

COUNSEL | PORTFOLIO SERVICES

Counsel Income *portfolio*

ANNUAL FINANCIAL STATEMENTS

For the year ended March 31, 2019

COUNSEL | PORTFOLIO SERVICES

Management's *Responsibility for Financial Reporting*

To the securityholders of:

Counsel All Equity Portfolio

Counsel Balanced Growth Portfolio

Counsel Balanced Portfolio

Counsel Canadian Core Fixed Income

Counsel Canadian Dividend

Counsel Canadian Growth

Counsel Canadian Value

Counsel Conservative Portfolio

Counsel Defensive Global Equity

Counsel Fixed Income

Counsel Global Fixed Income

Counsel Global Low Volatility Equity

Counsel Global Real Estate

Counsel Global Small Cap

Counsel Global Trend Strategy

Counsel Growth Portfolio

Counsel High Income Portfolio

Counsel High Yield Fixed Income

Counsel Income Portfolio

Counsel International Growth

Counsel Money Market

Counsel Monthly Income Portfolio

Counsel North American High Yield Bond

Counsel Retirement Accumulation Portfolio

Counsel Retirement Foundation Portfolio

Counsel Retirement Income Portfolio

Counsel Retirement Preservation Portfolio

Counsel Short Term Bond

Counsel U.S. Growth

Counsel U.S. Value

(collectively, "the Funds")

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

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

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

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



Chris Reynolds
Director

June 3, 2019



Frank Gawlina
Chief Financial Officer

June 3, 2019

Independent Auditor's Report

To the Securityholders of:

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

("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, 2019 and 2018, 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, 2019 and 2018, 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
June 3, 2019

STATEMENTS OF FINANCIAL POSITION

at March 31, 2019 with comparative figures at March 31, 2018

	Mar. 31 2019	Mar. 31 2018
Assets		
Current assets:		
Investments at fair value	22,567	29,661
Cash and cash equivalents	107	111
Accrued interest receivable	-	-
Dividends receivable	-	-
Accounts receivable for investments sold	-	4
Accounts receivable for securities issued	-	10
Accounts receivable from the Manager	-	1
Margin on derivative contracts	-	-
Derivative assets	-	-
Other assets	-	-
	22,674	29,787
Non-current assets:		
Taxes recoverable	1	1
Other assets	-	-
	1	1
Total assets	22,675	29,788
Liabilities		
Current liabilities:		
Bank indebtedness	-	-
Accounts payable for investments purchased	-	8
Accounts payable for securities redeemed	13	44
Distributions payable	-	-
Accrued expenses and miscellaneous payables	2	3
Dividends payable on investments sold short	-	-
Derivative liabilities	-	-
Taxes payable	-	-
Other liabilities	-	-
Total liabilities	15	55
Net assets attributable to securityholders	22,660	29,733

	Net assets attributable to securityholders			
	per security		per series	
	Mar. 31 2019	Mar. 31 2018	Mar. 31 2019	Mar. 31 2018
Series A	9.84	9.79	5,685	9,168
Series E	9.88	9.83	8,096	10,895
Series F	9.95	9.89	5,595	6,737
Series I	10.06	9.99	3,284	2,933
			22,660	29,733

STATEMENTS OF COMPREHENSIVE INCOME

for the periods ended March 31

	2019	2018
Income:		
Dividends	213	344
Interest and other income	625	857
Net realized gain (loss)	(27)	264
Net unrealized gain (loss)	66	(877)
Income (loss) from derivatives	-	-
Income (loss) from short selling	-	-
Securities lending income	-	-
Trust income	-	-
Total income	877	588
Expenses:		
Management fees	373	570
Management fee rebates	(1)	(2)
Administration fees	58	87
Commissions and other portfolio transaction costs	-	12
Independent Review Committee costs	1	1
Interest and other charges	3	2
Expenses before amounts absorbed by Manager	434	670
Expenses absorbed by Manager	-	-
Net expenses	434	670
Increase (decrease) in net assets attributable to securityholders		
from operations before tax	443	(82)
Foreign withholding tax expense (recovery)	-	9
Foreign income tax expense (recovery)	-	-
Income tax expense (recovery)	-	-
Increase (decrease) in net assets attributable to securityholders		
from operations	443	(91)

	Increase (decrease) in net assets attributable to securityholders from operations			
	per security		per series	
	2019	2018	2019	2018
Series A	0.13	(0.08)	73	(106)
Series E	0.16	(0.05)	105	(76)
Series F	0.26	0.05	148	37
Series I	0.36	0.14	117	54
			443	(91)

STATEMENTS OF CHANGES IN FINANCIAL POSITION

for the periods ended March 31

	TOTAL		SERIES A		SERIES E		SERIES F	
	2019	2018	2019	2018	2019	2018	2019	2018
Net assets attributable to securityholders, beginning of period	29,733	41,406	9,168	12,778	10,895	16,508	6,737	9,249
Increase (decrease) in net assets attributable to securityholders resulting from:								
Operations	443	(91)	73	(106)	105	(76)	148	37
Distributions:								
Income	(371)	(496)	(55)	(88)	(101)	(142)	(129)	(156)
Capital gains	-	(153)	-	(41)	-	(55)	-	(35)
Return of capital	-	-	-	-	-	-	-	-
Management fee rebates	(1)	(2)	-	-	-	-	(1)	(2)
Total distributions	(372)	(651)	(55)	(129)	(101)	(197)	(130)	(193)
Security transactions:								
Proceeds from sale of securities	5,508	6,091	947	1,612	1,330	-	1,496	2,611
Proceeds from securities issued on merger	-	-	-	-	-	-	-	-
Reinvested from distributions	367	641	54	125	101	196	128	191
Payment on redemption of securities	(13,019)	(17,663)	(4,502)	(5,112)	(4,234)	(5,536)	(2,784)	(5,158)
Total security transactions	(7,144)	(10,931)	(3,501)	(3,375)	(2,803)	(5,340)	(1,160)	(2,356)
Increase (decrease) in assets attributable to securityholders	(7,073)	(11,673)	(3,483)	(3,610)	(2,799)	(5,613)	(1,142)	(2,512)
Net assets attributable to securityholders, end of period	22,660	29,733	5,685	9,168	8,096	10,895	5,595	6,737
Increase (decrease) in securities (in thousands):								
Securities outstanding, beginning of period			936.5	1,278.8	1,109.0	1,645.9	681.1	915.9
Add (deduct):								
Securities sold			97.5	162.5	134.6	-	151.6	260.4
Securities issued on merger			-	-	-	-	-	-
Reinvested from distributions			5.6	12.7	10.4	19.8	13.0	19.2
Securities redeemed			(462.0)	(517.5)	(434.5)	(556.7)	(283.5)	(514.4)
Securities outstanding, end of period			577.6	936.5	819.5	1,109.0	562.2	681.1

	SERIES I	
	2019	2018
Net assets attributable to securityholders, beginning of period	2,933	2,871
Increase (decrease) in net assets attributable to securityholders resulting from:		
Operations	117	54
Distributions:		
Income	(86)	(110)
Capital gains	-	(22)
Return of capital	-	-
Management fee rebates	-	-
Total distributions	(86)	(132)
Security transactions:		
Proceeds from sale of securities	1,735	1,868
Proceeds from securities issued on merger	-	-
Reinvested from distributions	84	129
Payment on redemption of securities	(1,499)	(1,857)
Total security transactions	320	140
Increase (decrease) in assets attributable to securityholders	351	62
Net assets attributable to securityholders, end of period	3,284	2,933
Increase (decrease) in securities (in thousands):		
Securities outstanding, beginning of period	293.8	281.5
Add (deduct):		
Securities sold	175.5	183.7
Securities issued on merger	-	-
Reinvested from distributions	8.4	12.9
Securities redeemed	(151.3)	(184.3)
Securities outstanding, end of period	326.4	293.8

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

STATEMENTS OF CASH FLOWS

for the periods ended March 31

	2019	2018
Cash flows from operating activities		
Increase (decrease) in net assets attributable to securityholders from operations	443	(91)
Less non-cash impact of:		
Net realized loss (gain) on investments	70	(100)
Change in net unrealized loss (gain) on investments	(66)	877
Distributions received from Underlying Funds	(879)	(1,187)
Adjustments for:		
Proceeds from sale and maturity of investments	10,306	40,687
Purchases of investments	(2,341)	(28,617)
(Increase) decrease in accounts receivable and other assets	1	(1)
Increase (decrease) in accounts payable and other liabilities	(1)	3
Net cash provided by (used in) operating activities	7,533	11,571
Cash flows from financing activities:		
Proceeds from securities issued	5,518	6,081
Proceeds from securities issued on merger	-	-
Payments on redemption of securities	(13,050)	(17,689)
Distributions paid net of reinvestments	(5)	(10)
Net cash provided by (used in) financing activities	(7,537)	(11,618)
Increase (decrease) in cash	(4)	(47)
Cash (Bank indebtedness) at beginning of period	111	158
Effect of exchange rate fluctuations on cash	-	-
Cash (Bank indebtedness), end of period	107	111
Supplementary disclosures on cash flow from operating activities:		
Dividends received net of withholding taxes	-	82
Interest received net of withholding taxes	2	87
Interest paid	3	2
Income taxes paid (recovered)	-	-

SCHEDULE OF INVESTMENTS

as at March 31, 2019

	No. of Units	Average Cost (\$000)	Fair Value (\$000)	Indirect Exposure to Financial Instrument Risks (note 8):			
				Currency Risk	Interest Rate Risk	Other Price Risk	Credit Risk
MUTUAL FUNDS							
Counsel Canadian Core Fixed Income Series O	663,044	6,651	6,785		✓		✓
Counsel Canadian Dividend Series O	310,174	4,517	4,654	✓		✓	
Counsel Global Fixed Income Series O	401,591	4,008	3,906	✓	✓		✓
Counsel North American High Yield Bond Series O	170,952	1,719	1,685	✓	✓	✓	✓
Counsel Retirement Income Portfolio Series O	332,379	3,320	3,328	✓	✓	✓	✓
Counsel Short Term Bond Series O	234,595	2,241	2,209	✓	✓		✓
TOTAL INVESTMENTS		<u>22,456</u>	<u>22,567</u>				
Net Assets							
Total investments			22,567				
Cash			107				
Other net assets (liabilities)			(14)				
			<u>22,660</u>				

Schedule of Asset Composition

The effective allocation shows the regional or sector exposure of the Fund calculated by including the Fund's proportionate share of its holdings in Underlying Funds.

at March 31, 2019

	% of net assets
BY ASSET TYPE	
Canadian Bond Funds	39.7
International Income Funds	39.4
Canadian Equity Funds	20.5
Cash	0.5
Other	(0.1)
Total	100.0

EFFECTIVE SECTOR ALLOCATION

Corporate Bonds	31.6
Government Bonds	26.0
Financials	8.3
Energy	4.5
Real Estate	3.2
Communication Services	2.6
Utilities	2.2
Consumer Staples	1.1
Materials	0.8
Health Care	0.5
Information Technology	0.3
Industrials	0.2
Consumer Discretionary	0.1
Cash	0.5
Other	18.1
	100.0

EFFECTIVE REGIONAL ALLOCATION

Canada	67.4
United States	17.4
Pacific ex Japan	5.7
Latin America	5.1
Europe ex U.K.	2.3
United Kingdom	1.0
Middle East and Africa	0.6
Cash	0.5
	100.0

at March 31, 2018

	% of net assets
BY ASSET TYPE	
Canadian Bond Funds	49.2
International Income Funds	32.4
Canadian Equity Funds	18.1
Cash	0.4
Other	(0.1)
Total	100.0

EFFECTIVE SECTOR ALLOCATION

Corporate Bonds	33.3
Government Bonds	31.3
Financials	7.4
Energy	4.2
Real Estate	2.6
Telecommunication Services	2.0
Utilities	1.4
Consumer Staples	1.2
Consumer Discretionary	0.9
Materials	0.7
Information Technology	0.7
Industrials	0.2
Cash	0.4
Other	13.7
	100.0

EFFECTIVE REGIONAL ALLOCATION

Canada	67.8
United States	23.4
Europe ex U.K.	2.5
Pacific ex Japan	2.3
Latin America	2.3
United Kingdom	0.9
Japan	0.2
Middle East and Africa	0.2
Cash	0.4
	100.0

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, 2019 and 2018, 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 June 3, 2019.

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

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

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

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

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

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

(b) Investments in underlying mutual funds

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

(c) Fair Value Measurement

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

Investments, including exchange traded funds ("ETFs"), listed on a public securities exchange or traded on an over-the-counter market are valued on the basis of the last traded market price where this price falls within the quoted bid-ask spread for the investment. In circumstances where the last traded price is not within the bid-ask spread, the Manager determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances. Mutual fund securities of an underlying fund are valued on a business day at the price calculated by the manager of such underlying fund in accordance with the constating documents of such underlying fund.

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).

The Fund's financial instruments carried at fair value are classified 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, 2019 and March 31, 2018, all investments were classified as Level 1. All derivative assets or liabilities, if any, are classified as Level 2. There were no significant transfers between Level 1 and Level 2 during the periods.

(d) Income recognition

Interest income from interest bearing investments is recognized using the effective interest method. Dividends are accrued as of the ex-dividend date. Distributions from underlying mutual funds are recorded on the declaration date. Distributions of Canadian dividends are included in dividend income. Capital gains distributions from underlying funds are included in Net realized gains (losses). Other distributions are included in interest and other income. Realized gains or losses on the sale of investments, including foreign exchange gains or losses on such investments, are calculated on an average cost basis.

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

(e) Commissions and other portfolio transaction costs

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

(f) Securities lending, repurchase and reverse repurchase transactions

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

(g) Foreign currency

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

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

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

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

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

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

(i) Net assets attributable to securityholders per security

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

(j) Net asset value per security

Net asset value per security is determined for the purchase and redemption of securities in accordance with the methods disclosed in the Fund's Simplified Prospectus and Annual Information Form. These methods may vary from valuation principles under IFRS. As at March 31, 2019 and March 31, 2018, there were no such differences.

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

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

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 and application of the fair value option

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

Functional currency

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

Structured entities

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

5. INCOME TAXES

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

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

Refer to Note 10 (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. 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, 2018 (the date of the Fund's last Simplified Prospectus).

The management fee and Administration Fee are calculated for each series of securities of the Fund as an annualized percentage of the daily net asset value of the series. Refer to Note 10 (a) for the management 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, 2019 and 2018 and securities issued, reinvested and redeemed for the period are presented in the Statements of Changes in Financial Position. Counsel manages the capital of the Fund in accordance with the investment objectives and strategies as discussed in Note 10 (b).

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.

NOTES TO ANNUAL FINANCIAL STATEMENTS**8. FINANCIAL INSTRUMENTS RISK (continued)****(b) Liquidity risk**

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

Series Private Wealth securities may be issued by the Fund 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 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.

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.counselservices.com.

(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, including indirect exposure through underlying mutual funds and ETFs.

(e) Interest rate risk

Interest rate risk arises when the fair value of interest-bearing financial instruments fluctuates due to changes in the prevailing levels of market interest rates. Cash and cash equivalents do not expose the Fund to significant amounts of interest rate risk. Note 10 (c) summarizes the Fund's exposure to interest rate risk, including indirect exposure through underlying mutual funds and ETFs.

(f) Other price risk

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

9. FURTHER INFORMATION

A copy of the Fund's current Simplified Prospectus, Annual Information Form, Management Report of Fund Performance, Fund Fact Sheets, quarterly portfolio disclosures and proxy voting 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.

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 ^a (%)	Administration Fee ^b (%)
Series A ¹	October 26, 2010	1,000	1.94	0.25
Series E ^{3,7}	October 26, 2010	75,000	1.67	0.25
Series F ^{2,3,4}	October 26, 2010	1,000	0.94	0.15
Series I ^{2,3,5,6}	October 26, 2010	1,000	-	0.15

¹ As described in the Fund's Simplified Prospectus, securities of this series purchased under the sales charge purchase option may be subject to a fee of up to 5%; securities purchased under the redemption charge or low-load purchase options may be subject to a redemption fee of up to 6% or 3% respectively.

² A negotiable advisory or asset-based fee (plus sales taxes) is payable by investors to their dealer(s) in connection with the securities held in this series. The fee may be collected by Counsel from the investor's account through redemption of securities and remitted to the dealer at the investor's request. Alternatively, the dealer may collect it directly from the investor. Investors in this series may be eligible for a management fee reduction subject to meeting certain requirements as discussed in the Fund's Simplified Prospectus.

³ Securities of this series are not subject to sales charges or redemption charges.

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

⁵ The management fee for this series is 0.94% and is payable directly to Counsel generally through the monthly redemption of securities.

⁶ Counsel may, at its discretion, waive or lower the management fee (either directly or indirectly) and/or administration fee payable by investors.

⁷ This series is not available for purchase.

(b) Investment Objectives and Strategies

In January 2018, the Fund removed its tactical sub-advisor, PanAgora Asset Management, and moved to a fund-of-fund structure.

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 65 – 85% in fixed income securities and 15 – 35% in equity securities. Generally, the fund may invest up to 49%, either directly or through Underlying Funds, in foreign securities.

The Fund employs a passive investment strategy whereby investments in securities of Underlying Funds are based on target asset weightings. The target weightings allocated to each Underlying Fund and the selection of Underlying Funds are based on several factors, including impact to the Fund's volatility and asset class diversification.

(c) Risks Associated with Financial Instruments**i. Currency Risk**

As at March 31, 2019, 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 \$361 or 1.6% of total net assets (March 31, 2018 – \$496 or 1.7% of total net assets). In practice, the actual trading results may differ and the difference could be material.

ii. Interest Rate Risk

As at March 31, 2019, had the prevailing interest rates raised or lowered by 1.0%, assuming a parallel shift in the yield curve, with all other variables held constant, net assets would have decreased or increased by approximately \$690 or 3.0% of total net assets (March 31, 2018 – \$920 or 3.1% of total net assets). The Fund's sensitivity to interest rate changes was estimated using the weighted average duration of the Underlying Funds' bond portfolios. In practice, the actual trading results may differ and the difference could be material.

iii. Other Price Risk

As at March 31, 2019, had the prices on the respective stock exchanges for the equity securities held by the Underlying Funds raised or lowered by 10.0%, with all other variables held constant, net assets would have increased or decreased by approximately \$515 or 2.3% of total net assets (March 31, 2018 – \$590 or 2.0% of total net assets). In practice, the actual trading results may differ and the difference could be material.

iv. Credit Risk

The Fund's greatest indirect concentration of credit risk is in debt securities and derivatives held by Underlying Funds. Funds with credit risk exposure are identified in the Schedule of Investments.

(d) Loss Carryforwards

As at the last taxation year-end, \$502 of net capital losses and \$nil of non-capital losses were available to offset future taxable income.

(e) Securities Lending

As at March 31, 2019, and March 31, 2018, the Fund did not have any open securities lending, repurchase or reverse repurchase transactions.

COUNSEL | PORTFOLIO SERVICES

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

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