NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
AND
MANAGEMENT INFORMATION CIRCULAR

MARKLAND AGF PRECIOUS METALS CORP.

SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON NOVEMBER 15, 2013
NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
of
MARKLAND AGF PRECIOUS METALS CORP.
(the “Fund”)

Notice is hereby given that a special meeting for holders of equity shares ("Equity Shares") and class J shares ("Class J Shares") of the Fund will be held at the offices of Manulife, in the Lithgow Boardroom, 200 Bloor Street East, South Tower, Toronto, Ontario, M4W 1E5, on November 15, 2013 commencing at 11:00 a.m. EST (the “Meeting”) for the following purposes:

1. **The Dissolution of the Fund:**

   To seek the approval of holders of Equity Shares and Class J Shares of the Fund (collectively, the “Shareholders”) to pass a special resolution authorizing the voluntary dissolution of the Fund pursuant to section 237 of the Business Corporations Act (Ontario), as generally described in the Management Information Circular dated September 27, 2013 (the “Information Circular”).

2. **Other Business:**

   To transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

   The Information Circular, form of proxy and a pre-paid return envelope accompany this notice. We have provided a complete description of the matters to be considered at the Meeting in the Information Circular. The full text of the special resolution to be considered at the Meeting is set out in Appendix “A” to the Information Circular.

   Shareholders may obtain the most recent annual financial statements, interim financial statements, annual information form, annual and semi-annual management reports of fund performance and other additional information relating to the Fund at no cost by either accessing the System for Electronic Document Analysis and Retrieval (SEDAR) website at sedar.com, by calling the toll-free telephone number of Manulife Asset Management Limited at 1-866-626-3707, by emailing manulifemutualfunds@manulife.com, or by visiting manulifemutualfunds.ca.

   The board of directors of the Fund have fixed the close of business on September 18, 2013, as the record date for the purpose of determining Shareholders entitled to receive notice and vote at the Meeting.

   Shareholders who are unable to attend the Meeting are requested to complete, sign and return the enclosed form of proxy or voting instruction form provided to you by your broker, investment dealer or other intermediary in accordance with the instructions provided therein.
DATED at Toronto this 27th day of September, 2013.

**BY ORDER OF THE BOARD OF DIRECTORS OF**
**MARKLAND AGF PRECIOUS METALS CORP.**

By:

[Signature]

Jennifer Mercanti
Director and Secretary

---

**BY ORDER OF THE BOARD OF DIRECTORS OF**
**MANULIFE ASSET MANAGEMENT LIMITED**
**(AS MANAGER OF THE FUND)**

By:

[Signature]

Alex Lucas
Vice President
MANAGEMENT INFORMATION CIRCULAR

MARKLAND AGF PRECIOUS METALS CORP.

September 27, 2013
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This management information circular (the “Information Circular”) contains or refers to certain forward-looking information relating, but not limited to, the expectations, intentions, plans and assumptions of Markland AGF Precious Metals Corp. (the “Fund”) and Manulife Asset Management Limited (the “Manager”, “Manulife” or “MAML”) (as applicable) with respect to the voluntary dissolution of the Fund (the “Dissolution”).

Forward-looking information can often be identified by forward-looking words such as “anticipate”, “believe”, “expect”, “plan”, “intend”, “estimate”, “may”, “potential”, and “will” or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. Forward-looking information is not historical fact but reflects, as applicable, the Fund’s and the Manager’s current expectations regarding future results or events including, but not limited to, the Dissolution. Forward-looking information is subject to risks, uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking information including factors which are not currently known including changes in the global economy, general economic and business conditions, existing governmental regulations and other market factors. Although the Fund and the Manager believe that the assumptions inherent in their respective forward-looking information are reasonable, forward-looking information is not a guarantee of future events or performance and, accordingly, readers are cautioned not to place undue reliance on such information due to the inherent uncertainty therein. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and various future events will not occur. The forward-looking information and statements included in this Information Circular represent the Fund’s and Manager’s views as of the date of this Information Circular. Neither the Fund nor the Manager undertakes any obligation to update publicly or otherwise revise any forward-looking information whether as a result of new information, future events or other such factors which affect this information, except as required by law.
GENERAL INFORMATION REGARDING
MEETING OF SHAREHOLDERS

Holders of equity shares (an “Equity Share” or, the “Equity Shares”) and class J shares (a “Class J Share” or, the “Class J Shares”) (collectively, the “Shares”) of the Fund are being asked to approve all of the necessary steps to facilitate the Dissolution.

This Information Circular contains detailed information about the proposed Dissolution under the heading “Proposed Dissolution”.

The Manager of the Fund is Manulife. See “Interest of Informed Persons or Companies in Material Transactions”.

Additional information about the Fund is included in the most recent annual financial statements, interim financial statements, annual information form, annual and semi-annual management reports of fund performance and other additional information relating to the Fund at no cost by either accessing the System for Electronic Document Analysis and Retrieval (SEDAR) website at sedar.com or by calling Manulife’s toll-free telephone number at 1-866-626-3707, by emailing manulifemutualfunds@manulife.com or by visiting manulifemutualfunds.ca.

The Dissolution has been approved by the board of directors of the Fund (the “Board of Directors”). The Dissolution was also presented to the Fund’s independent review committee (the “IRC”) which provided its positive recommendation with respect thereto. See “Independent Review Committee”.

Unless otherwise indicated, the information contained herein is given as at September 27, 2013. In this Information Circular, any reference to “dollars” or “$” is to Canadian dollars, unless otherwise indicated.

SOLICITATION OF PROXIES

The information contained in this Information Circular is provided by the Fund in connection with the solicitation of proxies by the management of the Fund and the Manager to be used at the Meeting (as defined below).

The meeting of the holders of Equity Shares and Class J Shares (collectively, the “Shareholders”) is to be held at the offices of Manulife, in the Lithgow Boardroom, 200 Bloor Street East, South Tower, Toronto, Ontario, M4W 1E5, on November 15, 2013 commencing at 11:00 a.m. EST (the “Meeting”) for the purposes outlined in the Notice of Special Meeting of Shareholders attached to this Information Circular and under “Purpose & Rationale of the Meeting” below.

This solicitation is made by the management of the Fund and the Manager. In addition to the solicitation of proxies by the mailing of this Information Circular, the directors, officers or employees of the Manager may also solicit proxies by telephone, e-mail, Internet, facsimile or other communication. All of the costs associated with the solicitation and the Meeting will be borne by the Manager.
RECORD DATE

The Board of Directors has fixed the close of business on September 18, 2013 as the record date (the “Record Date”) for the purpose of determining which Shareholders are entitled to receive notice and vote at the Meeting. Shareholders on the Record Date will be entitled to vote at the Meeting.

PURPOSE & RATIONALE OF THE MEETING

The purpose of the Meeting is:

1. To seek the approval of Shareholders of the Fund to pass a special resolution authorizing the voluntary Dissolution of the Fund pursuant to section 237 of the Business Corporations Act (Ontario) (the “OBCA”) as described in this Information Circular.

2. To transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

The Fund experienced significant retractions of approximately $4.4 million in 2012 and $1.3 million in 2013 thus far, such that as at August 30, 2013, total assets of the Fund were approximately $1.2 million. Consequently, the Board of Directors has made the decision to propose to Shareholders the Dissolution.

The full text of the special resolution to be considered at the Meeting is set out in Appendix “A” to this Information Circular. The Board of Directors recommend that Shareholders vote “FOR” the special resolution.

PROPOSED DISSOLUTION

Dissolution of the Fund

The Board of Directors is seeking the approval of Shareholders for the Dissolution pursuant to section 237 of the OBCA.

Currently, the Fund does not have a fixed termination date but may be dissolved at any time with the approval of the Shareholders by a special resolution passed at a duly convened meeting of Shareholders called for the purpose of considering such special resolution.

Procedure for the Dissolution of the Fund

If the Shareholders approve the Dissolution, the Board of Directors propose that the Dissolution will include the following steps, such that the Fund will:

(a) As soon as practicable, liquidate all of its investments to cash.

(b) Satisfy all outstanding debts, liabilities, and obligations.

(c) Delist the Equity Shares from the Toronto Stock Exchange (the “TSX”) and cancel all outstanding share certificates.
(d) Distribute the net proceeds of the Fund to the Shareholders.

(e) Prepare and file the final tax return of the Fund.

(f) Request a tax clearance certificate to ensure no taxes are due prior to the formal dissolution of the Fund.

(g) Formally dissolve the Fund.

In addition, Class J Shareholders are entitled to receive in priority to the holders of the Equity Shares, with respect to distributions on the Dissolution of the Fund, an amount equal to $100 for the 100 Class J Shares outstanding.

INDEPENDENT REVIEW COMMITTEE

As required by National Instrument 81-107 – Independent Review Committee for Investment Funds, the Manager presented to the IRC for its consideration the Dissolution of the Fund and the rationale for the Dissolution. The IRC considered the rationale for the Dissolution of the Fund and provided a positive recommendation for such Dissolution.

While the IRC has considered the Dissolution, it is not the role of the IRC to recommend that Shareholders vote in favour of the Dissolution. Shareholders of the Fund should therefore review the terms of this Information Circular and make their own decision.

REQUIREMENTS FOR APPROVAL

In order to implement the Dissolution, Shareholders are being asked to pass the special resolution, which is attached as Appendix “A” to this Information Circular. In order to pass the special resolution, at least 66⅔% of the votes cast at the Meeting must be voted in favour of such special resolution, with each class voting separately. A quorum for the Meeting shall consist of holders of Equity Shares present in person or by proxy holding not less than 25% of the Equity Shares entitled to vote at the Meeting and holders of Class J Shares present in person or by proxy holding not less than a majority of the Class J Shares entitled to vote at the Meeting.

If a quorum is not present within 30 minutes of the opening of any meeting of Shareholders, the Meeting may be adjourned, and will be held at the same time and place on the day which is 14 days later (November 29, 2013). At such adjourned meeting, the Shareholders then present in person or represented by proxy shall form a quorum and may transact the business for which the meeting was originally called.

Shareholders of record are entitled to one vote at the Meeting (or any adjournment thereof) for each Equity Share or Class J Share held.

PROXIES RECEIVED IN FAVOUR OF THE DISSOLUTION WILL BE VOTED FOR THE SPECIAL RESOLUTION ATTACHED AS APPENDIX “A”, UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS SHARES ARE TO BE VOTED AGAINST SUCH SPECIAL RESOLUTION.
INTEREST OF INFORMED PERSONS OR COMPANIES IN MATERIAL TRANSACTIONS

No informed person (as that term is defined in National Instrument 51-102 – Continuous Disclosure Obligations) or any associate or affiliate of an informed person has had any material interest, direct or indirect, in any transaction or in any proposed transaction which has affected or would materially adversely affect the Fund, except as disclosed under “Information Regarding the Manager”.

INCOME TAX CONSEQUENCES OF THE DISSOLUTION

The following summarizes the principal Canadian federal income tax considerations relating to the Dissolution of the Fund that are generally applicable to Shareholders who, at all relevant times for purposes of the Income Tax Act (Canada) (the “Tax Act”), are individuals resident in Canada (other than trusts), hold their Shares as capital property and deal at arm's length with and are not affiliated with the Fund. Generally, Shares will be considered to be capital property to a Shareholder provided the Shareholder has not acquired or does not hold the Shares in the course of carrying on a business or as part of an adventure or concern in the nature of trade. Certain Shareholders whose Shares might not otherwise qualify as capital property may be entitled to make the irrevocable election in the circumstances permitted by subsection 39(4) of the Tax Act to deem their Shares (and all other Canadian securities owned by the Shareholders) to be capital property. Shareholders considering making such an election should consult their own tax advisors.

This summary is based on the current provisions of the Tax Act, the regulations thereunder (the “Regulations”), all specific proposals to amend the Tax Act and Regulations publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, and the current administrative policies and assessing practices of the Canada Revenue Agency (the “CRA”) published in writing prior to the date hereof. This summary is not exhaustive of all possible Canadian federal income tax considerations and, except as mentioned above, does not anticipate any changes in law or CRA administrative policies or assessing practices, nor does it take into account provincial, territorial or foreign tax considerations, which may differ significantly from those discussed herein.

This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Shareholder, and no representations with respect to the income tax consequences to any particular Shareholders are made. Accordingly, Shareholders should consult their own tax advisors for advice with respect to the tax consequences to them of the Dissolution of the Fund, including the application and effect of the income and other tax laws of any country, province, state or local tax authority.

Redemption or Cancellation of Equity Shares

A Shareholder who has a Share redeemed or cancelled on the Dissolution of the Fund, will realize a capital gain (or capital loss) to the extent that the proceeds received on the redemption or cancellation exceed (or are less than) the aggregate of such Shareholder’s adjusted cost base
of such Share and any reasonable costs of the redemption or cancellation. One-half of any such capital gain realized by a Shareholder will be included in such Shareholder's income as a taxable capital gain. One-half of any such capital loss realized by such Shareholder may be deducted as an allowable capital loss against taxable capital gains realized by such Shareholder in the year, in any of the three preceding years or in any subsequent year to the extent and under the circumstances prescribed in the Tax Act.

A Shareholder who realizes a capital gain on the redemption or cancellation of Shares may be subject to alternative minimum tax under the Tax Act.

The Fund is not expected to pay any ordinary dividends or capital gains dividends immediately prior to the Dissolution of the Fund although the Fund is allowed to do so at the discretion of the Manager from time to time.

NAME, FORMATION AND HISTORY OF THE FUND

The Fund is a mutual fund corporation incorporated under the laws of the Province of Ontario pursuant to articles of incorporation dated May 29, 2007. Articles of amendment were filed on August 3, 2007 to revise the restrictions of the Fund and the definition of “Monthly Redemption Price”. The articles of the Fund were further amended on August 7, 2007 to revise the redemption provisions. Effective June 15, 2010, Markland Street Asset Management Inc. the former manager of the Fund, was wound-up by its parent company, Manulife Asset Management Limited. As a result, Manulife Asset Management Limited became the manager of the Fund. The registered office of the Manager and the Fund is located at 200 Bloor Street East, North Tower 3, Toronto, Ontario M4W 1E5.

The Manager provides administrative services to the Fund pursuant to a management agreement dated August 8, 2007, as amended (the “Management Agreement”).

The Fund’s investment advisor is AGF Investments Inc. (the “Investment Advisor”). The Investment Advisor provides investment advisory and portfolio management services to the Fund pursuant to an investment advisory agreement dated as of August 8, 2007, as amended, between the Fund, the Manager and the Investment Advisor. The Investment Advisor’s principal place of business is located at 66 Wellington Street West, 31st Floor, TD Bank Tower, TD Centre, Toronto, Ontario M5K 1E9.

The Fund completed its initial public offering (the “Offering”) of 2,350,000 units (the “Units”) on August 8, 2007, each consisting of one Equity Share and one-half of an Equity Share purchase warrant (“Warrants”), at a price of $10.00 per Unit. An additional 120,000 and 60,000 Units were issued by the Fund under the Offering pursuant to the exercise of an over-allotment option on August 29, 2007 and on September 11, 2007, respectively. The Warrants expired on July 30, 2010. Equity Shares of the Fund commenced trading on the TSX on August 8, 2007 under the symbol “MPM”.
Directors and Officers of the Fund

The Fund’s directors and officers are responsible for overseeing the affairs of the Fund. The name, office and principal occupation of each of the directors and officers of the Fund is as follows:

<table>
<thead>
<tr>
<th>Name and Municipality of Residence</th>
<th>Office with the Fund</th>
<th>Principal Occupation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sean Robitaille Toronto, Ontario</td>
<td>Chairman, President and Chief Executive Officer</td>
<td>Managing Director, Manulife Capital Markets, a division of Manulife Securities Incorporated</td>
</tr>
<tr>
<td>Jennifer Mercanti Oakville, Ontario</td>
<td>Director and Secretary</td>
<td>Assistant Vice President and Chief Counsel, Manulife Investments, Lead Counsel, Retail Markets, Manulife Financial</td>
</tr>
<tr>
<td>Robert Levis Vancouver, British Columbia</td>
<td>Director</td>
<td>Managing Director, Manulife Capital Markets, a division of Manulife Securities Incorporated</td>
</tr>
<tr>
<td>James den Ouden Kitchener, Ontario</td>
<td>Chief Financial Officer</td>
<td>Assistant Vice President, Finance, Manulife Financial</td>
</tr>
</tbody>
</table>

Except as indicated below, each of the directors and officers listed above holds the office noted opposite his or her name or has held a similar office in a predecessor company or an affiliate during the five years preceding the date of this Information Circular.

Ms. Jennifer Mercanti joined Manulife Financial in September 2009 as Associate Counsel and became Assistant Vice President and Chief Counsel in June, 2010. Prior to joining Manulife Financial, Ms. Mercanti worked as Associate Counsel at AIC Limited since October 2005.

Mr. James den Ouden has been employed by Manulife Financial since 1995, holding positions of increasing responsibility in both the Canadian and Corporate divisions. Since 2005, Mr. den Ouden has been the Assistant Vice President responsible for Corporate Division expenses, and then Total Company Expenses and Total Company Management Reporting before moving to Canadian Division in 2009 as the Assistant Vice President Accounting Control in Manulife Investments. Mr. den Ouden was the Chief Financial Officer for Manulife Asset Management Limited from 2010 to 2013.

INFORMATION REGARDING THE MANAGER

Manulife Asset Management Limited acts as the manager of the Fund in accordance with the terms of the Management Agreement. The registered office of the Manager is located at 200 Bloor Street East, North Tower 3, Toronto, Ontario M4W 1E5. The Manager can be contacted by telephone at 1-866-626-3707, by email at manulifemutualfunds@manulife.com or at the website address at manulifemutualfunds.ca.
The Manager is an indirect wholly-owned subsidiary of The Manufacturers Life Insurance Company ("MLI"), which in turn is a wholly-owned subsidiary of Manulife Financial Corporation ("Manulife Financial"), a TSX-listed holding company.

The Manager is a promoter of the Fund within the meaning of applicable securities legislation. Pursuant to the Management Agreement, the Manager has been given the authority to manage the activities and day to day operations of the Fund, including providing or arranging for the following services:

(i) marketing and administrative services for the Fund;
(ii) maintaining accounting records for the Fund;
(iii) authorizing the payment of operating expenses incurred on behalf of the Fund;
(iv) preparing financial statements, income tax forms and financial and accounting information as required by the Fund;
(v) calculating the net asset value of the Fund;
(vi) ensuring that Shareholders are provided with financial statements and other reports as are required by applicable law from time to time;
(vii) ensuring Fund compliance with regulatory requirements and any applicable stock exchange listing requirements;
(viii) preparing the Fund’s reports to Shareholders, the Canadian securities regulatory authorities and any stock exchange on which the Equity Shares are listed;
(ix) administering the redemption of Equity Shares; and
(x) negotiating contractual agreements with third party service providers.

Under the Management Agreement, the Manager may delegate certain of its duties to third parties (including parties related to the Manager). The Manager is required to exercise its powers and discharge its duties as manager honestly, in good faith and in the best interests of the Fund and to exercise the care, diligence and skill of a reasonably prudent person in the circumstances. The Management Agreement provides that the Manager will not be liable for any default, failure or defect in any of the securities comprising the portfolio if it has satisfied the duties and the standard of care, diligence and skill set forth above. The Manager will incur liability, however, in cases of wilful misconduct, bad faith, negligence, disregard of the Manager’s standard of care or by any material breach or default by it of its obligations under the Management Agreement.

Unless the Manager resigns or is removed as described below, the Manager will continue as manager until the winding up or dissolution of the Fund. The Manager may resign as manager of the Fund upon 60 days’ written notice to the Shareholders. If the Manager resigns, it may appoint its successor but, unless its successor is an affiliate of the Manager, its successor must be approved by the Shareholders. The Manager may also resign if the Fund is in breach or default of
the provisions of the Management Agreement and, if capable of being cured, any such breach or
default has not been cured within 30 days’ notice of such breach or default to the Fund and the
Manager is deemed to have resigned if the Manager becomes bankrupt or insolvent or in the
event the Manager ceases to be resident in Canada for the purposes of the Tax Act. In the event
that the Manager is in material breach or default of its obligations under the Management
Agreement and, if capable of being cured, any such breach or default has not been cured within
30 days’ notice of such breach or default to the Manager, the Shareholders (by special resolution)
may remove the Manager and appoint a successor manager.

The Manager is entitled to fees for its services as manager under the Management Agreement
and will be reimbursed for all reasonable costs and expenses incurred by the Manager on behalf
of the Fund. From January 1, 2013 to August 30, 2013, the Fund paid to the Manager $12,121.58
in management fees (not including applicable taxes). In addition, the Manager and each of its
directors, officers, employees and agents will be indemnified by the Fund for all liabilities, costs
and expenses incurred in connection with any action, suit or proceeding that is proposed or
commenced, or other claim that is made against, the Manager, or any of its officers, directors,
employees or agents, in the exercise of its duties as manager, except those resulting from the
Manager’s wilful misconduct, bad faith, negligence, disregard of the Manager’s standard of care
or material breach or default by the Manager of its obligations under the Management
Agreement.

The management services provided by the Manager under the Management Agreement are not
exclusive to the Fund and the Management Agreement does not prevent the Manager from
providing similar management services to other investment funds and other clients (whether or
not their investment objectives and policies are similar to those of the Fund) or from engaging in
other activities.

The name and municipality of residence, position with the Manager and principal occupation of
each of the directors and executive officers of the Manager acting in connection with the Fund,
are as follows:

<table>
<thead>
<tr>
<th>Name and Municipality of Residence</th>
<th>Office with the Manager</th>
<th>Principal Occupation</th>
</tr>
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<tbody>
<tr>
<td>Paul Lorentz Waterloo, Ontario</td>
<td>Director</td>
<td>Executive Vice President and General Manager, Retail Markets, Manulife Financial</td>
</tr>
<tr>
<td>Jacqueline Allard Toronto, Ontario</td>
<td>Director</td>
<td>Senior Vice-President, Head of Operations &amp; Chief Information Officer, Manulife Financial-Investment Division</td>
</tr>
<tr>
<td>Richard B. Coles Toronto, Ontario</td>
<td>Director</td>
<td>Retired executive</td>
</tr>
<tr>
<td>Barry H. Evans Needham, Massachusetts</td>
<td>Director</td>
<td>President, Manulife Asset Management-North America, and Manulife Asset Management’s Chief Investment Officer, Global Asset Allocation</td>
</tr>
<tr>
<td>Name and Municipality of Residence</td>
<td>Office with the Manager</td>
<td>Principal Occupation</td>
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</tr>
<tr>
<td>J. Roy Firth Toronto, Ontario</td>
<td>Director and Chairman</td>
<td>Retired executive</td>
</tr>
<tr>
<td>Bruce Gordon Waterloo, Ontario</td>
<td>Director</td>
<td>Retired executive</td>
</tr>
<tr>
<td>Warren Thomson Toronto, Ontario</td>
<td>Director, Chief Executive Officer, Ultimate Designated Person and President</td>
<td>Senior Executive Vice President and Chief Investment Officer, MLI and Manulife Financial, Chairman and Chief Executive Officer, Manulife Asset Management</td>
</tr>
<tr>
<td>Lucas Pontillo Toronto, Ontario</td>
<td>Chief Financial Officer</td>
<td>Vice President, Global Head of Finance, Manulife Asset Management and Chief Financial Officer, MAML</td>
</tr>
<tr>
<td>Martin Guest Toronto, Ontario</td>
<td>Chief Compliance Officer, General Counsel and Secretary</td>
<td>Vice President and Chief Counsel, Retail Markets, Banking and Advisory Services, Manulife Financial</td>
</tr>
<tr>
<td>Sheila Hart Carlisle, Ontario</td>
<td>Vice President</td>
<td>Vice President and Chief Financial Officer, Retail Markets, Manulife Financial</td>
</tr>
<tr>
<td>Jennifer Mercanti Oakville, Ontario</td>
<td>Associate General Counsel and Assistant Secretary</td>
<td>Assistant Vice President and Chief Counsel, Manulife Investments, Lead Counsel, Retail Markets, Manulife Financial</td>
</tr>
<tr>
<td>Joanne Keigan Dartmouth, Nova Scotia</td>
<td>Vice President</td>
<td>Vice President, Administration and Support, Manulife Financial</td>
</tr>
<tr>
<td>Alex Lucas Waterloo, Ontario</td>
<td>Vice President</td>
<td>Vice President, Product and Development, Retail Markets, Manulife Financial</td>
</tr>
</tbody>
</table>

Except as indicated below, each of the directors and executive officers listed above holds the office noted opposite his or her name or has held a similar office in a predecessor company or an affiliate during the five years preceding the date of this Information Circular.

Ms. Jennifer Mercanti joined Manulife Financial in September 2009 as Associate Counsel and became Assistant Vice President and Chief Counsel in June 2010. Prior to joining Manulife Financial, Ms. Mercanti worked as Associate Counsel at AIC Limited since October 2005.

Mr. Martin Guest joined Manulife Financial in May 2011. Between 2008 and that time, he was a partner at Torys LLP.

Ms. Jacqueline Allard joined the MAML Board of Directors in December 2011. Currently, Ms. Allard is Senior Vice President, Head of Operations & Chief Information Officer, in Manulife Financial's Investment Division, having been with the company since 2008. Among other duties, this includes responsibility for all investment operations and information technology functions at Manulife Asset Management worldwide. In March 2013, Ms. Allard was appointed a Director of Manulife Asset Management (US) LLC. Prior to March 2013, Ms. Allard was President, Manulife Asset Management Canada, a division of MAML, and Global Chief
Operating Officer for Manulife Asset Management. Ms. Allard joined MAML in 2008 from State Street Corporation, where she was Senior Vice President and Regional Head of State Street's Global Technology Services (Americas).

Mr. Barry H. Evans joined the MAML Board of Directors in March 2013. In addition to his role as a Director of MAML, Mr. Evans is currently President, Manulife Asset Management - North America, and Manulife Asset Management's Global Chief Investment Officer, Asset Allocation. Among other duties, Mr. Evans is also Director, Chairman and President of Manulife Asset Management (US) LLC. Prior to March 2013, Mr. Evans was Manulife Asset Management's Global Chief Investment Officer, Fixed Income. He has been with entities now affiliated with Manulife Financial since 1986.

Mr. Warren Thomson was appointed President, Chief Executive Officer and Ultimate Designated Person early in 2013. However, Mr. Thomson has had various roles at Manulife Financial since 2001, including Director of MAML, a position he has held since October 2006.

Ms. Joanne Keigan was appointed Vice President of MAML in June 2013. However, Ms. Keigan has held various roles at Manulife Financial, including Vice President, Group Operations from April 2004 to March 2013. She has been Vice President, Administration and Support since March 2013.

Mr. Alex Lucas was appointed Vice President of MAML in June 2013. However, Mr. Lucas has had various roles at Manulife Financial since 2007 including his current role of Vice President, Product and Development, Retail Markets.

Mr. Lucas Pontillo was appointed Chief Financial Officer of MAML in August 2013. Currently, Mr. Pontillo is Vice President, Global Head of Finance - Manulife Asset Management, in Manulife Financial’s Investment Division. Previously, Mr. Pontillo was based in Asia as Chief Financial Officer of Manulife Asset Management (Hong Kong) Limited and also oversaw Product Development and Business Development for Manulife Asset Management across the Asia region. Mr. Pontillo joined Manulife Financial in 2006 in the Treasury-Capital Markets group and has also been a member of the company’s Corporate Development team, with a focus on business strategy and acquisitions in asset management.

INFORMATION INCORPORATED BY REFERENCE

The 2012 annual information form dated March 28, 2013 for the Fund filed with the securities commissions or similar authorities in each of the provinces and territories of Canada is specifically incorporated by reference into and forms an integral part of this Information Circular.

A copy of the annual information form incorporated by reference herein may be obtained either by accessing the System for Electronic Document Analysis and Retrieval (SEDAR) website at sedar.com, or by calling the toll-free telephone number of Manulife Asset Management Limited at 1-866-626-3707, by emailing manulifemutualfunds@manulife.com or by visiting manulifemutualfunds.com.
Any press releases, material change reports (excluding confidential material change reports) and annual information forms filed by the Fund with various securities commissions or similar authorities in Canada after the date of this Information Circular and prior to the date of the Meeting, shall be deemed to be incorporated by reference in this Information Circular.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Information Circular to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not constitute a part of this Information Circular, except as so modified or superseded.

OTHER BUSINESS

Neither the directors nor the management of the Fund or the Manager know of any other business to be presented at the Meeting. If any additional matters should be properly presented, it is intended that the enclosed proxy ("Proxy") will be voted in accordance with the judgment of the persons named in the Proxy.

APPOINTMENT OF PROXIES

The persons named in the Proxy or voting instruction form ("VIF") accompanying this Information Circular are representatives of the Fund or the Manager. A Shareholder has the right to appoint a person other than the persons specified in such Proxy or VIF to attend and act on behalf of such Shareholder at the Meeting. Such right may be exercised by striking out the names of the persons specified in the Proxy or VIF, inserting the name of the person to be appointed in the blank space so provided, signing the Proxy or VIF and returning it in the reply envelope or by facsimile by no later than 11:00 a.m. EST on November 13, 2013. You can appoint anyone to be your proxyholder, and this person does not need to be a Shareholder.

Whether or not you are able to attend the Meeting in person, you are encouraged to provide voting instructions in accordance with the instructions on the enclosed form of Proxy or VIF provided to you by your broker, investment dealer or other intermediary as soon as possible in the envelope provided. For your vote to be included, your Proxy or VIF must be received by CST Trust Company before 11:00 a.m. EST on November 13, 2013 or the second business day preceding the date of any adjournment thereof at which the Proxy or VIF is to be used. The proxy cut-off time may be waived or extended by the Chairman of the Board of Directors, in its sole discretion without notice.
REVOCABILITY OF PROXIES

A Shareholder who has submitted a Proxy or VIF may revoke it at any time prior to the exercise thereof. If you are a Beneficial Shareholder (defined below) and wish to revoke your Proxy or VIF, please contact your broker or agent well in advance of the Meeting to determine how you can do so. You may change your vote by depositing a later dated proxy.

VOTING OF PROXIES

Equity Shares or Class J Shares represented by properly executed Proxies or VIFs in favour of the persons designated by management will be voted at the Meeting in accordance with the instructions contained therein and, in the absence of such instructions, will be voted IN FAVOUR OF the matters referred to in the Proxy.

The enclosed Proxy or VIF provided to you by your broker, investment dealer or other intermediary confers discretionary authority upon the persons named therein with respect to amendments or variations to the matters identified in the Notice of Special Meeting of Shareholders and with respect to other matters which may properly come before the Meeting in respect of which the Proxy is granted or any adjournments of such Meeting. As of the date hereof, the Manager knows of no such amendments, variations or other matters to come before the Meeting.

There are two types of beneficial Shareholders: (i) those who object to their name being made known to the issuers of the securities that they own ("OBOs" or "Objecting Beneficial Owners"); and (ii) those that do not object to their name being made known to the issuers of the securities that they own ("NOBOs" or "Non-Objecting Beneficial Owners"). The Fund has elected to use Broadridge Investor Communication Solutions ("Broadridge") to deliver proxy-related materials directly to its NOBOs and OBOs. As a result, NOBOs and OBOs can expect to receive a form of proxy directly from Broadridge. These proxies should be completed and returned in the envelope provided for that purpose.

Beneficial Holders

Beneficial holders may vote their Proxy by Internet, telephone or mail, as explained on the VIF provided in your package. Votes submitted electronically over the Internet or by telephone or by mail must be received by no later than 11:00 a.m. EST on November 13, 2013. Voting your Proxy does not limit your right to vote in person should you decide to attend the Meeting. If your Equity Shares are held in the name of a broker, bank or other holder of record, you will be provided with voting instructions from the holder of record.

RIGHTS OF DISSENT

Shareholders of the Fund have the right to dissent from the special resolution pursuant to section 185 of the Business Corporations Act (Ontario). A summary of these rights of dissent is set forth in “Appendix B – Rights of Dissent”.

ADVICE TO BENEFICIAL HOLDERS OF EQUITY SHARES

The information set forth in this section is of significant importance to all beneficial Shareholders, as the issued and outstanding Equity Shares are not registered in the names of such holders (the “Beneficial Shareholders”).

Beneficial Shareholders should note that only Proxies deposited by Shareholders whose names are on the records of the Fund as the registered holders of securities of the Fund can be recognized and acted upon at the Meeting. All securities are registered under the name CDS & CO. (the registration name for CDS, which acts as nominee for many Canadian brokerage firms). Equity Shares held by CDS & CO. for brokers or their nominees can only be voted at the Meeting upon the instructions of the Beneficial Shareholders. Without specific instructions, brokers or their nominees are prohibited from voting Equity Shares on behalf of their clients. The Manager does not know for whose benefit the Equity Shares registered in the name of CDS & CO. are held; therefore, except as set forth below, Beneficial Shareholders cannot be recognized at the Meeting for purposes of voting their Equity Shares in person or by way of Proxy.

Applicable regulatory policy requires intermediaries, brokers and their nominees to seek voting instructions from Beneficial Shareholders in advance of the Meeting. Every intermediary, broker and nominee has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Equity Shares can be voted at the Meeting. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge. Broadridge prepares VIFs, mails those VIFs to the Beneficial Shareholders and asks Beneficial Shareholders to return the VIFs to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions for the voting of Equity Shares to be represented at the Meeting. A Beneficial Shareholder receiving a VIF cannot use that VIF to vote Equity Shares directly at the Meeting. The VIF must be returned to Broadridge well in advance of the Meeting in order to have the Equity Shares voted.

IF YOU ARE A BENEFICIAL SHAREHOLDER AND WISH TO VOTE IN PERSON AT THE MEETING, COMPLETE THE APPOINTEE SECTION OF THE VIF OR REQUEST A LEGAL PROXY TO BE ISSUED BY COMPLETING THE LEGAL PROXY SECTION ON YOUR VIF.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

As at September 18, 2013 and September 27, 2013, there were 170,299 and 100 issued and outstanding Equity Shares and Class J Shares of the Fund, respectively.

As at September 18, 2013 and September 27, 2013, all of the issued and outstanding Equity Shares of the Fund were held by CDS & CO. To the knowledge of the Board of Directors, as of the close of business on September 18, 2013 and September 27, 2013 no person or company beneficially owned, directly or indirectly, or exercised control or direction over, more than 10% of the voting rights attached to the Equity Shares entitled to be voted at the Meeting, except for CDS & CO. The Class J Shares are held by Markland AGF Precious Metals Trust.
As at the close of business on September 18, 2013 and September 27, 2013 the Board of Directors and management owned less than 10% of the Equity Shares.

CERTIFICATE

The contents of this Information Circular and its distribution to Shareholders of the Fund have been approved by the Board of Directors of the Fund and the Manager.

BY ORDER OF THE BOARD OF DIRECTORS OF
MARKLAND AGF PRECIOUS METALS CORP.

By:

Jennifer Mercanti
Director and Secretary

BY ORDER OF THE BOARD OF DIRECTORS OF
MANULIFE ASSET MANAGEMENT LIMITED
(AS MANAGER OF THE FUND)

By:

Alex Lucas
Vice President
APPENDIX “A”

SPECIAL RESOLUTION

OF THE SHAREHOLDERS OF

MARKLAND AGF PRECIOUS METALS CORP.

(the “Fund”)

WHEREAS terms that are defined in the management information circular dated September 27, 2013 (the “Information Circular”) are used in this special resolution with the meaning attributed to them in the Information Circular;

AND WHEREAS it is desirable and in the interests of the Fund and its Shareholders that the Fund be dissolved in the manner set out in the Information Circular;

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The Fund is hereby authorized to proceed with the voluntary dissolution of the Fund pursuant to section 237 of the Business Corporations Act (Ontario) at a time to be determined by the directors of the Fund.

2. The Fund shall have full discretion to carry out any of the procedural steps or processes in connection with the Dissolution as is required or determined by any officer or director of the Fund and/or the Manager.

3. Any director or officer of the Fund and/or the Manager is hereby authorized and directed on behalf of the Fund to execute and deliver all such documents and do all such acts and things as may be necessary or desirable to implement this special resolution.

4. The Fund and/or Manager shall have the right to revoke or delay the implementation of this special resolution for any reason whatsoever in their sole and absolute discretion without further approval of the Shareholders if either of them considers such course of action to be in the best interests of the Fund or its Shareholders.
APPENDIX “B”

RIGHTS OF DISSENT

Capitalized terms used but not defined in this Appendix shall have the meanings attributed to them in the Management Information Circular of Markland AGF Precious Metals Corp. dated September 27, 2013 (the “Information Circular”).

Pursuant to the provisions of Section 185 of the Business Corporations Act (Ontario) (the “OBCA”), a Shareholder is entitled to dissent and be paid the fair value of such Shares if the Shareholder objects to the special resolution and the special resolution becomes effective. A Shareholder may dissent only with respect to all of the Shares of a class held by the Shareholder on behalf of any one beneficial owner and registered in the Shareholder’s name. However, a Shareholder is not entitled to dissent from the special resolution with respect to any Shares beneficially owned by one owner if the Shareholder votes any such Shares beneficially owned by that owner in favour of the special resolution.

In order to dissent, a Shareholder must send a written objection (an “Objection Notice”) to the special resolution to the applicable Fund at 200 Bloor Street East, North Tower 3, Toronto, ON, M4W 1E5, Attention: Richard Nguyen, Products Manager and Structured Products Head and such Objection Notice must be received by the Manager before the date of the Meeting. A vote against the special resolution or an abstention in respect thereof does not constitute such an Objection Notice, but a Shareholder need not vote his or her Shares against the special resolution in order to dissent in respect of the special resolution. Similarly, the revocation of a proxy conferring authority on the proxy holder to vote in favour of the special resolution does not constitute an Objection Notice in respect of the special resolution, but any such proxy granted by a Shareholder who intends to dissent should be validly revoked (see “Revocability of Proxies” in the Information Circular) in order to prevent the proxy holder from voting such Shares in favour of the special resolution and thereby disentitling the Shareholder from the right to dissent. If the special resolution is approved, within 10 days following the date of the Meeting, each Fund will deliver to each Shareholder who has filed an Objection Notice in respect of the special resolution, a notice stating that the special resolution has been adopted (the “Fund Notice”). A Fund Notice is not required to be sent to any Shareholder who voted for the special resolution or who has withdrawn an Objection Notice.

Within 20 days after receipt by a Shareholder of the Fund Notice or, if no Fund Notice is received by the dissenting Shareholder, within 20 days after such Shareholder learns that the special resolution has been adopted, the dissenting Shareholder is required to send a written notice to the applicable Fund, at the address set forth in the preceding paragraph, setting forth the Shareholder’s name and address, the number of Shares held in respect of which such Shareholder dissents and a demand for payment of the fair value of such Shares (the “Demand for Payment”). Within 30 days thereafter, the Shareholder must send the Share certificates representing such shares of the Fund. Such Share certificates will be endorsed by the Fund with a notice that the holder is a dissenting Shareholder and will be returned to the dissenting Shareholder. A Shareholder who fails to forward share certificates within the time required loses any right to make a claim for payment of the fair value of such Shareholder’s Shares.
On sending a Demand for Payment to the Fund, a dissenting Shareholder ceases to have any rights as a Shareholder except the right to be paid the fair value of his or her Shares unless the dissenting Shareholder withdraws the Demand for Payment before the Fund sends an Offer to Purchase as described below or the special resolution does not become effective, in which case such Shareholder’s rights are reinstated as of the date such Demand for Payment was sent. If a Shareholder fails to comply with each of the steps required to dissent effectively, the rights, privileges, restrictions and conditions attaching to such Shareholder’s Shares will be amended in accordance with the special resolution.

Not later than seven days after the later of the day on which the action approved under the special resolution becomes effective and the date the Fund receives the Demand for Payment, the Fund will send to each dissenting Shareholder a written offer (the “Offer to Pay”) to pay for the Shares that are the subject of the Objection Notice in an amount considered by the Board of Directors of the Fund to be the fair value of such Shares as of the close of business on the day before the day on which the action approved by the special resolution becomes effective, accompanied by a statement showing how the fair value was determined. Every Offer to Pay for a class of Shares shall be on the same terms.

A dissenting Shareholder who accepts the Offer to Pay will be paid by the Fund within 10 days of acceptance by the dissenting Shareholder of such offer, provided Share certificates representing the Shares held by such dissenting Shareholder have been delivered to the Fund. The Offer to Pay lapses if the Fund does not receive an acceptance of the Offer to Pay within 30 days after the date on which the Offer to Pay was made.

If the Fund fails to make the Offer to Pay or a dissenting Shareholder fails to accept the Offer to Pay within the time limit prescribed therefor, the Fund may apply under the OBCA to a court to fix a fair value for the Shares within 50 days after the day on which the action approved by the special resolution becomes effective or within such further period as the court may allow.

Upon any application to a court by the Fund, the Fund shall notify each affected dissenting Shareholder of the date, place and consequences of the application and of such dissenting Shareholder’s right to appear and be heard in person or by counsel. If the Fund fails to make such application, the dissenting Shareholder has the right to so apply within a further period of 20 days or within such further period as a court may allow. All dissenting Shareholders whose Shares have not been purchased by the Fund will be joined as parties to the application and will be bound by the decision of the court. The court may determine whether any person is a dissenting Shareholder who should be joined as a party and the court will fix a fair value for the Shares of all dissenting Shareholders.

Provided that the special resolution becomes effective, a Shareholder who complies with each of the steps required to dissent effectively is entitled to be paid the fair value of the Shares in respect of which such Shareholder has dissented. Such fair value as determined by the court may be more than, less than or equal to the consideration to be received under the Offer to Pay.

The foregoing is a summary only of the rights of dissenting Shareholders. Any Shareholder desiring to exercise a right to dissent should seek legal advice since failure to comply strictly with the provisions of section 185 of the OBCA may prejudice that right. The right of a
Shareholder to dissent is not exclusive of any other rights available to Shareholders generally, such as rights in respect of corporate directors’ duties of good faith and care under the OBCA or otherwise.