



MANAGED BY BLOOM INVESTMENT COUNSEL, INC.

BLOOM U.S. INCOME & GROWTH FUND (FORMERLY BLOOM U.S. ADVANTAGED INCOME & GROWTH FUND) CLASS A UNITS DISTRIBUTION REINVESTMENT PLAN

Questions & Answers

The following questions and answers explain some of the features of the Distribution Reinvestment Plan (the "Plan") of Bloom U.S. Income & Growth Fund Class A units ("Bloom U.S." or the "Fund"). Unitholders of Bloom U.S. should carefully read the complete text of the Plan before making any decisions regarding the participation in the Plan.

1. What is the Distribution Reinvestment Plan?

If you are a beneficial unitholder of Class A units (the "Units") of Bloom U.S., the Plan will enable you to accumulate additional Units by electing to reinvest your cash distributions in additional Units.

Your distributions will be used by CIBC Mellon Trust Company ("the Plan Agent") to purchase on your behalf a whole number of Units in the market through the facilities of the TSX, which will be allocated to CDS Clearing and Depository Services Inc. ("CDS"). CDS will in turn credit your brokerage account through the head office of your Investment Advisor's firm.

No fractional Units will be issued under this Reinvestment Plan. Payment in cash in lieu of any fractional interests in Units will be made by the Plan Agent to CDS. CDS will in turn credit your brokerage account through the head office of your Investment Advisor's firm.

In the event that the Plan Agent is unable to use the entire amount of your distribution to purchase additional Units in the market, Bloom U.S. will issue to the Plan Agent (not CDS) from treasury the number of whole Units which is equal to the cash amount not used to purchase additional Units in the market divided by the net asset value per Unit as at the distribution record date of the Fund. The Plan Agent shall calculate an average weighted price of all Units purchased through the facilities of the TSX and all Units issued from treasury (the "Issue Price"). The Plan Agent will in turn credit CDS who will in turn credit your brokerage account through the head office of your Investment Advisor's firm.

There is no obligation to participate in the Plan and if you do not participate you will continue to receive your distributions in cash.

2. What are the advantages of the Plan?

The Plan provides a convenient and cost-effective way for you to increase your investment in Bloom U.S. Any applicable commissions, service charges or brokerage fees payable in connection with the purchase of Plan Units will be paid by the Fund. All administrative costs, including the Plan Agent's charges for administering the Plan, will also be paid by the Fund. In addition, any future distributions on units held under the Plan for your account will be automatically reinvested in new units which will be retained in your account.

3. Am I eligible to participate in the Plan?

Beneficial owners of Units may participate in the Plan by requesting their Investment Advisor to enroll in the Plan on their behalf. The first distribution record date where the Plan is available is June 28, 2013. Requests to participate should be made to your Investment Advisor prior to this date, or future Distribution Record Dates if you do not participate by the June 28, 2013 date. If you fail to request in time for a particular distribution record date you will miss Plan participation for that month but automatically be enrolled for subsequent months.

Unitholders who are not residents of Canada may not participate in the Plan.

4. How do I become a participant in the Plan?

If you are a beneficial unitholder of Bloom U.S. and wish to participate in the Plan, contact your Investment Advisor who will advise you on the necessary procedure. Once you have enrolled, your participation in the Plan will continue until terminated by you voluntarily, until you cease to be an eligible unitholder or until the Plan is terminated by Bloom U.S.

5. Would I have to enroll all of my Units in the Plan?

You may choose to have all or only some of your Units enrolled in the Plan. If you wish to add or withdraw Units subject to the Plan, you must notify your Investment Advisor.

6. Will certificates be issued for new units purchased for me under the Plan?

Certificates are not issued for any units of Bloom U.S., and will therefore not be issued for new units that are purchased and held for your account under the Plan.

7. How can I terminate my participation under the Plan?

Once you have enrolled in the Plan, your participation continues automatically until your enrolment in the Plan is terminated.

You may voluntarily terminate your participation in the Plan by notifying your Investment Advisor, who will advise you on the necessary procedures.

8. What are the Canadian federal income tax consequences of participating in the Plan?

The fact that distributions are reinvested under the terms of the Plan does not relieve you of any liability for Canadian income taxes that may be payable on the distributions.

9. Where can I receive further information?

If you have any questions regarding the Plan, please direct them to the Plan Agent, your Investment Advisor or to Bloom Funds.

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