

Counsel Canadian Core Fixed Income

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

For the year ended March 31, 2020

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 September 30, 2019; 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

July 13, 2020

This Management Discussion of Fund Performance presents the views of Counsel Portfolio Services Inc. ("Counsel") on the significant factors and developments during the year ended March 31, 2020 that have affected the Fund's performance and outlook. For information on the Fund's longer-term performance, please refer to the *Past Performance* section of the report.

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.

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

Despite recent volatility related to the global pandemic, the risks of investing in the Fund remain as discussed in the Fund's initial 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 period, the Fund's Series O securities returned 4.64%. This compares with a 4.46% 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 the Fund's duration positioning within corporate bonds.

The Fund has maintained a hedge against the U.S. dollar ("USD") which had been reduced to a target of 50% as of March 31, 2020. Over the year, the Canadian dollar ("CAD") depreciated 5.51% against the USD. As a result, the hedge had a negative impact on the Fund's performance.

Net Assets

The Fund's NAV increased by \$4.3 million, or 1.5%, to \$288.1 million as at March 31, 2020, from \$283.8 million at March 31, 2019. Of this increase, \$12.9 million was attributable to investment performance (after deducting fees and expenses) and partially offset by an \$8.6 million decrease due to net redemptions.

Fees and Expenses

The Management Expense Ratio ("MER") for Series O of 0.00%, during the year ended March 31, 2020, was unchanged from the year ended March 31, 2019. No expenses (including management or administration fees) are charged to Series O, other than certain specific fund costs (primarily interest).

Recent Developments

Governments worldwide have enacted emergency measures to combat the spread of the COVID-19 virus in the last several months. These measures have caused significant volatility and weakness in global equity markets and material disruption to businesses globally, resulting in an economic slowdown. Governments and central banks have reacted with significant monetary and fiscal interventions to stabilize economic conditions.

The duration and impact of the COVID-19 pandemic on business and markets, and the extent of economic relief measures provided by governments and central banks, are unknown at the reporting date and it is therefore not possible to reliably estimate the impact on the financial results and position of the Fund in future periods.

During the first quarter of 2020, the Bank of Canada reduced its policy rate to 0.25%, the lower bound of its range. Central banks in the U.S. and Europe also reacted swiftly with monetary policy measure and governments globally instituted massive fiscal stimulus. COVID-19 has completely redefined the macroeconomic landscape, valuations, sentiment, risk appetite, consumption patterns and the way modern society functions, seemingly within a few weeks. Despite what all central banks are doing via monetary tools and governments are doing via fiscal we are now at the precipice of what is likely to be the most severe economic shock most of us have ever experienced. Central banks have unleashed support and liquidity programs aimed at keeping markets functioning in an orderly fashion, to minimize disruption and support money markets, commercial paper, corporate bonds, small businesses and financial institutions. That said a global

recession, which in early 2020 seemed unlikely, is now the base case and the economies across the world are expected by some to decline by 30% or more in the second quarter in real terms.

The sub-advisor believes that securities with 5-year terms to maturity are beginning to look attractive from a risk-reward perspective in the corporate bond market. With increasing yields in the corporate bond market, the sub-advisor believes that the risk-reward in the corporate bond market is beginning to look attractive, particularly for shorter-term securities. There is still a lot of uncertainty as to the timing when normalcy can return to the daily life of the people in each of the affected countries. Additionally, the extent of damages, permanent or temporary, to the economy, and the ability of companies, large or small, to sustain a period of subdued earnings and activities, makes security selection key in this environment. The Fund is biased to increase exposure in selected high-quality, liquid, shorter-term corporate bonds.

The Fund is expected to remain partially hedged against foreign currencies subject to the sub-advisor's discretion based on its assessment of currency market conditions.

In Q3 2020, Counsel will expand its ESG (environmental, social and governance) program such that it will prohibit investments in companies that are:

- severe violators of social norms including human rights, labour rights, the environment, and corruption based on Principles of the U.N. Global Compact and the OECD Guidelines for Multinational Enterprises.
- primarily (50% or greater) in the business of manufacturing and distributing tobacco products
- deriving at least 30% of their revenue from coal mining or generating power where the output is derived at least 30% from the use of coal
- manufacturing banned or controversial weapons that can have a disproportionate and indiscriminate impact on civilian population.

The Fund's holdings are not expected to be materially impacted by the prohibitions.

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, 2020, Top Funds owned 100% of the Fund's NAV. As of March 31, 2020, 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. On December 10, 2018, this series was terminated.

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, management fees directly payable by investors or income taxes payable by any investor that would have reduced returns. Returns for each series primarily differ because fees and expenses vary for each series. Please refer to *Series Information* for further information. The past performance of the Fund is not necessarily an indication of how it will perform in the future.

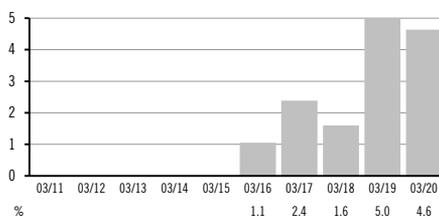
If you hold this Fund outside of a registered plan, income and capital gains distributions paid to you increase your income for tax purposes, whether paid in cash or reinvested in additional securities. The amount of reinvested taxable distributions is added to the adjusted cost base of the securities 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 0



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, 2020. 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 ²
Series O	4.64	3.56	n/a	n/a	2.91
FTSETMX Canada Universe Bond Index	4.46	3.68	n/a	n/a	3.31

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, 2020

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
Province of Ontario 2.05% 06-02-2030	5.4
Province of Quebec 2.75% 09-01-2028	4.8
Government of Canada 2.75% 12-01-2048	4.5
Government of Canada 1.50% 09-01-2024	3.7
Province of Ontario 2.90% 06-02-2049	3.2
Government of Canada 1.25% 06-01-2030	3.0
Province of Ontario 2.70% 06-02-2029	3.0
Province of Ontario 2.65% 12-02-2050	2.6
United States Treasury 1.75% 06-30-2024	2.6
United States Treasury 2.38% 05-15-2029	2.2
Government of Canada 1.25% 03-01-2025	2.1
Province of Quebec 3.50% 12-01-2048	1.9
United States Treasury 0.75% 07-15-2028 Inflation Indexed	1.7
United States Treasury 0.50% 04-15-2024 Inflation Indexed	1.6
Royal Bank of Canada 2.95% 05-01-2023	1.6
United States Treasury 1.00% 02-15-2049 Inflation Indexed	1.3
Government of Canada 1.25% 12-01-2047 Real Return	1.3
Canadian Imperial Bank of Commerce 2.97% 07-11-2023	1.2
The Toronto-Dominion Bank 1.91% 07-18-2023 DPNT	1.1
National Bank of Canada 2.55% 07-12-2024	1.1
Canada Housing Trust No. 1 1.80% 12-15-2024	0.9
Bank of Montreal 2.27% 07-11-2022 DPNT	0.9
CARDS II Trust 2.16% 10-15-2020	0.9
Fortified Trust 2.34% 01-23-2023	0.7
The Bank of Nova Scotia 2.36% 11-08-2022	0.7
	54.0

Top 25 Short Holdings

Holdings	% of net asset value
EUX Euro-BTP Future*	-
	-

* Notional principal values represent 1.5% of NAV.

Summary of Composition of the Portfolio

	% of net asset value
EFFECTIVE ASSET TYPE	
Corporate Bonds	48.3
Provincial Bonds	23.9
Federal Bonds	16.0
Foreign Government Bonds	8.4
Mortgage Backed	0.3
Municipal Bonds	0.2
Cash and cash equivalents	0.4
Other	2.5
Total	100.0

EFFECTIVE REGIONAL ALLOCATION	
Canada	83.8
United States	14.7
United Kingdom	1.1
Pacific ex Japan	1.1
Europe ex U.K.	(1.1)
Cash and cash equivalents	0.4
	100.0

FIXED INCOME BY CREDIT RATING	
AAA	16.7
AA	21.6
A	29.5
BBB	21.2
Unrated	10.6
	99.6

CURRENCY EXPOSURE	
Canadian dollars	93.6
United States dollars	6.4
	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 years (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				
	Mar. 31				
	2020	2019	2018	2017	2016
² Net assets, beginning of period	10.24	10.01	10.11	10.09	10.00
Increase (decrease) from operations:					
Total revenue	0.21	0.27	0.28	0.24	0.03
Total expenses	-	-	-	-	-
Realized gains (losses) for the period	0.25	0.02	(0.03)	(0.04)	-
Unrealized gains (losses) for the period	(0.01)	0.21	(0.08)	0.06	0.09
³ Total increase (decrease) from operations	0.45	0.50	0.17	0.26	0.12
Distributions:					
From income (excluding Canadian dividends)	(0.23)	(0.27)	(0.26)	(0.22)	(0.01)
From Canadian dividends	-	-	-	-	-
From capital gains	(0.09)	-	-	-	-
Return of capital	-	-	-	-	-
⁴ Total annual distributions	(0.32)	(0.27)	(0.26)	(0.22)	(0.01)
² Net assets at period end	10.38	10.24	10.01	10.11	10.09

Ratios and Supplemental Data

Series O	12 mo				
	Mar. 31				
	2020	2019	2018	2017	2016
² Total net asset value (pricing NAV) (\$000's)	288,148	283,766	275,012	32,999	5,033
Number of securities outstanding (000's)	27,760	27,725	27,464	3,263	499
⁵ Management expense ratio (%)	-	-	-	-	-
⁵ Management expense ratio before waivers or absorptions (%)	-	-	-	-	-
⁶ Trading expense ratio (%)	-	-	-	-	0.25
⁷ Portfolio turnover rate (%)	-	102.20	125.54	216.61	34.81

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 financial statements prepared in accordance with IFRS.

² The net assets presented here and in the financial statements and this table may differ from the NAV.

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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