

COUNSEL | PORTFOLIO SERVICES

Counsel Canadian Growth

INTERIM UNAUDITED FINANCIAL STATEMENTS

For the period ended September 30, 2018

Counsel Portfolio Services Inc., the Manager of the Fund, appoints independent auditors to audit the Fund's Annual Financial Statements. Under Canadian securities laws (National Instrument 81-106), if an auditor has not reviewed the Interim Financial Statements, this must be disclosed in an accompanying notice. The Fund's independent auditors have not performed a review of these Interim Financial Statements in accordance with standards established by the Chartered Professional Accountants of Canada.

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	141,915	132,973
Cash and cash equivalents	1,412	4,999
Accrued interest receivable	-	-
Dividends receivable	171	175
Accounts receivable for investments sold	932	1,459
Accounts receivable for securities issued	81	148
Accounts receivable from the Manager	1	1
Margin on derivative contracts	-	-
Derivative assets	9	32
Other assets	-	-
	144,521	139,787
Non-current assets:		
Taxes recoverable	218	218
Other assets	-	-
	218	218
Total assets	144,739	140,005
Liabilities		
Current liabilities:		
Bank indebtedness	-	-
Accounts payable for investments purchased	625	2,999
Accounts payable for securities redeemed	110	40
Distributions payable	-	-
Accrued expenses and miscellaneous payables	2	2
Dividends payable on investments sold short	-	-
Derivative liabilities	5	11
Taxes payable	-	-
Other liabilities	-	-
Total liabilities	742	3,052
Net assets attributable to securityholders	143,997	136,953

	Net assets attributable to securityholders			
	per security		per series	
	Sept. 30 2018	Mar. 31 2018	Sept. 30 2018	Mar. 31 2018
Series A	14.82	13.81	8,360	8,411
Series F	15.19	14.15	3,113	1,634
Series I	15.35	14.36	382	526
Series O	15.40	14.39	123,273	118,213
Series Private Wealth	15.36	14.37	8,869	8,169
			143,997	136,953

STATEMENTS OF COMPREHENSIVE INCOME

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

	2018	2017
Income:		
Dividends	1,364	1,211
Interest and other income	15	2
Net realized gain (loss)	4,875	1,968
Net unrealized gain (loss)	5,689	905
Income (loss) from derivatives	-	-
Income (loss) from short selling	-	-
Securities lending income	14	11
Trust income	5	-
Total income	11,962	4,097
Expenses:		
Management fees	103	122
Management fee rebates	-	-
Administration fees	21	16
Commissions and other portfolio transaction costs	146	168
Independent Review Committee costs	-	-
Interest and other charges	-	-
Expenses before amounts absorbed by Manager	270	306
Expenses absorbed by Manager	-	-
Net expenses	270	306
Increase (decrease) in net assets attributable to securityholders		
from operations before tax	11,692	3,791
Foreign withholding tax expense (recovery)	3	3
Foreign income tax expense (recovery)	-	-
Income tax expense (recovery)	-	-
Increase (decrease) in net assets attributable to securityholders		
from operations	11,689	3,788

	Increase (decrease) in net assets attributable to securityholders from operations			
	per security		per series	
	2018	2017	2018	2017
Series A	1.01	0.29	602	207
Series F	1.11	0.38	124	55
Series I	1.22	0.47	33	17
Series O	1.24	0.48	10,242	3,509
Series Private Wealth	1.22	0.48	688	-
			11,689	3,788

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	136,953	115,170	8,411	11,149	1,634	1,826	526	505
Increase (decrease) in net assets attributable to securityholders resulting from:								
Operations	11,689	3,788	602	207	124	55	33	17
Distributions:								
Income	(1,810)	-	-	-	(15)	-	(6)	-
Capital gains	(213)	-	-	-	-	-	-	-
Return of capital	-	-	-	-	-	-	-	-
Management fee rebates	-	-	-	-	-	-	-	-
Total distributions	(2,023)	-	-	-	(15)	-	(6)	-
Security transactions:								
Proceeds from sale of securities	8,173	8,482	282	149	1,750	386	8	31
Proceeds from securities issued on merger	-	-	1	-	39	-	1	-
Reinvested from distributions	2,016	-	-	-	9	-	5	-
Payment on redemption of securities	(12,811)	(6,418)	(936)	(1,910)	(428)	(207)	(185)	(35)
Total security transactions	(2,622)	2,064	(653)	(1,761)	1,370	179	(171)	(4)
Increase (decrease) in assets attributable to securityholders	7,044	5,852	(51)	(1,554)	1,479	234	(144)	13
Net assets attributable to securityholders, end of period	143,997	121,022	8,360	9,595	3,113	2,060	382	518
Increase (decrease) in securities (in thousands):								
Securities outstanding, beginning of period			609.2	807.5	115.5	128.9	36.6	35.2
Add (deduct):								
Securities sold			19.2	10.8	114.6	27.3	0.6	2.1
Securities issued on merger			-	-	2.6	-	-	-
Reinvested from distributions			-	-	0.6	-	0.4	-
Securities redeemed			(64.4)	(138.0)	(28.4)	(14.5)	(12.7)	(2.4)
Securities outstanding, end of period			564.0	680.3	204.9	141.7	24.9	34.9

	SERIES O		SERIES PRIVATE WEALTH	
	2018	2017	2018	2017
Net assets attributable to securityholders, beginning of period	118,213	101,689	8,169	1
Increase (decrease) in net assets attributable to securityholders resulting from:				
Operations	10,242	3,509	688	-
Distributions:				
Income	(1,657)	-	(132)	-
Capital gains	(213)	-	-	-
Return of capital	-	-	-	-
Management fee rebates	-	-	-	-
Total distributions	(1,870)	-	(132)	-
Security transactions:				
Proceeds from sale of securities	4,686	7,916	1,447	-
Proceeds from securities issued on merger	(42)	-	1	-
Reinvested from distributions	1,870	-	132	-
Payment on redemption of securities	(9,826)	(4,266)	(1,436)	-
Total security transactions	(3,312)	3,650	144	-
Increase (decrease) in assets attributable to securityholders	5,060	7,159	700	-
Net assets attributable to securityholders, end of period	123,273	108,848	8,869	1
Increase (decrease) in securities (in thousands):				
Securities outstanding, beginning of period	8,213.5	7,059.1	568.6	0.1
Add (deduct):				
Securities sold	306.6	543.0	95.1	-
Securities issued on merger	(2.8)	-	-	-
Reinvested from distributions	122.4	-	8.7	-
Securities redeemed	(635.7)	(294.2)	(95.0)	-
Securities outstanding, end of period	8,004.0	7,307.9	577.4	0.1

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	11,689	3,788
Less non-cash impact of:		
Net realized loss (gain) on investments	(4,875)	(1,968)
Change in net unrealized loss (gain) on investments	(5,689)	(905)
Distributions received from Underlying Funds	-	-
Adjustments for:		
Proceeds from sale and maturity of investments	72,020	67,418
Purchases of investments	(72,237)	(72,391)
(Increase) decrease in accounts receivable and other assets	7	(34)
Increase (decrease) in accounts payable and other liabilities	6	62
Net cash provided by (used in) operating activities	921	(4,030)
Cash flows from financing activities:		
Proceeds from securities issued	8,240	8,430
Proceeds from securities issued on merger	-	-
Payments on redemption of securities	(12,741)	(6,372)
Distributions paid net of reinvestments	(7)	-
Net cash provided by (used in) financing activities	(4,508)	2,058
Increase (decrease) in cash and cash equivalents	(3,587)	(1,972)
Cash and cash equivalents at beginning of period	4,999	3,242
Effect of exchange rate fluctuations on cash and cash equivalents	-	(1)
Cash and cash equivalents, end of period	1,412	1,269
Cash	1,412	1,269
Cash equivalents	-	-
Bank indebtedness	-	-
	1,412	1,269

Supplementary disclosures on cash flow from operating activities:

Dividends received net of withholding taxes	1,365	1,284
Interest received net of withholding taxes	15	2
Interest paid	-	-
Income taxes paid (recovered)	-	-

SCHEDULE OF INVESTMENTS

as at September 30, 2018 (unaudited)

	Country	Sector	No. of Units/ Shares	Average Cost (\$ 000)	Fair Value (\$ 000)
EQUITIES					
Abbott Laboratories	United States	Health Care	6,986	523	662
Agnico-Eagle Mines Ltd.	Canada	Materials	33,819	1,828	1,492
Air Canada	Canada	Industrials	75,800	1,193	2,092
Alimentation Couche-Tard Inc. Class B Sub. voting	Canada	Consumer Staples	35,432	2,237	2,289
Alphabet Inc. Class A	United States	Information Technology	430	693	671
Amazon.com Inc.	United States	Consumer Discretionary	287	311	743
ARC Resources Ltd.	Canada	Energy	39,478	693	568
ATS Automation Tooling Systems Inc.	Canada	Industrials	58,559	1,020	1,407
Bank of Montreal	Canada	Financials	57,492	5,710	6,125
The Bank of Nova Scotia	Canada	Financials	18,000	1,363	1,386
Bausch Health Cos Inc.	United States	Health Care	108,007	2,566	3,583
Bombardier Inc. Class B Sub. voting	Canada	Industrials	766,903	2,405	3,528
Brookfield Asset Management Inc. Class A limited voting	Canada	Financials	81,720	3,802	4,698
Brookfield Business Partners LP	Canada	Industrials	14,212	519	841
Brookfield Infrastructure Partners LP	Canada	Utilities	41,341	2,151	2,132
Brookfield Property Partners LP	United States	Real Estate	41,100	1,077	1,110
BRP Inc.	Canada	Consumer Discretionary	30,044	1,445	1,820
Canadian Apartment Properties Real Estate Investment Trust	Canada	Real Estate	70,219	2,945	3,349
Canadian National Railway Co.	Canada	Industrials	17,761	1,375	2,058
Canadian Natural Resources Ltd.	Canada	Energy	92,107	3,871	3,887
Canadian Pacific Railway Ltd.	Canada	Industrials	16,093	3,801	4,397
CGI Group Inc. Class A Sub. voting	Canada	Information Technology	23,541	1,539	1,960
Champion Iron Ltd.	Australia	Materials	229,290	261	279
Cobalt 27 Capital Corp.	Canada	Materials	38,949	356	250
Colliers International Group Inc.	Canada	Real Estate	11,484	887	1,149
Constellation Software Inc.	Canada	Information Technology	3,063	2,555	2,909
Cott Corp.	Canada	Consumer Staples	40,218	863	839
Drone Delivery Canada Corp.	Canada	Industrials	93,018	156	135
Empire Co. Ltd. Class A non-voting	Canada	Consumer Staples	85,597	2,023	2,015
Enbridge Inc.	Canada	Energy	62,649	2,765	2,611
EnCana Corp.	Canada	Energy	139,150	1,973	2,356
Endeavour Mining Corp.	Monaco	Materials	36,556	855	737
First Quantum Minerals Ltd.	Zambia	Materials	36,848	711	542
FirstService Corp.	Canada	Real Estate	12,154	730	1,326
Great Canadian Gaming Corp.	Canada	Consumer Discretionary	49,497	1,367	2,292
Horizon S&P/TSX 60 Index ETF	Canada	Exchange Traded Funds	22,000	752	747
Husky Energy Inc.	Canada	Energy	90,510	1,967	2,053
Intact Financial Corp.	Canada	Financials	12,600	1,351	1,353
Intuitive Surgical Inc.	United States	Health Care	1,005	410	745
Kinaxis Inc.	Canada	Information Technology	15,163	1,171	1,473
Kirkland Lake Gold Ltd.	Canada	Materials	27,377	474	670
Mastercard Inc. Class A	United States	Information Technology	2,584	428	743
MEG Energy Corp.	Canada	Energy	64,576	603	519
Methanex Corp.	Canada	Materials	28,769	2,466	2,933
Micron Technology Inc.	United States	Information Technology	5,760	374	337
Microsoft Corp.	United States	Information Technology	5,072	581	750
Morneau Shepell Inc.	Canada	Industrials	9,647	257	261
Neo Performance Materials Inc.	Canada	Materials	26,030	454	469
Nutrien Ltd.	Canada	Materials	16,645	1,058	1,241
NuVista Energy Ltd.	Canada	Energy	91,963	651	690
Open Text Corp.	Canada	Information Technology	51,848	2,667	2,548
Pan American Silver Corp.	Canada	Materials	2	-	-
Parkland Fuel Corp.	Canada	Energy	149,254	5,073	6,479
Pembina Pipeline Corp.	Canada	Energy	86,779	3,108	3,809
Ritchie Bros. Auctioneers Inc.	Canada	Industrials	65,434	3,297	3,050
Royal Bank of Canada	Canada	Financials	84,134	6,913	8,711
Salesforce.com Inc.	United States	Information Technology	3,158	442	649
Spin Master Corp.	Canada	Consumer Discretionary	46,831	1,957	2,399
The Stars Group Inc.	Canada	Consumer Discretionary	17,666	837	567
Sun Life Financial Inc.	Canada	Financials	53,681	2,750	2,757
Suncor Energy Inc.	Canada	Energy	69,179	2,949	3,458
Synopsys Inc.	United States	Information Technology	5,185	571	661
Teck Resources Ltd. Class B	Canada	Materials	38,765	1,330	1,207
TELUS Corp.	Canada	Telecommunication Services	66,988	3,109	3,189
TFI International Inc.	Canada	Industrials	67,204	3,229	3,151
Thomson Reuters Corp.	Canada	Financials	19,800	1,161	1,167
The Toronto-Dominion Bank	Canada	Financials	112,130	6,827	8,801

SCHEDULE OF INVESTMENTS (continued)

as at September 30, 2018 (unaudited)

	Country	Sector	No. of Units/ Shares	Average Cost (\$ 000)	Fair Value (\$ 000)
EQUITIES (continued)					
Vermilion Energy Inc.	Canada	Energy	44,179	1,978	1,880
Waste Connections Inc.	Canada	Industrials	33,765	2,210	3,476
XPO Logistics Inc.	United States	Industrials	4,976	549	734
				122,523	141,915
COMMISSIONS AND OTHER PORTFOLIO TRANSACTION COSTS				(128)	-
TOTAL INVESTMENTS				122,395	141,915
Net Assets					
Total investments					141,915
Cash and cash equivalents					1,412
Derivative assets (see schedule of derivative instruments)					9
Derivative liabilities (see schedule of derivative instruments)					(5)
Other net assets (liabilities)					666
					143,997

Schedule of Asset Composition

at September 30, 2018

at March 31, 2018

	% of net assets		% of net assets
BY ASSET TYPE			
Equities	98.0	Equities	96.5
Exchange Traded Funds	0.5	Exchange Traded Funds	0.6
Cash and cash equivalents	1.0	Cash and cash equivalents	3.7
Other	0.5	Other	(0.8)
Total	100.0	Total	100.0
BY COUNTRY			
Canada	90.0	Canada	84.7
United States	7.9	United States	8.3
Monaco	0.5	Zambia	2.7
Zambia	0.4	Monaco	0.6
Australia	0.2	Cash and cash equivalents	3.7
Cash and cash equivalents	1.0		100.0
Total	100.0	BY SECTOR	
BY SECTOR			
Financials	24.5	Financials	22.5
Energy	19.8	Industrials	18.7
Industrials	17.5	Materials	15.0
Information Technology	8.8	Energy	13.8
Materials	6.8	Information Technology	9.4
Consumer Discretionary	5.4	Consumer Discretionary	8.2
Real Estate	4.8	Health Care	2.5
Consumer Staples	3.6	Telecommunication Services	2.4
Health Care	3.5	Real Estate	1.8
Telecommunication Services	2.2	Utilities	1.7
Utilities	1.5	Consumer Staples	1.1
Cash and cash equivalents	1.0	Cash and cash equivalents	3.7
Other	0.6	Other	(0.8)
Total	100.0		100.0

Schedule of Derivative Instruments

as at September 30, 2018 (unaudited)

Schedule of Options on Equities

Underlying security	No. of options	No. of shares	Option type	Strike price	Expiration date	Premium paid (CAD\$ 000)	Fair value (CAD\$ 000)
iShares S&P/TSX 60 Index ETF	637	63,700	Put	21.75 CAD	10-19-2018	4	1
iShares S&P/TSX 60 Index ETF	1,274	127,400	Put	23.25 CAD	10-19-2018	21	8
						25	9

Schedule of Liability for Options Written

Underlying security	No. of options	No. of shares	Option type	Strike price	Expiration date	Premium received (CAD\$ 000)	Fair value (CAD\$ 000)
iShares S&P/TSX 60 Index ETF	1,911	191,100	Put	22.50 CAD	10-19-2018	(15)	(5)

TOTAL DERIVATIVE ASSETS

9

TOTAL DERIVATIVE LIABILITIES

(5)

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 0, 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.counsellservices.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 ^a (%)	Administration Fee ^b (%)
Series A ¹	January 7, 2009	1,000	1.90	0.25
Series F ^{2,3,4}	January 7, 2009	1,000	0.95	0.15
Series I ^{2,4,5,8}	January 7, 2009	1,000	-	0.15
Series O ^{4,6}	January 7, 2009	-	-	-
Series Private Wealth ^{4,7}	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 On September 4, 2018, the management fee was reduced from 1.13% to 0.95%. Prior to October 27, 2017, this series was called Series D.

⁴ Securities of this series are not subject to sales charges or redemption charges.

⁵ The management fee for this series is 1.13% and is payable directly to Counsel generally through the monthly redemption of securities. On September 4, 2018, the management fee was reduced from 1.13% to 0.95%.

⁶ 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.

⁷ 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.

⁸ Counsel may, at its discretion, waive or lower the management fee (either directly or indirectly) and/or administration fee payable by investors.

(b) Investment Objectives and Strategies

The Fund invests primarily in Canadian equity securities to achieve long-term capital growth and provide a reasonable rate of return. The Fund may invest up to 30% of its assets in foreign securities.

(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.

Currency	September 30, 2018			
	Investments	Cash and cash equivalents	Derivative instruments	Net exposure
Australian dollars	279	-	-	279
Euro	737	-	-	737
United States dollars	11,388	64	-	11,452
Zambian kwacha	542	-	-	542
Total	12,946	64	-	13,010
As percent of net assets (%)				9.0

Currency	March 31, 2018			
	Investments	Cash and cash equivalents	Derivative instruments	Net exposure
Euro	844	-	-	844
United States dollars	11,366	59	-	11,425
Zambian kwacha	3,653	-	-	3,653
Total	15,863	59	-	15,922
As percent of net assets (%)				11.6

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 \$651 or 0.5% of total net assets (March 31, 2018 – \$796 or 0.6% 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 \$14,191 or 9.9% of total net assets (March 31, 2018 – \$13,297 or 9.7% 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 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	141,915	-	-	141,915
Cash equivalents	-	-	-	-
Derivative assets	-	9	-	9
Derivative liabilities	-	(5)	-	(5)
Total	141,915	4	-	141,919

as at March 31, 2018	Level 1	Level 2	Level 3	Total
Fixed income	-	-	-	-
Equities	132,973	-	-	132,973
Cash equivalents	-	-	-	-
Derivative assets	32	-	-	32
Derivative liabilities	(11)	-	-	(11)
Total	132,994	-	-	132,994

There were no significant transfers between Level 1 and Level 2.

(f) Commissions

The brokerage commissions paid to certain dealers included an investment of \$87 (2017 – \$75) that was available for payment to third party vendors for the provision of investment decision making services. This amount represented 59.6% (2017 – 44.6%) 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	9,617	10,106
March 31, 2018	5,716	5,951

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	18	15	100.0	100.0
Securities Lending Agent fees	(4)	(4)	(22.2)	(26.7)
Securities Lending Income to the Fund before Withholdings Taxes	14	11	77.8	73.3
Withholding Taxes	-	-	-	-
Securities Lending Income	14	11	77.8	73.3

(h) Merger

Effective the close of business on September 7, 2018, the Fund merged with Counsel Canadian Growth Class (the "Terminating Fund"), a mutual fund managed by Counsel. The merger was approved by the Counsel Funds' Independent Review Committee. The merger was affected by transferring the net assets (primarily Series O securities of the Fund) of the Terminating Fund in exchange for securities of the Fund at fair market value. Counsel paid the expenses incurred to affect the merger.

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