

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This amendment, together with the short form prospectus dated December 5, 2014, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons authorized to sell such securities.

Information has been incorporated by reference in this amendment and the short form prospectus dated December 5, 2014 from documents filed with securities commissions or similar authorities in Canada. Copies of documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Blue Ribbon Fund Management Ltd. at Bay Wellington Tower, 181 Bay Street, Suite 2930, P.O. Box 793, Toronto, Ontario M5J 2T3, or by calling 1-866-642-6001 and are also available electronically at www.sedar.com.

**AMENDMENT NO.1 DATED DECEMBER 9, 2014 TO THE SHORT FORM PROSPECTUS DATED  
DECEMBER 5, 2014**



The short form prospectus dated December 5, 2014 (the “Prospectus”) is hereby amended, and is to be read with the revised information set forth below. Capitalized terms used herein but not otherwise defined have the meanings ascribed to such terms in the Prospectus.

The Prospectus is amended and should be read throughout as though the offering price per Unit is changed from \$11.00 per Unit to \$10.60 per Unit, and the Closing Date is changed from “on or about December 16, 2014 or such later date as the Fund and the Agents may agree” to “on or about December 19, 2014 or such later date as the Fund and the Agents may agree”.

**Amendments**

1. The face page of the Prospectus is deleted and replaced with the following:

**Maximum \$38,690,000  
3,650,000 Units**

Blue Ribbon Income Fund is hereby qualifying for distribution a maximum of 3,650,000 Units at a price of \$10.60 per Unit. The Fund is a closed-end investment fund established under the laws of Ontario. The investment objectives of the Fund are to provide Unitholders with a variable level of monthly cash distributions and the opportunity to participate in gains in the value of the Fund’s investment portfolio.

The outstanding Units are listed and posted for trading on the TSX under the trading symbol “RBN.UN”. The closing price for the outstanding Units on December 8, 2014 was \$9.77 per Unit and the most recently calculated NAV per Unit was \$10.04. The TSX has conditionally approved the listing of the Units distributed under this short form prospectus. Listing of such Units will be subject to the Fund fulfilling all of the listing requirements of the TSX on or before February 26, 2015.

**Price: \$10.60 per Unit**

	<u>Price to the Public<sup>(1)</sup></u>	<u>Agents’ Fee</u>	<u>Net Proceeds to the Fund<sup>(2)</sup></u>
Per Unit . . . . .	\$ 10.60	\$ 0.4240	\$ 10.1760
Maximum Offering . . . . .	\$38,690,000	\$1,547,600	\$37,142,400

Notes:

- (1) The terms of the Offering were established through negotiation between the Agents and the Administrator on behalf of the Fund. The price per Unit offered under this short form prospectus is equal to or exceeds the most recently calculated NAV per Unit as at December 8, 2014 plus the Agents’ fees and the expected expenses of the Offering payable by the Fund.
- (2) Before deducting expenses of this Offering, estimated to be \$250,000 (but not to exceed 1.5% of the gross proceeds of the Offering), which, together with the Agents’ fee, will be paid by the Fund from the proceeds of the Offering, provided that if the fees and expenses of the Offering would result in dilution to existing Unitholders based on the most recently calculated NAV per Unit as at December 8, 2014, the Administrator will reimburse the Fund in an amount representing such dilution.
- (3) The Fund has granted to the Agents an option, exercisable for a period of 30 days from the Closing Date, to purchase up to 15% of the aggregate number of Units issued on the Closing Date on the same terms as set forth above solely to cover over-allotments, if any. If the Over-Allotment Option is exercised in full under the maximum Offering, the price to the public, Agents’ fee and net proceeds to the Fund are estimated to be \$44,493,500, \$1,779,740 and \$42,713,760, respectively. This short form prospectus also qualifies the grant of the Over-Allotment Option and the distribution of the Units issuable on the exercise of the Over-Allotment Option. A purchaser who acquires Units forming part of the Agents’ over-allocation position acquires such Units under this short form prospectus, regardless of whether the Agents’ over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. See “Plan of Distribution”.

*(continued on next page)*

(continued from cover)

The following table sets forth certain terms of the Over-Allotment Option, including the maximum size, the exercise period and the exercise price:

Agents' Position	Maximum Size	Exercise Period	Exercise Price
Over-Allotment Option	547,500 Units	Within 30 days of Closing	\$10.60 per Unit

The price per Unit offered under this short form prospectus is equal to or exceeds the most recently calculated NAV per Unit as at December 8, 2014, plus the Agents' fees and the expected expenses of the Offering payable by the Fund.

**There is no guarantee that an investment in the Fund will earn any positive return in the short or long term nor is there any guarantee that the NAV per Unit will appreciate or be preserved. An investment in the Fund is appropriate only for investors who have the capacity to absorb investment losses. Prospective investors should read carefully the risk factors described in this short form prospectus. See "Risk Factors".**

CIBC World Markets Inc., BMO Nesbitt Burns Inc., RBC Dominion Securities Inc., Scotia Capital Inc., National Bank Financial Inc., TD Securities Inc., Desjardins Securities Inc., GMP Securities L.P., Raymond James Ltd., Canaccord Genuity Corp., Dundee Securities Ltd., Haywood Securities Inc., Industrial Alliance Securities Inc. and Mackie Research Capital Corporation, as agents, conditionally offer the Units for sale, subject to prior sale, on a best efforts basis, if, as and when issued by the Fund in accordance with the conditions contained in the Agency Agreement and subject to the approval of certain legal matters on behalf of the Fund by Stikeman Elliott LLP and on behalf of the Agents by Blake, Cassels & Graydon LLP. The Agents may over-allot or effect transactions as described under "Plan of Distribution".

Subscriptions for Units will be received subject to rejection or allotment in whole or in part and the Fund reserves the right to close the subscription books at any time without notice. Registrations of interests in and transfers of Units will be made only through the book-based system administered by CDS Clearing and Depository Services Inc. A purchaser of Units will receive a customer confirmation from the registered dealer from or through which the Units are purchased and will not have the right to receive physical certificates evidencing their ownership in the Units. Closing is expected to occur on or about December 19, 2014 or such later date as the Fund and the Agents may agree, but in any event not later than 90 days after a final receipt for this short form prospectus has been issued.

The principal place of business and the registered and head office of the Fund is located at Bay Wellington Tower, Brookfield Place, 181 Bay Street, Suite 2930, PO Box 793, Toronto, Ontario M5J 2T3. See "Plan of Distribution".

In this short form prospectus, except where indicated, all dollar amounts are in Canadian dollars. Certain capitalized terms used, but not defined, in the foregoing are defined in the "Glossary of Terms".

2. On page 10 of the Prospectus, the paragraph under the heading "Fees and Expenses — Expenses of the Offering" is deleted and replaced with the following:

The expenses of the Offering (including the costs of preparing, printing and mailing the short form prospectus, legal expenses, marketing expenses and other reasonable out-of-pocket expenses incurred by the Agents, expenses of the auditor and translation fees), which are estimated to be \$250,000 (but not to exceed 1.5% of the gross proceeds of the Offering), will be paid out of the gross proceeds of the Offering. In addition, the Agents' fee will be paid to the Agents from the gross proceeds of the Offering as described under "Plan of Distribution". If the fees and expenses of the Offering would result in dilution to existing Unitholders based on the most recently calculated NAV per Unit as at December 8, 2014, the Administrator will reimburse the Fund in an amount representing such dilution.

3. On page 11 of the Prospectus, the chart under the heading “Capitalization Table” is deleted and replaced with the following:

<u>Designation</u>	<u>Authorized</u>	<u>Outstanding as at June 30, 2014</u>	<u>Outstanding as at June 30, 2014 after giving effect to the Offering</u>
Units	Unlimited	\$325,939,729 (25,887,164 Units)	\$362,832,129 (29,537,164 Units)

4. On page 11 of the Prospectus, the entire section under the heading “Price Range, Trading Volume and Distributions” is deleted and replaced with the following:

The Units trade on the TSX under the symbol “RBN.UN”. On December 8, 2014, the closing price of the Units was \$9.77 per Unit. The following table sets forth the market price range and trading volume of the Units on the TSX and the distributions per Unit for the 12-month period prior to the date of this short form prospectus. All such information, other than distributions per Unit, was obtained from Thomson Reuters or the TSX and none of the Fund, the Administrator, the Sub-Advisor, the Trustee nor the Investment Manager has independently verified the accuracy of such information.

<u>Period</u>	<u>Distributions per Unit<sup>(1)</sup></u>	<u>Market Price<sup>(2)</sup></u>		<u>Volume<sup>(2)</sup></u>
		<u>High</u>	<u>Low</u>	
<b>2014</b>				
December 1 - 8 . . . . .	\$—	\$11.45	\$ 9.77	121,917
November . . . . .	\$0.07	\$12.29	\$11.16	238,253
October . . . . .	\$0.07	\$11.92	\$10.71	692,975
September . . . . .	\$0.07	\$12.70	\$11.75	641,839
August . . . . .	\$0.07	\$12.74	\$12.21	383,772
July . . . . .	\$0.07	\$12.62	\$12.20	303,247
June . . . . .	\$0.07	\$12.52	\$11.93	394,322
May . . . . .	\$0.07	\$12.08	\$11.82	460,058
April . . . . .	\$0.07	\$12.08	\$11.70	383,531
March . . . . .	\$0.07	\$11.90	\$11.52	384,140
February . . . . .	\$0.07	\$11.79	\$11.30	376,393
January . . . . .	\$0.07	\$11.55	\$11.26	384,757
<b>2013</b>				
December . . . . .	\$0.07	\$11.47	\$11.19	410,471

Notes:

- (1) Reflects distributions paid.  
(2) Source: Thomson Reuters, TSX.

Distributions are payable to Unitholders of record on the last business day of each month and, unless a Unitholder is a participant in the distribution reinvestment plan established by the Fund, all cash distributions payable, less any amount required to be withheld therefrom under applicable law, are to be paid in Canadian dollars no later than the Distribution Date. The Fund will make monthly distributions to Unitholders at the discretion of the Trustee, upon the advice of the Administrator. Distributions will be paid out of revenue generated by the Portfolio and, if required, out of capital. Future distribution rates will be determined from time to time by the Administrator. There can be no assurance that the Fund will make any distribution in any particular month.

Based on the current yield of securities currently comprising the Portfolio, the Portfolio generates annualized income from dividends and other distributions of approximately 5.7%, assuming no leverage. Without giving effect to the Offering, the Portfolio would be required to generate an additional return of approximately 4.4% per annum, including from capital appreciation, to allow the Fund to fund its distributions at the current level and to maintain a stable Net Asset Value. If the return on the Portfolio (including net realized capital gains from the sale of Portfolio Securities) is less than the amount necessary to fund the monthly distributions at the current level and all expenses of the Fund, this will result in a portion of the capital of the Fund being returned to Unitholders and, accordingly, the Net Asset Value per Unit would be reduced.

5. On page 12 of the Prospectus, the first paragraph under the heading “Use of Proceeds” is deleted and replaced with the following:

The net proceeds from the issue of the maximum number of Units offered hereby (after payment of the Agents’ fee and the expenses of the Offering) are estimated to be approximately \$36,892,400, assuming that the Over-Allotment Option is not exercised. If the Over-Allotment Option is exercised in full under the maximum Offering, the net proceeds to the Fund are estimated to be approximately \$42,463,760.

6. On pages 12 and 13 of the Prospectus, the first three paragraphs under the heading “Plan of Distribution” are deleted and replaced with the following:

Pursuant to the Agency Agreement, the Agents have agreed to act as, and have been appointed as, the sole and exclusive agents of the Fund to offer the Units for sale, subject to prior sale, on a best efforts basis, if, as and when issued by the Fund in accordance with the conditions contained in the Agency Agreement. The Units will be issued at a price of \$10.60 per Unit. The offering price per Unit was determined by negotiation between the Agents and the Administrator on behalf of the Fund. The price per Unit offered under this short form prospectus is equal to or exceeds the most recently calculated NAV per Unit as at December 8, 2014, plus the Agents’ fees and the expected expenses of the Offering payable by the Fund. In consideration for their services in connection with the Offering, the Agents will be paid a fee of \$0.4240 per Unit (4.00%) sold under the Offering and will be reimbursed for reasonable out of pocket expenses incurred by them. The Agents’ fees and expenses will be paid by the Fund out of the proceeds of the Offering, provided that if the fees and expenses of the Offering would result in dilution to existing Unitholders based on the most recently calculated NAV per Unit as at December 8, 2014, the Administrator will reimburse the Fund in an amount representing such dilution. The Agents may form a sub-agency group including other qualified investment dealers and determine the fee payable to the members of such group, which fee will be paid by the Agents out of their fees. While the Agents have agreed to use their best efforts to sell the Units offered hereby, the Agents will not be obligated to purchase any Units which are not sold.

The Fund has granted to the Agents the Over-Allotment Option, which is exercisable for a period of 30 days from the Closing Date to purchase up to 15% of the aggregate number of Units issued on Closing on the same terms as set forth above. To the extent that the Over-Allotment Option is exercised, the additional Units will be sold at \$10.60 per Unit and the Agents will be paid a fee of \$0.4240 per Unit sold. If the Over-Allotment Option is exercised in full under the maximum Offering, the price to the public, Agents’ fee and net proceeds to the Fund are estimated to be \$44,493,500, \$1,779,740 and \$42,713,760, respectively. This short form prospectus qualifies the grant of the Over-Allotment Option and the distribution of the Units issuable upon the exercise of the Over-Allotment Option. A purchaser who acquires Units forming part of the Agents’ over-allocation position acquires such Units under this short form prospectus, regardless of whether the Agents’ over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

The maximum number of Units which will be sold is 3,650,000 Units or \$38,690,000. Under the terms of the Agency Agreement, the Agents, at their discretion on the basis of their assessment of the state of the financial markets and upon the occurrence of certain stated events, may terminate the Agency Agreement and withdraw all subscriptions for Units on behalf of subscribers. Subscriptions for Units will be received subject to rejection or allotment in whole or in part. The right is reserved to close the subscription books at any time without notice. The Closing will take place on or about December 19, 2014 or such later date as the Fund and the Agents may agree, but in any event not later than 90 days after a final receipt for this short form prospectus is issued.

#### **PURCHASERS’ STATUTORY RIGHTS OF WITHDRAWAL AND RECISSION**

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two Business Days after receipt or deemed receipt of a short form prospectus and any amendment. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission, revision of the price or damages if the short form prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revision of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province for the particulars of these rights or consult with a legal adviser.

**CERTIFICATE OF THE FUND and THE ADMINISTRATOR**

Dated: December 9, 2014

The short form prospectus dated December 5, 2014, as amended by this amendment, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces of Canada.

**BLUE RIBBON INCOME FUND**  
by  
**BLUE RIBBON FUND MANAGEMENT LTD.**  
(as Administrator and on behalf of the Fund)

*(Signed)* MARK A. CARANCI  
President, as Chief Executive Officer

*(Signed)* CRAIG T. KIKUCHI  
Chief Financial Officer

**On behalf of the board of directors of**  
**BLUE RIBBON FUND MANAGEMENT LTD.**

*(Signed)* M. PAUL BLOOM  
Director

*(Signed)* ADINA BLOOM SOMER  
Director

**CERTIFICATE OF THE AGENTS**

Dated: December 9, 2014

To the best of our knowledge, information and belief, the short form prospectus dated December 5, 2014, as amended by this amendment, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces of Canada.

CIBC WORLD MARKETS INC.

BMO NESBITT BURNS INC.

RBC DOMINION SECURITIES INC.

By: *(Signed)* MICHAEL D. SHUH

By: *(Signed)* ROBIN G. TESSIER

By: *(Signed)* EDWARD V. JACKSON

SCOTIA CAPITAL INC.

By: *(Signed)* RAJIV BAHL

NATIONAL BANK FINANCIAL INC.

TD SECURITIES INC.

By: *(Signed)* TIMOTHY EVANS

By: *(Signed)* CAMERON GOODNOUGH

DESJARDINS SECURITIES INC.

GMP SECURITIES L.P.

RAYMOND JAMES LTD.

By: *(Signed)* BETH SHAW

By: *(Signed)* ANDREW KIGUEL

By: *(Signed)* J. GRAHAM FELL

CANACCORD  
GENUITY CORP.

DUNDEE  
SECURITIES LTD.

HAYWOOD  
SECURITIES INC.

INDUSTRIAL  
ALLIANCE  
SECURITIES INC.

MACKIE RESEARCH  
CAPITAL  
CORPORATION

By: *(Signed)* RON  
SEDVAN

By: *(Signed)* AARON  
UNGER

By: *(Signed)* FRANK  
STRONACH

By: *(Signed)*  
RICHARD LEGAULT

By: *(Signed)* DAVID  
KEATING