

AMENDMENT NO. 3 DATED NOVEMBER 4, 2024

**TO THE SIMPLIFIED PROSPECTUS DATED MAY 10, 2024, AS
AMENDED BY AMENDMENT NO. 1 DATED JUNE 19, 2024 AND AMENDMENT NO. 2
DATED AUGUST 14, 2024**

(the Simplified Prospectus)

in respect of:

NINEPOINT GOLD AND PRECIOUS MINERALS FUND
(Series A, Series F, Series I, Series D and Series QF Units)

NINEPOINT RESOURCE FUND
(Series A, Series F, Series I and Series D Units)

(together, the Trust Funds)

and

NINEPOINT RESOURCE FUND CLASS*
(Series A, Series F, Series I and Series D Units)

(the Corporate Fund, and collectively with the Trust Funds, the Funds)

***A class of shares of Ninepoint Corporate Fund Inc.**

Unless otherwise specifically defined, the terms used in this amendment have the meanings given to those terms in the Simplified Prospectus.

1. Introduction

The Simplified Prospectus is hereby amended to reflect that on or around January 23, 2025, Sprott Asset Management LP will no longer act as the sub-adviser for the Funds. Following this change, Ninepoint Partners LP, the current portfolio manager for each of the Funds, will become the sole investment advisor for each of the Funds.

2. Change to Sub-Adviser

- (a) The following sentence is added as the last sentence to the second paragraph under the heading “Sub-advisers” on page 5 of the Simplified Prospectus:

“Effective on or around January 23, 2025, Sprott Asset Management LP will no longer act as the sub-adviser for Ninepoint Gold and Precious Minerals Fund, Ninepoint Resource Fund or Ninepoint Resource Fund Class. Following this change, Ninepoint Partners LP, the current portfolio manager for each such Fund, will become the sole investment advisor for each such Fund.”

- (b) The references to “Sprott Asset Management LP” under the heading “Fund Details” on pages 90, 104 and 107 of the Simplified Prospectus are deleted in their entirety and replaced with the following:

“Sprott Asset Management LP*

*Effective on or around January 23, 2025, Sprott Asset Management LP will no longer act as the sub-adviser for the Fund. Following this change, Ninepoint Partners LP, the current portfolio manager for the Fund, will become the sole investment advisor for the Fund.”

3. What Are Your Legal Rights?

Under securities law in some provinces and territories, you have the right to withdraw from an agreement to buy mutual funds within two business days after you receive a simplified prospectus or Fund Facts document, or cancel your purchase within 48 hours after you receive confirmation of the purchase.

In some provinces and territories, you also have the right to cancel a purchase, or in some jurisdictions, claim damages, if the simplified prospectus, Fund Facts document or financial statements contain a misrepresentation. You must act within the time limits set by law in the applicable province or territory.

For more information, see the securities law of your province or territory or ask a lawyer.

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**CERTIFICATE OF THE TRUST FUNDS, THE MANAGER, THE TRUSTEE AND THE
PROMOTER**

**NINEPOINT GOLD AND PRECIOUS MINERALS FUND
NINEPOINT RESOURCE FUND**

(the Trust Funds)

This Amendment No. 3 dated November 4, 2024, together with the simplified prospectus dated May 10, 2024, as amended by Amendment No. 1 dated June 19, 2024 and Amendment No. 2 dated August 14, 2024, 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 the securities legislation of each province and territory of Canada and do not contain any misrepresentations.

DATED: November 4, 2024

**NINEPOINT PARTNERS LP, ACTING THROUGH ITS GENERAL PARTNER, NINEPOINT
PARTNERS GP INC., AS MANAGER AND PROMOTER OF THE TRUST FUNDS**

(signed) "John Wilson"

John Wilson
Co-Chief Executive Officer

(signed) "Shirin Kabani"

Shirin Kabani
Chief Financial Officer

**ON BEHALF OF THE BOARD OF DIRECTORS OF NINEPOINT PARTNERS GP INC., THE
GENERAL PARTNER OF NINEPOINT PARTNERS LP**

(signed) "James Fox"

James Fox
Director

(signed) "Kirstin McTaggart"

Kirstin McTaggart
Director

**CERTIFICATE OF NINEPOINT CORPORATE FUND INC., THE MANAGER AND THE
PROMOTER OF NINEPOINT RESOURCE FUND CLASS**

(the Corporate Fund)

This Amendment No. 3 dated November 4, 2024, together with the simplified prospectus dated May 10, 2024, as amended by Amendment No. 1 dated June 19, 2024 and Amendment No. 2 dated August 14, 2024, 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 the securities legislation of each province and territory of Canada and do not contain any misrepresentations.

DATED: November 4, 2024

(signed) "John Wilson"

John Wilson
Chief Executive Officer
Ninepoint Corporate Fund Inc.

(signed) "Shirin Kabani"

Shirin Kabani
Chief Financial Officer
Ninepoint Corporate Fund Inc.

ON BEHALF OF THE BOARD OF DIRECTORS OF NINEPOINT CORPORATE FUND INC.

(signed) "Warren Steinwall"

Warren Steinwall
Director

(signed) "Paul Baxter"

Paul Baxter
Director

**NINEPOINT PARTNERS LP ACTING THROUGH ITS GENERAL PARTNER, NINEPOINT
PARTNERS GP INC., AS MANAGER AND PROMOTER OF THE CORPORATE FUND**

(signed) "John Wilson"

John Wilson
Co-Chief Executive Officer

(signed) "Shirin Kabani"

Shirin Kabani
Chief Financial Officer

**ON BEHALF OF THE BOARD OF DIRECTORS OF NINEPOINT PARTNERS LP ACTING
THROUGH ITS GENERAL PARTNER, NINEPOINT PARTNERS GP INC.**

(signed) "James Fox"

James Fox
Director

(signed) "Kirstin McTaggart"

Kirstin McTaggart
Director