

**FUND FACTS**  
**MARQUEST ASSET MANAGEMENT INC.**  
**MARQUEST MUTUAL FUNDS INC. - EXPLORER SERIES FUND**  
**Series A/Rollover**  
**December 15, 2016**

This document contains key information you should know about Marquest Mutual Funds Inc. - Explorer Series Fund– Series A/Rollover. You can find more detailed information in the fund’s simplified prospectus. Ask your representative for a copy, contact the manager, Marquest Asset Management Inc. at 1.888.964.3533 or clientservices@marquest.ca, or visit [www.marquest.ca](http://www.marquest.ca).

**Before you invest in any fund, you should consider how it would work with your other investments and your tolerance for risk.**

**QUICK FACTS**

<b>Fund Code(s):</b> MAV7001	<b>Fund Manager:</b> Marquest Asset Management Inc.
<b>Date Series Started:</b> December 2, 2005 (previously a closed-end fund via rollovers from flow-through limited partnerships)	<b>Portfolio Manager:</b> Marquest Asset Management Inc.
<b>Total value of the fund on October 31, 2016:</b> \$9.4 million	<b>Distributions:</b> Annually, if any, December
<b>Management Expense Ratio (MER):</b> 5.21%	<b>Minimum Investment:</b> Shares issued only on rollovers from Marquest, Pathway, MineralFields or EnergyFields-branded flow-through limited partnerships; \$25 for subsequent purchases

**WHAT DOES THE FUND INVEST IN?**

The fund invests in a diversified portfolio of primarily equity securities of Canadian mineral exploration and mining companies. The tables below give you a snapshot of the fund’s investments on October 31, 2016. The fund’s investments will change.

**Top 10 investments October 31, 2016**

1. Cash	25.71%
2. Commerce Resources Corp.	6.30%
3. Globex Mining Enterprise Inc.	5.88%
4. Appia Energy Corp.	4.18%
5. Harte Gold Corp.	3.86%
6. Wealth Minerals Ltd.	3.35%
7. Noront Resources Ltd.	3.22%
8. Copper Fox Metals Inc.	2.93%
9. Tantalex Resources Corp.	2.76%
10. Balmoral Resources Ltd.	2.40%

**Total percentage of top 10 investments:** **60.59%**

**Total number of investments:** **57**

**Investment mix October 31, 2016**

Base Metals	37.00%
Cash	25.71%
Precious Metals	18.23%
Energy	9.92%
Net other assets (liabilities)	9.14%

**HOW RISKY IS IT?**

The value of the fund can go down as well as up. You could lose money.

One way to gauge risk is to look at how much a fund’s returns change over time. This is called “volatility”.

In general, funds with higher volatility will have returns that change more over time. They typically have a greater chance of losing money and may have a greater chance of higher returns. Funds with lower volatility tend to have returns that change less over time. They typically have lower returns and may have a lower chance of losing money.

**Risk Rating**

Marquest Asset Management Inc. has rated the volatility of this fund as **high**.

This rating is based on how much the fund’s returns have changed from year to year. It doesn’t tell you how volatile the fund will be in the future. The rating can change over time. A fund with a low risk rating can still lose money.

Low	Low to medium	Medium	Medium to high	High
-----	---------------	--------	----------------	------

For more information about the risk rating and specific risks that can affect the fund’s returns, see the *What are the risks of investing in a mutual fund?* section of the fund’s simplified prospectus.

**No guarantees**

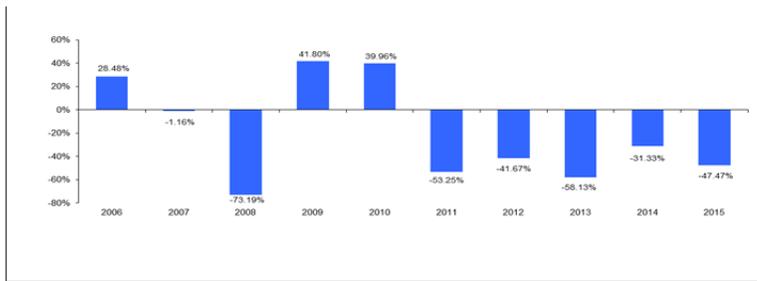
Like most mutual funds, this fund doesn’t have any guarantees. You may not get back the amount of money you invest.

**HOW HAS THE FUND PERFORMED?**

This section tells you how Marquest Mutual Funds Inc. - Explorer Series Fund– Series A/Rollover shares of the fund have performed over the past 10 calendar years. Returns are after expenses have been deducted. These expenses reduce the fund’s returns.

**Year-by-year returns**

This chart shows how Marquest Mutual Funds Inc. - Explorer Series Fund– Series A/Rollover shares of the fund performed in each of the past 10 calendar years. The fund dropped in value in 7 of the 10 years. The range of returns and change from year to year can help you assess how risky the fund has been in the past. It does not tell you how the fund will perform in the future.



**Best and worst 3-month returns**

This table shows the best and worst returns for the Marquest Mutual Funds Inc. - Explorer Series Fund– Series A/Rollover shares of the fund in a 3-month period over the past 10 calendar years. The best and worst 3-month returns could be higher or lower in the future. Consider how much of a loss you could afford to take in a short period of time.

	Return	3 months ending	If you invested \$1,000 at the beginning of the period
<b>Best Return</b>	66.84%	31-Jan-10	Your investment would rise to \$1,668.
<b>Worst Return</b>	-55.80%	30-Nov-08	Your investment would drop to \$442.

**Average return**

As at October 31, 2016, a person who invested \$1,000 in this series at December 2, 2005 now has \$41. This works out to an annual compound return of -25.41%.

**WHO IS THIS FUND FOR?**

Investors who:

- Seeking exposure to the resource sectors
- With a medium to long-term investment horizon with a high risk tolerance

This fund may not be suitable for investors with a short-term investment horizon

**A WORD ABOUT TAX**

In general, you’ll have to pay income tax on any money you make on a fund. How much you pay depends on the tax laws where you live and whether or not you hold the fund in a registered plan, such as a Registered Retirement Savings Plan or a Tax-Free Savings Account.

Keep in mind that if you hold your fund in a non-registered account, fund distributions are included in your taxable income, whether you get them in cash or have them reinvested.

**HOW MUCH DOES IT COST?**

The following tables show the fees and expenses you could pay to buy, own and sell Marquest Mutual Funds Inc. - Explorer Series Fund– Series A/Rollover shares of the fund. The fees and expenses – including any commissions – can vary among series of a fund and among funds. Higher commissions can influence representatives to recommend one investment over another. Ask about other funds and investments that may be suitable for you at a lower cost.

**1. Sales Charges**

The table below shows the sales charge when you buy this series of the fund. Ask about the pros and cons of each option.

Sales Charge Option	What you pay		How it works
	in percent (%)	in dollars (\$)	
<b>Initial Sales Charge</b>	Nil on rollover  0-5% of the amount you buy on subsequent purchases	N/A  \$0 to \$50 on every \$1,000 you buy	<ul style="list-style-type: none"> <li>• You and your representative decide on the rate.</li> <li>• The initial sales charge is deducted from the amount you invest. It goes to your representative’s firm as a commission.</li> </ul>

**2. Fund Expenses**

You don’t pay these expenses directly. They affect you because they reduce the fund’s returns.

As of June 30, 2016, the series’ expenses were 9.80% of its value. This equals \$98.00 for every \$1,000 invested.

	Annual rate (as a % of the fund's value)						
<b>Management Expense Ratio (MER)</b> This is the total of the fund's management fee (including the trailing commission) and operating expenses.	5.21%						
<b>Trading Expense Ratio (TER)</b> These are the fund's trading costs.	4.59%						
<b>Fund Expenses</b>	9.80%						
<b>More about trailing commission</b> The trailing commission is an ongoing commission. It is paid for as long as you own the fund. It is for the services and advice that your representative and their firm provide to you. Marquest Asset Management pays the trailing commission to your representative's firm. It is paid from the fund's management fee and is based on the value of your investment. The rate depends on the sales charge option you choose. <ul style="list-style-type: none"> <li>• <b>Initial sales charge trailing commission</b> – up to 0.50% of the value of your investment each year. This equals \$5.00 each year for every \$1,000 invested.</li> </ul>							
<b>3. Other fees</b> You may have to pay other fees when you buy, hold, sell or switch shares of the fund.							
<table border="1"> <thead> <tr> <th>Fee</th> <th>What you pay</th> </tr> </thead> <tbody> <tr> <td><b>Short-term trading fee</b></td> <td>2% of the value of shares you sell or switch within 90 days of buying them. This fee goes to the fund.</td> </tr> <tr> <td><b>Redemption charges</b></td> <td>2% of Net Asset Value, at the time of redemption, of the securities redeemed by you if you have held the securities for less than 90 days, unless your securities were received as part of a rollover from a flow-through limited partnership, in which case there will be no fee for redemption from the Series received upon the rollover.</td> </tr> </tbody> </table>	Fee	What you pay	<b>Short-term trading fee</b>	2% of the value of shares you sell or switch within 90 days of buying them. This fee goes to the fund.	<b>Redemption charges</b>	2% of Net Asset Value, at the time of redemption, of the securities redeemed by you if you have held the securities for less than 90 days, unless your securities were received as part of a rollover from a flow-through limited partnership, in which case there will be no fee for redemption from the Series received upon the rollover.	
Fee	What you pay						
<b>Short-term trading fee</b>	2% of the value of shares you sell or switch within 90 days of buying them. This fee goes to the fund.						
<b>Redemption charges</b>	2% of Net Asset Value, at the time of redemption, of the securities redeemed by you if you have held the securities for less than 90 days, unless your securities were received as part of a rollover from a flow-through limited partnership, in which case there will be no fee for redemption from the Series received upon the rollover.						
<b>WHAT IF I CHANGE MY MIND?</b> Under securities law in some provinces and territories, you have the right to: <ul style="list-style-type: none"> <li>• withdraw from an agreement to buy mutual funds within two business days after you receive a simplified prospectus or Fund Facts, or</li> <li>• cancel your purchase within 48 hours after you receive confirmation of the purchase.</li> </ul> In some provinces and territories, you also have the right to cancel a purchase, or in some jurisdictions, claim damages, if the simplified prospectus, annual information form, Fund Facts or financial statements contain a misrepresentation. You must act within the time limit set by the securities law in your province or territory.  For more information, see the securities law of your province or territory or ask a lawyer.	<b>FOR MORE INFORMATION</b> Contact Marquest Asset Management Inc. or your representative for a copy of the fund's simplified prospectus and other disclosure documents. These documents and the Fund Facts make up the fund's legal documents.  <b>Marquest Asset Management Inc.</b> 161 Bay St. Suite 4420, Toronto ON, M5J2S1 Email: <a href="mailto:clientservices@marquest.ca">clientservices@marquest.ca</a> <a href="http://www.marquest.ca">www.marquest.ca</a>  To learn more about investing in mutual funds, see the brochure <b>Understanding mutual funds</b> , which is available on the website of the Canadian Securities Administrators at <a href="http://www.securities-administrators.ca">www.securities-administrators.ca</a> .						