 31, 2024, are \$79,765.61.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed above, no informed person of the Manager, or any associate or affiliate of any informed person has or has had a material interest, direct or indirect, in any transaction since the commencement of the Fund's most recently completed financial year or in any proposed transaction which has or would materially affect the Fund.

AUDITOR

The auditor of the Fund is KPMG LLP of Toronto, Ontario.

ADDITIONAL INFORMATION

Additional information regarding the Fund is contained, as applicable, in the simplified prospectus, Fund Facts, the most recently filed interim and annual management reports of fund performance and the annual audited and interim unaudited financial statements of the Fund. You may obtain a copy of the Fund's simplified prospectus and any of the Fund's documents by accessing the SEDAR+ website at www.sedarplus.ca or the Manager's website at www.venator.ca, or by calling the Manager at 416-934-7994 or by email at info@venator.ca.

APPROVAL

The contents of this Information Circular and its distribution to Unitholders of the Fund have been approved by the board of directors of the Manager, as trustee and manager of the Fund.

Dated at Toronto, Ontario, this 29th day of April, 2025.

VENATOR CAPITAL MANAGEMENT LTD.,

By: (Signed) *Stephen Andersons*

Stephen Andersons

President

By: (Signed) *Susan Naylor*

Susan Naylor

Chief Financial Officer

SCHEDULE A

Resolution of the Unitholders of Venator Founders Alternative Fund (the “**Fund**”):

WHEREAS it is desirable and in the interests of the Fund to change the investment objective of the Fund as described in the management information circular dated April 29, 2025 (the “**Information Circular**”) and as hereinafter provided;

AND WHEREAS terms that are defined in the Information Circular are used in this Resolution with the meaning attributed to them in the Information Circular;

RESOLVED THAT

1. the change of the investment objective of the Fund (the “**Investment Objective Change**”) is hereby approved such that the investment objective is substantially as follows:

“The Fund seeks to provide long-term capital growth through rules based, quantitative securities selection by taking long investment positions in equity securities. The Fund will use alternative investment strategies including the occasional use of leverage and to a lesser extent potential exposure to derivative and short selling. The aggregate gross exposure of the Fund shall not exceed the limits on the use of leverage described in the “Investment Strategies” section in the Fund’s simplified prospectus or as otherwise permitted under applicable securities legislation”;
2. the change of the name of the Fund to “Venator Ascendant Alternative Fund” is hereby approved;
3. all matters ancillary to, or necessary or desirable, for the implementation of the Investment Objective Change, including but not limited to changes to the Fund’s investment strategies, functional currency, management and performance fees and the necessary amendments to the Declaration of Trust to reflect these changes, are hereby authorized and approved;
4. any officer or director of the Manager is hereby authorized and directed on behalf of the Fund to execute and deliver all such documents and do all such acts and things as may be necessary or desirable to implement this Resolution; and
5. notwithstanding that this Resolution has been passed by Unitholders, the Manager is hereby authorized to delay, modify or terminate implementation of the Investment Objective Change or make such other changes contemplated by this Resolution if the Manager determines in its sole discretion that it would be necessary or desirable to do so.