

Annual Management Report of Fund Performance

For the Year Ended March 31, 2023

Fund Manager
Counsel Portfolio Services Inc.

Sub-advisor
Irish Life Investment Managers Limited

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

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

For the Fund's current net asset value per security for series available via prospectus and for more recent information on general market events, please visit our website.

A NOTE ON FORWARD-LOOKING STATEMENTS

This report may contain forward-looking statements which reflect our current expectations or forecasts of future events. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, or include words such as: "expects", "anticipates", "intends", "plans", "believes", "estimates", "preliminary", "typical" and other similar expressions. In addition, these statements may relate to future corporate actions, future financial performance of a fund or a security and their future investment strategies and prospects. Forward-looking statements are inherently subject to, among other things, risks, uncertainties and assumptions which could cause actual events, results, performance or prospects to differ materially from those expressed in, or implied by, these forward-looking statements. These risks, uncertainties and assumptions include, without limitation, general economic, political and market factors in North America and internationally, interest and foreign exchange rates, the volatility of global equity and capital markets, business competition, technological change, changes in securities legislation, changes in government regulations, changes in tax law, unexpected judicial or regulatory proceedings, catastrophic events, outbreaks of disease or pandemics (such as COVID-19), and the ability of Counsel Portfolio Services Inc. to attract or retain key employees. The foregoing list of important risks, uncertainties and assumptions is not exhaustive. Please consider these and other factors carefully and do not place undue reliance on forward-looking statements.

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

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Management Discussion of Fund Performance

June 5, 2023

This Management Discussion of Fund Performance presents the views of Counsel Portfolio Services Inc. ("Counsel") on the significant factors and developments during the year ended March 31, 2023 that have affected the Fund's performance and outlook. For information on the Fund's longer-term performance, please refer to the *Past Performance* section of the report.

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

Investment Objective and Strategies

The Fund seeks to achieve long-term capital growth while maintaining a commitment to protection of its capital through strategies that position the Fund defensively during times of market stress. The Fund invests primarily in global equity securities either directly or indirectly through other investment funds, and/or through the use of derivatives such as futures and forward contracts.

Risk

The risks of investing in the Fund generally remain as discussed in the Fund's initial Simplified Prospectus. The Fund is suitable for investors who are seeking interest income over the short to medium-term; can handle the volatility of bond markets; and have a low tolerance for risk. The Fund is only available on a prospectus-exempt basis and is not available to registered investors.

Results of Operations

Investment Performance

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

During the year, the Fund's Series O securities returned -1.55%. This compares with a 0.74% return of the MSCI World Index (the "Index"). All index and series returns are calculated on a total return basis in Canadian dollar terms. Investors cannot invest in an index without incurring fees, expenses, and commissions, none of which are reflected in the index returns.

Global equities fell over the period as economic forecasts weakened, although currency movements generally boosted returns in Canadian dollar terms. Employment remained strong. In response to persistently high inflation, the U.S. Federal Reserve and the European Central Bank increased their policy rates significantly. Higher interest rates contributed to a crisis in the U.S. banking system in March 2023, which affected banks in Europe. Within the MSCI World (Net) Index, Denmark, Ireland and Spain were the strongest-performing markets, while Norway, Israel and Canada were the weakest. The Energy, Consumer Staples and Industrials sectors were the strongest performers, while Real Estate, Communication Services and Consumer Discretionary were the weakest.

The sub-advisor employs a multi-factor quantitative investment signal, which weighs momentum, valuation, and macroeconomic factors to determine the Fund's investment level in global equity markets versus cash. The quantitative signal moves daily which triggers adjustments to the allocation between equities and cash, which can vary between 100% equities or 100% cash. Towards the end of the period

The Fund was transitioning from a defensive cash position back into fully invested equities. The Fund underperformed the Index due to this as equity markets rallied into the end of 2022 and into the beginning of 2023.

During the year, the U.S. dollar ("USD"), Euro ("EUR"), and British Pound ("GBP") appreciated 8.22%, 6.10%, and 1.88% respectively against the Canadian dollar ("CAD") contributing to the Fund's performance as it was unhedged against foreign currencies. The Japanese Yen ("JPY") depreciated 0.78% against the CAD detracting from the Fund's performance.

Net Assets

The Fund's NAV declined by \$43.4 million, or 21.2%, to \$161.4 million as at March 31, 2023, from \$204.8 million at March 31, 2022. Of this decrease, \$38.8 million was attributable to net redemptions and \$4.6 million to investment performance.

Fees and Expenses

The annualized management expense ratio ("MER") for each series during the year ended March 31, 2023, was generally similar to the MER for the year ended March 31, 2022. Total expenses paid vary from period to period mainly as a result of changes in average assets in each series. Please note that no management fees are charged to the Fund; see the *Series Information* section of this report for further details. The MERs for all series (before and after waivers or absorptions, if any) are presented in the *Financial Highlights* section of this report.

Recent Developments

The sub-advisor notes that equity markets were volatile but resilient in the first quarter of 2023 and they will continue to face various challenges in the short term. There are multiple headwinds such as inflation, slowing economic growth, uncertainty regarding the trajectory of central bank policy, and geopolitical issues including the Russia/Ukraine crisis, while uncertainty in the banking sector has the potential to negatively impact sentiment and credit creation. Moreover, while inflation has decelerated from six months ago, price pressures remain elevated and tighter credit conditions have the potential to crimp demand, resulting in potential pressure on corporate earnings and margins. Given the headwinds faced by equity markets in the short term, and in particular the potential downside from a recessionary environment, the sub-advisor sees risks in equities as being skewed to the downside in the coming months. However, while the outlook for equity markets suggests limited upside in the short term, it remains positive over the medium to long term, and the sub-advisor expects equities to deliver positive returns over that longer timeframe.

During the period, the Fund held cash positions varying from zero to 35% depending on the market signals utilized by the sub-advisor to determine cash holdings. The Fund has held zero per cent cash since the week of March 31, 2023 and is expected to remain unhedged against foreign currencies subject to Counsel's discretion based on its assessment of currency market conditions.

On April 3, 2023, The Canada Life Assurance Company announced an agreement to acquire Investment Planning Counsel Inc. (the parent company of Counsel). The transaction is expected to be completed within 2023. Counsel will continue operate as manager of the Counsel Funds and the agreement is not expected to impact the Fund's operations.

Effective March 31, 2023, KPMG LLP was appointed as the auditor of the Fund.

Related Party Transactions

Management and Administration Services

Top Funds represent nearly all of the Fund's investors. As a result, Counsel pays all costs and expenses (other than certain specified fund costs) required to operate the Fund. No management or administration fees are paid by the Fund.

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Other Related Party Transactions

Other investment funds managed by Counsel ("Top Funds") invest in Series O securities offered by the Fund on a prospectus-exempt basis in accordance with the investment objectives of those funds. At March 31, 2023, Top Funds owned 100% of the Fund's NAV. As of March 31, 2023, Counsel had not received notice of any large redemptions. All related party transactions are based on the NAV per security on each transaction day.

Counsel is a subsidiary of IGM Financial Inc. ("IGM"). IGM is a subsidiary of Power Financial Corporation, which in turn is a subsidiary of Power Corporation of Canada ("Power"). Companies related to Power Corporation of Canada are therefore considered affiliates of Counsel. As at March 31, 2023, the Fund held investments in IGM, Power, Great-West Lifeco Inc. (a subsidiary thereof, and parent company of Canada Life), and several overseas investments indirectly affiliated with through Power. As at March 31, 2023, the value of these investments was in aggregate \$0.4 million representing 0.2% of the Fund's net assets. The IRC approved these policies on the basis that these investments:

- (i) are made free from any influence by an entity related to Counsel and without taking into account any considerations relevant to an entity related to Counsel;
- (ii) represent the business judgment of the sub-advisor, uninfluenced by considerations other than the best interests of the Fund;
- (iii) are made as part of a strategy where the value of such an investment is determined based on its relative weighting in an index; and
- (iv) achieve a fair and reasonable result for the Fund.

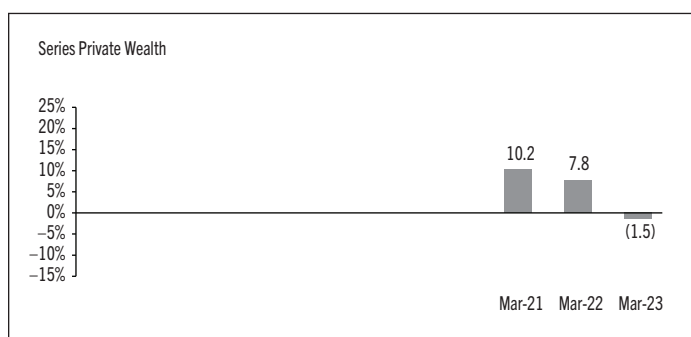
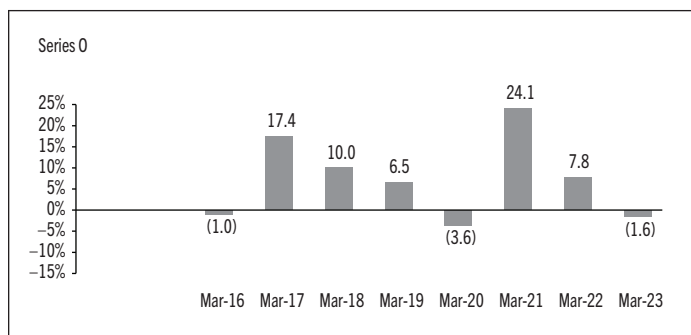
Past Performance

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

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

Year-by-Year Returns

The bar charts show how much an investment made on the first day of each financial year would have increased or decreased by the end of the respective periods. For the first year of a series, the percentage shown will be the actual return of the series from its inception date, which can be found under *Series Information*. The charts illustrate how the Fund's performance has changed over time.



Annual Compound Returns

The Annual Compound Return table shows the annual compound total return for each series of the Fund for the periods shown ended March 31, 2023. The annual compound total return is also compared to the Fund's benchmark(s)¹ calculated on the same compound basis.

(%)	1 Yr	3 Yr	5 Yr	10 Yr	Since Inception ²
Series O	(1.55)	9.63	6.21	n/a	7.88
Series Private Wealth	(1.54)	n/a	n/a	n/a	6.64
MSCI World Total Return Index	0.74	14.46	9.06	n/a	Note 3

(1) The MSCI World Total Return Index is a free float-adjusted market capitalization weighted index that is designed to measure the equity market performance of developed markets.

(2) Inception dates vary by series.

(3) The returns of the MSCI World Total Return Index since inception for each applicable series are: Series O 9.52 and Series Private Wealth 8.94.

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Summary of Investment Portfolio at March 31, 2023

ASSET TYPE	% OF NAV
Equities	98.4
Futures*	—
Cash and cash equivalents	0.5
Other	1.1

EFFECTIVE SECTOR ALLOCATION	% OF NAV
Information technology	20.8
Financials	15.5
Health care	12.4
Consumer discretionary	11.6
Industrials	9.1
Consumer staples	7.5
Communication services	6.4
Materials	5.1
Energy	4.6
Utilities	2.7
Real estate	2.5
Cash and cash equivalents	0.5
Other	1.3

EFFECTIVE COUNTRY ALLOCATION	% OF NAV
United States	58.2
Japan	5.5
United Kingdom	4.0
Canada	3.9
China	3.5
France	2.8
Taiwan	2.3
Switzerland	1.8
Australia	1.7
India	1.7
Germany	1.7
South Korea	1.6
Netherlands	1.4
Other countries	9.4
Cash and cash equivalents	0.5

* Equity futures have a notional value of -0.2% of NAV.

The effective allocation shows the country, regional or sector exposure of the Fund calculated by combining its direct investments, exchange traded funds, and derivatives. The Simplified Prospectus and other information about each of the Underlying Funds are available on the SEDAR website at www.sedar.com.

TOP 25 LONG POSITIONS % OF NAV

Issuer	% OF NAV
Apple Inc.	4.9
Microsoft Corp.	3.2
Alphabet Inc.	2.0
NVIDIA Corp.	1.7
Amazon.com Inc.	1.1
Visa Inc.	1.0
UnitedHealth Group Inc.	1.0
Taiwan Semiconductor Manufacturing Co. Ltd.	1.0
MasterCard Inc.	0.9
Tesla Inc.	0.9
Johnson & Johnson	0.8
Exxon Mobil Corp.	0.8
The Home Depot Inc.	0.7
Samsung Electronics Co. Ltd.	0.7
PepsiCo Inc.	0.6
The Procter & Gamble Co.	0.6
LVMH Moët Hennessy Louis Vuitton SE	0.6
Nestlé SA	0.6
Thermo Fisher Scientific Inc.	0.6
Alibaba Group Holding Ltd.	0.5
JPMorgan Chase & Co.	0.5
The Walt Disney Co.	0.5
ASML Holding NV	0.5
Chevron Corp.	0.5
Merck & Co. Inc.	0.5

Top long positions as a percentage of total net asset value	26.7
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TOP 25 SHORT POSITIONS % OF NAV

Issuer	% OF NAV
SFE S&P ASX Share Price Index 200 Future ¹	—
Tokyo TOPIX Index Future ¹	—
MSCI Singapore Index Future ²	—

Top short positions as a percentage of total net asset value	—
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¹ Notional values represent 0.1% of NAV.

² Notional values represent 0.0% of NAV.

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Financial Highlights

The following tables show selected key financial information about the Fund and are intended to help you understand the Fund's financial performance for each of the fiscal periods presented below. If during the period a fund or series was established or reinstated, "period" represents the period from inception to the end of that fiscal period. Series inception dates can be found under *Series Information*.

NET ASSETS PER SECURITY (\$)¹

Series O	Mar. 31 2023	Mar. 31 2022	Mar. 31 2021	Mar. 31 2020	Mar. 31 2019
Net assets, beginning of period	12.87	12.91	10.93	11.84	11.54
Increase (decrease) from operations:					
Total revenue	0.24	0.20	0.72	0.36	0.24
Total expenses	—	—	(0.01)	(0.01)	(0.01)
Realized gains (losses) for the period	0.09	0.84	0.23	(0.26)	0.21
Unrealized gains (losses) for the period	(0.64)	0.10	1.65	(0.48)	0.29
Total increase (decrease) from operations²	(0.31)	1.14	2.59	(0.39)	0.73
Distributions:					
From income (excluding Canadian dividends)	(0.27)	(0.37)	(0.52)	(0.45)	(0.30)
From Canadian dividends	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)
From capital gains	—	(0.74)	(0.05)	(0.08)	(0.12)
Return of capital	—	—	—	—	—
Total annual distributions³	(0.28)	(1.12)	(0.58)	(0.54)	(0.43)
Net assets at period end	12.38	12.87	12.91	10.93	11.84
Series Private Wealth	Mar. 31 2023	Mar. 31 2022	Mar. 31 2021	Mar. 31 2020	Mar. 31 2019
Net assets, beginning of period	10.84	10.85	10.00	n/a	n/a
Increase (decrease) from operations:					
Total revenue	0.20	0.16	0.28	n/a	n/a
Total expenses	—	—	—	n/a	n/a
Realized gains (losses) for the period	0.18	0.58	0.10	n/a	n/a
Unrealized gains (losses) for the period	(0.54)	0.09	0.63	n/a	n/a
Total increase (decrease) from operations²	(0.16)	0.83	1.01	n/a	n/a
Distributions:					
From income (excluding Canadian dividends)	(0.21)	(0.29)	(0.12)	n/a	n/a
From Canadian dividends	(0.02)	—	—	n/a	n/a
From capital gains	—	(0.63)	(0.05)	n/a	n/a
Return of capital	—	—	—	n/a	n/a
Total annual distributions³	(0.23)	(0.92)	(0.17)	n/a	n/a
Net assets at period end	10.43	10.84	10.85	n/a	n/a

(1) These calculations are prescribed by securities regulations and are not intended to be a reconciliation between opening and closing net assets per security. The information presented is derived from the Fund's financial statements prepared in accordance with IFRS. The net assets presented here in this table and in the financial statements may differ from the NAV; an explanation of these differences can be found in Note 3 of the Fund's Financial Statements.

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

(3) Distributions were paid in cash, reinvested in additional securities of the Fund, or both.

RATIOS AND SUPPLEMENTAL DATA

Series O	Mar. 31 2023	Mar. 31 2022	Mar. 31 2021	Mar. 31 2020	Mar. 31 2019
Total net asset value (\$000's) ¹	161,410	204,769	236,472	200,907	134,481
Securities Outstanding (000's) ¹	13,040	15,907	18,320	18,388	11,355
Management expense ratio (%) ²	0.01	—	0.01	—	—
Management expense ratio before waivers or absorptions (%) ²	0.01	—	0.01	—	—
Trading expense ratio (%) ³	0.03	0.01	0.06	0.05	0.06
Portfolio turnover rate (%) ⁴	20.11	16.50	71.15	—	35.12
Series Private Wealth	Mar. 31 2023	Mar. 31 2022	Mar. 31 2021	Mar. 31 2020	Mar. 31 2019
Total net asset value (\$000's) ¹	1	1	1	n/a	n/a
Securities Outstanding (000's) ¹	—	—	—	n/a	n/a
Management expense ratio (%) ²	0.18	0.16	0.18	n/a	n/a
Management expense ratio before waivers or absorptions (%) ²	0.18	0.16	0.18	n/a	n/a
Trading expense ratio (%) ³	0.03	0.01	0.06	n/a	n/a
Portfolio turnover rate (%) ⁴	20.11	16.50	71.15	n/a	n/a

(1) This information is provided as at the end of the fiscal period shown.

(2) MER and MER before waivers or absorptions ("Gross MER") are based on total expenses (excluding commissions and other portfolio transaction costs) for the stated period and is expressed as an annualized percentage of average daily NAV during the period. In the period a series is established, the MERs and Gross MERs are annualized from the date of inception to the end of the period. MER and Gross MER may be impacted by decreases and/or increases in management fees and/or administration fees as discussed under Series Information. Where the Fund invests in securities of an Underlying Fund, the MERs and Gross MERs presented for the Fund include the portion of MERs of the Underlying Fund(s) attributable to this investment.

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

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

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Series Information

Series	Date of Inception	Minimum Investment (\$)	Management Fee (%)	Administration Fee ³ (%)
Series O ¹	January 7, 2016	—	—	—
Series Private Wealth ²	October 19, 2020	—	—	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.