

COUNSEL | PORTFOLIO SERVICES

IPC Multi-Factor U.S. Equity

ANNUAL FINANCIAL STATEMENTS

For the year ended March 31, 2021

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

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

COUNSEL | PORTFOLIO SERVICES

Management's Responsibility for Financial Reporting

To the securityholders of:

Counsel All Equity 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 Dividend
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 Trend Strategy
(formerly Counsel Retirement Income Portfolio)
Counsel International Growth
Counsel International Value
Counsel Money Market
Counsel Monthly Income Portfolio
Counsel North American High Yield Bond
Counsel Retirement Accumulation Portfolio
Counsel Retirement Foundation Portfolio
Counsel Retirement Preservation Portfolio
Counsel Short Term Bond

Counsel U.S. Growth
Counsel U.S. Value
IPC Multi-Factor Canadian Equity
IPC Multi-Factor International Equity
IPC Multi-Factor U.S. Equity
IPC Private Wealth Visio Balanced Growth Pool
IPC Private Wealth Visio Balanced Pool
IPC Private Wealth Visio Core Fixed Income
IPC Private Wealth Visio Growth Pool
IPC Private Wealth Visio Income Pool
IPC Private Wealth Visio North American 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
June 8, 2021



Paulette Jervis
Chief Financial Officer
June 8, 2021

Independent Auditor's Report

To the Securityholders of:

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

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

Opinion

We have audited the financial statements of the Fund, which comprise the statements of financial position as at March 31, 2021 and 2020, as applicable, 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 the Fund as at March 31, 2021 and 2020, 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 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 scepticism 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.

Deloitte LLP

Chartered Professional Accountants
Licensed Public Accountants
June 8, 2021

STATEMENTS OF FINANCIAL POSITION

at March 31, 2021 with comparative figures at March 31, 2020
(in \$ 000 except per security amounts)

	2021	2020
Assets		
Current assets:		
Investments at fair value	200,949	113,368
Cash and cash equivalents	–	5,239
Accrued interest receivable	–	–
Dividends receivable	184	180
Accounts receivable for investments sold	1,805	–
Accounts receivable for securities issued	9	16
Accounts receivable from the Manager	–	–
Margin on derivative contracts	–	–
Derivative assets	–	–
Other assets	–	–
	202,947	118,803
Non-current assets:		
Taxes recoverable	–	–
Other assets	–	–
	–	–
Total assets	202,947	118,803
Liabilities		
Current liabilities:		
Bank indebtedness	233	–
Accounts payable for investments purchased	789	–
Accounts payable for securities redeemed	167	81
Distributions payable	–	–
Accrued expenses and miscellaneous payables	–	–
Dividends payable on investments sold short	–	–
Derivative liabilities	375	4,096
Taxes payable	–	–
Other liabilities	–	–
Total liabilities	1,564	4,177
Net assets attributable to securityholders	201,383	114,626

STATEMENTS OF COMPREHENSIVE INCOME

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

	2021	2020
Income:		
Dividends	2,830	1,169
Interest and other income	2	20
Net realized gain (loss)	(4,485)	(912)
Net unrealized gain (loss)	49,219	(29,481)
Income (loss) from derivatives	–	–
Income (loss) from short selling	–	–
Securities lending income	–	–
Trust income	–	–
Total income	47,566	(29,204)
Expenses:		
Management fees	–	–
Management fee rebates	–	–
Administration fees	10	1
Commissions and other portfolio transaction costs	32	46
Independent Review Committee costs	–	–
Interest and other charges	–	–
Expenses before amounts absorbed by Manager	42	47
Expenses absorbed by Manager	–	–
Net expenses	42	47
Increase (decrease) in net assets attributable to securityholders from operations before tax	47,524	(29,251)
Foreign withholding tax expense (recovery)	423	153
Foreign income tax expense (recovery)	–	–
Income tax expense (recovery)	–	–
Increase (decrease) in net assets attributable to securityholders from operations	47,101	(29,404)

	Net assets attributable to securityholders			
	per security		per series	
	2021	2020	2021	2020
Series 0	11.16	8.11	194,048	110,037
Series Private Wealth	11.16	8.11	7,335	4,589
			201,383	114,626

	Increase (decrease) in net assets attributable to securityholders from operations			
	per security		per series	
	2021	2020	2021	2020
Series 0	3.16	(1.82)	45,333	(27,909)
Series Private Wealth	3.22	(1.85)	1,768	(1,495)
			47,101	(29,404)

STATEMENTS OF CHANGES IN FINANCIAL POSITION

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

	TOTAL		SERIES O		SERIES PRIVATE WEALTH	
	2021	2020	2021	2020	2021	2020
Net assets attributable to securityholders, beginning of period	114,626	–	110,037	–	4,589	–
Increase (decrease) in net assets attributable to securityholders resulting from:						
Operations	47,101	(29,404)	45,333	(27,909)	1,768	(1,495)
Distributions:						
Income	(2,404)	(805)	(2,325)	(785)	(79)	(20)
Capital gains	–	–	–	–	–	–
Return of capital	–	–	–	–	–	–
Management fee rebates	–	–	–	–	–	–
Total distributions	(2,404)	(805)	(2,325)	(785)	(79)	(20)
Security transactions:						
Proceeds from sale of securities	61,902	154,556	59,233	148,137	2,669	6,419
Proceeds from securities issued on merger	–	–	–	–	–	–
Reinvested from distributions	2,404	805	2,325	785	79	20
Payment on redemption of securities	(22,246)	(10,526)	(20,555)	(10,191)	(1,691)	(335)
Total security transactions	42,060	144,835	41,003	138,731	1,057	6,104
Increase (decrease) in assets attributable to securityholders	86,757	114,626	84,011	110,037	2,746	4,589
Net assets attributable to securityholders, end of period	201,383	114,626	194,048	110,037	7,335	4,589
Increase (decrease) in securities (in thousands):						
Securities outstanding, beginning of period			13,569	–	566	–
Add (deduct):						
Securities sold			5,635	14,548	250	599
Securities issued on merger			–	–	–	–
Reinvested from distributions			234	91	8	3
Securities redeemed			(2,057)	(1,070)	(167)	(36)
Securities outstanding, end of period			17,381	13,569	657	566

STATEMENTS OF CASH FLOWS

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

	2021	2020
Cash flows from operating activities		
Increase (decrease) in net assets attributable to securityholders from operations	47,101	(29,404)
Less non-cash impact of:		
Net realized loss (gain) on investments	4,485	912
Change in net unrealized loss (gain) on investments	(49,219)	29,481
Distributions received from Underlying Funds	–	–
Adjustments for:		
Proceeds from sale and maturity of investments	72,094	11,283
Purchases of investments	(119,678)	(150,948)
(Increase) decrease in accounts receivable and other assets	(4)	(180)
Increase (decrease) in accounts payable and other liabilities	–	–
Net cash provided by (used in) operating activities	(45,221)	(138,856)
Cash flows from financing activities:		
Proceeds from securities issued	61,909	154,540
Proceeds from securities issued on merger	–	–
Payments on redemption of securities	(22,160)	(10,445)
Distributions paid net of reinvestments	–	–
Net cash provided by (used in) financing activities	39,749	144,095
Increase (decrease) in cash and cash equivalents	(5,472)	5,239
Cash and cash equivalents at beginning of period	5,239	–
Effect of exchange rate fluctuations on cash and cash equivalents	–	–
Cash and cash equivalents, end of period	(233)	5,239
Cash	–	495
Cash equivalents	–	4,744
Bank indebtedness	(233)	–
	(233)	5,239
Supplementary disclosures on cash flow from operating activities:		
Dividends received net of withholding taxes	2,403	836
Interest received net of withholding taxes	2	20
Interest paid	–	–
Income taxes paid (recovered)	–	–

SCHEDULE OF INVESTMENTS

as at March 31, 2021

	Country	Sector	No. of Units/ Shares	Average Cost (\$ 000)	Fair Value (\$ 000)
EQUITIES					
Abbott Laboratories	United States	Health Care	7,134	879	1,074
Accenture PLC Class A	United States	Information Technology	1,856	511	644
Activision Blizzard Inc.	United States	Communication Services	4,977	536	582
Adobe Systems Inc.	United States	Information Technology	731	352	437
Advance Auto Parts Inc.	United States	Consumer Discretionary	1,732	362	399
Aflac Inc.	United States	Financials	6,003	401	386
Agilent Technologies Inc.	United States	Health Care	6,634	780	1,060
Air Products and Chemicals Inc.	United States	Materials	1,717	568	607
Akamai Technologies Inc.	United States	Information Technology	3,573	445	457
Alexandria Real Estate Equities Inc.	United States	Real Estate	548	115	113
Align Technology Inc.	United States	Health Care	240	166	163
Alleghany Corp.	United States	Financials	549	529	432
The Allstate Corp.	United States	Financials	6,287	908	908
Alnylam Pharmaceuticals Inc.	United States	Health Care	1,710	354	303
Alphabet Inc. Class A	United States	Communication Services	372	738	964
Amazon.com Inc.	United States	Consumer Discretionary	312	1,180	1,213
Amdocs Ltd.	United States	Information Technology	5,135	464	453
American International Group Inc.	United States	Financials	4,332	283	252
American Water Works Co. Inc.	United States	Utilities	2,718	474	512
Ameriprise Financial Inc.	United States	Financials	420	106	123
Amgen Inc.	United States	Health Care	2,373	755	742
Analog Devices Inc.	United States	Information Technology	1,079	172	210
ANSYS Inc.	United States	Information Technology	1,149	405	490
Anthem Inc.	United States	Health Care	1,710	646	771
Apple Inc.	United States	Information Technology	6,862	931	1,053
Applied Materials Inc.	United States	Information Technology	5,659	537	950
Arch Capital Group Ltd.	United States	Financials	5,642	297	272
Archer-Daniels-Midland Co.	United States	Consumer Staples	10,724	647	768
AT&T Inc.	United States	Communication Services	10,905	515	415
Atmos Energy Corp.	United States	Utilities	3,071	430	381
Autodesk Inc.	United States	Information Technology	1,363	409	475
AutoZone Inc.	United States	Consumer Discretionary	187	287	330
AvalonBay Communities Inc.	United States	Real Estate	2,244	569	520
The Bank of New York Mellon Corp.	United States	Financials	12,004	663	713
Baxter International Inc.	United States	Health Care	7,264	788	770
Best Buy Co. Inc.	United States	Consumer Discretionary	6,108	725	881
Biogen Inc.	United States	Health Care	1,945	689	684
Bio-Techne Corp.	United States	Health Care	585	216	281
BlackRock Inc.	United States	Financials	682	548	646
Booking Holdings Inc.	United States	Consumer Discretionary	188	434	550
BorgWarner Inc.	United States	Consumer Discretionary	7,119	342	415
Boston Properties Inc.	United States	Real Estate	1,682	209	214
Boston Scientific Corp.	United States	Health Care	3,296	170	160
Bristol-Myers Squibb Co.	United States	Health Care	4,773	378	379
Broadridge Financial Solutions Inc.	United States	Information Technology	1,620	265	312
Brown-Forman Corp. Class B non-voting	United States	Consumer Staples	6,350	573	550
Burlington Stores Inc.	United States	Consumer Discretionary	641	184	241
Cabot Oil & Gas Corp.	United States	Energy	16,790	396	396
Cadence Design Systems Inc.	United States	Information Technology	5,255	605	905
Carnival Corp.	United States	Consumer Discretionary	16,311	535	544
Carrier Global Corp.	United States	Industrials	8,085	409	429
Caterpillar Inc.	United States	Industrials	1,751	362	510
CBRE Group Inc. Class A	United States	Real Estate	5,955	454	592
CDW Corp. of Delaware	United States	Information Technology	2,376	415	495
Centene Corp.	United States	Health Care	4,891	388	393
Cerner Corp.	United States	Health Care	7,443	726	672
The Charles Schwab Corp.	United States	Financials	10,412	640	853
Charter Communications Inc. Class A	United States	Communication Services	442	305	343
Check Point Software Technologies Ltd.	Israel	Information Technology	4,449	687	626
Chevron Corp.	United States	Energy	3,938	561	519
Chipotle Mexican Grill Inc.	United States	Consumer Discretionary	229	304	409
Chubb Ltd.	United States	Financials	6,158	1,176	1,222
Church & Dwight Co. Inc.	United States	Consumer Staples	8,257	855	906
Cincinnati Financial Corp.	United States	Financials	6,683	767	866
Cintas Corp.	United States	Industrials	2,393	908	1,026
Cisco Systems Inc.	United States	Information Technology	8,368	505	544
Citigroup Inc.	United States	Financials	2,015	189	184
Citizens Financial Group Inc.	United States	Financials	3,470	164	192
Citrix Systems Inc.	United States	Information Technology	5,034	837	888
The Clorox Co.	United States	Consumer Staples	4,264	971	1,033
CME Group Inc.	United States	Financials	4,528	1,079	1,162
The Coca-Cola Co.	United States	Consumer Staples	12,254	859	812
Cognizant Technology Solutions Corp.	United States	Information Technology	15,834	1,388	1,554
Colgate Palmolive Co.	United States	Consumer Staples	5,918	566	586
Comcast Corp. Class A	United States	Communication Services	9,620	568	654

SCHEDULE OF INVESTMENTS (continued)

as at March 31, 2021

	Country	Sector	No. of Units/ Shares	Average Cost (\$ 000)	Fair Value (\$ 000)
EQUITIES (continued)					
ConocoPhillips	United States	Energy	11,195	763	745
Consolidated Edison Inc.	United States	Utilities	5,978	643	562
The Cooper Companies Inc.	United States	Health Care	1,002	429	484
Copart Inc.	United States	Industrials	1,546	188	211
Corning Inc.	United States	Information Technology	18,627	761	1,018
Corteva Inc.	United States	Materials	15,017	640	880
CoStar Group Inc.	United States	Industrials	564	502	582
Costco Wholesale Corp.	United States	Consumer Staples	3,657	1,547	1,620
CrowdStrike Holdings Inc.	United States	Information Technology	1,415	345	324
CSX Corp.	United States	Industrials	3,155	330	382
Cummins Inc.	United States	Industrials	3,463	885	1,127
D.R. Horton Inc.	United States	Consumer Discretionary	8,989	731	1,007
Darden Restaurants Inc.	United States	Consumer Discretionary	1,131	168	202
Dentsply Sirona Inc.	United States	Health Care	7,741	565	621
Digital Realty Trust Inc.	United States	Real Estate	6,532	1,236	1,156
Dollar General Corp.	United States	Consumer Discretionary	3,896	896	992
Dollar Tree Inc.	United States	Consumer Discretionary	6,615	895	951
Dover Corp.	United States	Industrials	3,660	550	631
Duke Realty Corp.	United States	Real Estate	9,937	476	524
Eastman Chemical Co.	United States	Materials	3,269	358	452
Eaton Corp. PLC	United States	Industrials	5,562	738	966
eBay Inc.	United States	Consumer Discretionary	11,350	645	873
Ecolab Inc.	United States	Materials	2,521	661	678
Edison International	United States	Utilities	3,772	335	278
Elanco Animal Health Inc.	United States	Health Care	10,704	392	396
Electronic Arts Inc.	United States	Communication Services	6,530	1,049	1,111
Eli Lilly and Co.	United States	Health Care	6,547	1,409	1,537
Emerson Electric Co.	United States	Industrials	6,957	672	789
Entergy Corp.	United States	Utilities	7,184	1,075	898
EPAM Systems Inc.	United States	Information Technology	1,333	486	664
Equity Lifestyle Properties Inc.	United States	Real Estate	5,552	478	444
Equity Residential	United States	Real Estate	7,857	744	707
Essex Property Trust Inc.	United States	Real Estate	2,428	937	829
The Estee Lauder Companies Inc. Class A	United States	Consumer Staples	2,367	652	865
Everest Re Group Ltd.	United States	Financials	1,670	551	520
Eversource Energy	United States	Utilities	8,033	907	874
Exelon Corp.	United States	Utilities	14,586	860	802
Expedia Group Inc.	United States	Consumer Discretionary	4,080	623	882
Expeditors International of Washington Inc.	United States	Industrials	4,272	461	578
Exxon Mobil Corp.	United States	Energy	8,736	663	613
F5 Networks Inc.	United States	Information Technology	2,634	535	690
Facebook Inc.	United States	Communication Services	1,977	659	732
FactSet Research Systems Inc.	United States	Financials	580	216	225
Fair Issac Corp.	United States	Information Technology	182	107	111
Fastenal Co.	United States	Industrials	10,836	579	685
FedEx Corp.	United States	Industrials	4,258	1,068	1,520
First Republic Bank	United States	Financials	2,796	457	586
FMC Corp.	United States	Materials	2,623	364	365
FNF Group	United States	Financials	5,277	304	270
Fortinet Inc.	United States	Information Technology	2,764	413	640
Fortune Brands Home & Security Inc.	United States	Industrials	3,841	356	462
Fox Corp. Class A	United States	Communication Services	6,383	282	290
Garmin Ltd.	United States	Consumer Discretionary	3,792	524	628
Genuine Parts Co.	United States	Consumer Discretionary	2,980	402	433
Gilead Sciences Inc.	United States	Health Care	18,755	1,757	1,523
Globe Life Inc.	United States	Financials	3,630	452	441
The Goldman Sachs Group Inc.	United States	Financials	1,199	381	493
The Hartford Financial Services Group Inc.	United States	Financials	12,634	940	1,060
Healthpeak Properties Inc.	United States	Real Estate	22,413	976	894
Henry Schein Inc.	United States	Health Care	5,989	514	521
The Hershey Co.	United States	Consumer Staples	4,255	825	846
Hess Corp.	United States	Energy	9,465	793	842
Hewlett Packard Enterprise Co.	United States	Information Technology	27,370	529	541
Hologic Inc.	United States	Health Care	5,818	457	544
The Home Depot Inc.	United States	Consumer Discretionary	1,975	637	758
Hormel Foods Corp.	United States	Consumer Staples	11,757	692	706
Host Hotels & Resorts Inc.	United States	Real Estate	28,515	519	604
Humana Inc.	United States	Health Care	1,198	544	631
Huntington Bancshares Inc.	United States	Financials	8,858	131	175
IAC/InterActiveCorp	United States	Communication Services	1,545	331	420
IDEX Corp.	United States	Industrials	1,690	385	444
IDEXX Laboratories Inc.	United States	Health Care	521	280	320
Illinois Tool Works Inc.	United States	Industrials	3,057	738	851
Ingersoll Rand Inc.	United States	Industrials	6,095	265	377

SCHEDULE OF INVESTMENTS (continued)

as at March 31, 2021

	Country	Sector	No. of Units/ Shares	Average Cost (\$ 000)	Fair Value (\$ 000)
EQUITIES (continued)					
Insulet Corp.	United States	Health Care	804	230	264
Intel Corp.	United States	Information Technology	13,601	1,001	1,094
International Paper Co.	United States	Materials	13,077	726	888
Intuit Inc.	United States	Information Technology	1,119	450	539
Invitation Homes Inc.	United States	Real Estate	14,716	557	592
J.B. Hunt Transport Services Inc.	United States	Industrials	2,260	363	477
J.M. Smucker Co.	United States	Consumer Staples	4,343	633	690
Jack Henry & Associates Inc.	United States	Information Technology	1,792	433	342
Johnson & Johnson	United States	Health Care	4,680	888	966
Johnson Controls International PLC	United States	Industrials	6,780	398	508
JPMorgan Chase & Co.	United States	Financials	11,704	1,821	2,239
Juniper Networks Inc.	United States	Information Technology	11,414	372	363
Kansas City Southern	United States	Industrials	1,122	247	372
Keysight Technologies Inc.	United States	Information Technology	7,596	1,157	1,369
Kimberly-Clark Corp.	United States	Consumer Staples	6,974	1,254	1,218
Kinder Morgan Inc.	United States	Energy	27,879	705	583
KLA-Tencor Corp.	United States	Information Technology	2,170	588	901
The Kraft Heinz Co.	United States	Consumer Staples	18,095	765	909
The Kroger Co.	United States	Consumer Staples	26,915	1,108	1,217
Lam Research Corp.	United States	Information Technology	1,360	671	1,017
Las Vegas Sands Corp.	United States	Consumer Discretionary	2,975	241	227
Lear Corp.	United States	Consumer Discretionary	1,355	234	309
Leidos Holdings Inc.	United States	Industrials	917	123	111
Lennar Corp. Class A	United States	Consumer Discretionary	5,695	499	724
Liberty Broadband Corp.	United States	Communication Services	779	141	147
LKQ Corp.	United States	Consumer Discretionary	11,914	552	634
Loews Corp.	United States	Financials	8,787	552	566
Lowe's Companies Inc.	United States	Consumer Discretionary	2,775	468	663
Lululemon Athletica Inc.	United States	Consumer Discretionary	332	101	128
M&T Bank Corp.	United States	Financials	4,210	717	802
Market Corp.	United States	Financials	429	596	614
MarketAxess Holdings Inc.	United States	Financials	1,560	977	976
Marvell Technology Group Ltd.	Bermuda	Information Technology	7,731	346	476
Masco Corp.	United States	Industrials	3,683	244	277
Masimo Corp.	United States	Health Care	2,137	678	617
Mastercard Inc. Class A	United States	Information Technology	809	318	362
Match Group Inc.	United States	Communication Services	1,635	304	282
Maxim Integrated Products Inc.	United States	Information Technology	10,083	941	1,158
McCormick & Co. Inc. non-voting	United States	Consumer Staples	3,245	364	364
McKesson Corp.	United States	Health Care	1,213	262	297
Medtronic PLC	United States	Health Care	3,979	564	591
Merck & Co. Inc.	United States	Health Care	18,117	1,895	1,755
Mettler-Toledo International Inc.	United States	Health Care	476	584	691
Micron Technology Inc.	United States	Information Technology	2,767	209	307
Microsoft Corp.	United States	Information Technology	826	192	245
Mid-America Apartment Communities Inc.	United States	Real Estate	4,344	772	788
Molina Healthcare Inc.	United States	Health Care	2,415	615	709
Molson Coors Brewing Co. Class B	United States	Consumer Staples	7,494	449	482
Mondelez International Inc.	United States	Consumer Staples	10,460	753	769
Monster Beverage Corp.	United States	Consumer Staples	6,211	585	711
Morgan Stanley	United States	Financials	7,821	567	763
Nasdaq Inc.	United States	Financials	3,702	551	686
NetApp Inc.	United States	Information Technology	7,737	563	706
Neurocrine Biosciences Inc.	United States	Health Care	2,736	456	334
Newmont Goldcorp Corp.	United States	Materials	11,737	792	889
NextEra Energy Inc.	United States	Utilities	8,578	765	815
Nike Inc. Class B	United States	Consumer Discretionary	5,255	737	877
Northern Trust Corp.	United States	Financials	4,672	535	617
NortonLifeLock Inc.	United States	Information Technology	10,246	285	274
Nucor Corp.	United States	Materials	4,682	317	472
NVR Inc.	United States	Consumer Discretionary	98	517	580
Old Dominion Freight Line Inc.	United States	Industrials	2,692	638	813
Oracle Corp.	United States	Information Technology	4,466	338	394
PACCAR Inc.	United States	Industrials	1,977	209	231
Packaging Corp. of America	United States	Materials	3,903	564	660
PepsiCo Inc.	United States	Consumer Staples	4,090	743	727
PerkinElmer Inc.	United States	Health Care	2,061	303	332
Perrigo Co. PLC	United States	Health Care	5,807	396	295
Pfizer Inc.	United States	Health Care	19,208	911	874
Phillips 66	United States	Energy	7,820	976	801
Pinterest Inc.	United States	Communication Services	1,275	113	119
Pioneer Natural Resources Co.	United States	Energy	2,074	291	414
PNC Financial Services Group Inc.	United States	Financials	3,835	694	845
PPG Industries Inc.	United States	Materials	4,811	818	908
The Procter & Gamble Co.	United States	Consumer Staples	6,815	1,119	1,160

SCHEDULE OF INVESTMENTS (continued)

as at March 31, 2021

	Country	Sector	No. of Units/ Shares	Average Cost (\$ 000)	Fair Value (\$ 000)
EQUITIES (continued)					
The Progressive Corp.	United States	Financials	1,170	144	141
ProLogis Inc.	United States	Real Estate	1,234	150	164
Prudential Financial Inc.	United States	Financials	1,656	192	190
Public Service Enterprise Group Inc.	United States	Utilities	4,692	370	355
Public Storage	United States	Real Estate	440	121	136
Qorvo Inc.	United States	Information Technology	4,627	808	1,062
Qualcomm Inc.	United States	Information Technology	14,348	2,057	2,390
Raymond James Financial Inc.	United States	Financials	5,170	577	796
Realty Income Corp.	United States	Real Estate	3,481	330	278
Regency Centers Corp.	United States	Real Estate	6,239	424	445
Regeneron Pharmaceuticals Inc.	United States	Health Care	612	482	364
Regions Financial Corp.	United States	Financials	8,629	178	224
Republic Services Inc.	United States	Industrials	1,583	189	198
ResMed Inc.	United States	Health Care	2,439	540	595
Rockwell Automation Inc.	United States	Industrials	2,102	565	701
Roku Inc.	United States	Communication Services	1,241	395	508
Ross Stores Inc.	United States	Consumer Discretionary	1,599	238	241
Royal Caribbean Cruises Ltd.	United States	Consumer Discretionary	1,650	208	177
S&P Global Inc.	United States	Financials	1,200	441	532
Salesforce.com Inc.	United States	Information Technology	370	103	99
Seagate Technology	United States	Information Technology	8,068	586	778
Seagen Inc.	United States	Health Care	1,458	338	254
The Sherwin-Williams Co.	United States	Materials	411	341	381
Skyworks Solutions Inc.	United States	Information Technology	5,712	942	1,317
Snap-On Inc.	United States	Industrials	2,248	490	652
Spotify Technology SA	United States	Communication Services	330	133	111
Square Inc. Class A	United States	Information Technology	500	145	143
State Street Corp.	United States	Financials	8,767	798	925
Steris PLC	United States	Health Care	2,730	572	653
Stryker Corp.	United States	Health Care	2,020	563	618
Sun Communities Inc.	United States	Real Estate	2,733	545	515
Synchrony Financial	United States	Financials	7,142	258	365
Synopsys Inc.	United States	Information Technology	3,282	751	1,022
Sysco Corp.	United States	Consumer Staples	10,019	1,003	991
T. Rowe Price Group Inc.	United States	Financials	2,893	512	624
Take-Two Interactive Software Inc.	United States	Communication Services	3,046	653	676
Target Corp.	United States	Consumer Discretionary	10,644	1,917	2,649
TE Connectivity Ltd.	United States	Information Technology	5,495	746	891
Teledyne Technologies Inc.	United States	Industrials	748	335	389
Teleflex Inc.	United States	Health Care	235	118	123
Teradyne Inc.	United States	Information Technology	5,909	782	903
Texas Instruments Inc.	United States	Information Technology	3,107	547	738
Thermo Fisher Scientific Inc.	United States	Health Care	1,156	537	663
The TJX Companies Inc.	United States	Consumer Discretionary	2,073	166	172
T-Mobile US Inc.	United States	Communication Services	6,031	764	949
Tractor Supply Co.	United States	Consumer Discretionary	4,840	803	1,077
Trane Technologies PLC	United States	Industrials	5,902	1,001	1,228
The Travelers Companies Inc.	United States	Financials	3,935	693	744
Twitter Inc.	United States	Communication Services	2,105	142	168
Tyler Technologies Inc.	United States	Information Technology	856	417	457
Tyson Foods Inc. Class A	United States	Consumer Staples	3,473	355	324
U.S. Bancorp	United States	Financials	17,022	995	1,183
UDR Inc.	United States	Real Estate	2,965	176	163
UnitedHealth Group Inc.	United States	Health Care	350	128	164
Universal Health Services Inc. Class B	United States	Health Care	2,108	381	353
Valero Energy Corp.	United States	Energy	2,246	238	202
Varian Medical Systems Inc.	United States	Health Care	2,531	477	561
Ventas Inc.	United States	Real Estate	11,116	733	745
VeriSign Inc.	United States	Information Technology	1,668	426	417
Verizon Communications Inc.	United States	Communication Services	29,818	2,262	2,179
VF Corp.	United States	Consumer Discretionary	12,105	1,295	1,216
Viatis Inc.	United States	Health Care	16,612	369	292
Visa Inc. Class A	United States	Information Technology	1,302	328	346
VMware Inc. Class A	United States	Information Technology	667	136	126
Vornado Realty Trust	United States	Real Estate	2,003	104	114
W.W. Grainger Inc.	United States	Industrials	1,415	622	713
Walgreens Boots Alliance Inc.	United States	Consumer Staples	23,824	1,483	1,643
Wal-Mart Stores Inc.	United States	Consumer Staples	23,849	4,072	4,070
Waters Corp.	United States	Health Care	2,254	629	805
Wells Fargo & Co.	United States	Financials	31,246	1,280	1,534
Welltower Inc.	United States	Real Estate	3,930	410	354
West Pharmaceutical Services Inc.	United States	Health Care	1,681	537	595
Western Digital Corp.	United States	Information Technology	7,670	571	643
Westrock Co.	United States	Materials	9,203	462	602
Weyerhaeuser Co.	United States	Real Estate	8,696	349	389

SCHEDULE OF INVESTMENTS (continued)

as at March 31, 2021

	Country	Sector	No. of Units/ Shares	Average Cost (\$ 000)	Fair Value (\$ 000)
EQUITIES (continued)					
Whirlpool Corp.	United States	Consumer Discretionary	1,084	235	300
Xilinx Inc.	United States	Information Technology	7,372	1,107	1,148
Xylem Inc.	United States	Industrials	4,005	450	529
Yum! Brands Inc.	United States	Consumer Discretionary	3,862	513	525
Zebra Technologies Corp. Class A	United States	Information Technology	2,032	821	1,239
Zimmer Biomet Holdings Inc.	United States	Health Care	1,795	350	361
Zoetis Inc.	United States	Health Care	1,056	193	209
Zoom Video Communications Inc.	United States	Information Technology	1,036	425	418
				<u>179,075</u>	<u>199,123</u>
EXCHANGE TRADED FUNDS					
¹ Mackenzie US Large Cap Equity Index ETF	Canada	Exchange Traded Funds	12,560	1,801	1,826
				<u>(40)</u>	<u>–</u>
COMMISSIONS AND OTHER PORTFOLIO TRANSACTION COSTS					
TOTAL INVESTMENTS				<u>180,836</u>	<u>200,949</u>
Net Assets					
Total investments					200,949
Derivative liabilities (see schedule of derivative instruments)					(375)
Other net assets (liabilities)					809
					<u>201,383</u>

¹ The issuer of this security is related to the Manager of the Fund.

Schedule of Asset Composition

at March 31, 2021

	% of net assets
BY ASSET TYPE	
Equities	98.9
Exchange Traded Funds	0.9
Other	0.2
Total	100.0

EFFECTIVE SECTOR ALLOCATION

Information Technology	19.3
Health Care	14.2
Financials	13.7
Consumer Staples	12.0
Consumer Discretionary	11.1
Industrials	9.4
Real Estate	5.6
Communication Services	5.4
Materials	3.9
Utilities	2.7
Energy	2.5
Other	0.2
	100.0

BY COUNTRY

United States	99.2
Israel	0.3
Bermuda	0.3
Canada	0.2
	100.0

at March 31, 2020

	% of net assets
BY ASSET TYPE	
Equities	98.9
Cash and cash equivalents	4.6
Other	(3.5)
Total	100.0

BY SECTOR

Information Technology	19.7
Consumer Discretionary	13.9
Consumer Staples	11.8
Health Care	11.1
Financials	9.7
Industrials	8.5
Utilities	7.0
Real Estate	5.7
Communication Services	4.8
Energy	3.7
Materials	3.0
Cash and cash equivalents	4.6
Other	(3.5)
	100.0

BY COUNTRY

United States	97.8
Cash and cash equivalents	4.6
Other	(2.4)
	100.0

Schedule of Derivative Instruments

as at March 31, 2021

Schedule of Forward Currency Contracts

Counterparty credit rating	Settlement date	Currency to be received (000)	Contract cost (CAD\$ 000)	Currency to be delivered (000)	Current fair value (CAD\$ 000)	Unrealized gains (CAD\$ 000)	Unrealized losses (CAD\$ 000)	
AA	Jun. 18, 2021	24,346 CAD	24,346	19,517 USD	24,523	–	(178)	
AA	Jun. 18, 2021	24,354 CAD	24,354	19,517 USD	24,523	–	(170)	
AA	Jun. 18, 2021	24,274 CAD	24,274	19,340 USD	24,301	–	(27)	
						–	(375)	
TOTAL DERIVATIVE ASSETS								–
TOTAL DERIVATIVE LIABILITIES								(375)

Note:

The following abbreviations have been used:

CAD – Canadian dollars

USD – United States dollars

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, 2021 and 2020 (as applicable). In the year a series is established, 'period' represents the period from inception to the period end of that fiscal period. In a year in which a series is terminated, 'period' represents the period from April 1 to the series' termination. Refer to Note 9 (a) for series inception and termination dates.

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

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

2. BASIS OF PREPARATION AND PRESENTATION

These annual financial statements ("financial statements") have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). A summary of the Fund's significant accounting policies under IFRS is presented in Note 3.

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

These financial statements were authorized for issue by Counsel's Board of Directors on June 8, 2021.

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

Financial instruments include financial assets and liabilities such as debt and equity securities, 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.

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

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

The Fund accounts for its investments at FVTPL. Counsel has concluded that the investment funds in which the Fund invests, do not meet the definition of structured entities.

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

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

(b) Fair Value Measurement

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

Investments listed on a public securities exchange, including exchange traded funds ("ETFs"), or traded on an over-the-counter market are valued on the basis of the last traded market price or close price recorded by the security exchange on which the security is principally traded, where this price falls within the quoted bid-ask spread for the investment. In circumstances where this price is not within the bid-ask spread, Counsel 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 Counsel 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.

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. Bank overdraft positions are presented under current liabilities as bank indebtedness in the Statement of Financial Position.

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 Counsel or the Fund's sub-advisor(s), 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. Refer to "Exemptions from National Instrument 81-102" in the Annual Information Form of the Fund for further details, including the complete conditions of these exemptions, 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 – Net unrealized gain (loss).

The value of futures contracts or swaps fluctuates daily, and cash settlements made daily, where applicable, by the Fund are equal to the change in unrealized gains or losses that are best determined at the settlement price. These unrealized gains or losses are recorded and reported as such until the Fund closes out the contract or the contract expires. Margin paid or deposited in respect of futures contracts or swaps is reflected as a receivable in the Statement of Financial Position – Margin on derivatives. Any change in the variation margin requirement is settled daily.

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

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

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly. Examples of Level 2 valuations include quoted prices for similar securities, quoted prices on inactive markets and from recognized investment dealers, and the application of factors derived from observable data to non-North American quoted prices in order to estimate the impact of differences in market closing times.

Financial instruments classified as Level 2 investments are valued based on the prices provided by an independent reputable pricing services company who prices the securities based on recent transactions and quotes received from market participants and through incorporating observable market data and using standard market convention practices. The estimated fair values for these securities may be different from the values that would have been used had a ready market for the investment existed; and

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

The inputs are considered observable if they are developed using market data, such as publicly available information about actual events or transactions, and that reflect the assumption that market participants would use when pricing the asset or liability.

See Note 9 (e) for the fair value classifications of the Fund.

NOTES TO ANNUAL FINANCIAL STATEMENTS**3. SIGNIFICANT ACCOUNTING POLICIES (continued)****(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, issue or dispose of financial assets or liabilities. They include fees and commissions paid to agents, exchanges, brokers, dealers or other intermediaries. The total brokerage commissions incurred by the Fund in connection with portfolio transactions for the periods, together with other transaction charges, is disclosed in the Statements of Comprehensive Income. Brokerage business is allocated to brokers based on the best net result for the Fund. Subject to this criteria, commissions may be paid to brokerage firms which provide (or pay for) certain services, other than order execution, which may include investment research, analysis and reports, and databases or software in support of these services. Where applicable and ascertainable, the value of third-party services that were paid for by brokers during the periods is disclosed in Note 9. The value of certain proprietary services provided by brokers cannot be reasonably estimated.

(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.

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 and recognized when earned. 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.

Note 9 summarizes the details of securities loaned and collateral received, as well as a reconciliation of securities lending income, if applicable. Collateral received is comprised of debt obligations of the Government of Canada and other countries, Canadian provincial and municipal governments, and financial institutions.

(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. Note 9 summarizes the details of such offsetting, if applicable, subject to master netting arrangements or other similar agreements and the net impact to the Statements of Financial Position if all such rights were exercised.

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

(h) Net assets attributable to securityholders per security

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

(i) Net asset value per security

Net asset value per security is determined for the purchase and redemption of securities in accordance with the methods disclosed in the Fund's Simplified Prospectus and Annual Information Form. These methods may vary from valuation principles under IFRS. As at March 31, 2021 and March 31, 2020, there were no such differences.

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

Increase (decrease) in net assets attributable to securityholders from operations per security in the Statements of Comprehensive Income represents the 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) Future Accounting Changes

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

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

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

Governments worldwide have enacted various measures in seeking to combat the spread of the COVID-19 virus. These measures have led to significant volatility in equity markets and material disruption to businesses globally, resulting in an economic slowdown.

Ongoing uncertainty regarding the duration and long-term impact of the pandemic and the implementation of vaccination programs, as well as the efficacy of government and central bank monetary and fiscal interventions, may continue to affect the Fund's performance 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.

NOTES TO ANNUAL FINANCIAL STATEMENTS**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 9 (d) for a summary of the Fund's loss carryforwards.

6. MANAGEMENT FEES AND OPERATING EXPENSES

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

Each series of the Fund, 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 (IRC), costs of complying with the regulatory requirement to produce Fund Facts, fees paid to external service providers associated with tax reclaims, refunds or the preparation of foreign tax reports on behalf of the Funds, new fees related to external services that were not commonly charged in the Canadian mutual fund industry and introduced after the date of the most recently filed Counsel Funds' simplified prospectus, and the costs of complying with any new regulatory requirements, including, without limitation, any new fees introduced after the date of the most recently filed Counsel Funds' simplified prospectus.

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

7. FUND'S CAPITAL

The capital of the Fund is divided into different series with each series having an unlimited number of securities. The securities outstanding for the Fund as at March 31, 2021 and March 31, 2020 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 8 (a).

8. FINANCIAL INSTRUMENTS RISK**(a) Risk exposure and management**

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

The Manager seeks to minimize potential adverse effects of financial risks on the Fund's performance by employing professional, experienced portfolio advisors, by monitoring the Fund's positions and market events daily, by diversifying the investment portfolio within the constraints of the Fund's investment objectives and strategies, as disclosed in Note 9 (b), and where applicable, by using derivatives to hedge certain risk exposures. To assist in managing risks, Counsel also maintains a governance structure that oversees the Fund's investment activities and monitors compliance with the Fund's stated investment strategy, internal guidelines, and securities regulations.

(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. Note 9 (c) summarizes the Fund's exposure, if applicable and significant, to credit risk through fixed income instruments. Where presented, credit ratings and rating categories are based on ratings issued by a designated rating organization.

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.

(d) Currency risk

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

Note 9 (c) indicates the foreign currencies, if applicable, to which the Fund had significant exposure, in Canadian dollar terms, to the Fund's net assets had the Canadian dollar strengthened or weakened by 5% relative to all foreign currencies, all other variables held constant. In practice, the actual trading results may differ and the difference could be material. Other financial assets and liabilities (including dividends and interest receivable, and receivables/payables for investments sold/purchased) that are denominated in foreign currencies do not generally expose the Fund to significant currency risk.

NOTES TO ANNUAL FINANCIAL STATEMENTS**8. FINANCIAL INSTRUMENTS RISK (continued)****(e) Interest rate risk**

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

If significant, Note 9 (c) summarizes the Fund's bonds by remaining term to maturity and illustrates the potential impact to the Fund's net assets had prevailing interest rates increased or decreased by 1%, assuming a parallel shift in the yield curve, all other variables held constant. In practice, the actual trading results may differ and the difference could be material.

Cash and cash equivalents are short term in nature and are not generally subject to significant amounts of interest rate risk.

(f) Other price risk

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

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

NOTES TO ANNUAL FINANCIAL STATEMENTS

All figures stated in \$000s of Canadian dollars, except for Note 9(a), unless otherwise noted

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

Series	Date of Inception	Minimum Investment (\$)	Management Fee (%)	Administration Fee ³ (%)
Series O ¹	October 29, 2019	–	–	–
Series Private Wealth ²	October 29, 2019	–	–	0.15

¹ 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.

² There are no management fees for Series Private Wealth. An investor must enter into an agreement to participate in a discretionary managed program offered by IPC Securities Corporation and agree to pay certain asset-based fees.

³ Counsel may, at its discretion, waive or lower the administration fee payable by investors.

(b) Investment Objectives and Strategies

The Fund seeks to achieve long-term capital growth by primarily investing, either directly or indirectly, in a portfolio of U.S. equities seeking to track a factor-based index. Currently, the Fund tracks the SciBeta United States CPS Core-ESG High-Factor-Intensity Diversified Multi-Beta Multi-Strategy 6-Factor 4-Strategy EW Index which seeks to enhance returns, reduce volatility, and improve diversification when compared to a market capitalization weighted index. The Fund is only available on a prospectus-exempt basis.

(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.

Currency	March 31, 2021				Impact on net assets			
	Investments	Cash and cash equivalents	Derivative instruments	Net exposure	Strengthened by 5%		Weakened by 5%	
					(\$)	(%)	(\$)	(%)
Israeli sheqel	626	–	–	626				
United States dollars	200,323	8	(73,347)	126,984				
Total	200,949	8	(73,347)	127,610				
As percent of net assets (%)				63.4				
Total sensitivity to currency rate changes					(6,381)	(3.2)	6,381	3.2

Currency	March 31, 2020				Impact on net assets			
	Investments	Cash and cash equivalents	Derivative instruments	Net exposure	Strengthened by 5%		Weakened by 5%	
					(\$)	(%)	(\$)	(%)
United States dollars	113,368	(6)	–	113,362				
Total	113,368	(6)	–	113,362				
As percent of net assets (%)				98.9				
Total sensitivity to currency rate changes					(5,668)	(4.9)	5,668	4.9

The Fund follows a dynamic hedging strategy where it targets a hedge against the U.S. dollar (the largest foreign currency exposure), based on the Counsel's expectation of future exchange rates at that time. As at March 31, 2021, the Fund targeted a hedge of 37.5% (March 31, 2020 – 0%) against the U.S. Dollar.

ii. Interest Rate Risk

As at March 31, 2021 and March 31, 2020, the Fund did not have a significant exposure to interest rate risk related to fixed income investments.

iii. Other Price Risk

Impact on net assets	Increase by 10%		Decrease by 10%	
	(\$)	(%)	(\$)	(%)
March 31, 2021	20,095	10.0	(20,095)	(10.0)
March 31, 2020	11,337	9.9	(11,337)	(9.9)

iv. Credit Risk

As at March 31, 2021 and March 31, 2020, the Fund did not have a significant exposure to credit risk related to fixed income investments.

(d) Loss Carryforwards

Non-Capital Losses carryforward	Net Capital Losses carryforward
\$Nil	\$2,847

NOTES TO ANNUAL FINANCIAL STATEMENTS

All figures stated in \$000s of Canadian dollars, except for Note 9(a), unless otherwise noted

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

The tables below summarize the fair value of the Fund's investments using the fair value categories described in Note 3.

as at March 31, 2021	Level 1	Level 2	Level 3	Total
Exchange Traded Funds	1,826	–	–	1,826
Equities	199,123	–	–	199,123
Cash equivalents	–	–	–	–
Derivative assets	–	–	–	–
Derivative liabilities	–	(375)	–	(375)
Total	200,949	(375)	–	200,574

as at March 31, 2020	Level 1	Level 2	Level 3	Total
Fixed income	–	–	–	–
Mutual Funds	–	–	–	–
Equities	113,368	–	–	113,368
Cash equivalents	–	4,744	–	4,744
Derivative assets	–	–	–	–
Derivative liabilities	–	(4,096)	–	(4,096)
Total	113,368	648	–	114,016

There were no significant transfers between Level 1 and Level 2.

(f) Commissions

	(\$)
March 31, 2021	2
March 31, 2020	24

(g) Securities Lending

as at	Value of securities loaned	Value of collateral received
March 31, 2021	2,343	2,475
March 31, 2020	–	–

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, 2021 and 2020 is presented below:

for the year ended March 31	Amount (\$)		Percentage of Total Amount (%)	
	2021	2020	2021	2020
Gross Securities Lending Income	–	–	–	–
Securities Lending Agent fees	–	–	–	–
Securities Lending Income to the Fund before Withholdings Taxes	–	–	–	–
Withholding Taxes	–	–	–	–
Securities Lending Income	–	–	–	–

(h) Offsetting of financial assets and financial liabilities

The tables below present the recognized financial assets and financial liabilities that are subject to master netting arrangements or other similar agreements and the net impact on the Fund's Statements of Financial Position if all set-off rights were exercised as part of future events such as bankruptcy or termination of contracts. No amounts were offset in the financial statements.

for the year ended March 31	March 31, 2021			
	Gross amount of assets/liabilities	Amount available for offset	Margin	Net amount
Unrealized gains on derivative contracts	–	–	–	–
Unrealized losses on derivative contracts	(375)	–	–	(375)
Total	(375)	–	–	(375)

for the year ended March 31	March 31, 2020			
	Gross amount of assets/liabilities	Amount available for offset	Margin	Net amount
Unrealized gains on derivative contracts	–	–	–	–
Unrealized losses on derivative contracts	(4,096)	–	–	(4,096)
Total	(4,096)	–	–	(4,096)



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