

COUNSEL | PORTFOLIO SERVICES

IPC Multi-Factor Canadian Equity

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

For the year ended March 31, 2021

Fund Manager

Counsel Portfolio Services Inc.

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.ipcessentials.ca 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 and Annual Information Form, which may also be obtained, at no cost, using any of the methods outlined above.

For the Fund's current net asset values per security and for more recent information on general market events, please visit our website listed above.

CAUTION 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.

Management Discussion of Fund Performance

June 8, 2021

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, 2021 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 by primarily investing, either directly or indirectly, in a portfolio of Canadian equities seeking to track a factor-based index. Currently, the Fund tracks the SciBeta Canada 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 may invest up to 10% of its assets in foreign securities.

Risk

The risks of investing in the Fund remain as discussed in the Fund's Simplified Prospectus. The Fund is suitable for investors who: are looking for a Canadian equity fund to hold as part of their portfolio; want a long-term investment; can handle the volatility of stock markets; and have medium tolerance for risk. The Fund is only available on a prospectus-exempt basis.

Results of Operations

Investment Performance

The performance of the Fund's Series A 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 Private Wealth securities returned 34.38%. This compares with a 44.25% return of the broad-based S&P/TSX Total Return Index (the "Index"). All index and series returns are calculated on a total return basis in Canadian dollar terms.

Canadian equities rebounded strongly over the period, reaching all-time highs after plunging earlier in 2020 over fears about the impact of the COVID-19 pandemic. Significant government and central bank stimulus both globally and in Canada, coupled with progress on vaccination programs in developed countries, led investors to factor higher levels of economic growth into equity valuations. The prospect of global economic reopening lifted valuations in the Canadian energy sector. Within the S&P/TSX Composite Index, Consumer Discretionary, information Technology and Healthcare were the strongest sectors, while Communication Services, Consumer Staples and Utilities were the weakest.

The Fund underperformed the Index primarily due to security selection in the Information Technology sector. Being overweight Utilities and Consumer Staples also detracted from performance.

Net Assets

The Fund's NAV increased by \$65.4 million, or 55.9%, to \$182.3 million as at March 31, 2021, from \$116.9 million at March 31, 2020. Of this increase, \$41.8 million was attributable to investment performance (after deducting fees and expenses) and \$23.6 million to net sales.

Fees and Expenses

The Management Expense Ratio ("MER") for Series Private Wealth of 0.17%, during the year ended March 31, 2021, was unchanged from the period ended March 31, 2020. Please note that no management fees are charged to Series Private Wealth; 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

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.

Counsel expects a strong recovery in global gross domestic product ("GDP") and corporate earnings in the second half of 2021, driven by the gradual rollout of vaccines, continued fiscal stimulus and abundant central bank liquidity. In turn, Counsel expects this recovery to support equity markets. In March 2021, consensus GDP growth and inflation forecasts for Canada both rose. The accelerating pace of vaccination led to expectations of reflation in 2021, while the U.S. fiscal stimulus package is expected to boost Canadian exports and investment spending. However, we believe key risks to the recovery remain, including the possibility of an extended lockdown due to vaccine rollout delays and new virus variants, and tighter financial conditions if bond yields rise sharply.

Effective February 24, 2021, Martin Taylor retired as a member of the Counsel Funds' Independent Review Committee.

Related Party Transactions

Management and Administration Services

For each applicable series, the Fund paid management fees and administration fees to Counsel at the annual rates specified under *Series Information* in this report and as more fully described in the Simplified Prospectus. In return for the administration fees, Counsel pays all costs and expenses (other than certain specified fund costs) required to operate the Fund. See also *Management Fees*.

Portfolio Transaction Services

Mackenzie Financial Corporation, an affiliate of Counsel, provides portfolio transaction services to the Fund. The Fund pays no brokerage fees to Mackenzie for these services.

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. Series Private Wealth securities are issued on a prospectus-exempt basis to investors in discretionary managed account programs offered by IPC Securities Corporation, an affiliate of Counsel. As a result of these investments, the Fund is subject to large transaction risk as discussed in the Counsel

Funds' Simplified Prospectus. Counsel manages this risk to reduce the possibility of any adverse effect on the Fund or on its investors, through such processes as requiring advance notice of large redemptions. At March 31, 2021, Top Funds owned 96.7% of the Fund's NAV and Series Private Wealth investors owned 3.3% of the Fund's NAV. As of March 31, 2021, 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. Companies related to Power Corporation of Canada are therefore considered affiliates of Counsel. As at March 31, 2021, the Fund held the following investments in companies affiliated with the Manager: subordinated voting shares of Power Corporation of Canada valued at \$6.2 million and common shares of Great-West Lifeco Inc. valued at \$2.3 million. These investments are in accordance with policies approved by the Counsel Funds' Independent Review Committee ("IRC") and represent, in aggregate, 4.7% of the Fund's net assets. The IRC approved these policies on the basis that these investments would:

(i) is 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) represents the business judgment of the index provider, uninfluenced by considerations other than the best interests of the Fund;

(iii) 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) achieves a fair and reasonable result for the Fund.

The Fund has relied on standing instructions from the IRC with respect to investments in ETFs managed by Mackenzie Financial Corporation, an affiliate of Counsel. The Fund received a rebate from Mackenzie for the management fees charged by these ETFs.

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.

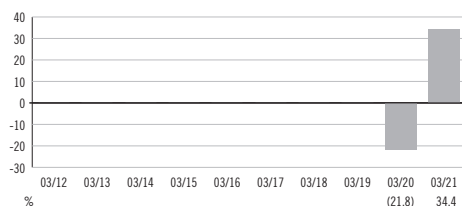
If you hold this Fund outside of a registered plan, income and capital gains distributions paid to you increase your income for tax purposes, whether paid in cash or reinvested in additional securities. The amount of reinvested taxable distributions is added to the adjusted cost base of the securities 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

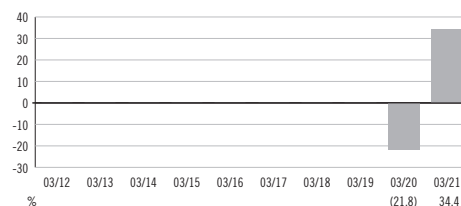
The bar chart shows how much an investment made on the first day of each financial year would have increased or decreased by the end of the respective periods. For the first year of a series, the percentage

shown will be the actual return of the series from its inception date, which can be found under *Series Information*. The chart illustrates how the Fund's performance has changed over time.

SERIES O



SERIES PRIVATE WEALTH



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, 2021. The annual compound total return is also compared to the Fund's benchmark(s)¹ calculated on the same compound basis.

(%)	1 yr	3 yrs	5 yrs	10 yrs	Since inception
Series O	34.36	n/a	n/a	n/a	3.57
Series Private Wealth	34.38	n/a	n/a	n/a	3.57
S&P/TSX Total Return Index	44.25	n/a	n/a	n/a	17.94

¹ The S&P/TSX Total Return Index tracks the performance of some of the largest and most widely held stocks listed on the Toronto Stock Exchange.

Summary of Investment Portfolio

as at March 31, 2021

The largest holdings of the Fund (up to 25) as at the end of the period and the major asset classes in which the Fund was invested are indicated below.

The investments and percentages may have changed by the time you purchase securities of this Fund.

The top 25 holdings are made available quarterly, 60 days after quarter-end, except for March 31, which is the fiscal year-end for the Fund, when they are available after 90 days. Please see the front page for information about how they can be obtained.

The effective allocation shows the sector exposure of the Fund calculated by including the Fund's proportionate share of its holdings in Underlying Funds and index participation securities. The Simplified Prospectus and other information about each of the Underlying Funds are available on the SEDAR website at www.sedar.com.

Summary of Composition of the Portfolio

	% of net asset value
BY ASSET TYPE	
Equities	99.6
Exchange Traded Funds	0.2
Other	0.2
Total	100.0
EFFECTIVE SECTOR	
Financials	20.4
Materials	15.7
Consumer Staples	13.1
Industrials	10.2
Real Estate	8.0
Consumer Discretionary	6.8
Utilities	6.7
Energy	6.4
Information Technology	6.3
Communication Services	6.3
Other	0.1
	100.0

Summary of Top 25 Holdings

	% of net asset value
Fairfax Financial Holdings Ltd. Sub. voting	5.6
Loblaw Companies Ltd.	4.9
Metro Inc.	3.9
Power Corp. of Canada Sub. voting	3.4
Lundin Mining Corp.	3.3
George Weston Ltd.	3.3
Toromont Industries Ltd.	3.1
Hydro One Inc.	3.0
Kinross Gold Corp.	3.0
Cameco Corp.	3.0
The Descartes Systems Group Inc.	2.6
Magna International Inc.	2.5
Canadian Apartment Properties Real Estate Investment Trust	2.4
Shaw Communications Inc. Class B non-voting	2.3
RioCan Real Estate Investment Trust	2.3
Northland Power Inc.	2.2
Finning International Inc.	2.1
Canadian Tire Corp. Ltd. Class A non-voting	2.0
Agnico-Eagle Mines Ltd.	2.0
WSP Global Inc.	1.8
Onex Corp. Sub. voting	1.8
Canadian National Railway Co.	1.7
Kirkland Lake Gold Ltd.	1.6
Kinaxis Inc.	1.6
H&R Real Estate Investment Trust	1.6
	67.0

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 Security¹

Series O (in \$)	12 mo Mar. 31 2021	12 mo Mar. 31 2020	12 mo Mar. 31 2019	12 mo Mar. 31 2018	12 mo Mar. 31 2017
Net assets, beginning of period	7.74	10.00	n/a	n/a	n/a
Increase (decrease) from operations:					
Total revenue	0.28	0.14	n/a	n/a	n/a
Total expenses	(0.01)	(0.01)	n/a	n/a	n/a
Realized gains (losses) for the period	(0.27)	(0.18)	n/a	n/a	n/a
Unrealized gains (losses) for the period	2.70	(2.10)	n/a	n/a	n/a
² Total increase (decrease) from operations	2.70	(2.15)	n/a	n/a	n/a
Distributions:					
From income (excluding Canadian dividends)	(0.01)	–	n/a	n/a	n/a
From Canadian dividends	(0.26)	(0.08)	n/a	n/a	n/a
From capital gains	–	(0.01)	n/a	n/a	n/a
Return of capital	–	–	n/a	n/a	n/a
³ Total annual distributions	(0.27)	(0.09)	n/a	n/a	n/a
Net assets at period end	10.11	7.74	n/a	n/a	n/a

Series Private Wealth (in \$)	12 mo Mar. 31 2021	12 mo Mar. 31 2020	12 mo Mar. 31 2019	12 mo Mar. 31 2018	12 mo Mar. 31 2017
Net assets, beginning of period	7.74	10.00	n/a	n/a	n/a
Increase (decrease) from operations:					
Total revenue	0.27	0.13	n/a	n/a	n/a
Total expenses	(0.03)	(0.02)	n/a	n/a	n/a
Realized gains (losses) for the period	(0.19)	(0.20)	n/a	n/a	n/a
Unrealized gains (losses) for the period	2.69	(2.10)	n/a	n/a	n/a
² Total increase (decrease) from operations	2.74	(2.19)	n/a	n/a	n/a
Distributions:					
From income (excluding Canadian dividends)	–	–	n/a	n/a	n/a
From Canadian dividends	(0.25)	(0.08)	n/a	n/a	n/a
From capital gains	–	(0.01)	n/a	n/a	n/a
Return of capital	–	–	n/a	n/a	n/a
³ Total annual distributions	(0.25)	(0.09)	n/a	n/a	n/a
Net assets at period end	10.12	7.74	n/a	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 2 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 (in \$)	12 mo	12 mo	12 mo	12 mo	12 mo
	Mar. 31 2021	Mar. 31 2020	Mar. 31 2019	Mar. 31 2018	Mar. 31 2017
¹ Total net asset value (\$000's)	176,343	113,920	n/a	n/a	n/a
¹ Securities Outstanding (000's)	17,435	14,726	n/a	n/a	n/a
² Management expense ratio (%)	–	–	n/a	n/a	n/a
² Management expense ratio before waivers or absorptions (%)	–	–	n/a	n/a	n/a
³ Trading expense ratio (%)	0.11	0.22	n/a	n/a	n/a
⁴ Portfolio turnover rate (%)	89.49	–	n/a	n/a	n/a

Series Private Wealth (in \$)	12 mo	12 mo	12 mo	12 mo	12 mo
	Mar. 31 2021	Mar. 31 2020	Mar. 31 2019	Mar. 31 2018	Mar. 31 2017
¹ Total net asset value (\$000's)	5,963	2,999	n/a	n/a	n/a
¹ Securities Outstanding (000's)	589	388	n/a	n/a	n/a
² Management expense ratio (%)	0.17	0.17	n/a	n/a	n/a
² Management expense ratio before waivers or absorptions (%)	0.17	0.17	n/a	n/a	n/a
³ Trading expense ratio (%)	0.11	0.22	n/a	n/a	n/a
⁴ Portfolio turnover rate (%)	89.49	–	n/a	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.

Series Information

The Fund may issue an unlimited number of securities for each series. The number of issued and outstanding securities of each series is disclosed in *Financial Highlights*.

	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.

COUNSEL | PORTFOLIO SERVICES