

COUNSEL | PORTFOLIO SERVICES

Counsel Global Small Cap

INTERIM UNAUDITED FINANCIAL STATEMENTS

For the period ended September 30, 2018

STATEMENTS OF FINANCIAL POSITION

at September 30, 2018 (unaudited) with comparative figures at March 31, 2018 (audited)
(in \$ 000 except per security amounts)

	Sept. 30 2018	Mar. 31 2018
Assets		
Current assets:		
Investments at fair value	377,567	386,135
Cash and cash equivalents	27,407	27,788
Accrued interest receivable	1	1
Dividends receivable	283	481
Accounts receivable for investments sold	399	1,669
Accounts receivable for securities issued	86	552
Accounts receivable from the Manager	-	-
Margin on derivative contracts	-	-
Derivative assets	-	-
Other assets	-	-
	405,743	416,626
Non-current assets:		
Taxes recoverable	19	120
Other assets	-	-
	19	120
Total assets	405,762	416,746
Liabilities		
Current liabilities:		
Bank indebtedness	-	-
Accounts payable for investments purchased	4,403	838
Accounts payable for securities redeemed	194	241
Distributions payable	-	-
Accrued expenses and miscellaneous payables	3	3
Dividends payable on investments sold short	-	-
Derivative liabilities	-	1,725
Taxes payable	-	-
Other liabilities	6	4
Total liabilities	4,606	2,811
Net assets attributable to securityholders	401,156	413,935

	Net assets attributable to securityholders			
	per security		per series	
	Sept. 30 2018	Mar. 31 2018	Sept. 30 2018	Mar. 31 2018
Series A	16.51	16.06	11,366	11,488
Series F	18.06	17.48	4,518	3,572
Series I	18.61	17.90	999	962
Series O	19.04	18.30	297,888	314,909
Series Private Wealth	34.74	33.41	86,385	83,004
			401,156	413,935

STATEMENTS OF COMPREHENSIVE INCOME

for the periods ended September 30 (unaudited)
(in \$ 000 except per security amounts)

	2018	2017
Income:		
Dividends	2,868	2,668
Interest and other income	165	19
Net realized gain (loss)	17,071	12,112
Net unrealized gain (loss)	(2,960)	5,037
Income (loss) from derivatives	-	-
Income (loss) from short selling	-	-
Securities lending income	64	62
Trust income	29	-
Total income	17,237	19,898
Expenses:		
Management fees	150	144
Management fee rebates	-	-
Administration fees	96	83
Commissions and other portfolio transaction costs	345	195
Independent Review Committee costs	1	-
Interest and other charges	4	(8)
Expenses before amounts absorbed by Manager	596	414
Expenses absorbed by Manager	-	-
Net expenses	596	414
Increase (decrease) in net assets attributable to securityholders		
from operations before tax	16,641	19,484
Foreign withholding tax expense (recovery)	234	215
Foreign income tax expense (recovery)	-	-
Income tax expense (recovery)	-	-
Increase (decrease) in net assets attributable to securityholders		
from operations	16,407	19,269

	Increase (decrease) in net assets attributable to securityholders from operations			
	per security		per series	
	2018	2017	2018	2017
Series A	0.43	0.60	327	477
Series F	0.57	0.74	123	134
Series I	0.71	0.87	41	43
Series O	0.75	0.90	12,537	14,950
Series Private Wealth	1.34	1.61	3,379	3,665
			16,407	19,269

STATEMENTS OF CHANGES IN FINANCIAL POSITION

for the periods ended September 30 (unaudited) (in \$ 000 except when stated)

	TOTAL		SERIES A		SERIES F		SERIES I	
	2018	2017	2018	2017	2018	2017	2018	2017
Net assets attributable to securityholders, beginning of period	413,935	359,834	11,488	11,737	3,572	2,840	962	933
Increase (decrease) in net assets attributable to securityholders resulting from:								
Operations	16,407	19,269	327	477	123	134	41	43
Distributions:								
Income	-	-	-	-	-	-	-	-
Capital gains	-	-	-	-	-	-	-	-
Return of capital	-	-	-	-	-	-	-	-
Management fee rebates	-	-	-	-	-	-	-	-
Total distributions	-	-	-	-	-	-	-	-
Security transactions:								
Proceeds from sale of securities	28,014	16,343	727	314	3,664	1,316	91	133
Proceeds from securities issued on merger	-	-	-	-	-	-	-	-
Reinvested from distributions	-	-	-	-	-	-	-	-
Payment on redemption of securities	(57,200)	(25,422)	(1,176)	(1,653)	(2,841)	(1,041)	(95)	(340)
Total security transactions	(29,186)	(9,079)	(449)	(1,339)	823	275	(4)	(207)
Increase (decrease) in assets attributable to securityholders	(12,779)	10,190	(122)	(862)	946	409	37	(164)
Net assets attributable to securityholders, end of period	401,156	370,024	11,366	10,875	4,518	3,249	999	769
Increase (decrease) in securities (in thousands):								
Securities outstanding, beginning of period			715.3	814.1	204.4	181.0	53.8	58.0
Add (deduct):								
Securities sold			44.8	21.1	204.0	81.2	5.0	7.9
Securities issued on merger			-	-	-	-	-	-
Reinvested from distributions			-	-	-	-	-	-
Securities redeemed			(71.6)	(110.8)	(158.2)	(64.4)	(5.1)	(20.5)
Securities outstanding, end of period			688.5	724.4	250.2	197.8	53.7	45.4

	SERIES O		SERIES PRIVATE WEALTH	
	2018	2017	2018	2017
Net assets attributable to securityholders, beginning of period	314,909	277,088	83,004	67,236
Increase (decrease) in net assets attributable to securityholders resulting from:				
Operations	12,537	14,950	3,379	3,665
Distributions:				
Income	-	-	-	-
Capital gains	-	-	-	-
Return of capital	-	-	-	-
Management fee rebates	-	-	-	-
Total distributions	-	-	-	-
Security transactions:				
Proceeds from sale of securities	12,202	6,711	11,330	7,869
Proceeds from securities issued on merger	-	-	-	-
Reinvested from distributions	-	-	-	-
Payment on redemption of securities	(41,760)	(17,070)	(11,328)	(5,318)
Total security transactions	(29,558)	(10,359)	2	2,551
Increase (decrease) in assets attributable to securityholders	(17,021)	4,591	3,381	6,216
Net assets attributable to securityholders, end of period	297,888	281,679	86,385	73,452
Increase (decrease) in securities (in thousands):				
Securities outstanding, beginning of period	17,209.0	16,857.3	2,484.3	2,240.5
Add (deduct):				
Securities sold	650.9	391.4	331.0	253.2
Securities issued on merger	-	-	-	-
Reinvested from distributions	-	-	-	-
Securities redeemed	(2,216.7)	(996.1)	(328.6)	(170.4)
Securities outstanding, end of period	15,643.2	16,252.6	2,486.7	2,323.3

The accompanying notes are an integral part of these financial statements.

STATEMENTS OF CASH FLOWS

for the periods ended September 30 (unaudited) (in \$ 000)

	2018	2017
Cash flows from operating activities		
Increase (decrease) in net assets attributable to securityholders from operations	16,407	19,269
Less non-cash impact of:		
Net realized loss (gain) on investments	(17,071)	(12,112)
Change in net unrealized loss (gain) on investments	2,960	(5,037)
Distributions received from Underlying Funds	-	-
Adjustments for:		
Proceeds from sale and maturity of investments	110,596	62,889
Purchases of investments	(84,791)	(54,243)
(Increase) decrease in accounts receivable and other assets	299	138
Increase (decrease) in accounts payable and other liabilities	2	1
Net cash provided by (used in) operating activities	28,402	10,905
Cash flows from financing activities:		
Proceeds from securities issued	28,480	16,411
Proceeds from securities issued on merger	-	-
Payments on redemption of securities	(57,247)	(25,900)
Distributions paid net of reinvestments	-	-
Net cash provided by (used in) financing activities	(28,767)	(9,489)
Increase (decrease) in cash and cash equivalents	(365)	1,416
Cash and cash equivalents at beginning of period	27,788	30,802
Effect of exchange rate fluctuations on cash and cash equivalents	(16)	(922)
Cash and cash equivalents, end of period	27,407	31,296
Cash	21,964	27,301
Cash equivalents	5,443	3,995
Bank indebtedness	-	-
	27,407	31,296

Supplementary disclosures on cash flow from operating activities:

Dividends received net of withholding taxes	2,832	2,622
Interest received net of withholding taxes	165	21
Interest paid	4	-
Income taxes paid (recovered)	(102)	-

SCHEDULE OF INVESTMENTS

as at September 30, 2018 (unaudited)

	Country	Sector	No. of Units/ Shares	Average Cost (\$ 000)	Fair Value (\$ 000)
EQUITIES					
51job Inc.	China	Industrials	35,238	2,581	3,506
Abcam PLC	United Kingdom	Health Care	230,644	2,770	5,562
Afterpay Touch Group Ltd.	Australia	Information Technology	78,669	1,242	1,319
AG Growth International Inc.	Canada	Industrials	20,645	1,005	1,299
Ain Holdings Inc.	Japan	Consumer Staples	43,508	3,770	4,539
Alacer Gold Corp.	United States	Materials	84,000	213	168
Alliance Data Systems Corp.	United States	Information Technology	8,305	908	2,535
Altus Group Ltd.	Canada	Real Estate	24,969	722	764
Amara Raja Batteries Ltd. IPC due 01-31-2019 - MACQ	Australia	Industrials	99,530	1,429	1,311
Andrew Peller Ltd.	Canada	Consumer Staples	85,128	982	1,399
Argonaut Gold Inc.	United States	Materials	50,700	115	73
Asahi Intecc Co. Ltd.	Japan	Health Care	85,900	3,432	4,847
ASOS PLC	United Kingdom	Consumer Discretionary	10,488	730	1,018
Avanza Bank Holding AB	Sweden	Financials	33,923	2,375	1,996
Aveva Group PLC	United Kingdom	Information Technology	70,479	3,120	3,435
Axalta Coating Systems Ltd.	United States	Materials	95,718	3,474	3,607
B&M European Value Retail SA	United Kingdom	Consumer Discretionary	396,946	2,537	2,586
Banca IFIS SpA	Italy	Financials	32,659	1,199	951
Baytex Energy Corp.	Canada	Energy	61,541	385	231
Benefit One Inc.	Japan	Industrials	22,900	880	967
Bonterra Energy Corp.	Canada	Energy	47,200	859	906
Booz Allen Hamilton Holding Corp.	United States	Information Technology	65,624	1,468	4,209
Boralex Inc. Class A	Canada	Utilities	82,956	1,419	1,496
Boyd Group Income Fund	Canada	Industrials	19,847	1,260	2,500
Brompton Corp.	Canada	Financials	6,111	92	2
Burford Capital Ltd.	United States	Financials	83,792	1,229	2,743
Canadian Western Bank	Canada	Financials	144,569	4,574	4,930
CANCOM SE	Germany	Information Technology	17,404	1,206	1,016
Capstone Mining Corp.	Canada	Materials	692,800	1,077	547
Cargojet Inc.	Canada	Industrials	29,021	1,362	2,423
CES Energy Solutions Corp.	Canada	Energy	169,700	979	723
Charles River Laboratories International Inc.	United States	Health Care	25,118	1,309	4,367
China Gold International Resources Corp. Ltd.	China	Materials	64,800	141	121
Chr. Hansen Holding AS	Denmark	Materials	28,408	1,934	3,726
Clicks Group Ltd.	South Africa	Consumer Staples	111,812	1,206	1,788
Cochlear Ltd.	Australia	Health Care	25,207	3,082	4,724
Colliers International Group Inc.	Canada	Real Estate	48,167	1,610	4,819
CommScope Holding Co. Inc.	United States	Information Technology	107,172	3,767	4,260
Computer Modelling Group Ltd.	Canada	Energy	135,865	1,355	1,148
Continental Gold Inc.	Canada	Materials	39,700	152	104
The Cooper Companies Inc.	United States	Health Care	8,247	738	2,954
Corporate Travel Management Ltd.	Australia	Consumer Discretionary	135,399	2,515	3,861
Crew Energy Inc.	Canada	Energy	138,242	652	260
Crombie Real Estate Investment Trust	Canada	Real Estate	73,364	1,052	954
CTS Eventim AG & Co. KGaA	Germany	Consumer Discretionary	28,266	1,199	1,638
The Descartes Systems Group Inc.	Canada	Information Technology	56,003	1,319	2,453
Diploma PLC	United Kingdom	Industrials	117,919	2,206	2,812
Domino's Pizza Enterprises Ltd.	Australia	Consumer Discretionary	35,103	1,143	1,744
Douzone Bizon Co. Ltd.	South Korea	Information Technology	43,227	2,191	3,075
Dundee Precious Metals Inc.	Canada	Materials	40,400	126	123
ECN Capital Corp.	Canada	Financials	280,908	1,015	1,059
Eldorado Gold Corp.	Canada	Materials	222,500	306	251
Electrocomponents PLC	United Kingdom	Information Technology	195,791	2,469	2,368
Encore Capital Group Inc.	United States	Financials	96,445	4,357	4,468
Enerflex Ltd.	Canada	Energy	39,434	638	652
Enghouse Systems Ltd.	Canada	Information Technology	21,041	775	1,727
en-japan Inc.	Japan	Industrials	25,140	946	1,630
Fevertree Drinks PLC	United Kingdom	Consumer Staples	57,220	1,319	3,477
Fiera Capital Corp.	Canada	Financials	142,704	1,842	1,781
FirstService Corp.	Canada	Real Estate	13,575	714	1,481
Funai Soken Holdings Inc.	Japan	Industrials	44,300	1,306	1,299
GasLog Ltd.	Monaco	Energy	211,081	2,875	5,387
GB Group PLC	United Kingdom	Information Technology	114,629	1,136	1,123
Global Payments Inc.	United States	Information Technology	21,263	758	3,501
GMO Payment Gateway Inc.	Japan	Information Technology	31,800	1,279	2,547
Grande West Transportation Group Inc.	Canada	Industrials	132,120	264	161
GreenSpace Brands Inc.	Canada	Consumer Staples	383,494	555	349
Grupo Aeroportuario del Centro Norte SAB de CV (OMA)	Mexico	Industrials	427,846	2,901	3,945
Guyana Goldfields Inc.	Canada	Materials	50,200	246	143
Halma PLC	United Kingdom	Information Technology	161,061	2,410	3,919
Hardwoods Distribution Inc.	Canada	Industrials	101,500	1,732	1,736

SCHEDULE OF INVESTMENTS (continued)

as at September 30, 2018 (unaudited)

	Country	Sector	No. of Units/ Shares	Average Cost (\$ 000)	Fair Value (\$ 000)
EQUITIES (continued)					
Havilah Mining Corp.	Canada	Materials	7,837	5	3
Hexpol AB	Sweden	Materials	255,015	3,103	3,632
Hypoport AG	Germany	Financials	13,439	2,991	3,996
IMCD Group NV	Netherlands	Industrials	19,633	1,828	1,975
Infomart Corp.	Japan	Information Technology	220,614	1,564	3,714
Insight Enterprises Inc.	United States	Information Technology	45,084	3,164	3,151
InterRent Real Estate Investment Trust	Canada	Real Estate	87,600	782	1,029
Intertape Polymer Group Inc.	Canada	Materials	63,473	1,267	1,217
ION Geophysical Corp.	United States	Energy	52,735	3,830	1,060
Ipsen SA	France	Health Care	22,027	1,880	4,785
iShares MSCI India Small-Cap ETF	India	Exchange Traded Funds	157,654	9,506	7,472
iShares S&P/TSX Capped Energy Index Fund ETF	Canada	Exchange Traded Funds	170,000	2,184	2,086
iShares S&P/TSX Completion Index ETF	Canada	Exchange Traded Funds	125,400	3,215	3,204
Jamieson Wellness Inc.	Canada	Consumer Staples	38,300	1,007	1,021
Japan Elevator Service Holdings Co. Ltd.	Japan	Industrials	83,400	1,385	1,613
Japan Lifeline Co. Ltd.	Japan	Health Care	60,600	824	1,659
Japan Material Co. Ltd.	Japan	Information Technology	100,278	762	1,740
John Wiley & Sons Inc. Class A	United States	Consumer Discretionary	44,705	2,002	3,501
K-Bro Linen Inc.	Canada	Industrials	31,199	1,310	1,196
Kelt Exploration Ltd.	Canada	Energy	91,779	550	772
Killam Apartment Real Estate Investment Trust	Canada	Real Estate	66,300	777	1,069
Kinaxis Inc.	Canada	Information Technology	27,992	1,520	2,719
Knight Therapeutics Inc.	Canada	Health Care	176,400	1,569	1,450
Koh Young Technology Inc.	South Korea	Information Technology	17,975	2,192	2,281
Kusuri no Aoki Holdings Co. Ltd.	Japan	Consumer Staples	28,500	2,132	2,934
Liberty Broadband Corp. Class A	United States	Consumer Discretionary	22,079	1,397	2,406
Maisons du Monde SA	France	Consumer Discretionary	35,849	1,616	1,352
Max India Ltd. IPC due 01-31-2019 - MACQ	Australia	Financials	95,336	898	692
Medy-Tox Inc.	South Korea	Health Care	3,016	949	2,174
Melexis NV	Belgium	Information Technology	22,654	1,897	2,265
Metro Bank PLC	United Kingdom	Financials	62,422	3,242	3,126
Microport Scientific Corp.	Hong Kong	Health Care	156,609	278	268
Minto Apartment Real Estate Investment Trust	Canada	Real Estate	77,190	1,277	1,318
MISUMI Group Inc.	Japan	Industrials	76,246	1,209	2,550
Moncler SPA	Italy	Consumer Discretionary	67,542	1,815	3,759
Monotaro Co. Ltd.	Japan	Industrials	147,430	2,373	5,375
Morneau Shepell Inc.	Canada	Industrials	138,845	2,499	3,759
Nakanishi Inc.	Japan	Health Care	2,983	80	80
Nemetschek SE	Germany	Information Technology	8,787	968	1,661
NFI Group Inc.	Canada	Industrials	29,400	1,276	1,478
Nihon M&A Center Inc.	Japan	Industrials	100,168	1,528	3,886
Nuance Communications Inc.	United States	Information Technology	157,795	3,262	3,532
NuVista Energy Ltd.	Canada	Energy	100,387	589	753
Organic Garage Ltd.	Canada	Consumer Staples	344,100	121	131
Parex Resources Inc.	Canada	Energy	34,048	753	747
Park Lawn Corp.	Canada	Consumer Discretionary	64,256	1,302	1,710
Parkland Fuel Corp.	Canada	Energy	24,500	666	1,064
Pason Systems Inc.	Canada	Energy	148,515	2,985	2,909
Patrizia Immobiliari AG	Germany	Real Estate	123,901	2,356	3,074
People Corp.	Canada	Industrials	209,880	1,458	1,784
Performant Financial Corp.	United States	Industrials	739,817	3,928	1,931
Pigeon Corp.	Japan	Consumer Staples	51,752	1,977	3,768
Pollard Banknote Ltd.	Canada	Consumer Discretionary	74,714	887	1,857
Premier Gold Mines Ltd.	Canada	Materials	60,500	163	106
Premium Brands Holdings Corp.	Canada	Consumer Staples	12,479	1,019	1,176
QOL Co. Ltd.	Japan	Consumer Staples	44,000	1,153	1,245
Raia Drogasil SA	Brazil	Consumer Staples	123,675	2,505	2,863
Regal Beloit Corp.	United States	Industrials	41,312	3,039	4,402
Reply SPA	Italy	Information Technology	28,733	2,401	2,554
Richelieu Hardware Ltd.	Canada	Industrials	159,533	3,691	4,770
Rightmove PLC	United Kingdom	Information Technology	269,690	1,664	2,139
Roots Corp.	Canada	Consumer Discretionary	88,758	1,078	552
Rotork PLC	United Kingdom	Industrials	809,427	3,491	4,505
Sabre Corp.	United States	Information Technology	120,280	3,501	4,054
Sandstorm Gold Ltd.	Canada	Materials	49,900	300	240
Savaria Corp.	Canada	Industrials	85,543	1,076	1,710
Schoeller-Bleckmann Oilfield Equipment AG	Austria	Energy	15,592	2,089	2,209
Scout24 AG	Germany	Information Technology	50,565	2,465	3,047
Seabridge Gold Inc.	Canada	Materials	13,200	200	221
Security Bank Corp.	Philippines	Financials	321,832	1,891	1,187
SEMAFO Inc.	Canada	Materials	95,900	371	292

SCHEDULE OF INVESTMENTS (continued)

as at September 30, 2018 (unaudited)

	Country	Sector	No. of Units/ Shares	Average Cost (\$ 000)	Fair Value (\$ 000)
EQUITIES (continued)					
Seria Co. Ltd.	Japan	Consumer Discretionary	5,599	187	256
Silergy Corp.	China	Information Technology	94,769	1,845	2,211
SIR Royalty Income Fund	Canada	Consumer Discretionary	56,396	838	905
Sleep Country Canada Holdings Inc.	Canada	Consumer Discretionary	4,897	153	141
SMS Co. Ltd.	Japan	Industrials	142,774	1,612	3,672
Solium Capital Inc.	Canada	Information Technology	40,400	486	457
So-net M3 Inc.	Japan	Health Care	91,808	1,197	2,693
Spirit Airlines Inc.	United States	Industrials	66,001	3,543	4,006
SSR Mining Inc.	Canada	Materials	21,000	282	236
Stabilus SA	Germany	Industrials	17,867	2,099	1,906
Stella-Jones Inc.	Canada	Materials	23,187	1,043	1,003
StorageVault Canada Inc.	Canada	Real Estate	594,400	1,079	1,575
Surge Energy Inc.	Canada	Energy	378,600	949	1,003
Sylogist Ltd.	Canada	Information Technology	125,486	1,367	1,693
Takeuchi Mfg. Co. Ltd.	Japan	Industrials	56,700	1,575	1,977
Tamarack Valley Energy Ltd.	Canada	Energy	132,100	598	664
Tecan Group AG	Switzerland	Health Care	6,282	1,152	1,921
Technology One Ltd.	Australia	Information Technology	515,740	2,529	2,688
TECSYS Inc.	Canada	Information Technology	27,658	392	456
Ted Baker PLC	United Kingdom	Consumer Discretionary	60,258	2,937	2,348
Tempur Sealy International Inc.	United States	Consumer Discretionary	23,687	1,585	1,619
Ten Peaks Coffee Co. Inc.	Canada	Consumer Staples	108,033	910	651
Teranga Gold Corp.	Canada	Materials	23,900	120	86
TGS Nopec Geophysical Co. ASA	Norway	Energy	34,202	1,007	1,801
Tidewater Midstream and Infrastructure Ltd.	Canada	Energy	1,030,200	1,518	1,422
TiVo Corp.	United States	Information Technology	123,674	2,092	1,990
TOA Paint Thailand PCL - Foreign	Thailand	Materials	1,366,014	2,142	2,062
TORC Oil & Gas Ltd.	Canada	Energy	110,676	842	732
Torex Gold Resources Inc.	Canada	Materials	22,300	262	245
Total Energy Services Inc.	Canada	Energy	68,779	961	747
Tricon Capital Group Inc.	Canada	Real Estate	111,354	1,226	1,212
U-Blox AG	Switzerland	Information Technology	11,434	3,168	2,117
UT Group Co Ltd	Japan	Industrials	18,447	827	851
Vitasoy International Holdings Ltd.	Hong Kong	Consumer Staples	1,352,198	2,544	5,960
Voltronic Power Technology Corp.	Taiwan	Industrials	98,665	1,780	2,243
Webjet Ltd.	Australia	Consumer Discretionary	223,151	2,613	3,216
Wesdome Gold Mines Ltd.	Canada	Materials	36,200	127	128
WiseTech Global Ltd.	Australia	Information Technology	153,233	1,825	3,162
WSP Global Inc.	Canada	Industrials	25,756	1,176	1,821
Xing SE	Germany	Information Technology	9,802	2,853	4,331
Yangarra Resources Ltd.	Canada	Energy	123,602	356	596
Yume No Machi Souza Iinkai Co. Ltd.	Japan	Consumer Discretionary	30,276	1,036	1,261
				290,799	377,567
COMMISSIONS AND OTHER PORTFOLIO TRANSACTION COSTS				(539)	-
TOTAL INVESTMENTS				290,260	377,567
Net Assets					
Total investments					377,567
Cash and cash equivalents					27,407
Other net assets (liabilities)					(3,818)
					401,156

Schedule of Asset Composition

at September 30, 2018

	% of net assets
BY ASSET TYPE	
Equities	90.9
Exchange Traded Funds	3.2
Cash and cash equivalents	6.8
Other	(0.9)
Total	100.0
BY REGION	
Canada	20.8
United States	16.1
Pacific ex Japan	15.9
Europe ex U.K.	15.0
Japan	13.7
United Kingdom	9.6
Latin America	1.7
Middle East and Africa	0.4
Cash and cash equivalents	6.8
	100.0
BY SECTOR	
Information Technology	22.5
Industrials	20.6
Health Care	9.5
Consumer Discretionary	9.3
Consumer Staples	7.9
Financials	7.2
Energy	7.1
Materials	4.9
Real Estate	4.4
Utilities	0.6
Cash and cash equivalents	6.8
Other	(0.8)
	100.0

at March 31, 2018

	% of net assets
BY ASSET TYPE	
Equities	89.2
Exchange Traded Funds	4.1
Cash and cash equivalents	6.7
Total	100.0
BY REGION	
Canada	23.2
United States	17.5
Pacific ex Japan	15.2
Europe ex U.K.	13.6
Japan	13.5
United Kingdom	7.9
Middle East and Africa	1.3
Latin America	1.1
Cash and cash equivalents	6.7
	100.0
BY SECTOR	
Information Technology	20.6
Industrials	19.7
Consumer Discretionary	10.8
Health Care	8.7
Financials	8.3
Consumer Staples	7.7
Energy	7.1
Materials	5.3
Real Estate	4.3
Utilities	0.8
Cash and cash equivalents	6.7
	100.0

NOTES TO INTERIM UNAUDITED FINANCIAL STATEMENTS**1. FISCAL PERIODS AND GENERAL INFORMATION**

The information provided in these financial statements and notes thereto is for the six-month periods ended or as at September 30, 2018 and 2017 (as applicable), except for the comparative information presented in the Statements of Financial Position and notes thereto, which is as at March 31, 2018. In the year a series is established, 'period' represents the period from inception to the period end of that fiscal period. Refer to Note 10 (a) for series inception dates.

The Fund is organized as an open-ended mutual fund trust established under the laws of the Province of Ontario pursuant to a Declaration of Trust as amended and restated from time to time. The address of the Fund's registered office is 5015 Spectrum Way, Suite 300, Mississauga, Ontario, Canada. The Fund is authorized to issue an unlimited number of units (referred to as "security" or "securities") of multiple series. Series of the Fund are available for sale under Simplified Prospectus and/or exempt distribution options.

Counsel Portfolio Services Inc. (the "Manager" or "Counsel") acts as the Fund's manager and trustee.

2. BASIS OF PREPARATION AND PRESENTATION

These unaudited interim financial statements ("financial statements") have been prepared in accordance with International Financial Reporting Standards ("IFRS"), including International Accounting Standard 34 Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB"). These financial statements were prepared using the same accounting policies, critical accounting judgments and estimates as applied in the Fund's most recent audited annual financial statements for the year ended March 31, 2018. A summary of the Fund's significant accounting policies under IFRS is presented in Note 3.

These financial statements are presented in Canadian dollars, which is the Fund's functional currency, and rounded to the nearest thousand unless otherwise indicated. These financial statements are prepared on a going concern basis using the historical cost basis, except for financial assets and liabilities that have been measured at fair value.

These financial statements were authorized for issue by Counsel's Board of Directors on November 13, 2018.

3. SIGNIFICANT ACCOUNTING POLICIES**(a) Financial Instruments**

Financial instruments include financial assets and liabilities such as debt and equity securities and derivatives. The Fund classifies and measures financial instruments in accordance with IFRS 9 Financial Instruments. Upon initial recognition, financial instruments are classified as fair value through profit or loss ("FVTPL"). All financial instruments are recognized in the Statements of Financial Position when the Fund becomes a party to the contractual requirements of the instrument. Financial instruments are derecognized when the right to receive cash flows from the instrument has expired or the Fund has transferred substantially all risks and rewards of ownership. As such, investment purchase and sale transactions are recorded as of the trade date.

Investments are designated on initial recognition as FVTPL with changes in fair value recognized in the Statement of Comprehensive Income – Net unrealized gain (loss).

The Fund's redeemable securities contain multiple contractual obligations and therefore meet the criteria for classification as financial liabilities. The Fund's obligation for net assets attributable to securityholders is presented at the redemption amount.

Realized and unrealized gains and losses on investments are calculated based on average cost of investments and exclude commissions and other portfolio transaction costs, which are separately reported in the Statement of Comprehensive Income – Commissions and other portfolio transaction costs.

Gains and losses arising from changes in the fair value of the investments are included in the Statement of Comprehensive Income for the period in which they arise.

(b) Fair Value Measurement

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Investments, including exchange traded funds ("ETFs"), listed on a public securities exchange or traded on an over-the-counter market are valued on the basis of the last traded market price where this price falls within the quoted bid-ask spread for the investment. In circumstances where the last traded price is not within the bid-ask spread, the Manager determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances. Unlisted or non-exchange traded investments, or investments where a last sale or close price is unavailable or investments for which market quotations are, in Counsel's opinion, inaccurate, unreliable, or not reflective of all available material information, are valued at their fair value as determined by the Manager using appropriate and accepted industry valuation techniques including valuation models. The fair value determined using valuation models requires the use of inputs and assumptions based on observable market data including volatility and other applicable rates or prices. In limited circumstances, the fair value may be determined using valuation techniques that are not supported by observable market data. The cost of investments is determined on a weighted average cost basis.

Cash and cash equivalents which includes cash on deposit with financial institutions and short term investments that are readily convertible to cash, are subject to an insignificant risk of changes in value, and are used by the Fund in the management of short-term commitments. Cash and cash equivalents are reported at fair value which closely approximates their amortized cost due to their nature of being highly liquid and having short terms to maturity.

The Fund may use derivatives (such as written options, futures, forward contracts, swaps or customized derivatives) to hedge against losses caused by changes in securities prices, interest rates or exchange rates. The Fund may also use derivatives for non-hedging purposes in order to invest indirectly in securities or financial markets, to gain exposure to other currencies, to seek to generate additional income, and/or for any other purpose considered appropriate by the Manager, provided that the use of the derivative is consistent with the Fund's investment objectives. Any use of derivatives will comply with Canadian mutual fund laws, subject to the regulatory exemptions granted to the Fund, as applicable.

Valuations of derivative instruments are carried out daily, using normal exchange reporting sources for exchange-traded derivatives and specific broker enquiry for over-the-counter derivatives.

The value of forward contracts is the gain or loss that would be realized if, on the valuation date, the positions were to be closed out. The change in value of forward contracts is included in the Statements of Comprehensive Income – Other changes in fair value of investments - Net unrealized gain (loss).

Further information on the Fund's fair value measurements may be found in Note 10.

(c) Income recognition

Interest income from interest bearing investments is recognized using the effective interest method. Dividends are accrued as of the ex-dividend date. Realized gains or losses on the sale of investments, including foreign exchange gains or losses on such investments, are calculated on an average cost basis.

Income, realized gains (losses) and unrealized gains (losses) are allocated daily among the series on a pro-rata basis.

(d) Commissions and other portfolio transaction costs

Commissions and other portfolio transaction costs are costs incurred to acquire financial assets or liabilities. They include fees and commissions paid to agents, advisers, brokers and dealers.

(e) Securities lending, repurchase and reverse repurchase transactions

The Fund is permitted to enter into securities lending, repurchase and reverse repurchase transactions as set out in the Fund's Simplified Prospectus. These transactions involve the temporary exchange of securities for collateral with a commitment to redeliver the same securities on a future date. Securities lending transactions are administered by the Canadian Imperial Bank of Commerce (the "Securities Lending Agent"). The value of cash or securities held as collateral must be at least 102% of the fair value of the securities loaned, sold or purchased. Collateral received is comprised of debt obligations of the Government of Canada and other countries, Canadian provincial and municipal governments, and financial institutions. Income is earned from these transactions in the form of fees paid by the counterparty and, in certain circumstances, interest paid on cash or securities held as collateral. Income earned from these transactions is included in the Statements of Comprehensive Income – Securities lending income and recognized when earned.

(f) Foreign currency

The functional and presentation currency of the Fund is Canadian dollars. Foreign currency purchases and sales of investments and foreign currency dividend and interest income and expenses are translated to Canadian dollars at the rate of exchange prevailing at the time of the transactions.

Foreign exchange gains (losses) on purchases and sales of foreign currencies are included in the Statements of Comprehensive Income – Net realized gain (loss).

The fair value of investments and other assets and liabilities, denominated in foreign currencies, are translated to Canadian dollars at the rate of exchange prevailing on each business day.

NOTES TO INTERIM UNAUDITED FINANCIAL STATEMENTS**3. SIGNIFICANT ACCOUNTING POLICIES (continued)****(g) Offsetting**

The Fund only offsets financial assets and liabilities in the Statement of Financial Position when there is a legally enforceable right to set-off the recognized amounts and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously. In the normal course of business, the Fund enters into various master netting agreements or similar agreements that do not meet the criteria for offsetting in the Statements of Financial Position but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or termination of the contracts.

Income and expenses are not offset in the statement of comprehensive income unless required or permitted to by an accounting standard, as specifically disclosed in the IFRS policies of the Fund.

(h) Net assets attributable to securityholders per security

Net assets attributable to securityholders per security is computed by dividing the net assets attributable to securityholders of a series of securities on a business day by the total number of securities of the series outstanding on that day.

(i) Net asset value per security

Net asset value per security is determined for the purchase and redemption of securities in accordance with the methods disclosed in the Fund's Simplified Prospectus and Annual Information Form. These methods may vary from valuation principles under IFRS. As at September 30, 2018 and March 31, 2018, there were no such differences.

(j) Increase (decrease) in net assets attributable to securityholders from operations per security

Increase (decrease) in net assets attributable to securityholders from operations per security in the Statements of Comprehensive Income represents the increase (decrease) in net assets attributable to securityholders from operations for the period, divided by the weighted average number of securities outstanding during the period.

(k) Mergers

The Fund applies the acquisition method of accounting for Fund mergers. Under this method, one of the Funds in each merger is identified as the acquiring Fund, and is referred to as the Continuing Fund, and the other Fund involved in the merger is referred to as the Terminated Fund. This identification is based on the comparison of the relative net asset values of the Funds as well as consideration of the continuation of such aspects of the Continuing Fund as: investment advisors; investment objectives and practices; type of portfolio securities; and management fees and expenses.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of these financial statements requires management to make estimates and assumptions that primarily affect the valuation of investments. Estimates and assumptions are reviewed on an ongoing basis. Actual results may differ from these estimates.

Use of Estimates*Fair value of securities not quoted in an active market*

The Fund holds financial instruments that are not quoted in active markets and are valued using valuation techniques that make use of observable data, to the extent practicable. Various valuation techniques are utilized, depending on a number of factors, including comparison with similar instruments for which observable market prices exist and recent arm's length market transactions. Key inputs and assumptions used are company specific and may include estimated discount rates and expected price volatilities. Changes in key inputs, could affect the reported fair value of these financial instruments held by the Fund.

Use of Judgments*Classification and measurement of investments and application of the fair value option*

In classifying and measuring financial instruments held by the Fund, the Manager is required to make significant judgments in order to determine the most appropriate classification in accordance with IFRS 9. The Manager has considered the Fund's business model, commitments to securityholders, and the manner in which investments are managed and evaluated as a group and has determined that irrevocable designation of financial instruments as financial assets or financial liabilities at fair value through profit or loss provides the most appropriate measurement and presentation of the Fund's investments and financial instruments.

Functional currency

The Fund's functional and presentation currency is the Canadian dollar, which is the currency considered to best represent the economic effects of the Fund's underlying transactions, events and conditions taking into consideration the manner in which securities are issued and redeemed and how returns and performance by the Fund are measured.

5. INCOME TAXES

The Fund qualifies as a mutual fund trust under the provisions of the Income Tax Act (Canada) and, accordingly, is subject to tax on its income including net realized capital gains in the taxation year, which is not paid or payable to its securityholders as at the end of the taxation year. It is the intention of the Fund to distribute all of its net income and sufficient net realized capital gains so that the Fund will not be subject to income taxes other than foreign withholding taxes, if applicable. The Fund's taxation year end is December 15.

Losses of the Fund cannot be allocated to securityholders and are retained in the Fund for use in future years. Non-capital losses incurred may be carried forward up to 20 years to reduce taxable income and realized capital gains of future years. Net capital losses may be carried forward indefinitely to reduce future realized capital gains.

Refer to Note 10 (d) for a summary of the Fund's loss carryforwards.

6. MANAGEMENT FEES AND OPERATING EXPENSES

Counsel is paid a management fee for arranging for the management of the investment portfolio, providing investment analysis and recommendations, making investment decisions, making brokerage arrangements relating to the purchase and sale of the investment portfolio and making arrangements with registered dealers for the purchase and sale of securities of the Fund by securityholders.

Each series of the Fund, excluding series O, is charged a fixed rate annual administration fee ("Administration Fee"), as applicable, and in return, Counsel bears all of the operating expenses of the Fund, other than certain specified fund costs.

Other fund costs include taxes (including, but not limited to GST/HST and income tax), interest and borrowing costs, all fees and expenses of the Counsel Funds' Independent Review Committee, costs of complying with the regulatory requirement to produce Fund Facts, fees paid to external service providers associated with tax reclaims, refunds or the preparation of foreign tax reports on behalf of the Funds, any new fees related to external services that were not commonly charged in the Canadian mutual fund industry and introduced after October 29, 2018 (the date of the Fund's last Simplified Prospectus).

The management fee and Administration Fee are calculated for each series of securities of the Fund as an annualized percentage of the daily net asset value of the series. Refer to Note 10 (a) for the management fee and Administration Fee rates charged to each series of securities.

At its sole discretion, the Manager may waive management fees or Administration fees otherwise payable by a series.

7. FUND'S CAPITAL

The capital of the Fund is divided into different series with each series having an unlimited number of securities. The securities outstanding for the Fund as at September 30, 2018 and March 31, 2018 and securities issued, reinvested and redeemed for the period are presented in the Statements of Changes in Financial Position. Counsel manages the capital of the Fund in accordance with the investment objectives and strategies as discussed in Note 10 (b).

NOTES TO INTERIM UNAUDITED FINANCIAL STATEMENTS**8. FINANCIAL INSTRUMENTS RISK****(a) Risk exposure and management**

The Fund's investment activities expose it to a variety of financial risks, as defined in IFRS 7 *Financial Instruments: Disclosures* ("IFRS 7"). The Fund's exposure to financial risks is concentrated in its investments, which are presented in the Schedule of Investments, grouped by asset type, with geographic and sector information.

The Manager seeks to minimize potential adverse effects of financial risks on the Fund's performance by employing professional, experienced portfolio advisors, by monitoring the Fund's positions and market events daily, by diversifying the investment portfolio within the constraints of the Fund's investment objectives and strategies, as disclosed in Note 10 (b), and where applicable, by using derivatives to hedge certain risk exposures. To assist in managing risks, the Manager also maintains a governance structure that oversees the Fund's investment activities and monitors compliance with the Fund's stated investment strategy, internal guidelines, and securities regulations.

(b) Liquidity risk

Liquidity risk arises when the Fund encounters difficulty in meeting its financial obligations as they come due. The Fund is exposed to liquidity risk due to potential daily cash redemptions of redeemable securities. In accordance with securities regulations, the Fund must maintain at least 85% of its assets in liquid investments (i.e., investments that can be readily sold). In addition, the Fund retains sufficient cash and short-term investment positions to maintain adequate liquidity. The Fund also has the ability to borrow up to 5% of its net assets for the purposes of funding redemptions.

Other investment funds managed by Counsel ("Top Funds") may invest in Series O securities offered by the Fund on a prospectus-exempt basis in accordance with the investment objectives of those funds. Series Private Wealth securities may also be issued on a prospectus-exempt basis to investors in the IPC Private Wealth program offered by IPC Securities Corporation, an affiliate of Counsel.

From time to time, these holdings may be rebalanced by either reducing an allocation to the Fund or eliminating such investments in the Fund entirely. In either case, depending on the size of the investment by a large investor, this could cause a significant redemption from the Fund. Meeting such a redemption may require the Fund to sell portfolio holdings. This could result in the Fund selling a particular holding before it has achieved the valuation sought by the Manager thus affecting Fund returns. This could also result in the Fund realizing capital gains on its holdings earlier than planned, which could result in capital gains distributed to investors in the Fund (which could result in income tax payable by the investor) that might not have occurred or might have occurred at a later date.

For the amounts held by and the changes thereto during the period pertaining to Series O and/or Series Private Wealth, please refer to the amounts disclosed in the Statement of Financial Position and Statement of Changes in Financial Position.

(c) Credit Risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Fund.

All transactions in listed securities are executed with approved brokers. To minimize the possibility of settlement default, securities are exchanged for payment simultaneously, where market practices permit, through the facilities of a central depository and/or clearing agency where customary.

The carrying amount of investments and other assets represents the maximum credit risk exposure as at the dates of the Statements of Financial Position.

The Fund may enter into securities lending transactions with counterparties and it may also be exposed to credit risk from the counterparties to the derivative instruments it may use. Credit risk associated with these transactions is considered minimal as all counterparties have an approved credit rating equivalent to a Standard & Poor's credit rating of not less than A-1 (low) on their short-term debt and of A on their long-term debt, as applicable.

Note 10 (c) summarizes the Fund's exposure to credit risk pertaining to fixed income investments and derivatives.

(d) Currency risk

Currency risk arises when the fair value of financial instruments that are denominated in a currency other than the Canadian dollar, which is the Fund's reporting currency, fluctuates due to changes in exchange rates. Note 10 (c) summarizes the Fund's exposure to currency risk.

(e) Interest rate risk

Interest rate risk arises when the fair value of interest-bearing financial instruments fluctuates due to changes in the prevailing levels of market interest rates. Cash and cash equivalents do not expose the Fund to significant amounts of interest rate risk. Note 10 (c) summarizes the Fund's exposure to interest rate risk related to fixed income investments.

(f) Other price risk

Other price risk is the risk that the value of financial instruments will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or currency risk), whether caused by factors specific to an individual investment, its issuer, or all factors affecting all instruments traded in a market or market segment. All investments present a risk of loss of capital. This risk is managed through a careful selection of investments and other financial instruments within the parameters of the investment strategy. Note 10 (c) summarizes the Fund's exposure to other price risk, including indirect exposure through ETFs.

9. FURTHER INFORMATION

A copy of the Fund's current Simplified Prospectus, Annual Information Form, Management Report of Fund Performance, Fund Fact Sheets, quarterly portfolio disclosures and proxy voting policies and disclosures will be provided, without charge, by: calling toll-free 1-877-625-9885, writing to Counsel Portfolio Services Inc., 5015 Spectrum Way, Suite 300, Mississauga, ON, L4W 0E4, by visiting our website at www.counselervices.com or by visiting www.sedar.com.

NOTES TO INTERIM UNAUDITED FINANCIAL STATEMENTS

All figures stated in \$000s of Canadian dollars, except for Note 10(a), unless otherwise noted

10. FUND SPECIFIC INFORMATION**(a) Series information**

Series	Date of Inception	Minimum Investment (\$)	Management Fee ⁷ (%)	Administration Fee ⁷ (%)
Series A ¹	May 27, 2005	1,000	1.95	0.31
Series F ^{2,3,8}	February 13, 2006	1,000	1.10	0.15
Series I ^{2,3,4,7}	March 1, 2006	1,000	-	0.15
Series O ^{3,5}	June 6, 2005	-	-	-
Series Private Wealth ^{3,6}	January 7, 2009	-	-	0.15

¹ As described in the Fund's Simplified Prospectus, securities of this series purchased under the sales charge purchase option may be subject to a fee of up to 5%; securities purchased under the redemption charge or low-load purchase options may be subject to a redemption fee of up to 6% or 3% respectively.

² A negotiable advisory or asset-based fee (plus sales taxes) is payable by investors to their dealer(s) in connection with the securities held in this series. The fee may be collected by Counsel from the investor's account through redemption of securities and remitted to the dealer at the investor's request. Alternatively, the dealer may collect it directly from the investor. Investors in this series may be eligible for a management fee reduction subject to meeting certain requirements as discussed in the Fund's Simplified Prospectus.

³ Securities of this series are not subject to sales charges or redemption charges.

⁴ The management fee for this series is 1.10% and is payable directly to Counsel generally through the monthly redemption of securities.

⁵ There are no management or administration fees for this series since these securities are designed to facilitate fund-of-fund investing where duplication of management fees is prohibited.

⁶ There are no management fees for Series Private Wealth. An investor must enter into an agreement to participate in the IPC Private Wealth Program and agree to pay certain asset-based fees.

⁷ Counsel may, at its discretion, waive or lower the management fee (either directly or indirectly) and/or administration fee payable by investors.

⁸ Prior to October 27, 2017, this series was called Series D.

(b) Investment Objectives and Strategies

The Fund seeks long-term growth of capital by investing primarily in Canadian, U.S. and international small-capitalization equities.

(c) Risks Associated with Financial Instruments**i. Currency Risk**

The table below indicates the foreign currencies, to which the Fund had significant exposure as at period end in Canadian dollar terms, including the underlying principal amount of forward currency contracts.

Currency	September 30, 2018			
	Investments	Cash and cash equivalents	Derivative instruments	Net exposure
Australian dollars	22,718	-	-	22,718
Euro	45,906	9	-	45,915
Hong Kong dollars	6,228	70	-	6,298
Japanese yen	55,103	32	-	55,135
Mexican peso	3,945	-	-	3,945
Norwegian krona	1,801	(3)	-	1,798
Swiss franc	4,038	-	-	4,038
Taiwanese dollars	2,243	(4)	-	2,239
Thailand baht	2,062	-	-	2,062
United Kingdom pounds	38,417	29	-	38,446
United States dollars	64,537	7,887	-	72,424
Other currencies	36,032	-	-	36,032
Total	283,030	8,020	-	291,050
As percent of net assets (%)				72.6

Currency	March 31, 2018			
	Investments	Cash and cash equivalents	Derivative instruments	Net exposure
Australian dollars	18,610	-	-	18,610
Euro	39,557	-	-	39,557
Hong Kong dollars	5,126	-	-	5,126
Japanese yen	55,656	7	-	55,663
Mexican peso	2,211	-	-	2,211
Norwegian krona	4,862	-	-	4,862
Swiss franc	5,572	-	-	5,572
Taiwanese dollars	7,107	-	-	7,107
Thailand baht	2,159	-	-	2,159
United Kingdom pounds	32,596	-	-	32,596
United States dollars	71,751	18,830	(26,873)	63,708
Other currencies	38,139	6	-	38,145
Total	283,346	18,843	(26,873)	275,316
As percent of net assets (%)				66.5

As at September 30, 2018, had the Canadian dollar strengthened or weakened by 5.0% relative to all foreign currencies, with all other variables held constant, net assets would have decreased or increased by approximately \$14,553 or 3.6% of total net assets (March 31, 2018 – \$13,766 or 3.3% of total net assets). In practice, the actual trading results may differ and the difference could be material.

NOTES TO INTERIM UNAUDITED FINANCIAL STATEMENTS

All figures stated in \$000s of Canadian dollars, except for Note 10(a), unless otherwise noted

10. FUND SPECIFIC INFORMATION**(c) Risks Associated with Financial Instruments (continued)**

ii. Interest Rate Risk

As at September 30, 2018 and March 31, 2018, the Fund did not have a significant exposure to interest rate risk related to fixed income investments.

iii. Other Price Risk

The Fund's most significant exposure to other price risk arises from its investment in equity securities. As at September 30, 2018, had the prices on the respective stock exchanges for these securities raised or lowered by 10.0%, with all other variables held constant, net assets would have increased or decreased by approximately \$37,757 or 9.4% of total net assets (March 31, 2018 – \$38,614 or 9.3% of total net assets). In practice, the actual trading results may differ and the difference could be material.

iv. Credit Risk

As at September 30, 2018 and March 31, 2018, the Fund did not have a significant exposure to credit risk related to fixed income investments.

(d) Loss Carryforwards

As at the last taxation year-end, the Fund had no tax loss carryforwards available to offset future taxable income.

(e) Fair Value Classification

The table below summarizes the Fund's financial instruments carried at fair value using the following fair value hierarchy:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

as at September 30, 2018	Level 1	Level 2	Level 3	Total
Fixed income	-	-	-	-
Equities	375,562	2,003	2	377,567
Cash equivalents	-	5,443	-	5,443
Derivative assets	-	-	-	-
Derivative liabilities	-	-	-	-
Total	375,562	7,446	2	383,010

as at March 31, 2018	Level 1	Level 2	Level 3	Total
Fixed income	-	-	-	-
Equities	262,344	123,789	2	386,135
Cash equivalents	-	3,984	-	3,984
Derivative assets	-	-	-	-
Derivative liabilities	-	(1,725)	-	(1,725)
Total	262,344	126,048	2	388,394

NOTES TO INTERIM UNAUDITED FINANCIAL STATEMENTS

All figures stated in \$000s of Canadian dollars, except for Note 10(a), unless otherwise noted

10. FUND SPECIFIC INFORMATION**(e) Fair Value Classification (continued)**

for the six months ended September 30, 2018	Fixed Income	Equities	Total
Balance – beginning of period	-	2	2
Purchases	-	-	-
Sales	-	-	-
Transfers in	-	-	-
Transfers out	-	-	-
Gains (losses) during the period:			
Realized	-	-	-
Unrealized	-	-	-
Balance – end of period	-	2	2
Unrealized gains (losses) during the period attributable to securities held at end of period			
	-	-	-
for year ended March 31, 2018	Fixed Income	Equities	Total
Balance – beginning of period	-	3	3
Purchases	-	-	-
Sales	-	-	-
Transfers in	-	-	-
Transfers out	-	-	-
Gains (losses) during the period:			
Realized	-	-	-
Unrealized	-	(1)	(1)
Balance – end of period	-	2	2
Unrealized gains (losses) during the period attributable to securities held at end of period			
	-	(1)	(1)

In accordance with the Fund's valuation policy, the Fund applies fair value adjustment factors to the quoted market prices for non-North American equities when North American intraday stock market movements exceed predetermined tolerances. The adjustment factors are applied in order to estimate the impact on fair values of events occurring between the close of the non-North American stock markets and the close of business for the Fund. Consequently, during the year, non-North American equities frequently transferred between Level 1 (unadjusted quoted market prices) and Level 2 (adjusted market prices).

As of September 30, 2018, these securities were generally classified as Level 1 (March 31, 2018 – Level 2). Other than as described above, there were no significant transfers between Level 1 and Level 2. Cash equivalents classified as level 2 investments are valued based on amortized cost plus accrued interest which closely approximates fair value.

The Fund's policy is to recognize transfers into and transfers out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer.

(f) Commissions

The brokerage commissions paid to certain dealers included an investment of \$201 (2017 – \$119) that was available for payment to third party vendors for the provision of investment decision making services. This amount represented 58.3% (2017 – 61.0%) of the total commissions and other transaction costs paid during the period.

(g) Securities Lending

as at	Value of securities loaned	Value of collateral received
September 30, 2018	25,717	27,154
March 31, 2018	27,659	28,744

A reconciliation of the gross amount generated from the securities lending transactions to the security lending income to the Fund for the periods ended September 30, 2018 and 2017 is presented below:

for the six-month period ended September 30	Amount (\$)		Percentage of Total Amount (%)	
	2018	2017	2018	2017
Gross Securities Lending Income	86	84	100.0	100.0
Securities Lending Agent fees	(21)	(21)	(24.4)	(25.0)
Securities Lending Income to the Fund before Withholdings Taxes	65	63	75.6	75.0
Withholding Taxes	(1)	(1)	(1.2)	(1.2)
Securities Lending Income	64	62	74.4	73.9

(h) Trades with other Counsel Funds

In January 2018, the Fund has relied on standing instructions from the Counsel Funds' Independent Review Committee to purchase securities from Counsel Balanced Growth Portfolio. Purchases are conducted at market prices and amounted to \$2,476.

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