

COUNSEL | PORTFOLIO SERVICES

Counsel Conservative *portfolio*

ANNUAL FINANCIAL STATEMENTS

For the year ended March 31, 2023

These Financial Statements do not contain the Management Report of Fund Performance ("MRFP") of the investment fund.

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.counselservices.com or by visiting www.sedar.com.

COUNSEL CONSERVATIVE PORTFOLIO

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

MANAGEMENT REPORT

Management's Responsibility for Financial Reporting

The accompanying financial statements have been prepared by Counsel Portfolio Services Inc. (the "Manager"), as Manager of Counsel Conservative Portfolio (the "Fund"). The Manager is responsible for the integrity, objectivity and reliability of the data presented. This responsibility includes selecting appropriate accounting principles and making judgments and estimates consistent with International Financial Reporting Standards. The Manager is also responsible for the development of internal controls over the financial reporting process, which are designed to provide reasonable assurance that relevant and reliable financial information is produced.

The Board of Directors (the "Board") of Counsel Portfolio Services Inc. is responsible for reviewing and approving the financial statements and overseeing the Manager's performance of its financial reporting responsibilities. The Board 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.

Effective March 31, 2023, KPMG LLP was appointed the external auditor of the Fund. It is appointed by the Board. The external auditor has audited the financial statements in accordance with Canadian generally accepted auditing standards to enable it to express to the securityholders its opinion on the financial statements. Its report is set out below.



Sam Febraro
President and Chief Executive Officer



Paulette Jervis
Chief Financial Officer

June 5, 2023

INDEPENDENT AUDITOR'S REPORT

To the Securityholders of Counsel Conservative Portfolio (the "Fund")

Opinion

We have audited the financial statements of the Fund, which comprise:

- the statement of financial position as at March 31, 2023
- the statement of comprehensive income for the period then ended as indicated in note 1
- the statement of changes in financial position for the period then ended as indicated in note 1
- the statement of cash flows for the period then ended as indicated in note 1 and
- notes to the financial statements, including a summary of significant accounting policies (Hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Fund as at March 31, 2023, and its financial performance and cash flows for the period then ended as indicated in note 1 in accordance with International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board (IASB).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our auditor's report.

We are independent of the Fund in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Other Matter – Comparative Information

The financial statements for the period ended March 31, 2022 were audited by another auditor who expressed an unmodified opinion on those financial statements on June 13, 2022.

COUNSEL CONSERVATIVE PORTFOLIO

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

INDEPENDENT AUDITOR'S REPORT (cont'd)

Other Information

Management is responsible for the other information. Other information comprises:

– the information included in the Annual Management Report of Fund Performance of the Fund.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated.

We obtained the information included in the Annual Management Report of Fund Performance of the Fund filed with the relevant Canadian Securities Commissions as at the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditor's report.

We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board (IASB), 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.

In preparing the financial statements, management is responsible for assessing the Fund's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Fund or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the financial reporting process of the Fund.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Fund to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



Chartered Professional Accountants
Licensed Public Accountants
Toronto, Ontario
June 5, 2023

COUNSEL CONSERVATIVE PORTFOLIO

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

STATEMENTS OF FINANCIAL POSITION

at March 31 (in \$ 000 except per security amounts)

| | 2023 | 2022 |
|---|----------------|----------------|
| ASSETS | | |
| Current assets | | |
| Investments at fair value | 259,053 | 309,347 |
| Cash and cash equivalents | – | 580 |
| Accounts receivable for investments sold | 529 | 335 |
| Accounts receivable for securities issued | 572 | 598 |
| Total assets | 260,154 | 310,860 |
| LIABILITIES | | |
| Current liabilities | | |
| Bank indebtedness | 273 | – |
| Accounts payable for investments purchased | – | 688 |
| Accounts payable for securities redeemed | 538 | 527 |
| Due to manager | 9 | 12 |
| Total liabilities | 820 | 1,227 |
| Net assets attributable to securityholders | 259,334 | 309,633 |

STATEMENTS OF COMPREHENSIVE INCOME

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

| | 2023 | 2022 |
|---|----------------|--------------|
| Income | | |
| Dividends | 585 | 835 |
| Interest and other income | 9,405 | 7,000 |
| Other changes in fair value of investments and other net assets | | |
| Net realized gain (loss) | (759) | 15,063 |
| Net unrealized gain (loss) | (13,932) | (14,015) |
| Total income (loss) | (4,701) | 8,883 |
| Expenses (note 6) | | |
| Management fees | 2,962 | 3,836 |
| Management fee rebates | (26) | (42) |
| Administration fees | 584 | 718 |
| Interest charges | 1 | – |
| Independent Review Committee fees | 9 | 5 |
| Other | 4 | 3 |
| Expenses before amounts absorbed by Manager | 3,534 | 4,520 |
| Expenses absorbed by Manager | – | – |
| Net expenses | 3,534 | 4,520 |
| Increase (decrease) in net assets attributable to securityholders from operations before tax | (8,235) | 4,363 |
| Foreign withholding tax expense (recovery) | – | – |
| Foreign income tax expense (recovery) | – | – |
| Increase (decrease) in net assets attributable to securityholders from operations | (8,235) | 4,363 |

| | Net assets attributable to securityholders (note 3) | | | |
|-------------------------|---|-------|----------------|----------------|
| | per security | | per series | |
| | 2023 | 2022 | 2023 | 2022 |
| Series A | 14.84 | 15.79 | 70,721 | 85,179 |
| Series E | 14.63 | 15.57 | 40,126 | 51,600 |
| Series F | 15.05 | 16.05 | 57,134 | 68,065 |
| Series FT | n/a | 9.00 | n/a | 1 |
| Series I | 15.46 | 16.54 | 52,303 | 65,970 |
| Series Private Wealth | 10.35 | 11.08 | 30,495 | 28,383 |
| Series Private Wealth I | 9.36 | 9.98 | 7,549 | 9,433 |
| Series T | 6.66 | 7.52 | 1,006 | 1,002 |
| | | | 259,334 | 309,633 |

| | Increase (decrease) in net assets attributable to securityholders from operations (note 3) | | | |
|-------------------------|--|--------|----------------|--------------|
| | per security | | per series | |
| | 2023 | 2022 | 2023 | 2022 |
| Series A | (0.59) | 0.02 | (3,013) | 86 |
| Series E | (0.59) | 0.11 | (1,797) | 403 |
| Series F | (0.41) | 0.21 | (1,644) | 896 |
| Series FT | (0.74) | (0.48) | – | – |
| Series I | (0.33) | 0.51 | (1,186) | 2,202 |
| Series Private Wealth | (0.12) | 0.25 | (319) | 625 |
| Series Private Wealth I | (0.30) | 0.17 | (246) | 177 |
| Series T | (0.19) | (0.32) | (30) | (26) |
| | | | (8,235) | 4,363 |

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

COUNSEL CONSERVATIVE PORTFOLIO

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

STATEMENTS OF CHANGES IN FINANCIAL POSITION

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

| | Total | | Series A | | Series E | | Series F | | Series FT | |
|---|----------|----------|----------|----------|----------|---------|----------|----------|-----------|------|
| | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
| NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS | | | | | | | | | | |
| Beginning of period | 309,633 | 342,335 | 85,179 | 87,992 | 51,600 | 60,194 | 68,065 | 72,816 | 1 | – |
| Increase (decrease) in net assets from operations | (8,235) | 4,363 | (3,013) | 86 | (1,797) | 403 | (1,644) | 896 | – | – |
| Distributions paid to securityholders: | | | | | | | | | | |
| Investment income | (7,675) | (3,615) | (1,253) | (196) | (803) | (159) | (1,852) | (868) | – | – |
| Capital gains | (3,182) | (5,196) | (884) | (1,169) | (516) | (942) | (707) | (1,228) | – | – |
| Return of capital | (60) | (47) | – | – | – | – | – | – | – | – |
| Management fee rebates | (26) | (42) | (10) | (16) | – | – | (14) | (22) | – | – |
| Total distributions paid to securityholders | (10,943) | (8,900) | (2,147) | (1,381) | (1,319) | (1,101) | (2,573) | (2,118) | – | – |
| Security transactions: | | | | | | | | | | |
| Proceeds from securities issued | 30,914 | 53,850 | 7,006 | 16,205 | – | – | 4,219 | 12,428 | – | 1 |
| Reinvested distributions | 10,341 | 8,434 | 2,104 | 1,355 | 1,237 | 1,031 | 2,238 | 1,832 | – | – |
| Payments on redemption of securities | (72,376) | (90,449) | (18,408) | (19,078) | (9,595) | (8,927) | (13,171) | (17,789) | (1) | – |
| Total security transactions | (31,121) | (28,165) | (9,298) | (1,518) | (8,358) | (7,896) | (6,714) | (3,529) | (1) | 1 |
| Increase (decrease) in net assets attributable to securityholders | (50,299) | (32,702) | (14,458) | (2,813) | (11,474) | (8,594) | (10,931) | (4,751) | (1) | 1 |
| End of period | 259,334 | 309,633 | 70,721 | 85,179 | 40,126 | 51,600 | 57,134 | 68,065 | – | 1 |
| Increase (decrease) in fund securities (in thousands) (note 7): | | | | | | | | | | |
| Securities outstanding – beginning of period | | | 5,393 | 5,485 | 3,313 | 3,798 | 4,240 | 4,456 | – | – |
| Issued | | | 477 | 982 | – | – | 278 | 734 | – | – |
| Reinvested distributions | | | 143 | 81 | 86 | 62 | 150 | 108 | – | – |
| Redeemed | | | (1,248) | (1,155) | (657) | (547) | (872) | (1,058) | – | – |
| Securities outstanding – end of period | | | 4,765 | 5,393 | 2,742 | 3,313 | 3,796 | 4,240 | – | – |

| | Series I | | Series Private Wealth | | Series Private Wealth I | | Series T | |
|---|----------|----------|-----------------------|----------|-------------------------|---------|----------|-------|
| | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
| NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS | | | | | | | | |
| Beginning of period | 65,970 | 81,369 | 28,383 | 28,534 | 9,433 | 11,001 | 1,002 | 429 |
| Increase (decrease) in net assets from operations | (1,186) | 2,202 | (319) | 625 | (246) | 177 | (30) | (26) |
| Distributions paid to securityholders: | | | | | | | | |
| Investment income | (2,330) | (1,602) | (1,182) | (665) | (239) | (123) | (16) | (2) |
| Capital gains | (650) | (1,181) | (322) | (491) | (91) | (176) | (12) | (9) |
| Return of capital | – | – | – | – | – | – | (60) | (47) |
| Management fee rebates | – | – | – | – | (2) | (4) | – | – |
| Total distributions paid to securityholders | (2,980) | (2,783) | (1,504) | (1,156) | (332) | (303) | (88) | (58) |
| Security transactions: | | | | | | | | |
| Proceeds from securities issued | 6,457 | 10,250 | 12,929 | 13,715 | 227 | 570 | 76 | 681 |
| Reinvested distributions | 2,873 | 2,726 | 1,498 | 1,153 | 330 | 303 | 61 | 34 |
| Payments on redemption of securities | (18,831) | (27,794) | (10,492) | (14,488) | (1,863) | (2,315) | (15) | (58) |
| Total security transactions | (9,501) | (14,818) | 3,935 | 380 | (1,306) | (1,442) | 122 | 657 |
| Increase (decrease) in net assets attributable to securityholders | (13,667) | (15,399) | 2,112 | (151) | (1,884) | (1,568) | 4 | 573 |
| End of period | 52,303 | 65,970 | 30,495 | 28,383 | 7,549 | 9,433 | 1,006 | 1,002 |
| Increase (decrease) in fund securities (in thousands) (note 7): | | | | | | | | |
| Securities outstanding – beginning of period | 3,988 | 4,831 | 2,562 | 2,530 | 945 | 1,082 | 133 | 52 |
| Issued | 414 | 589 | 1,241 | 1,178 | 24 | 55 | 11 | 84 |
| Reinvested distributions | 188 | 156 | 146 | 98 | 36 | 29 | 9 | 4 |
| Redeemed | (1,207) | (1,588) | (1,004) | (1,244) | (198) | (221) | (2) | (7) |
| Securities outstanding – end of period | 3,383 | 3,988 | 2,945 | 2,562 | 807 | 945 | 151 | 133 |

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

COUNSEL CONSERVATIVE PORTFOLIO

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

STATEMENTS OF CASH FLOWS

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

| | 2023 | 2022 |
|---|-----------------|-----------------|
| Cash flows from operating activities | | |
| Net increase (decrease) in net assets attributable to securityholders from operations | (8,235) | 4,363 |
| Adjustments for: | | |
| Net realized loss (gain) on investments | 1,450 | (9,697) |
| Change in net unrealized loss (gain) on investments | 13,932 | 14,015 |
| Distributions received in-kind from underlying funds | (10,672) | (13,201) |
| Purchase of investments | (52,238) | (52,065) |
| Proceeds from sale and maturity of investments | 96,940 | 94,744 |
| Increase (decrease) in accounts payable and other liabilities | (3) | (1) |
| Net cash provided by (used in) operating activities | 41,174 | 38,158 |
| Cash flows from financing activities | | |
| Proceeds from securities issued | 30,940 | 53,335 |
| Payments on redemption of securities | (72,365) | (90,618) |
| Distributions paid net of reinvestments | (602) | (466) |
| Net cash provided by (used in) financing activities | (42,027) | (37,749) |
| Increase (decrease) in cash and cash equivalents | (853) | 409 |
| Cash and cash equivalents at beginning of period | 580 | 171 |
| Effect of exchange rate fluctuations on cash and cash equivalents | — | — |
| Cash and cash equivalents, end of period | (273) | 580 |
| Cash | — | 580 |
| Cash equivalents | — | — |
| Bank indebtedness | (273) | — |
| Cash and cash equivalents, end of period | (273) | 580 |
| Supplementary disclosures on cash flow from operating activities: | | |
| Dividends received | — | — |
| Foreign taxes paid | — | — |
| Interest received | 8 | — |
| Interest paid | 1 | — |

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

COUNSEL CONSERVATIVE PORTFOLIO

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

SCHEDULE OF INVESTMENTS

as at March 31, 2023

| | Country | Sector | Units | Average Cost (\$ 000) | Fair Value (\$ 000) |
|---|---------|--------------|------------|--------------------------|------------------------|
| MUTUAL FUNDS | | | | | |
| Counsel Canadian Growth Series O | Canada | Mutual Funds | 192,219 | 3,130 | 3,738 |
| Counsel Canadian Value Series O | Canada | Mutual Funds | 269,472 | 4,115 | 4,320 |
| Counsel Fixed Income Series O | Canada | Mutual Funds | 14,262,276 | 175,754 | 158,440 |
| Counsel Global Real Estate Series O | Canada | Mutual Funds | 647,733 | 8,200 | 7,638 |
| Counsel Global Small Cap Series O | Canada | Mutual Funds | 474,415 | 8,182 | 9,488 |
| Counsel International Growth Series O | Canada | Mutual Funds | 284,051 | 6,504 | 7,390 |
| Counsel International Value Series O | Canada | Mutual Funds | 603,536 | 7,986 | 8,671 |
| Counsel Short Term Bond Series O | Canada | Mutual Funds | 793,699 | 7,485 | 7,176 |
| Counsel U.S. Growth Series O | Canada | Mutual Funds | 176,736 | 5,747 | 7,458 |
| Counsel U.S. Value Series O | Canada | Mutual Funds | 736,493 | 10,069 | 9,879 |
| IPC Multi-Factor Canadian Equity Series O | Canada | Mutual Funds | 478,069 | 4,737 | 5,525 |
| IPC Multi-Factor International Equity Series O | Canada | Mutual Funds | 1,079,139 | 10,697 | 10,746 |
| IPC Multi-Factor U.S. Equity Series O | Canada | Mutual Funds | 1,531,299 | 16,353 | 18,584 |
| Total investments | | | | 268,959 | 259,053 |
| Bank indebtedness | | | | | (273) |
| Other assets less liabilities | | | | | 554 |
| Net assets attributable to securityholders | | | | | 259,334 |

COUNSEL CONSERVATIVE PORTFOLIO

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

SUMMARY OF INVESTMENT PORTFOLIO

MARCH 31, 2023

| UNDERLYING FUND TYPE | % OF NAV |
|----------------------------|----------|
| Income funds | 61.1 |
| International equity funds | 14.0 |
| U.S. equity funds | 13.9 |
| Canadian equity funds | 8.0 |
| Global real estate | 2.9 |
| Other | 0.1 |

| EFFECTIVE SECTOR ALLOCATION | % OF NAV |
|-----------------------------|----------|
| Corporate bonds | 30.1 |
| Federal bonds | 12.3 |
| Provincial bonds | 10.7 |
| Financials | 5.2 |
| Information technology | 4.9 |
| Industrials | 4.2 |
| Health care | 3.8 |
| Real estate | 3.5 |
| Consumer staples | 3.2 |
| Energy | 3.1 |
| Consumer discretionary | 2.9 |
| Materials | 2.3 |
| Communication services | 1.6 |
| Foreign government bonds | (1.6) |
| Other | 13.8 |

| EFFECTIVE COUNTRY ALLOCATION | % OF NAV |
|------------------------------|----------|
| Canada | 59.6 |
| United States | 28.5 |
| United Kingdom | 2.5 |
| Australia | 1.5 |
| Netherlands | 1.0 |
| Malaysia | 0.8 |
| South Korea | 0.8 |
| Brazil | 0.7 |
| Indonesia | 0.7 |
| Colombia | 0.6 |
| Japan | (1.0) |
| Other countries | 4.3 |

MARCH 31, 2022

| UNDERLYING FUND TYPE | % OF NAV |
|----------------------------|----------|
| Income funds | 56.8 |
| International equity funds | 16.7 |
| U.S. equity funds | 12.5 |
| Canadian equity funds | 8.7 |
| Global real estate | 5.2 |
| Cash | 0.2 |
| Other | (0.1) |

| EFFECTIVE SECTOR ALLOCATION | % OF NAV |
|-----------------------------|----------|
| Corporate bonds | 28.4 |
| Government bonds | 8.1 |
| Financials | 7.4 |
| Real estate | 5.8 |
| Information technology | 5.7 |
| Industrials | 5.3 |
| Consumer discretionary | 4.0 |
| Health care | 3.2 |
| Consumer staples | 3.2 |
| Materials | 3.0 |
| Communication services | 2.2 |
| Energy | 1.5 |
| Utilities | 0.7 |
| Cash | 0.2 |
| Other | 21.3 |

| EFFECTIVE REGIONAL ALLOCATION | % OF NAV |
|-------------------------------|----------|
| Canada | 59.7 |
| United States | 27.8 |
| Pacific ex Japan | 5.6 |
| Japan | 3.3 |
| United Kingdom | 2.8 |
| Latin America | 2.0 |
| Middle East and Africa | 0.6 |
| Europe ex U.K. | (2.0) |
| Cash | 0.2 |

The effective allocation shows the country, regional, and sector of the Fund calculated by including the Fund's proportionate share of its holdings in underlying investment funds.

COUNSEL CONSERVATIVE PORTFOLIO

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

NOTES TO FINANCIAL STATEMENTS

1. Fiscal Periods and General Information

The information provided in these financial statements and notes thereto is for the years ended or as at March 31, 2023 and 2022 (as applicable). In the year a series is established, 'period' represents the period from inception to the period end of that fiscal period. In a period where a series is terminated the period represents from the beginning of the fiscal year to the termination date. Refer to Note 9 (a) for series inception and termination 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 are 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 through profit or loss ("FVTPL").

These financial statements were authorized for issue by Counsel's Board of Directors on June 5, 2023.

3. Significant Accounting Policies

(a) Financial Instruments

Financial instruments include financial assets and liabilities such as investment funds. The Fund classifies and measures financial instruments in accordance with IFRS 9 *Financial Instruments*. Upon initial recognition, financial instruments are classified as 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 assets are derecognized when the right to receive cash flows from the instrument has expired. Financial liabilities are derecognized when the Fund has transferred substantially all risks and rewards of ownership. 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).

Realized and unrealized gains and losses on investments are calculated based on average cost of investments.

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.

The Fund's redeemable securities entitle securityholders the right to redeem their interest in the Fund for cash equal to their proportionate share of the net asset value of the Fund, amongst other contractual rights. The Fund's redeemable securities meet the criteria for classification as financial liabilities under IAS 32, *Financial Instruments: Presentation*. The Fund's obligation for net assets attributable to securityholders is presented at the redemption amount.

IAS 7, *Statement of Cash Flows*, requires disclosures related to changes in liabilities and assets, such as the securities of the Fund, arising from financing activities. Changes in securities of the Fund, including both changes from cash flows and non-cash changes, are included in the Statement of Changes in Financial Position. Any changes in the securities not settled in cash as at the end of the period are presented as either Accounts receivable for securities issued or Accounts payable for securities redeemed in the Statement of Financial Position. These accounts receivable and accounts payable amounts typically settle shortly after period-end.

(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.

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. The cost of investments is determined on a weighted average cost basis.

The Fund categorizes the fair value of its assets and liabilities into three categories, which are differentiated based on the observable nature of the inputs and extent of estimation required.

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 including quoted prices on inactive markets and from recognized investment dealers; and

Level 3 – Inputs that are not based on observable market data.

As at March 31, 2023 and March 31, 2022, all investments (consisting of mutual fund units) were classified as Level 1. There were no significant transfers between Level 1 and Level 2 during the periods.

(c) Income recognition

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, and unrealized gains or losses 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.

COUNSEL CONSERVATIVE PORTFOLIO

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

NOTES TO FINANCIAL STATEMENTS

3. Significant Accounting Policies (cont'd)

(d) 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.

(e) 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, 2023 and March 31, 2022, there were no such differences.

(f) 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 Statement 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.

(g) Comparative amounts

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

(h) Future Accounting Changes

Counsel has determined there are no material implications to the Fund's financial statements arising from IFRS issued but not yet effective.

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 Judgments

Classification and measurement of investments

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.

Interest in unconsolidated structured entities

In determining whether an unlisted open-ended investment fund or an ETF in which the Fund invests ("Underlying Funds"), but that it does not consolidate, meets the definition of a structured entity, the Manager is required to make significant judgments about whether these underlying funds have the typical characteristics of a structured entity. These Underlying Funds do not meet the definition of a structured entity because:

- I. The voting rights in the Underlying Funds are not dominant factors in deciding who controls them;
- II. The activities of the Underlying Funds are restricted by their offering documents; and
- III. The Underlying Funds have narrow and well-defined investment objective to provide investment opportunities for investors while passing on the associated risks and rewards.

As a result, such investments are accounted for at FVTPL. Note 9 (e) summarizes the details of the Fund's interest in these Underlying Funds. These Underlying Funds include funds managed by Counsel which are branded either Counsel or IPC and are shown in the Schedule of Investments.

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. The Fund maintains a December 15 year-end for tax purposes. The Fund will distribute sufficient amounts from net income for tax purposes, as required, so that the Fund will not pay income taxes other than refundable tax on capital gains, if applicable.

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 9 (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 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.

COUNSEL CONSERVATIVE PORTFOLIO

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

NOTES TO FINANCIAL STATEMENTS

6. Management Fees and Operating Expenses (cont'd)

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, and any new fees related to external services that were not commonly charged in the Canadian mutual fund industry after the date of the Fund's most recently filed Simplified Prospectus.

Counsel may waive or absorb management fees and/or Administration Fees at its discretion and stop waiving or absorbing such fees at any time without notice. Refer to Note 9 (a) for the management fee and Administration Fee rates charged to each series of securities.

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, 2023 and 2022 (as applicable) and securities issued, reinvested and redeemed for the periods 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 8 (a).

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 9 (b), and where applicable, by using derivatives to hedge certain risk exposures. To assist in managing risks, Counsel 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.

The Fund employs a passive investment strategy whereby investments in securities of underlying investment funds are based on target asset weightings. Left unchecked, market fluctuations can cause the investments to diverge from these target weightings. Counsel monitors these divergences and, if they become significant, the Fund's investments are rebalanced back towards target weightings. The target weightings allocated to each underlying investment fund and their selection are based on several factors, including impact to the Fund's volatility and asset class diversification and may be subject to change based on Counsel's assessment of current market conditions.

(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 order to monitor the liquidity of its assets, the Fund utilizes a liquidity risk management program that calculates the number of days to convert the investments held by the Fund into cash using a multi-day liquidation approach. This liquidity risk analysis assesses the Fund's liquidity against pre-determined minimum liquidity percentages, established for different time periods. In addition, the Fund has the ability to borrow up to 5% of its net assets for the purposes of funding redemptions. In order to comply with securities regulations, the Fund must maintain at least 85% of its assets in liquid investments (i.e. investments that can be readily sold).

(c) Credit Risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment into which it has entered 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's greatest indirect concentration of credit risk is to securities and derivatives held by underlying funds. For more information regarding the credit risk of underlying funds, refer to the Underlying Funds' financial statements available on the SEDAR website at www.sedar.com or at www.counsel.services.com.

(d) Currency risk

Currency risk is the risk that financial instruments which are denominated or exchanged in a currency other than the Canadian dollar, which is the Fund's functional currency, will fluctuate due to changes in exchange rates. Generally, foreign denominated investments increase in value when the value of the Canadian dollar (relative to foreign currencies) falls. Conversely, when the value of the Canadian dollar rises relative to foreign currencies, the values of foreign denominated investments fall.

The underlying Counsel equity funds follow a dynamic hedging strategy where it targets a hedge against foreign currencies, based on the Counsel's expectation of future exchange rates at that time. As of March 31, 2023, these underlying funds were targeting a hedge of 0.0% (March 31, 2022 – 25.0%) against the U.S. Dollar, 0.0% (March 31, 2022 – 25.0%) against the Euro, and 12.5% (March 31, 2022 – 0%) against the Great British Pound.

Note 9 (c) indicates the Fund's sensitivity to currency risk including potential indirect impacts from underlying investment funds in which the Fund invests. In practice, the actual trading results may differ and the difference could be material. Other financial assets and liabilities (including dividends and interest receivable, and receivables/payables for investments sold/purchased) that are denominated in foreign currencies do not expose the Fund to significant currency risk.

(e) Interest rate risk

Interest rate risk arises on interest-bearing financial instruments. The Fund is exposed to the risk that the value of interest-bearing financial instruments will fluctuate due to changes in the prevailing levels of market interest rates. Generally, these securities increase in value when interest rates fall and decrease in value when interest rates rise.

Note 9 (c) summarizes the Fund's exposure to interest rate risk had prevailing interest rates increased or decreased by 1%, assuming a parallel shift in the yield curve, all other variables held constant. In practice, the actual trading results may differ and the difference could be material. The Fund's sensitivity to interest rate risk illustrated includes potential indirect impacts from underlying investment funds.

COUNSEL CONSERVATIVE PORTFOLIO

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

NOTES TO FINANCIAL STATEMENTS

8. Financial Instruments Risk (cont'd)

(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.

Other price risk typically arises from exposure to equity securities. Note 9 (c) illustrates the potential increase or decrease in the Fund's net assets, through underlying investment funds, had the prices on the respective exchanges for these securities increased or decreased by 10%, all other variables held constant. In practice, the actual trading results may differ and the difference could be material.

COUNSEL CONSERVATIVE PORTFOLIO

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

NOTES TO FINANCIAL STATEMENTS

9. Fund Specific Information (in '000, except for (a))

(a) Fund Formation and Series Information

| Series | Inception/ Reinstatement Date | Minimum Investment (\$) | Management fee (%) ⁵ | Administration fee (%) ⁵ |
|--|----------------------------------|----------------------------|------------------------------------|--|
| Series A ¹ | January 15, 2002 | 1,000 | 1.80 | 0.25 |
| Series E ⁷ | February 13, 2006 | 75,000 | 1.66 | 0.25 |
| Series F ² | February 13, 2006 | 1,000 | 0.75 | 0.15 |
| Series FT ^{2,8,9} | November 5, 2021 | 1,000 | 0.75 | 0.15 |
| Series I ^{2,3,5} | March 1, 2006 | 1,000 | – | 0.15 |
| Series Private Wealth ⁴ | February 27, 2014 | – | – | 0.15 |
| Series Private Wealth I ^{2,6} | May 25, 2017 | 1,000 | 0.75 | 0.15 |
| Series T ^{1,8} | September 4, 2018 | 1,000 | 1.80 | 0.25 |

¹ Series A and T are the only series subject to sales or redemption charges; these charges are based on purchase options chosen. Securities purchased under the sales charge option may be subject to a negotiated fee of up to 5% at time of initial purchase. Securities previously purchased under the redemption charge purchase option may be subject to a redemption fee of up to 4.5% (based on date of initial purchase); new securities are not available under this option but may be acquired through switching from other Counsel funds. Effective June 15, 2022, the series' management fee was reduced from 1.90%.

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. Effective June 15, 2022, the series' management fee was reduced from 0.95% (including Series I management fee which is charged directly to investors).

³ The management fee for this series is 0.75% and is payable directly to Counsel generally through the monthly redemption of securities.

⁴ There are no management fees for Series Private Wealth. An investor must enter into an agreement to participate in a discretionary managed program offered by IPC Securities Corporation and agree to pay certain asset-based fees.

⁵ Counsel may, at its discretion, waive or lower the management fee (either directly or indirectly) and/or administration fee payable by investors. Individual investors (excluding Series E investors) may be eligible for a management fee reduction subject to meeting certain requirements as discussed in the Fund's Simplified Prospectus.

⁶ This series is available solely to those investing through a private client service offering from IPC Investment Corporation and IPC Securities Corporation.

⁷ This series is not available for purchase.

⁸ These series are designed for investors who want to receive a monthly cash distribution at an annualized rate of up to 6% per year (8% per year prior to October 29, 2021).

⁹ Effective November 4, 2022, this series was terminated.

(b) Investment Objectives and Strategies

The Fund invests in securities of a variety of Canadian, U.S. and international equity and fixed income mutual funds (the "Underlying Funds"). The Fund's asset class weightings will generally be 50 – 70% in fixed income securities and 30 – 50% in equity securities.

(c) Risks Associated with Financial Instruments

i. Currency Risk

| Impact on net assets | Increased by 5% | | Decreased by 5% | |
|----------------------|-----------------|-------|-----------------|-----|
| | (\$) | (%) | (\$) | (%) |
| March 31, 2023 | (6,019) | (2.3) | 6,019 | 2.3 |
| March 31, 2022 | (6,534) | (2.1) | 6,534 | 2.1 |

ii. Interest Rate Risk

| Impact on net assets | Increased by 1% | | Decreased by 1% | |
|----------------------|-----------------|-------|-----------------|-----|
| | (\$) | (%) | (\$) | (%) |
| March 31, 2023 | (8,606) | (3.3) | 8,606 | 3.3 |
| March 31, 2022 | (9,814) | (3.2) | 9,814 | 3.2 |

iii. Other Price Risk

| Impact on net assets | Increased by 10% | | Decreased by 10% | |
|----------------------|------------------|-----|------------------|-------|
| | (\$) | (%) | (\$) | (%) |
| March 31, 2023 | 9,192 | 3.5 | (9,192) | (3.5) |
| March 31, 2022 | 13,029 | 4.2 | (13,029) | (4.2) |

COUNSEL CONSERVATIVE PORTFOLIO

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2023

NOTES TO FINANCIAL STATEMENTS

9. Fund Specific Information (in '000, except for (a)) (cont'd)

(d) Loss Carryforwards

| Non-Capital Losses carryforward (\$) | Net Capital Losses carryforward (\$) |
|---|---|
| - | - |

(e) Interest in Unconsolidated Structured Entities

The Fund's investment details in the Underlying Funds as at March 31, 2023 and 2022 are as follows:

| March 31, 2023 | % of Underlying Fund's Net Assets | Fair Value of Fund's Investment (\$) |
|--|--------------------------------------|---|
| Counsel Canadian Growth Series O | 3.6 | 3,738 |
| Counsel Canadian Value Series O | 4.9 | 4,320 |
| Counsel Fixed Income Series O | 18.3 | 158,440 |
| Counsel Global Real Estate Series O | 3.9 | 7,638 |
| Counsel Global Small Cap Series O | 4.7 | 9,488 |
| Counsel International Growth Series O | 3.3 | 7,390 |
| Counsel International Value Series O | 5.6 | 8,671 |
| Counsel Short Term Bond Series O | 10.3 | 7,176 |
| Counsel U.S. Growth Series O | 2.5 | 7,458 |
| Counsel U.S. Value Series O | 6.7 | 9,879 |
| IPC Multi-Factor Canadian Equity Series O | 4.3 | 5,525 |
| IPC Multi-Factor International Equity Series O | 6.1 | 10,746 |
| IPC Multi-Factor U.S. Equity Series O | 7.5 | 18,584 |

| March 31, 2022 | % of Underlying Fund's Net Assets | Fair Value of Fund's Investment (\$) |
|--|--------------------------------------|---|
| Counsel Canadian Growth Series O | 4.9 | 6,726 |
| Counsel Canadian Value Series O | 6.5 | 9,281 |
| Counsel Fixed Income Series O | 20.0 | 154,773 |
| Counsel Global Real Estate Series O | 4.9 | 16,080 |
| Counsel International Growth Series O | 3.6 | 9,329 |
| Counsel International Value Series O | 6.4 | 12,761 |
| Counsel Global Cap Series O | 5.5 | 14,907 |
| Counsel Short Term Bond Series O | 13.1 | 21,177 |
| Counsel U.S. Growth Series O | 3.0 | 9,549 |
| Counsel U.S. Value Series O | 7.6 | 13,500 |
| IPC Multi-Factor Canadian Equity Series O | 5.8 | 10,904 |
| IPC Multi-Factor International Equity Series O | 6.8 | 14,751 |
| IPC Multi-Factor U.S. Equity Series O | 8.3 | 15,609 |