

COUNSEL | PORTFOLIO SERVICES

Counsel Global Trend Strategy

ANNUAL FINANCIAL STATEMENTS

For the year ended March 31, 2018

COUNSEL | PORTFOLIO SERVICES

Management's *Responsibility for Financial Reporting*

To the securityholders of:

Counsel All Equity Portfolio	Counsel Conservative Portfolio Class	Counsel Income Portfolio
Counsel All Equity Portfolio Class	Counsel Defensive Global Equity	Counsel International Growth
Counsel Balanced Growth Portfolio	Counsel Fixed Income	Counsel International Value
Counsel Balanced Portfolio	Counsel Global Dividend	Counsel Money Market
Counsel Balanced Portfolio Class	Counsel Global Fixed Income	Counsel Monthly Income Portfolio
Counsel Canadian Core Fixed Income	Counsel Global Low Volatility Equity	Counsel North American High Yield Bond
Counsel Canadian Dividend	Counsel Global Real Estate	Counsel Retirement Accumulation Portfolio
Counsel Canadian Dividend Class	Counsel Global Small Cap	Counsel Retirement Foundation Portfolio
Counsel Canadian Growth	Counsel Global Trend Strategy	Counsel Retirement Income Portfolio
Counsel Canadian Growth Class	Counsel Growth Portfolio	Counsel Retirement Preservation Portfolio
Counsel Canadian Value	Counsel Growth Portfolio Class	Counsel Short Term Bond
Counsel Canadian Value Class	Counsel High Income Portfolio	Counsel U.S. Growth
Counsel Conservative Portfolio	Counsel High Yield Fixed Income	Counsel U.S. Value

(collectively, “the Funds”)

The accompanying financial statements have been prepared by Counsel Portfolio Services Inc. (“Counsel”), as manager of the Funds. The statements have been approved by the Board of Directors of Counsel (the “Board”). Management is responsible for the information and representations contained in these financial statements.

Counsel maintains internal controls over the financial reporting process to ensure that relevant and reliable financial information is provided. The financial statements have been prepared in accordance with International Financial Reporting Standards and include certain amounts that are based on estimates and judgments. The significant accounting policies, which management believes are appropriate for the Funds, are described in note 3 to the financial statements.

The Board is responsible for reviewing and approving the financial statements and overseeing the Manager’s performance of its financial reporting responsibilities. The Board is assisted in discharging this responsibility by an Audit Committee, which reviews the financial statements and recommends them for approval by the Board. The Audit Committee also meets regularly with the Manager, internal auditors and external auditors to discuss internal controls over the financial reporting process, auditing matters and financial reporting issues.

Deloitte LLP are the external auditors of the Funds. They are appointed by the Board. The external auditors have audited the financial statements in accordance with generally accepted auditing standards to enable them to express to securityholders their opinion on the financial statements.



Chris Reynolds
Director



Frank Gawlina
Chief Financial Officer

June 7, 2018

Independent Auditor's Report

To the Securityholders of

Counsel All Equity Portfolio	Counsel Conservative Portfolio Class	Counsel Income Portfolio
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Counsel Conservative Portfolio	Counsel High Yield Fixed Income	Counsel U.S. Value

(collectively "the Funds")

We have audited the accompanying financial statements of the Funds, which comprise the statements of financial position, statements of comprehensive income, statements of changes in financial position and statements of cash flows as at and for the periods indicated in note 1, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Funds' preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Funds' internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of each of the Funds, their financial performance and their cash flows as at and for the periods indicated in note 1 in accordance with International Financial Reporting Standards.

/s/ Deloitte LLP

Chartered Professional Accountants
Licensed Public Accountants
Toronto, Ontario
June 7, 2018

STATEMENTS OF FINANCIAL POSITION

at March 31, 2018 with comparative figures at March 31, 2017
(in \$ 000 except per security amounts)

	Mar. 31 2018	Mar. 31 2017
Assets		
Current assets:		
Investments at fair value	314,309	262,390
Cash and cash equivalents	71,651	60,171
Accrued interest receivable	-	-
Dividends receivable	-	-
Accounts receivable for investments sold	8,546	576
Accounts receivable for securities issued	407	290
Accounts receivable from the Manager	-	-
Margin with broker	9,703	7,456
Derivative assets	4,333	3,744
Other assets	-	-
	408,949	334,627
Non-current assets:		
Taxes recoverable	-	-
Other assets	-	-
	-	-
Total assets	408,949	334,627
Liabilities		
Current liabilities:		
Bank indebtedness	-	-
Accounts payable for investments purchased	8,834	642
Accounts payable for securities redeemed	246	600
Distributions payable	-	-
Accrued expenses and miscellaneous payables	5	-
Dividends payable on investments sold short	-	-
Derivative liabilities	6,317	1,129
Taxes payable	-	-
Other liabilities	1	-
Total liabilities	15,403	2,371
Net assets attributable to securityholders	393,546	332,256

STATEMENTS OF COMPREHENSIVE INCOME

for the periods ended March 31
(in \$ 000 except per security amounts)

	2018	2017
Income:		
Dividends	5,297	2,892
Interest and other income	3,247	2,714
Net realized gain (loss)	12,513	645
Net unrealized gain (loss)	8,863	12,169
Income (loss) from derivatives	(2,571)	2,212
Income (loss) from short selling	-	-
Securities lending income	-	-
Trust income	-	-
Total income	27,349	20,632
Expenses:		
Management fees	589	761
Management fee rebates	(2)	-
Administration fees	206	199
Commissions and other portfolio transaction costs	158	241
Independent Review Committee costs	2	2
Interest and other charges	32	-
Expenses before amounts absorbed by Manager	985	1,203
Expenses absorbed by Manager	-	-
Net expenses	985	1,203
Increase (decrease) in net assets attributable to securityholders		
from operations before tax	26,364	19,429
Foreign withholding tax expense (recovery)	743	332
Foreign income tax expense (recovery)	-	-
Income tax expense (recovery)	-	-
Increase (decrease) in net assets attributable to securityholders		
from operations	25,621	19,097

	Net assets attributable to securityholders			
	per security		per series	
	Mar. 31 2018	Mar. 31 2017	Mar. 31 2018	Mar. 31 2017
Series A	11.28	10.92	16,761	20,466
Series E	11.46	11.10	19,785	14,083
Series F	11.51	11.17	3,447	972
Series I	11.50	11.15	271,731	229,790
Series O	11.51	11.16	81,822	66,945
			393,546	332,256

	Increase (decrease) in net assets attributable to securityholders from operations			
	per security		per series	
	2018	2017	2018	2017
Series A	0.58	0.38	979	885
Series E	n/a	(0.04)	n/a	(12)
Series F	0.74	0.52	986	651
Series I	0.87	0.67	122	72
Series O	0.89	0.68	18,079	13,910
Series Private Wealth	0.87	0.66	5,455	3,591
			25,621	19,097

STATEMENTS OF CHANGES IN FINANCIAL POSITION

for the periods ended March 31 (in \$ 000 except when stated)

	TOTAL		SERIES A		SERIES E		SERIES F	
	2018	2017	2018	2017	2018	2017	2018	2017
Net assets attributable to securityholders, beginning of period	332,256	292,548	20,466	15,524	-	14,690	14,083	10,321
Increase (decrease) in net assets attributable to securityholders resulting from:								
Operations	25,621	19,097	979	885	-	(12)	986	651
Distributions:								
Income	(6,563)	(3,399)	(151)	-	-	-	(230)	(40)
Capital gains	(9,333)	(1,914)	(214)	-	-	-	(328)	(23)
Return of capital	-	-	-	-	-	-	-	-
Management fee rebates	(2)	-	-	-	-	-	(2)	-
Total distributions	(15,898)	(5,313)	(365)	-	-	-	(560)	(63)
Security transactions:								
Proceeds from sale of securities	76,263	75,342	1,808	14,782	-	1,988	11,120	9,533
Proceeds from securities issued on merger	-	-	-	-	-	-	-	-
Reinvested from distributions	15,849	5,302	359	-	-	-	537	57
Payment on redemption of securities	(40,545)	(54,720)	(6,486)	(10,725)	-	(16,666)	(6,381)	(6,416)
Total security transactions	51,567	25,924	(4,319)	4,057	-	(14,678)	5,276	3,174
Increase (decrease) in assets attributable to securityholders	61,290	39,708	(3,705)	4,942	-	(14,690)	5,702	3,762
Net assets attributable to securityholders, end of period	393,546	332,256	16,761	20,466	-	-	19,785	14,083
Increase (decrease) in securities (in thousands):								
Securities outstanding, beginning of period			1,873.3	1,473.9	-	1,391.0	1,268.2	971.5
Add (deduct):								
Securities sold			158.7	1,406.2	-	187.7	961.1	886.1
Securities issued on merger			-	-	-	-	-	-
Reinvested from distributions			31.7	-	-	-	46.7	5.2
Securities redeemed			(576.9)	(1,006.8)	-	(1,578.7)	(548.8)	(594.6)
Securities outstanding, end of period			1,486.8	1,873.3	-	-	1,727.2	1,268.2

	SERIES I		SERIES O		SERIES PRIVATE WEALTH	
	2018	2017	2018	2017	2018	2017
Net assets attributable to securityholders, beginning of period	972	1,630	229,790	205,638	66,945	44,745
Increase (decrease) in net assets attributable to securityholders resulting from:						
Operations	122	72	18,079	13,910	5,455	3,591
Distributions:						
Income	(52)	(10)	(4,712)	(2,691)	(1,418)	(658)
Capital gains	(73)	(6)	(6,702)	(1,515)	(2,016)	(370)
Return of capital	-	-	-	-	-	-
Management fee rebates	-	-	-	-	-	-
Total distributions	(125)	(16)	(11,414)	(4,206)	(3,434)	(1,028)
Security transactions:						
Proceeds from sale of securities	2,713	1,119	41,677	22,344	18,945	25,576
Proceeds from securities issued on merger	-	-	-	-	-	-
Reinvested from distributions	124	16	11,414	4,205	3,415	1,024
Payment on redemption of securities	(359)	(1,849)	(17,815)	(12,101)	(9,504)	(6,963)
Total security transactions	2,478	(714)	35,276	14,448	12,856	19,637
Increase (decrease) in assets attributable to securityholders	2,475	(658)	41,941	24,152	14,877	22,200
Net assets attributable to securityholders, end of period	3,447	972	271,731	229,790	81,822	66,945
Increase (decrease) in securities (in thousands):						
Securities outstanding, beginning of period	87.1	152.5	20,604.3	19,261.7	5,996.3	4,186.8
Add (deduct):						
Securities sold	232.4	104.1	3,569.2	2,067.6	1,631.1	2,358.4
Securities issued on merger	-	-	-	-	-	-
Reinvested from distributions	10.8	1.5	993.1	387.0	296.7	94.1
Securities redeemed	(30.8)	(171.0)	(1,535.0)	(1,112.0)	(816.4)	(643.0)
Securities outstanding, end of period	299.5	87.1	23,631.6	20,604.3	7,107.7	5,996.3

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

STATEMENTS OF CASH FLOWS

for the periods ended March 31 (in \$ 000)

	2018	2017
Cash flows from operating activities		
Increase (decrease) in net assets attributable to securityholders from operations	25,621	19,097
Less non-cash impact of:		
Net realized loss (gain) on investments	(12,513)	(645)
Change in net unrealized loss (gain) on investments	(8,863)	(12,169)
Distributions received from Underlying Funds	-	-
Adjustments for:		
Proceeds from sale and maturity of investments	251,959	532,483
Purchases of investments	(278,050)	(522,579)
(Increase) decrease in accounts receivable and other assets	(2,557)	(2,020)
Increase (decrease) in accounts payable and other liabilities	6	-
Net cash provided by (used in) operating activities	(24,397)	14,167
Cash flows from financing activities:		
Proceeds from securities issued	76,146	63,571
Proceeds from securities issued on merger	-	-
Payments on redemption of securities	(40,899)	(42,503)
Distributions paid net of reinvestments	(49)	(11)
Net cash provided by (used in) financing activities	35,198	21,057
Increase (decrease) in cash and cash equivalents	10,801	35,224
Cash and cash equivalents at beginning of period	60,171	24,719
Effect of exchange rate fluctuations on cash and cash equivalents	679	228
Cash and cash equivalents, end of period	71,651	60,171
Cash	71,651	60,171
Cash equivalents	-	-
Bank indebtedness	-	-
	71,651	60,171

Supplementary disclosures on cash flow from operating activities:

Dividends received net of withholding taxes	4,554	2,560
Interest received net of withholding taxes	3,247	2,714
Interest paid	32	-
Income taxes paid (recovered)	-	-

SCHEDULE OF INVESTMENTS

as at March 31, 2018

	No. of Units	Average Cost (\$'000s)	Fair Value (\$'000s)	Indirect Exposure to Financial Instrument Risks (note 8):			
				Currency Risk	Interest Rate Risk	Equity and other price risk	Credit Risk
EQUITIES							
Consumer Discretionary Select Sector SPDR Fund	148,504	17,753	19,378	✓		✓	
Global X FTSE Greece 20 ETF	339,745	4,289	4,245	✓		✓	
Health Care Select Sector SPDR Fund	183,783	18,538	19,272	✓		✓	
Industrial Select Sector SPDR Fund	201,846	17,785	19,317	✓		✓	
iShares 1-3 Year Treasury Bond ETF	470,798	50,916	50,678	✓	✓		✓
iShares China Large-Cap ETF	81,587	4,076	4,965	✓		✓	
iShares MSCI Austria ETF	203,838	4,540	6,659	✓		✓	
iShares MSCI Brazil ETF	84,708	4,127	4,898	✓		✓	
iShares MSCI Chile ETF	71,728	4,140	4,899	✓		✓	
iShares MSCI France ETF	162,400	5,504	6,569	✓		✓	
iShares MSCI Germany Index Fund ETF	113,141	4,154	4,670	✓		✓	
iShares MSCI Indonesia ETF	57,714	1,897	2,004	✓		✓	
iShares MSCI Italy ETF	161,991	5,516	6,709	✓		✓	
iShares MSCI Japan ETF	252,336	16,408	19,725	✓		✓	
iShares MSCI Malaysia ETF	110,135	4,613	5,128	✓		✓	
iShares MSCI Netherlands Investable Market Index Fund ETF	161,481	5,474	6,651	✓		✓	
iShares MSCI Peru ETF	91,902	3,598	5,040	✓		✓	
iShares MSCI Poland Exchange Traded Fund	62,807	1,699	2,031	✓		✓	
iShares MSCI South Africa ETF	53,987	3,966	4,778	✓		✓	
iShares MSCI South Korea ETF	53,440	3,967	5,194	✓		✓	
iShares MSCI Spain ETF	52,117	1,954	2,183	✓		✓	
iShares MSCI Sweden ETF	36,057	1,461	1,555	✓		✓	
iShares MSCI Switzerland ETF	77,051	3,166	3,412	✓		✓	
iShares MSCI Taiwan ETF	105,117	4,067	5,192	✓		✓	
iShares MSCI Thailand ETF	38,318	3,515	4,921	✓		✓	
iShares MSCI Turkey ETF	61,701	3,348	3,372	✓		✓	
iShares MSCI United Kingdom ETF	148,160	6,221	6,633	✓		✓	
iShares S&P/TSX Capped Financials Index Fund ETF	528,378	18,759	19,566	✓		✓	
Materials Select Sector SPDR Fund	259,404	18,179	19,028	✓		✓	
SPDR Gold Trust	24,656	3,873	3,995	✓		✓	
Technology Select Sector SPDR Fund ETF	226,752	16,705	19,110	✓		✓	
Teucrium Soybean Fund	161,194	3,982	3,956	✓		✓	
United States Copper Index Fund	139,711	3,216	3,455	✓		✓	
United States Diesel-Heating Oil Fund LP	171,510	3,519	4,229	✓		✓	
United States Gasoline Fund LP	99,774	3,565	4,152	✓		✓	
United States Oil Fund LP	249,154	3,543	4,202	✓		✓	
WisdomTree India Earnings ETF	75,129	2,163	2,538	✓		✓	
		284,196	314,309				
COMMISSIONS AND OTHER PORTFOLIO TRANSACTION COSTS		(74)	-				
TOTAL INVESTMENTS		284,122	314,309				
Net Assets							
Total investments			314,309				
Cash and cash equivalents			71,651				
Derivative assets (see schedule of derivative Instruments)			4,333				
Derivative liabilities (see schedule of derivative Instruments)			(6,317)				
Other			9,570				
			393,546				

Schedule of Asset Composition

The effective allocation shows the regional or sector exposure of the Fund calculated by including the Fund's proportionate share of its holdings in index participation units and derivatives.

at March 31, 2018

	% of net assets
BY ASSET TYPE	
North American ETFs	35.5
International ETFs	31.5
Fixed income ETFs	12.9
Swaps*	1.0
Cash and cash equivalents	18.2
Other	0.9
Total	100.0

EFFECTIVE SECTOR ALLOCATION

Government Bonds	19.6
Corporate Bonds	13.5
Financials	12.7
Materials	10.8
Industrials	8.6
Consumer Discretionary	8.4
Information technology	7.8
Health Care	6.4
Energy	5.6
Consumer Staples	2.7
Telecommunication Services	1.4
Utilities	1.3
Real Estate	1.0
Cash and cash equivalents	18.2
Other	(18.1)
	100.0

EFFECTIVE REGIONAL ALLOCATION

United States	31.2
Europe ex U.K.	20.8
Canada	9.0
Pacific ex Japan	8.9
Latin America	6.9
Japan	5.0
Cash and cash equivalents	18.2
	100.0

*Swaps have a notional value of 20.2% of the Fund's NAV.

at March 31, 2017

	% of net assets
BY ASSET TYPE	
International ETFs	35.4
North American ETFs	30.1
Fixed income ETFs	13.4
Swaps*	1.0
Cash and cash equivalents	18.1
Other	1.9
Total	100.0

EFFECTIVE SECTOR ALLOCATION

Government Bonds	19.9
Corporate Bonds	13.0
Financials	9.1
Energy	8.6
Industrials	7.3
Materials	7.0
Consumer Discretionary	6.8
Consumer Staples	6.1
Information technology	6.0
Health Care	4.7
Utilities	4.4
Real Estate	3.6
Telecommunication Services	1.7
Cash and cash equivalents	18.1
Other	(16.3)
	100.0

EFFECTIVE REGIONAL ALLOCATION

United States	30.3
Europe ex U.K.	24.3
Pacific ex Japan	8.9
Latin America	6.9
Canada	6.6
Japan	4.9
Cash and cash equivalents	18.1
	100.0

*Swaps have a notional value of 19.4% of the Fund's NAV.

Schedule of Derivative Instruments

as at March 31, 2018

Schedule of Swaps

Referenced debt	Termination date	Fixed payments	Notional value (\$ 000)	Market value (\$ 000)
Markit CDX North America High Yield Index Series 30	06-20-2023	5.00%	26,470	1,634
Markit CDX Emerging Markets Index Series 29	06-20-2023	1.00%	26,470	(459)
Markit ITRAXX Europe Crossover Series 29	06-20-2023	5.00%	26,714	2,699
				3,874

Schedule of Forward Currency Contracts

Counterparty credit rating	Settlement date	Currency to be received (000)	Contract costs (CAD\$ 000)	Currency to be delivered (000)	Current fair value (CAD\$ 000)	Unrealized gains (CAD\$ 000)	Unrealized losses (CAD\$ 000)
AA	05-08-2018	88,578 CAD	88,578	70,873 USD	91,245	-	(2,667)
AA	05-08-2018	88,656 CAD	88,656	70,873 USD	91,245	-	(2,590)
AA	05-08-2018	70,873 USD	91,846	91,846 CAD	91,245	-	(601)
						-	(5,858)

TOTAL DERIVATIVE ASSETS

4,333

TOTAL DERIVATIVE LIABILITIES

(6,317)

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

The information provided in these financial statements and notes thereto is for the year ended or as at March 31, 2018 and 2017, as applicable. 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 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 annual financial statements ("financial statements") have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). 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 June 7, 2018.

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

Financial instruments include financial assets and liabilities such as debt and equity securities, open-ended investment funds, and derivatives. The Fund classifies and measures financial instruments in accordance with IFRS 9 Financial Instruments ("IFRS 9"). 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) Investments in underlying mutual funds

The Fund accounts for its holdings in underlying mutual funds at FVTPL. Counsel has concluded that the unlisted open-ended investment funds in which the Fund invests, do not meet the definition of structured entities.

(c) 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. Mutual fund securities of an underlying fund are valued on a business day at the price calculated by the manager of such underlying fund in accordance with the constating documents of such underlying fund. 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.

(d) Income recognition

Interest income from interest bearing investments is recognized using the effective interest method. Dividends are accrued as of the ex-dividend date. Distributions from underlying mutual funds are recorded on the declaration date. Distributions of Canadian dividends are included in dividend income. Capital gains distributions from underlying funds are included in Net realized gains (losses). Other distributions are included in interest and other income. 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.

(e) 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.

(f) 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.

NOTES TO ANNUAL FINANCIAL STATEMENTS**3. SIGNIFICANT ACCOUNTING POLICIES (continued)****(g) 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.

(h) 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.

(i) 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.

(j) 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 March 31, 2018 and March 31, 2017, there were no material differences.

(k) 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.

(l) 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.

(m) Comparative figures

Certain prior period comparative amounts have been restated to conform to the current period's presentation.

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.

Structured entities

Counsel is required to make significant judgments in determining whether certain investments meet the definition to be classified as a structured entity. In making this determination Counsel has assessed the characteristics of these underlying investments and has considered the contracts or financing arrangements with these investments, the ability to influence the activities of these underlying investments or the returns it receives from investing in these entities.

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 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 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 27, 2017 and the costs of complying with any new regulatory requirements, including, without limitation, any new fees introduced after October 27, 2017.

The management fee and Administration Fee are calculated for each series of securities of the Fund as a fixed annual percentage of the daily net asset value of the series. Refer to Note 10 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.

NOTES TO ANNUAL FINANCIAL STATEMENTS**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 March 31, 2018 and 2017 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.

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), 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.

(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.

If significant, Note 10 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. If applicable and significant, Note 10 summarizes the Fund's exposure to currency risk, including indirect exposure through underlying mutual funds and ETFs.

(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. If applicable and significant, Note 10 summarizes the Fund's exposure to interest rate risk, including indirect exposure through underlying mutual funds and ETFs.

(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. If applicable and significant, Note 10 summarizes the Fund's exposure to other price risk, including indirect exposure through underlying mutual funds and 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 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.counsel-services.com or by visiting www.sedar.com.

NOTES TO ANNUAL 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 ⁹ (%)	Administration Fee ⁹ (%)
Series A ^{1,3}	May 23, 2014	1,000	2.00	0.25
Series E ^{4,5}	May 23, 2014	75,000	2.00	0.25
Series F ^{2,3,4,10}	May 23, 2014	1,000	1.05	0.15
Series I ^{2,3,4,6,9}	May 23, 2014	1,000	-	0.15
Series O ^{6,7}	June 3, 2014	-	-	-
Series Private Wealth ^{4,8}	May 23, 2014	-	-	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 Effective October 28, 2016, the Series A management fee was reduced from 2.15% to 2.00% and the Series F administration fee was reduced from 0.25% to 0.15%. Additionally, the minimum investment for Series I was reduced from \$150,000 to \$1,000.

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

⁵ On November 4, 2016, Series E securities were redesignated as Series A securities, resulting in a consolidation of the series' assets.

⁶ The management fee for this series is 1.05% and is payable directly to Counsel generally through the monthly redemption of securities.

⁷ 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.

⁸ 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. Prior to November 21, 2016, this series was called Series P.

⁹ Counsel may, at its discretion, waive or lower the management fee (either directly or indirectly) and/or administration fee payable by investors.

¹⁰ Prior to October 27, 2017, this series was called Series D.

(b) Investment Objectives and Strategies

The Fund seeks to achieve long term capital growth primarily by employing a strategy that seeks to identify global market trends. The sub-advisor seeks to diversify the Fund by investing in a variety of asset classes.

The Fund may invest up to approximately 70% of its assets in equity securities (including North American, international, and emerging markets), 20% to a fixed income credit strategy, with the remaining 10% devoted to obtaining commodities exposure. The sub-advisor applies proprietary quantitative, momentum-driven investment models to make security selection decisions within the Fund's various mandates. This approach seeks to react to a wide range of market conditions and capture investment returns and/or preserve capital. The weightings above may be reduced to defensively position the Fund.

Equity and commodity exposure is primarily achieved through exchange traded funds. The fixed income credit strategy is primarily achieved through an exchange cleared swap.

(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.

March 31, 2018				
Currency	Investments	Cash and cash equivalents	Derivative instruments	Net exposure
Euro	2,699	459	2,699	5,857
United States dollars	299,793	70,339	(90,070)	280,062
Total	302,492	70,798	(87,371)	285,919
As percent of net assets (%)				72.7
March 31, 2017				
Currency	Investments	Cash and cash equivalents	Derivative instruments	Net exposure
Euro	2,164	-	2,164	4,328
United States dollars	243,372	59,608	451	303,431
Total	245,536	59,608	2,615	307,759
As percent of net assets (%)				91.3

As at March 31, 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 \$14,296 or 3.6% of total net assets (March 31, 2017—\$15,127 or 4.6% of total net assets). In practice, the actual trading results may differ and the difference could be material.

NOTES TO ANNUAL 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 March 31, 2018, had prevailing interest rates raised or lowered by 1.0%, assuming a parallel shift in the yield curve, with all other variables held constant, net assets would have decreased or increased by approximately \$968 or 0.2% of total net assets (March 31, 2017—\$868 or 0.3% of total net assets). The Fund's sensitivity to interest rate changes was estimated using the weighted average duration of the bond portfolio of the Fund's ETF investments. In practice, the actual trading results may differ and the difference could be material.

iii. Other Price Risk

The Fund's most significant exposure to other price risk arises from its investment in equity securities. As at March 31, 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 \$26,363 or 6.7% of total net assets (March 31, 2017—\$21,787 or 6.6% of total net assets). In practice, the actual trading results may differ and the difference could be material.

iv. Credit Risk

The Fund is directly exposed to credit risk through its swaps held with counterparties. The credit rating of counterparties in swap positions is disclosed in the Schedule of Derivative Instruments.

Additionally, the Fund has indirect exposure to the credit risk of corporate and government issuers through its swap transactions. As at March 31, 2018, the notional value of these contracts represented 20.2% (March 31, 2017 – 19.4%) of the net assets of the Fund.

The Fund has indirect exposure to credit risk pertaining to government bonds through its holdings in ETFs. As of March 31, 2018, these represented 12.9% of the Fund's net assets (March 31, 2017 – 13.4% of net assets).

(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 March 31, 2018	Level 1	Level 2	Level 3	Total
Fixed income	-	-	-	-
Equities	314,309	-	-	314,309
Cash equivalents	-	-	-	-
Derivative assets	-	4,333	-	4,333
Derivative liabilities	-	(6,317)	-	(6,317)
Total	314,309	(1,984)	-	312,325

as at March 31, 2017	Level 1	Level 2	Level 3	Total
Fixed income	-	-	-	-
Equities	262,390	-	-	262,390
Cash equivalents	-	-	-	-
Derivative assets	-	3,744	-	3,744
Derivative liabilities	-	(1,129)	-	(1,129)
Total	262,390	2,615	-	265,005

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

(f) Securities Lending

As at March 31, 2018 and March 31, 2017, the Fund did not have any open securities lending, repurchase or reverse repurchase transactions.

(g) Re-designation of Series

Effective November 4, 2016, Series E was re-designated and its net assets transferred to Series A at fair value. The transfer of \$11,876 is included in Proceeds from sale of securities for Series A and in the Payment on redemption of securities for Series E in the Statements of Changes in Financial Position. Securities sold for Series A includes 1,131 securities, and Securities redeemed for Series E includes 1,127 securities related to this transaction.

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Client Services 180 Queen St. W., Toronto, ON M5V 3K1 • Toll-Free: 1-877-216-4979 • Fax: (416) 922-5660

Sales & Marketing 5015 Spectrum Way, Suite 300, Mississauga ON L4W 0E4 • Toll-Free: 1-877-625-9885 • Fax: 1-844-378-6247