

COUNSEL | PORTFOLIO SERVICES

AMENDMENT NO. 2 DATED APRIL 4, 2024 TO THE SIMPLIFIED PROSPECTUS DATED OCTOBER 30, 2023, AS AMENDED BY AMENDMENT NO. 1 DATED FEBRUARY 27, 2024 (THE “PROSPECTUS”)

in respect of Series A, F and I securities of :

Counsel Fixed Income
Counsel Canadian Dividend
Counsel Canadian Growth
Counsel Global Real Estate
Counsel Global Small Cap

(individually, a “Fund” and collectively, the “Funds”)

This Amendment No. 2 to the Prospectus provides additional information related to the Funds. The Prospectus should be read subject to this information. All terms used and not defined in this Amendment have the same meaning as those used in the Prospectus.

Amendment to the Fund Facts for the Funds

The Amendment provides updated data in respect of the fund facts document for each of the Funds to align with the filing of fund facts documents for each of the Funds in the province of Quebec.

Purchasers’ Statutory Rights

Securities legislation in some provinces and territories gives securityholders the right to withdraw from an agreement to buy securities of a mutual fund within two business days of receiving the simplified prospectus or Fund Facts, or to cancel a purchase within forty-eight hours of receiving confirmation of an order.

Securities legislation in some provinces and territories also allows securityholders to cancel an agreement to buy securities of a mutual fund or to get their money back, or to make a claim for damages, if the simplified prospectus, Fund Facts or financial statements misrepresent any facts about the fund. These rights must usually be exercised within certain time limits.

For more information, securityholders should refer to the securities legislation of their provinces or territory or consult a lawyer.

CERTIFICATE OF THE FUNDS AND THE TRUSTEE, MANAGER AND PROMOTER OF THE FUNDS

This Amendment No. 2 dated April 4, 2024, together with the Simplified Prospectus dated October 30, 2023, as amended by Amendment No. 1 dated February 27, 2024, and the documents incorporated by reference into the Simplified Prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the Simplified Prospectus, as amended, as required by the securities legislation of all of the provinces and territories of Canada excluding Quebec, and does not contain any misrepresentations.

Dated April 4, 2024

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(the “Funds”)

Signed “Samuel M.R. Febraro”

Sam M.R. Febraro
Chief Executive Officer
Counsel Portfolio Services Inc.

Signed “Paulette Jervis”

Paulette Jervis
Chief Financial Officer
Counsel Portfolio Services Inc.

**On behalf of the Board of Directors of Counsel Portfolio Services Inc.
in its capacity as Trustee, Manager and Promoter of the Funds**

Signed “Blaine Shewchuk”

Blaine Shewchuk
Director
Counsel Portfolio Services Inc.

Signed “Nick Moumos”

Nick Moumos
Director
Counsel Portfolio Services Inc.