



ANNUAL INFORMATION FORM

September 23, 2011

SPROTT CORPORATE CLASS INC.

Offering Series A, Series F and Series I Shares (unless otherwise indicated)

SPROTT RESOURCE CLASS

SPROTT CANADIAN EQUITY CLASS

SPROTT DIVERSIFIED YIELD CLASS *(Series T and Series FT Shares also available)*

SPROTT GOLD AND PRECIOUS MINERALS CLASS

SPROTT ENERGY CLASS

SPROTT SHORT-TERM BOND CLASS

SPROTT SMALL CAP EQUITY CLASS

SPROTT TACTICAL BALANCED CLASS *(Series T and Series FT Shares also available)*

(the "Funds")

Each Fund is a class of shares of Sprott Corporate Class Inc.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

The Funds and the securities of the Funds under this Annual Information Form are not registered with the United States Securities and Exchange Commission and they are sold in the United States only in reliance upon exemptions from registrations.

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THE FUNDS

Sprott Resource Class, Sprott Canadian Equity Class, Sprott Diversified Yield Class, Sprott Gold and Precious Minerals Class, Sprott Energy Class, Sprott Short-Term Bond Class, Sprott Small Cap Equity Class and Sprott Tactical Balanced Class (collectively, the “Funds” and each, a “Fund”) are each a class of mutual fund shares of Sprott Corporate Class Inc. (the “Corporation”). The Corporation is a mutual fund corporation formed by articles of incorporation under the laws of the Province of Ontario on July 28, 2011, as amended on September 22, 2011 (the “Articles of Incorporation”). The authorized capital of the Corporation consists of an unlimited number of common voting shares, an unlimited number of redeemable common voting shares and 1,000 classes of redeemable mutual fund shares issuable in an unlimited number of series of shares, the number of shares of each series being unlimited in number. RBC Dexia Investor Services Trust acts as custodian (“Custodian”) for the Funds. Sprott Asset Management LP (the “Manager”) acts as the manager, portfolio adviser and promoter of the Funds. The head office and principal place of business of the Funds and the Manager of the Funds are located at:

Royal Bank Plaza, South Tower
Suite 2700, P. O. Box 27
Toronto, Ontario M5J 2J1

MAJOR EVENTS IN THE PAST TEN YEARS

Sprott Resource Class

Sprott 2010 Flow-Through Limited Partnership (“2010 Flow-Through LP”) will transfer its portfolio of securities to the Corporation on or about February 29, 2012. Sprott 2011 Flow-Through Limited Partnership (“2011 Flow Through LP”) will transfer its portfolio securities to the Corporation on or about February 28, 2013. In return for the portfolio of securities, the limited partners of 2010 Flow-Through LP and 2011 Flow-Through LP will receive shares of Sprott Resource Class. Similar transactions may occur in future years in connection with Sprott Resource Class.

INVESTMENT RESTRICTIONS AND PRACTICES

The Funds are managed in accordance with the standard investment restrictions and practices contained in securities legislation, including National Instrument 81-102 (“NI 81-102”) of the Canadian securities administrators other than as noted below. These restrictions and practices have been designed by the Canadian securities administrators to ensure that the investments of mutual funds are diversified and relatively liquid and to ensure the proper administration of mutual funds. NI 81-102 prescribes that shareholder approval must be obtained before any change can be made to the fundamental investment objectives of the Funds.

The Corporation is expected to qualify as a “mutual fund corporation” under the *Income Tax Act* (Canada) (the “Act”) effective from the date of its creation and at all times in the future. Accordingly, shares of the Corporation are expected to be qualified investments under the Act for registered retirement savings plans, registered retirement income funds, deferred profit sharing plans, registered education savings plans, registered disability savings plans and tax-free savings accounts (collectively “Registered Plans”). Annuitants of registered retirement savings plans and registered retirement income funds, and holders of tax-free savings accounts, should consult with their own tax advisers as to whether shares of the Corporation would be prohibited investments under the Act in their particular circumstances.

The Funds are considered to be “dealer managed” mutual funds for the purposes of NI 81-102. Applicable securities laws impose restrictions on investments by dealer managed mutual funds. In accordance with such rules, each Fund may not make an investment in any class of securities of any

issuer (other than those guaranteed by the Government of Canada, the government of a province of Canada or an agency of the foregoing) (i) for which the Manager or its associates or affiliates has acted as underwriter (except for a small selling group participation) during the preceding 60 days or (ii) of which any director, officer or employee of the Manager or an affiliate or associate of the Manager, is a partner, director or officer, if such person participates in the formulation of, influences or has access prior to implementation of, investment decisions made on behalf of the Fund.

Exemptive Relief Decisions

Certain of the underlying funds have obtained the following relief:

- Sprott Canadian Equity Fund has obtained exemptive relief from the Canadian securities regulatory authorities to permit the fund to invest up to 20% of its net assets in gold bullion or permitted gold certificates and silver bullion (or specified derivatives of which the underlying interest is gold or silver) at the time of investment.
- Sprott Gold and Precious Minerals Fund has obtained exemptive relief from the Canadian securities regulatory authorities to permit the fund to invest more than 10% of its net assets in gold bullion or gold certificates representing gold bullion, and to invest directly and indirectly in other precious metals and in precious minerals. If the fund invests in certificates representing the precious metals or minerals, the certificates must be issued by a bank listed in Schedule I or II to the *Bank Act* (Canada). In addition, the fund may not purchase any certificates from an issuer if after the purchase more than 10% of the net assets of the fund would be invested in securities and certificates of that issuer.
- Sprott All Cap Fund obtained exemptive relief from the Canadian securities regulatory authorities to permit the fund to invest up to 20% in total of its net asset value, taken at market value at the time of the purchase, directly in gold bullion, permitted gold certificates, silver bullion, certain silver certificates and/or specified derivatives of which the underlying interest is gold or silver. The silver certificates that the fund is permitted to invest in are certificates that represent silver that is (i) available for delivery in Canada, free of charge, to or to the order of the holder of the certificate; (ii) of a minimum fineness of 999 parts per 1,000; (iii) held in Canada; (iv) in the form of either bars or wafers; and (v) if not purchased from a bank listed in Schedules I, II or III of the *Bank Act* (Canada), fully insured against loss and bankruptcy by an insurance company licensed under the laws of Canada or a province or territory of Canada.
- Sprott Diversified Yield Fund obtained relief from the Canadian securities regulators to invest up to: (i) 35% of the proportion of its net asset value then invested in evidences of indebtedness, taken at market value at the time of purchase, in evidences of indebtedness of any one issuer if those evidences of indebtedness are issued, or guaranteed fully as to principal and interest, by supranational agencies (as defined in NI 81-102) or governments other than the government of Canada, the government of a jurisdiction, or the government of the United States of America and are rated “AAA” by Standard & Poor’s, or have an equivalent rating by one or more other approved credit rating organizations; and (ii) 20% of the proportion of its net asset value then invested in evidences of indebtedness, taken at market value at the time of purchase, in evidences of indebtedness of any other issuer if those evidences of indebtedness are issued, or guaranteed fully as to principal and interest, by supranational agencies (as defined in NI 81-102) or governments other than the government of Canada, the government of a jurisdiction, or the government of the United States of America and are rated “AA” by Standard & Poor’s, or have an equivalent rating by one or more other approved credit rating organizations (such evidences of indebtedness are collectively referred to as “Foreign Government Securities”). The fund will

only invest in Foreign Government Securities that are traded on a mature and liquid market and where the acquisition of which is consistent with the fundamental investment objectives of the fund.

Each Fund and each underlying fund has obtained relief from the Canadian securities regulatory authorities to invest up to 10% of the net assets of the fund, taken at market value at the time of purchase, in certain exchange traded funds managed by BetaPro Management Inc. (“BetaPro ETFs”). The BetaPro ETFs are commodity pools that use financial instruments that correlate to a multiple (or inverse multiple) of the performance of an underlying index. Where a fund purchases BetaPro ETFs that correlate to inverse multiples of the performance of underlying indices, such positions, when added to the short positions held by the fund, cannot exceed 20% of the fund’s net assets, taken at market value at the time of purchase. A fund will only invest in BetaPro ETFs that provide exposure to securities that are in accordance with the fundamental investment objectives of the fund. Furthermore, the fund will not invest in BetaPro ETFs that are exposed to physical commodities other than gold.

Each Fund and each underlying fund (other than Sprott Short-Term Bond Class and Sprott Short-Term Bond Fund) has obtained exemptive relief from the Canadian securities regulatory authorities to permit the fund to sell securities short and to provide a security interest over fund assets with dealers as security in connection with such transactions, subject to certain conditions including:

- (a) no proceeds from any short sale by the fund will be used by the fund to purchase long positions in securities other than cash cover;
- (b) the aggregate market value of all securities sold short by the fund does not exceed 20% of the total net assets of the fund on a daily marked-to-market basis;
- (c) the fund will hold cash cover (as defined in NI 81-102) in an amount, including the fund assets deposited with dealers as security in connection with the short sale, that is at least 150% of the aggregate market value of all securities sold short by the Fund on a daily marked-to-market basis;
- (d) the securities sold short will not be “illiquid assets” as such term is defined in NI 81-102, and will be securities that are either:
 - (i) listed and posted for trading on a stock exchange; and
 - (A) the issuer of the security has a market capitalization of not less than CDN \$100 million, or the equivalent thereof, at the time the short sale is effected; or
 - (B) the fund’s portfolio advisor has pre-arranged to borrow the securities for the purpose of such sale; or
 - (ii) bonds, debentures or other evidences of indebtedness of, or guaranteed by, any issuer.
- (e) securities are sold short only for cash and the fund receives the cash proceeds within normal trading settlement periods for the market in which the short sale is made;
- (f) except where the dealer holding the fund’s assets as security for any short sale transactions is the fund’s custodian, where the fund deposits fund assets in connection with a short sale with a dealer as security, the amount of fund assets deposited with such dealer does not, when aggregated with the amount of the fund assets already held by such dealer as security for outstanding short sale transactions of the fund, exceed 10% of the total net assets of the Fund, taken at market value as at the time of deposit;

- (g) for short sale transactions in Canada, every dealer that holds fund assets as security in connection with short sale transactions by the fund shall be a registered dealer in Canada and a member of a self-regulatory organization that is a participating member of the Canadian Investment Protection Fund;
- (h) for short sale transactions outside of Canada, every dealer that holds fund assets as security in connection with a short sale transaction by the fund shall:
 - (i) be a member of a stock exchange, and, as a result, be subject to a regulatory audit;
 - (ii) have a net worth in excess of the equivalent of \$50 million determined from its most recent audited financial statements that have been made public; and
- (i) the security interest provided by the fund over any of its assets that is required to enable the fund to effect short sale transactions, is made in accordance with industry practice for that type of transaction and relates only to obligations arising under such short sale transactions.

Each Fund and each underlying fund has obtained relief from the Canadian securities regulatory authorities from the prohibition on making an investment in a class of securities of an issuer of which a partner, director, officer or employee of the dealer manager of a fund, or a partner, director, officer or employee of an affiliate or associate of the dealer manager, is a partner, director or officer when the partner, director, officer or employee: (i) may participate in the formulation of investment decisions made on behalf of the fund; (ii) may have access before implementation to information concerning investment decisions made on behalf of the fund; or (iii) may influence the investment decisions made on behalf of the fund, so that the fund is permitted to purchase certain exchange-traded securities of a related issuer in the secondary market. The conditions to the relief are: (i) the purchase or holding is consistent with, or is necessary to meet, the investment objective of a fund; (ii) the independent review committee (“IRC”) of the fund has approved the transaction in accordance with National Instrument 81-107 (“NI 81-107”); (iii) the purchase is made on an exchange on which the securities are listed and traded; and (iv) no later than the time the fund files its annual financial statements, the Manager files with the Ontario Securities Commission the particulars of any such investments.

Each Fund and each underlying fund has obtained relief from the Canadian securities regulatory authorities from the prohibition on purchasing a security from or selling a security to certain entities deemed to be related to a fund or the Manager, acting as principal, so that the fund is permitted to purchase debt securities from or sell debt securities to a pooled fund or a closed-end fund managed and/or advised by the Manager (an “Inter-fund Trade”). The conditions to the relief are: (i) the IRC of the funds involved in the Inter-fund Trade has approved the transaction in accordance with NI 81-107; and (ii) at the time of the Inter-fund Trade, the transaction complies with certain conditions set out in NI 81-107.

DESCRIPTION OF SHARES

General

When an investor invests in the Corporation, which is a mutual fund corporation, the investor is buying a piece of the Corporation called a “share”. In the case of the underlying funds which are mutual fund trusts, ownership is held in “units”. The Corporation may issue an unlimited number of shares of each Fund. Each of the Funds have created Series A, Series F and Series I shares. Sprott Diversified Yield Class and Sprott Tactical Balanced Class have also created Series T and Series FT shares.

Series A shares: Available to all investors.

Series F shares: Available to investors who participate in fee-based programs through their dealer and whose dealer has signed a Series F Agreement with the Manager, investors for whom the Manager does not incur distribution costs, or individual investors approved by the Manager.

Series I shares: Available to institutional investors or to other investors on a case-by-case basis, all at the discretion of the Manager.

Series T shares: Available to all investors. Series T shares are designed to provide tax-efficient cash flow to investors by making monthly distributions of cash. Series T shares will make monthly distributions of an amount comprising a return of capital on the last business day of each month. The fixed monthly distribution amount will be reset at the beginning of each calendar year to provide an approximately 6% yield per annum based on the net asset value per Series T share as at December 31 of the prior year. The Manager reserves the right to adjust the distribution amount if deemed appropriate. There can be no assurance that the series will make any distributions in any particular month or months. For more details, see the Simplified Prospectus of the Funds.

Series FT shares: Other than the distribution policy, Series FT shares have the same features as Series F shares of the Fund. The distribution policy of the Series FT shares is the same as that of the Series T shares of the Fund. For more details, see the Simplified Prospectus of the Funds.

Although the money which you and other investors pay to purchase shares of any series is tracked on a series-by-series basis in a Fund's administrative records, the assets of all series of the Fund are combined into a single pool to create one portfolio for investment purposes. Please refer to the Funds' Simplified Prospectus for further information pertaining to Series A, Series F, Series I, Series T and Series FT shares of each Fund, as applicable.

The Corporation may issue an unlimited number of authorized common shares and redeemable common shares. The Corporation is also authorized to issue certain classes of special shares, and each Fund is a class of special shares of the Corporation. The Corporation may issue an unlimited number of special shares of each class. Each class of special shares is authorized to designate an unlimited number of series of shares. Holders of the special shares are "shareholders". The shares may be issued in fractions; however, the holders of fractional shares are not entitled to vote in respect of fractional shares. Certificates are not generally issued to shareholders.

Each of the Funds issues more than one series of shares. The principal differences between the series are the fees payable by the series, the purchase options under which you may purchase the series, and the type and frequency of distributions you may receive as an investor in the series.

Each Fund has its own investment objective. The Corporation will pay dividends, including capital gains dividends, when declared payable by the board of directors of the Corporation, in its sole discretion, and each class of special shares ranks equally with all other classes of special shares with respect to payment of declared dividends and participation in the remaining assets of the Corporation in the event of the liquidation, dissolution or winding up of the Corporation based on the net asset value of the class. Each series of a Fund will participate in the dividends including capital gains dividends that are paid on the Fund, and ranks equally with other series of the Fund with respect to payment of declared dividends in the event of liquidation, dissolution or winding up of the Corporation. If a Fund or a particular series of a Fund is terminated, each share that a shareholder of the Fund owns will participate equally with every other share of the same series in the assets of the Fund attributable to that series after all of the Fund's liabilities (or those allocated to the series being terminated) have been paid, less any deferred sales charge that would be payable.

All shares are issued as fully paid and non assessable in Canadian dollars so that a shareholder will not be liable for any further payments to the applicable Fund for those shares.

The Corporation has issued redeemable common shares to a voting trust which owns all of the issued and outstanding redeemable common shares of the Corporation. The voting trust has the sole right to elect directors and appoint auditors for the Funds. Shareholders in the Funds are not entitled to receive notice of, or to attend, annual meetings of shareholders of the Corporation, but are entitled to attend meetings of shareholders and to vote when required under securities legislation or corporate law. Please see “Meetings of shareholders” below for a description of an investor’s voting rights.

The rights attached to each class and series of the Corporation are set out in its articles of incorporation, as may be amended from time to time.

Meetings of shareholders

Shareholders of each Fund will be entitled to vote to approve all matters that require shareholder approval under NI 81-102. As at the date of this document, these matters include:

- a change in the manager of the Fund, unless the new manager is an affiliate of the Manager;
- any change in the fundamental investment objective of the Fund;
- any decrease in the frequency of calculating the net asset value of the Fund;
- certain material reorganizations of the Fund;
- if the basis of the calculation of a fee or expense that is charged to a Fund or a series of a Fund or directly to the shareholders of a Fund by the Fund or the Manager in connection with the holding of shares of the Fund in a way that could result in an increase in charges to the Fund or the series or to the shareholders, unless the Fund is at arm’s-length to the person or company charging the fee or expense or if applicable securities laws do not require the approval of shareholders to be obtained and if written notice is sent to all shareholders of the Fund at least 60 days before the effective date of the change;
- if a fee or expense to be charged to a Fund, a series of a Fund or directly to a Fund’s shareholders by the Fund or the Manager in connection with the holding of shares of the Fund that could result in an increase in charges to the Fund or to its shareholders, is introduced by a party that is non-arm’s length to the Fund; and
- any other matter which requires the approval of shareholders pursuant to the Articles of Incorporation of the Corporation or applicable laws.

Shareholders in the Funds also have certain voting rights under corporate law in limited circumstances, including with respect to certain fundamental changes to the Corporation that may impact their Fund. In certain cases, shareholders in a Fund may have a right to vote in respect of a fund merger under corporate legislation and the required approval of a fund merger by a Fund may, in some circumstances, require approval by 2/3 of votes cast rather than by 50% plus one of the votes cast.

CALCULATION OF SHARE PRICE

As at 4:00 p.m. (Eastern time) on each day that the Toronto Stock Exchange is open for business (“Valuation Date”), the net asset value per share is calculated for each series of a Fund. The net asset

value per share for a series is the fair value of the series' proportionate share of the assets of a Fund, less that series' proportionate share of common liabilities and less any liabilities attributable to that series of the Fund, divided by the number of outstanding shares of that series.

The net asset value per series of each Fund is determined in Canadian dollars. The net asset value per share of a series is the basis for all purchases, switches and redemptions and for reinvestment of dividends.

VALUATION OF PORTFOLIO SECURITIES

In determining the fair value of the assets of each Fund, the following rules apply:

- (a) the value of any cash on hand or on deposit, bills, demand notes, accounts receivable, prepaid expenses, cash dividends and distributions received (or to be received and declared to shareholders of record on a date before the date as of which the net asset value of the Fund is being determined), and interest accrued and not yet received, shall be deemed to be the full amount thereof unless the Manager shall have determined that any such deposit, bill, demand note, account receivable, prepaid expense, cash dividend received or interest is not worth the full amount thereof, in which event the value thereof shall be deemed to be such value as the Manager shall determine to be the reasonable value thereof;
- (b) the value of any security which is listed or dealt in upon a stock exchange shall be determined by (1) in the case of a security which was traded on the day as of which the net asset value of the Fund is being determined, the closing sale price; (2) in the case of a security which was not traded on the day as of which the net asset value of the Fund is being determined, a price which is the average of the closing recorded bid and ask prices; or (3) if no bid or ask quotation is available, the price last determined for such security for the purpose of calculating the net asset value of the Fund. The value of inter-listed securities shall be computed in accordance with directions laid down from time to time by the Manager; and provided however that if, in the opinion of the Manager, stock exchange or over-the-counter quotations do not properly reflect the prices which would be received by the Fund upon the disposal of shares or securities necessary to effect any redemptions of shares, the Manager may place such value upon such shares or securities as appears to the Manager to most closely reflect the fair value of such shares or securities;
- (c) the value of any security, the resale of which is restricted or limited by reason of a representation, undertaking, or agreement by the Fund shall be restricted to the lesser of (1) the value based on reported quotations of that restricted security in common use and (2) that percentage of the market value of securities of the same class, or series of a class of which the restricted security forms part that are not restricted securities, equal to the percentage that the Fund's acquisition cost was of the market value of the securities at the time of acquisition, but taking into account, if appropriate, the amount of time remaining until the restricted securities will cease to be restricted securities;
- (d) a long position in an option or a debt-like security shall be valued at the current market value of the position;
- (e) for options written by the Fund (1) the premium received by the Fund for those options shall be reflected as a deferred credit and the option shall be valued at an amount equal to the current market value of the option that would have the effect of closing the position;

- (2) any difference resulting from revaluation shall be treated as an unrealized gain or loss on investment; (3) the deferred credit shall be deducted in calculating the net asset value of the Fund; and (4) any securities that are the subject of a written option shall be valued at their current market value;
- (f) the value of a forward contract or swap shall be the gain or loss on the contract that would be realized if, on the date that valuation is made, the position in the forward contract or swap were to be closed out;
 - (g) the value of gold and any other precious metals will be based upon the active spot price;
 - (h) the value of any security or other property for which no price quotations are available or in the opinion of the Manager, to which the above valuation principles cannot or should not be applied, shall be the fair value thereof determined from time to time in such manner as the Manager shall from time to time provide;
 - (i) the value of all assets and liabilities of the Fund valued in terms of a currency other than the currency used to calculate the Fund's net asset value shall be converted to the currency used to calculate the Fund's net asset value by applying the rate of exchange obtained from the best available sources to the Manager;
 - (j) the value of standardized futures shall be (1) if daily limits imposed by the futures exchange through which the standardized future was issued are not in effect, the gain or loss on the standardized future that would be realized if, on the date that valuation is made, the position in the standardized future were to be closed out; or (2) if daily limits imposed by the futures exchange through which the standardized future was issued are in effect, based on the current market value of the underlying interest of the standardized future;
 - (k) margin paid or deposited on standardized futures or forward contracts shall be reflected as receivable, and shall be noted as held for margin; and
 - (l) the value of any mutual fund security not listed on any stock exchange and held by a Fund shall be the last available net asset value per security.

Pursuant to paragraph (h) above, the value of any bonds, debentures, and other debt obligations shall be valued by taking the average of the bid and ask prices on a valuation date at such times as the Manager, in its discretion, deems appropriate. For money market investments, such investments are valued at cost plus accrued interest and plus or minus amortization, including foreign currency translation, if applicable, which approximates market value.

The liabilities of each Fund shall be deemed to include:

- (a) all bills and accounts payable;
- (b) all administrative expenses payable and/or accrued;
- (c) all obligations for the payment of money or property, including the amount of any unpaid dividend or distribution credited to shareholders on or before the day as of which the net asset value of the Fund is being determined;
- (d) all allowances authorized or approved by the Manager for taxes or contingencies; and

- (e) all other liabilities of the Fund of whatever kind and nature, except liabilities represented by outstanding shares.

Portfolio transactions (investment purchases and sales) will be reflected in the first computation of the net asset value per series share made after the date on which the transaction becomes binding.

The net asset value per series share of the Funds, for all purposes other than financial statements, is calculated using the valuation principles described above. Pursuant to National Instrument 81-106 *Investment Fund Continuous Disclosure*, each Fund is required to calculate the net asset value per series share for the purposes of the financial statements in accordance with Canadian generally accepted accounting principles (GAAP) (such value is referred to as the “net assets per series share”). The valuation principles and practices established by the Manager differ from Canadian GAAP primarily with respect to fair valuation of listed securities. Under Canadian GAAP, financial instruments that are quoted in active markets shall be measured based on the bid price for long positions and the ask price for short positions, while under the Manager’s valuation principles, such securities shall be valued using the closing price. As a result, the net assets per series share presented in the financial statements may differ from the net asset value per series share for the purpose of redemption and purchase of shares of the Funds.

The Manager may declare a suspension of the calculation of the net asset value per share for each series of a Fund in the circumstances described under the heading “Redemption of Shares”. There will be no calculation of net asset value per share for each series during any suspension period and a Fund will not be permitted to issue further shares or redeem any shares during this period.

PURCHASE OF SHARES

Each of the Funds offer Series A, Series F and Series I shares unless otherwise indicated. Each of Sprott Diversified Yield Class and Sprott Tactical Balanced Class also offer Series FT and Series T shares. Shares of the Funds may be purchased in each of the provinces and territories of Canada. You may purchase, switch or redeem shares of the Funds directly through your registered dealer approved by the Manager. The procedures to be followed by investors who desire to purchase shares of the Funds are described in the Funds’ Simplified Prospectus.

Investors have the option of purchasing Series A shares of the Funds (except for Sprott Short-Term Bond Class) and Series T shares of Sprott Diversified Yield Class and Sprott Tactical Balanced Class under two different purchase options: (a) the Initial Sales Charge Option; and (b) the Low Load Option. Investors may purchase Series A shares of Sprott Short-Term Bond Class under the Initial Sales Charge Option only. Please refer to the Funds’ Simplified Prospectus for a description of the various purchase options.

Shares of the Funds may be purchased at their net asset value per share of a specific series, computed as described under “Calculation of Share Price”. The purchase price per share is the net asset value per share of a series next determined following receipt by a Fund of a completed purchase order. Any purchase order received on a Valuation Date after the cut-off time or on any day which is not a Valuation Date is deemed to have been received on the following Valuation Date. If your purchase order is received by RBC Dexia Investor Services Trust before 4:00 p.m. (Eastern time) on a Valuation Date, you will pay the net asset value per share set on that Valuation Date, or if received after 4:00 p.m., the net asset value per share set on the next Valuation Date, subject to RBC Dexia Investor Services Trust receiving all necessary forms properly completed.

The Manager must receive full payment within 3 business days of processing your order for each Fund except for Sprott Short-Term Bond Class. In the case of Sprott Short-Term Bond Class, the Manager must receive full payment within 1 business day of processing your order. If payment is not received

within that time or if the payment is returned, the Manager may deem the shares you ordered as having been redeemed by you on the next business day. If the proceeds are greater than the amount you owe the Manager, your dealer will pay the difference to the applicable Fund, and your dealer may seek reimbursement from you for any losses caused by you in connection with such failed settlement of the purchase of shares of the Fund where such dealer has the contractual right to do so.

No certificates are issued for shares purchased but an investor receives, following each purchase of shares, a written statement indicating all relevant details of the purchase transaction including the number of shares purchased, cost per share and the total dollar amount of the purchase order.

SWITCHES BETWEEN SPROTT MUTUAL FUNDS

You may, at any time, switch all or part of your investment in a series of shares of a Fund to securities of another Sprott mutual fund of the same series and the same purchase option, provided that the series of securities you wish to switch to is offered by that other Sprott mutual fund. If you wish to switch all or part of your investment in Series A shares of a Fund or Series T shares of Sprott Diversified Yield Class or Sprott Tactical Balanced Class that were purchased under the Low Load Option to a series of another Sprott mutual fund that is not available under the Low Load Option, you will be charged the amount of the applicable deferred sales charge at the time of such switch. You may request a switch of your series of shares by contacting your registered broker or dealer. Other than a switch between Funds, a switch is a redemption of shares of a Fund and a purchase of securities of another Sprott mutual fund. Switching from a Fund to a Sprott mutual fund that is a trust fund is a taxable event. Accordingly, you will realize a capital gain or loss on the switch transaction. A switch between Funds will not be considered a disposition for tax purposes and, accordingly, provided there is no redemption of shares to pay deferred sales charges, you will not realize a capital gain or loss. Please see "Income Tax Considerations" on page 24.

If you switch Series A shares of a Fund or Series T shares Sprott Diversified Yield Class or Sprott Tactical Balanced Class purchased under the Low Load Option into the same series of securities of another Sprott mutual fund available under the Low Load Option, for purposes of the Low Load Option, the original purchase date and price of the original series of shares will continue to apply.

When you switch between Funds, your registered dealer may charge you a switch fee of up to 2% of the net asset value of the shares switched. This fee is negotiated with and paid to your dealer. There is no switch fee charged when you switch into or from Sprott Short-Term Bond Class.

Upon a switch of your series of shares, the number of securities you hold will change since each series of securities of a Sprott mutual fund has a different series net asset value.

SWITCHES BETWEEN SERIES OF A FUND

You may, at any time, switch all or part of your investment in one series of a Fund to another series of the same Fund, provided that you are eligible to invest in the series of shares that you are switching into. If you wish to switch all or part of your investment in Series A shares of a Fund or Series T shares of Sprott Diversified Yield Class or Sprott Tactical Balanced Class that were purchased under the Low Load Option to a series of the same Fund that is not available under the Low Load Option, you will be charged the amount of the applicable deferred sales charge at the time of such switch. If you wish to switch all or part of your investment in Series F, Series I or Series FT shares of a Fund into Series A or Series T shares of the same Fund, you can choose the Initial Sales Charge Option or the Low Load Option. If you choose the Low Load Option, the new series of shares issued to you will be subject to a deferred sales charge. A switch between series of shares of a Fund will not be considered a disposition for tax purposes and, accordingly, provided there is no redemption of shares in order to pay the deferred sales charges, you will

not realize a capital gain or loss. Please see “Income Tax Considerations” on page 24. You may request a switch of your series of shares by contacting your registered broker or dealer.

When you switch between shares of a series of a Fund (except for series of shares of Sprott Short-Term Bond Class), your registered dealer may charge you a fee of up to 2% of the net asset value of the shares switched. This fee is negotiated with and paid to your dealer. There is no fee charged when you switched shares of Sprott Short-Term Bond Class.

Upon a switch of your series of shares, the number of shares you hold will change since each series of shares of a Fund has a different series net asset value. If you cease to satisfy the criteria for holding Series F, Series I or Series FT shares of a Fund, such series of shares held by you will be switch as Series A shares or Series T shares of the Fund under the Initial Sales Charge Option.

REDEMPTION OF SHARES

An investor may redeem shares of a Fund by completing a redemption request and delivering it to the investor’s registered dealer approved by the Manager. The Manager may require that an investor’s signature on any redemption request be guaranteed by a bank, trust company, credit union or otherwise to the satisfaction of the Manager. A redemption request received by RBC Dexia Investor Services Trust before 4:00 p.m. (Eastern time) on a Valuation Date will receive the net asset value per share for the applicable series of shares established on that day. A redemption request received by RBC Dexia Investor Services Trust after 4:00 p.m. (Eastern time) or on a day which is not a Valuation Date will receive the net asset value per share for the applicable series of shares on the next Valuation Date. A dealer which receives a redemption request is required to transmit the redemption request to RBC Dexia Investor Services Trust without charge to the investor and, where practicable, by courier, priority post or telecommunications facility.

RBC Dexia Investor Services Trust will pay redemption proceeds within three business days after the receipt of the investor’s order, provided the written request for redemption submitted to the registered dealer is complete and the registered dealer has provided correct settlement instructions to RBC Dexia Investor Services Trust.

Your dealer may seek reimbursement from you for any of its losses caused by you in connection with a failed settlement of a redemption of shares of a Fund where such dealer has the contractual right to do so.

If you purchased shares under the Low Load Option (as described in the Funds’ Simplified Prospectus), you may have to pay a deferred sales charge when you redeem your shares. The deferred sales charge is based on the original purchase price of your shares. The deferred sales charges payable for redeeming shares purchased under the Low Load Option are set out below:

If you redeem during the following periods after purchase	Deferred Sales Charge
First year	3%
Second year	2.75%
Third year	2.50%
Thereafter	Nil

No deferred sales charges will be payable for cash dividends on shares purchased under the Low Load Option or shares received on the reinvestment of dividends that are paid from shares purchased under the Low Load Option.

The Manager has the right, upon 30 days' written notice to the investor, to redeem shares owned by an investor if the value of those shares is less than \$1,000. An investor may prevent the automatic redemption by purchasing additional shares to increase the value of the shares to an amount equal to or greater than \$1,000 before the end of the 30-day notice period. Applicable deferred sales charges are payable on such automatic redemptions.

Under extraordinary circumstances, the rights of investors to redeem shares of a Fund may be suspended. This would most likely occur if normal trading is suspended in the market, within or outside Canada, which represents more than 50% by value, or underlying market exposure, of the total assets of the Fund (without any allowance for liabilities) and if the assets of the Fund cannot be traded in any other market that represents a reasonably practical alternative for the Fund. The Manager may also suspend the redemption of shares of a Fund with the consent of any securities commission or regulatory body having jurisdiction.

For a Fund the investment objective of which is to link its performance to the performance of another mutual fund, proposed amendments to securities legislation, if in force, would permit us to suspend redemptions of the Fund if the underlying fund has suspended redemptions. If such proposed amendments become law, the Manager may suspend redemptions of a Fund in these circumstances.

The Funds may postpone payment during a period in which the right of shareholders to request redemption of their shares is suspended, despite the Funds' obligation to pay the redemption price for shares that have been redeemed in accordance with the redemption requirements.

RESPONSIBILITY FOR OPERATION OF THE FUNDS

The Manager

Sprott Asset Management LP is the manager of the Funds. The registered office of the Manager is located at the Royal Bank Plaza, South Tower, Suite 2700, P. O. Box 27, Toronto, Ontario, M5J 2J1. Further contact information of the Manager is as follows:

Tel: (416) 943-6707

Fax: (416) 943-6497

E-mail: invest@sprott.com

Website: www.sprott.com

Toll free number: 1-866-299-9906

Under the Master Management Agreement between Sprott Asset Management LP and Sprott Corporate Class Inc. dated September 23, 2011 (the "Management Agreement"), the Manager is responsible for providing all management and administrative services required by each Fund, which includes the management of the investment portfolio, investment analysis, recommendations and decisions, the implementation of the portfolio purchase and sale transactions and arranging for the distribution of the Funds' shares and is paid management and incentive fees (as applicable) for performing its duties.

Pursuant to the Management Agreement, the Manager may delegate any or all of its duties and responsibilities to one or more agents to assist it in the performance of such duties and responsibilities. The Management Agreement may be terminated by the Manager on 90 days' prior written notice to the Corporation. Where the Management Agreement is terminated by the Corporation, the approval of two-thirds of shareholders of the Corporation, voting at a meeting duly called to consider the proposed termination, is required. If the shareholders approve the termination of the Management Agreement, then the Management Agreement will terminate six months after the date on which such shareholders' approval is obtained or such later or earlier date as the Corporation and the Manager mutually agree. The

Management Agreement may also be immediately terminated by either party by notice in writing to the other party if the other party cease to carry on business, becomes bankrupt or insolvent, resolves to wind up or liquidate or has an examiner appointed in relation to it or if a receiver of any of the assets of the other party is appointed.

The Manager may only assign the Management Agreement without shareholder approval if the assignment is to a company affiliated with the Manager within the meaning of the *Securities Act* (Ontario). Any assignment of the Management Agreement to a non-affiliated company will require the prior approval of at least a majority of the votes cast by the shareholders of a Fund at a meeting of shareholders called for such purpose and the consent of the Canadian securities regulators. The Manager is overseen by the IRC in respect of conflict of interest matters identified by the Manager. For further information on the IRC, please see page 23.

The names, places of residence and present positions held by the directors and officers of the Manager and/or of Sprott Asset Management GP Inc., the general partner of the Manager, are listed below.

Name and Municipality of Residence	Position with the Manager and/or the GP	Principal Occupation
Eric Steven Sprott Oakville, Ontario	Chief Executive Officer, Chief Investment Officer and Senior Portfolio Manager of the Manager, and Director and Chief Executive Officer of the GP	Chief Executive Officer, Chief Investment Officer and Senior Portfolio Manager of the Manager; Chairman of Sprott Inc.
Steven Rostowsky Thornhill, Ontario	Chief Financial Officer of the Manager, and Director and Chief Financial Officer of the GP	Chief Financial Officer of the Manager and Sprott Inc.
James Robert Fox Toronto, Ontario	President of the Manager and Director of the GP	President of the Manager; Registered Representative of Sprott Private Wealth LP
Kirstin Heath McTaggart Mississauga, Ontario	Chief Compliance Officer of the Manager and Director of the GP	Chief Compliance Officer of the Manager and Sprott Private Wealth LP
Allan Jacobs Toronto, Ontario	Senior Portfolio Manager and Director of Small Cap Investments of the Manager and Director of the GP	Senior Portfolio Manager and Director of Small Cap Investments of the Manager
John Ciampaglia Caledon, Ontario	Chief Operating Officer of the Manager	Chief Operating Officer of the Manager

Each of the directors and officers has worked for Sprott Asset Management LP (or Sprott Asset Management Inc., the manager of the Sprott mutual funds prior to June 1, 2009) for the past five years except for Steven Rostowsky, Allan Jacobs and John Ciampaglia.

Mr. Rostowsky was the Senior Vice-President, Finance and Administration at the Investment Dealers Association of Canada from January 2005 to March 2008.

Mr. Jacobs was the head of Canadian Small Cap Equities and Portfolio Manager at Sceptre Investment Counsel Limited from April 1993 to August 2007.

Mr. Ciampaglia was a Senior Executive at Invesco Trimark from 2001 to March 2010.

Officers and Directors of the Corporation

Management of the business of the Corporation is supervised by its board of directors who may exercise all powers that are not required by statute, the Articles of Incorporation or its by-laws to be exercised by the common shareholders or mutual fund shareholders (i.e. the shareholders) of the Corporation. The Manager administers the day-to-day operations of the Corporation.

The following are the names, municipalities of residence, offices and principal occupations or business activities during the five years preceding the date hereof of the directors and senior officers of the Corporation.

Name and Municipality of Residence	Position with the Corporation	Principal Occupation for Last Five Years
James Robert Fox Toronto, Ontario	Chief Executive Officer	President of the Manager; Registered Representative of Sprott Private Wealth LP
Steven Rostowsky Thornhill, Ontario	Chief Financial Officer and Director	Chief Financial Officer of the Manager and Sprott Inc.
Kirstin Heath McTaggart Mississauga, Ontario	Secretary	Chief Compliance Officer of the Manager and Sprott Private Wealth LP
Stuart J. Freeman Thornhill, Ontario	Director	From 2005 to 2009, Senior Vice- President and Chief Administration Officer, Guardian Group of Funds (GGOF) Ltd.
Laurie Davis Toronto, Ontario	Director	Since January 2011, Consultant, Davis Consulting; from January 2005 to December 2010, Chief Executive Officer, Hartford Investments

Portfolio Adviser

Sprott Asset Management LP is the portfolio adviser (the “Portfolio Adviser”) to the Funds. Investment decisions for the Funds are made completely and solely by the Portfolio Adviser.

The Portfolio Adviser provides investment management services to other clients. Those client accounts may follow the same investment objective and strategy as used by the Funds. In placing an order to buy and sell securities, execution between the Funds and other accounts will be conducted in a manner which the Portfolio Adviser believes is fair and equitable. The Portfolio Adviser and its principals may also

trade in securities for their personal accounts and may also invest in the same securities as the Funds. In doing so, the Portfolio Adviser and its principals will comply with all applicable laws.

The following individuals are involved in the investment of the Funds:

Fund	Portfolio Management Team
Sprott Resource Class	Eric Nuttall Charles Oliver Rick Rule ⁺ Eric Sprott Paul Wong Jamie Horvat
Sprott Canadian Equity Class	Allan Jacobs Eric Sprott
Sprott Diversified Yield Class	Scott Colbourne Michael Craig
Sprott Gold and Precious Minerals Class	Jamie Horvat Charles Oliver
Sprott Energy Class	Eric Nuttall Eric Sprott
Sprott Short-Term Bond Class	Scott Colbourne Michael Craig
Sprott Small Cap Equity Class	Peter Imhof ⁺ Allan Jacobs
Sprott Tactical Balanced Class	Scott Colbourne Michael Craig Peter Imhof ⁺ Peter Loach ⁺

⁺ Investment Strategist

Eric Sprott, CA heads up the portfolio management team. Eric Sprott has over thirty-eight years of experience in the investment industry. Mr. Sprott specializes in investing in growth and value, small-to-mid capitalization Canadian equities. He worked for Sprott Securities Inc. (now Cormark Securities Inc.) from 1981 to 2002 and for the Portfolio Adviser since its inception in 2000.

Scott Colbourne, CFA joined the Portfolio Adviser in March 2010 as a senior portfolio manager and has twenty-two years of global fixed income and currency market experience. Previously, Mr. Colbourne was senior Vice President and portfolio manager at AGF Funds Inc. where he managed all of the fixed income mandates and co-managed balanced funds. Mr. Colbourne was also a managing director and partner at a Canadian hedge fund focusing on global fixed income and currency management. Prior to joining the Portfolio Adviser, Mr. Colbourne was a senior fixed income portfolio manager at TD Asset Management, where he was part of a team that managed all the firm's active fixed income institutional,

retail and private client assets. Mr. Colbourne began his career at the Bank of Canada where he worked in both research and trading which assisted in the execution of monetary policy. He is a four-time winner of the Best Foreign Bond Fund at the Morningstar Canadian Investment Awards. Mr. Colbourne has an MBA from University of Toronto and an Honours BA from Queens University.

Michael Craig, CFA joined the Portfolio Adviser in May 2010 as a portfolio manager and brings 10 years of experience developing fixed income analytics, tactical asset allocation and fixed income management. Previously Mr. Craig worked at Phillips, Hager and North where he developed the analytics and research systems used by the fixed income team. Prior to joining the Portfolio Adviser, Mr. Craig was a Vice President at TD Asset Management where he was a portfolio manager for the Managed Asset Programs as well led the portfolio analytics group. Mr. Craig obtained his Masters in Financial Risk Management from Simon Fraser University in 2006 and his Bachelor of Commerce from the University of British Columbia in 1999.

Jamie Horvat, LIFA has over eleven years of investment industry experience. Mr. Horvat was previously a portfolio manager at AGF Management Limited. Mr. Horvat joined the portfolio management team at the Portfolio Adviser in January 2008.

Peter Imhof joined the Portfolio Adviser in August 2007 as an Investment Strategist and member of the small cap team. Together with Allan Jacobs, Mr. Imhof's focus is the small cap component of the Sprott mutual funds. Prior to joining the Portfolio Adviser, Mr. Imhof worked at Sceptre as a member of the Canadian Equity Small Cap team and was appointed a Managing Director in December 2006. Mr. Imhof was a significant contributor to the award winning management team of Sceptre Equity Growth Fund and Small Capitalization Canadian Equity Pooled Fund. He began his investment career at Sceptre in March 1998. From 1998 to 2000, he was involved in quantitative analysis and portfolio construction in Canadian equities.

Allan Jacobs has over twenty-five years of investment industry experience. Mr. Jacobs joined the Portfolio Adviser in August 2007 as a Director of Small Cap Investments, with a focus on the small cap component of the Sprott mutual funds. Prior to joining the Portfolio Adviser, Mr. Jacobs was head of Canadian Small Cap Equities and portfolio manager at Sceptre Investment Counsel Limited ("Sceptre"), a field he has specialized in for the past nineteen years. He was also the portfolio manager of Sceptre Equity Growth Fund, as well as the portfolio manager of Sceptre Canadian Equity Small Cap Pooled Fund and the Canadian small cap component of all other institutional portfolios. He managed Sceptre Small Cap Opportunities Fund (a hedge fund), which was launched on January 31, 2007 and is now known as Sprott Small Cap Hedge Fund. He was an integral part of the Canadian Equity team at Sceptre since 1993, and was appointed a Managing Director of Sceptre in 1996. In addition to his experience at Sceptre, the experience that Mr. Jacobs brought to the Portfolio Adviser included his management of the largest equity fund in South Africa (a fund with assets of approximately \$5 billion at the time for Old Mutual), and his four years at Canada Life Investment Management Limited as the portfolio manager of small cap Canadian equities.

Peter Loach has over 17 years of investment industry experience. Mr. Loach joined the Portfolio Adviser in December 2009 as an Executive Vice President of Product Development and is currently also an Investment Strategist for the Sprott Tactical Balanced Fund. Previously, Mr. Loach held the position of Managing Director and Vice President of Investment Fund Research at BMO Nesbitt Burns, where he managed an investment fund research team that was responsible for evaluating retail mutual funds, hedge funds, structured notes and private equity funds. Mr. Loach obtained a Honours Bachelor of Commerce from the University of Guelph.

Eric Nuttall is a Portfolio Manager with the Portfolio Adviser. He joined the Portfolio Adviser in February 2003, and has primarily focused on the oil and gas sector. In addition to his portfolio

management duties for certain Sprott mutual funds, Mr. Nuttall supports the portfolio management team with identifying oil and gas investment opportunities for the rest of the Sprott fund family. Further, Mr. Nuttall contributes towards internal macro energy forecasts.

Charles Oliver, CFA has over twenty-one years of investment industry experience. Mr. Oliver was previously a portfolio manager at AGF Management Limited. Mr. Oliver joined the portfolio management team in January 2008.

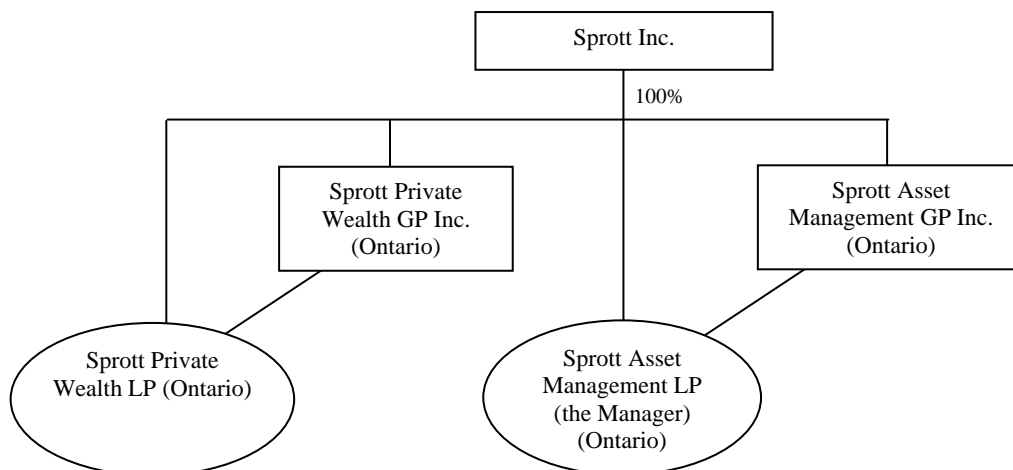
Rick Rule has more than 25 years of experience in the securities industry and has primarily focused on the natural resource sector. He has been associated with the Portfolio Adviser as an Investment Strategist since February 2011 and as a member of the resource team. Currently, he is Founder of Global Resource Investments Inc., a U.S. broker-dealer, FINRA member and an indirect wholly-owned subsidiary of Sprott Inc. and Chairman and President of Sprott U.S. Holdings Inc., a direct wholly-owned subsidiary of Sprott Inc. In addition, Mr. Rule is the President of Sprott Asset Management USA Inc., a registered investment advisor in the United States and an indirect wholly-owned subsidiary of Sprott Inc.

Paul Wong, CFA has more than 20 years of experience in the investment industry and joined the Portfolio Adviser in March 2011 as a portfolio manager. Prior to joining the Portfolio Adviser, he was a portfolio manager with Natcan Investment Management, where he managed three natural resource related funds with more than \$350 million in combined assets. Previously, Mr. Wong was a proprietary trader with Scotia Capital, managing the bank’s capital on a long/short basis. Prior to joining Scotia Capital, he held portfolio management positions with both TAL Global Asset Management and Jones Heward Investment Counsel. Mr. Wong earned his Bachelor of Science from the University of Toronto.

There is a portfolio management committee which meets on a quarterly basis to review the economic and market outlook as well as the focus of the Funds. Investment decisions made by the Portfolio Adviser are not subject to oversight, approval or ratification of this committee.

Affiliated Entities

The diagram below sets out the relationships among the affiliated entities that provide services to the Funds or to the Manager in connection with the Funds. The disclosure of the amount of fees received from a Fund by each affiliated entity that provides services to the Fund or to the Manager in relation to the Fund is provided in the audited financial statements of the Fund.



Sprott Asset Management GP Inc. is the general partner of Sprott Asset Management LP. Sprott Private Wealth GP Inc. is the general partner of Sprott Private Wealth LP.

Each of the following individuals are a director and/or officer of the Corporation, the Manager or the general partner of the Manager, who also is a director and/or officer of an entity that provides services to the Funds or to the Manager (or of the general partner of such entity):

Name	Position with the Corporation	Position with the Manager or the General Partner of the Manager	Position with Affiliated Entities
James Robert Fox	Chief Executive Officer	President of the Manager and Director of Sprott Asset Management GP Inc.	Director of Sprott Private Wealth GP Inc.
Kirstin Heath McTaggart	Secretary	Chief Compliance Officer of the Manager and Director of Sprott Asset Management GP Inc.	Director of Sprott Private Wealth GP Inc.

Custodian

The Corporation and the Manager have entered into a Custodian Agreement dated September 23, 2011 (the “Custodian Agreement”) with RBC Dexia Investor Services Trust of Toronto, Ontario (the “Custodian”) to act as custodian of the Funds. The Custodian Agreement continues indefinitely for each Fund unless terminated upon 30 days’ written notice by either the Custodian, the Manager or the Corporation, or immediately upon receipt of written notice that any party is declared bankrupt, the assets or the business of any party is liable to seizure or confiscation by any public or governmental authority or the Manager’s powers and authorities to act on behalf of or represent a Fund have been revoked or terminated.

The Custodian holds the Funds’ cash and securities on behalf of the Funds and is responsible for ensuring that they are safe and secure. All of the Funds’ securities will be held by the Custodian in the Province of Ontario with the exception of foreign portfolio securities, gold and precious minerals, if any, which may be held by the Custodian at its branch offices, the offices of its subsidiaries, or at the offices of sub-custodians under arrangements made to the satisfaction and order of the Custodian and in compliance with applicable regulatory requirements.

Under the Custodian Agreement, the Corporation pays RBC Dexia Investor Services Trust a fee for performing its duties as custodian.

Record Keeper

RBC Dexia Investor Services Trust is the record keeper for each Fund. In such capacity, it keeps a register of the owners of shares of the Funds, processes purchase and redemption orders, issues investor account statements and issues annual tax reporting information.

Auditors

The auditors of the Funds are Ernst & Young LLP of Toronto, Ontario. The Manager will not seek the approval of shareholders before changing the auditors of a Fund; however, the Manager will provide shareholders with at least 60 days written notice before the effective date of any such change.

Brokerage Arrangements

Decisions as to the purchase and sale of portfolio assets and portfolio securities, and the execution of portfolio transactions, including the selection of the market, broker and the negotiation of commissions are made by the Portfolio Adviser. In effecting portfolio transactions, overall service and prompt execution of orders on favourable terms will be a primary consideration. In all circumstances, the Portfolio Adviser will seek to obtain the best order execution for each Fund and to minimize transaction costs.

The Portfolio Adviser does not direct any brokerage transactions involving client brokerage commissions to a dealer in return for any goods and services other than order execution.

Provided that pricing, service and other terms are comparable or less costly than those offered by other dealers, it is anticipated that a portion of the portfolio transactions for the Funds will be arranged through Sprott Private Wealth LP, a registered investment dealer and an affiliate of Sprott Asset Management LP. At times, the Funds may direct a significant portion of portfolio transactions to Sprott Private Wealth LP.

OWNERSHIP

Principal Holders of Securities

The general partner of Sprott Asset Management LP is a direct wholly-owned subsidiary of Sprott Inc., which is the sole limited partner of Sprott Asset Management LP. As at September 23, 2011, Eric S. Sprott owned 94,241,721 common shares, representing 55.61% of the issued and outstanding voting securities of Sprott Inc. and The Rule Family Trust owned 19,467,500 common shares, representing 11.49% of the issued and outstanding voting securities of Sprott Inc.

As at September 22, 2011, Sprott Corporate Class Voting Trust I owned of record and beneficially 10 redeemable common shares of the Corporation, representing 100% of the issued and outstanding redeemable common shares.

As at September 23, 2011, Sprott Asset Management LP owned, beneficially and of record, 15,000 Series A shares of each Fund, representing 100% of the issued and outstanding Series A shares of each Fund.

As at September 23, 2011, the directors and senior officers of the Manager did not own any securities in the Manager or any person or company that provide services to the Funds or the Manager and, in the aggregate, did not own more than 10% of a series of shares of any Fund.

As at September 23, 2011, the members of the IRC did not own any securities in the Manager or any person or company that provide services to the Funds or to the Manager. In addition, the members, in the aggregate, did not own more than 10% of a series of securities of any Fund.

FUND GOVERNANCE

Generally

The Board of Directors of the Corporation have all of the regular duties of directors of a business corporation as required under the *Business Corporations Act* (Ontario). The directors of the Corporation have engaged Sprott Asset Management LP as manager, registrar and transfer agent of the Funds to help them carry out their duties of the Funds' investors. The directors of the Corporation are disclosed above under "Officers and Directors of the Corporation".

Sprott Asset Management LP, as manager of the Funds, is ultimately responsible for Fund governance, and is overseen by the directors and officers of the Manager and/or Sprott Asset Management GP Inc., the general partner. Details of the directors and officers of the Manager and/or of Sprott Asset Management GP Inc., the general partner of the Manager, are disclosed above under "The Manager".

The Manager has established appropriate policies, procedures and guidelines to ensure the proper management of the Funds. The systems implemented monitor and manage the business and sales practices, risks and internal conflicts of interest relating to the Funds while ensuring compliance with regulatory and corporate requirements.

Derivatives

The Funds and the underlying funds may use derivatives as described under the heading "Investment Strategies" in respect of each Fund in the Simplified Prospectus. The Funds must comply with the investment restrictions and practices in NI 81-102 in connection with their use of derivatives for hedging and non-hedging purposes. The Portfolio Adviser has processes in place to ensure the Funds comply with such restrictions and practices when they use derivatives. The Portfolio Adviser reviews the use of derivatives by each Fund on a daily basis, and monitors trading activities. Portfolio management software is also utilized to confirm that each security transaction complies with the investment guidelines and restrictions for the Funds and underlying funds, as applicable. The Portfolio Adviser currently does not have any written policies with respect to the use of derivatives by the Funds and underlying funds.

The Manager considers the use of derivatives in conjunction with the provisions of NI 81-102 and with any relief orders granted to the Funds and underlying funds by the securities regulators. The Manager is responsible for ensuring that all trading limits or other controls are complied with.

Securities Lending, Repurchase or Reverse Repurchase Transactions

The Funds and the underlying funds may engage in securities lending, repurchase and reverse repurchase transactions. Where a Fund or underlying fund engages in these types of investments, it will:

- hold collateral equal to a minimum of 102% of the market value of the securities loaned (for securities lending transactions), sold (for repurchase transactions) or purchased (for reverse repurchase transactions) as the case may be;
- adjust the amount of collateral each business day to ensure the collateral's value relative to the market value of the securities loaned, sold or purchased remains within the 102% limit; and
- limit the aggregate value of all securities loaned or sold through securities lending and repurchase transactions to under 50% of the total assets (without including the collateral) of the Fund or underlying fund.

If a Fund engages in securities lending, repurchase or reverse repurchase transactions, the Manager will appoint an agent under the terms of a written agreement in order to administer such transactions. Under the provisions of this agreement, the agent will:

- assess the creditworthiness of potential counterparties to these transactions (typically, registered brokers and/or dealers);
- negotiate the actual securities lending, repurchase and reverse repurchase agreements with such counterparties;
- collect lending and repurchase fees and provide such fees to the Manager;
- monitor (daily) the market value of the securities sold, loaned or purchased and the collateral and ensure that each Fund or underlying fund holds collateral equal to at least 102% of the market value of the securities sold, loaned or purchased; and
- ensure that each Fund does not loan or sell more than 50% of the total market value of its assets (not including the collateral held by the Fund or underlying fund, as applicable) through lending and repurchase transactions.

In addition, there are policies in place that set out the objectives for these particular types of investments. There are no limits or controls restricting these transactions and risk measurement or simulations are not used to test the portfolio under stress conditions. The Manager is responsible for reviewing these matters on an as-needed basis and will be independent to the agent.

Short Selling

The Funds and underlying funds (other than Sprott Short-Term Bond Class and Sprott Short-Term Bond Fund) may, from time to time, engage in short selling as described under “Investment Restrictions and Practices” on page 1. Sprott Short-Term Bond Class and Sprott Short-Term Bond Fund will only engage in short selling if it is permitted by applicable securities legislation. Written policies and procedures regarding objectives and risk management procedures (including trading limits and controls) have been adopted by the Manager in connection with its short selling activities. Such policies and procedures are monitored by senior management of the Manager and are formally reviewed at least annually by the Manager and its board of directors. The Funds and underlying funds will adhere to controls and limits that are intended to offset the risks of short selling by short selling only liquid securities and by limiting the amount of exposure for short sales. The authorization of short selling transactions and placing limits or other controls on short selling are the responsibility of senior portfolio managers of the Manager with post-trade review conducted by the Manager’s compliance department. No risk measurement procedures or simulations are used to test the portfolio under stress conditions.

Short-Term Trading

The Manager has adopted certain restrictions to deter short-term trading. For example, the Manager may restrict purchases if an investor engages in such short-term trading. The Manager’s restrictions also include charging a fee of up to 3% of the net asset value of the shares of the Funds (other than Sprott Diversified Yield Class and Sprott Short-Term Bond Class) that are redeemed within 180 days of purchasing them. The Manager’s restrictions also include charging a fee of up to 1.5% of the net asset value of the shares of Sprott Diversified Yield Class that are redeemed within 60 days of purchasing them. The Manager will not impose any short-term trading fees for the redemption of shares of Sprott Short-Term Bond Class. These fees are payable to the Manager. They are in addition to any redemption

fees or deferred sales charges that may apply and will reduce the amount otherwise payable to you on the redemption.

RBC Dexia Investor Services Trust, on behalf of the Manager, monitors and detects short-term trading. RBC Dexia Investor Services Trust, on direction from the Manager, automatically charges a short-term trading fee to any redemption of shares of the Funds that is made within 180 days of purchasing those shares (other than for Sprott Diversified Yield Class and Sprott Short-Term Bond Class). In the case of Sprott Diversified Yield Class, RBC Dexia Investor Services Trust, on direction from the Manager, automatically charges a short-term trading fee to any redemption of shares of the Fund that is made within 60 days of purchasing those shares. Short-term trading fees are not charged in respect of the redemption of shares of Sprott Short-Term Bond Class. The Manager assesses the short-term trading fee charged to an investor on a case-by-case basis and may, at its absolute discretion, reverse a short-term trading fee that has been charged to an investor.

The short-term trading fees will not be charged for a redemption of shares: (i) acquired through automatic reinvestment of all dividends by a Fund; (ii) in connection with a failed settlement of a purchase of shares; (iii) as a result of switching between a Fund and another Sprott mutual fund; (iv) as a result of switching shares of a Fund from one series into another series of the same Fund; (v) for a redemption of shares by another investment fund or investment product approved by the Manager; (vi) for a redemption of shares which were issued in connection with the roll-over of assets from certain limited partnerships managed by the Manager; or (vii) in the absolute discretion of the Manager as described above. For purposes of the short-term trading fee, shares will be considered to be redeemed on a first-in first-out basis.

While these restrictions and our monitoring attempt to deter short-term trading, the Manager cannot ensure that such trading will be completely eliminated.

Proxy Voting Guidelines

The Portfolio Adviser is wholly responsible for establishing, monitoring and amending (if necessary) the policies and procedures relating to the voting of proxies received in connection with the Funds' or underlying funds' portfolio securities, as applicable.

Generally speaking, the Portfolio Adviser will vote in favour of the following proxy proposals:

- electing and fixing number of directors
- appointing auditors
- ratifying director actions
- approving private placements exceeding 25% threshold
- changing registered address
- authorizing directors to fix remuneration of auditors
- approving private placements to insiders exceeding 10% threshold
- approving special resolutions to change the authorized capital of the company to an unlimited number of common shares without par value

(collectively, the "Proxy Proposals").

The Funds (other than Sprott Resource Class) offered by the Corporation invest substantially all of their assets in other Sprott mutual funds. Proxy voting for securities held by the Funds is conducted in accordance with the proxy voting policies and procedures of the Portfolio Adviser. Sprott Asset Management LP is prohibited from voting securities of the underlying funds managed by it or an affiliate

or associate held by the Funds, as applicable. The Manager may, in its discretion, choose to flow-through any voting rights regarding the underlying funds to investors in the Funds. For securities held by the Funds which Sprott Asset Management LP is permitted to vote, the Portfolio Adviser will vote, generally, in favour of the Proxy Proposals.

The Portfolio Adviser will vote against any proposal relating to stock option plans that: (i) exceed 5% of the common shares issued and outstanding at the time of grant over a three year period (on a non-diluted basis); (ii) provide that the maximum number of common shares issuable pursuant to such plan be a “rolling” maximum equal to 5% of the outstanding common shares at the date of the grant of applicable options; and (iii) reprices the stock option.

In certain cases, proxy votes may not be cast when the Portfolio Adviser determines that it is not in the best interests of shareholders of the Funds to vote such proxies. In the event a proxy raises a potential material conflict of interest between the interests of a Fund and the Manager, Portfolio Adviser, affiliate or associate of the Fund or the manager or portfolio adviser of such affiliate or associate, the conflict will be resolved in the best interests of the shareholders and the Fund.

The Portfolio Adviser retains the discretion to depart from these policies on any particular proxy vote depending upon the facts and circumstances.

The proxy voting guidelines of the Funds and the underlying funds are available on request, free of charge, by contacting the Manager at 1-866-299-9906 and are available on our website at www.sprott.com. The Portfolio Adviser will maintain and prepare an annual proxy voting record for each Fund. The proxy voting record for the annual period ending June 30 each year for the Funds will be available free of charge to any investor upon request at any time after August 31 of that year.

Independent Review Committee (“IRC”)

In accordance with NI 81-107, the Manager has established an IRC for all the Sprott mutual funds, which include the Funds. The IRC is composed of three individuals, each of whom is independent of the Sprott mutual funds, the Manager and its affiliates. The current members of the IRC and their principal occupations are as follows:

Name and municipality of residence	Principal Occupation
Lawrence A. Ward	Consultant
W. William Woods	Consultant
Eamonn McConnell	Consultant

The IRC has adopted a written charter that includes its mandate, responsibilities and functions, and the policies and procedures it follows 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 to which the Manager is subject when managing the Sprott mutual funds. The Manager is required under NI 81-107 to identify conflicts of interest inherent in its management of the Sprott mutual funds, 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 will provide a fair and reasonable result for the Sprott mutual funds. For recurring conflict of interest matters, the IRC can provide the Manager with standing instructions.

The IRC will report annually to shareholders of the Sprott mutual funds on its activities, as required by NI 81-107. The reports of the IRC will be available free of charge from the Manager on request by contacting the Manager at invest@sprott.com and will be posted on the Manager's website at www.sprott.com. The annual report of the IRC is available on or about March 31 in each year.

FEES AND EXPENSES

To encourage large purchases in the Funds and to achieve effective management fees that are competitive for these investments, the Manager may rebate to an investor a portion of the management fee or incentive fee it receives from a Fund (a "management fee rebate"). These fees may be rebated based on a number of factors including the type of investor and the number and value of shares held by an investor. At a minimum, an investor must hold \$15,000,000 of investments in a Fund in order to be eligible for this rebate. The minimum amount may be waived or reduced in the absolute discretion of the Manager. All management and incentive fee rebates are reinvested in additional shares unless otherwise requested. See "Fees and Expenses" in the Funds' Simplified Prospectus for more information.

INCOME TAX CONSIDERATIONS

The following is a general summary of the principal income tax considerations under the Tax Act applicable to the Funds and to individual shareholders (other than trusts) who, for the purposes of the Tax Act, are resident in Canada and hold shares of a Fund as capital property.

This summary is based upon the current provisions of the Tax Act and the regulations thereunder, any specific proposals for amendments thereto that have been publicly announced by the Minister of Finance (Canada) prior to the date hereof and the current administrative practices and policies of the Canada Revenue Agency. This summary does not take into account or anticipate any other changes in law whether by legislative, regulatory, administrative or judicial action. This summary is not exhaustive of all possible Canadian federal income tax considerations and does not deal with foreign or provincial income tax considerations, which may differ from those under the Tax Act. This summary is of a general nature only and does not constitute legal or tax advice to any particular investor. Prospective investors are advised to consult with their own tax advisors about their individual circumstances.

This summary assumes that Sprott Corporate Class Inc. will qualify as a mutual fund corporation under the Tax Act effective from the date of its creation and at all material times in the future.

Taxation of Sprott Corporate Class Inc.

Sprott Corporate Class Inc. is generally taxable at corporate tax rates applicable to a mutual fund corporation on its taxable income (which will not include taxable dividends from taxable Canadian corporations) and is also subject to a 33 1/3% refundable tax (the "Refundable Tax") on taxable dividends received by it from the taxable Canadian corporations. The Refundable Tax is refunded when Sprott Corporate Class Inc. pays taxable dividends to its shareholders at a rate of \$1 of refund for every \$3 of taxable dividends paid. In addition, Sprott Corporate Class Inc. may receive a refund (calculated on a formula basis) of taxes paid on realized capital gains when it pays capital gains dividends or when shares are redeemed. Generally, Sprott Corporate Class Inc. will not pay tax on Canadian dividends or net realized capital gains. Other types of income (including ordinary income distributed from the underlying funds) will be subject to tax in Sprott Corporate Class Inc. Gains realized by Sprott Corporate Class Inc.

on certain derivative transactions will be treated as ordinary income for income tax purposes and not as capital gains. In certain circumstances, capital losses realized by Sprott Corporate Class Inc. on the disposition of shares of the underlying funds may be suspended and, therefore, will be unavailable to shelter capital gains.

Because Sprott Corporate Class Inc. is a mutual fund corporation its tax position will include, among other things, the revenues, deductible expenses, capital gains and capital losses of all of its investment portfolios and all of its series of shares. For example, net losses or net capital losses in respect of the investment portfolio of a particular Fund may be applied to reduce the net income or net realized capital gains of Sprott Corporate Class Inc. as a whole. Generally, this will benefit the investors in the Funds other than the particular Fund. Sprott Corporate Class Inc. will, on a discretionary basis, allocate its income or loss and the applicable taxes payable to each series of shares of each Fund. Sprott Corporate Class Inc. may pay capital gains dividends to shareholders of any series of any Fund so that it can receive a refund of capital gains taxes it has paid. Capital gains taxes may arise when a shareholder of one Fund switches shares to another Fund. In particular, significant capital gains taxes may arise when a shareholder of Sprott Resource Class switches shares to another Fund, as Sprott Corporate Class Inc. may be required to realize capital gains on property which accrued prior to the property being owned by Sprott Corporate Class Inc. This results from tax-deferred transfers of property to Sprott Corporate Class Inc. from various limited partnerships.

Taxation of Shareholders in Sprott Corporate Class Inc.

Shareholders, generally will be required to include in computing their income any dividends paid to them by Sprott Corporate Class Inc. whether or not the dividend is automatically reinvested in additional shares.

To the extent that such dividends constitute capital gains dividends under the Tax Act, the dividend will be deemed to be a capital gain of the shareholder one half of which will be included in income. Sprott Corporate Class Inc. may pay capital gains dividends to shareholders of any Fund so that it can receive a refund of capital gains taxes it has paid whether or not such taxes relate to the investment portfolio of such Fund. To the extent that any dividends paid to a shareholder do not constitute capital gains dividends, they will constitute ordinary taxable dividends and will be subject to the gross up and dividend tax credit rules applicable under the Tax Act to taxable dividends received from mutual fund corporations. An enhanced gross up and dividend tax credit is available for certain eligible dividends paid by Sprott Corporate Class Inc.

Returns of capital received from Sprott Corporate Class Inc. are not included in income, but do reduce the adjusted cost base of the shares of the Fund on which they were paid. If the adjusted cost base of a shareholder's shares of a Fund is reduced to less than zero, the shareholder will be deemed to have realized a capital gain equal to the negative amount and the adjusted cost base of the shares will be increased to nil.

An investor who purchases shares may be taxed on income, accrued but unrealized capital gains and realized but undistributed capital gains that are in Sprott Corporate Class Inc. at the time shares are purchased and that are reflected in the purchase price of the shares. As a consequence of tax-deferred transfers of property to the corporation by certain limited partnerships a shareholder may receive capital gains dividends that relate to gains on the property that accrued prior to the property being owned by Sprott Corporate Class Inc. Such capital gains may be realized by Sprott Corporate Class Inc. as a result of shareholders switching from Sprott Resource Class to another Fund, as well as in other circumstances. Sprott Corporate Class Inc. may declare and pay capital gains dividends to shareholders of any of the Funds, regardless of whether the related capital gains resulted from a disposition of shares in a particular Fund's portfolio. It is anticipated that initially, a substantial portion of the assets of Sprott Corporate

Class Inc. will consist of property transferred to Sprott Corporate Class Inc. by limited partnerships on a tax-deferred basis.

Generally, shareholders are required to include management and incentive fee rebates in their income. However, in certain circumstances shareholders may elect that management fee rebates instead be deducted in computing the cost to the shareholder of shares of Sprott Corporate Class Inc.

Management and incentive fees paid to the Manager by holders of Series I shares will not be deductible for tax purposes.

Upon the disposition or deemed disposition by a shareholder of a share, whether by redemption, sale, transfer or otherwise, a capital gain (or capital loss) will be realized to the extent that the proceeds of disposition, less any costs of disposition, are greater (or less) than the adjusted cost base to the shareholder of the share. Generally, one half of a capital gain is included in computing a shareholder's income. Capital gains and dividends may give rise to a liability for alternative minimum tax under the Tax Act.

If a shareholder switches shares of a Fund into shares of another Fund, or converts shares of one series into shares of another series of the same Fund, the shareholder will not be considered to have disposed of the shares for the purposes of the Tax Act. The aggregate cost to the shareholder of the shares received on the switch will be deemed to be the aggregate adjusted cost base to the shareholder of the shares that were switched. In certain circumstances, if a shareholder switches shares of a Fund into another Fund, Sprott Corporate Class Inc. may have to pay capital gains dividends to shareholders in order that the corporation can obtain a refund of capital gains taxes.

Eligibility for Investment

Shares of the Funds are expected to be qualified investments under the Tax Act for registered retirement savings plans, registered retirement income funds, deferred profit sharing plans, registered education savings plans, registered disability savings plans and tax free savings accounts ("Registered Accounts"). Annuitants of registered retirement savings plans and registered retirement income funds, and holders of tax free savings accounts, should consult their own tax advisors as to whether shares would be a prohibited investment under the Tax Act in their particular circumstance.

REMUNERATION OF DIRECTORS AND OFFICERS AND THE IRC

No payment or reimbursement has been made by the Corporation to the directors and officers of the Corporation as at the date of this annual information form.

For the financial year ended December 31, 2010, each member of the IRC, other than the Chairman, was paid \$27,250 (including HST) and the Chairman was paid \$32,700 (including HST) by all the investment funds managed by the Manager.

MATERIAL CONTRACTS

Copies of the material contracts, listed below, are available for inspection during normal business hours at the offices of the Manager at Royal Bank Plaza, South Tower, Suite 2700, P.O. Box 27, Toronto, Ontario:

- (1) Articles of Incorporation of the Corporation dated July 28, 2011;
- (2) Management Agreement dated September 23, 2011 between the Manager and the Corporation as described under "Responsibility for Operation of the Funds – The Manager"; and

- (3) Custodian Agreement dated September 23, 2011, together with Schedules “A” and “B” each dated September 23, 2011 between the Manager, the Corporation and RBC Dexia Investor Services Trust as described under “Responsibility for Operation of the Funds – Custodian”.

LEGAL AND ADMINISTRATIVE PROCEEDINGS

There are currently no ongoing legal or administrative proceedings involving the Manager which may be material to the Funds, nor are there any such proceedings known to be contemplated as of the date of this Annual Information Form.

AUDITORS' CONSENT

We have read the simplified prospectus and annual information form of the Sprott Resource Class, Sprott Canadian Equity Class, Sprott Diversified Yield Class, Sprott Gold and Precious Minerals Class, Sprott Energy Class, Sprott Short-Term Bond Class, Sprott Small Cap Equity Class and Sprott Tactical Balanced Class (collectively, the "Funds") of the Sprott Corporate Class Inc. dated September 23, 2011, relating to the issue and sale of Series A, F and I shares of the Funds and Series T and FT shares of Sprott Diversified Yield Class and Sprott Tactical Balanced Class. We have complied with Canadian generally accepted standards for an auditors' involvement with offering documents.

We consent to the use, through incorporation by reference, in the above-mentioned simplified prospectus and related annual informational form, of our report to the Shareholder of the Funds on the statements of net assets as at September 23, 2011. Our report is dated September 23, 2011.

Toronto, Canada
September 23, 2011

(signed) "Ernst & Young LLP"
Chartered Accountants
Licensed Public Accountants

SPROTT RESOURCE CLASS*
SPROTT CANADIAN EQUITY CLASS*
SPROTT DIVERSIFIED YIELD CLASS*
SPROTT GOLD AND PRECIOUS MINERALS CLASS*
SPROTT ENERGY CLASS*
SPROTT SHORT-TERM BOND CLASS*
SPROTT SMALL CAP EQUITY CLASS*
SPROTT TACTICAL BALANCED CLASS*
(the “Funds”)

* A class of shares of Sprott Corporate Class Inc.

CERTIFICATE OF THE FUNDS

This annual information form, together with the simplified prospectus and the documents incorporated by reference into the simplified prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as required by the securities legislation of each of the provinces and territories of Canada and do not contain any misrepresentations.

(signed) “James Fox”

James Fox

Chief Executive Officer
Sprott Corporate Class Inc.

(signed) “Steven Rostowsky”

Steven Rostowsky

Chief Financial Officer
Sprott Corporate Class Inc.

**ON BEHALF OF THE BOARD OF DIRECTORS
OF SPROTT CORPORATE CLASS INC.**

(signed) “Stuart Freeman”

Stuart Freeman

Director

(signed) “Laurie Davis”

Laurie Davis

Director

DATED: September 23, 2011

SPROTT RESOURCE CLASS*
SPROTT CANADIAN EQUITY CLASS*
SPROTT DIVERSIFIED YIELD CLASS*
SPROTT GOLD AND PRECIOUS MINERALS CLASS*
SPROTT ENERGY CLASS*
SPROTT SHORT-TERM BOND CLASS*
SPROTT SMALL CAP EQUITY CLASS*
SPROTT TACTICAL BALANCED CLASS*
(the “Funds”)

* A class of shares of Sprott Corporate Class Inc.

CERTIFICATE OF THE MANAGER AND THE PROMOTER

This annual information form, together with the simplified prospectus and the documents incorporated by reference into the simplified prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as required by the securities legislation of each of the provinces and territories of Canada and do not contain any misrepresentations.

(signed) “Eric S. Sprott”

Eric S. Sprott

Chief Executive Officer
Sprott Asset Management LP,
acting through its general partner,
Sprott Asset Management GP Inc.

(signed) “Steven Rostowsky”

Steven Rostowsky

Chief Financial Officer
Sprott Asset Management LP,
acting through its general partner,
Sprott Asset Management GP Inc.

**ON BEHALF OF THE BOARD OF DIRECTORS OF SPROTT ASSET MANAGEMENT LP
ACTING THROUGH ITS GENERAL PARTNER, SPROTT ASSET MANAGEMENT GP INC.,
AS MANAGER AND PROMOTER OF THE FUNDS**

(signed) “James Fox”

James Fox

Director

(signed) “Kirstin McTaggart”

Kirstin McTaggart

Director

DATED: September 23, 2011

SPROTT CORPORATE CLASS INC.

Offering Series A, Series F and Series I Shares (unless otherwise indicated)

SPROTT RESOURCE CLASS
SPROTT CANADIAN EQUITY CLASS
SPROTT DIVERSIFIED YIELD CLASS (*Series T and Series FT Shares also available*)
SPROTT GOLD AND PRECIOUS MINERALS CLASS
SPROTT ENERGY CLASS
SPROTT SHORT-TERM BOND CLASS
SPROTT SMALL CAP EQUITY CLASS
SPROTT TACTICAL BALANCED CLASS (*Series T and Series FT Shares also available*)

Manager

Sprott Asset Management LP

Royal Bank Plaza

South Tower, Suite 2700

P. O. Box 27

Toronto, Ontario

M5J 2J1

Tel: (416) 943-6707

Fax: (416) 943-6497

Additional information about the Funds is available in the Funds' Fund Facts, Management Reports of Fund Performance and Financial Statements. You may obtain a copy of these documents, at no cost by calling toll free: 1-866-299-9906 from your dealer, or by e-mail at: invest@sprott.com. These documents and other information about the Funds, such as information circulars and material contracts are also available on the Sprott Asset Management LP internet site at: www.sprott.com or at www.sedar.com.

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