

RIDGEWOOD CANADIAN INVESTMENT GRADE BOND FUND

**NOTICE OF SPECIAL MEETING OF UNITHOLDERS
TO BE HELD ON JULY 25, 2013**

**RECONVENED MEETING, IF REQUIRED,
TO BE HELD ON JULY 26, 2013**

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of the holders (the “**Unitholders**”) of trust units (the “**Units**”) of Ridgewood Canadian Investment Grade Bond Fund (the “**Fund**”) will be held on July 25, 2013, at the offices of Fasken Martineau DuMoulin LLP, located at 333 Bay Street, Suite 2400, Bay Adelaide Centre, Toronto, Ontario, M5H 2T6, for the purposes set out below. The Meeting will commence at 10:00 a.m. (Toronto time) and, if the requisite quorum for the Meeting is not achieved, the Meeting will be adjourned and reconvened to the same place on July 26, 2013 commencing at 10:00 a.m. (Toronto time).

Ridgewood Capital Asset Management Inc. (the “**Manager**”), the manager and trustee of the Fund, is holding the Meeting to seek Unitholder approval to authorize an extension of the term of the Fund for a further five-year period to December 31, 2019 (the “**Extension**”).

At the Meeting, Unitholders will be asked to:

1. consider and, if thought advisable, approve, with or without variation, an ordinary resolution (the “**Ordinary Resolution**”), the full text of which is attached as Appendix “A” to the accompanying information circular (the “**Information Circular**”), authorizing and approving, among other things:
 - (a) the Extension;
 - (b) the amendment of the Fund’s declaration of trust (the “**Declaration of Trust**”) by the Manager to provide that the Fund shall continue until December 31, 2019;
 - (c) the further amendment of the Declaration of Trust and/or any agreements to which the Fund is a party by the Manager to the extent the Manager determines necessary or advisable to effect the foregoing; and
 - (d) the implementation or revocation of the Ordinary Resolution, in whole or in part, for any reason whatsoever at any time and from time to time, in the sole discretion of the Manager, without further approval of or notice to the Unitholders; and
2. consider such other business as may properly come before the Meeting.

If the Meeting is adjourned or postponed, no mailed notice will be provided in respect of the reconvening of the adjourned or postponed Meeting. However, the Fund will issue a press release announcing the reconvening of the adjourned or postponed Meeting and will post the announcement on the Ridgewood Capital Asset Management website at www.ridgewoodcapital.ca.

Independent Review Committee - Conclusion

The Manager has determined that the Extension and payment of related fees and expenses may constitute a “conflict of interest matter” for purposes of National Instrument 81-107 *Independent Review Committee for Investment Funds*. The independent review committee of the Fund has reviewed the potential conflict of interest matters related to the Extension and the payment of related fees and expenses and, after

reasonable inquiry, concluded that the Extension and the payment of related fees and expenses would achieve a fair and reasonable result for the Fund.

DATED at Toronto, Ontario on the 25th day of June, 2013.

BY ORDER OF THE BOARD OF DIRECTORS OF
RIDGEWOOD CAPITAL ASSET MANAGEMENT
INC., AS MANAGER OF RIDGEWOOD CANADIAN
INVESTMENT GRADE BOND FUND

By: "John H. Simpson"

John H. Simpson

Director

UNITHOLDERS WHO ARE UNABLE TO ATTEND THE MEETING IN PERSON ARE REQUESTED TO COMPLETE, DATE AND SIGN THE ENCLOSED FORM OF PROXY AND TO MAIL IT TO, OR DEPOSIT IT WITH, CANADIAN STOCK TRANSFER COMPANY, INC. AT P.O. BOX 721, AGINCOURT, ONTARIO, M1S 0A1 OR SEND IT BY FACSIMILE TO (416) 368-2502 OR 1-866-781-3111 (TOLL-FREE NORTH AMERICA) OR BY EMAIL TO PROXY@CANSTOCKTA.COM. IN ORDER TO BE VALID AND ACTED UPON AT THE MEETING, A FORM OF PROXY FOR USE AT THE MEETING MUST BE RETURNED BY 10:00 A.M. (TORONTO TIME) ON JULY 23, 2013 OR MUST BE DEPOSITED WITH THE CHAIRMAN OF THE MEETING PRIOR TO ITS COMMENCEMENT.