

COUNSEL | PORTFOLIO SERVICES

IPC Multi-Factor U.S. 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 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.

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 U.S. 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 39.84%. This compares with a 38.06% return of the broad-based S&P 500 Total Return Index (the “Index”). All index and series returns are calculated on a total return basis in Canadian dollar terms.

After declining sharply at the beginning of the COVID-19 crisis, U.S. equity market indices rebounded to all-time highs. Equity returns were initially driven by stocks that benefited from work-from-home trends. As vaccination programs accelerated, stocks expected to benefit from economic reopening gained momentum. Investors rotated out of growth stocks and into cyclical value stocks. This was positive for the Financials, Energy and Materials sectors, as well as industries related to travel, tourism, and entertainment.

The Fund outperformed the Index primarily due to security selection within the Information Technology and Consumer Discretionary sectors.

During the year, the U.S. dollar (“USD”) depreciated 10.87% against the Canadian dollar (“CAD”). As a result, the Fund’s USD exposures detracted from returns. Selected hedging activities against the USD contributed relative to the unhedged Index with the Fund ending the period with a 37.5% target hedge.

Net Assets

The Fund’s NAV increased by \$86.8 million, or 75.7%, to \$201.4 million as at March 31, 2021, from \$114.6 million at March 31, 2020. Of this increase, \$47.1 million was attributable to investment performance (after deducting fees and expenses) and \$39.7 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, the team expects this recovery to support equity markets. Counsel expects the Chinese and U.S. economies to outperform European and emerging economies in 2021 because they appear better able to steer their economies through the pandemic. We believe unprecedented fiscal stimulus in the United States, including President Biden’s US\$1.9 trillion plan, should boost U.S. growth in the coming year and spill over to other countries through trade channels. However, Counsel believes 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 96.4% of the Fund’s NAV and Series Private Wealth investors owned 3.6% 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.

The Fund has relied on standing instructions from the Counsel Funds’ Independent Review Committee (“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.

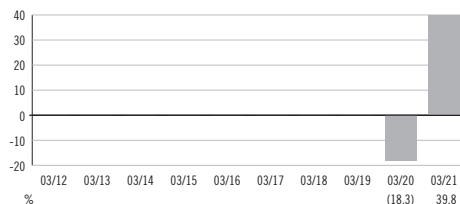
If you hold this Fund outside of a registered plan, income and capital gains distributions paid to you increase your income for tax purposes, whether paid in cash or reinvested in additional securities. The amount of reinvested taxable distributions is added to the adjusted cost base of the securities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

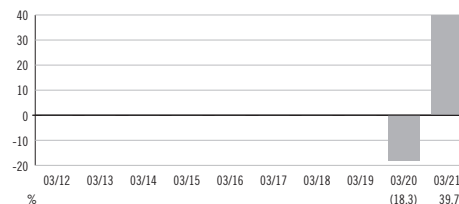
The bar chart shows how much an investment made on the first day of each financial year would have increased or decreased by the end of the respective periods. For the first year of a series, the percentage

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 | 39.84 | n/a | n/a | n/a | 9.89 |
| Series Private Wealth | 39.71 | n/a | n/a | n/a | 9.77 |
| S&P 500 Total Return Index | 38.06 | n/a | n/a | n/a | 27.07 |

¹ The S&P 500 Total Return is an index of 500 stocks weighted by capitalization and representing all major U.S. industries. It is a broad measure of the U.S. economy.

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 Top 25 Holdings

| | % of net asset value |
|---|----------------------|
| Wal-Mart Stores Inc. | 2.0 |
| Target Corp. | 1.3 |
| Qualcomm Inc. | 1.2 |
| JPMorgan Chase & Co. | 1.1 |
| Verizon Communications Inc. | 1.1 |
| Mackenzie US Large Cap Equity Index ETF | 0.9 |
| Merck & Co. Inc. | 0.9 |
| Walgreens Boots Alliance Inc. | 0.8 |
| Costco Wholesale Corp. | 0.8 |
| Cognizant Technology Solutions Corp. | 0.8 |
| Eli Lilly and Co. | 0.8 |
| Wells Fargo & Co. | 0.8 |
| Gilead Sciences Inc. | 0.8 |
| FedEx Corp. | 0.7 |
| Keysight Technologies Inc. | 0.7 |
| Skyworks Solutions Inc. | 0.6 |
| Zebra Technologies Corp. Class A | 0.6 |
| Trane Technologies PLC | 0.6 |
| Chubb Ltd. | 0.6 |
| Kimberly-Clark Corp. | 0.6 |
| The Kroger Co. | 0.6 |
| VF Corp. | 0.6 |
| Amazon.com Inc. | 0.6 |
| U.S. Bancorp | 0.6 |
| CME Group Inc. | 0.6 |
| | 20.7 |

Summary of Composition of the Portfolio

| | % of net asset value |
|-------------------------|----------------------|
| BY ASSET TYPE | |
| Equities | 98.9 |
| Exchange Traded Funds | 0.9 |
| Other | 0.2 |
| Total | 100.0 |
| EFFECTIVE SECTOR | |
| 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 |

| | % of net asset value |
|-------------------|----------------------|
| BY COUNTRY | |
| United States | 99.2 |
| Israel | 0.3 |
| Bermuda | 0.3 |
| Canada | 0.2 |
| | 100.0 |

| | % of net asset value |
|--------------------------|----------------------|
| CURRENCY EXPOSURE | |
| United States dollars | 63.1 |
| Canadian dollars | 36.6 |
| Israeli sheqel | 0.3 |
| | 100.0 |

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 | 8.11 | 10.00 | n/a | n/a | n/a |
| Increase (decrease) from operations: | | | | | |
| Total revenue | 0.16 | 0.09 | n/a | n/a | n/a |
| Total expenses | – | – | n/a | n/a | n/a |
| Realized gains (losses) for the period | (0.30) | (0.07) | n/a | n/a | n/a |
| Unrealized gains (losses) for the period | 3.30 | (1.84) | n/a | n/a | n/a |
| ² Total increase (decrease) from operations | 3.16 | (1.82) | n/a | n/a | n/a |
| Distributions: | | | | | |
| From income (excluding Canadian dividends) | (0.16) | (0.07) | n/a | n/a | n/a |
| From Canadian dividends | – | – | n/a | n/a | n/a |
| From capital gains | – | – | n/a | n/a | n/a |
| Return of capital | – | – | n/a | n/a | n/a |
| ³ Total annual distributions | (0.16) | (0.07) | n/a | n/a | n/a |
| Net assets at period end | 11.16 | 8.11 | 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 | 8.11 | 10.00 | n/a | n/a | n/a |
| Increase (decrease) from operations: | | | | | |
| Total revenue | 0.16 | 0.09 | n/a | n/a | n/a |
| Total expenses | (0.02) | (0.01) | n/a | n/a | n/a |
| Realized gains (losses) for the period | (0.24) | (0.10) | n/a | n/a | n/a |
| Unrealized gains (losses) for the period | 3.32 | (1.83) | n/a | n/a | n/a |
| ² Total increase (decrease) from operations | 3.22 | (1.85) | n/a | n/a | n/a |
| Distributions: | | | | | |
| From income (excluding Canadian dividends) | (0.15) | (0.06) | n/a | n/a | n/a |
| From Canadian dividends | – | – | n/a | n/a | n/a |
| From capital gains | – | – | n/a | n/a | n/a |
| Return of capital | – | – | n/a | n/a | n/a |
| ³ Total annual distributions | (0.15) | (0.06) | n/a | n/a | n/a |
| Net assets at period end | 11.16 | 8.11 | 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 Mar. 31 2021 | 12 mo Mar. 31 2020 | 12 mo Mar. 31 2019 | 12 mo Mar. 31 2018 | 12 mo Mar. 31 2017 |
|---|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| ¹ Total net asset value (\$000's) | 194,048 | 110,037 | n/a | n/a | n/a |
| ¹ Securities Outstanding (000's) | 17,381 | 13,569 | 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 (%) | 0.02 | 0.11 | n/a | n/a | n/a |
| ⁴ Portfolio turnover rate (%) | 51.02 | – | 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 |
|---|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| ¹ Total net asset value (\$000's) | 7,335 | 4,589 | n/a | n/a | n/a |
| ¹ Securities Outstanding (000's) | 657 | 566 | 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 (%) | 0.02 | 0.11 | n/a | n/a | n/a |
| ⁴ Portfolio turnover rate (%) | 51.02 | – | 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.

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