# MULVIHILL PRO-AMS RSP SPLIT SHARE CORP.

## NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

## AND

## MANAGEMENT INFORMATION CIRCULAR

**September 13, 2010**

**Meeting to be held at 8:30 a.m.**
**Friday, October 8, 2010**
**1 First Canadian Place**
**Suite 6300**
**100 King Street West**
**Toronto, Ontario**

**MULVIHILL PRO-AMS RSP SPLIT SHARE CORP.**

**121 King Street West**
**Standard Life Centre**
**Suite 2600**
**Toronto, Ontario**
**M5H 3T9**

September 13, 2010

Dear Shareholders:

You are invited to a Special Meeting (the "Meeting") of holders ("Shareholders") of Class A Shares and Class B Shares of Mulvihill Pro-AMS RSP Split Share Corp. (the "Fund") to be held on October 8, 2010 at 8:30 a.m. (Toronto time) at 1 First Canadian Place, Suite 6300, 100 King Street West, Toronto, Ontario.

The purpose of the Meeting is to consider and vote upon a special resolution ("Special Resolution") authorizing an amendment to the Articles of the Fund to terminate the Fund in advance of the redemption date originally scheduled for December 31, 2013. If the Special Resolution is approved, the Fund will redeem the Class A Shares and Class B Shares for their redemption amounts on October 29, 2010.

Given the small size of the Fund, operating costs are becoming a greater burden on the net asset value while trading liquidity has been significantly reduced. Therefore, the Fund believes it is in the best interests of Shareholders to consider an earlier termination date to preserve value for all Shareholders. Currently, the Fund has a net asset value of approximately $13 million and is scheduled to terminate in approximately 3 years on December 31, 2013. The Class A Shares have a net asset value per share of $8.75 as at August 31, 2010 which includes the present value of the Class A forward agreements which were intended to return the original purchase price of $10.00 on the original redemption date. Unfortunately, all operating costs over the remaining term of the Fund will only be applied to the value of the Class A forwards and therefore will reduce the value of the Class A Shares. It is likely that the value of a Class A Share on the original redemption date will be less than the current net asset value per share. The proceeds to be received from the early termination, if approved, will reflect the then current net asset value less any fees and expenses incurred up to that date, including expenses related to the termination. The net asset value per share of the Class B Shares was $18.86 as at August 31, 2010 which represents the present value of the Class B forward agreement which is intended to return the original purchase price of $20.00 on original redemption date. This represents a yield to maturity of approximately 1.8%. The Fund believes that holders of Class B Shares may be better off reinvesting the proceeds from an early redemption than by remaining invested in the Fund which will result in a relatively low rate of return. For these reasons the Fund believes that holders of both Class A Shares and Class B Shares will be better off by terminating their investment in the Fund early and receiving the net proceeds upon an early redemption.

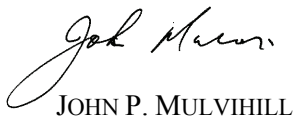
In order to become effective, the Special Resolution must be approved by a two-thirds majority of votes cast at the Meeting by holders of Class A Shares and Class B Shares voting separately as a class.

Attached is a Notice of Special Meeting of Shareholders and a management information circular (the "Circular"), which contain important information relating to the Special Resolution. You are urged to read the Circular carefully. If you are in doubt as to how to deal with the matters described in the Circular, you should consult your financial advisor.

If you wish to vote on the Special Resolution, you should contact your broker and submit the enclosed voting instruction form voting on the Special Resolution, as soon as possible, and in any event no later than 5:00 p.m. (Toronto time) on October 6, 2010. All Shareholders are encouraged to attend the Meeting.

**The Board of Directors of the Fund has determined that the Special Resolution is in the best interests of Shareholders. Accordingly, the Board of Directors recommends that holders of Class A Shares and Class B Shares vote in favour of the Special Resolution to be considered at the Meeting.**

Sincerely,



JOHN P. MULVIHILL
President and Chief Executive Officer

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## NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

**TAKE NOTICE** that a Special Meeting (the "Meeting") of holders of Class A Shares and Class B Shares ("Shareholders") of Mulvihill Pro-AMS RSP Split Share Corp. (the "Fund") will be held on October 8, 2010 at 8:30 a.m. (Toronto time) at 1 First Canadian Place, Suite 6300, 100 King Street West, Toronto, Ontario for the following purpose:

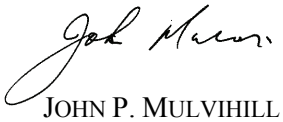
1. To consider, and if thought advisable, approve a special resolution (the "Special Resolution") in the form attached as Appendix I to the accompanying management information circular (the "Circular") authorizing an amendment to the Articles of the Fund to change the scheduled redemption date of the Class A Shares and Class B Shares from December 31, 2013 to October 29, 2010.

2. To transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

As required by National Instrument 81-107 – *Independent Review Committee for Investment Funds*, Mulvihill Capital Management Inc., the manager of the Fund, has presented the Special Resolution to the independent review committee of the Fund for a recommendation. The independent review committee has reviewed the Special Resolution and recommended that the Special Resolution be put to Shareholders for their consideration on the basis that it achieves a fair and reasonable result for the Fund.

DATED at Toronto, Ontario as of the 13th day of September, 2010.

BY ORDER OF THE BOARD OF DIRECTORS



JOHN P. MULVIHILL
President and Chief Executive Officer

Note: Reference should be made to the accompanying management information circular for details of the above matters. If you are unable to be present in person at the Meeting, it is requested that you complete and sign the enclosed form of proxy or voting instruction form and return it in the enclosed prepaid envelope provided for that purpose. Voting instruction forms sent by Broadridge Financial Solutions, Inc. may be completed by telephone or through the internet at www.proxyvote.com.

## THE FUND

Mulvihill Pro-AMS RSP Split Share Corp. (the "Fund") is a mutual fund corporation incorporated under the laws of Ontario on January 8, 2002. The Fund's outstanding class A shares ("Class A Shares") and class B shares ("Class B Shares") are listed on the Toronto Stock Exchange (the "TSX") under the symbols SPL.A and SPL.B, respectively. The manager and the investment manager of the Fund is Mulvihill Capital Management Inc. ("MCM", "Manager" or "Investment Manager"). The principal office of each of the Fund and MCM is located at 121 King Street West, Standard Life Centre, Suite 2600, Toronto, ON, M5H 3T9.

The Fund completed its initial public offering of 3,400,000 Class A Shares at a price of $10.00 per Class A Share and 3,400,000 Class B Shares at a price of $20.00 per Class B Share on March 18, 2002. On April 11, 2002, the Fund completed an additional offering of 150,000 Class A Shares at a price of $10.00 per Class A Share and 150,000 Class B Shares at a price of $20.00 per Class B Share pursuant to the exercise of an over-allotment option granted to the Fund's agents in connection with the Fund's initial public offering. For further information relating to the Fund, see "Appendix II – Additional Information Regarding Management of the Fund".

The redemption date for the Class A Shares and Class B Shares of the Fund is December 31, 2013. The Fund proposes to change the redemption date to October 29, 2010.

## BACKGROUND TO THE PROPOSAL

The Fund's investment objectives with respect to the Class A Shares were:

(i) to provide holders of Class A Shares with fixed cumulative preferential distributions in the amount of $0.05417 per Class A Share representing a yield on the issue price of the Class A Shares of 6.5% per annum, and

(ii) to pay such holders $10.00 for each Class A Share held on redemption of the Class A Shares on December 31, 2013 (in priority out of the Managed Portfolio, as defined below).

The Fund's investment objectives with respect to the Class B Shares were:

(i) to provide holders of Class B Shares with regular monthly cash distributions targeted to be 8.5% per annum;

(ii) to pay such holders $20.00 for each Class B Share held at the redemption of the Class B Shares on December 31, 2013; and

(iii) on redemption on December 31, 2013, to provide holders of Class B Shares with the balance of the value of the Managed Portfolio.

As part of the Fund's investment strategy, the Fund contributed, every six months, an amount per Class A Share outstanding to an account used to enter into forward agreements in order to provide that on termination $10.00 per Class A Share could be returned to holders of Class A Shares. In addition, following closing of the initial public offering, the Fund entered into a forward agreement for the Class B Shares in order to provide that on termination $20.00 per Class B Share could be returned to Class B Shareholders on termination.

The balance of the proceeds from the initial public offering was invested in a diversified portfolio consisting principally of Canadian and U.S. equity securities listed on a major North American stock

exchange or market whose issuers had a market capitalization in excess of U.S. $5.0 billion if listed solely in the United States or a market capitalization in excess of Cdn. $1.0 billion if listed in Canada and was also used to enter into the Class A Share forward agreements (collectively, the "Managed Portfolio"). The Managed Portfolio was significantly reduced by the funding associated with entering into the forward agreements for the Class A Shares and by declines in the market and now contains an insignificant amount of cash. Accordingly, continuing to operate the Fund will require pre-settlement of the forward agreements to fund expenses thereby continuing to reduce the value that remains for holders of Class A Shares and Class B Shares. In order to preserve value, the Fund is proposing to move the redemption date to October 29, 2010.

## DETAILS OF THE PROPOSAL

Holders of Class A Shares and Class B Shares are being asked to pass the Special Resolution in the form attached hereto as Appendix I to change the redemption date of the Class A Shares and the Class B Shares from December 31, 2013 to October 29, 2010.

Given the small size of the Fund, operating costs are becoming a greater burden on the net asset value while trading liquidity has been significantly reduced. Therefore, the Fund believes it is in the best interests of Shareholders to consider an earlier termination date to preserve value for all Shareholders. Currently, the Fund has a net asset value of approximately $13 million and is scheduled to terminate in approximately 3 years on December 31, 2013. The Class A Shares have a net asset value per share of $8.75 as at August 31, 2010 which includes the present value of the Class A forward agreements which were intended to return the original purchase price of $10.00 on the original redemption date. Unfortunately, all operating costs over the remaining term of the Fund will only be applied to the value of the Class A forwards and therefore will reduce the value of the Class A Shares. It is likely that the value of a Class A Share on the original redemption date will be less than the current net asset value per share. The proceeds to be received from the early termination, if approved, will reflect the then current net asset value less any fees and expenses incurred up to that date, including expenses related to the termination. The net asset value per share of the Class B Shares was $18.86 as at August 31, 2010 which represents the present value of the Class B forward agreement which is intended to return the original purchase price of $20.00 on original redemption date. This represents a yield to maturity of approximately 1.8%. The Fund believes that holders of Class B Shares may be better off reinvesting the proceeds from an early redemption than by remaining invested in the Fund which will result in a relatively low rate of return. For these reasons the Fund believes that holders of both Class A Shares and Class B Shares will be better off by terminating their investment in the Fund early and receiving the net proceeds upon an early redemption.

If the proposal is approved by holders of Class A Shares and Class B Shares each voting separately as a class, the Fund will redeem the Class A Shares and Class B Shares on October 29, 2010 for their redemption amounts, as described in the annual information form of the Fund dated March 30, 2010 (the "Annual Information Form"). No action need be taken by holders of Class A Shares or Class B Shares to receive such redemption amounts.

If the Special Resolution is not approved by the holders of both the Class A Shares and Class B Shares each voting separately as a class, the Fund will continue as it is currently being operated.

## REASONS FOR THE PROPOSAL

The Board of Directors has reviewed the Special Resolution, has determined that the proposal to change the redemption date is in the best interests of the Fund and its Shareholders, and unanimously recommends that Shareholders vote in favour of the Special Resolution.

In arriving at such determination, consideration was given to the following factors:

- Given the small size of the Fund and in particular that there are virtually no assets in the Managed Portfolio, the Class A forward agreements would have to be pre-settled to fund ongoing expenses and as a result the value of the Class A Shares is likely only to decrease from now on.

- Partially settling the forward agreements from time to time to fund redemptions of Shares is becoming increasingly expensive as net asset value diminishes.

- The Class A Shares and the Class B Shares, which are listed on the Toronto Stock Exchange, are thinly traded and are trading at a discount to their net asset value.

As required by National Instrument 81-107 – *Independent Review Committee for Investment Funds*, MCM, the manager of the Fund, has presented the Special Resolution to the independent review committee of the Fund for a recommendation. The independent review committee has reviewed the Special Resolution and recommended that the Special Resolution be put to Shareholders for their consideration on the basis that it achieves a fair and reasonable result for the Fund.

## EXPENSES OF THE PROPOSAL

All costs and expenses associated with the proposal are estimated to be approximately $45,000. All of these costs will effectively be borne by the holders of the Class A Shares.

## TERMINATION OF THE SPECIAL RESOLUTION

The Special Resolution may, at any time before or after the holding of the Meeting, but prior to filing articles of amendment changing the redemption date, be terminated by the Board of Directors of the Fund without further notice to, or action on the part of, Shareholders if the Board of Directors determines in its sole judgment that it would be inadvisable for the Special Resolution to proceed.

## INTERESTS OF MANAGEMENT AND OTHERS IN THE PROPOSAL

MCM is the manager and investment manager of the Fund and receives fees from the Fund as described in "Appendix II – Additional Information Regarding Management of the Fund".

## CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Osler, Hoskin & Harcourt LLP, counsel to the Fund, the following is a summary of the principal Canadian federal income tax considerations relating to the Special Resolution that are generally applicable to a Shareholder who, for purposes of the *Income Tax Act* (Canada) (the "Tax Act") and at all relevant times, is resident or deemed to be resident in Canada, deals at arm's length and is not affiliated with the Fund, and holds Class A Shares and Class B Shares as capital property (a "Holder"). Generally, the Shares will be considered to be capital property to a Holder provided the Holder does not acquire or hold the Shares in the course of carrying on a business or as part of an adventure in the nature of trade. Holders whose Shares might not otherwise qualify as capital property may be entitled to make the irrevocable election in the circumstances permitted by subsection 39(4) of the Tax Act to deem such Shares (and all other Canadian securities owned by the Holder) to be capital property. Holders considering making such an election should consult their own tax advisors. This summary does not apply to a Shareholder that is a "financial institution" for purposes of the special mark-to-market regime in the Tax Act or that is a "specified financial institution" for purposes of the Tax Act. This summary also assumes that the issuers of securities in the Managed Portfolio will not be foreign affiliates of the Fund or

of any shareholder of the Fund, and that the Fund will not invest in securities of any entity that would be a controlled foreign affiliate of the Fund for purposes of the Tax Act.

This summary is based on the current provisions of the Tax Act, the regulations thereunder (the "Regulations"), counsel's understanding of the current published administrative and assessing policies and practices of the Canada Revenue Agency and all specific proposals to amend the Tax Act and the Regulations publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, and assumes that they will be enacted substantially as proposed, although no assurance in this regard can be given. This summary does not otherwise take into account or anticipate any changes in law, whether by legislative, government or judicial action or interpretation, nor does it take into account provincial, territorial or foreign income tax legislation or considerations. This summary also relies on advice from the Fund relating to certain factual matters.

**This summary is not exhaustive of all possible Canadian federal income tax considerations relating to the Special Resolution. Moreover, the income and other tax consequences relating to the Special Resolution will vary depending on a Shareholder's particular circumstances. Accordingly, this summary is of a general nature only and is not intended to be nor should it be construed as legal or tax advice to any particular Shareholder. Shareholders should consult their own tax advisors for advice with respect to the income tax consequences applicable to them of the Special Resolution, based on their own particular circumstances.**

The Fund currently meets and expects to continue to meet certain minimum requirements in respect of the public distributions of its Shares, including after the implementation of the Special Resolution, if approved. The Special Resolution will not affect the status of the Fund as a "mutual fund corporation" and "financial intermediary corporation" under the Tax Act.

The change to the redemption date of the Shares as set forth in the Special Resolution will not constitute a disposition of the Shares if the Special Resolution is approved.

Upon the redemption of a Share, a capital gain (or a capital loss) will be realized to the extent that the proceeds of disposition of the Share exceed (or are less than) the aggregate of the adjusted cost base of the Share and any reasonable costs of disposition.

The adjusted cost base to a Holder of a Share will generally be the weighted average of the cost of the Shares of that class acquired by the Holder at a particular time and the aggregate adjusted cost base of any Shares of that class already held by the Holder as capital property.

One-half of a capital gain (a "taxable capital gain") will be included in computing the Holder's income and one-half of a capital loss will be deductible against taxable capital gains in accordance with detailed provisions of the Tax Act.

## RIGHTS OF DISSENT

The holders of Class A Shares and Class B Shares have the right to dissent from the Special Resolution pursuant to section 185 of the *Business Corporations Act* (Ontario). A summary of these rights of dissent is set forth in "Appendix III – Rights of Dissent".

## OUTSTANDING SHARES AND PRINCIPAL SHAREHOLDERS

As of August 31, 2010, there were 459,306 Class A Shares, 459,306 Class B Shares and 100 Class J Shares outstanding.

As of August 31, 2010, to the knowledge of the directors and officers of the Fund, no person owned of record more than 10% of the outstanding Class A Shares or 10% of the outstanding Class B Shares other than CDS & Co., the nominee of CDS Clearing and Depository Services Inc., which held all of the Class A Shares and all of the Class B Shares as registered owner for various brokers and other persons on behalf of their clients and others. The names of the beneficial owners of such Class A Shares and Class B Shares are not known to the Fund.

## GENERAL PROXY INFORMATION

### Management Information Circular

This Circular is furnished in connection with the solicitation of proxies by management of the Fund to be used at a meeting of Shareholders (the "Meeting") for the purposes set out in the Notice of Special Meeting of Shareholders (the "Notice") accompanying this Circular or at any adjournment thereof. The Meeting will be held on October 8, 2010 at 8:30 a.m. (Toronto time) at 1 First Canadian Place, Suite 6300, 100 King Street West, Toronto, Ontario. Solicitation of proxies will be by mail, and may be supplemented by telephone or other personal contact by representatives or agents of the Fund.

### Proxy Information, Record Date, Voting Rights and Quorum

To be used at the Meeting, a proxy must be deposited with Computershare Investor Services Inc. ("Computershare") by delivery to its principal offices in Toronto at 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department at any time up to 5:00 p.m. (Toronto time) on October 6, 2010 or with the Chair of the Meeting prior to the commencement of the Meeting on the day of the Meeting or the day of any adjournment of the Meeting.

Only shareholders of record at the close of business on September 9, 2010 will be entitled to receive notice of the Meeting and to vote in respect of the matters to be voted at the Meeting or any adjournment thereof, including the Special Resolution.

With respect to each matter properly before the Meeting, a shareholder shall be entitled to one vote for each Class A Share or Class B Share registered in the name of such shareholder. In order to become effective, the Special Resolution must be approved by 66⅔% of holders of Class A Shares and 66⅔% of holders of Class B Shares, each voting separately as a class.

Pursuant to the Articles of the Fund, a quorum at the Meeting will consist of shareholders present in person or represented by proxy holding not less than 10% of the outstanding Class A Shares and 10% of the outstanding Class B Shares of the Fund. If the quorum requirement is not satisfied within one-half hour of the scheduled time for the Meeting, then the Meeting will be adjourned by the Chair of the Meeting. If adjourned, the Meeting will be rescheduled to 2:30 p.m. (Toronto time) on October 8, 2010. At the adjourned Meeting, the business of the Meeting will be transacted by those holders of Class A Shares and Class B Shares present in person or represented by proxy.

### Appointment of Proxy Holders

Shareholders who are unable to be present at the Meeting may still vote through the use of proxies. If you are a shareholder, you should complete, execute and return the enclosed proxy form. By completing and returning the enclosed proxy form, you can participate in the Meeting through the person or persons named on the form. Please indicate the way you wish to vote and your vote will be cast accordingly. **If you do not indicate a preference, the shares represented by the enclosed proxy form, if the same is executed in favour of the management appointees named in the proxy form and deposited as provided in the Notice, will be voted in favour of all matters identified in the Notice.**

**Discretionary Authority of Proxies**

The proxy form confers discretionary authority upon the management appointees named therein with respect to such matters, including, without limitation, amendment or variation to the Special Resolution, as, though not specifically set forth in the Notice, may properly come before the Meeting. Management does not know of any such matter which may be presented for consideration at the Meeting. However, if such a matter is presented, the proxy will be voted on the matter in accordance with the best judgment of the management appointees named in the proxy form.

On any ballot that may be called for at the Meeting, all shares in respect of which the management appointees named in the accompanying proxy form have been appointed to act will be voted in accordance with the specification of the shareholder signing the proxy form. If no such specification is made, the shares will be voted in favour of all matters identified in the Notice.

**Alternate Proxy**

A shareholder has the right to appoint a person to represent them at the Meeting other than the management appointees designated on the accompanying proxy form by crossing out the printed names and inserting the name of the person he or she wishes to act as proxy in the blank space provided or by completing another proxy form. Proxy forms that appoint persons other than the management appointees whose names are printed on the form should be submitted to the Fund and the person so appointed should be notified. A person acting as proxy need not be a shareholder.

On any ballot that may be called for at the Meeting, all shares in respect of which the management appointees named in the accompanying proxy form have been appointed to act will be voted in accordance with the specification of the shareholder signing the proxy form. If the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly. If no such specification is made, the shares may be voted in accordance with the best judgement of the person named in the proxy form. Furthermore, the person named in the proxy form will have discretionary authority with respect to any amendments to the matters set forth in the Notice and with respect to any other matters that may properly come before the Meeting, and will vote on such amendments and other matters in accordance with the best judgment of the person named in the proxy form.

**Revocation of Proxies**

If the accompanying form of proxy is executed and returned, the proxy may nevertheless be revoked by an instrument in writing executed by the shareholder or his or her attorney authorized in writing, as well as in any other manner permitted by law. Any such instrument revoking a proxy must either be deposited (a) at the principal offices of Computershare at 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department no later than 5:00 p.m. (Toronto time) on the day before the day of the Meeting or (b) with the Chair of the Meeting on the day of the Meeting or any adjournment thereof. If the instrument of revocation is deposited with the Chair on the day of the Meeting or any adjournment thereof, the instrument will not be effective with respect to any matter on which a vote has already been cast pursuant to that proxy.

**Solicitation of Proxies**

In addition to solicitation by mail, officers and directors of the Fund or the Manager may, without additional compensation, solicit proxies personally or by telephone.

**Advice to Beneficial Holders of Class A Shares and Class B Shares**

The information set forth in this section is of significant importance to beneficial holders of Class A Shares and Class B Shares ("Beneficial Holders"). All of the Class A Shares and the Class B Shares are held in book-entry form in the name of CDS & Co., the nominee of CDS, and not in the name of Beneficial Holders. Beneficial Holders should note that only proxies deposited by shareholders whose names appear on the records of the Fund as the registered holders of shares can be recognized and acted upon at the Meeting. Shares held by brokers, dealers or their nominees through CDS & Co. can only be voted upon the instructions of the Beneficial Holder. Without specific instructions, CDS & Co. and brokers, dealers and their nominees are prohibited from voting shares for their clients. The Fund does not know for whose benefit the Class A Shares and Class B Shares registered in the name of CDS & Co. are held. Therefore, Beneficial Holders cannot be recognized at the Meeting for purposes of voting their shares in person or by way of proxy unless they comply with the procedures described below.

Applicable regulatory policy requires brokers, dealers and other intermediaries to seek voting instructions from Beneficial Holders in advance of the Meeting. Every intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Holders in order to ensure that their Class A Shares or Class B Shares are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Holder by its intermediary is identical to that provided to registered shareholders. However, its purpose is limited to instructing the registered shareholders how to vote on behalf of the Beneficial Holders. The majority of intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge"). Broadridge typically prepares a voting instruction form that it mails to the Beneficial Holders and asks Beneficial Holders to complete and return directly to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. A Beneficial Holder receiving a voting instruction form cannot use that form to vote shares directly at the Meeting. Rather, the voting instruction form must be returned to Broadridge well in advance of the Meeting to have the shares voted.

If you are a Beneficial Holder and wish to vote in person at the Meeting, please contact your broker, dealer or other intermediary well in advance of the Meeting to determine how you can do so. Voting instruction forms sent by Broadridge may be completed by telephone or through the internet at www.proxyvote.com.

If you are a holder of Class A Shares or Class B Shares and wish to vote on the Special Resolution, you should submit a voting instruction form well in advance of the 5:00 p.m. (Toronto time) deadline on October 6, 2010 for the deposit of proxies.

## FORWARD-LOOKING INFORMATION

Certain statements in this Circular are forward-looking statements, including those identified by the expressions "anticipate", "believe", "plan", "estimate", "expect", "intend" and similar expressions to the extent they relate to the Fund or the Manager. Forward-looking statements are not historical facts but reflect the current expectations of the Fund or the Manager regarding future results or events. Such forward-looking statements reflect the Fund's or the Manager's current beliefs and are based on information currently available to them. Forward-looking statements involve significant risks and uncertainties. A number of factors could cause actual results or events to differ materially from current expectations. Some of these risks, uncertainties and other factors are described under the heading "Risk Factors" in the Annual Information Form. Although the forward-looking statements contained in this Circular are based upon assumptions that the Fund and the Manager believe to be reasonable, neither the

Fund nor the Manager can assure investors that actual results will be consistent with these forward-looking statements. The forward-looking statements contained herein were prepared for the purpose of providing shareholders with information about the Fund and may not be appropriate for other purposes. Neither the Fund nor the Manager assumes any obligation to update or revise them to reflect new events or circumstances, except as required by law.

## DOCUMENTS INCORPORATED BY REFERENCE

Additional information relating to the Class A Shares and Class B Shares, the Fund and the risks associated with an investment therein are described in the Annual Information Form, which is specifically incorporated by reference into, and forms an integral part of, this Circular. Any statement contained herein or in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Circular to the extent that a statement contained herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Circular. Information on any website maintained by the Fund or the Manager does not constitute a part of this Circular. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purpose that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

The Annual Information Form is available on SEDAR at www.sedar.com. Upon request, the Manager will promptly provide a copy of the Annual Information Form free of charge to Shareholders of the Fund. See "Additional Information".

## ADDITIONAL INFORMATION

Financial information about the Fund is available in the Fund's comparative financial statements and management report of fund performance for its most recently completed financial year. These documents and other information about the Fund are available on SEDAR at www.sedar.com. Copies of these documents will be promptly provided by the Manager free of charge upon request. To make such a request, call toll-free at 1-800-725-7172, write to Investor Relations, Mulvihill Capital Management Inc., 121 King Street West, Standard Life Centre, Suite 2600, Toronto, Ontario, M5H 3T9, e-mail info@mulvihill.com or visit the Fund's website at www.mulvihill.com.

### Approval by the Board of Directors

The Board of Directors of the Fund has approved the contents and the sending of this Circular to holders of Class A Shares and Class B Shares of the Fund.

DATED as of the 13th day of September, 2010.

JOHN P. MULVIHILL
President and Chief Executive Officer

**APPENDIX I**
**SPECIAL RESOLUTION**

**BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. The Articles of the Corporation and the rights, privileges, restrictions and conditions attaching to the Class A Shares and Class B Shares be amended to change the redemption date of such shares from December 31, 2013 to October 29, 2010.

2. The Corporation is hereby authorized to make all filings necessary for the issuance of a Certificate of Amendment under the *Business Corporations Act* (Ontario) (the "Act") to give effect to this Special Resolution.

3. The directors and officers of the Corporation are hereby authorized and directed to take such action and to execute and deliver all such documentation as may be necessary or desirable for the implementation of this Special Resolution.

4. Notwithstanding the provisions hereof, the directors of the Corporation of the Fund may revoke this Special Resolution at any time prior to the issuance of a Certificate of Amendment under the Act giving effect hereto without further approval of the shareholders.

## APPENDIX II
## ADDITIONAL INFORMATION REGARDING MANAGEMENT OF THE FUND

Capitalized terms used but not defined in this Appendix shall have the meanings attributed to them in the accompanying management information circular (the "Circular") of Mulvihill Pro-AMS RSP Split Share Corp.

**Directors and Officers of the Fund**

The following are the names, municipalities of residence, positions and principal occupations of the directors and officers of the Fund:

| Name and Municipality of Residence | Position with the Fund | Principal Occupation |
|---|---|---|
| JOHN P. MULVIHILL<br>Toronto, Ontario | Chairman, President, Chief Executive Officer, Secretary and Director | Chairman, President, Chief Executive Officer, Secretary and Director, Mulvihill Capital Management Inc. |
| MICHAEL M. KOERNER[(1)(2)]<br>Toronto, Ontario | Director and Member of the Independent Review Committee | President, Canada Overseas Investments, Ltd. (private investment company) |
| ROBERT W. KORTHALS[(1)(2)]<br>Toronto, Ontario | Director and Member of the Independent Review Committee | Corporate Director |
| ROBERT G. BERTRAM[(1)(2)]<br>Aurora, Ontario | Director and Member of the Independent Review Committee | Corporate Director |
| SHEILA S. SZELA<br>Toronto, Ontario | Chief Financial Officer and Director | Vice-President, Finance and Chief Financial Officer, Mulvihill Capital Management Inc. |

(1) Independent Director
(2) Member of the Audit Committee

During the past five years all of the directors and officers have held the principal occupations noted opposite their respective names, or other occupations with their current employer or a predecessor company with the exception of Robert G. Bertram, who served as Executive Vice-President of the Ontario Teachers' Pension Plan Board from 1990 until 2008. The independent directors of the Fund are paid an annual fee of $5,000 and a fee of $300 for each board meeting attended.

Each of the directors, other than Ms. Szela and Mr. Bertram, has served as a director of the Fund since its initial public offering. Ms. Szela was elected a director on November 23, 2004 and Mr. Bertram was elected a director on January 1, 2009. Each of the directors has been elected to serve until the next annual meeting of shareholders or until his or her successor is appointed.

**The Manager and Investment Manager**

Pursuant to a management agreement (the "Management Agreement") dated February 26, 2002, MCM (as successor by amalgamation on September 1, 2010 of Mulvihill Fund Services Inc. and MCM) is the manager of the Fund and, as such, is responsible for providing or arranging for required administrative services to the Fund.

MCM is also the Fund's investment manager. MCM is controlled by John P. Mulvihill. MCM manages the Fund's investment portfolio in a manner consistent with the investment objectives, strategy and criteria of the Fund pursuant to an investment management agreement (the "Investment Management Agreement") made between the Fund and MCM dated February 26, 2002.

The services provided by MCM pursuant to the Investment Management Agreement include the making of all investment decisions of the Fund and managing the Fund's call and put option writing, all in accordance with the investment objectives, strategy and criteria of the Fund. Decisions as to the purchase and sale of securities comprising the Fund's investment portfolio and as to the execution of all portfolio and other transactions are made by MCM.

MCM receives total fees for its services under the Management Agreement and the Investment Management Agreement equal to an annual rate of 1.20% of the Fund's net asset value calculated and payable monthly, plus applicable taxes and is reimbursed for all reasonable costs and expenses incurred by it on behalf of the Fund. In addition, MCM and each of its directors, officers and employees will be indemnified by the Fund for all liabilities, costs and expenses incurred in connection with any action, suit or proceeding that is proposed or commenced or other claim that is made against MCM or any of its directors, officers or employees in the exercise of the duties of manager, except those resulting from MCM's wilful misconduct, bad faith, negligence or breach of its obligations under the Management Agreement and the Investment Management Agreement.

MCM voluntarily agreed to defer payment of a portion of its investment management fees owing to it by the Fund. These deferrals (which are included as liabilities in the net asset value of the Fund) represent decreases in direct proportion to the reduction in the targeted distribution rates, to a minimum annual fee of 0.40% of the Fund's net asset value. Commencing July 2005, investment management fees were reduced from a monthly rate of $^1/_{12}$ of 1.10% to a monthly rate of $^1/_{12}$ of 0.40% of the Fund's net asset value, plus applicable taxes, as required by the Fund's prospectus when the Fund has not paid distributions to holders of Class B Shares for six or more consecutive months. As at June 30, 2010, accrued and unpaid investment management fees amounted to approximately $335,410.

MCM may resign upon 60 days' notice to shareholders and the Fund. If MCM resigns it may appoint its successor, but its successor must be approved by shareholders unless it is an affiliate of MCM. If MCM is in material default of its obligations under the Management Agreement and such default has not been cured within 30 days after notice of the same has been given to MCM, the Fund shall give notice thereof to shareholders and the shareholders may remove MCM and appoint a successor manager.

## APPENDIX III
## RIGHTS OF DISSENT

Pursuant to the provisions of Section 185 of the Business Corporations Act (Ontario) (the "OBCA"), a holder of Class A Shares or Class B Shares is entitled to dissent and be paid the fair value of such shares if the shareholder objects to the Special Resolution and the Special Resolution becomes effective. A shareholder may dissent only with respect to all of the shares of a class held by the shareholder on behalf of any one beneficial owner and registered in the shareholder's name. However, a shareholder is not entitled to dissent from the Special Resolution with respect to any Class A Shares or Class B Shares beneficially owned by one owner if the shareholder votes any such shares beneficially owned by that owner in favour of the Special Resolution.

In order to dissent, a shareholder must send a written objection (an "Objection Notice") to the Special Resolution to the Fund, c/o the Secretary, 121 King Street West, Standard Life Centre, Suite 2600, Toronto, Ontario, M5H 3T9 on or before the date of the Special Meeting. A vote against the Special Resolution or an abstention in respect thereof does not constitute such an Objection Notice, but a shareholder need not vote his or her shares against the Special Resolution in order to dissent in respect of the Special Resolution. Similarly, the revocation of a proxy conferring authority on the proxy holder to vote in favour of the Special Resolution does not constitute an Objection Notice in respect of the Special Resolution, but any such proxy granted by a shareholder who intends to dissent should be validly revoked (see "General Proxy Information – Revocation of Proxies" in the accompanying management information circular) in order to prevent the proxy holder from voting such shares in favour of the Special Resolution and thereby disentitling the shareholder from the right to dissent. If the Special Resolution is approved, within 10 days following the date of the Meeting, the Fund will deliver to each shareholder who has filed an Objection Notice in respect of the Special Resolution, at the address specified for such purpose in such shareholder's Objection Notice, a notice stating that the Special Resolution has been adopted (the "Fund Notice"). A Fund Notice is not required to be sent to any shareholder who voted for the Special Resolution or who has withdrawn an Objection Notice.

Within 20 days after receipt by a shareholder of the Fund Notice or, if no Fund Notice is received by the dissenting shareholder, within 20 days after such shareholder learns that the Special Resolution has been adopted, the dissenting shareholder is required to send a written notice to the Fund, at the address set forth in the preceding paragraph, setting forth the shareholder's name and address, the number of shares held in respect of which such shareholder dissents and a demand for payment of the fair value of such shares (the "Demand for Payment"). Within 30 days thereafter, the shareholder must send the share certificates representing such shares to the Fund. Such share certificates will be endorsed by the Fund with a notice that the holder is a dissenting shareholder and will be returned to the dissenting shareholder. A shareholder who fails to forward share certificates within the time required loses any right to make a claim for payment of the fair value of such shareholder's shares.

On sending a Demand for Payment to the Fund, a dissenting shareholder ceases to have any rights as a shareholder except the right to be paid the fair value of his or her shares unless the dissenting shareholder withdraws the Demand for Payment before the Fund sends an Offer to Purchase as described below or the Special Resolution does not become effective, in which case such shareholder's rights are reinstated as of the date such Demand for Payment was sent. If a shareholder fails to comply with each of the steps required to dissent effectively, the rights, privileges, restrictions and conditions attaching to such shareholder's shares will be amended in accordance with the Special Resolution.

Not later than seven days after the later of the day on which the action approved under the Special Resolution becomes effective and the date the Fund receives the Demand for Payment, the Fund will send to each dissenting shareholder a written offer (the "Offer to Pay") to pay for the shares that are the subject of the Objection Notice in an amount considered by the Board of Directors of the Fund to be the fair value

of such shares as of the close of business on the day before the day on which the action approved by the Special Resolution becomes effective, accompanied by a statement showing how the fair value was determined. Every Offer to Pay for a class of shares shall be on the same terms.

A dissenting shareholder who accepts the Offer to Pay will be paid by the Fund within 10 days of acceptance by the dissenting shareholder of such offer, provided share certificates representing the shares held by such dissenting shareholder have been delivered to the Fund. The Offer to Pay lapses if the Fund does not receive an acceptance of the Offer to Pay within 30 days after the date on which the Offer to Pay was made.

If the Fund fails to make the Offer to Pay or a dissenting shareholder fails to accept the Offer to Pay within the time limit prescribed therefor, the Fund may apply under the OBCA to a court to fix a fair value for the shares within 50 days after the day on which the action approved by the Special Resolution becomes effective or within such further period as the court may allow.

Upon any application to a court by the Fund, the Fund shall notify each affected dissenting shareholder of the date, place and consequences of the application and of such dissenting shareholder's right to appear and be heard in person or by counsel. If the Fund fails to make such application, the dissenting shareholder has the right to so apply within a further period of 20 days or within such further period as a court may allow. All dissenting shareholders whose shares have not been purchased by the Fund will be joined as parties to the application and will be bound by the decision of the court. The court may determine whether any person is a dissenting shareholder who should be joined as a party and the court will fix a fair value for the shares of all dissenting shareholders.

Provided that the Special Resolution becomes effective, a shareholder who complies with each of the steps required to dissent effectively is entitled to be paid the fair value of the shares in respect of which such shareholder has dissented. Such fair value as determined by the court may be more than, less than or equal to the consideration to be received under the Offer to Pay.

The foregoing is a summary only of the rights of dissenting shareholders. Any shareholder desiring to exercise a right to dissent should seek legal advice since failure to comply strictly with the provisions of section 185 of the OBCA may prejudice that right. The right of a shareholder to dissent is not exclusive of any other rights available to shareholders generally, such as rights in respect of corporate directors' duties of good faith and care under the OBCA or otherwise.