

**AMENDMENT NO. 1 DATED OCTOBER 25, 2023**

**TO THE SIMPLIFIED PROSPECTUS DATED JUNE 2, 2023**

**in respect of:**

**Goodwood Capital Fund**

(the “Fund”)

The simplified prospectus dated June 2, 2023 (the “**Simplified Prospectus**”) relating to the offering of securities of the Fund is hereby amended as noted below.

Unless otherwise specifically defined, capitalized terms used in this amendment have the meaning given to such terms in the Simplified Prospectus.

**Introduction:**

The Simplified Prospectus is hereby amended to reflect that, effective October 23, 2023, Waypoint Investment Partners Inc. ceased to act as sub-adviser to the Fund and Gajan Kulasingam was re-appointed as lead portfolio manager of the Fund.

**Technical Amendments to the Simplified Prospectus:**

The Simplified Prospectus is hereby amended as follows:

- (a) The third paragraph under the section entitled “Portfolio Adviser” on page 3 of the Simplified Prospectus is deleted and replaced with the following:

“Gajan Kulasingam, CFA, CPA, CA is principally responsible for the day-to-day investment management of the Fund and is responsible for investment decisions executed on behalf of the Fund. Such investment decisions are not subject to approval or ratification of any other particular committee, however Peter H. Puccetti, CFA, Chairman and Chief Investment Officer of the Manager, will continue to have ultimate investment oversight.”

- (b) The entire sub-section entitled “Sub-Adviser” beginning on page 3 of the Simplified Prospectus is deleted.

- (c) The third paragraph under the sub-section entitled “Proxy Voting Policies and Procedures” on page 8 of the Simplified Prospectus is deleted and replaced with the following:

“In the event that a proxy vote presents a conflict between the interests of the Fund’s unitholders and the interests of the Manager, an affiliate or associate of the Fund or an affiliate or associate of the Manager, the Manager will refer the conflict of interest to the IRC for its recommendation of the Manager’s proposed voting of such proxies and will vote the relevant proxies in the manner that it believes is in the best interest of the Fund.”

- (d) The fourth bullet in the first paragraph under the section entitled “Material Contracts” on page 10 of the Simplified Prospectus is deleted.
- (e) The sixth paragraph under the sub-section entitled “Investment Strategies” on page 28 of the Simplified Prospectus is deleted.
- (f) The second paragraph under the section entitled “Name, Formation and History of the Fund” on page 30 of the Simplified Prospectus is deleted.

### **Purchasers’ Statutory Rights**

Securities legislation in some provinces and territories gives securityholders the right to withdraw from an agreement to buy securities of a mutual fund within two business days of receiving the simplified prospectus or fund facts, or to cancel a purchase within forty-eight hours of receiving confirmation of an order.

Securities legislation in some provinces and territories also allows securityholders to cancel an agreement to buy securities of a mutual fund or to get their money back, or to make a claim for damages, if the simplified prospectus, annual information form, fund facts, management reports of fund performance or financial statements misrepresent any facts about the fund. These rights must usually be exercised within certain time limits.

For more information, securityholders should refer to the securities legislation of their province or territory or consult a lawyer.

## CERTIFICATE OF THE FUND, MANAGER AND PROMOTOR

October 25, 2023

This Amendment No. 1 dated October 25, 2023, together with the simplified prospectus dated June 2, 2023, 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 of the provinces and territories of Canada, and do not contain any misrepresentations.

### Goodwood Capital Fund

Goodwood Inc., on behalf of the Fund, and in its capacity as manager and promotor of the Fund.

*(signed) "Peter H. Puccetti"*

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Peter H. Puccetti, CFA  
Chief Executive Officer

*(signed) "Curt S. Cumming"*

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Curt S. Cumming  
Chief Financial Officer

On behalf of the Board of Directors of Goodwood Inc., on behalf of the Fund, in its capacity as the promoter and manager of the Fund.

*(signed) "Kate Sherkey"*

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Kate Sherkey, CFA  
Director