

**Amendment No. 1 dated April 7, 2009  
to the Annual Information Form dated June 25, 2008 of**

(Series A units, Series F units and Series I units unless otherwise indicated)

**CORE FUNDS**

Northwest Money Market Fund (Series A units and Series I units)  
Northwest Canadian Equity Fund  
Northwest Canadian Bond Fund  
Northwest Canadian Dividend Fund  
Northwest Growth and Income Fund  
Northwest Global Equity Fund  
Northwest U.S. Equity Fund  
Northwest EAFE Fund  
Northwest Global Growth and Income Fund

**SPECIALTY FUNDS**

Northwest Specialty High Yield Bond Fund  
Northwest Specialty Global High Yield Bond Fund  
Northwest Specialty Equity Fund  
Northwest Specialty Innovations Fund  
Northwest Specialty Growth Fund Inc.

**QUADRANT PORTFOLIOS**

Northwest Quadrant Conservative Portfolio (Series A and Series F units)  
Northwest Quadrant Income Portfolio (Series A and Series F units)  
Northwest Quadrant Balanced Portfolio (Series A units and Series F units)  
Northwest Quadrant Balanced Growth Portfolio (Series A and Series F units)  
Northwest Quadrant Growth Portfolio (Series A units and Series F units)  
Northwest Quadrant Global Growth Portfolio (Series A and Series F units)  
Northwest Quadrant Global Equity Portfolio (Series A units and Series F units)  
Northwest Quadrant All Equity Portfolio (Series A and Series F units)

(the “Funds”)

The Annual Information Form dated June 25, 2008 relating to the offering of units of the Funds (the “AIF”) is hereby amended as set out below.

**SUMMARY:**

The purpose of this Amendment No. 1 is to disclose changes to a number of operational and administrative matters related to the Funds, including in respect of purchases, switches and redemptions, account fees and trailer fees. These changes are being implemented in connection with the back-office integration of the Northwest family of mutual funds with the Ethical and Credential families of mutual funds, which will permit switches to be made between all funds managed by Northwest & Ethical Investments L.P. (“NEI”) that a dealer is permitted to sell. Unless otherwise noted these changes are effective April 13, 2009.

## **REDEMPTIONS, SWITCHES AND CONVERSIONS OF UNITS**

The information under the sub-heading “**Switching Between Funds**” at page 16 of the AIF is amended and restated to read:

You can redeem units of one Fund to buy units of the same series of another Fund as long as you meet the minimum initial investment and minimum account balance requirements, as the case may be. This is called a switch. When we receive your order to switch, we will sell your units in the original Fund and use the proceeds to buy units of the same series of the new Fund.

You can switch from one Fund to another fund in our group of funds including units for units or shares of the Northwest Corporate Class funds, the Ethical Funds, the Credential Select Funds, or the Credential EnRich Pools (provided that your dealer is authorized to sell units of those funds and you live in a province or territory in which those funds are qualified for sale), all of which are offered under separate offering documents, or to of any new mutual fund which is created and offered by NEI after the date of this document (provided that units of the new mutual fund have been qualified for sale in your province or territory of residence) through your dealer who may charge you a switching fee. In addition, if you switch within 29 days of your original purchase you will be subject to a short term trading fee.

You may switch units purchased under the deferred sales charge option, low load sale charge option or low load 2 sales charge option for similar sales charge option units or shares of another fund without paying the applicable deferred sales charge; units acquired under one of these options cannot be switched for units with a different sales charge option, either of the same Fund or a different fund. The deferred sales charge on the new units is based on the date and original purchase price of the units before the switch.

However, you may switch your annual free redemption amount to the front-end sales charge option of a fund in order not to lose that entitlement, since the free redemption cannot be carried forward to succeeding years. Special rules of the self-regulatory organization your dealer belongs to apply to these types of switches; any order to switch your annual free redemption amount that we receive from your dealer must comply with the applicable rules. Your dealer is paid a higher trailing commission on units switched to the front-end sales charge option.

A switch is a disposition for tax purposes and may result in a capital gain or loss for tax purposes in a non-registered account.

## **INVESTING IN THE FUNDS**

Under the sub-heading “**Deferred Income Plans**” at page 13 of the AIF, the first paragraph is amended and restated to read:

The Manager will assist you in establishing, through a licensed trust company, a registered retirement savings plan (“RRSP”), registered retirement income fund (“RRIF”), life income fund (“LIF”), locked-in retirement income fund (“LRIF”), locked-in retirement account (“LIRA”), registered education savings plan (“RESP”) registered under the Tax Act or a retirement savings fixed term annuity (in Québec only) (“RSFA”), to invest in units of the Funds.

Registered plan client name accounts which are opened on or after April 13, 2009 which have assets of less than \$5,000 on the first Friday of October will, on that day, be charged an annual fee of \$25. We charge you only one administration fee per year even if you own or participate in more than one registered plan. We do not charge the administration fee if you have a total of \$5,000 or more invested in mutual funds managed by us on the date the fee is assessed, if the mutual funds are held within a NEI Group RRSP, or if you maintain an active pre-authorized contribution plan. If you have only one fund in your account, we will charge this fee to that fund by redeeming the appropriate amount of units. If you have multiple funds in your account, including a money market fund, we will redeem the appropriate amount of units of the money market fund to pay this fee. If you have multiple funds in your account but no money market fund, we will redeem front end sales charge units if possible to pay this fee. If you do not have front end sales charge units, we will redeem deferred sales charge units, low load sales charge units or low load 2 sales charge units to pay this fee, and will charge you the corresponding deferred sales charge, low load sales charge or low load 2 sales charge.

Registered plan accounts which are opened on or after April 13, 2009 will be charged an administrative fee of \$25 if the account is closed or transferred to another institution.

Under the sub-heading “**Sales Commissions and Redemption Fees**” at page 14 of the AIF, the section “**Series A units**” is amended and restated to read:

An investor who purchases Series A units may choose to pay a sales commission at the time of purchase. If an investor chooses to purchase Series A units on a sales commission (i.e. a “front-end sales charge”) basis, the purchase price of each unit is the Unit Value of such series plus a commission, payable to the investor’s dealer, of up to 5% of the purchase price (or, conversely, the amount invested in units will be the aggregate purchase amount less the commission payable to the investor’s dealer).

In the alternative, an investor in Series A units of the Funds (other than of the Money Market Fund) can choose from three redemption fee payment options: a deferred sales charge option, a low load sale charge option (formerly volume sales charge option) or a low load 2 sales charge option (formerly low load sales charge option), each of which is described below. An investor will be deemed to have purchased Series A units subject to a redemption fee unless he or she has advised the Manager to the contrary at the time of purchase.

Series A units purchased under the front-end sales charge sales option described above are hereinafter referred to as “SCO Units”. Series A units purchased under the deferred sales charge option described below are hereinafter referred to as “DSC Units”. Series A units purchased under the low load sales charge option described below are hereinafter referred to as “LL Units”. Series A units purchased under the low load 2 sales charge option described below are hereinafter referred to as “LL2 Units”.

If an investor purchases DSC Units, the Manager will pay to the dealer selling such units a commission of 5% (other than for units of Specialty High Yield Fund, Specialty Global High Yield Fund, Canadian Bond Fund, Quadrant Conservative Fund and Quadrant Income Fund for which the Manager pays the dealer 4%, and units of the Money Market Fund, which are not available for sale under this option) of the purchase amount. Such commission may be changed from time to time in the discretion of the Manager. The redemption fees payable on DSC Units redeemed within six years of purchase are described below under “Redemptions, Switches and Conversions of Units - Redemption Fees”.

If an investor purchases LL Units, the Manager will pay to the dealer selling such units a commission of up to 1% of the purchase amount. The low load sales charge option is only available to investors purchasing at least \$10,000 of units of a Fund and is not available for units of Money Market Fund. The redemption fees payable on LL Units redeemed within two years of purchase are described below under “Redemptions, Switches and Conversions of Units - Redemption Fees”.

If an investor purchases LL2 Units, the Manager will pay to the dealer selling such units a commission of up to 2.5% of the purchase amount. The low load sales charge option is only available to investors purchasing at least \$5,000 of units of a Fund and is not available for units of Money Market Fund. The redemption fees payable on LL2 Units redeemed within three years of purchase are described below under “Redemptions, Switches and Conversions of Units - Redemption Fees”.

## **REDEMPTIONS, SWITCHES AND CONVERSIONS OF UNITS**

The information under the sub-heading “**Redemption Fees**” at page 18 of the AIF is amended and restated to read:

If an investor chooses to purchase DSC Units (or LL or LL2 Units), then a redemption fee will be payable on any redemption of such units (other than a redemption made for the purpose of investment in another Fund) during the first six years (in the case of LL Units, two years and in the case of LL2 Units (i) if purchased prior to April 13, 2009, four years and (ii) if purchased on or after April 13, 2009, three years) after the date of original purchase of such units, subject to the right to annually redeem certain of such units without payment of any redemption fee as described below.

Redemption fees to be paid on DSC Units (or LL or LL2 Units) to be redeemed depend on the date of the initial subscription of the units and their subscription price. If the units to be redeemed were purchased through a transfer between the Funds, the redemption fees are calculated on the basis of the date at which the initial units were subscribed for and their subscription price.

Redemption fees also apply to all DSC Units (or LL or LL2 Units), which have been acquired by the investor through the reinvestment of the distribution of income and capital gains on DSC Units (or LL or LL2 Units) which are subject to a redemption fee and which were purchased prior to April 13, 2009, including reinvestments of income or capital gains distributions on unites received after April 13, 2009 where the original purchase was made prior to April 13, 2009. Redemption fees do not apply to DSC Units (or LL or LL2 Units) which have been acquired by the investor through the reinvestment of the distribution of income and capital gains on DSC Units (or LL or LL2 Units) which were purchased on or after April 13, 2009. To calculate the redemption fees, the acquisition date of the units acquired through the reinvestment of distributions is deemed to be the acquisition date of the original units. The initial subscription price of such units is the Unit Value calculated immediately following said distribution.

The redemption fees are subtracted from the aggregate Unit Value of the redeemed units. The redemption fees are a fixed percentage of the initial subscription price of the redeemed units (and not of the Unit Value at the time of redemption).

The redemption fee with respect to DSC Units redeemed is initially 6%\*, but the percentage diminishes progressively with time as set out in the following table:

<b>If redeemed during the following period after the date of original purchase</b>	<b>Redemption fee as a percentage of original cost</b>
During the first year	6.0%
During the second year	5.5%
During the third year	5.0%
During the fourth year	3.5%
During the fifth year	2.5%
During the sixth year	1.5%
After the end of the sixth year	Nil

\*Units of Money Market Fund, Canadian Bond Fund, Canadian Dividend Fund, U.S. Equity Fund, EAFE Fund or Specialty Growth Fund (the former Maestral Funds) purchased prior to the date of this annual information form, and units acquired on the re-investment of distribution of such Funds will continue to be subject to the redemption schedule in effect at the time of their purchase.

The redemption fee with respect to LL Units redeemed within two years of purchase is 1.5%.

The redemption fee with respect to LL2 units purchased on or after April 13, 2009 is initially 3%, but the percentage diminishes progressively with time as set out in the following table:

<b>If redeemed during the following period after the date of original purchase</b>	<b>Redemption fee as a percentage of original cost</b>
During the first year	3.0%
During the second year	2.5%
During the third year	2.0%
After the end of the third year	Nil

The redemption fee with respect to LL2 units purchased before April 13, 2009 is initially 4%, but the percentage diminishes progressively with time as set out in the following table:

<b>If redeemed during the following period after the date of original purchase</b>	<b>Redemption fee as a percentage of original cost</b>
During the first year	4.0%
During the second year	4.0%
During the third year	3.0%

If redeemed during the following period after the date of original purchase	Redemption fee as a percentage of original cost
During the fourth year	1.5%
After the end of the fourth year	Nil

For the purpose of calculating redemption fees, the following rules apply:

(a) an investor may redeem (the “DSC redemption right”), in any calendar year, without payment of a redemption fee, such number of DSC Units of a Fund as is equal to:

- 10% of the number of DSC Units of the Fund held by the investor as at December 31 of the previous year,
- plus 10% of the number of DSC Units of the Fund purchased by the investor during the current year,
- less any distributions or dividends received in cash which are not reinvested in units in respect of units purchased prior to April 13, 2009,
- less the number of units previously redeemed by you during the calendar year or prior to the redemption date.

If an investor transfers all or part of his or her investment in such units from a Fund to another during the calendar year, the investor may redeem in that calendar year, without payment of a redemption fee, units of such Fund having a redemption value equal to the relevant portion of the unexercised DSC redemption right in the first Fund determined on the basis of the percentage of such units transferred. Any number of redemptions up to this limit will be permitted in any calendar year, but the right is not cumulative and cannot be carried forward to future years if any portion remains unexercised in any year;

(b) an investor may redeem (the “LL redemption right”), in any calendar year, without payment of a redemption fee, such number of LL Units of a Fund as is equal to:

- 10% of the number of LL Units of the Fund held by the investor as at December 31 of the previous year,
- plus 10% of the number of LL Units of the Fund purchased by the investor during the current year,
- less any distributions or dividends received in cash which are not reinvested in units in respect of units purchased prior to April 13, 2009,
- less the number of units previously redeemed by you during the calendar year or prior to the redemption date.

If an investor transfers all or part of his or her investment in such units from a Fund to another during the calendar year, the investor may redeem in that calendar year, without payment of a redemption fee, units of such Fund having a

redemption value equal to the relevant portion of the unexercised LL redemption right in the first Fund determined on the basis of the percentage of such units transferred. Any number of redemptions up to this limit will be permitted in any calendar year, but the right is not cumulative and cannot be carried forward to future years if any portion remains unexercised in any year;

- (c) an investor may redeem (the “LL2 redemption right”), in any calendar year, without payment of a redemption fee, such number of LL2 Units of a Fund as is equal to:
- 10% of the number of LL2 Units of the Fund held by the investor as at December 31 of the previous year,
  - plus 10% of the number of LL2 Units of the Fund purchased by the investor during the current year,
  - less any distributions or dividends received in cash which are not reinvested in units in respect of units purchased prior to April 13, 2009,
  - less the number of units previously redeemed by you during the calendar year or prior to the redemption date.

If an investor transfers all or part of his or her investment in such units from a Fund to another during the calendar year, the investor may redeem in that calendar year, without payment of a redemption fee, units of such Fund having a redemption value equal to the relevant portion of the unexercised LL2 redemption right in the first Fund determined on the basis of the percentage of such units transferred. Any number of redemptions up to this limit will be permitted in any calendar year, but the right is not cumulative and cannot be carried forward to future years if any portion remains unexercised in any year;

- (d) an investor redeeming units of a Fund or transferring units of a Fund to another must specify whether he or she is redeeming or transferring units subject to a sales commission or units subject to a redemption fee, if the investor holds more than one type of units;
- (e) subject to paragraph (c), DSC Units or LL or LL2 Units which can be redeemed without payment of a redemption fee otherwise payable pursuant to the DSC redemption right, the LL redemption right or the LL2 redemption right will be deemed to be redeemed before other units;
- (f) subject to paragraphs (d) and (e), units will be deemed to have been redeemed or transferred in the order in which they were issued, or deemed to be issued;
- (g) DSC Units, LL Units or LL2 Units issued on a transfer from one Fund to another will be deemed to have been issued on the date of issue of the original unit to which they are attributable at the subscription price for such original units; and
- (h) DSC Units, LL Units or LL2 Units issued upon the automatic reinvestment of distributions upon such units, where such units were originally purchased prior to April 13, 2009, will be deemed to have been issued on the date of issue of the original units to which such units are attributable. The original subscription price

for such reinvested units will be deemed to be the Unit Value thereof determined immediately following such distribution.

The information under the sub-heading “**Short-Term Trading Fee**” at page 21 of the AIF is amended and restated to read:

Units are subject to a short-term trading fee payable to the relevant Fund on redemptions and switches in excess of \$2,500 on the following basis:

- 2% of the redemption proceeds otherwise payable if a redemption or switch occurs within 1 to 7 days of a purchase or switch;
- 1% of the redemption proceeds otherwise payable if a redemption or switch occurs within 8 to 29 days of a purchase or switch.

### **RESPONSIBILITY FOR PRINCIPAL FUNCTIONS**

Under the sub-heading “**Manager**” at page 22 of the AIF the following information is added to the table containing the list of directors and senior officers of the Manager, and of Specialty Growth Fund Inc., and their respective principal occupations during the last five years:

<b>Name and Municipality of Residence</b>	<b>Office</b>	<b>Principal Occupation for the Last Five Years</b>
Jack Smit London, Ontario	Director	CEO, Libro Credit Union
Craig Fookes Coldwater, Ontario	Senior Vice President, Finance and Chief Financial Officer	VP Finance and CFO, Growth Works Capital Ltd., prior to that VP Finance, Aegon Canada Inc.

Mr. Smit replaces Mr. Bob Leshchyshen.

Mr. Fookes replaces Ms. Helen Blackburn.

## CERTIFICATE OF THE FUNDS, MANAGER AND PROMOTER

Northwest Money Market Fund  
Northwest Canadian Equity Fund  
Northwest Canadian Bond Fund  
Northwest Canadian Dividend Fund  
Northwest Growth and Income Fund  
Northwest Global Equity Fund  
Northwest U.S. Equity Fund  
Northwest EAFE Fund  
Northwest Global Growth and Income Fund  
Northwest Specialty High Yield Bond Fund  
Northwest Specialty Global High Yield Bond Fund  
Northwest Specialty Equity Fund  
Northwest Specialty Innovations Fund  
Northwest Quadrant Conservative Portfolio  
Northwest Quadrant Income Portfolio  
Northwest Quadrant Balanced Portfolio  
Northwest Quadrant Balanced Growth Portfolio  
Northwest Quadrant Growth Portfolio  
Northwest Quadrant Global Growth Portfolio  
Northwest Quadrant Global Equity Portfolio  
Northwest Quadrant All Equity Portfolio

(the "Funds")

This Amendment No. 1 dated April 7, 2009 together with the annual information form dated June 25, 2008 and the simplified prospectus dated June 25, 2008, as amended by Amendment No. 1 dated April 7, 2009 required to be sent or delivered to a purchaser during the currency of the annual information form, as amended, 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 securities legislation in all provinces and territories of Canada and do not contain any misrepresentations.

Dated: April 7, 2009

Northwest & Ethical Investments L.P., acting through its general partner Northwest & Ethical Investments Inc., as trustee, manager and promoter of the Funds

(signed) "John Kearns"

\_\_\_\_\_  
John Kearns  
Chief Executive Officer

(signed) "Craig Fookes"

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Craig Fookes  
Chief Financial Officer

On behalf of the Board of Directors of  
Northwest & Ethical Investments L.P., acting through its general partner Northwest & Ethical Investments Inc., as trustee, manager and promoter of the Funds

(signed) "Bernie O'Neil"

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Bernie O'Neil  
Director

(signed) "Marcel Pepin"

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Marcel Pepin  
Director

**CERTIFICATE OF NORTHWEST SPECIALTY GROWTH FUND INC.**  
(the "Fund")

This Amendment No. 1 dated April 7, 2009 together with the annual information form dated June 25, 2008 and the simplified prospectus dated June 25, 2008, as amended by Amendment No. 1 dated April 7, 2009 required to be sent or delivered to a purchaser during the currency of the annual information form, as amended, 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 securities legislation in all provinces and territories of Canada and do not contain any misrepresentations.

Dated: April 7, 2009.

(signed) "John Kearns"  
\_\_\_\_\_  
John Kearns  
Chief Executive Officer  
Northwest Specialty Growth Fund Inc.

(signed) "Craig Fookes"  
\_\_\_\_\_  
Craig Fookes  
Chief Financial Officer  
Northwest Specialty Growth Fund Inc.

On behalf of the Board of Directors of the Fund

(signed) "Bernie O'Neil"  
\_\_\_\_\_  
Bernie O'Neil  
Director

(signed) "Marcel Pepin"  
\_\_\_\_\_  
Marcel Pepin  
Director

**CERTIFICATE OF THE MANAGER AND PROMOTER OF  
NORTHWEST SPECIALTY GROWTH FUND INC.**  
(the "Fund")

This Amendment No. 1 dated April 7, 2009 together with the annual information form dated June 25, 2008 and the simplified prospectus dated June 25, 2008, as amended by Amendment No. 1 dated April 7, 2009 required to be sent or delivered to a purchaser during the currency of the annual information form, as amended, 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 securities legislation in all provinces and territories of Canada and do not contain any misrepresentations.

Dated: April 7, 2009.

Northwest & Ethical Investments L.P., acting through its general partner Northwest & Ethical  
Investments Inc., as manager of Northwest Specialty Growth Fund Inc.

(signed) "John Kearns" \_\_\_\_\_  
John Kearns  
Chief Executive Officer

(signed) "Craig Fookes" \_\_\_\_\_  
Craig Fookes  
Chief Financial Officer

On behalf of the Board of Directors of  
Northwest & Ethical Investments L.P., acting through its general partner Northwest & Ethical  
Investments Inc., as manager of Northwest Specialty Growth Fund Inc.

(signed) "Bernie O'Neil" \_\_\_\_\_  
Bernie O'Neil  
Director

(signed) "Marcel Pepin" \_\_\_\_\_  
Marcel Pepin  
Director