

THIRD CANADIAN GENERAL INVESTMENT TRUST LIMITED

Annual Information Form

March 29, 2010

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Certain statements included in this Annual Information Form may constitute forward-looking statements, including those identified by the expressions “anticipate”, “believe”, “plan”, “estimate”, “expect”, “intend” and similar expressions to the extent they relate to the Company or the Manager. Such forward-looking statements are not historical facts but reflect the Company’s or the Manager’s current expectations regarding future results or events. Such forward-looking statements are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations, including the matters discussed under “Risk Factors” and in other sections of this Annual Information Form. The reader is cautioned to consider these and other factors carefully when making decisions with respect to the Company and not place undue reliance on forward-looking statements. Except as may be required by applicable law, the Company does not undertake any obligation to update publicly or to revise any of such forward-looking statements, whether as a result of new information, future events or otherwise.

NAME, FORMATION AND HISTORY OF THE COMPANY

Third Canadian General Investment Trust Limited was established pursuant to letters patent dated February 3, 1928 and continued on May 1, 1980 under the Canada Business Corporations Act. Third Canadian General Investment Trust Limited has three wholly owned subsidiaries, all of which were incorporated under the Business Corporations Act (Ontario): 1013229 Ontario Limited, 1013230 Ontario Limited and 1013231 Ontario Limited. Third Canadian General Investment Trust Limited and these subsidiaries are collectively referred to herein as “Third Canadian” or the “Company”.

Third Canadian is considered an “investment fund” and a “non-redeemable investment fund” for purposes of applicable securities laws.

Third Canadian is a closed-end investment fund with the objective of providing its investors with above-average returns, comprised of a blend of long-term capital appreciation and current income, through its investment in its principal assets and otherwise directly in Canadian and international financial instruments including equities, funds, income trusts and related products. Its principal assets consist of shares of Canadian General Investments, Limited as well as shares of Canadian World Fund Limited. Collectively, these principal assets represented approximately 69% of Third Canadian’s investment portfolio at year end 2009.

Third Canadian initiated a leveraging strategy in 1996, through bank borrowings, in an effort to enhance returns to common shareholders by taking advantage of market opportunities in the low interest rate environment. Initially a credit facility for \$15 million, the maximum amount of the facility was subsequently increased to \$25 million in 2005 and \$40 million in 2007 before decreasing to \$15 million in January 2010. Although the Company had fully repaid its entire bank indebtedness in the last quarter of 2008, it resumed borrowing in 2009. At December 31, 2009, Third Canadian’s outstanding borrowings totalled \$9 million, representing 5.3% of net assets.

Morgan Meighen & Associates Limited (referred to herein as “MMA” or the “Manager”) is the manager of Third Canadian.

The Manager is also the manager of two other investment funds, Canadian General Investments, Limited and Canadian World Fund Limited, in which Third Canadian has ownership interests of 37% and 31%, respectively.

The head office and principal place of business of both the Company and the Manager is 10 Toronto Street, Toronto, Ontario, M5C 2B7, effective November 23, 2009. Prior to that date, the corresponding address was 110 Yonge Street, Suite 1601, Toronto, Ontario, M5C 1T4.

INVESTMENT RESTRICTIONS

Unlike mutual funds, Third Canadian, as a closed-end investment fund, is not subject to, nor managed in accordance with the restrictions and practices prescribed by securities legislation of each of the provinces of Canada, including National Instrument 81-102 of the Canadian Securities Administrators. There are no restrictions on any businesses the Company may carry on.

Subject to the terms of the Management Agreement between the Company and the Manager, the Manager acts in accordance with the Company's investment objectives, guidelines, strategy and restrictions (collectively, the "Investment Policy") as established and amended from time to time by the Board of Directors of Third Canadian. In the case of any event of non-compliance by the Manager in respect of the Company's Investment Policy at any time, the Manager shall report the specifics of such non-compliance to the Company in a manner as directed by the Board and shall thereafter implement the instructions given to the Manager by the Company as directed by the Board.

Provided the common shares of Third Canadian are listed on a designated stock exchange in Canada (which currently includes the Toronto Stock Exchange (the "TSX")) at a particular time, common shares of the Company would be qualified investments under the Income Tax Act (Canada) (the "Tax Act") at that time for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans, registered education savings plans, tax-free savings accounts and registered disability savings plans.

Provided that the holder of a tax-free savings account does not hold a significant interest (as defined in the Tax Act) in Third Canadian or any person or partnership that does not deal at arm's length with Third Canadian within the meaning of the Tax Act, and provided that such holder deals at arm's length with Third Canadian within the meaning of the Tax Act, common shares of the Company will not be a prohibited investment for a trust governed by such tax-free savings account.

DESCRIPTION OF CAPITAL STOCK

Common shares

The Company is authorized to issue an unlimited number of common shares of which 4,805,910 were outstanding at March 29, 2010. Each holder of common shares is entitled to one vote for each common share registered in his or her name.

Preference shares

The Company is authorized to issue 60,000 First Preference Shares, Series A. There were no preference shares issued and outstanding at March 29, 2010.

VALUATION OF PORTFOLIO SECURITIES AND CALCULATION OF NET ASSET VALUE

In calculating the value of a security or other asset held by the Company at any time, the following valuation principles are used:

- a) the value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends received (or to be received and having been declared to shareholders of record on a date before the date as of which the net asset value is being determined), and interest accrued and not yet received, shall be deemed to be the full amount thereof provided that:
 - i) the value of any security which is a debt obligation which, at the time of acquisition, had a remaining term to maturity of 90 days or less shall be the amount paid to acquire the obligation plus the amount of any interest accrued on such obligation since the time of acquisition; and
 - ii) if the Manager has determined that any such deposit, bill, demand note or account receivable is not worth the full amount thereof, the value thereof shall be deemed to be such value as the Manager determines to be the fair value thereof;
- b) the value of any security which is listed or dealt in upon a stock exchange shall be determined by taking the latest available sale price of recent date, or lacking any recent sales or any record thereof, the latest available bid price, which in the opinion of the Manager reflects the value thereof, as at the valuation date on which the net asset value is being determined, all as reported by any means in common use;
- c) the value of any security which is not listed or dealt with upon any stock exchange shall be determined on the basis of such price or yield equivalent quotations (which may be public quotations or may be obtained from major market makers) as the Manager determines best reflects its fair value;
- d) Restricted securities [securities which, pursuant to provincial securities legislation, are purchased through a private placement from a qualifying issuer and are restricted from trading on a stock exchange for a period from the date of the private placement pursuant to regulatory requirements] shall be valued at the lesser of the value thereof based on reported quotations in common use and that percentage of the market value of securities of the same class, the trading of which is not restricted or limited by reason of any representation, undertaking or agreement, or by law, equal to the percentage that the Company's acquisition cost was of the market value of such securities at the time of acquisition, provided that a gradual taking into account of the actual value of the securities may be made when the date on which the restriction will be lifted is known;

- e) the value of bonds, debentures and other long-term debt obligations shall be determined by taking the average of the bid and ask quotations on a valuation date or such value as the Manager may deem to be reasonable;
- f) all liquid assets and securities of the Company valued in terms of foreign currency and contractual obligations payable to the Company in foreign currency shall be translated into Canadian currency using the applicable Bank of Canada noon rate of exchange prevailing on the valuation date, as determined by the Manager; and
- g) notwithstanding the above, the value of any security or property to which, in the opinion of the Manager, the above principles cannot be applied (whether a market quotation is not readily available, the market quotation is considered inappropriate, or for any other reason) shall be the fair value thereof determined in a consistent and reasonable manner using available sources of information and commonly used valuation techniques.

The net asset value per share of Third Canadian (the “NAV”) is calculated by the Manager as at the close of business each day that the TSX is open for trading. The NAV on any particular day is calculated by dividing the net asset value of the Company (being the value of its assets less the value of its liabilities, both as determined by the Manager) by the total number of common shares outstanding at that time.

Such information is provided by the Manager to shareholders on request, posted on the Manager’s website (www.mmainvestments.com) and provided to various information services for publication in various media in Canada and the U.S.

While National Instrument 81-106 (“NI 81-106”), “Investment Fund Continuous Disclosure”, requires investment funds, such as the Company, to use fair value, it does not require investment funds to determine fair value in accordance with Canadian generally accepted accounting principles (“GAAP”). The Company calculates the NAV on the basis of the valuation principles set out in this annual information form. These valuation principles differ from the requirements of GAAP, with the main difference relating to securities that are listed on a public stock exchange. While the Company values such securities based on the latest sale price, GAAP requires the use of the closing bid price. Accordingly, bid prices are used in determining net assets and net assets per share for purposes of the interim and annual financial statements.

PURCHASE AND SALE OF SECURITIES OF THE COMPANY

Third Canadian’s common shares are listed and posted for trading on the TSX under the ticker symbol THD. Investors who wish to purchase Third Canadian’s common shares can do so through the facilities of the TSX by contacting their investment advisors.

Although the Manager calculates the NAV on a daily basis at the close of trading, investors will not generally be required to purchase common shares at this amount as Third Canadian's common share price generally trades at a lower value than its NAV. This is known as the "discount". Further information with respect to the discount is described under "Risk Factors – Discount".

Common shares of the Company are not redeemable by the investor. As described above, investors will not necessarily be able to dispose of their securities at the NAV. In order to dispose of securities, an investor must sell his/her securities through the facilities of the TSX or privately.

Securities of the Company that are purchased or sold on an exchange through a broker may be subject to a commission that is payable to the broker executing the transaction. The brokerage commission will vary by broker.

In either the purchase or sale of securities, a broker may make provision in the arrangements that it has with an investor that will require the investor to compensate the broker for any losses suffered by the broker in connection with a failed settlement of a purchase or sale of securities of the Company caused by the investor.

RESPONSIBILITY FOR COMPANY OPERATIONS

The Manager and Portfolio Adviser

The Manager, Morgan Meighen & Associates Limited, was incorporated under the laws of the Province of Ontario by certificate and articles of incorporation dated August 30, 1955 and is registered as an adviser in the category of Portfolio Manager in the Provinces of Ontario, Alberta, British Columbia and Manitoba. The head office and the principal office of the Manager are located at 10 Toronto Street, Toronto, Ontario, M5C 2B7 (website: www.mmmainvestments.com, e-mail: mma@mmmainvestments.com).

The Manager is also the portfolio adviser to the Company.

Subject to the terms of the Management Agreement between the Company and the Manager, dated as of January 1, 2006, (the "Management Agreement"), the Manager manages the investment portfolio and makes investment decisions, provides administrative services including making brokerage arrangements for the purchase and sale of securities, calculating the net asset value of the Company, maintaining financial and corporate records, preparing financial statements and all required regulatory filings and assists in promotional activities.

For services rendered pursuant to the Management Agreement, the Manager is entitled to receive a fee of 1.0% per annum of the consolidated net asset value (adjusted to include future income taxes, any tax liabilities and any borrowings as part of consolidated net asset value) of the Corporation calculated without regard to any

securities owned by the Corporation or its subsidiaries in any company or other entity whose investment portfolio is managed by the Manager. The Manager is also entitled to receive an administration fee of 0.2% per annum of the market value of the securities owned by the Corporation, or its subsidiaries, in any company or other entity whose investment portfolio is managed by the Manager. Fees are calculated at the close of business at the last business day of the month and payable on the 15th of the following month.

Either party may terminate the Management Agreement by giving not less than 180 days' prior written notice of termination to the other party. Such notice may only be given by the Company to the Manager by a resolution passed by at least two-thirds of the votes cast at a meeting of shareholders of the Company with two or more persons present in person or by proxy representing not less than 50% of common shares then outstanding. In the event of termination of the Management Agreement by the shareholders as described above, the Manager will be entitled to a termination payment in an amount equal to three-quarters of the fees paid or payable to the Manager during the most recently completed twelve-month period.

The Company may terminate the Management Agreement by written notice to the Manager in the event the Manager is materially in breach or default of the provisions of the Management Agreement and such breach has not been rectified within 30 days' notice of such breach. In such case, the Manager will not be entitled to a termination payment as described above.

The Manager may terminate the Management Agreement by written notice to the Company in the event that the Company is materially in breach or default of the provisions of the Management Agreement and such breach has not been rectified within 30 days' notice. In such case, the Manager will be entitled to the termination payment as described above.

Additional information with respect to the Management Agreement is contained in the Management Information Circular dated March 4, 2010 under the heading "Management Contract", which is incorporated herein by reference. A copy has been filed on SEDAR at www.sedar.com.

The following table summarizes the name, municipality of residence and position held for each of the directors and officers of the Manager:

<u>Name and Municipality of Residence</u>	<u>Office with the Manager</u>
Vanessa L. Morgan Mississauga, Ontario	President and Director
Michael A. Smedley Toronto, Ontario	Executive Vice-President and CEO and Director

Jonathan A. Morgan Toronto, Ontario	Executive Vice-President and Director
D. Greg Eckel Toronto, Ontario	Senior Vice-President
Clive. W. Robinson Toronto, Ontario	Senior Vice-President
Colin D. Smith Toronto, Ontario	Vice-President Finance and Secretary
Frank Fuernkranz Toronto, Ontario	Vice-President and Treasurer
Julie Brough Toronto, Ontario	Vice-President
D. Christopher King Toronto, Ontario	Vice-President
Alex Sulzer Oakville, Ontario	Vice-President
Shauna George Toronto, Ontario	Assistant Vice-President

The principal occupations of the above directors and officers corresponds with their office held at MMA with the exception of Vanessa L. Morgan and Jonathan A. Morgan, whose principal occupations are as described below under “Directors and Officers of the Company”.

During the five years preceding the date of this annual information form, each of the directors and officers of the Manager have been engaged in his or her principal occupation or in other capacities with the Manager except:

Mr. King, who prior to May 2007 was an Equity Specialist at Legg Mason Canada Inc., and prior to October 2006 was a Senior Investment Advisor at BonaVista Asset Management Ltd.

Ms. George, who prior to July 2009 was a Senior Investment Analyst with Acuity Funds from May 2007 to March 2008, and prior to May 2007 was an Investment Analyst with Gryphon International Investment Corp.

Michael A. Smedley and D. Greg Eckel are the individuals employed by the Manager who, subject to the Investment Policy established and amended from time to time by the

Board of Directors of Third Canadian, are principally responsible for the day-to-day management of the Company's portfolio. Michael A. Smedley, who joined the Manager in 1987, heads the investment team at Morgan Meighen. He is a director of each of the three closed-end funds managed by the firm. He has been employed in the investment industry for over 35 years working with Canadian and U.S. investment firms in Canada, Hong Kong and London. He has extensive background in many areas of the business including institutional and private client services. Greg Eckel is a CFA charterholder and a Certified General Accountant (CGA). He joined the firm in 1989, progressing through various financial and analytical roles resulting in his appointment as a full-time member of the investment team in the mid-1990s.

Directors and Officers of the Company

The following table summarizes the name, municipality of residence and principal occupation for each of the Directors and Officers of the Company:

<u>Name and Municipality of Residence</u>	<u>Office with the Company</u>	<u>Principal Occupation</u>
Vanessa L. Morgan Mississauga, Ontario	Director (since 1994) and Chairman	Chairman, Canadian General Investments, Limited
Jonathan A. Morgan Toronto, Ontario	Director (since 2001) and President & CEO	President and CEO, Canadian General Investments, Limited
Shawn S. Cooper Toronto, Ontario	Director (since 2004)	Managing Director and Country Manager for Canada, Russell Reynolds Associates (Global executive recruitment and assessment firm)
Robert S. Hart Thornbury, Ontario	Director (since 2003)	Barrister and Solicitor
Paul M. Pugh Palgrave, Ontario	Director (since 2006)	Retired Senior Investment Executive
Michael A. Smedley Toronto, Ontario	Director (since 1988)	Executive Vice-President & CEO, Morgan Meighen & Associates Limited

Colin D. Smith Toronto, Ontario	Secretary	Vice-President Finance and Secretary, Morgan Meighen & Associates Limited
Frank Fuernkranz Toronto, Ontario	Treasurer & CFO	Vice-President and Treasurer, Morgan Meighen & Associates Limited
Christopher J. Esson Toronto, Ontario	Assistant- Treasurer	Controller, Morgan Meighen & Associates Limited

During the five years preceding the date of this annual information form, each of the Directors and officers of the Company has been engaged in his or her principal occupation or in other capacities with the Company except:

Mr. Pugh, who prior to September 2007 was Senior Vice-President, Public Investments of OMERS Administration Corporation, and prior to April 2004 was a consultant to OMERS.

Mr. Esson, who prior to September 2006 was an Associate with Deutsche Bank AG, Canada Branch.

All Directors will serve until the next annual meeting of shareholders of the Company.

The Company does not have an executive committee. The Board has established three standing committees – the audit committee, the corporate governance committee and the independent directors committee. The current members of the audit committee are Shawn S. Cooper, Robert S. Hart and Paul M. Pugh. The current members of the corporate governance committee are Shawn S. Cooper, Robert S. Hart and Jonathan A. Morgan. The current members of the independent directors committee are Shawn S. Cooper, Robert S. Hart and Paul M. Pugh.

Custodian

CIBC Mellon Trust Company is the custodian of the assets of the Company pursuant to a custodial agreement. The custodian holds all securities for the Company and ensures that those assets are kept separate from any other securities it might be holding. This agreement may be terminated on 90 days' written notice by either party to the agreement.

The custodian's head office is located at 320 Bay Street, P.O. Box 1, Toronto, Ontario, M5H 4A6. The custodian may hire sub-custodians to act on its behalf for the Company. In addition to custodial services, the custodian and certain of its affiliates provide securities lending services for the Company.

Registrar and Transfer Agent

The Canadian registrar and transfer agent for securities of the Company is Computershare Investor Services Inc. The principal office of the registrar is 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1.

Auditors

The auditors of the Company are PricewaterhouseCoopers LLP, located at Suite 3000, Royal Trust Tower, Toronto-Dominion Centre, Toronto, Ontario, M5K 1G8.

Brokerage Arrangements

The Company has no contract or arrangement with any investment dealer or broker regarding portfolio security transactions. The Company's brokerage business is not allocated according to any specific formula, method or criteria nor is it based upon the provision of investment-making services or sales of securities of the Company. The Manager generally selects brokerage firms on a competitive basis, having regard to the best combination of price, research expertise, service and ability to execute orders.

PRINCIPAL SHAREHOLDERS

Of the Company

As of March 29, 2010, to the knowledge of the Directors and Officers of the Company, the only persons or corporations that beneficially owned, directly or indirectly, or exercised control or direction over more than 10% of the outstanding common shares of the Company were New Annan Investments Ltd., owned as to 50% by each of Jonathan A. Morgan and Vanessa L. Morgan, with 3,110,100 common shares of the Company (representing 64.71% of the class) through the following entities:

- (a) Third Canadian Holdings #1 Limited held 2,901,000 common shares (representing 60.36% of the class); and
- (b) Morgan Meighen & Associates Limited (owned as to 84.5% by New Annan Investments Ltd.) held 209,100 common shares (representing 4.35% of the class).

Mr. Morgan owned directly or indirectly, or exercised control or direction over 126,386 common shares (representing 2.63% of the class). Ms. Morgan owned directly or indirectly, or exercised control or direction over 9,622 common shares (representing 0.20% of the class). In summary, Mr. Morgan and Ms. Morgan together owned directly or indirectly or exercised control or direction over an aggregate of 3,246,108 shares, representing 67.54% of the outstanding common shares of the Company. In addition, Mr. Morgan and Ms. Morgan are voting members and directors of The Catherine and

Maxwell Meighen Foundation, a charitable foundation, which owned beneficially and directly 480,590 common shares (representing 9.99% of the class).

As of March 29, 2010, the Directors and senior Officers, as a group, owned, directly or indirectly, or exercised control or direction over 3,254,668 common shares of the Company, representing 67.72% of the outstanding common shares of the Company. In addition, as described above, The Catherine and Maxwell Meighen Foundation owned beneficially and directly 480,590 common shares, representing 9.99% of the outstanding common shares of the Company.

Additional information with respect to the ownership of the common shares of the Company is contained in the Management Information Circular dated March 4, 2010 under the heading “Election of Directors”, and is incorporated herein by reference

Of the Manager

The following table shows the number of common shares of the Manager, owned of record or beneficially, directly or indirectly, as of the date hereof:

<u>Name</u>	<u>Class of Securities Held</u>	<u>Type of Ownership</u>	<u>Number Held</u>	<u>Percentage of Class</u>
New Annan Investments Ltd.*	Common shares	Of record and beneficial	1,690	84.50%
Michael A. Smedley	Common shares	Of record and beneficial	300	15.00%
Jonathan A. Morgan	Common shares	Of record and beneficial	5	0.25%
Vanessa L. Morgan	Common shares	Of record and beneficial	5	0.25%

*Owned as to 50% by each of Jonathan A. Morgan and Vanessa L. Morgan

CONFLICTS OF INTEREST

As described under “Responsibility for Company Operations – The Manager and Portfolio Adviser”, the Company is party to a Management Agreement with MMA, a company under common control with Third Canadian.

CORPORATE GOVERNANCE

The Board of Directors of the Company is responsible for the overall stewardship of the Company's business and affairs. Specific information pertaining to overall corporate governance including the mandate, duties and objectives of the Board, as well as the individual committees of the Board, is included in the Management Information Circular dated March 4, 2010 in the section "Statement of Corporate Governance Practices", which is incorporated herein by reference.

Independent Review Committee

The members of the independent review committee (IRC) of the Company are Paul M. Pugh (Chairman), Shawn S. Cooper and Robert S. Hart, all of whom are independent members of the Board of Directors of the Company.

Pursuant to NI 81-107, any vacancies in the IRC are to be filled by the remaining IRC members.

The IRC members do not beneficially own, directly or indirectly, securities in the Company which in the aggregate exceed 10%. No IRC member beneficially owns, directly or indirectly, any securities in the Manager, or in any person or company that provides services to the Company or the Manager.

The IRC became fully operational on November 1, 2007 and, after that date, has functioned in accordance with applicable securities laws, including NI 81-107. The IRC has adopted a written charter that includes its mandate, responsibilities and functions, and the policies and procedures it will follow when performing its functions.

In accordance with NI 81-107, the mandate of the IRC is to consider and provide recommendations to the Manager on conflicts of interest matters to which the Manager is subject when managing the Company. The Manager is required under NI 81-107 to identify conflict of interest matters inherent in its management of the Company, and request input from the IRC on how it manages those conflicts of interest, as well as on its written policies and procedures outlining its management of those conflicts of interest.

The Manager must refer its proposed course of action in respect of any such conflict of interest matters to the IRC for its review. Certain matters require the IRC's prior approval, but in most cases the IRC will provide a recommendation to the Manager as to whether or not in the opinion of the IRC, the Manager's proposed action provides a fair and reasonable result for the Company. For recurring conflict of interest matters, the IRC can provide the Manager with standing instructions.

The IRC will conduct regular assessments and provide reports to the Manager and annually to security holders of the Company on its activities, as required by NI 81-107. The annual report of the IRC will be available free of charge from the Manager on

request by contacting the Manager at 416-366-2931 and will be filed on SEDAR and posted on the Manager's website at www.mmainvestments.com.

In accordance with NI 81-107, the Manager set the initial compensation for IRC members. Going forward, the IRC has sole authority to determine members' compensation. The main components of compensation for members of the IRC are annual fees and per meeting fees for each committee meeting attended plus reimbursement of expenses. As at the date of this Annual Information Form, each member of the IRC was entitled to receive an annual position fee and retainer of \$1,600 (\$2,600 for the Chairman) and an attendance fee of \$1,200 per meeting. Expenses of the IRC may include premiums for insurance coverage, legal fees, travel expenses and reasonable out-of-pocket expenses. During the fiscal year ended December 31, 2009, IRC members' fees were \$13,000 in total.

Securities Lending Operations

The Company participates in a securities lending program with its custodian, CIBC Mellon Global Securities Services Company, as agent. The agent is responsible for engaging in securities lending operations with dealers and institutions in Canada and abroad that are approved borrowers by its credit risk management department. It maintains controls, procedures and internal books, including a list of approved counterparties based on generally accepted solvency standards, limits pertaining to operations and credit for each counterparty and diversification standards for property given as security. The agent also determines, on a daily basis, the market value of the securities lent by the Company in connection with the securities lending program. In the event that the value of the security held is less than 105% of the market value of the lent securities, the agent will ask the counterparty to provide other liquid assets or securities, as security to the Company, to cover the shortage.

In the event that any of the loaned securities are not returned to the Company and the value of the collateral held is less than the market value of the securities not returned, the agent shall indemnify the Company for any such shortfall.

Due to concern regarding uncertainty in the global financial markets in 2008, the Company temporarily suspended its participation in the securities lending program. The program was resumed in March 2010.

Proxy Voting Policies and Procedures

Pursuant to the Management Agreement, it is the responsibility of the Manager to vote, or decide to refrain from voting, all shares or other voting securities held by the Company in accordance with the Manager's best judgment. Matters to be voted on may be of a routine or a non-routine nature. Examples of routine matters include:

- The appointment and compensation of auditors
- The election of individual members of the board of directors or a slate of nominees for the board

Examples of non-routine matters include:

- Stock-based compensation
- Executive severance compensation arrangements
- Shareholder rights plans
- Corporate restructuring plans including mergers, acquisitions, and divestitures
- Going private, or management buyouts (MBOs) transactions in connection with leveraged buyouts
- Lock-up arrangements
- Supermajority approval proposals
- Stakeholder or shareholder proposals

In general, the Manager usually only invests, on the Company's behalf, in the securities of an issuer if the Manager has confidence in the management of that issuer. As a result, in the normal course it is to be expected that the Manager will vote in favour of management's proposals for both routine and non-routine matters. However, it considers each such proposal on its own merits, and exercises the voting rights in accordance with what it believes to be the best interests of the Company. Based on its review, the Manager may deviate from the normal course of action and vote contrary to management's recommendation if it believes that management's position is not in the best interests of Third Canadian. In such instances, documentation will be kept on file to support the decision made.

In the event of a potential conflict of interest between the interests of the Company and those of MMA and/or the responsible individual portfolio investment manager of the Manager with respect to the voting of proxies, the individual portfolio managers must refer pertinent proxies to MMA's ultimate designated person ("UDP") for review and vote in a manner that is consistent with the spirit of the Company's investment objectives. However, if in the opinion of the UDP, should the contemplated vote provide the potential for a conflict of interest (and therefore subject to NI 81-107), then that proxy matter will be referred to the IRC according to the approved accelerated referral process which entails the UDP contacting and discussing the matter with the chairman of the IRC.

MMA is related to the Company through common controlling shareholders and there could conceivably be potential for a conflict of interest between the interests of MMA and the interests of Third Canadian in connection with the exercise of proxy voting. In order to balance the interests of the Company in voting non-routine proxies with the desire to avoid the perception of a conflict of interest, MMA has instituted procedures to help ensure that Third Canadian's proxy is voted in accordance with the business judgment of the portfolio manager, uninfluenced by considerations other than the best interests of the Company. The procedures for one fund's voting of proxies (for non-

routine matters) for shares held in another related fund include escalation of the matter to the holding fund's independent directors committee for its review and recommendation, and subsequently to the IRC according to established procedures concerning IRC matters.

MMA maintains a proxy voting record for each time the Company, in its capacity as security holder, receives materials relating to a meeting of security holders. The proxy voting record includes the name of the issuer, the exchange ticker symbol for the securities, the CUSIP number for the securities, the meeting date, a brief identification of the matter or matters voted on at the meeting, whether the matter or matters voted on were proposed by the issuer, its management or another person or company, whether the Manager voted on the matter or matters on behalf of the Company, and whether the votes cast by the Manager were for or against the recommendations of management of the issuer.

The Company's proxy voting record for the twelve month period beginning July 1 and ending June 30 of each year will be made available free of charge by the Manager to any shareholder of the Company upon request at any time after August 31 of the relevant year.

CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

The following is a summary of the principal Canadian federal income tax considerations generally applicable to holders of common shares of the Company. This summary is generally applicable to a holder who, for purposes of the Tax Act is resident in Canada, holds common shares as capital property, deals at arm's length with and is not affiliated with the Company, and is not a "financial institution", as defined by section 142.2 of the Tax Act or a "specified financial institution", as defined in the Tax Act.

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 holder. Accordingly, holders should consult their own tax advisors with respect to their particular circumstances.

This summary is based upon the current provisions of the Tax Act, the Regulations thereunder, all specific proposals to amend the Tax Act and such Regulations publicly announced by the Minister of Finance prior to the date hereof (the "Proposed Amendments"), and the current administrative policies and assessing practices of the Canada Revenue Agency ("CRA") made publicly available prior to the date hereof. This summary does not otherwise take into account or anticipate any changes in law or in the administrative policies or assessing practices of CRA, whether by legislative, governmental or judicial action, nor does it take into account any provincial, territorial or foreign income tax legislation or considerations. No assurance can be given that the Proposed Amendments will be enacted in the form currently proposed, or at all.

Taxation of the Company

The Company is subject to tax under Part I of the Tax Act on its taxable income at generally prevailing rates.

The Company will be required to include in computing its income all dividends received. In computing its taxable income, the Company will generally be entitled to deduct all taxable dividends received on shares of taxable Canadian corporations. Dividends received by the Company on other shares will, however, be included in computing the income of the Company, and will not be deductible in computing its taxable income. The Company will generally be subject to a refundable tax of 33-1/3% under Part IV of the Tax Act on certain taxable dividends received during the year, to the extent such dividends are deductible in computing taxable income of the Company. This tax is fully refundable upon payment by the Company of sufficient dividends. The Company is also subject to a 10% tax on certain taxable dividends received by the Company on taxable preferred shares under Part IV.1 of the Tax Act. To the extent Part IV.1 tax is payable on a particular dividend, the rate of Part IV tax on such dividend is generally reduced to 23-1/3%.

In general, the investments of the Company are treated and reported by the Company as capital property for purposes of the Tax Act.

On October 31, 2003, the Department of Finance released certain Proposed Amendments for public comment. These Proposed Amendments, if enacted, would amend the Tax Act to require, for taxation years commencing after 2004, that there be a “reasonable expectation of cumulative profit” from a business or property in order for a taxpayer to deduct any loss incurred by the taxpayer from the business or property, and would provide that profit, for this purpose, does not include capital gains. These proposals could potentially have an adverse effect on the deductibility by the Company of certain otherwise deductible expenses. On February 23, 2005, the Minister of Finance announced that an alternative proposal to replace the October 31, 2003 proposal would be released for comment. No such proposal has been released as of March 29, 2010, and there can be no assurance that such alternative proposal will not adversely affect the Company.

If the Company makes excessive “eligible dividend” designations (discussed below under “Tax Treatment of Shareholders”), the Company may be required to pay a penalty tax in respect of such excessive designations.

Tax Treatment of Shareholders

Dividends received by a shareholder from the Company will be included in the shareholder’s income.

In the case of an individual shareholder, such dividends will generally be subject to the gross-up and dividend tax credit rules normally applicable to taxable dividends received

from taxable Canadian corporations, including an enhanced gross-up and dividend tax credit for dividends designated as “eligible dividends”. In general, the Company expects that any dividends paid on its shares will be designated as eligible dividends and will therefore be subject to the increased gross-up and dividend tax credit.

A “private corporation”, as defined in the Tax Act, or any other corporation controlled by or for the benefit of an individual (other than a trust) or a related group of individuals (other than trusts), will generally be liable to pay a 33-1/3% refundable tax under Part IV of the Tax Act on dividends received, to the extent such dividends are deductible in computing its taxable income.

A holder who disposes (or is deemed to dispose) of shares will generally realize a capital gain (or a capital loss) to the extent the holder’s proceeds of disposition exceed (or are less than) the aggregate of the adjusted cost base of such shares and any reasonable costs of disposition. The amount of any deemed dividend arising on the redemption or acquisition by the Company of shares, as discussed below, will generally not be included in computing the holder’s proceeds of disposition. If the holder is a corporation, any loss arising on a disposition of shares may in certain circumstances be reduced by the amount of any dividends received on the shares. Analogous rules apply to a partnership or trust of which a corporation, partnership or trust is a member or beneficiary. One-half of a capital gain (a “taxable capital gain”) is included in income, and one-half of a capital loss may generally be deducted against taxable capital gains in accordance with the rules in the Tax Act.

A holder that is an individual or a trust (other than certain trusts, including a mutual fund trust) realizing net capital gains may be subject to an alternative minimum tax under the Tax Act.

A holder that is a “Canadian-controlled private corporation” (as defined in the Tax Act) may be liable to pay an additional refundable tax of 6-2/3% on its aggregate investment income for a year, which is defined to include taxable capital gains.

If the Company redeems a holder’s shares, or otherwise acquires or cancels such shares (other than by a purchase in the open market in the manner in which shares are normally purchased by any member of the public in the open market), the holder will be deemed to have received a dividend equal to the amount paid by the Company in excess of the paid-up capital of such shares at that time as computed for the purposes of the Tax Act. In the case of a corporate holder, it is possible that in certain circumstances all or part of any such deemed dividend may be treated as proceeds of disposition and not as a dividend.

MATERIAL CONTRACTS

Copies of the Management Agreement and the Custodial Agreement have been filed on SEDAR at www.sedar.com and are also available for inspection at the head office of the Company during business hours.

RISK FACTORS

The reader should consider the following factors when making decisions with respect to an investment in the Company.

Performance of Issuers

The value of the Company's shares will vary according to the value of the securities in which the Company invests, which will depend, in part, upon the performance of the issuers of such securities. Economic conditions, investor sentiment, global events and many other factors contribute to the day-to-day changes in security prices and the overall trend of the market.

Discount

Being a closed-end investment fund, the Company's share price generally trades at a lower value than its net asset value per share. This is known as the "discount". As a result, the return experienced by a shareholder will likely differ from the underlying performance of the Company. The share price is established by competitive markets which reflect the buying demand and the selling supply of shares. Factors which are thought to influence share price, and therefore discounts and their converse, premiums, include a fund's relative performance, the liquidity of the fund's shares, dividend yield, the use of a managed distribution policy, confidence in the fund/portfolio manager, investors' perceptions and expectations regarding the outlook of the country/sector/market where the fund invests.

Leverage

One element of the Company's investment strategy is the utilization of leverage to invest in securities. The risk to shareholders may increase if securities purchased using leverage decline in value.

Concentration

Third Canadian's investment in principal assets, which represented approximately 69% of its investment portfolio at year end 2009, exposes the Company to concentration risk. However, this risk is mitigated largely as the principal assets themselves represent well-diversified underlying portfolios. Canadian General Investments, Limited, the dominant principal asset, is invested in over 80 issuers across all sectors of the Canadian

economy. Canadian World Fund Limited, the other principal asset, is a global equity fund with more than 50 holdings in 13 countries at year end 2009.

Currency

Apart from the Company's indirect exposure to currency risk via its investment in CWF, its direct exposure to this form of risk is relatively low as a result of its small foreign equity content, which represented approximately 7% of the portfolio at year end 2009. However, some of its other holdings, in particular those that are commodity-based, are impacted by exchange rate fluctuations, primarily in the U.S. dollar. Canada is a net exporter of goods and services. A strong dollar, while making materials less costly to import, will generally have negative repercussions on export-based companies, as their products become more expensive to purchasers in other countries.

Changes in Legislation

There can be no assurance that income tax laws and government incentive programs relating to the treatment of closed-end investment companies and entities in whose securities the Company invests will not be changed in a manner that adversely affects the distributions received by the Company and its shareholders and the overall results of the Company's operations.

Regulatory Environment

The ability of the Manager to carry on its business and to perform its obligations under the Management Agreement is dependent upon its continued registration under the various securities acts under which the Manager and its employees are currently registered. Any change in the regulatory framework or failure to comply with any of these laws, rules or regulations could, as a result, have an adverse effect on the Manager and its ability to perform its obligations under the Management Agreement.

Termination of Management Agreement

As the Management Agreement is terminable at the option of the Manager for any reason on 180 days' notice, there is no guarantee that the Manager will continue to act as the Company's manager. The termination of the Management Agreement by the Manager could have an adverse effect on the Company.

Reliance on Management and Key Personnel

The contribution of certain of the Manager's professionals is particularly important to the performance of the Company's investment portfolio and, in turn, to the Company's profitability and ability to make distributions to its shareholders. Individuals employed by the Manager may, however, choose to leave at any time to pursue other opportunities. The loss of certain of the Manager's professionals could have an adverse effect on the Company.

THIRD CANADIAN GENERAL INVESTMENT TRUST LIMITED

Additional information about Third Canadian General Investment Trust Limited is available in the most recently filed annual financial statements and any interim financial statements filed subsequent to those annual financial statements and the most recently filed annual management report of fund performance and any interim management report of fund performance filed subsequent to that management report. These documents are incorporated by reference into this document, which means that they legally form part of this document just as if they were printed as a part of this document.

You can get a copy of these documents, at your request, and at no cost, by calling the Company at 416-366-2931 or toll-free at 1-866-443-6097, or from your dealer or investment adviser. These documents are also available on the Company's website at www.mmainvestments.com or by contacting the Company by e-mail at thd@mmainvestments.com. These documents and other information about the Company, including the most recent management information circular and material contracts, are also available on the Internet at www.sedar.com.

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