

TERM SHEET

RIVEMONT MICROCAP FUND

The Fund's objective is to achieve above-average long-term capital appreciation by investing primarily in equity securities of North American companies having micro or small capitalizations.

Structure	Mutual Fund Trust
Units	Private placements, accredited investors only
Investment Fund Manager	Majestic Asset Management
Investment Advisor	Rivemont Investments Inc.
Investment Advisor AuM	\$55M

Administrator	SGGG Fund Services
Registrar	SGGG Fund Services
Custodians	National Bank Independent Network Inc. Interactive Brokers Canada Inc.
Brokers	National Bank Independent Network Inc. Interactive Brokers Canada Inc.
Legal	Fasken Martineau
Trustee	TSX Trust Company
Auditor	KMPG

RSP/TFSA Eligibility	Yes
Lockup Period	No
Early Redemption Fee	10% (6 months following purchase)
High Water Mark (HWM)	Yes
Hurdle Rate	7% annualized
Series	A, B, C, F
Trailer Fee	Series A: 1.00% Series B: 0.875% Series C: 0.75%

	FundServ Code	Management Fee	Incentive Fee
Series A	MAJ720	2.00%	20.00%
Series B	MAJ724	1.75%	20.00%
Series C	MAJ725	1.50%	20.00%
Series F	MAJ721	1.00%	20.00%

For more information about the Rivemont MicroCap Fund, please consult the Offering Memorandum of the Fund.

The units described in the Offering Memorandum of the Rivemont MicroCap Fund are being offered on a private placement basis in reliance on exemptions from the requirement to prepare and file a prospectus with securities regulatory authorities. The Offering Memorandum of the Fund constitutes an offering of the units described herein only in those jurisdictions and to those persons where and to whom they may lawfully be offered for sale. The Offering Memorandum of the Fund is not, and under no circumstances is to be construed as, a prospectus or an advertisement for a public offering of such units. No securities regulatory authority in Canada has in any way passed upon the merits of the units offered in the Offering Memorandum of the Fund nor has it reviewed the Offering Memorandum the Fund and any representation to the contrary is an offence.