

Counsel Canadian Core Fixed Income

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

For the year ended March 31, 2018

Fund Manager

Counsel Portfolio Services Inc.

Sub-Advisor

Mackenzie Financial Corporation

This Annual Management Report of Fund Performance contains financial highlights but does not contain either the annual or interim financial statements of the investment fund. If you have not received a copy of the financial statements with this report, you may obtain a copy at no cost, by calling toll-free at 1-877-216-4979, by writing to us at Counsel Portfolio Services Inc, 5015 Spectrum Way, Suite 300, Mississauga, Ontario, L4W 0E4, by visiting our website at www.counsel.services.com or by visiting the SEDAR website at www.sedar.com.

Securityholders may also contact us using one of these methods to request a copy of the investment fund's proxy voting policies and procedures, proxy voting disclosure record, or quarterly portfolio disclosure. For more information, please refer to the Fund's Simplified Prospectus and Annual Information Form, which may also be obtained, at no cost, using any of the methods outlined above.

Every effort has been made to ensure that the information contained in this report is accurate as of March 31, 2018; however, the Fund cannot guarantee the accuracy or the completeness of this material. Please refer to the Fund's Simplified Prospectus and audited annual financial statements for more information.

CAUTION ON FORWARD-LOOKING STATEMENTS

This report may contain forward-looking statements which reflect our current expectations or forecasts of future events. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, or include words such as: "expects", "anticipates", "intends", "plans", "believes", "estimates", "preliminary", "typical" and other similar expressions. In addition, these statements may relate to future corporate actions, future financial performance of a fund or a security and their future investment strategies and prospects. Forward-looking statements are inherently subject to, among other things, risks, uncertainties and assumptions which could cause actual events, results, performance or prospects to differ materially from those expressed in, or implied by, these forward-looking statements. These risks, uncertainties and assumptions include, without limitation, general economic, political and market factors in North America and internationally, interest and foreign exchange rates, the volatility of global equity and capital markets, business competition, technological change, changes in securities legislation, changes in government regulations, changes in tax law, unexpected judicial or regulatory proceedings, catastrophic events and the ability of Counsel Portfolio Services Inc. to attract or retain key employees. The foregoing list of important risks, uncertainties and assumptions is not exhaustive. Please consider these and other factors carefully and do not place undue reliance on forward-looking statements.

The forward-looking information contained in this report is current only as of the date of this report. There should not be an expectation that such information will in all circumstances be updated, supplemented or revised whether as a result of new information, changing circumstances, future events or otherwise.

Management Discussion of Fund Performance

June 7, 2018

This Management Discussion of Fund Performance intends to present the significant factors and developments during the year ended March 31, 2018, that have affected the Fund's performance and outlook. For information on the Fund's longer-term performance, as applicable, please refer to the Past Performance section of the report. In this report, Counsel or the Manager refers to Counsel Portfolio Services Inc., the manager of the Fund.

In addition, net asset value (NAV) refers to the value of the Fund or a series as calculated for transaction purposes, on which the discussion of Fund performance is based.

The Fund is not available to retail investors and is only available to other institutional investors (primarily other Counsel Funds).

Investment Objective and Strategies

The Fund seeks to achieve a steady flow of income by investing, either directly or indirectly through other investment funds, in a diversified portfolio of Canadian government and corporate fixed-income securities. The Fund may invest up to 30% of its assets in foreign securities.

Risk

The risks of investing in the Fund remain as discussed in the Fund's Simplified Prospectus. The Fund is suitable for investors who are seeking interest income over the medium term and have a low tolerance for risk. The Fund is not available to retail investors and is only available to other institutional investors (primarily other Counsel Funds) on a prospectus-exempt basis.

Results of Operations

Investment Performance

The performance of the Fund's Series O securities is discussed below. The performance of all other series offered by the Fund is shown in the *Past Performance* section of this report. Series returns may differ for a number of reasons, including if the series was not issued and outstanding for the entire reporting period and because of different levels of fees and expenses charged to each series. Please refer to the *Series Information* section of this report for the varying management and administration fees payable by each series.

During the year, the Fund's Series O securities returned 1.66%. This compares with a 1.36% return of the FTSE TMX Canada Bond Universe Total Return Index (the "Index"). All index and series returns are calculated on a total return basis in Canadian dollar terms.

The Fund outperformed the Index primarily due to being overweight investment grade corporate bonds and underweight government bonds. The Fund's selection and duration positioning within federal bonds also contributed to performance.

The Fund continues to target a full hedge against foreign currencies, primarily the U.S. Dollar ("USD"). During the year, the Canadian dollar ("CAD") appreciated 3.33% against the USD; as a result, the hedge detracted from the Fund's performance.

Net Assets

The Fund's NAV increased by \$242.0 million to \$275.0 million as at March 31, 2018, from \$33.0 million at March 31, 2017. Of this increase, \$240.0 million was attributable to net sales and \$2.0 million due to investment performance.

Certain other Counsel Funds ("Top Funds") and/or investment products managed by Counsel's affiliates have large investments in the Fund, see *Other Related Party Transactions* for details. As a result of these investments, the Fund is subject to large transaction risk as discussed in the Simplified Prospectus. Counsel manages this risk to reduce the possibility of any adverse effect on the value of the Fund or on its investors, through such processes as requiring advance notice of large redemptions.

Fees and Expenses

The Management Expense Ratio ("MER") for Series O of 0.00%, during the year ended March 31, 2018, was unchanged from the year ended March 31, 2017. The MERs for each series offered by the Fund (before and after waivers or absorptions) are presented in the *Financial Highlights* section of the report. No expenses (including management or administration fees) are charged to Series O, other than certain specific fund costs (primarily interest).

Recent Developments

In the sub-advisor's opinion, the Bank of Canada (the "BoC") recently revised its economic outlook upward since January to incorporate the positive inputs for stronger potential output growth for the remainder of 2018 and 2019. The primary inputs for stronger potential output is expected to be consumption fueled by elevated consumer confidence and ongoing employment and wage increases. For the remainder of 2018, inflation is expected to hover just above 2% primarily resulting from increase in gasoline prices and minimum wage increases. General market sentiment is that the BoC will raise rates once more sometime in 2018; however, there are many factors that could influence the BoC to either pause rate increases or accelerate them. The outcome of NAFTA renegotiations with the U.S. and Mexico is one of the major factors that will weigh heavily on the likelihood of further increases.

In the sub-advisor's opinion, the Fund is expected to continue its target full hedge against foreign currencies for the foreseeable future.

Related Party Transactions

Management and Administration Services

Top Funds represent nearly all of the Fund's investors. As a result, Counsel pays all costs and expenses (other than certain specified fund costs) required to operate the Fund. No management or administration fees are paid by the Fund.

Other Related Party Transactions

Other investment funds managed by Counsel (Top Funds) invest in Series O securities offered by the Fund on a prospectus-exempt basis in accordance with the investment objectives of those funds. At March 31, 2018, Top Funds owned nearly 100% of the Fund's NAV. As of March 31, 2018, Counsel had not received notice of any large redemptions. All related party transactions are based on the NAV per security on each transaction day.

The Fund did not rely on an approval, positive recommendation, or standing instruction from the Counsel Funds' Independent Review Committee (IRC) with respect to any related party transactions.

Series Information

The Fund may issue an unlimited number of securities for each series. The number of issued and outstanding securities of each series is disclosed in *Financial Highlights*. A 10-year history of the major changes affecting the Fund can be found in the Fund's Annual Information Form, available at www.counsel.services.com.

	Date of Inception	Minimum Investment (\$)	Management Fee (%)	Administration Fee (%)
Series O ^{1,3}	January 7, 2016	-	-	-
Series R ^{2,3}	January 7, 2016	-	-	-

¹ 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.

² This series is not available for sale and is held solely by Counsel.

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

Past Performance

The indicated rates of return are the historical annual compound total returns, including changes in NAV per security and assuming reinvestment of all distributions. They do not take into account sales, redemption, distribution or optional sales charges, or income taxes payable by any investor that would have reduced returns. The past performance of the Fund is not necessarily an indication of how it will perform in the future.

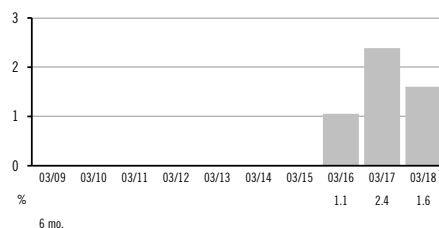
If you hold this Fund outside of a registered plan, income and capital gains distributions paid to you increase your income for tax purposes, whether paid in cash or reinvested in additional securities. The amount of reinvested taxable distributions is added to the adjusted cost base of the securities that you own. This would decrease your capital gain or increase your capital loss when you later redeem from the Fund, thereby ensuring that you are not taxed on this amount again. Please consult your tax advisor regarding your personal tax situation.

Year-by-Year Returns

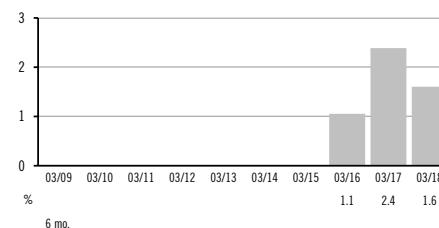
The bar chart shows how much an investment made on the first day of each financial year would have increased or decreased by the end of the respective periods. For the first year of a series, the percentage

shown will be the actual return of the series from its inception date, which can be found under *Series Information*. The chart illustrates how the Fund's performance has changed over time.

SERIES O



SERIES R



Annual Compound Returns

The Annual Compound Return table shows the annual compound total return for each series of the Fund for the periods shown ended March 31, 2018. The annual compound total return is also compared to the Fund's benchmark(s)¹ calculated on the same compound basis.

(%)	1 yr	3 yrs	5 yrs	10 yrs	Since inception
Series O	1.60	n/a	n/a	n/a	2.28
Series R	1.60	n/a	n/a	n/a	2.28
FTSE TMX Canada Universe Bond Index	1.36	n/a	n/a	n/a	1.93

¹ The FTSE TMX Canada Universe Bond Index is a broad measure of the total return of Canadian bonds that mature in more than one year. It includes a broad range of Canadian federal, provincial, municipal and corporate bonds rated BBB or higher.

Summary of Investment Portfolio

as at March 31, 2018

The largest holdings of the Fund (up to 25) as at the end of the period and the major asset classes in which the Fund was invested are indicated below. The investments and percentages may have changed by the time you purchase securities of this Fund. The top 25 holdings are made available quarterly, 60 days after quarter-end, except for March 31, which is the fiscal year-end for the Fund, when they are available after 90 days. Please see the front page for information about how they can be obtained.

Summary of Top 25 Holdings

	% of net asset value
Cash and cash equivalents	10.6
Government of Canada 2.00% 06-01-2028	9.8
Province of Ontario 2.60% 06-02-2027	6.9
Province of Quebec 2.75% 09-01-2027	5.4
Province of Ontario F/R 06-27-2022	3.7
Canada Housing Trust No. 1 F/R 03-15-2023	3.5
Government of Canada 2.75% 12-01-2048	2.8
Province of Ontario 2.80% 06-02-2048	2.5
National Bank of Canada 1.96% 06-30-2022	1.9
Government of Canada 1.25% 12-01-2047 Real Return	1.8
Hollis Receivables Term Trust II 1.79% 02-26-2020	1.7
Canadian Imperial Bank of Commerce 2.47% 12-05-2022	1.7
United States Treasury 3.00% 05-15-2047	1.5
United States Treasury Inflation Indexed Bonds 0.89% 02-15-2047	1.4
Royal Bank of Canada 2.00% 03-21-2022	1.2
Federation des Caisses Desjardins du Quebec 2.09% 01-17-2022	1.2
The Toronto-Dominion Bank 1.91% 07-18-2023 DPNT	1.1
Canada Housing Trust No. 1 2.35% 06-15-2023	1.0
Province of Ontario 2.60% 09-08-2023	1.0
The Bank of Nova Scotia 2.36% 11-08-2022	1.0
Canada Housing Trust No. 1 F/R 09-15-2022	0.9
Bank of Montreal 2.27% 07-11-2022 DPNT	0.9
Fortified Trust 1.67% 07-23-2021	0.9
Sun Life Financial Inc. F/R 09-19-2028 Callable 2023	0.9
Province of Ontario 4.60% 06-02-2039	0.8
	66.1

Top 25 Short Holdings

Holdings	% of net asset value
CBOT U.S. 10 Year Treasury Note*	0.1
	0.1

* Notional principal values represent -7.4% of NAV.

Summary of Composition of the Portfolio

	% of net asset value
BY ASSET TYPE	
Corporate Bonds	50.8
Provincial Bonds	22.7
Federal Bonds	20.7
Foreign Government Bonds	(4.5)
Cash and cash equivalents	10.6
Other	(0.3)
Total	100.0

EFFECTIVE REGIONAL ALLOCATION

Canada	84.4
United States	2.3
Pacific ex Japan	1.3
United Kingdom	0.8
Europe ex U.K.	0.6
Cash and cash equivalents	10.6
	100.0

EFFECTIVE CREDIT RATING

AAA	21.5
AA	29.0
A	21.8
BBB	16.9
less than BBB	0.5
	89.7

CURRENCY EXPOSURE

Canadian dollar	99.7
United States dollars	0.3
	100.0

Financial Highlights

The following tables show selected key financial information about the Fund and are intended to help you understand the Fund's financial performance for the past five financial periods (as applicable). In the year a series is established, "period" represents from inception to the end of that period.

Footnotes are presented after *Ratios and Supplemental Data*.

Net Assets per Security¹

Series O (in \$)	12 mo	12 mo	12 mo	12 mo	12 mo
	Mar. 31	Mar. 31	Mar. 31	Mar. 31	Mar. 31
	2018	2017	2016	2015	2014
² Net assets, beginning of period	10.11	10.09	10.00	n/a	n/a
Increase (decrease) from operations:					
Total revenue	0.28	0.24	0.03	n/a	n/a
Total expenses	-	-	-	n/a	n/a
Realized gains (losses) for the period	(0.03)	(0.04)	-	n/a	n/a
Unrealized gains (losses) for the period	(0.08)	0.06	0.09	n/a	n/a
³ Total increase (decrease) from operations	0.17	0.26	0.12	n/a	n/a
Distributions:					
From income (excluding Canadian dividends)	(0.26)	(0.22)	(0.01)	n/a	n/a
From Canadian dividends	-	-	-	n/a	n/a
From capital gains	-	-	-	n/a	n/a
Return of capital	-	-	-	n/a	n/a
⁴ Total annual distributions	(0.26)	(0.22)	(0.01)	n/a	n/a
² Net assets at period end	10.01	10.11	10.09	n/a	n/a
Series R (in \$)	12 mo Mar. 31 2018	12 mo Mar. 31 2017	12 mo Mar. 31 2016	12 mo Mar. 31 2015	12 mo Mar. 31 2014
² Net assets, beginning of period	10.12	10.09	10.00	n/a	n/a
Increase (decrease) from operations:					
Total revenue	0.28	0.24	0.04	n/a	n/a
Total expenses	-	-	-	n/a	n/a
Realized gains (losses) for the period	(0.03)	(0.04)	-	n/a	n/a
Unrealized gains (losses) for the period	(0.08)	0.06	0.09	n/a	n/a
³ Total increase (decrease) from operations	0.17	0.26	0.13	n/a	n/a
Distributions:					
From income (excluding Canadian dividends)	(0.26)	(0.22)	(0.01)	n/a	n/a
From Canadian dividends	-	-	-	n/a	n/a
From capital gains	-	-	-	n/a	n/a
Return of capital	-	-	-	n/a	n/a
⁴ Total annual distributions	(0.26)	(0.22)	(0.01)	n/a	n/a
² Net assets at period end	10.01	10.12	10.09	n/a	n/a

Ratios and Supplemental Data

Series O	12 mo	12 mo	12 mo	12 mo	12 mo
	Mar. 31	Mar. 31	Mar. 31	Mar. 31	Mar. 31
	2018	2017	2016	2015	2014
² Total net asset value (pricing NAV) (\$000's)	275,012	32,999	5,033	n/a	n/a
Number of securities outstanding (000's)	27,464	3,263	499	n/a	n/a
⁵ Management expense ratio (%)	-	-	-	n/a	n/a
⁵ Management expense ratio before waivers or absorptions (%)	-	-	-	n/a	n/a
⁶ Trading expense ratio (%)	-	-	0.25	n/a	n/a
⁷ Portfolio turnover rate (%)	125.54	216.61	34.81	n/a	n/a
	12 mo Mar. 31 2018	12 mo Mar. 31 2017	12 mo Mar. 31 2016	12 mo Mar. 31 2015	12 mo Mar. 31 2014
Series R	2018	2017	2016	2015	2014
² Total net asset value (pricing NAV) (\$000's)	1	1	1	n/a	n/a
Number of securities outstanding (000's)	0	0	0	n/a	n/a
⁵ Management expense ratio (%)	-	-	-	n/a	n/a
⁵ Management expense ratio before waivers or absorptions (%)	-	-	-	n/a	n/a
⁶ Trading expense ratio (%)	-	-	0.25	n/a	n/a
⁷ Portfolio turnover rate (%)	125.54	216.61	34.81	n/a	n/a

- ¹ These calculations are prescribed by securities regulations and are not intended to be a reconciliation between opening and closing net assets per security. The information presented is derived from the Fund's audited annual financial statements prepared in accordance with IFRS.
- ² The net assets per security presented here and in the financial statements and this table may differ from the NAV per security.
- ³ NAV and distributions per security figures are based on the actual number of securities outstanding at the relevant time. The increase (decrease) from operations is based on the weighted average number of securities outstanding over the financial period.
- ⁴ Distributions were paid in cash, reinvested in additional securities of the Fund, or both.
- ⁵ MER and MER before waivers or absorptions ("Gross MER") are based on total expenses borne by the Fund, excluding commissions and other portfolio transaction costs, for the stated period and is expressed as an annualized percentage of average daily NAV during the period. In the period a series is established, the MERs and Gross MERs are annualized from the date of inception to the end of the period.
- Where the Fund invests in securities of an Underlying Fund, the MERs and Gross MERs presented for the Fund include the portion of MERs of the Underlying Fund(s) attributable to this investment.
- ⁶ The trading expense ratio ("TER") represents total commissions and other portfolio transaction costs incurred as a percentage of daily average NAV during the period. Where the Fund invests in securities of an Underlying Fund, the TERs presented for the Fund include the portion of TERs of its Underlying Fund(s) attributable to this investment.
- ⁷ The portfolio turnover rate ("PTR") indicates how actively the portfolio advisor manages the investments. A PTR of 100% is equivalent to the Fund buying and selling all of the securities in its portfolio once in the course of the period. The higher PTR in a period, the greater the trading costs payable by the Fund in the period, and the greater the chance of an investor receiving taxable capital gains in the period. There is not necessarily a relationship between a high PTR and the performance of the Fund. Costs incurred to realign the Fund's portfolio after a fund merger, if any, are excluded from the PTR.



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