

COUNSEL | PORTFOLIO SERVICES

Counsel Balanced Growth *portfolio*

INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE

For the period ended September 30, 2018

Fund Manager

Counsel Portfolio Services Inc.

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

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

Every effort has been made to ensure that the information contained in this report is accurate as of September 30, 2018; however, the Fund cannot guarantee the accuracy or the completeness of this material. Please refer to the Fund's Simplified Prospectus and audited annual financial statements for more information.

CAUTION ON FORWARD-LOOKING STATEMENTS

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

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

Management Discussion of Fund Performance

November 13, 2018

This Interim Management Report of Fund Performance is intended to present the significant factors and developments that have affected the Fund's performance and outlook since March 31, 2018, the Fund's last fiscal year-end. For information on the Fund's longer-term performance, please refer to the *Past Performance* section of the report. In this report, "Counsel" refers to Counsel Portfolio Services Inc., the manager of the Fund.

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

Results of Operations

Investment Performance

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

During the six-month period, the Fund's Series A securities returned 1.31% (after deducting fees and expenses). This compares with a 4.09% return of Blended Benchmark comprised of 35% FTSE TMX Canada Bond Universe Index (returned -0.45%), 35% S&P/TSX Composite Total Return Index (returned 6.16%) and 30% MSCI World Total Return Index (returned 7.08%) (the "Blended Benchmark"). All index and series returns are calculated on a total return basis in Canadian dollar terms. Investors cannot invest in an index without incurring fees, expenses and commissions, none of which are reflected in the index returns

The Fund underperformed the broad-based S&P/TSX Composite Total Return Index, which returned 6.16%. The broad-based index is comprised of Canadian equities and has no exposure to fixed income securities, whereas the Fund invests in both equity and fixed-income mutual funds. Given the Fund's composition, the Blended Benchmark provides a more meaningful comparison for relative performance.

The Fund underperformed the Blended Benchmark due to its overweighting of international equities and its allocation to Fixed Income. The Fund's underlying international equity funds detracted from performance. Counsel International Value underperformed its benchmark primarily due to security selection within the Materials, Financials, and Consumer Staples sectors. Counsel International Growth underperformed its benchmark due to security selection within the Energy, Health Care, and Consumer Staples sectors.

The Fund's investment in Counsel Global Fixed Income underperformed largely due to its yield curve positioning in Asia and South America as well as its foreign currency exposure, particularly to the South African Rand.

Between April 1, 2018 and June 6, 2018, the Fund's effective target hedge against the U.S. Dollar ("USD") ranged from 25% to 50%. The hedge was removed on June 6, 2018. During the six-month period, the USD appreciated 0.32% against the Canadian Dollar ("CAD"). As a result, the currency hedge detracted from the Fund's performance.

The underlying equity funds were generally unhedged against international currencies, other than the USD. During the period, the CAD appreciated by 5.56% against a broad basket of international currencies, as weighted in the MSCI EAFE index. As a result, the Fund's foreign currency exposure had a negative impact on performance.

Net Assets

The Fund's NAV declined by \$3.1 million, or 3.4%, to \$87.5 million as at September 30, 2018, from \$90.6 million at March 31, 2018. Of this decrease, \$4.4 million was attributable to net redemptions and partially offset by a \$1.3 million increase due to investment performance (after deducting fees and expenses).

Fees and Expenses

The Management Expense Ratio ("MER") for Series A of 2.58%, during the period ended September 30, 2018, was slightly lower than the MER of 2.60% for the year ended March 31, 2018. The MERs (before and after waivers or absorptions, if any) are presented in the *Financial Highlights* section of this report.

Recent Developments

While global economic growth was synchronized earlier in the year, more recently there has been a de-coupling of the U.S. from the rest of the world. U.S. macro-economic data continues to be very strong, while trade disputes and rising U.S. interest rates have led to slowdowns in international markets, particularly Emerging Markets ("EMs").

The Fund continues its investment in Counsel Global Trend Strategy to provide some protection against market stress. This fund systematically shifts assets from equities to lower-risk assets based on momentum signals and currently holds 50% of its assets in short-term government bonds.

Rising bond yields are an ongoing concern as bond prices decline when yields are rising. At the end of the third quarter, bond yields approached 3%, a level above which they may become attractive as an alternative to dividend stocks. Counsel Global Fixed Income continues to hold shorter duration EM securities which are less sensitive to rate increases and provide diversification to the Fund's fixed income investments. Counsel believes that the recent downturn in EM Bonds has made their valuations more attractive on a relative basis.

Subsequent to the end of the period, the Fund re-introduced its effective target hedge against the USD gradually increasing it to 95%. The USD hedge is dynamic and may vary between 0-100% at Counsel's discretion based on its assessment of currency market conditions. The Fund is expected to remain generally unhedged against currencies other than the USD for the foreseeable future.

Related Party Transactions

Management and Administration Services

For each applicable series, the Fund paid management fees and administration fees to Counsel at the annual rates specified under *Series Information* in this report and as more fully described in the Simplified Prospectus. In return for the administration fees, Counsel pays all costs and expenses (other than certain specified fund costs) required to operate the Fund. See also *Management Fees*.

Portfolio Transaction Services

IPC Investment Corporation, an affiliate of Counsel, provides portfolio transaction services to the Fund when the Fund invests directly in securities of mutual funds other than Counsel Funds. The Fund pays no brokerage commissions or fees on these investment transactions.

Other Related Party Transactions

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

Management Fees

The Fund's management fees were used by the Manager to pay for: costs of managing the investment portfolio; providing investment analysis and recommendations; making investment decisions; the purchase and sale of the investment portfolio; and providing other services. The Manager also used the management fees to fund commission payments and other compensation (collectively, "Distribution Related Payments") paid to the dealers and brokers for securities of the Fund bought and held by investors.

The following dealers, who are affiliated with Counsel, may be entitled to Distribution Related Payments from Counsel on the same basis as unrelated registered brokers and dealers: IPC Securities Corporation, Investors Group Securities Inc., IPC Investment Corporation, Investors Group Financial Services Inc., and Quadrus Investment Services Ltd.

During the period, approximately 40% of the total management fee revenues received from all Counsel funds were used to fund Distribution Related Payments to registered dealers and brokers. In comparison, such Distribution Related Payments for the Fund represented 43% of the management fees paid. This amount is an average percentage of the management fees paid by all series. The actual percentage for each series may be higher or lower than the average depending on the level of trailing commissions and sales commissions paid for that series.

Series Information

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

	Date of Inception	Minimum Investment (\$)	Management Fee ⁵ (%)	Administration Fee ⁵ (%)
Series A ¹	May 17, 1999	1,000	2.04	0.25
Series F ^{2,3}	February 13, 2006	1,000	1.03	0.06
Series J ^{2,4,5}	March 1, 2006	1,000	-	0.06

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

³ Prior to October 27, 2017, this series was called Series D.

⁴ The management fee for this series is 1.03% and is payable directly to Counsel generally through the monthly redemption of securities.

⁵ Counsel may, at its discretion, waive or lower the management fee (either directly or indirectly) and/or administration fee payable by investors.

Past Performance

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

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

Past performance may have been impacted by the following events:

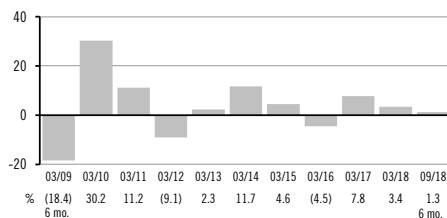
- In January 2010, the Fund began to pay an administration fee. In exchange, the Manager began to pay certain operating costs and expenses that had previously been paid by the Fund.
- Prior to the introduction of the administration fee, certain fees or expenses may have been waived by the Manager.

Year-by-Year Returns

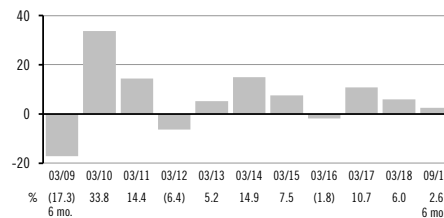
The bar chart shows how much an investment made on the first day of each financial year would have increased or decreased by the end of the respective periods. For the first year of a series, the percentage

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

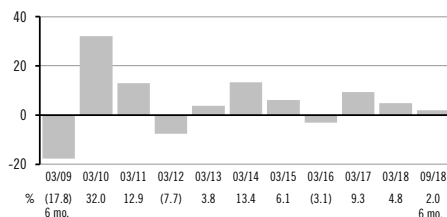
SERIES A



SERIES I



SERIES F



Summary of Investment Portfolio

as at September 30, 2018

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

The effective allocation shows the regional, sector and currency exposure of the Fund calculated by including the Fund's proportionate share of its holdings in Underlying Funds and index participation securities. The Simplified Prospectus and other information about each of the Underlying Funds are available on the SEDAR website at www.sedar.com.

Summary of Top 25 Holdings

	% of net asset value
Counsel Canadian Core Fixed Income Series O	19.8
Counsel Global Trend Strategy Series O	14.8
Counsel Canadian Growth Series O	12.5
Counsel Canadian Value Series O	12.4
Counsel Global Small Cap Series O	10.0
Counsel International Value Series O	6.1
Counsel International Growth Series O	6.0
Counsel Short Term Bond Series O	5.0
Counsel Global Fixed Income Series O	4.9
Counsel U.S. Growth Series O	4.0
Counsel U.S. Value Series O	3.9
Cash and cash equivalents	0.5
	99.9

Summary of Composition of the Portfolio

	% of net asset value
BY ASSET TYPE	
International Equity Funds	44.8
Canadian Equity Funds	24.9
Canadian Fixed Income Funds	24.8
International Fixed Income Funds	4.9
Cash and cash equivalents	0.5
Other	0.1
Total	100.0
EFFECTIVE SECTOR ALLOCATION	
Government Bonds	19.5
Corporate Bonds	15.9
Financials	12.0
Industrials	8.3
Information Technology	8.0
Energy	8.0
Consumer Discretionary	4.7
Consumer Staples	4.7
Materials	3.7
Health Care	3.6
Real Estate	2.1
Telecommunication Services	2.0
Utilities	1.4
Cash and cash equivalents	0.5
Other	5.6
	100.0
EFFECTIVE REGIONAL ALLOCATION	
Canada	56.5
United States	22.1
Europe ex U.K.	7.9
Pacific ex Japan	5.0
United Kingdom	4.0
Japan	2.1
Latin America	1.7
Middle East	0.2
Cash and cash equivalents	0.5
	100.0
EFFECTIVE CURRENCY EXPOSURE	
Canadian dollars	53.8
United States dollars	25.6
Euro	5.2
United Kingdom pounds	3.7
Japanese yen	3.0
Mexican peso	1.1
Chinese yuan	1.1
Swiss franc	0.9
Other	5.6
	100.0

Financial Highlights

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

Footnotes are presented after *Ratios and Supplemental Data*.

Net Assets per Security¹

Series A (in \$)	6 mo Sep. 30 2018	12 mo Mar. 31 2018	12 mo Mar. 31 2017	12 mo Mar. 31 2016	12 mo Mar. 31 2015	12 mo Mar. 31 2014
² Net assets, beginning of period	15.95	15.58	14.46	15.34	14.92	13.39
Increase (decrease) from operations:						
Total revenue	0.14	0.40	0.38	0.39	0.47	0.41
Total expenses	(0.21)	(0.41)	(0.42)	(0.43)	(0.45)	(0.40)
Realized gains (losses) for the period	0.10	1.42	0.62	0.62	0.96	0.80
Unrealized gains (losses) for the period	0.18	(0.89)	0.54	(1.28)	(0.31)	0.75
³ Total increase (decrease) from operations	0.21	0.52	1.12	(0.70)	0.67	1.56
Distributions:						
From income (excluding Canadian dividends)	-	-	-	-	-	-
From Canadian dividends	-	(0.16)	-	(0.19)	(0.26)	(0.03)
From capital gains	-	-	-	-	-	-
Return of capital	-	-	-	-	-	-
⁴ Total annual distributions	-	(0.16)	-	(0.19)	(0.26)	(0.03)
² Net assets at period end	16.16	15.95	15.58	14.46	15.34	14.92

Series F (in \$)	6 mo Sep. 30 2018	12 mo Mar. 31 2018	12 mo Mar. 31 2017	12 mo Mar. 31 2016	12 mo Mar. 31 2015	12 mo Mar. 31 2014
² Net assets, beginning of period	17.18	16.79	15.36	16.27	15.59	13.84
Increase (decrease) from operations:						
Total revenue	0.15	0.43	0.41	0.42	0.50	0.43
Total expenses	(0.11)	(0.21)	(0.22)	(0.23)	(0.24)	(0.20)
Realized gains (losses) for the period	0.11	1.52	0.66	0.66	1.01	0.83
Unrealized gains (losses) for the period	0.19	(0.95)	0.58	(1.36)	(0.33)	0.78
³ Total increase (decrease) from operations	0.34	0.79	1.43	(0.51)	0.94	1.84
Distributions:						
From income (excluding Canadian dividends)	-	-	-	-	-	-
From Canadian dividends	-	(0.41)	-	(0.41)	(0.27)	(0.09)
From capital gains	-	-	-	-	-	-
Return of capital	-	-	-	-	-	-
⁴ Total annual distributions	-	(0.41)	-	(0.41)	(0.27)	(0.09)
² Net assets at period end	17.52	17.18	16.79	15.36	16.27	15.59

Series I (in \$)	6 mo Sep. 30 2018	12 mo Mar. 31 2018	12 mo Mar. 31 2017	12 mo Mar. 31 2016	12 mo Mar. 31 2015	12 mo Mar. 31 2014
² Net assets, beginning of period	17.99	17.59	16.22	17.21	16.28	14.30
Increase (decrease) from operations:						
Total revenue	0.15	0.46	0.43	0.45	0.53	0.45
Total expenses	(0.01)	(0.02)	(0.02)	(0.02)	(0.03)	(0.01)
Realized gains (losses) for the period	0.11	1.60	0.70	0.70	1.06	0.87
Unrealized gains (losses) for the period	0.20	(0.99)	0.61	(1.44)	(0.35)	0.81
³ Total increase (decrease) from operations	0.45	1.05	1.72	(0.31)	1.21	2.12
Distributions:						
From income (excluding Canadian dividends)	-	-	-	-	-	-
From Canadian dividends	-	(0.64)	(0.36)	(0.68)	(0.28)	(0.15)
From capital gains	-	-	-	-	-	-
Return of capital	-	-	-	-	-	-
⁴ Total annual distributions	-	(0.64)	(0.36)	(0.68)	(0.28)	(0.15)
² Net assets at period end	18.46	17.99	17.59	16.22	17.21	16.28

Ratios and Supplemental Data

	6 mo Sep. 30	12 mo Mar. 31	12 mo Mar. 31	12 mo Mar. 31	12 mo Mar. 31	12 mo Mar. 31
Series A	2018	2018	2017	2016	2015	2014
² Total net asset value (pricing NAV) (\$000's)	70,050	73,997	90,228	69,947	89,410	96,524
Number of securities outstanding (000's)	4,335	4,639	5,790	4,838	5,828	6,468
⁵ Management expense ratio (%)	2.58	2.60	2.79	2.96	2.94	2.96
⁵ Management expense ratio before waivers or absorptions (%)	2.58	2.60	2.79	2.96	2.94	2.96
⁶ Trading expense ratio (%)	0.08	0.07	0.09	0.06	0.12	0.18
⁷ Portfolio turnover rate (%)	5.56	91.43	32.57	52.95	115.92	73.91

	6 mo Sep. 30	12 mo Mar. 31	12 mo Mar. 31	12 mo Mar. 31	12 mo Mar. 31	12 mo Mar. 31
Series F	2018	2018	2017	2016	2015	2014
² Total net asset value (pricing NAV) (\$000's)	9,261	8,487	10,103	9,566	7,195	6,053
Number of securities outstanding (000's)	529	494	602	623	442	388
⁵ Management expense ratio (%)	1.26	1.27	1.40	1.48	1.45	1.48
⁵ Management expense ratio before waivers or absorptions (%)	1.26	1.27	1.40	1.48	1.45	1.48
⁶ Trading expense ratio (%)	0.08	0.07	0.09	0.06	0.12	0.18
⁷ Portfolio turnover rate (%)	5.56	91.43	32.57	52.95	115.92	73.91

	6 mo Sep. 30	12 mo Mar. 31	12 mo Mar. 31	12 mo Mar. 31	12 mo Mar. 31	12 mo Mar. 31
Series I	2018	2018	2017	2016	2015	2014
² Total net asset value (pricing NAV) (\$000's)	8,221	8,140	8,666	9,061	14,595	14,871
Number of securities outstanding (000's)	446	453	493	559	848	913
⁵ Management expense ratio (%)	0.11	0.13	0.14	0.14	0.13	0.15
⁵ Management expense ratio before waivers or absorptions (%)	0.11	0.13	0.14	0.14	0.13	0.15
⁶ Trading expense ratio (%)	0.08	0.07	0.09	0.06	0.12	0.18
⁷ Portfolio turnover rate (%)	5.56	91.43	32.57	52.95	115.92	73.91

¹ These calculations are prescribed by securities regulations and are not intended to be a reconciliation between opening and closing net assets per security. The information presented is derived from the Fund's financial statements prepared in accordance with IFRS.

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

³ NAV and distributions per security figures are based on the actual number of securities outstanding at the relevant time. The increase (decrease) from operations is based on the weighted average number of securities outstanding over the financial period.

⁴ Distributions were paid in cash, reinvested in additional securities of the Fund, or both.

⁵ MER and MER before waivers or absorptions ("Gross MER") are based on total expenses borne by the Fund, excluding commissions and other portfolio transaction costs, for the stated period and is expressed as an annualized percentage of average daily NAV during the period. In the period a series is established, the MERs and Gross MERs are annualized from the date of inception to the end of the period. MER and Gross MER may be impacted by proposed decreases in management fees and/or administration fees as discussed under *Series Information*.

Where the Fund invests in securities of an Underlying Fund, the MERs and Gross MERs presented for the Fund include the portion of MERs of the Underlying Fund(s) attributable to this investment.

⁶ The trading expense ratio ("TER") represents total commissions and other portfolio transaction costs incurred as a percentage of daily average NAV during the period. Where the Fund invests in securities of an Underlying Fund, the TERs presented for the Fund include the portion of TERs of its Underlying Fund(s) attributable to this investment.

⁷ The portfolio turnover rate ("PTR") indicates how actively the portfolio advisor manages the investments. A PTR of 100% is equivalent to the Fund buying and selling all of the securities in its portfolio once in the course of the period. The higher PTR in a period, the greater the trading costs payable by the Fund in the period, and the greater the chance of an investor receiving taxable capital gains in the period. There is not necessarily a relationship between a high PTR and the performance of the Fund. Costs incurred to realign the Fund's portfolio after a fund merger, if any, are excluded from the PTR.



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