

NORTHROCK GLOBAL OPPORTUNITIES FUND

NOTICE OF SPECIAL MEETING OF UNITHOLDERS TO BE HELD ON JUNE 25, 2025

NOTICE IS HEREBY GIVEN that a special meeting of holders (the “**Unitholders**”) of units (“**NGOF Units**”) of Northrock Global Opportunities Fund (“**NGOF**” or the “**Trust**”), of which Series A Units, Series B Units, Series C Units and Series F Units of NGOF are outstanding, will be held virtually via Zoom teleconference on June 25, 2025 at 10:00 a.m. (Calgary time) (the “**Meeting**”), for the following purpose:

1. to seek the approval of the Unitholders to consider, and if deemed advisable, to pass a special resolution to authorize and approve the amendment of the trust agreement of the Trust to the extent necessary to facilitate the Transaction (as defined below) and the implementation of the following steps and transactions: (a) the redemption by the Trust of all of the issued and outstanding Class T Units in the capital of Cerulean Private Markets II LP (the “**Partnership**”) held by the Trust; (b) the subsequent use of the majority of the redemption proceeds received from the Partnership in connection with such redemption for the purchase of units of Structured Outcomes Growth Fund (“**SOGF**”) and Structured Outcomes Income Fund (“**SOIF**”, and together with SOGF, the “**Structured Outcomes Funds**”), the use of the subscription proceeds received by SOGF and SOIF from the Trust for the purchase of units of Structured Outcomes Growth LP (“**SOG LP**”) and Structured Outcomes Income LP (“**SOI LP**”, and together with SOG LP, the “**Structured Outcomes Partnerships**”), the use of the subscription proceeds received by the Structured Outcomes Partnerships from the Structured Outcomes Funds for the purchase of Class T Units of the Partnership, and all related steps, transactions and other related matters (the “**Proposed Subscriptions**”); and (c) the termination of the Trust (“**Termination**”) following the completion of the Proposed Subscriptions, the winding-up of the affairs of the Trust and the distribution to the Unitholders of (i) cash equal to the remainder of the redemption proceeds received by the Trust from the Partnership not used in connection with the Proposed Subscriptions, and (ii) the units of the Structured Outcomes Funds to be purchased by the Trust, following which the Unitholders will become unitholders of the Structured Outcomes Funds (the Proposed Subscriptions, Termination and all related steps, transactions and other related matters, including, the amendment of the trust agreement of the Trust, collectively, the “**Transaction**”) (the “**Transaction Resolution**”), the full text of the Transaction Resolution is set out in “*Schedule A*” to the information circular (the “**Information Circular**”); and
2. to transact such other business, including amendments to the foregoing, as may properly be brought before the Meeting and any postponements or adjournments thereof.

Despite the approval of the Transaction by Unitholders, Vesta Wealth Partners Ltd. (the “**Manager**”) may, in its discretion, choose not to proceed with the Transaction. In addition to the approval of the Transaction by Unitholders, the completion of the Transaction requires that the other conditions specified in the Information Circular, including the approval of the Transaction by the NGOF Risk Committee, be satisfied or, where permitted, waived.

The Trust is holding the Meeting as a completely virtual meeting. Zoom teleconference details are provided below:

Join Zoom Meeting by pre-registering at: https://us02web.zoom.us/webinar/register/WN_6Tjg0gnIQSShN8qT3xzCzQ

The Information Circular and a form of proxy to be used by the Unitholders accompany this notice of special meeting of Unitholders (the “**Notice of Special Meeting**”). A complete description of the matters to be considered at the Meeting is provided in the Information Circular. The full text of the Transaction Resolution to be considered at the Meeting is set out in “*Schedule A*” to the Information Circular.

The Trust has fixed June 11, 2025 as the record date for the determination of the Unitholders entitled to receive notice of and to have their vote counted at the Meeting. Only Unitholders whose names were entered in the registers of the holders of NGOF Units as at 5:00 p.m. (Calgary time) on June 11, 2025 will be entitled to notice of, and to have their vote counted at, the Meeting or any postponements or adjournments thereof.

To be valid, proxies and other voting instructions must be received by Alliance Trust Company, the scrutineer for the Meeting, by no later than 5:00 p.m. (Calgary time) on June 23, 2025, or if the Meeting is postponed or adjourned, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) before the Meeting. The time limit for the deposit of proxies and other voting instructions may be waived or extended by the Manager, in its sole and absolute discretion.

Although you are strongly encouraged to vote prior to the deadline set out in the above paragraph by any of the means described in the form of proxy, arrangements have been made to allow for voting during the Meeting. Unitholders may vote during the Meeting by following the internet voting instructions contained in the applicable form of proxy and in the Information Circular.

Your vote is very important. Whether or not you attend the Meeting, please take the time to vote your NGOF Units in accordance with the instructions contained in the applicable form of proxy. If you require assistance completing the form of proxy for the Meeting or other voting instruction form, please contact Alliance Trust Company by e-mail at inquiries@alliancetrust.ca.

Electronic copies of the Meeting materials including the Information Circular can be accessed at <https://www.alliancetrust.ca/shareholder-document/northrock-global-opportunities-fund/>. The Trust anticipates that this will directly benefit the Trust and Unitholders through a substantial reduction in both postage and printing costs and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing Meeting-related materials. Unitholders may request paper copies of the materials relating to the Meeting free of charge by contacting the Manager at ngof@vestawp.com by June 18, 2025.

The Information Circular provides additional information relating to matters to be dealt with at the Meeting and is deemed to form part of this Notice of Special Meeting.

DATED as of June 11, 2025.

**BY ORDER OF THE BOARD OF DIRECTORS OF VESTA
WEALTH PARTNERS LTD., THE MANAGER OF THE
TRUST**

Per: *"Maximilian Fortmuller"*
Director