

Counsel Money Market

INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE

For the period ended September 30, 2021

Fund Manager

Counsel Portfolio Services Inc.

Sub-advisor

Mackenzie Financial Corporation

This Interim Management Report of Fund Performance contains financial highlights but does not contain either the annual or interim financial statements of the investment fund. If you have not received a copy of the financial statements with this report, you may obtain a copy 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 and Annual Information Form, which may also be obtained, at no cost, using any of the methods outlined above.

Every effort has been made to ensure that the information contained in this report is accurate as of September 30, 2021; however, the Fund cannot guarantee the accuracy or the completeness of this material. Please refer to the Fund's Simplified Prospectus and audited annual financial statements for more information.

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

November 11, 2021

This Management Discussion of Fund Performance presents the views of Counsel Portfolio Services Inc. (“Counsel”) on the significant factors and developments during the period ended September 30, 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.

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 six-month period, the Fund’s Series A securities returned 0.06% (after deducting fees and expenses). This compares with a 0.05% return of the FTSE TMX Canada 30 Day T-Bills 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.

The Bank of Canada maintained monetary policy support in the period, including keeping its policy interest rate at 0.25% and making substantial bond purchases. However, the central bank reduced its asset purchase program to \$2 billion weekly in response to continued recovery and increased confidence in Canada’s economic outlook.

The Fund performed in line with the index. The Fund’s return reflects the low interest rates available in the marketplace, as well as Counsel’s decision to temporarily waive a portion of its management and administration fees. Without waivers, all series would have had negative performance in the period. Over the period, the Fund’s exposure to corporate bonds increased based on relative valuations, and increased exposure to provincial bonds to capture spread compression (the decreasing difference in yield between provincial bonds and federal bonds of similar maturities).

As of September 30, 2021, the current yield was 0.11% for Series A, C and F and 0.90% for Series I. Yields on 30-day treasury bills increased from 0.06% as of March 31, 2021 to 0.12% at September 30, 2021.

Net Assets

The Fund’s NAV declined by \$3.4 million, or 14.2%, to \$20.3 million as at September 30, 2021, from \$23.7 million at March 31, 2021. This decrease was almost entirely attributable to net redemptions.

Fees and Expenses

The Management Expense Ratio (“MER”) for Series A of 0.11%, during the period ended September 30, 2021, was lower than the MER of 0.39% for the year ended March 31, 2021. The MER decreased primarily due to Counsel increasing the amount of management fees waived. Counsel may discontinue the practice of absorbing management fees at any time without prior notice to investors. 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

Ongoing uncertainty regarding the duration and long-term impact of the COVID-19 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.

Over the near term, the sub-advisor expects bond yields to gradually increase as the economy continues to recover from prolonged COVID-19 lockdowns. Inflationary pressures will likely remain elevated due to global supply chain disruptions,

with robust growth in response to pent-up consumer demand. Further, interest rates are expected to increase toward the end of 2022 as the Bank of Canada and U.S. Federal Reserve wind down their asset purchase programs. In September, short-term interest rates moved higher to reflect these expectations.

Effective September 22, 2021, Atul Tiwari was appointed to 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*.

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 its 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 September 30, 2021, Top Funds owned 0.2% of the Fund’s NAV and Series Private Wealth investors owned 0.0% of the Fund’s NAV. As of September 30, 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 did not rely on an approval, standing instruction, or positive recommendation from the Counsel Funds’ Independent Review Committee (“IRC”) with respect to any related party transactions.

Management Fees

The management fee for each applicable series is calculated and accrued daily as a percentage of its NAV. The Fund's management fees were used by the Manager to pay for: costs of managing the investment portfolio; providing investment analysis and recommendations; making investment decisions; the purchase and sale of the investment portfolio; and providing other services. The Manager also used the management fees to fund trailing commissions and other compensation (collectively, "Distribution Related Payments") paid to registered dealers and brokers whose clients invest in the Fund.

The following dealers, who are affiliated with Counsel, may be entitled to Distribution Related Payments from Counsel on the same basis as unrelated registered brokers and dealers: IPC Securities Corporation, Investors Group Securities Inc., IPC Investment Corporation, Investors Group Financial Services Inc. and Quadrus Investment Services Ltd.

During the period, approximately 33% of the total management fee revenues received from all Counsel funds were used to fund Distribution Related Payments to registered dealers and brokers. In comparison, such Distribution Related Payments for the Fund represented over 100% of the management fees paid. This amount is an average percentage of the management fees paid by all series. The actual percentage for each series may be higher or lower than the average depending on the level of trailing commissions paid for that series. The lower proportion of Distribution Related Payments is primarily attributable to Counsel waiving management fees during the period. The lower proportion of Distribution Related Payments is primarily attributable to the Fund having a higher lower trailing commission compared to other Counsel Funds.

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.

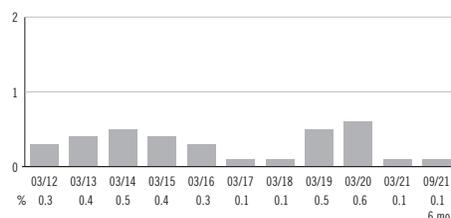
Past performance may have been impacted by the waiving of certain fees or expenses by the Manager.

Year-by-Year Returns

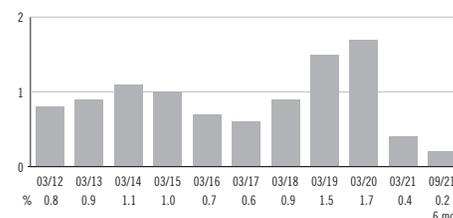
The bar chart shows how much an investment made on the first day of each financial year would have increased or decreased by the end of the respective periods. For the first year of a series, the percentage

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.

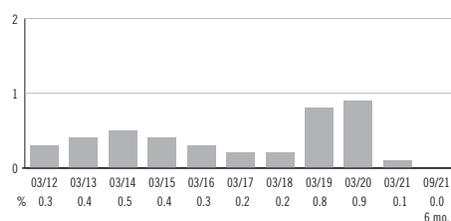
SERIES A



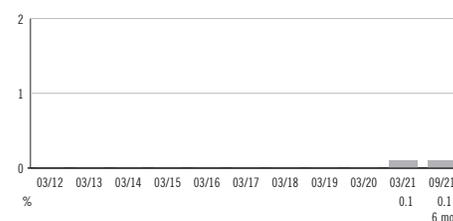
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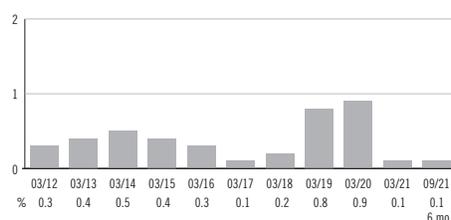
SERIES C



SERIES PRIVATE WEALTH



SERIES F



Summary of Investment Portfolio

as at September 30, 2021

The holdings of the Fund 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.

Summary of Top 25 Holdings

	% of net asset value
Province of Ontario F/R 06-27-2022	19.7
Royal Bank of Canada 0.20% 10-01-2021	11.6
Province of Newfoundland and Labrador 0.20% 12-07-2021	8.4
Cash	7.6
Province of Newfoundland and Labrador 0.21% 12-07-2021	4.9
Canada Housing Trust No. 1 F/R 03-15-2022	3.7
Government of Canada 0.17% 10-07-2021	3.4
Canadian Imperial Bank of Commerce 0.25% 11-19-2021	2.6
Province of Alberta 0.20% 11-25-2021	2.5
Canada Housing Trust No. 1 F/R 09-15-2022	2.3
The Toronto-Dominion Bank 2.62% 12-22-2021	2.1
BCI Quadreal Realty 0.25% 10-25-2021	2.1
Bank of Montreal 1.61% 10-28-2021 DPNT	1.9
Royal Bank of Canada 0.22% 10-04-2021	1.5
The Bank of Nova Scotia 0.26% 11-16-2021	1.5
Toyota Motor Credit Corp. 0.31% 06-21-2022	1.5
Safe Trust 0.24% 11-18-2021	1.3
OPB Finance Trust 1.88% 02-24-2022 Series D	1.2
Canadian Imperial Bank of Commerce 0.25% 12-03-2021	1.2
Province of Quebec F/R 04-19-2022	1.1
Sound Trust 0.24% 11-18-2021	1.1
The Toronto-Dominion Bank 1.99% 03-23-2022	1.1
Federation des Caisses Desjardins du Quebec 2.09% 01-17-2022	1.0
Province of Ontario 0.18% 12-29-2021	1.0
Manulife Bank of Canada 0.40% 11-15-2021	1.0
	87.3

Summary of Composition of the Portfolio

% of net asset value

BY ASSET TYPE	
Corporate	44.9
Provincial Governments	38.8
Federal Government	9.4
Cash	7.6
Other	(0.7)
Total	100.0

COUNTRY ALLOCATION	
Canada	91.5
United States	0.5
Europe ex U.K.	0.4
Cash	7.6
	100.0

FIXED INCOME BY CREDIT RATING	
AAA	43.2
AA	30.4
A	18.5
Unrated	1.0
	93.1

Net Assets per Security¹ (continued)

Series Private Wealth (in \$)	6 mo Sep. 30 2021	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	10.00	10.00	n/a	n/a	n/a	n/a
Increase (decrease) from operations:						
Total revenue	0.01	0.01	n/a	n/a	n/a	n/a
Total expenses	–	–	n/a	n/a	n/a	n/a
Realized gains (losses) for the period	–	–	n/a	n/a	n/a	n/a
Unrealized gains (losses) for the period	–	–	n/a	n/a	n/a	n/a
² Total increase (decrease) from operations	0.01	0.01	n/a	n/a	n/a	n/a
Distributions:						
From income (excluding Canadian dividends)	(0.01)	(0.01)	n/a	n/a	n/a	n/a
From Canadian dividends	–	–	n/a	n/a	n/a	n/a
From capital gains	–	–	n/a	n/a	n/a	n/a
Return of capital	–	–	n/a	n/a	n/a	n/a
³ Total annual distributions	(0.01)	(0.01)	n/a	n/a	n/a	n/a
Net assets at period end	10.00	10.00	n/a	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 A (in \$)	6 mo Sep. 30 2021	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)	17,423	18,731	19,618	17,061	16,194	20,295
¹ Securities Outstanding (000's)	1,742	1,873	1,961	1,706	1,619	2,030
² Management expense ratio (%)	0.11	0.39	1.24	1.23	0.89	0.65
² Management expense ratio before waivers or absorptions (%)	1.24	1.23	1.24	1.23	1.23	1.24
³ Trading expense ratio (%)	–	–	–	–	–	–
⁴ Portfolio turnover rate (%)	n/a	n/a	n/a	n/a	n/a	n/a

Series C (in \$)	6 mo Sep. 30 2021	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)	1	1	2	59	850	292
¹ Securities Outstanding (000's)	–	–	–	6	85	29
² Management expense ratio (%)	0.11	0.29	0.95	0.71	0.77	0.61
² Management expense ratio before waivers or absorptions (%)	0.94	0.93	0.95	0.96	0.97	0.96
³ Trading expense ratio (%)	–	–	–	–	–	–
⁴ Portfolio turnover rate (%)	n/a	n/a	n/a	n/a	n/a	n/a

Series F (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)	2,147	1,399	3,438	951	857	1,686
¹ Securities Outstanding (000's)	215	140	344	95	86	169
² Management expense ratio (%)	0.11	0.43	0.94	0.95	0.73	0.64
² Management expense ratio before waivers or absorptions (%)	0.93	0.92	0.94	0.95	0.92	0.95
³ Trading expense ratio (%)	–	–	–	–	–	–
⁴ Portfolio turnover rate (%)	n/a	n/a	n/a	n/a	n/a	n/a

Ratios and Supplemental Data (continued)

Series I (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)	710	685	1,101	2,454	1,434	1,980
¹ Securities Outstanding (000's)	71	68	110	245	143	198
² Management expense ratio (%)	0.01	0.10	0.17	0.17	0.16	0.16
² Management expense ratio before waivers or absorptions (%)	0.17	0.17	0.17	0.17	0.16	0.16
³ Trading expense ratio (%)	–	–	–	–	–	–
⁴ Portfolio turnover rate (%)	n/a	n/a	n/a	n/a	n/a	n/a

Series Private Wealth (in \$)	6 mo Sep. 30 2021	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)	43	43	n/a	n/a	n/a	n/a
¹ Securities Outstanding (000's)	4	4	n/a	n/a	n/a	n/a
² Management expense ratio (%)	0.01	0.01	n/a	n/a	n/a	n/a
² Management expense ratio before waivers or absorptions (%)	0.17	0.16	n/a	n/a	n/a	n/a
³ Trading expense ratio (%)	–	–	n/a	n/a	n/a	n/a
⁴ Portfolio turnover rate (%)	n/a	n/a	n/a	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 is not disclosed for the Fund, as it is not applicable to money market funds.

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*. A 10-year history of the major changes affecting the Fund can be found in the Fund's Annual Information Form, available at www.counselservices.com.

Series	Date of Inception	Minimum Investment (\$)	Management Fee ⁶ (%)	Administration Fee ⁶ (%)
Series A ¹	February 15, 2000	1,000	0.95	0.16
Series C ^{1,5}	January 26, 2007	1,000	0.70	0.16
Series F ²	November 27, 2009	1,000	0.70	0.15
Series I ^{2,3,6}	January 21, 2008	1,000	–	0.15
Series O ⁴	January 13, 2016	–	–	–
Series Private Wealth ⁷	October 19, 2020	–	–	0.15

¹ Series A and C are subject to sales or redemption charges; these charges are based on purchase options chosen. Securities purchased under the sales charge option may be subject to a negotiated fee of up to 5% at time of initial purchase. Securities previously purchased under the redemption charge or low-load options may be subject to a redemption fee of up to 5% or 2% respectively (based on date of initial purchase); new securities are not available under these options but may be acquired through switching from other Counsel funds.

² A negotiable advisory or asset-based fee (plus sales taxes) is payable by investors to their dealer(s) in connection with the securities held in this series. The fee may be collected by Counsel from the investor's account through redemption of securities and remitted to the dealer at the investor's request. Alternatively, the dealer may collect it directly from the investor.

³ The management fee for this series is 0.70% and is payable directly to Counsel generally through the monthly redemption of securities.

⁴ 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. This series was terminated effective August 23, 2021.

⁵ This series is only available to investors utilizing the Counsel Advisor-Directed Rebalancing ("Counsel ADR") service.

⁶ Counsel may, at its discretion, waive or lower the management fee (either directly or indirectly) and/or administration fee payable by investors. Individual investors may be eligible for a management fee reduction subject to meeting certain requirements as discussed in the Fund's Simplified Prospectus.

⁷ There are no management fees for Series Private Wealth. An investor must enter into an agreement to participate in the IPC One Program offered by IPC Securities and agree to pay certain asset-based fees.



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