



January 19, 2011

## **JOV DIVERSIFIED FLOW-THROUGH 2009 LIMITED PARTNERSHIP**

# **Notice of Rollover Transaction**

### **PART I - FUND ROLLOVER TRANSACTIONS**

#### **The Liquidity Transaction**

This notice is being sent to advise that Jov Diversified Flow-Through 2009 Limited Partnership (the “Partnership”) will be proceeding with a transaction (the “Liquidity Transaction”) pursuant to which the assets of the Partnership (the “Assets”) will be transferred on a tax-deferred basis to the Jov Canadian Equity Class (the “Mutual Fund Class”) of Jov Corporate Funds Ltd. (the “Corporation” or “Mutual Fund”), an open-ended mutual fund corporation, in exchange for Series A shares of the Mutual Fund Class. Pursuant to the Liquidity Transaction, limited partners of the Partnership (the “Partners”) will receive the Mutual Fund Class shares in connection with the dissolution of the Partnership. The general partner of the Partnership (the “General Partner”) will be implementing the Liquidity Transaction in accordance with the amended and restated limited partnership agreement (the “Partnership Agreement”) that governs the Partnership. The Liquidity Transaction has been mutually agreed to by the General Partner and the Mutual Fund.

The effective date of the Liquidity Transaction (the “Effective Date”) is expected to be *on or about February 15, 2011*. Within 60 days of the Effective Date, the Mutual Fund Class shares that the Partnership will receive as consideration for the transfer of the Assets will be distributed to the Partners on a pro rata basis and thereafter the Partnership will be dissolved. Information with respect to the Mutual Fund Class can be found on the website of JovInvestment Management Inc. (the “Manager” or “JovInvestment”) at [www.jovfunds.com](http://www.jovfunds.com).

#### **Summary Information of the Rollover Event**

- Jov Diversified Flow-Through 2009 Limited Partnership units (CUSIP # 46622E100).
- The Conversion Ratio to the Mutual Fund Class shares will be determined based on the Net Asset Value per unit of the Partnership and the Net Asset Value per Mutual Fund Class Series A share, each as determined at the close of business on or about *February 15, 2011*. A ratio will be established such that each Partner will receive a proportionate number of Series A shares (rounded down) of the Mutual Fund, the total value of which is equivalent, based on the Net Asset Value per Mutual Fund Class Series A share, to the total market value of their units of the Partnership, based on the Net Asset Value per unit of the Partnership.
- ACB (adjusted cost base) for each unit of Jov Diversified Flow-Through 2009 Limited Partnership and each share of the Mutual Fund Class will be determined by the General Partner upon the wind-up of the Partnership’s affairs. The Partnership will dissolve within 60 days of the Effective Date. The General Partner will communicate the finalized details at that time. Partners should consult with their Investment Advisor and/or tax advisor for all tax-related matters.

### **Example of what should occur in an investor's dealer account:**

1. Investor holds 400 Partnership units in their dealer account (nominee basis) with a final value of \$30.00 per unit or \$12,000.
2. Closing Net Asset Value per Series A share of the Mutual Fund Class shares on February 15, 2011 is \$8.00
3. Unit/share exchange ratio based on the above valuations would be 1:3.75.
4. 400 Partnership units exchanged out of the account.
5. 1,500 Series A shares of the Mutual Fund Class received into the account.
6. Investor holds 1,500 Series A shares of the Mutual Fund Class @ \$8.00/share or \$12,000 based on February 15, 2011 market valuation close.

**Note 1:** *Redemptions of the Mutual Fund Class shares ARE NOT subject to the 30 day short term trading fee. Transactions may be executed as soon as the dealer has processed the rollover details in the investors' dealer accounts and verifies with the Partnership's records.*

**Note 2:** *Not all dealers will have processed the rollover exchange based on information received by their back-office from CDS (deletion of Jov Diversified Flow-Through 2009 Limited Partnership and setup holding of the Series A shares of the Mutual Fund Class) as well as from Jov Diversified Flow-Through 2009 Limited Partnership since the record date was announced on January 19, 2011.*

***Processing at the dealer level can be delayed after the rollover occurs, therefore transactions such as switches or redemptions may not be processed until the Mutual Fund Class shares have been credited to client accounts.***

***Neither the Partnership nor the Mutual Fund will accept any liability for transactions in Mutual Fund Class shares executed prior to dealer records being updated.***

## **PART II – THE PARTNERSHIP AND THE MUTUAL FUND**

### **Jov Diversified Flow-Through 2009 Limited Partnership**

The Partnership was established to provide Limited Partners with a tax-assisted investment in a diversified portfolio of flow-through shares of resource companies with a view to achieving capital appreciation for Limited Partners. The principal business of the resource companies was oil and gas exploration, development and/or production and mining exploration, development and/or production.

Investors received tax deductions for 2009 of approximately 100% of the amount of their investment.

### **Jov Canadian Equity Class**

The Mutual Fund is a mutual fund corporation authorized to issue up to 100 separate classes of which the Jov Canadian Equity Class of shares is one. Each class of mutual fund shares is a separate mutual fund. The Corporation's articles permit it to issue an unlimited number of mutual fund shares in each class in one or more series. The Corporation currently offers only series A shares of the Jov Canadian Equity Class. The Corporation may, without notice to or approval from the existing shareholders of the Fund, create new mutual funds by distributing these classes of mutual fund shares to the public.

## Specific Information about the Mutual Fund

<b>Organization and Management of the Mutual Fund</b>	
<p><b>Investment Manager:</b>                      JovInvestment Management Inc.                      26 Wellington Street East, Suite 608                      Toronto, Ontario M5E 1S2                      Tel: 416-601-2500                      Fax: 416-601-2501                      Toll free: 1-866-514-6603                      www.jovfunds.com</p>	<p><i>JovInvestment is the investment manager of the Mutual Fund and is responsible for coordinating portfolio management and advisory services for the Mutual Fund. As administrative manager for the Mutual Fund, JovInvestment manages the overall undertaking of the Mutual Fund, including providing administration services and making provisions for fund accounting.</i></p>
<p><b>Sub-Advisor:</b>                      T.I.P. Wealth Manager Inc. ("TIP")                      Toronto, Ontario</p>	<p><i>JovInvestment has retained TIP as a sub-advisor to provide investment advice for the Mutual Fund. A significant shareholder of TIP is also a significant shareholder of Jovian Capital Corporation, the parent company of JovInvestment.</i></p>
<p><b>Custodian:</b>                      RBC Dexia Investor Services Trust                      Toronto, Ontario</p>	<p><i>The custodian has physical custody of the Mutual Fund's property.</i></p>
<p><b>Registrar:</b>                      CIBC Mellon Global Securities Services Company                      Toronto, Ontario</p>	<p><i>The registrar keeps track of the owners of shares of the Mutual Fund and processes purchases..</i></p>
<p><b>Auditors:</b>                      KPMG LLP                      Toronto, Ontario</p>	<p><i>The auditors are responsible for auditing the annual financial statements of the Mutual Fund.</i></p> <p><i>The auditors of the Mutual Fund may not be changed unless the independent review committee of the Mutual Fund has approved the change and a written notice describing the change is sent to unit holders at least 60 days before the effective date of the change.</i></p>
<p><b>Independent Review Committee</b>                      (the "IRC")</p>	<p><i>Canadian securities legislation requires the Mutual Fund to have an IRC. The IRC is composed of three members, each of whom is independent of us. The mandate of the IRC is to review, and provide input on, our written policies and procedures that deal with conflict of interest matters in respect of the Mutual Fund and to give their recommendation regarding and, in some cases, approve, conflict of interest matters identified and referred to the IRC by us.</i></p> <p><i>The IRC will prepare, at least annually, a report of its activities for investors. This report will be available at our website at <a href="http://www.jovfunds.com">www.jovfunds.com</a> or you may request a copy, at no cost to you, by contacting us at <a href="mailto:info@JovFunds.com">info@JovFunds.com</a>. Additional information about the IRC, including the names of the members, is available in the Fund's Annual Information Form.</i></p>

## **Investment Objective & Strategies of the Mutual Fund**

The investment objective of the Mutual Fund is to seek consistent long term growth by investing primarily in equity securities of Canadian companies.

The Mutual Fund will invest in a diversified basket of equity securities of Canadian companies involved in all sectors of the Canadian economy. The manager may, from time to time, decide to over/under weight any industry sector such as the energy, natural resource or financial sectors. Using a bottom-up investment approach, the manager will select companies that have the best combination of relative valuation, growth potential, competitive positioning and management ability.

The Mutual Fund may take positions in other securities, such as convertible securities, high-yield debt securities and derivative instruments based on such securities, invest in foreign companies listed on major stock exchanges or exchange traded funds that provide magnified positive or inverse exposure to the foregoing.

*Commissions, trailing commissions, management fees and expenses all may be associated with mutual fund investments. Mutual Funds are not guaranteed, their values change frequently, and past performance may not be repeated. Please read the prospectus before investing.*

## **Sub-Advisor**

T.I.P. Wealth Manager Inc. ("TIP") will act as sub-advisor to JovInvestment (the "Investment Manager"), and will be responsible for the Mutual Fund's investment activities. Mr. Jim Huang, the President of T.I.P., will act as Portfolio Manager on behalf of TIP. Mr. Huang has over 16 years of experience investing in the Canadian capital markets. As lead or co-manager while working at NATCAN (formerly Altamira), Mr. Huang has managed or co-managed over \$2 billion in mutual funds and institutional assets, including all of the resource and equity income products in the Altamira and National Bank mutual fund families. Altamira Energy Fund, Altamira Resource Fund, Altamira Precious and Strategic Metals Fund and AltaFund (a Canadian Equity fund focusing on Western Canada) had industry-leading performance and won awards and positive press coverage during Mr. Huang's management. Currently, Mr. Huang is the manager for the T.I.P. Opportunities Fund, a long/short North American equity hedge fund, as well as being the lead manager for a number of resource funds and a small cap equity fund.

## **Regulatory Approvals**

Completion of the Liquidity Transaction is subject to the receipt of all necessary regulatory approvals and other closing conditions.

## **Additional Information**

Additional information about the Mutual Fund will be available in the Mutual Fund's simplified prospectus, annual information form, management reports of fund performance and financial statements. You can obtain a copy of these documents at your request and at no cost by calling toll free 1-866-514-6603, or from your financial advisor, or by e-mailing [info@jovfunds.com](mailto:info@jovfunds.com), or at [www.jovfunds.com](http://www.jovfunds.com).

These documents and other information about the Mutual Fund, such as information circulars and material contracts, will also be available at SEDAR (the System for Electronic Document Analysis and Retrieval established by the Canadian Securities Administrators) at [www.sedar.com](http://www.sedar.com).

***For further information or assistance with respect to the Mutual Fund, please contact:***

### **Manager of the Mutual Fund**

JovInvestment Management Inc.  
26 Wellington Street East, Suite 608, Toronto, Ontario M5E 1S2  
Tel: 416.601.2500 | Toll Free: 1.866.514.6603 | Fax: 416.601.2501  
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***For further information or assistance with respect to  
Jov Diversified Flow-Through 2009 Limited Partnership  
please contact:***

### **The Limited Partnership**

Jov Flow-Through  
Suite 808, 609 Granville Street, Vancouver BC V7Y 1G5  
Tel: 604.684.5750 | Fax: 604.684.5748 | Email: [info@jovflowthrough.com](mailto:info@jovflowthrough.com) | Web: [www.jovflowthrough.com](http://www.jovflowthrough.com)