

AMENDMENT NO. 3 DATED APRIL 28, 2025

**TO THE SIMPLIFIED PROSPECTUS DATED JUNE 28, 2024, AS AMENDED BY
AMENDMENT NO.1 DATED AUGUST 1, 2024 AND AMENDMENT NO. 2 DATED
FEBRUARY 28, 2025**

in respect of:

Sun Life Wellington Opportunistic Fixed Income Private Pool
(Series A, F, I securities)

(the “**Fund**”)

The simplified prospectus dated June 28, 2024, as amended by Amendment No. 1 dated August 1, 2024 and Amendment No. 2 dated February 28, 2025 (the “**Simplified Prospectus**”) relating to the offering of units of the Fund is hereby amended as noted below.

Unless otherwise specifically defined, capitalized terms used in this amendment (the “**Amendment**”) have the meaning given to such terms in the Simplified Prospectus. All page numbers refer to the page numbering in the Simplified Prospectus.

Introduction:

The Simplified Prospectus is amended to reflect that effective as of 4:00 pm on April 25, 2025 (the “**Effective Time**”), units of each series of the Fund are no longer available for purchase or switch in, other than from existing accounts that held units of a series of the Fund at the Effective Time, including pre-authorized chequing plans established on or prior to this time (the “**Change**”). In addition, the Manager intends to terminate the Fund effective following the close of business on or about August 29, 2025 (the “**Planned Termination**”).

Details of the Amendments to the Simplified Prospectus:

The Simplified Prospectus is amended as follows to reflect the Change and the Planned Termination:

The following disclosure is added (a) as the second sentence of the first footnote on page ii, (b) as a footnote to the name of the Fund in the definition of “Private Pools” on page 3, (c) to the row related to the Fund in the chart under the heading “Constating documents for the Funds and major events in the last 10 years” beginning on page 159, in the “Major Event in the Last 10 Years” column, and (d) underneath the last row in the “Fund details” table for the Fund on page 358:

- i. “Effective as of 4:00 pm on April 25, 2025, units of each series of Sun Life Wellington Opportunistic Fixed Income Private Pool are no longer available for purchase or switch in, other than from existing accounts that held units of a series of Sun Life Wellington Opportunistic Fixed Income Private Pool at 4:00 pm on April 25, 2025, including pre-authorized chequing plans established on or prior to this time. **The Manager intends to terminate Sun Life Wellington Opportunistic Fixed Income Private Pool effective following the close of business on or about August 29, 2025** (the “**Termination Date**”). Unitholders of Sun Life Wellington Opportunistic Fixed Income Private Pool will continue to be able to redeem or switch their units as described under *Purchases, redemptions and switches* until or before the Termination Date (depending on the method of redemption). Please contact us or your dealer for more information.”

What are your legal rights?

Under securities law in some provinces and territories, you have the right to withdraw from an agreement to buy mutual funds within two business days after you receive the Simplified Prospectus or Fund Facts document, or to cancel your purchase within 48 hours after you receive confirmation of the purchase.

In some provinces and territories, you also have the right to cancel a purchase, or in some jurisdictions, claim damages, if the Simplified Prospectus, Fund Facts document or financial statements contain a misrepresentation. You must act within the time limits set by law in the applicable province or territory.

For more information, see the securities law of your province or territory or seek legal advice.

CERTIFICATE OF THE FUND AND THE MANAGER AND THE PROMOTER OF THE FUND

Sun Life Wellington Opportunistic Fixed Income Private Pool

(the “**Fund**”)

This Amendment No. 3 dated April 28, 2025, together with the simplified prospectus dated June 28, 2024, as amended by Amendment No. 1 dated August 1, 2024 and Amendment No. 2 dated February 28, 2025, and the documents incorporated by reference into the simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as amended, as required by the securities legislation of each province and territory of Canada and do not contain any misrepresentations.

DATED the 28th day of April, 2025.

(Signed) “Oricia Smith”

Oricia Smith
President, signing in the capacity of Chief
Executive Officer of SLGI Asset Management
Inc., as Trustee and Manager of the Fund

(Signed) “Courtney Learmont”

Courtney Learmont
Chief Financial Officer of SLGI Asset
Management Inc., as Trustee and Manager of the
Fund

On behalf of the Board of Directors of SLGI Asset Management Inc.,
as Trustee and Manager of the Fund

(Signed) “Laurie Lengyell”

Laurie Lengyell
Director

(Signed) “Michael Schofield”

Michael Schofield
Director

SLGI ASSET MANAGEMENT INC.
as Promoter of the Fund

(Signed) “Oricia Smith”

Oricia Smith
President