

COUNSEL | PORTFOLIO SERVICES

Counsel Global Real Estate

INTERIM UNAUDITED FINANCIAL STATEMENTS

For the period ended September 30, 2018

STATEMENTS OF FINANCIAL POSITION

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

	Sept. 30 2018	Mar. 31 2018
Assets		
Current assets:		
Investments at fair value	203,971	196,884
Cash and cash equivalents	-	3,670
Accrued interest receivable	38	107
Dividends receivable	985	914
Accounts receivable for investments sold	241	1,612
Accounts receivable for securities issued	147	245
Accounts receivable from the Manager	-	-
Margin on derivative contracts	-	-
Derivative assets	-	-
Other assets	-	-
	205,382	203,432
Non-current assets:		
Taxes recoverable	-	-
Other assets	-	-
	-	-
Total assets	205,382	203,432
Liabilities		
Current liabilities:		
Bank indebtedness	20	-
Accounts payable for investments purchased	293	1,204
Accounts payable for securities redeemed	117	166
Distributions payable	-	-
Accrued expenses and miscellaneous payables	1	1
Dividends payable on investments sold short	-	-
Derivative liabilities	-	1,679
Taxes payable	-	-
Other liabilities	-	-
Total liabilities	431	3,050
Net assets attributable to securityholders	204,951	200,382

STATEMENTS OF COMPREHENSIVE INCOME

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

	2018	2017
Income:		
Dividends	5,326	4,976
Interest and other income	448	530
Net realized gain (loss)	568	6,575
Net unrealized gain (loss)	5,685	(8,103)
Income (loss) from derivatives	-	-
Income (loss) from short selling	-	-
Securities lending income	40	44
Trust income	400	135
Total income	12,467	4,157
Expenses:		
Management fees	52	55
Management fee rebates	-	-
Administration fees	37	32
Commissions and other portfolio transaction costs	286	232
Independent Review Committee costs	-	-
Interest and other charges	1	1
Expenses before amounts absorbed by Manager	376	320
Expenses absorbed by Manager	-	-
Net expenses	376	320
Increase (decrease) in net assets attributable to securityholders		
from operations before tax	12,091	3,837
Foreign withholding tax expense (recovery)	688	600
Foreign income tax expense (recovery)	-	-
Income tax expense (recovery)	-	-
Increase (decrease) in net assets attributable to securityholders		
from operations	11,403	3,237

Net assets attributable to securityholders

	per security		per series	
	Sept. 30 2018	Mar. 31 2018	Sept. 30 2018	Mar. 31 2018
	Series A	13.45	12.90	1,134
Series E	13.78	13.20	2,880	2,612
Series F	13.21	12.58	1,608	1,221
Series I	13.33	12.63	830	953
Series O	12.97	12.28	165,179	164,068
Series Private Wealth	13.79	13.06	33,320	30,167
			204,951	200,382

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

	per security		per series	
	2018	2017	2018	2017
	Series A	0.54	0.04	70
Series E	0.58	0.07	102	24
Series F	0.62	0.14	71	15
Series I	0.70	0.21	44	13
Series O	0.69	0.22	9,407	2,786
Series Private Wealth	0.73	0.21	1,709	376
			11,403	3,237

STATEMENTS OF CHANGES IN FINANCIAL POSITION

for the periods ended September 30 (unaudited) (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	200,382	197,546	1,361	2,075	2,612	3,142	1,221	1,143
Increase (decrease) in net assets attributable to securityholders resulting from:								
Operations	11,403	3,237	70	23	102	24	71	15
Distributions:								
Income	-	-	-	-	-	-	-	-
Capital gains	-	-	-	-	-	-	-	-
Return of capital	-	-	-	-	-	-	-	-
Management fee rebates	-	-	-	-	-	-	-	-
Total distributions	-	-	-	-	-	-	-	-
Security transactions:								
Proceeds from sale of securities	14,942	21,405	218	53	404	-	1,721	426
Proceeds from securities issued on merger	-	-	-	-	-	-	-	-
Reinvested from distributions	-	-	-	-	-	-	-	-
Payment on redemption of securities	(21,776)	(15,658)	(515)	(858)	(238)	(415)	(1,405)	(551)
Total security transactions	(6,834)	5,747	(297)	(805)	166	(415)	316	(125)
Increase (decrease) in assets attributable to securityholders	4,569	8,984	(227)	(782)	268	(391)	387	(110)
Net assets attributable to securityholders, end of period	204,951	206,530	1,134	1,293	2,880	2,751	1,608	1,033
Increase (decrease) in securities (in thousands):								
Securities outstanding, beginning of period			105.5	154.7	197.9	228.9	97.0	87.3
Add (deduct):								
Securities sold			16.3	3.9	28.6	-	130.3	32.0
Securities issued on merger			-	-	-	-	-	-
Reinvested from distributions			-	-	-	-	-	-
Securities redeemed			(37.5)	(62.5)	(17.5)	(29.4)	(105.5)	(41.2)
Securities outstanding, end of period			84.3	96.1	209.0	199.5	121.8	78.1

	SERIES I		SERIES O		SERIES PRIVATE WEALTH	
	2018	2017	2018	2017	2018	2017
Net assets attributable to securityholders, beginning of period	953	895	164,068	166,020	30,167	24,271
Increase (decrease) in net assets attributable to securityholders resulting from:						
Operations	44	13	9,407	2,786	1,709	376
Distributions:						
Income	-	-	-	-	-	-
Capital gains	-	-	-	-	-	-
Return of capital	-	-	-	-	-	-
Management fee rebates	-	-	-	-	-	-
Total distributions	-	-	-	-	-	-
Security transactions:						
Proceeds from sale of securities	24	62	7,427	16,917	5,148	3,947
Proceeds from securities issued on merger	-	-	-	-	-	-
Reinvested from distributions	-	-	-	-	-	-
Payment on redemption of securities	(191)	(24)	(15,723)	(12,219)	(3,704)	(1,591)
Total security transactions	(167)	38	(8,296)	4,698	1,444	2,356
Increase (decrease) in assets attributable to securityholders	(123)	51	1,111	7,484	3,153	2,732
Net assets attributable to securityholders, end of period	830	946	165,179	173,504	33,320	27,003
Increase (decrease) in securities (in thousands):						
Securities outstanding, beginning of period	75.5	68.0	13,362.3	12,985.0	2,309.4	1,784.5
Add (deduct):						
Securities sold	1.8	4.6	580.0	1,292.5	376.6	284.0
Securities issued on merger	-	-	-	-	-	-
Reinvested from distributions	-	-	-	-	-	-
Securities redeemed	(15.1)	(1.8)	(1,211.4)	(933.4)	(270.1)	(114.6)
Securities outstanding, end of period	62.2	70.8	12,730.9	13,344.1	2,415.9	1,953.9

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	11,403	3,237
Less non-cash impact of:		
Net realized loss (gain) on investments	(568)	(6,575)
Change in net unrealized loss (gain) on investments	(5,685)	8,103
Distributions received from Underlying Funds	-	-
Adjustments for:		
Proceeds from sale and maturity of investments	98,254	68,379
Purchases of investments	(100,312)	(75,179)
(Increase) decrease in accounts receivable and other assets	(2)	(336)
Increase (decrease) in accounts payable and other liabilities	-	1
Net cash provided by (used in) operating activities	3,090	(2,370)
Cash flows from financing activities:		
Proceeds from securities issued	15,040	21,481
Proceeds from securities issued on merger	-	-
Payments on redemption of securities	(21,825)	(15,808)
Distributions paid net of reinvestments	-	-
Net cash provided by (used in) financing activities	(6,785)	5,673
Increase (decrease) in cash and cash equivalents	(3,695)	3,303
Cash and cash equivalents at beginning of period	3,670	1,340
Effect of exchange rate fluctuations on cash and cash equivalents	5	1
Cash and cash equivalents, end of period	(20)	4,644
Cash	-	4,644
Cash equivalents	-	-
Bank indebtedness	(20)	-
	(20)	4,644

Supplementary disclosures on cash flow from operating activities:

Dividends received net of withholding taxes	4,567	4,096
Interest received net of withholding taxes	517	505
Interest paid	1	1
Income taxes paid (recovered)	-	-

SCHEDULE OF INVESTMENTS

as at September 30, 2018 (unaudited)

	Country	Sector	Currency*	No. of Units, Shares, or Par Value	Average Cost (\$ 000)	Fair Value (\$ 000)
LOANS						
Timbercreek Ireland Private Debt DAC 8.00% 07-14-2024	Ireland	Bank Loans	EUR	2,046,000	3,104	3,069
Timbercreek Mortgage Servicing Inc. 9.18% 12-21-2019	Canada	Bank Loans		3,000,000	3,000	3,000
					6,104	6,069
EQUITIES						
Activia Properties Inc.	Japan	Real Estate		266	1,447	1,489
AIMS AMP Capital Industrial Real Estate Investment Trust	Singapore	Real Estate		1,630,987	2,206	2,158
Alstria Office Real Estate Investment Trust-AG	Germany	Real Estate		164,732	2,895	3,158
American Campus Communities Inc.	United States	Real Estate		64,050	3,585	3,407
American Homes 4 Rent 6.35% Cum. Pfd. Series E	United States	Real Estate		30,423	999	962
American Tower Corp. Class A	United States	Real Estate		13,034	2,421	2,447
Apollo Commercial Real Estate Finance Inc.	United States	Real Estate		68,645	1,592	1,674
Automotive Properties Real Estate Investment Trust	Canada	Real Estate		143,016	1,491	1,527
AvalonBay Communities Inc.	United States	Real Estate		17,856	3,990	4,180
Boston Properties Inc.	United States	Real Estate		16,567	2,714	2,635
Brixmor Property Group Inc.	United States	Real Estate		104,031	2,314	2,354
Camden Property Trust	United States	Real Estate		12,454	1,232	1,506
CapitaLand Commercial Trust	Singapore	Real Estate		65,100	109	110
CapitaLand Retail China Trust	Singapore	Real Estate		3,058,460	4,058	4,192
Castellum AB	Sweden	Real Estate		62,033	1,135	1,434
Catena AB	Sweden	Real Estate		24,084	684	697
Cedar Realty Trust Inc. 6.50% Pfd. Callable Series C	United States	Real Estate		45,448	1,220	1,301
Centuria Industrial REIT	Australia	Real Estate		471,904	1,158	1,252
Charter Hall Retail REIT	Australia	Real Estate		441,462	1,717	1,748
Chartwell Retirement Residences	Canada	Real Estate		65,757	1,001	963
Chesapeake Lodging Trust	United States	Real Estate		37,921	1,467	1,572
Colony Northstar Inc. 7.13% Pfd. Series J	United States	Real Estate		42,028	1,321	1,235
Colony Northstar Inc. 8.75% Pfd. Series E	United States	Real Estate		23,305	796	772
Colony NorthStar Inc. Class A	United States	Real Estate		317,026	4,052	2,495
Columbia Properties Trust Inc.	United States	Real Estate		65,224	1,983	1,993
DDR Corp. 6.50% Pfd. Series J	United States	Real Estate		15,896	487	501
Derwent London PLC	United Kingdom	Real Estate		44,026	2,215	2,118
Dream Industrial Real Estate Investment Trust	Canada	Real Estate		186,375	1,856	1,884
Equinix Inc.	United States	Real Estate		4,400	2,527	2,461
Essex Property Trust Inc.	United States	Real Estate		7,935	2,364	2,530
Extra Space Storage Inc.	United States	Real Estate		20,685	2,134	2,316
First Capital Realty Inc.	Canada	Real Estate		112,331	2,431	2,190
Folkestone Education Trust	Australia	Real Estate		386,165	974	1,017
Fortune Real Estate Investment Trust	Hong Kong	Real Estate		1,318,000	1,319	2,021
Fortune Real Estate Investment Trust	Hong Kong	Real Estate		1,134,100	1,684	1,739
Frasers Logistics & Industrial Trust	Singapore	Real Estate		1,514,786	1,247	1,532
GLP J-REIT	Japan	Real Estate		3,903	5,142	4,906
Granite Point Mortgage Trust Inc.	United States	Real Estate		105,511	2,303	2,629
Great Portland Estates PLC	United Kingdom	Real Estate		123,500	1,534	1,392
Green REIT PLC	Ireland	Real Estate		442,170	1,073	1,002
HCP Inc.	United States	Real Estate		168,500	5,354	5,731
Healthcare Trust of America Inc.	United States	Real Estate		58,100	2,287	2,002
Hilton Inc.	United States	Consumer Discretionary		23,976	2,041	2,503
Hudson Pacific Properties Inc.	United States	Real Estate		66,774	2,790	2,823
Interwest Offices & Warehouse NV	Belgium	Real Estate		67,046	2,232	2,303
Invesco Office J-Reit Inc.	Japan	Real Estate		16,474	2,547	3,038
Invitation Homes Inc.	United States	Real Estate		93,397	2,624	2,765
Keppel DC REIT	Singapore	Real Estate		2,670,197	3,619	3,458
Kimco Realty Corp.	United States	Real Estate		116,600	2,373	2,522
Kite Realty Group Trust	United States	Real Estate		136,200	3,193	2,931
Kiwi Property Group Ltd.	New Zealand	Real Estate		1,656,150	2,040	1,972
Klepierre	France	Real Estate		106,067	5,273	4,859
LaSalle Hotel Properties REIT 6.38% Pfd. Perpetual Callable 2018	United States	Real Estate		31,900	1,027	1,020
LEG Immobilien GmbH	Germany	Real Estate		12,767	1,679	1,958
Mercialys SA	France	Real Estate		120,433	2,890	2,508
Merlin Properties Socimi SA	Spain	Real Estate		154,077	2,793	2,701
MFA Financial Inc.	United States	Real Estate		171,493	1,824	1,629
MGM Growth Properties LLC A	United States	Real Estate		65,931	2,187	2,513
Mirvac Group Stapled Securities	Australia	Real Estate		886,329	1,669	1,995
Mitsui Fudosan Co. Ltd.	Japan	Real Estate		78,600	2,410	2,404
Monmouth Real Estate Investment Corp. 12.50% Pfd. Series C Callable	United States	Real Estate		25,134	743	778
Montea SCA	Belgium	Real Estate		11,049	714	935
National Storage REIT	Australia	Real Estate		2,221,238	3,367	3,465
Nippon REIT Investment Corp.	Japan	Real Estate		858	3,295	3,587
Nomura Real Estate Holdings Inc.	Japan	Real Estate		67,200	1,835	1,754
Northview Apartment Real Estate Investment Trust	Canada	Real Estate		73,934	1,907	1,896
NSI NV	Netherlands	Real Estate		36,359	1,968	1,934
Pebblebrook Hotel Trust	United States	Real Estate		35,364	1,608	1,662

*Par value of loans is stated in Canadian dollars unless otherwise noted.

SCHEDULE OF INVESTMENTS (continued)

as at September 30, 2018 (unaudited)

	Country	Sector	Currency*	No. of Units, Shares, or Par Value	Average Cost (\$ 000)	Fair Value (\$ 000)
EQUITIES (continued)						
Pebblebrook Hotel Trust 6.38% Perpetual Pref.	United States	Real Estate		15,613	518	502
Pennsylvania Real Estate Investment Trust Cum. Pfd. Series C	United States	Real Estate		33,673	1,178	988
Pioneer Property Group ASA	Norway	Real Estate		54,220	874	887
ProLogis Inc.	United States	Real Estate		34,422	2,358	3,016
QTS Realty Trust Inc. 7.13% Cum. Pfd. Series A Callable 2023	United States	Real Estate		31,000	999	1,021
QTS Realty Trust Inc. Class A	United States	Real Estate		14,671	776	809
Regency Centers Corp.	United States	Real Estate		30,018	2,453	2,509
Rexford Industrial Realty Inc.	United States	Real Estate		42,900	1,739	1,772
Sabra Health Care REIT Inc.	United States	Real Estate		45,906	1,399	1,372
Simon Property Group Inc.	United States	Real Estate		10,645	2,236	2,431
SL Green Realty Corp.	United States	Real Estate		15,256	2,099	1,923
Slate Office REIT	Canada	Real Estate		168,221	2,124	2,141
STAG Industrial Inc.	United States	Real Estate		53,281	1,660	1,894
Star Asia Investment Corp. REIT	Japan	Real Estate		2,075	2,457	2,446
Starwood Property Trust Inc.	United States	Real Estate		100,677	2,955	2,800
Sunlight Real Estate Investment Trust	Hong Kong	Real Estate		2,347,000	1,949	2,038
Sunstone Hotel Investors Inc. 6.95% Cum. Pfd. Series E	United States	Real Estate		30,438	1,044	1,020
Swire Properties Ltd.	Hong Kong	Real Estate		677,900	2,840	3,318
TPG RE Finance Trust Inc.	United States	Real Estate		99,725	2,337	2,580
Ventas Inc.	United States	Real Estate		33,800	2,366	2,375
VEREIT Inc.	United States	Real Estate		276,756	2,720	2,597
Vici Properties Inc.	United States	Real Estate		163,918	4,151	4,581
Vicinity Centres	Australia	Real Estate		1,587,740	4,319	3,886
Wharf Real Estate Investment Co. Ltd.	Hong Kong	Real Estate		222,000	1,895	1,851
					194,612	197,902
COMMISSIONS AND OTHER PORTFOLIO TRANSACTION COSTS					(352)	-
TOTAL INVESTMENTS					200,364	203,971
Net Assets						
Total investments						203,971
Other net assets (liabilities)						980
						204,951

*Par value of loans is stated in Canadian dollars unless otherwise noted.

Schedule of Asset Composition

at September 30, 2018

	% of net assets
BY ASSET TYPE	
Equities	96.5
Loans	3.0
Other	0.5
Total	100.0
BY REGION	
United States	49.8
Pacific ex Japan	18.5
Europe ex U.K.	13.3
Japan	9.6
Canada	7.1
United Kingdom	1.7
Total	100.0
BY SECTOR	
Retail Real Estate Investment Trusts	20.9
Office Real Estate Investment Trusts	11.0
Industrial Real Estate Investment Trusts	9.0
Diversified Real Estate Investment Trusts	8.6
Specialized Real Estate Investment Trusts	8.5
Residential Real Estate Investment Trusts	8.4
Miscellaneous Real Estate	6.6
Health Care Real Estate Investment Trusts	5.6
Real Estate Operating Companies	5.6
Mortgage Real Estate Investment Trusts	5.5
Hotel and Resort Real Estate Investment Trusts	3.6
Loans	3.0
Diversified Real Estate Activities	2.0
Consumer Discretionary	1.2
Other	0.5
Total	100.0

at March 31, 2018

	% of net assets
BY ASSET TYPE	
Equities	90.4
Loans	7.9
Cash and cash equivalents	1.8
Other	(0.1)
Total	100.0
BY REGION	
United States	46.6
Pacific ex Japan	19.6
Canada	12.7
Europe ex U.K.	11.0
Japan	6.7
United Kingdom	1.6
Cash and cash equivalents	1.8
Total	100.0
BY SECTOR	
Retail Real Estate Investment Trusts	23.8
Diversified Real Estate Investment Trusts	11.9
Office Real Estate Investment Trusts	9.7
Loans	7.9
Industrial Real Estate Investment Trusts	6.9
Specialized Real Estate Investment Trusts	6.7
Residential Real Estate Investment Trusts	6.2
Real Estate Operating Companies	5.6
Mortgage Real Estate Investment Trusts	5.0
Hotel and Resort Real Estate Investment Trusts	4.7
Health Care Real Estate Investment Trusts	4.6
Diversified Real Estate Activities	2.3
Miscellaneous Real Estate	1.6
Consumer Discretionary	1.4
Cash and cash equivalents	1.8
Other	(0.1)
Total	100.0

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

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

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

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

2. BASIS OF PREPARATION AND PRESENTATION

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

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

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

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

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

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

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

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

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

(b) Fair Value Measurement

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

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

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

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

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

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

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

(c) Income recognition

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

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

(d) Commissions and other portfolio transaction costs

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

(e) Securities lending, repurchase and reverse repurchase transactions

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

(f) Foreign currency

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

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

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

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

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

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

(h) Net assets attributable to securityholders per security

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

(i) Net asset value per security

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

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

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

(k) Mergers

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

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

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

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

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

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

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

Functional currency

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

5. INCOME TAXES

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

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

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

6. MANAGEMENT FEES AND OPERATING EXPENSES

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

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

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

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

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

7. FUND'S CAPITAL

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

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

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

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

(b) Liquidity risk

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

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

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

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

(c) Credit Risk

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

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

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

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

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

(d) Currency risk

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

(e) Interest rate risk

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

(f) Other price risk

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

9. FURTHER INFORMATION

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

NOTES TO INTERIM UNAUDITED FINANCIAL STATEMENTS

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

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

Series	Date of Inception	Minimum Investment (\$)	Management Fee ^a (%)	Administration Fee ^b (%)
Series A ¹	January 7, 2009	1,000	2.05	0.34
Series E ^{2,3}	January 7, 2009	75,000	1.87	0.34
Series F ^{2,3,4}	January 7, 2009	1,000	1.05	0.15
Series I ^{2,3,5,8}	January 7, 2009	1,000	-	0.15
Series O ^{3,6}	January 7, 2009	-	-	-
Series Private Wealth ^{3,7}	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 Securities of this series are not subject to sales charges or redemption charges.

⁴ Prior to October 27, 2017, this series was called Series D.

⁵ The management fee for this series is 1.05% and is payable directly to Counsel generally through the monthly redemption of securities.

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.

⁹ This series is not available for purchase.

(b) Investment Objectives and Strategies

The Fund seeks income and long-term capital growth by investing primarily in global real estate stocks and real estate investment trusts that present better than expected returns relative to the risk taken.

(c) Risks Associated with Financial Instruments

i. Currency Risk

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

September 30, 2018				
Currency	Investments	Cash and cash equivalents	Derivative instruments	Net exposure
Australian dollars	13,363	(769)	-	12,594
Euro	24,427	13	-	24,440
Hong Kong dollars	10,968	-	-	10,968
Japanese yen	19,624	-	-	19,624
New Zealand dollars	1,972	-	-	1,972
Norwegian krona	887	-	-	887
Singapore dollars	11,449	160	-	11,609
Swedish krona	2,131	20	-	2,151
United Kingdom pounds	3,510	2	-	3,512
United States dollars	102,038	148	-	102,186
Total	190,369	(426)	-	189,943
As percent of net assets (%)				92.7

March 31, 2018				
Currency	Investments	Cash and cash equivalents	Derivative instruments	Net exposure
Australian dollars	12,922	-	-	12,922
Euro	20,055	33	-	20,088
Hong Kong dollars	12,575	-	-	12,575
Japanese yen	13,504	-	-	13,504
New Zealand dollars	3,929	-	-	3,929
Singapore dollars	9,663	(34)	-	9,629
Swedish krona	1,527	25	-	1,552
United Kingdom pounds	3,287	-	-	3,287
United States dollars	93,504	47	(26,160)	67,391
Norwegian krona	494	-	-	494
Total	171,460	71	(26,160)	145,371
As percent of net assets (%)				72.5

As at September 30, 2018, had the Canadian dollar strengthened or weakened by 5.0% relative to all foreign currencies, with all other variables held constant, net assets would have decreased or increased by \$9,497 or 4.6% of total net assets (March 31, 2018 – \$7,269 or 3.6% 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 \$19,790 or 9.7% of total net assets (March 31, 2018 – \$18,110 or 9.0% of total net assets). In practice, the actual trading results may differ and the difference could be material.

iv. Credit Risk

The Fund invests in Loans which expose the Fund to credit risk. As at September 30, 2018, these loans represented 3.0% of net assets (March 31, 2018 – 7.9%).

(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	-	-	6,069	6,069
Equities	197,902	-	-	197,902
Cash equivalents	-	-	-	-
Derivative assets	-	-	-	-
Derivative liabilities	-	-	-	-
Total	197,902	-	6,069	203,971

as at March 31, 2018	Level 1	Level 2	Level 3	Total
Fixed income	-	-	15,787	15,787
Equities	118,432	62,665	-	181,097
Cash equivalents	-	-	-	-
Derivative assets	-	-	-	-
Derivative liabilities	-	(1,679)	-	(1,679)
Total	118,432	60,986	15,787	195,205

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

As of September 30, 2018, these securities were generally classified as Level 2 (March 31, 2018 – Level 2). Other than as described above, there were no significant transfers between Level 1 and Level 2.

The table below presents a reconciliation of financial instruments measured at fair value using Level 3 inputs:

NOTES TO INTERIM UNAUDITED FINANCIAL STATEMENTS

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

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

The table below presents a reconciliation of financial instruments measured at fair value using Level 3 inputs:

for the six-month period ended September 30, 2018	Fixed Income	Equities	Total
Balance – beginning of period	15,787	-	15,787
Purchases	(11,000)	-	(11,000)
Sales	1,412	-	1,412
Transfers in	-	-	-
Transfers out	-	-	-
Gains (losses) during the period:			
Realized	-	-	-
Unrealized	(130)	-	(130)
Balance – end of period	6,069	-	6,069
Unrealized gains (losses) during the period attributable to securities held at end of period	(130)	-	(130)
for year ended March 31	Fixed Income	Equities	Total
Balance – beginning of period	7,000	-	7,000
Purchases	21,192	-	21,192
Maturities	(12,500)	-	(12,500)
Transfers in	-	-	-
Transfers out	-	-	-
Gains (losses) during the period:			
Realized	-	-	-
Unrealized	95	-	95
Balance – end of period	15,787	-	15,787
Unrealized gains (losses) during the period attributable to securities held at end of period	95	-	95

Changes in valuation of Level 3 instruments relates primarily to changes in foreign exchange rates in which the instruments are denominated. The Fund's policy is to recognize transfers into and transfers out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer.

(d) Commissions

The brokerage commissions paid to certain dealers included an investment of \$74 (2017 – \$17) that was available for payment to third party vendors for the provision of investment decision making services. This amount represented 25.9% (2017 – 7.3%) of the total commissions and other transaction costs paid during the period.

(f) Securities Lending

as at	Value of securities loaned	Value of collateral received
September 30, 2018	24,583	26,122
March 31, 2018	24,732	25,760

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	54	76	100.0	100.0
Securities Lending Agent fees	(13)	(15)	(24.1)	(19.7)
Securities Lending Income to the Fund before Withholdings Taxes	41	61	75.9	80.3
Withholding Taxes	(1)	(17)	(1.9)	(22.4)
Securities Lending Income	40	44	74.1	57.9



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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