

COUNSEL | PORTFOLIO SERVICES

Counsel International Value

ANNUAL FINANCIAL STATEMENTS

For the year ended March 31, 2020

COUNSEL | PORTFOLIO SERVICES

Management's *Responsibility for Financial Reporting*

To the securityholders of:

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

(collectively, “the Funds”)

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

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

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

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



Chris Reynolds
Director

July 13, 2020



Paulette Jervis
Chief Financial Officer

July 13, 2020

Independent Auditor's Report

To the Securityholders of:

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

(the "Funds" and each individually, the "Fund")

Opinion

We have audited the financial statements of each of the Funds, which comprise the statements of financial position as at March 31, 2020 and 2019, and the statements of comprehensive income, changes in financial position and cash flows for the periods then ended, as indicated in note 1, and notes to the financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of each of the Funds as at March 31, 2020 and 2019, as applicable, and its financial performance and its cash flows for the periods then ended, as indicated in note 1, in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

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

Management is responsible for the other information. The other information comprises the Management Report of Fund Performance.

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, or otherwise appears to be materially misstated.

We obtained the Management Report of Fund Performance prior to 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 this 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 IFRS, 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 Fund's financial reporting process.

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 GAAS 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 these financial statements.

As part of an audit in accordance with Canadian GAAS, 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 Fund's 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.

We 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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

/s/ Deloitte LLP

Chartered Professional Accountants
Licensed Public Accountants
July 13, 2020

STATEMENTS OF FINANCIAL POSITION

at March 31, 2020 with comparative figures at March 31, 2019
(in \$ 000 except per security amounts)

	2020	2019
Assets		
Current assets:		
Investments at fair value	130,334	312,049
Cash and cash equivalents	2,166	7,453
Accrued interest receivable	-	1
Dividends receivable	692	1,232
Accounts receivable for investments sold	268	5,317
Accounts receivable for securities issued	22	97
Accounts receivable from the Manager	-	-
Margin on derivative contracts	-	-
Derivative assets	54	-
Other assets	-	-
	133,536	326,149
Non-current assets:		
Taxes recoverable	216	387
Other assets	-	-
	216	387
Total assets	133,752	326,536
Liabilities		
Current liabilities:		
Bank indebtedness	-	-
Accounts payable for investments purchased	293	-
Accounts payable for securities redeemed	87	200
Distributions payable	-	-
Accrued expenses and miscellaneous payables	1	2
Dividends payable on investments sold short	-	-
Derivative liabilities	588	59
Taxes payable	-	-
Other liabilities	-	-
Total liabilities	969	261
Net assets attributable to securityholders	132,783	326,275

STATEMENTS OF COMPREHENSIVE INCOME

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

	2020	2019
Income:		
Dividends	11,331	11,000
Interest and other income	114	47
Net realized gain (loss)	5,866	(5,065)
Net unrealized gain (loss)	(30,037)	(45,353)
Income (loss) from derivatives	(48)	-
Income (loss) from short selling	-	-
Securities lending income	41	64
Trust income	-	-
Total income	(12,733)	(39,307)
Expenses:		
Management fees	179	234
Management fee rebates	-	-
Administration fees	124	155
Commissions and other portfolio transaction costs	995	824
Independent Review Committee costs	2	2
Interest and other charges	6	11
Expenses before amounts absorbed by Manager	1,306	1,226
Expenses absorbed by Manager	-	-
Net expenses	1,306	1,226
Increase (decrease) in net assets attributable to securityholders from operations before tax	(14,039)	(40,533)
Foreign withholding tax expense (recovery)	1,251	1,507
Foreign income tax expense (recovery)	-	-
Income tax expense (recovery)	-	-
Increase (decrease) in net assets attributable to securityholders from operations	(15,290)	(42,040)

	Net assets attributable to securityholders			
	per security		per series	
	2020	2019	2020	2019
Series A	10.10	12.27	2,564	3,929
Series E	10.44	12.71	3,137	4,729
Series F	10.40	12.69	1,367	2,157
Series I	10.62	13.00	445	637
Series O	10.34	12.59	94,588	255,951
Series Private Wealth	10.88	13.31	30,682	58,872
			132,783	326,275

	Increase (decrease) in net assets attributable to securityholders from operations			
	per security		per series	
	2020	2019	2020	2019
Series A	(2.05)	(2.06)	(520)	(673)
Series E	(2.09)	(2.08)	(631)	(809)
Series F	(1.92)	(1.95)	(253)	(489)
Series I	(1.83)	(1.90)	(60)	(67)
Series O	(1.80)	(1.79)	(9,712)	(30,713)
Series Private Wealth	(1.88)	(1.93)	(4,114)	(9,289)
			(15,290)	(42,040)

STATEMENTS OF CHANGES IN FINANCIAL POSITION

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

	TOTAL		SERIES A		SERIES E		SERIES F	
	2020	2019	2020	2019	2020	2019	2020	2019
Net assets attributable to securityholders, beginning of period	326,275	342,008	3,929	6,289	4,729	4,757	2,157	2,602
Increase (decrease) in net assets attributable to securityholders resulting from:								
Operations	(15,290)	(42,040)	(520)	(673)	(631)	(809)	(253)	(489)
Distributions:								
Income	(10,203)	(10,299)	(36)	(22)	(57)	(42)	(51)	(67)
Capital gains	-	(6,756)	-	(86)	-	(106)	-	(79)
Return of capital	-	-	-	-	-	-	-	-
Management fee rebates	-	-	-	-	-	-	-	-
Total distributions	(10,203)	(17,055)	(36)	(108)	(57)	(148)	(51)	(146)
Security transactions:								
Proceeds from sale of securities	17,914	92,893	322	1,370	-	1,821	1,752	5,774
Proceeds from securities issued on merger	-	-	-	-	-	-	-	-
Reinvested from distributions	10,194	17,029	36	108	57	148	47	126
Payment on redemption of securities	(196,107)	(66,560)	(1,167)	(3,057)	(961)	(1,040)	(2,285)	(5,710)
Total security transactions	(167,999)	43,362	(809)	(1,579)	(904)	929	(486)	190
Increase (decrease) in assets attributable to securityholders	(193,492)	(15,733)	(1,365)	(2,360)	(1,592)	(28)	(790)	(445)
Net assets attributable to securityholders, end of period	132,783	326,275	2,564	3,929	3,137	4,729	1,367	2,157
Increase (decrease) in securities (in thousands):								
Securities outstanding, beginning of period			320	429	372	313	170	172
Add (deduct):								
Securities sold			26	102	-	121	138	409
Securities issued on merger			-	-	-	-	-	-
Reinvested from distributions			3	10	4	13	4	11
Securities redeemed			(95)	(221)	(76)	(75)	(180)	(422)
Securities outstanding, end of period			254	320	300	372	132	170

	SERIES I		SERIES O		SERIES PRIVATE WEALTH	
	2020	2019	2020	2019	2020	2019
Net assets attributable to securityholders, beginning of period	637	1,290	255,951	265,671	58,872	61,399
Increase (decrease) in net assets attributable to securityholders resulting from:						
Operations	(60)	(67)	(9,712)	(30,713)	(4,114)	(9,289)
Distributions:						
Income	(24)	(17)	(7,790)	(8,594)	(2,245)	(1,557)
Capital gains	-	(13)	-	(5,266)	-	(1,206)
Return of capital	-	-	-	-	-	-
Management fee rebates	-	-	-	-	-	-
Total distributions	(24)	(30)	(7,790)	(13,860)	(2,245)	(2,763)
Security transactions:						
Proceeds from sale of securities	133	151	6,856	42,526	8,851	41,251
Proceeds from securities issued on merger	-	-	-	-	-	-
Reinvested from distributions	23	29	7,790	13,860	2,241	2,758
Payment on redemption of securities	(264)	(736)	(158,507)	(21,533)	(32,923)	(34,484)
Total security transactions	(108)	(556)	(143,861)	34,853	(21,831)	9,525
Increase (decrease) in assets attributable to securityholders	(192)	(653)	(161,363)	(9,720)	(28,190)	(2,527)
Net assets attributable to securityholders, end of period	445	637	94,588	255,951	30,682	58,872
Increase (decrease) in securities (in thousands):						
Securities outstanding, beginning of period	49	83	20,333	17,542	4,422	3,855
Add (deduct):						
Securities sold	11	11	606	3,172	680	3,005
Securities issued on merger	-	-	-	-	-	-
Reinvested from distributions	2	3	641	1,197	165	228
Securities redeemed	(20)	(48)	(12,436)	(1,578)	(2,447)	(2,666)
Securities outstanding, end of period	42	49	9,144	20,333	2,820	4,422

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

STATEMENTS OF CASH FLOWS

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

	2020	2019
Cash flows from operating activities		
Increase (decrease) in net assets attributable to securityholders from operations	(15,290)	(42,040)
Less non-cash impact of:		
Net realized loss (gain) on investments	(5,866)	5,065
Change in net unrealized loss (gain) on investments	30,037	45,353
Distributions received from Underlying Funds	-	-
Adjustments for:		
Proceeds from sale and maturity of investments	446,501	170,026
Purchases of investments	(351,253)	(200,442)
(Increase) decrease in accounts receivable and other assets	712	51
Increase (decrease) in accounts payable and other liabilities	(1)	(1)
Net cash provided by (used in) operating activities	104,840	(21,988)
Cash flows from financing activities:		
Proceeds from securities issued	17,989	93,299
Proceeds from securities issued on merger	-	-
Payments on redemption of securities	(128,103)	(66,531)
Distributions paid net of reinvestments	(9)	(26)
Net cash provided by (used in) financing activities	(110,123)	26,742
Increase (decrease) in cash and cash equivalents	(5,283)	4,754
Cash and cash equivalents at beginning of period	7,453	2,695
Effect of exchange rate fluctuations on cash and cash equivalents	(4)	4
Cash and cash equivalents, end of period	2,166	7,453
Cash	2,166	392
Cash equivalents	-	7,061
Bank indebtedness	-	-
	2,166	7,453
Supplementary disclosures on cash flow from operating activities:		
Dividends received net of withholding taxes	10,791	9,544
Interest received net of withholding taxes	115	46
Interest paid	6	11
Income taxes paid (recovered)	-	-

SCHEDULE OF INVESTMENTS

as at March 31, 2020

	Country	Sector	No. of Units/ Shares	Average Cost (\$ 000)	Fair Value (\$ 000)
EQUITIES					
A.P. Moller – Maersk AS Class B	Denmark	Industrials	900	1,453	1,137
ABB Ltd.	Switzerland	Industrials	79,300	2,123	1,964
AIB Group PLC	Ireland	Financials	323,500	1,860	511
Airbus SE	France	Industrials	2,600	440	238
Alcon Inc.	Switzerland	Health Care	4,700	315	338
Allianz SE Reg.	Germany	Financials	8,300	2,566	2,015
ArcelorMittal SA	Luxembourg	Materials	77,000	1,984	1,028
Arkema	France	Materials	10,900	1,445	1,061
Ascendas Real Estate Investment Trust	Singapore	Real Estate	5,636	14	16
Ashtead Group PLC	United Kingdom	Industrials	33,437	1,212	1,046
ASML Holding NV	Netherlands	Information Technology	3,800	1,007	1,422
Astellas Pharma Inc.	Japan	Health Care	105,600	1,951	2,303
Aviva PLC	United Kingdom	Financials	365,000	2,663	1,707
Baidu Inc. ADR	China	Communication Services	4,033	1,069	573
Barratt Developments PLC	United Kingdom	Consumer Discretionary	39,700	405	305
Bayer AG	Germany	Health Care	17,685	1,718	1,462
BHP Billiton PLC ADR	Australia	Materials	6,300	356	269
The British Land Co. PLC	United Kingdom	Real Estate	201,000	2,035	1,178
Challenger Ltd.	Australia	Financials	112,100	829	402
China Mobile Ltd. ADR	China	Communication Services	21,694	1,545	1,152
CK Asset Holdings Ltd.	Hong Kong	Real Estate	177,500	1,902	1,361
CK Hutchison Holdings Ltd.	Hong Kong	Industrials	235,747	3,597	2,229
Daiwa Securities Group Inc.	Japan	Financials	198,100	1,189	1,083
Dassault Aviation SA	France	Industrials	400	723	464
DBS Group Holdings Ltd.	Singapore	Financials	88,100	2,270	1,623
DCC PLC	United Kingdom	Industrials	22,000	2,577	1,954
Denki Kagaku Kogyo K. K.	Japan	Materials	27,000	1,067	801
Deutsche Boerse AG	Germany	Financials	6,589	953	1,275
The Drilling Co. of 1972 AS	Denmark	Energy	8,600	626	231
Empresa Brasileira de Aeronautica SA (Embraer) Pref. ADR	Brazil	Industrials	29,300	708	306
Engie SA	France	Utilities	122,200	2,466	1,780
EXOR SPA	Netherlands	Financials	6,000	518	435
Fanuc Corp.	Japan	Industrials	7,300	1,636	1,395
Fresenius SE & Co. KGaA	Germany	Health Care	38,100	2,768	2,016
Fujitsu Ltd.	Japan	Information Technology	5,700	533	725
Glencore PLC	Switzerland	Materials	148,200	677	319
GVC Holdings PLC	United Kingdom	Consumer Discretionary	67,100	786	656
HeidelbergCement AG	Germany	Materials	27,700	2,856	1,701
Heineken Holding NV A	Netherlands	Consumer Staples	7,000	944	756
Hitachi Ltd.	Japan	Information Technology	50,934	1,667	2,089
IG Group Holdings PLC	United Kingdom	Financials	44,100	406	532
Imperial Brands PLC	United Kingdom	Consumer Staples	51,300	1,843	1,339
Inchcape PLC	United Kingdom	Consumer Discretionary	130,809	1,387	989
Infineon Technologies AG	Germany	Information Technology	76,100	2,196	1,605
Informa PLC	United Kingdom	Communication Services	72,800	977	569
Investor AB	Sweden	Financials	16,800	1,026	1,086
Japan Airlines Co. Ltd.	Japan	Industrials	44,800	1,945	1,162
JXTG Holdings Inc.	Japan	Energy	418,000	2,656	2,019
KBC Groep NV	Belgium	Financials	19,800	1,826	1,287
Kirin Holdings Co. Ltd.	Japan	Consumer Staples	40,900	1,282	1,141
Koninklijke Philips NV	Netherlands	Health Care	40,300	2,244	2,297
Kuraray Co. Ltd.	Japan	Materials	46,100	788	656
Kyocera Corp.	Japan	Information Technology	18,600	1,568	1,554
LendLease Group Stapled Securities	Australia	Real Estate	82,100	1,142	727
Linde PLC	Ireland	Materials	2,600	598	634
Macquarie Group Ltd.	Australia	Financials	14,800	1,708	1,134
Matsumotokiyoshi Holdings Co. Ltd.	Japan	Consumer Staples	13,100	546	676
Mediobanca SPA	Italy	Financials	88,600	1,211	688
Mowi ASA	Norway	Consumer Staples	40,600	1,283	871
MS&AD Insurance Group Holdings Inc.	Japan	Financials	7,300	297	288
Nestle SA Reg.	Switzerland	Consumer Staples	23,500	3,147	3,411
Nintendo Co. Ltd.	Japan	Communication Services	4,300	2,071	2,337
Novartis AG Reg.	Switzerland	Health Care	19,500	2,217	2,270
NXP Semiconductors NV	Netherlands	Information Technology	9,300	1,266	1,087
Olympus Corp.	Japan	Health Care	96,900	1,526	1,970
ORIX Corp.	Japan	Financials	121,100	2,308	2,052
Persimmon PLC	United Kingdom	Consumer Discretionary	29,400	1,063	981
Prismian SPA	Italy	Industrials	38,000	982	857
Qantas Airways Ltd.	Australia	Industrials	331,200	1,728	914
Rakuten Inc.	Japan	Consumer Discretionary	218,100	2,815	2,331
Rexel SA	France	Industrials	44,100	734	463

SCHEDULE OF INVESTMENTS

as at March 31, 2020

	Country	Sector	No. of Units/ Shares	Average Cost (\$ 000)	Fair Value (\$ 000)
Roche Holding AG Genusscheine	Switzerland	Health Care	3,500	1,292	1,603
Ryanair Holdings PLC ADR	Ireland	Industrials	4,400	453	329
Samsung Electronics Co. Ltd.	South Korea	Information Technology	21,566	670	1,180
Sanofi	France	Health Care	21,415	2,368	2,655
Santos Ltd.	Australia	Energy	141,600	942	432
SAP AG	Germany	Information Technology	17,600	3,052	2,846
Savills PLC	United Kingdom	Real Estate	20,132	298	290
Sega Sammy Holdings Inc.	Japan	Consumer Discretionary	84,200	1,435	1,444
Seven & I Holdings Co. Ltd.	Japan	Consumer Staples	59,100	2,732	2,750
Siemens AG	Germany	Industrials	18,250	2,590	2,212
Siemens Gamesa Renewable Energy SA	Spain	Industrials	72,000	1,640	1,526
Smith & Nephew PLC	United Kingdom	Health Care	48,200	1,401	1,205
Smurfit Kappa Group PLC	Ireland	Materials	50,300	2,014	1,997
Sony Corp.	Japan	Consumer Discretionary	40,300	2,731	3,375
Square Enix Holdings Co. Ltd.	Japan	Communication Services	22,700	1,067	1,429
Sumitomo Mitsui Financial Group Inc.	Japan	Financials	64,800	3,087	2,218
Talanx AG	Germany	Financials	9,000	484	437
Tesco PLC	United Kingdom	Consumer Staples	646,800	2,684	2,580
Toshiba Corp.	Japan	Industrials	48,200	2,109	1,495
Total SA	France	Energy	26,000	1,897	1,420
Toyota Industries Corp.	Japan	Consumer Discretionary	31,200	2,290	2,109
TUI AG	Germany	Consumer Discretionary	14,000	203	91
UBS Group AG	Switzerland	Financials	180,859	3,669	2,381
UniCredit SPA	Italy	Financials	103,400	1,897	1,140
Unilever PLC	United Kingdom	Consumer Staples	46,200	3,602	3,285
Veolia Environnement	France	Utilities	56,800	1,787	1,711
Vivendi SA	France	Communication Services	31,100	1,174	940
Vodafone Group PLC	United Kingdom	Communication Services	1,016,700	2,442	2,001
				156,249	130,334
COMMISSIONS AND OTHER PORTFOLIO TRANSACTION COSTS				(226)	-
TOTAL INVESTMENTS				156,023	130,334
Net Assets					
Total investments					130,334
Cash and cash equivalents					2,166
Derivative assets (see schedule of derivative instruments)					54
Derivative liabilities (see schedule of derivative instruments)					(588)
Other net assets (liabilities)					817
					132,783

Schedule of Asset Composition

at March 31, 2020

	% of net assets
BY ASSET TYPE	
Equities	98.2
Cash and cash equivalents	1.6
Other	0.2
Total	100.0
BY REGION	
Europe ex U.K.	43.8
Japan	29.7
United Kingdom	15.5
Pacific ex Japan	9.0
Latin America	0.2
Canada	0.2
Cash and cash equivalents	1.6
Total	100.0
BY SECTOR	
Financials	16.8
Industrials	14.8
Health Care	13.6
Consumer Staples	12.7
Information Technology	9.4
Consumer Discretionary	9.3
Communication Services	6.8
Materials	6.4
Energy	3.1
Real Estate	2.7
Utilities	2.6
Cash and cash equivalents	1.6
Other	0.2
Total	100.0

at March 31, 2019

	% of net assets
BY ASSET TYPE	
Equities	95.6
Cash and cash equivalents	2.3
Other	2.1
Total	100.0
BY REGION	
Europe ex U.K.	37.4
United Kingdom	20.1
Japan	15.9
Pacific ex Japan	13.3
Canada	5.7
United States	5.3
Cash and cash equivalents	2.3
Total	100.0
BY SECTOR	
Financials	16.7
Industrials	15.1
Health Care	13.4
Consumer Staples	11.3
Energy	10.4
Communication Services	10.2
Information Technology	8.7
Consumer Discretionary	6.1
Real Estate	3.7
Cash and cash equivalents	2.3
Other	2.1
Total	100.0

Schedule of Derivative Instruments

as at March 31, 2020

Schedule of Forward Currency Contracts

Counterparty credit rating	Settlement date	Currency to be received (000)	Contract costs (CAD\$ 000)	Currency to be delivered (000)	Current fair value (CAD\$ 000)	Unrealized gains (CAD\$ 000)	Unrealized losses (CAD\$ 000)	
AA	06-10-2020	12,669 CAD	12,669	8,525 EUR	13,257	-	(588)	
AA	06-10-2020	2,205 EUR	3,375	3,375 CAD	3,429	54	-	
						54	(588)	
TOTAL DERIVATIVE ASSETS								54
TOTAL DERIVATIVE LIABILITIES								(588)

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

The information provided in these financial statements and notes thereto is for the year ended or as at March 31, 2020 and 2019, as applicable. In the year a series is established, 'period' represents the period from inception to the period end of that fiscal period. Refer to Note 10 (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 annual financial statements ("financial statements") have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). A summary of the Fund's significant accounting policies under IFRS is presented in Note 3.

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

These financial statements were authorized for issue by Counsel's Board of Directors on July 10, 2020.

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.

(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.

NOTES TO ANNUAL FINANCIAL STATEMENTS

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.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)**(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. The fair value of net assets presented in the financial statements is consistent with the net asset values calculated for the purchase and redemption of the Fund's redeemable securities calculated in accordance with securities regulations.

(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 sums of the increase (decrease) in net assets attributable to securityholders from operations for each month, divided by the weighted average number of securities outstanding during each month.

(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.

The outbreak of the novel coronavirus (COVID-19) developed rapidly over the first three months of 2020, with the World Health Organization declaring it a pandemic on March 11, 2020, and governments around the world enacting emergency measures that resulted in business disruptions, volatility in markets and a global economic slowdown.

The Manager uses judgment in assessing the impact from such events on assumptions and estimates applied in reporting the assets and liabilities in the Fund's financial statements at March 31, 2020.

The duration and impact of the COVID-19 pandemic on businesses and markets, and the extent of economic relief measures provided by governments and central banks, are unknown at the reporting date and it is therefore not possible to reliably estimate the impact on the financial results and position of the Fund in future periods.

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, any new fees related to external services that were not commonly charged in the Canadian mutual fund industry and introduced after October 29, 2019 (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 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 March 31, 2020 and 2019 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 ANNUAL 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 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).

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 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 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 underlying investment funds and ETFs.

9. FURTHER INFORMATION

A copy of the Fund's current Simplified Prospectus, Annual Information Form, Management Report of Fund Performance, Fund Fact Sheets, quarterly portfolio disclosures and proxy voting 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.counsel-services.com or by visiting www.sedar.com.

NOTES TO ANNUAL FINANCIAL STATEMENTS

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

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

Series	Date of Inception	Minimum Investment (\$)	Management Fee ⁷ (%)	Administration Fee ⁷ (%)
Series A ¹	January 7, 2009	1,000	1.99	0.31
Series E ^{2,8}	January 7, 2009	75,000	1.76	0.31
Series F ^{2,3}	January 7, 2009	1,000	0.90	0.15
Series I ^{2,3,4,7}	January 7, 2009	1,000	-	0.15
Series O ^{3,5}	January 7, 2009	-	-	-
Series Private Wealth ^{3,6}	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; new securities are not available under these purchase options but may be acquired through switching from other Counsel funds. Effective April 1, 2020, 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.

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 The management fee for this series is 0.90% and is payable directly to Counsel generally through the monthly redemption of securities.

⁵ 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. This series may pay monthly distributions of net income to minimize risks associated with large redemption by other Counsel funds.

⁶ 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.

⁷ Counsel may, at its discretion, waive or lower the management fee (either directly or indirectly) and/or administration fee payable by investors.

⁸ This series is not available for purchase.

(b) Investment Objectives and Strategies

The Fund invests in international equity securities which are trading below their estimated intrinsic value in a variety of industry sectors.

On May 1, 2019, Counsel appointed Thompson, Siegel & Wamsley LLC ("TSW"), of Richmond, Virginia as sub-advisor for the Fund replacing Mackenzie Financial Corporation. Concurrently, Counsel allocated approximately 35% of the Fund's assets to a proprietary multi-factor strategy developed by index provider Scientific Beta (the "Factor Strategy"). This Factor Strategy has aggregate investment characteristics that represent six factors: size, valuation, momentum, volatility, profitability and low investment (firms with low asset growth rates), which seek to reduce volatility and improve diversification.

In November 2019, the Factor Strategy was terminated; its assets were used primarily to fund redemptions made concurrently by other Counsel funds. TSW now serves as the Fund's sole sub-advisor.

(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.

March 31, 2020				
Currency	Investments	Cash and cash equivalents	Derivative instruments	Net exposure
Australian dollars	3,879	-	-	3,879
Chinese yuan	1,725	-	-	1,725
Euro	42,385	(60)	(9,828)	32,497
Hong Kong dollars	3,590	-	-	3,590
Japanese yen	39,402	(118)	-	39,284
Singapore dollars	1,639	-	-	1,639
Swiss franc	12,285	64	-	12,349
United Kingdom pounds	20,617	65	-	20,682
Other	4,811	138	-	4,949
Total	130,333	89	(9,828)	120,594
As percent of net assets (%)				90.8

March 31, 2019				
Currency	Investments	Cash and cash equivalents	Derivative instruments	Net exposure
Brazilian real	11,737	3	-	11,740
Euro	93,600	-	-	93,600
Hong Kong dollars	18,951	-	-	18,951
Japanese yen	52,004	-	-	52,004
South Korean won	8,226	-	-	8,226
Swiss franc	28,444	-	-	28,444
United Kingdom pounds	65,616	10	-	65,626
United States dollars	33,470	(212)	(18,396)	14,862
Total	312,048	(199)	(18,396)	293,453
As percent of net assets (%)				89.9

As at March 31, 2020, had the Canadian dollar strengthened or weakened by 5.0% relative to all foreign currencies, with all other variables held constant, net assets would have decreased or increased by approximately \$6,030 or 4.5% of total net assets (March 31, 2019 – \$14,673 or 4.5% of total net assets). In practice, the actual trading results may differ and the difference could be material.

NOTES TO ANNUAL FINANCIAL STATEMENTS

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

10. FUND SPECIFIC INFORMATION**(c) Risks Associated with Financial Instruments (continued)**

ii. Interest Rate Risk

As at March 31, 2020 and March 31, 2019, 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 March 31, 2020, 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 \$13,033 or 9.8% of total net assets (March 31, 2019 – \$31,205 or 9.6% of total net assets). In practice, the actual trading results may differ and the difference could be material.

iv. Credit Risk

As at March 31, 2020 and March 31, 2019, the Fund did not have a significant exposure to credit risk related to fixed income investments.

(d) Loss Carryforwards

As at the last taxation year-end, \$3,773 of net capital losses and \$nil of non-capital losses were available to offset future taxable income.

(e) Fair Value Classification

The table below summarizes the Fund's financial instruments carried at fair value using the following fair value hierarchy:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

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

as at March 31, 2020	Level 1	Level 2	Level 3	Total
Fixed income	-	-	-	-
Equities	4,351	125,983	-	130,334
Cash equivalents	-	-	-	-
Derivative assets	-	54	-	54
Derivative liabilities	-	(588)	-	(588)
Total	4,351	125,449	-	129,800

as at March 31, 2019	Level 1	Level 2	Level 3	Total
Fixed income	-	-	-	-
Equities	312,049	-	-	312,049
Cash equivalents	-	7,061	-	7,061
Derivative assets	-	-	-	-
Derivative liabilities	-	(59)	-	(59)
Total	312,049	7,002	-	319,051

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 year, non-North American equities frequently transferred between Level 1 (unadjusted quoted market prices) and Level 2 (adjusted market prices).

As of March 31, 2020, these securities were classified as Level 2 (March 31, 2019 – Level 1). Other than as described above, there were no significant transfers between Level 1 and Level 2. Cash equivalents classified as level 2 investments are valued based on amortized cost plus accrued interest which closely approximates fair value.

(f) Commissions

The brokerage commissions paid to certain dealers included an investment of \$25 (2019 – \$69) that was available for payment to third party vendors for the provision of investment decision making services. This amount represented 2.5% (2019 – 8.4%) of the total commissions and other transaction costs paid during the period.

(g) Securities Lending

as at	Value of securities loaned	Value of collateral received
March 31, 2020	5,788	6,341
March 31, 2019	-	-

A reconciliation of the gross amount generated from the securities lending transactions to the security lending income to the Fund for the periods ended March 31, 2020 and 2019 is presented below:

for the year ended March 31	Amount (\$)		Percentage of Total Amount (%)	
	2020	2019	2020	2019
Gross Securities Lending Income	54	85	100.0	100.0
Securities Lending Agent fees	(13)	(21)	(24.1)	(24.7)
Securities Lending Income to the Fund before Withholdings Taxes	41	64	75.9	75.3
Withholding Taxes	-	-	0.0	0.0
Securities Lending Income	41	64	75.9	75.3

(h) Transactions with other Counsel Funds

In February 2020, the Fund relied on standing instructions from the Counsel Funds' Independent Review Committee to sell securities to IPC Multi-Factor International Equity. Sales were conducted at market prices and amounted to \$39,495.

Concurrently, other funds managed by Counsel redeemed securities of the Fund in exchange for \$68,117 of the Fund's investment holdings.





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