Purpose and Background Information

The purpose of this letter is to provide preliminary information on Crystal Wealth Management System Limited (the "**Company**"), and more specifically in regards to 10 proprietary open-ended mutual fund trusts created and managed by the Company (collectively, the "**Crystal Wealth Funds**"). This solicitation letter is being sent to parties interested in assessing whether they wish to proceed with a more detailed review of the matters discussed in this letter with a view to ultimately purchasing certain Crystal Wealth Funds or investments contained therein (a "**Prospective Purchaser**") and/or assuming the management of (a "**Prospective Manager**") certain Crystal Wealth Funds.

Pursuant to an Order (Appointing Receiver) of the Ontario Superior Court of Justice (Commercial List) issued on April 26, 2017 (the "**Appointment Order**"), Grant Thornton Limited became the receiver and manager (in such capacities, the "**Receiver**") of all of the assets, undertakings and properties of the Company and of the Crystal Wealth Funds.

The Sales Process pursuant to which this solicitation letter is being issued was authorized by the Court on June 30, 2017, which Order can be accessed on the Receiver's Case Website: www.grantthornton.ca/crystalwealth. Additional information concerning the Sales Process can be found in the Receiver's First Report to Court dated June 22, 2017 (the "**First Report**"), which can also be found on the Receiver's Case Website.

The Crystal Wealth Funds

Crystal Wealth Management System Limited is a discretionary portfolio management firm established in 1998. Prior to the receivership proceedings, the Company was registered with the Canadian Securities Administrators as a portfolio manager, investment fund manager, commodity trading manager and exempt market dealer.

The Company was also registered with the Ontario Securities Commission and managed 15 proprietary investment funds. One fund was retired earlier this year, prior to the receivership proceedings. Four other funds are not part of this Sales Process as the investments in these four funds have been monetized into cash by the Receiver.

The Crystal Wealth Funds consist of various strategic funds including, but not limited to: equity, income, resource and precious metals, and alternative investment funds.

All enquiries regarding this sale process should be directed to the Receiver:

Grant Thornton Limited

Attention:
Jason Knight, CPA, CA
Manager
T 416.369.7017
F 416.360.4949
E Jason.Knight@ca.gt.com

200 King Street West, 11th Floor
Toronto, ON M5H 3T4

Website: www.GrantThornton.ca

A Confidential Information Memorandum will be issued following execution of a confidentiality agreement.

Appendix A provides background and outlines the investment objective for each of the Crystal Wealth Funds.

Appendix B is a summary of the Crystal Wealth Funds' holdings in general based on information provided by the Company.

Next Steps

Enclosed with this solicitation letter is a confidentiality agreement ("**CA**"). To further participate in this Sales Process, the CA must be executed and returned to the Receiver. Any Prospective Purchasers and/or Prospective Manager who executes and returns the CA will be provided, upon a request to the Receiver, with a confidential information memorandum describing the purchase and/or management opportunity and will be granted access to an electronic data room containing confidential information to perform due diligence.

All communications and inquiries regarding this letter, the Sales Process, or the Crystal Wealth Funds should be directed to the Receiver by contacting: **Jason Knight, Jason.Knight@ca.gt.com, Tel: 1 416 369 7017.**

Process for Submission of Letters of Intent and Offers

As is detailed below, Prospective Purchasers and/or Prospective Managers must submit all Purchase Offers and Management Offers, respectively, by no later than **5PM Eastern Standard Time ("EST") on August 10, 2017** (the "**Offer Deadline**").

Purchase Offers: Prospective Purchasers must submit a binding offer to purchase the investment(s) contained within one or more of the Crystal Wealth Funds (a "**Purchase Offer**") by the Offer Deadline, which must include:

i. the identity, contact information, and disclosure of the principal(s) of the Prospective Purchaser;

ii. a list and description of the Crystal Wealth Fund(s) and investments to be included in a purchase;

iii. an indication of the proposed purchase price or financial terms of such sale;

iv. an acknowledgement that the sale will be made on an "as is, where is" basis and that the Prospective Purchaser will be bound by the terms of the Sales Process as described in the First Report;

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v. details related to any regulatory approvals required to close the proposed transaction; and

vi. such other information requested by the Receiver.

Management Offers: Prospective Managers will be required to submit a binding offer to assume and manage one or more of the Crystal Wealth Funds (a "**Management Offer**") by the Offer Deadline, which must include:

i. the identity, contact information, and disclosure of principal(s) of the Prospective Manager;

ii. a list and description of the Crystal Wealth Fund(s) and the investments which the Prospective Manager has an interest in assuming;

iii. a list of the qualifications and experience in managing mutual funds and investments and a listing of the portfolio manager(s), proposed for the Crystal Wealth Fund(s);

iv. a description of the proposed fees to be imposed on the investors of the applicable Crystal Wealth Funds;

v. a copy of the most recent audited financial statements of the Prospective Manager;

vi. an indication of the proposed purchase price or financial terms of such offer;

vii. an acknowledgement that the transfer will be made on an "as is, where is" basis and that the Prospective Manager will be bound by the terms of the Sales Process as described in the First Report;

viii. details related to any regulatory approvals required to close the proposed transaction; and

ix. such other information requested by the Receiver.

All Purchase Offers and Management Offers must meet the following criteria in order to qualify for consideration:

i. the offer is received by the Offer Deadline;

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ii. the offer contains a letter stating that the Purchase/Management Offer is irrevocable and open for acceptance until at least five business days after the Offer Deadline;

iii. the Purchase/Management Offer includes proof of the Prospective Purchaser's/Manager's financial wherewithal and ability to close the transaction and is not conditional upon financing;

iv. the Purchase/Management Offer includes an acknowledgement that the Prospective Purchaser/Manager has (a) relied solely upon its own independent review of any documents and assets to be acquired and/or assumed in making its offer; and (b) not relied upon any representations or warranties whatsoever regarding the property of the Crystal Wealth Group (as such term is defined in the Appointment Order);

v. the Purchase/Management Offer shall not contain any material conditions to closing other than approval by the Ontario Superior Court of Justice (Commercial List);

vi. the Purchase/Management Offer shall acknowledge that, at the Receiver's sole discretion, the Receiver may require that a definitive agreement be entered into, in a form prepared by the Receiver and agreed to by the Receiver and the Prospective Purchaser/Manager, in order to effect the transaction contemplated by the Purchase/Management Offer, if accepted by the Receiver;

vii. the Purchase/Management Offer shall not contain a break-fee or any type of compensation to the Prospective Purchaser/Manager if the Offer is rejected by the Receiver;

viii. the Receiver must believe the transaction will close on or prior to five days after Court approval of the transaction; and

ix. as appropriate, the Purchase Offer shall include a deposit equal to 10% of the purchase price of the assets(s), and in the case of a Management Offer, a deposit equal to 10% of the purchase price.

****The Receiver shall be under no obligation to accept the highest offer, and shall be under no obligation to accept any Purchase or Management Offer if the Receiver determines that no suitable offers has been received.**

Notice and Disclaimer

This document and the contents of it do not, and are not intended to constitute an offer for sale or an invitation to treat offers to purchase any company, its shares other securities or assets. For the avoidance of doubt there is no intention to create a legal relationship and such relationship will not

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come into existence unless and until a formal written contract, reviewed by lawyers for each of the parties, has been entered into. The information herein has been provided to Grant Thornton Limited as Court-appointed receiver and manager of the Crystal Wealth Group and the contents are not to be relied upon by Prospective Purchasers or Prospective Managers as an inducement to enter into a formal agreement of purchase and sale. All Prospective Purchasers or Prospective Managers must carry out their own due diligence in respect of the matters referred to and satisfy themselves as to the accuracy of all matters. While care is taken in the preparation of this document and the information contained in it, the Receiver hereby gives you notice that the Receiver cannot and does not accept any responsibility and/or liability for any loss or damage of whatsoever nature that may occur by reliance on it and howsoever arising. Any disputes or claims arising under or in connection with this document shall be subject to the jurisdiction of the Ontario Superior Court of Justice (Commercial List).

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Appendix A – Investment Objectives

Crystal Wealth Funds
Investment Objectives[1]

Fund	Strategy Type	Launch Date	Investment Objective
Crystal Wealth Mortgage Strategy	Income	April 12, 2007	To generate a consistently high level of interest income with no downside volatility by investing primarily in first and second Canadian residential mortgages.
Crystal Enlightened Resource & Precious Metals Fund	Resource and Precious Metals	August 14, 2009	To generate positive absolute annual returns by investing primarily in resource and precious metals securities globally.
Crystal Wealth Enlightened Factoring Strategy	Income	January 22, 2010	The investment objective of the Strategy is to provide a moderate level of current income and some long-term capital appreciation while seeking to protect against downside risk and negative effects from inflation by investing primarily in income-generating securities including bonds and mortgages, as well as mutual funds and exchange traded funds that invest in, or track the performance of, income-generating securities.
Crystal Wealth Medical Strategy	Income	January 22, 2010 (Renamed and investment objective materially changed to present October 3, 2013)	To generate a high level of interest income with minimal volatility and low correlation to most traditional asset classes by investing in American health care receivables.
Crystal Wealth Enlightened Bullion Fund	Alternative Strategies	July 3, 2015	The investment objective of the Crystal Enlightened Bullion Fund is to provide investors with the opportunity to invest in gold and possibly silver bullion in a convenient way while simultaneously earning a yield on their bullion holdings.
Crystal Wealth Media Strategy	Income	September 2, 2011	To generate a high level of interest income with minimal volatility and low correlation to most traditional asset classes by investing in debt obligations of motion pictures and series television productions.
Crystal Wealth High Yield Mortgage Strategy	Income	January 23, 2015	The investment objective of the Crystal High Yield Mortgage Strategy (the Fund) is to generate a consistently high level of interest income while focusing on preservation of capital by investing primarily in residential 2nd mortgages in Canada.
Crystal Wealth Infrastructure Strategy	Income	May 6, 2016	To generate a consistently high level of interest income along with long-term growth potential while focusing on preservation of capital by investing primarily in debt instruments of infrastructure projects and companies.
Crystal Wealth Enlightened Hedge Fund	Alternative Strategies	February 26, 2016	The investment objective of the Crystal Wealth Enlightened Hedge Fund (the Fund) is to generate consistently positive annual returns regardless of the directional movement in equity, interest rate or currency markets.
Crystal Wealth Conscious Capital Strategy		27-May-16	The investment objective of the Crystal Wealth Conscious Capital Strategy (the Fund) is long term capital growth through investment in companies that are making a positive change in the world.
ACM Income Fund	Income	July 4, 2014	The investment objective of the ACM Income Fund is to provide a consistent level of current income while protecting against loss of capital.
ACM Growth Fund	Equity	July 4, 2014	The investment objective of the ACM Growth Fund is to provide long term capital appreciation while minimizing the risk of loss of capital.
Absolute Sustainable Dividend Fund	Alternative Strategies	February 5, 2016	The investment objective of the Absolute Sustainable Dividend Fund (the “Fund”) is to generate long term capital appreciation while focusing on preservation of capital by combining sustainable, responsible and values-based investing principles. The Fund primarily invests in a diversified portfolio of Canadian & global dividend-paying public companies.
Absolute Sustainable Property Fund	Alternative Strategies	February 5, 2016	The investment objective of the Absolute Sustainable Property Fund (the “Fund”) is to generate a consistently reasonable level of income while focusing on preservation of capital by investing primarily in real properties, participating in the residential and commercial real estate sector while adhering to sustainable, responsible and values-based principles.

1 - Information obtained from Offering Memorandums for each of the Crystal Wealth Funds accessed from the Company's website at http://crystalwealth.com/

Appendix B – Investment Summary

Crystal Wealth Funds
Investment Summary
As at April 20, 2017

		On-Book Assets							Off-Book Assets							Accruals	
Fund	Cash & MM[1]	Inter-fund Investments	Gold Contracts	Equities & Warrants	Private Equities & Warrants	Convertible Debentures	USD Futures	External Mutual Funds	Residential Mortgages	Commercial Loans	Factoring Contracts	Medical Factoring Contracts	US Real Estate LP Units	Media Loans	Other Loans	Interest	Other
Crystal Wealth Mortgage Strategy	X	X						X	X	X						X	X
Crystal Enlightened Resource & Precious Metals Fund	X	X		X		X	X									X	X
Crystal Wealth Enlightened Factoring Strategy	X	X	X	X		X	X	X		X	X		X			X	X
Crystal Wealth Medical Strategy	X	X		X			X	X				X				X	X
Crystal Wealth Enlightened Bullion Fund	X		X														X
Crystal Wealth Media Strategy	X	X					X	X						X		X	X
Crystal Wealth High Yield Mortgage Strategy	X	X							X	X					X	X	X
Crystal Wealth Infrastructure Strategy	X					X				X						X	
Crystal Wealth Enlightened Hedge Fund	X		X	X				X			X		X		X	X	X
Crystal Wealth Conscious Capital Strategy	X				X										X	X	
ACM Income Fund	X	X						X									X
ACM Growth Fund	X	X		X				X									X
Absolute Sustainable Dividend Fund	X	X		X													X
Absolute Sustainable Property Fund	X								X	X						X	X