

COUNSEL | PORTFOLIO SERVICES

Counsel Growth *portfolio*

INTERIM UNAUDITED FINANCIAL STATEMENTS

For the period ended September 30, 2023

These Financial Statements do not contain the Management Report of Fund Performance ("MRFP") of the investment fund.

A copy of the Fund's current Simplified Prospectus, Annual Information Form, Management Report of Fund Performance, Fund Fact Sheets, quarterly portfolio disclosures and proxy voting policies and disclosures will be provided, without charge, by: calling toll-free 1-877-625-9885, writing to Counsel Portfolio Services Inc., 5015 Spectrum Way, Suite 300, Mississauga, ON, L4W 0E4, by visiting our website at www.counselervices.com or by visiting www.sedarplus.ca.

COUNSEL GROWTH PORTFOLIO

INTERIM UNAUDITED FINANCIAL STATEMENTS | September 30, 2023

STATEMENTS OF FINANCIAL POSITION

at (in \$ 000 except per security amounts)

	Sep. 30 2023	Mar. 31 2023 (Audited)
ASSETS		
Current assets		
Investments at fair value	383,290	402,004
Cash and cash equivalents	545	129
Accounts receivable for investments sold	72	125
Accounts receivable for securities issued	5	1,013
Total assets	383,912	403,271
LIABILITIES		
Current liabilities		
Accounts payable for investments purchased	–	30
Accounts payable for securities redeemed	138	748
Due to manager	14	15
Total liabilities	152	793
Net assets attributable to securityholders	383,760	402,478

STATEMENTS OF COMPREHENSIVE INCOME

for the periods ended September 30 (in \$ 000 except per security amounts)

	2023	2022
Income		
Dividends	611	922
Interest and other income	5,253	5,523
Other changes in fair value of investments and other net assets		
Net realized gain (loss)	1,766	1,108
Net unrealized gain (loss)	(7,918)	(58,777)
Total income (loss)	(288)	(51,224)
Expenses (note 6)		
Management fees	2,265	2,435
Management fee rebates	(15)	(32)
Administration fees	428	461
Independent Review Committee fees	4	8
Expenses before amounts absorbed by Manager	2,682	2,872
Expenses absorbed by Manager	–	–
Net expenses	2,682	2,872
Increase (decrease) in net assets attributable to securityholders from operations before tax	(2,970)	(54,096)
Foreign withholding tax expense (recovery)	–	–
Foreign income tax expense (recovery)	–	–
Increase (decrease) in net assets attributable to securityholders from operations	(2,970)	(54,096)

	Net assets attributable to securityholders (note 3)			
	per security		per series	
	Sep. 30 2023	Mar. 31 2023 (Audited)	Sep. 30 2023	Mar. 31 2023 (Audited)
Series A	16.63	16.91	166,338	177,180
Series F	17.70	17.97	79,177	84,268
Series FT	n/a	n/a	n/a	n/a
Series I	18.33	18.61	88,753	97,742
Series Private Wealth	11.28	11.46	40,186	33,120
Series Private Wealth I	9.90	10.05	9,184	10,031
Series T	6.76	7.06	122	137
			383,760	402,478

	Increase (decrease) in net assets attributable to securityholders from operations (note 3)			
	per security		per series	
	2023	2022	2023	2022
Series A	(0.21)	(2.34)	(2,175)	(25,458)
Series F	(0.11)	(2.40)	(482)	(10,644)
Series FT	n/a	(1.06)	n/a	–
Series I	(0.02)	(2.39)	(115)	(13,713)
Series Private Wealth	(0.04)	(1.47)	(143)	(2,748)
Series Private Wealth I	(0.06)	(1.34)	(54)	(1,502)
Series T	(0.08)	(1.02)	(1)	(31)
			(2,970)	(54,096)

The accompanying notes are an integral part of these financial statements.

COUNSEL GROWTH PORTFOLIO

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STATEMENTS OF CHANGES IN FINANCIAL POSITION

for the periods ended September 30 (in \$ 000 except per security amounts)

	Total		Series A		Series F		Series FT		Series I	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS										
Beginning of period	402,478	431,039	177,180	198,066	84,268	84,092	–	1	97,742	114,828
Increase (decrease) in net assets from operations	(2,970)	(54,096)	(2,175)	(25,458)	(482)	(10,644)	–	–	(115)	(13,713)
Distributions paid to securityholders:										
Investment income	(3,144)	–	(631)	–	(691)	–	–	–	(1,239)	–
Capital gains	–	–	–	–	–	–	–	–	–	–
Return of capital	(3)	(8)	–	–	–	–	–	–	–	–
Management fee rebates	(15)	(32)	(7)	(17)	(7)	(13)	–	–	–	–
Total distributions paid to securityholders	(3,162)	(40)	(638)	(17)	(698)	(13)	–	–	(1,239)	–
Security transactions:										
Proceeds from securities issued	20,489	17,212	3,238	5,491	3,585	5,644	–	–	1,401	3,303
Reinvested distributions	3,048	35	633	17	636	13	–	–	1,204	–
Payments on redemption of securities	(36,123)	(21,048)	(11,900)	(11,465)	(8,132)	(3,193)	–	–	(10,240)	(4,606)
Total security transactions	(12,586)	(3,801)	(8,029)	(5,957)	(3,911)	2,464	–	–	(7,635)	(1,303)
Increase (decrease) in net assets attributable to securityholders	(18,718)	(57,937)	(10,842)	(31,432)	(5,091)	(8,193)	–	–	(8,989)	(15,016)
End of period	383,760	373,102	166,338	166,634	79,177	75,899	–	1	88,753	99,812
Increase (decrease) in fund securities (in thousands) (note 7):			Securities		Securities		Securities		Securities	
Securities outstanding – beginning of period			10,478	11,050	4,688	4,341	–	–	5,252	5,761
Issued			191	330	200	311	–	–	75	177
Reinvested distributions			37	1	35	1	–	–	65	–
Redeemed			(702)	(694)	(450)	(177)	–	–	(549)	(247)
Securities outstanding – end of period			10,004	10,687	4,473	4,476	–	–	4,843	5,691

	Series Private Wealth		Series Private Wealth I		Series T	
	2023	2022	2023	2022	2023	2022
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS						
Beginning of period	33,120	22,824	10,031	10,984	137	244
Increase (decrease) in net assets from operations	(143)	(2,748)	(54)	(1,502)	(1)	(31)
Distributions paid to securityholders:						
Investment income	(503)	–	(79)	–	(1)	–
Capital gains	–	–	–	–	–	–
Return of capital	–	–	–	–	(3)	(8)
Management fee rebates	–	–	(1)	(2)	–	–
Total distributions paid to securityholders	(503)	–	(80)	(2)	(4)	(8)
Security transactions:						
Proceeds from securities issued	12,107	1,236	158	1,538	–	–
Reinvested distributions	500	–	73	2	2	3
Payments on redemption of securities	(4,895)	(1,017)	(944)	(765)	(12)	(2)
Total security transactions	7,712	219	(713)	775	(10)	1
Increase (decrease) in net assets attributable to securityholders	7,066	(2,529)	(847)	(729)	(15)	(38)
End of period	40,186	20,295	9,184	10,255	122	206
Increase (decrease) in fund securities (in thousands) (note 7):			Securities		Securities	
Securities outstanding – beginning of period	2,890	1,860	998	1,014	19	30
Issued	1,053	108	15	144	–	–
Reinvested distributions	44	–	7	–	–	1
Redeemed	(426)	(89)	(93)	(77)	(1)	–
Securities outstanding – end of period	3,561	1,879	927	1,081	18	31

The accompanying notes are an integral part of these financial statements.

COUNSEL GROWTH PORTFOLIO

INTERIM UNAUDITED FINANCIAL STATEMENTS | September 30, 2023

STATEMENTS OF CASH FLOWS

for the periods ended September 30 (in \$ 000)

	2023	2022
Cash flows from operating activities		
Net increase (decrease) in net assets attributable to securityholders from operations	(2,970)	(54,096)
Adjustments for:		
Net realized loss (gain) on investments	(1,755)	(1,108)
Change in net unrealized loss (gain) on investments	7,918	58,777
Distributions received in-kind from underlying funds	(5,864)	(6,441)
Purchase of investments	(21,704)	(57,076)
Proceeds from sale and maturity of investments	40,142	63,139
(Increase) decrease in accounts receivable and other assets	–	(1)
Increase (decrease) in accounts payable and other liabilities	(1)	(4)
Net cash provided by (used in) operating activities	15,766	3,190
Cash flows from financing activities		
Proceeds from securities issued	21,497	17,545
Payments on redemption of securities	(36,733)	(20,836)
Distributions paid net of reinvestments	(114)	(5)
Net cash provided by (used in) financing activities	(15,350)	(3,296)
Increase (decrease) in cash and cash equivalents	416	(106)
Cash and cash equivalents at beginning of period	129	461
Effect of exchange rate fluctuations on cash and cash equivalents	–	–
Cash and cash equivalents, end of period	545	355
Cash	545	355
Cash equivalents	–	–
Cash and cash equivalents, end of period	545	355
Supplementary disclosures on cash flow from operating activities:		
Dividends received	–	–
Foreign taxes paid	–	–
Interest received	11	3
Interest paid	–	–

The accompanying notes are an integral part of these financial statements.

COUNSEL GROWTH PORTFOLIO

INTERIM UNAUDITED FINANCIAL STATEMENTS | September 30, 2023

SCHEDULE OF INVESTMENTS

as at September 30, 2023

	Country	Sector	Units	Average Cost (\$ 000)	Fair Value (\$ 000)
MUTUAL FUNDS					
Counsel Canadian Growth Series O	Canada	Mutual Funds	619,199	10,234	12,048
Counsel Canadian Value Series O	Canada	Mutual Funds	785,359	12,036	11,985
Counsel Fixed Income Series O	Canada	Mutual Funds	7,515,813	90,774	79,448
Counsel Global Real Estate Series O	Canada	Mutual Funds	2,026,727	25,634	22,028
Counsel Global Small Cap Series O	Canada	Mutual Funds	1,538,058	25,251	31,228
Counsel International Growth Series O	Canada	Mutual Funds	1,000,067	22,977	25,089
Counsel International Value Series O	Canada	Mutual Funds	1,821,944	24,739	25,182
Counsel Short Term Bond Series O	Canada	Mutual Funds	890,025	8,102	7,899
Counsel U.S. Growth Series O	Canada	Mutual Funds	517,128	16,570	24,552
Counsel U.S. Value Series O	Canada	Mutual Funds	1,872,154	25,911	25,276
IPC Multi-Factor Canadian Equity Series O	Canada	Mutual Funds	1,415,867	14,267	15,976
IPC Multi-Factor International Equity Series O	Canada	Mutual Funds	3,475,224	34,546	33,781
IPC Multi-Factor U.S. Equity Series O	Canada	Mutual Funds	5,669,538	62,410	68,798
Total investments				373,451	383,290
Cash					545
Other assets less liabilities					(75)
Net assets attributable to securityholders					383,760

COUNSEL GROWTH PORTFOLIO

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SUMMARY OF INVESTMENT PORTFOLIO

SEPTEMBER 30, 2023

UNDERLYING FUND TYPE	% OF NAV
U.S. Equity Funds	30.9
International Equity Funds	30.0
Income Funds	22.8
Canadian Equity Funds	10.4
Global Real Estate	5.7
Cash	0.1
Other	0.1

EFFECTIVE SECTOR ALLOCATION	% OF NAV
Corporate bonds	11.4
Financials	11.0
Information technology	10.7
Industrials	9.8
Health care	9.3
Consumer discretionary	7.6
Real estate	6.7
Consumer staples	6.4
Energy	5.4
Provincial bonds	3.9
Materials	3.8
Federal bonds	3.5
Communication services	3.2
Utilities	1.5
Cash	0.1
Other	5.7

EFFECTIVE COUNTRY ALLOCATION	% OF NAV
United States	43.0
Canada	29.5
United Kingdom	4.5
Japan	4.1
Germany	2.1
France	1.9
Netherlands	1.8
Australia	1.5
India	1.2
Switzerland	0.9
Denmark	0.8
Cash	0.1
Other countries	8.6

MARCH 31, 2023

UNDERLYING FUND TYPE	% OF NAV
International equity funds	30.5
U.S. equity funds	29.8
Income funds	22.4
Canadian equity funds	11.0
Global real estate	6.3

EFFECTIVE SECTOR ALLOCATION	% OF NAV
Financials	11.0
Information technology	10.7
Corporate bonds	10.5
Industrials	9.1
Health care	8.3
Real estate	7.4
Consumer staples	6.8
Energy	6.6
Consumer discretionary	6.2
Materials	4.9
Federal bonds	4.3
Provincial bonds	3.7
Communication services	3.3
Foreign government bonds	(0.6)
Other	7.8

EFFECTIVE COUNTRY ALLOCATION	% OF NAV
United States	41.7
Canada	31.8
United Kingdom	4.6
Japan	3.7
Netherlands	2.0
Germany	1.8
France	1.5
Australia	1.5
India	1.0
Hong Kong	0.8
Belgium	0.7
Denmark	0.7
Other countries	8.2

The effective allocation shows the country and sector exposure of the Fund calculated by including the Fund's proportionate share of its holdings in underlying investment funds.

COUNSEL GROWTH PORTFOLIO

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NOTES TO FINANCIAL STATEMENTS

1. Fiscal Periods and General Information

The information provided in these financial statements and notes thereto is for the six-month period ended or as at September 30, 2023 and 2022, except for the comparative information presented in the Statements of Financial Position and notes thereto, which is as at March 31, 2023, as applicable. In the year a series is established, 'period' represents the period from inception to the period end of that fiscal period. In a period where a series is terminated the period represents from the beginning of the fiscal year to the termination date. Refer to Note 9 (a) for series inception and termination dates.

The Fund is organized as an open-ended mutual fund trust established under the laws of the Province of Ontario pursuant to a Declaration of Trust as amended and restated from time to time. The address of the Fund's registered office is 5015 Spectrum Way, Suite 300, Mississauga, Ontario, Canada. The Fund is authorized to issue an unlimited number of units (referred to as "security" or "securities") of multiple series. Series of the Fund are available for sale under Simplified Prospectus and/or exempt distribution options.

Counsel Portfolio Services Inc. (the "Manager" or "Counsel") acts as the Fund's manager and trustee.

2. Basis of Preparation and Presentation

These unaudited interim financial statements ("financial statements") have been prepared in accordance with International Financial Reporting Standards ("IFRS"), including International Accounting Standard ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB"). These financial statements were prepared using the same accounting policies, critical accounting judgments and estimates as applied in the Fund's most recent audited annual financial statements for the year ended March 31, 2023. A summary of the Fund's significant accounting policies under IFRS is presented in Note 3.

These financial statements are presented in Canadian dollars, which is the Fund's functional currency, and are rounded to the nearest thousand unless otherwise indicated. These financial statements are prepared on a going concern basis using the historical cost basis, except for financial assets and liabilities that have been measured at fair value through profit or loss ("FVTPL").

These financial statements were authorized for issue by Counsel's Board of Directors on November 13, 2023.

3. Significant Accounting Policies

(a) Financial instruments

Financial instruments include financial assets and liabilities such as investment funds. The Fund classifies and measures financial instruments in accordance with IFRS 9 *Financial Instruments*. Upon initial recognition, financial instruments are classified as FVTPL. All financial instruments are recognized in the Statements of Financial Position when the Fund becomes a party to the contractual requirements of the instrument. Financial assets are derecognized when the right to receive cash flows from the instrument has expired. Financial liabilities are derecognized when the Fund has transferred substantially all risks and rewards of ownership. Investment purchase and sale transactions are recorded as of the trade date.

Investments are designated on initial recognition as FVTPL with changes in fair value recognized in the Statements of Comprehensive Income – Net unrealized gain (loss).

Realized and unrealized gains and losses on investments are calculated based on average cost of investments.

Gains and losses arising from changes in the fair value of the investments are included in the Statements of Comprehensive Income for the period in which they arise.

The Fund's redeemable securities entitle securityholders the right to redeem their interest in the Fund for cash equal to their proportionate share of the net asset value of the Fund, amongst other contractual rights. The Fund's redeemable securities meet the criteria for classification as financial liabilities under IAS 32, *Financial Instruments: Presentation*. The Fund's obligation for net assets attributable to securityholders is presented at the redemption amount.

IAS 7, *Statement of Cash Flows*, requires disclosures related to changes in liabilities and assets, such as the securities of the Fund, arising from financing activities. Changes in securities of the Fund, including both changes from cash flows and non-cash changes, are included in the Statement of Changes in Financial Position. Any changes in the securities not settled in cash as at the end of the period are presented as either Accounts receivable for securities issued or Accounts payable for securities redeemed in the Statement of Financial Position. These accounts receivable and accounts payable amounts typically settle shortly after period-end.

(b) Fair value measurement

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Mutual fund securities of an underlying fund are valued on a business day at the price calculated by the manager of such underlying fund in accordance with the constating documents of such underlying fund. The cost of investments is determined on a weighted average cost basis.

The Fund categorizes the fair value of its assets and liabilities into three categories, which are differentiated based on the observable nature of the inputs and extent of estimation required.

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly including quoted prices on inactive markets and from recognized investment dealers; and

Level 3 – Inputs that are not based on observable market data.

As at September 30, 2023 and March 31, 2023, all investments (consisting of mutual fund units) were classified as Level 1. There were no significant transfers between Level 1 and Level 2 during the periods.

(c) Income recognition

Distributions from underlying mutual funds are recorded on the declaration date. Distributions of Canadian dividends are included in dividend income. Capital gains distributions from underlying funds are included in Net realized gains (losses). Other distributions are included in Interest and other income. Realized gains or losses on the sale of investments, and unrealized gains or losses are calculated on an average cost basis.

Income, realized gains (losses) and unrealized gains (losses) are allocated daily among the series on a pro-rata basis.

COUNSEL GROWTH PORTFOLIO

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NOTES TO FINANCIAL STATEMENTS

3. Significant Accounting Policies (cont'd)

(d) Net assets attributable to securityholders per security

Net assets attributable to securityholders per security is computed by dividing the net assets attributable to securityholders of a series of securities on a business day by the total number of securities of the series outstanding on that day.

(e) Net asset value per security

Net asset value per security is determined for the purchase and redemption of securities in accordance with the methods disclosed in the Fund's Simplified Prospectus and Annual Information Form. These methods may vary from valuation principles under IFRS. As at September 30, 2023 and March 31, 2023, there were no such differences.

(f) Increase (decrease) in net assets attributable to securityholders from operations per security

Increase (decrease) in net assets attributable to securityholders from operations per security in the Statements of Comprehensive Income represents the increase (decrease) in net assets attributable to securityholders from operations for the period, divided by the weighted average number of securities outstanding during the period.

(g) Comparative amounts

Certain prior period comparative amounts have been reclassified to conform to the current period's presentation.

(h) Future accounting changes

Counsel has determined there are no material implications to the Fund's financial statements arising from IFRS issued but not yet effective.

4. Critical Accounting Estimates and Judgments

The preparation of these financial statements requires management to make estimates and assumptions that primarily affect the valuation of investments. Estimates and assumptions are reviewed on an ongoing basis. Actual results may differ from these estimates.

Use of Judgments

Classification and measurement of investments

In classifying and measuring financial instruments held by the Fund, the Manager is required to make significant judgments in order to determine the most appropriate classification in accordance with IFRS 9. The Manager has considered the Fund's business model, commitments to securityholders, and the manner in which investments are managed and evaluated as a group and has determined that irrevocable designation of financial instruments as financial assets or financial liabilities at fair value through profit or loss provides the most appropriate measurement and presentation of the Fund's investments and financial instruments.

Functional currency

The Fund's functional and presentation currency is the Canadian dollar, which is the currency considered to best represent the economic effects of the Fund's underlying transactions, events and conditions taking into consideration the manner in which securities are issued and redeemed and how returns and performance by the Fund are measured.

Interest in unconsolidated structured entities

In determining whether an unlisted open-ended investment fund or an ETF in which the Fund invests ("Underlying Funds"), but that it does not consolidate, meets the definition of a structured entity, the Manager is required to make significant judgments about whether these underlying funds have the typical characteristics of a structured entity. These Underlying Funds do not meet the definition of a structured entity because:

- I. The voting rights in the Underlying Funds are not dominant factors in deciding who controls them;
- II. The activities of the Underlying Funds are restricted by their offering documents; and
- III. The Underlying Funds have narrow and well-defined investment objective to provide investment opportunities for investors while passing on the associated risks and rewards.

As a result, such investments are accounted for at FVTPL. Note 9 (e) summarizes the details of the Fund's interest in these Underlying Funds. These Underlying Funds include funds managed by Counsel which are branded either Counsel or IPC and are shown in the Schedule of Investments.

5. Income Taxes

The Fund qualifies as a mutual fund trust under the provisions of the Income Tax Act (Canada) and, accordingly, is subject to tax on its income including net realized capital gains in the taxation year, which is not paid or payable to its securityholders as at the end of the taxation year. The Fund maintains a December 15 year-end for tax purposes. The Fund will distribute sufficient amounts from net income for tax purposes, as required, so that the Fund will not pay income taxes other than refundable tax on capital gains, if applicable.

Losses of the Fund cannot be allocated to securityholders and are retained in the Fund for use in future years. Non-capital losses incurred may be carried forward up to 20 years to reduce taxable income and realized capital gains of future years. Net capital losses may be carried forward indefinitely to reduce future realized capital gains. Refer to Note 9 (d) for a summary of the Fund's loss carryforwards.

6. Management Fees and Operating Expenses

Counsel is paid a management fee for arranging for the management of the investment portfolio, providing investment analysis and recommendations, making investment decisions, making brokerage arrangements relating to the purchase and sale of the investment portfolio and making arrangements with registered dealers for the purchase and sale of securities of the Fund by securityholders.

Each series of the Fund is charged a fixed rate annual administration fee ("Administration Fee"), as applicable, and in return, Counsel bears all of the operating expenses of the Fund, other than certain specified fund costs.

COUNSEL GROWTH PORTFOLIO

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NOTES TO FINANCIAL STATEMENTS

6. Management Fees and Operating Expenses (cont'd)

Other fund costs include taxes (including, but not limited to GST/HST and income tax), interest and borrowing costs, all fees and expenses of the Counsel Funds' Independent Review Committee, costs of complying with the regulatory requirement to produce Fund Facts, and any new fees related to external services that were not commonly charged in the Canadian mutual fund industry after the date of the Fund's most recently filed Simplified Prospectus.

Counsel may waive or absorb management fees and/or Administration Fees at its discretion and stop waiving or absorbing such fees at any time without notice. Refer to Note 9 (a) for the management fee and Administration Fee rates charged to each series of securities.

7. Fund's Capital

The capital of the Fund is divided into different series with each series having an unlimited number of securities. The securities outstanding for the Fund as at September 30, 2023 and 2022 (as applicable) and securities issued, reinvested and redeemed for the periods are presented in the Statements of Changes in Financial Position. Counsel manages the capital of the Fund in accordance with the investment objectives and strategies as discussed in Note 8 (a).

8. Financial Instruments Risk

(a) Risk exposure and management

The Fund's investment activities expose it to a variety of financial risks, as defined in IFRS 7 *Financial Instruments: Disclosures* ("IFRS 7"). The Fund's exposure to financial risks is concentrated in its investments, which are presented in the Schedule of Investments, grouped by asset type, with geographic and sector information.

The Manager seeks to minimize potential adverse effects of financial risks on the Fund's performance by employing professional, experienced portfolio advisors, by monitoring the Fund's positions and market events daily, by diversifying the investment portfolio within the constraints of the Fund's investment objectives and strategies, as disclosed in Note 9 (b), and where applicable, by using derivatives to hedge certain risk exposures. To assist in managing risks, Counsel also maintains a governance structure that oversees the Fund's investment activities and monitors compliance with the Fund's stated investment strategy, internal guidelines, and securities regulations.

The Fund employs a passive investment strategy whereby investments in securities of underlying investment funds are based on target asset weightings. Left unchecked, market fluctuations can cause the investments to diverge from these target weightings. Counsel monitors these divergences and, if they become significant, the Fund's investments are rebalanced back towards target weightings. The target weightings allocated to each underlying investment fund and their selection are based on several factors, including impact to the Fund's volatility and asset class diversification and may be subject to change based on Counsel's assessment of current market conditions.

(b) Liquidity risk

Liquidity risk arises when the Fund encounters difficulty in meeting its financial obligations as they come due. The Fund is exposed to liquidity risk due to potential daily cash redemptions of redeemable securities. In order to monitor the liquidity of its assets, the Fund utilizes a liquidity risk management program that calculates the number of days to convert the investments held by the Fund into cash using a multi-day liquidation approach. This liquidity risk analysis assesses the Fund's liquidity against pre-determined minimum liquidity percentages, established for different time periods. In addition, the Fund has the ability to borrow up to 5% of its net assets for the purposes of funding redemptions. In order to comply with securities regulations, the Fund must maintain at least 85% of its assets in liquid investments (i.e. investments that can be readily sold).

(c) Credit risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment into which it has entered with the Fund.

All transactions in listed securities are executed with approved brokers. To minimize the possibility of settlement default, securities are exchanged for payment simultaneously, where market practices permit, through the facilities of a central depository and/or clearing agency where customary.

The carrying amount of investments and other assets represents the maximum credit risk exposure as at the dates of the Statements of Financial Position.

The Fund's greatest indirect concentration of credit risk is to securities and derivatives held by underlying funds. For more information regarding the credit risk of underlying funds, refer to the Underlying Funds' financial statements available on the SEDAR website at www.sedar.com or at www.counsel.services.com.

(d) Currency risk

Currency risk is the risk that financial instruments which are denominated or exchanged in a currency other than the Canadian dollar, which is the Fund's functional currency, will fluctuate due to changes in exchange rates. Generally, foreign denominated investments increase in value when the value of the Canadian dollar (relative to foreign currencies) falls. Conversely, when the value of the Canadian dollar rises relative to foreign currencies, the values of foreign denominated investments fall.

The underlying Counsel equity funds follow a dynamic hedging strategy where it targets a hedge against foreign currencies, based on the Counsel's expectation of future exchange rates at that time. As of September 30, 2023, these underlying funds were targeting a hedge of 0.0% (March 31, 2023 – 0.0%) against the U.S. Dollar, 0.0% (March 31, 2023 – 0.0%) against the Euro, and 25.0% (March 31, 2023 – 12.5%) against the Great British Pound.

Note 9 (c) indicates the Fund's sensitivity to currency risk including potential indirect impacts from underlying investment funds in which the Fund invests. In practice, the actual trading results may differ and the difference could be material. Other financial assets and liabilities (including dividends and interest receivable, and receivables/payables for investments sold/purchased) that are denominated in foreign currencies do not expose the Fund to significant currency risk.

(e) Interest rate risk

Interest rate risk arises on interest-bearing financial instruments. The Fund is exposed to the risk that the value of interest-bearing financial instruments will fluctuate due to changes in the prevailing levels of market interest rates. Generally, these securities increase in value when interest rates fall and decrease in value when interest rates rise.

Note 9 (c) summarizes the Fund's exposure to interest rate risk had prevailing interest rates increased or decreased by 1%, assuming a parallel shift in the yield curve, all other variables held constant. In practice, the actual trading results may differ and the difference could be material. The Fund's sensitivity to interest rate risk illustrated includes potential indirect impacts from underlying investment funds.

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NOTES TO FINANCIAL STATEMENTS

8. Financial Instruments Risk (cont'd)

(f) Other price risk

Other price risk is the risk that the value of financial instruments will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or currency risk), whether caused by factors specific to an individual investment, its issuer, or all factors affecting all instruments traded in a market or market segment. All investments present a risk of loss of capital. This risk is managed through a careful selection of investments and other financial instruments within the parameters of the investment strategy.

Other price risk typically arises from exposure to equity securities. Note 9 (c) illustrates the potential increase or decrease in the Fund's net assets, through underlying investment funds, had the prices on the respective exchanges for these securities increased or decreased by 10%, all other variables held constant. In practice, the actual trading results may differ and the difference could be material.

COUNSEL GROWTH PORTFOLIO

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NOTES TO FINANCIAL STATEMENTS

9. Fund Specific Information (in '000, except for (a))

(a) Fund Formation and Series Information

Series	Inception/ Reinstatement Date	Minimum Investment (\$)	Management fee (%) ⁵	Administration fee (%) ⁵
Series A ¹	January 15, 2002	1,000	1.90	0.25
Series F ²	February 13, 2006	1,000	0.85	0.15
Series FT ^{2,7,8}	November 5, 2021	1,000	0.85	0.15
Series I ^{2,3,5}	March 1, 2006	1,000	–	0.15
Series Private Wealth ⁴	February 27, 2014	–	–	0.15
Series Private Wealth I ^{2,6}	May 25, 2017	1,000	0.85	0.15
Series T ^{1,7}	September 4, 2018	1,000	1.90	0.25

¹ Series A and T are the only series 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 purchase option may be subject to a redemption fee of up to 4.0% respectively (based on date of initial purchase); new securities are not available under this option but may be acquired through switching from other Counsel funds. Effective June 15, 2022, the series' management fee and administration fee was reduced from 2.00% and 0.31% respectively.

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. Effective June 15, 2022, the series' management fee was reduced from 1.05% (including Series I management fee which is charged directly to investors).

³ The management fee for this series is 0.85% and is payable directly to Counsel generally through the monthly redemption of securities.

⁴ 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.

⁵ 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.

⁶ This series is available solely to those investing through a private client service offering from IPC Investment Corporation and IPC Securities Corporation. On October 27, 2023, Series Private Wealth I securities were redesignated as Series F securities, resulting in a consolidation of these series' assets.

⁷ These series are designed for investors who want to receive a monthly cash distribution at an annualized rate of up to 6% per year.

⁸ Effective November 4, 2022, this series was terminated.

(b) Investment Objectives and Strategies

The Fund invests in securities of a variety of Canadian, U.S. and international equity and fixed income mutual funds (the "Underlying Funds"). The Fund's asset class weightings will generally be 70 – 85% in equity securities and 15 – 30% in fixed income securities.

(c) Risks Associated with Financial Instruments

i. Currency Risk

Impact on net assets	Increased by 5%		Decreased by 5%	
	(\$)	(%)	(\$)	(%)
September 30, 2023	(13,270)	(3.5)	13,270	3.5
March 31, 2023	(14,047)	(3.5)	14,047	3.5

ii. Interest Rate Risk

Impact on net assets	Increased by 1%		Decreased by 1%	
	(\$)	(%)	(\$)	(%)
September 30, 2023	(4,714)	(1.2)	4,714	1.2
March 31, 2023	(4,706)	(1.2)	4,706	1.2

iii. Other Price Risk

Impact on net assets	Increased by 10%		Decreased by 10%	
	(\$)	(%)	(\$)	(%)
September 30, 2023	28,924	7.5	(28,924)	(7.5)
March 31, 2023	30,609	7.6	(30,609)	(7.6)

COUNSEL GROWTH PORTFOLIO

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NOTES TO FINANCIAL STATEMENTS

9. Fund Specific Information (in '000, except for (a)) (cont'd)

(d) Loss Carryforwards

Non-Capital Losses carryforward (\$)	Net Capital Losses carryforward (\$)
-	-

(e) Interest in Unconsolidated Structured Entities

The Fund's investment details in the Underlying Funds as at September 30, 2023 and March 31, 2023 are as follows:

September 30, 2023	% of Underlying Fund's Net Assets	Fair Value of Fund's Investment (\$)
Counsel Canadian Growth Series O	11.0	12,048
Counsel Canadian Value Series O	15.7	11,985
Counsel Fixed Income Series O	10.0	79,448
Counsel Global Real Estate Series O	13.4	22,028
Counsel Global Small Cap Series O	17.0	31,228
Counsel International Growth Series O	11.2	25,089
Counsel International Value Series O	18.8	25,182
Counsel Short Term Bond Series O	8.3	7,899
Counsel U.S. Growth Series O	7.5	24,552
Counsel U.S. Value Series O	21.8	25,276
IPC Multi-Factor Canadian Equity Series O	14.3	15,976
IPC Multi-Factor International Equity Series O	21.1	33,781
IPC Multi-Factor U.S. Equity Series O	25.7	68,798

March 31, 2023	% of Underlying Fund's Net Assets	Fair Value of Fund's Investment (\$)
Counsel Canadian Growth Series O	11.8	12,312
Counsel Canadian Value Series O	16.1	14,136
Counsel Fixed Income Series O	10.0	86,970
Counsel Global Real Estate Series O	12.9	25,312
Counsel Global Small Cap Series O	16.7	33,368
Counsel International Growth Series O	10.9	24,517
Counsel International Value Series O	18.7	28,854
Counsel Short Term Bond Series O	4.4	3,066
Counsel U.S. Growth Series O	8.3	24,832
Counsel U.S. Value Series O	22.2	32,850
IPC Multi-Factor Canadian Equity Series O	14.3	18,173
IPC Multi-Factor International Equity Series O	20.3	35,694
IPC Multi-Factor U.S. Equity Series O	24.9	61,920

(f) Subsequent Event

On November 7, 2023, the Fund's holding in the underlying fund Counsel U.S. Growth was redeemed and replaced with the recently launched Counsel U.S. Growth Equity.