

MATERIAL CHANGE REPORT
(Section 11.2 of National Instrument 81-106)

Item 1 **Name and Address of Issuer**

Marret High Yield Strategies Fund (the “**Fund**”)

c/o Marret Asset Management Inc. (the “**Manager**”)
200 King Street West, Suite 1902
Toronto, Ontario
M5H 3T4

Item 2 **Date of Material Change**

January 29, 2016

Item 3 **News Release**

On January 29, 2016, a news release was issued and disseminated through Marketwired and subsequently filed on the System for Electronic Document Analysis and Retrieval (SEDAR).

Item 4 **Summary of Material Change**

On January 29, 2016, the Manager announced that it has been notified by the Toronto Stock Exchange (“**TSX**”) that the TSX is reviewing the eligibility of the Class A units of each of the Fund and the Marret Multi-Strategy Income Fund (“**MMF**”) for continued listing on the TSX pursuant to the TSX’s Remedial Review Process, based on the market value of the Class A units of each of the Fund and MMF being less than \$3 million for 30 consecutive trading days.

As each of the Fund and MMF has previously announced their intention to terminate the funds, neither fund will meet the criteria for a continued listing on the TSX upon expiry of the deadline indicated by the TSX. Accordingly, the Board of Directors of the Manager has approved a proposal to seek the merger (the “**Merger**”) of MMF into the Fund in order to facilitate the orderly termination of the funds and eliminate the costs and inefficiencies associated with operating two separate funds.

Item 5 **Full Description of Material Change**

On January 29, 2016, the Manager announced that it has been notified by the Toronto Stock Exchange (“**TSX**”) that the TSX is reviewing the eligibility of the Class A units of each of the Fund and the Marret Multi-Strategy Income Fund (“**MMF**”) for continued listing on the TSX pursuant to the TSX’s Remedial Review Process, based on the market value of the Class A units of each of the Fund and MMF being less than \$3 million for 30 consecutive trading days. If each of the Fund and MMF cannot demonstrate compliance with these requirements on or before May 27, 2016, the Class A units of each of the funds will be de-listed from the TSX. The de-listing of the Class A units of the funds may impact unitholders who hold securities of the funds through registered plans. The Manager recommends that unitholders seek advice from an investment professional on the impact of a de-listing of the funds’ units.

As each of the Fund and MMF has previously announced their intention to terminate the funds, neither fund will meet the criteria for a continued listing on the TSX upon expiry of the deadline indicated by the TSX. Accordingly, the Board of Directors of the Manager has approved a proposal to seek the Merger of MMF into the Fund in order to facilitate the orderly termination of the funds and eliminate the costs and inefficiencies associated with operating two separate funds.

Each fund holds a similar portfolio of securities comprised of a private position in securities of Cline Mining Corporation (the “**Private Portfolio**”), a Canadian resource development company with mineral interests that include assets in coal, gold, iron ore, oil and gas and uranium. If the Merger is implemented, holders of units of MMF will own units in the Fund, as the continuing fund, and the Private Portfolios will be consolidated and held solely by the Fund. Following completion of the Merger, MMF will terminate. The Fund will distribute the net proceeds from the Private Portfolio (net of any expenses associated with disposal) when proceeds are received by the fund, following which the Fund will be terminated.

Each of the Fund and MMF will hold a special meeting of its unitholders to consider and vote upon the Merger. A joint management information circular describing the Merger is being prepared and will be mailed to the unitholders of each fund. The information circular will also be available on the SEDAR profile of each of the funds at www.sedar.com and posted on the Manager’s website at www.marret.ca. Implementation of the Merger is subject to unitholder and applicable regulatory approvals. If approved, the Merger is expected to be implemented in April 2016.

Item 6 **Reliance on subsection 11.2 (2) or (3) of National Instrument 81-106**

Not applicable.

Item 7 **Omitted Information**

Not applicable.

Item 8 **Officer of the Manager**

For additional information, contact:

Barry Allan
Chief Executive Officer
Telephone: (416) 214-5800

Item 9 **Date of Report**

January 29, 2016