

COUNSEL | PORTFOLIO SERVICES

Counsel Retirement Foundation 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 RETIREMENT FOUNDATION 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	196,966	220,041
Cash and cash equivalents	–	–
Accounts receivable for investments sold	266	99
Accounts receivable for securities issued	48	5
Derivative assets	21	3
Total assets	197,301	220,148
LIABILITIES		
Current liabilities		
Bank indebtedness	185	29
Accounts payable for investments purchased	–	–
Accounts payable for securities redeemed	240	8
Due to manager	6	7
Total liabilities	431	44
Net assets attributable to securityholders	196,870	220,104

STATEMENTS OF COMPREHENSIVE INCOME

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

	2023	2022
Income		
Dividends	35	102
Interest and other income	1,904	4,903
Other changes in fair value of investments and other net assets		
Net realized gain (loss)	440	(1,541)
Net unrealized gain (loss)	(1,782)	(27,098)
Securities lending income	–	2
Total income (loss)	597	(23,632)
Expenses (note 6)		
Management fees	1,030	1,185
Management fee rebates	(13)	(35)
Administration fees	203	246
Interest charges	8	3
Commissions and other portfolio transaction costs	–	1
Independent Review Committee fees	2	5
Expenses before amounts absorbed by Manager	1,230	1,405
Expenses absorbed by Manager	–	–
Net expenses	1,230	1,405
Increase (decrease) in net assets attributable to securityholders from operations before tax	(633)	(25,037)
Foreign withholding tax expense (recovery)	5	4
Foreign income tax expense (recovery)	–	–
Increase (decrease) in net assets attributable to securityholders from operations	(638)	(25,041)

	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	11.14	11.26	48,679	52,311
Series F	11.15	11.23	80,918	88,836
Series I	11.18	11.26	32,652	40,478
Series Private Wealth	11.13	11.20	17,411	19,529
Series Private Wealth I	10.02	10.09	17,210	18,950
			196,870	220,104

	Increase (decrease) in net assets attributable to securityholders from operations (note 3)			
	per security		per series	
	2023	2022	2023	2022
Series A	(0.11)	(1.15)	(489)	(6,064)
Series F	(0.04)	(1.09)	(268)	(8,646)
Series I	0.04	(1.07)	134	(5,534)
Series Private Wealth	0.02	(1.05)	37	(2,442)
Series Private Wealth I	(0.03)	(1.05)	(52)	(2,355)
			(638)	(25,041)

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

COUNSEL RETIREMENT FOUNDATION 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 I		Series Private Wealth	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS										
Beginning of period	220,104	285,639	52,311	63,337	88,836	96,418	40,478	67,962	19,529	30,228
Increase (decrease) in net assets from operations	(638)	(25,041)	(489)	(6,064)	(268)	(8,646)	134	(5,534)	37	(2,442)
Distributions paid to securityholders:										
Investment income	(681)	–	–	–	(224)	–	(272)	–	(137)	–
Capital gains	–	–	–	–	–	–	–	–	–	–
Management fee rebates	(13)	(35)	(6)	(13)	(5)	(13)	–	–	–	–
Total distributions paid to securityholders	(694)	(35)	(6)	(13)	(229)	(13)	(272)	–	(137)	–
Security transactions:										
Proceeds from securities issued	4,935	8,928	1,078	1,557	2,649	4,505	631	1,822	376	940
Reinvested distributions	678	35	6	13	213	13	272	–	137	–
Payments on redemption of securities	(27,515)	(35,686)	(4,221)	(3,665)	(10,283)	(7,613)	(8,591)	(12,669)	(2,531)	(5,704)
Total security transactions	(21,902)	(26,723)	(3,137)	(2,095)	(7,421)	(3,095)	(7,688)	(10,847)	(2,018)	(4,764)
Increase (decrease) in net assets attributable to securityholders	(23,234)	(51,799)	(3,632)	(8,172)	(7,918)	(11,754)	(7,826)	(16,381)	(2,118)	(7,206)
End of period	196,870	233,840	48,679	55,165	80,918	84,664	32,652	51,581	17,411	23,022
Increase (decrease) in fund securities (in thousands) (note 7):										
Securities outstanding – beginning of period			Securities	Securities	Securities	Securities	Securities	Securities	Securities	Securities
Issued			4,646	5,331	7,911	8,117	3,595	5,690	1,743	2,544
Reinvested distributions			96	139	233	404	56	161	34	82
Redeemed			–	1	19	1	24	–	12	–
Redeemed			(373)	(329)	(909)	(680)	(755)	(1,123)	(224)	(505)
Securities outstanding – end of period			4,369	5,142	7,254	7,842	2,920	4,728	1,565	2,121

	Series Private Wealth I	
	2023	2022
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS		
Beginning of period	18,950	27,694
Increase (decrease) in net assets from operations	(52)	(2,355)
Distributions paid to securityholders:		
Investment income	(48)	–
Capital gains	–	–
Management fee rebates	(2)	(9)
Total distributions paid to securityholders	(50)	(9)
Security transactions:		
Proceeds from securities issued	201	104
Reinvested distributions	50	9
Payments on redemption of securities	(1,889)	(6,035)
Total security transactions	(1,638)	(5,922)
Increase (decrease) in net assets attributable to securityholders	(1,740)	(8,286)
End of period	17,210	19,408
Increase (decrease) in fund securities (in thousands) (note 7):		
Securities outstanding – beginning of period	Securities	Securities
Issued	1,879	2,596
Reinvested distributions	20	10
Redeemed	5	1
Redeemed	(186)	(605)
Securities outstanding – end of period	1,718	2,002

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

COUNSEL RETIREMENT FOUNDATION PORTFOLIO

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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	(638)	(25,041)
Adjustments for:		
Net realized loss (gain) on investments	(364)	2,109
Change in net unrealized loss (gain) on investments	1,782	27,098
Distributions received in-kind from underlying funds	(1,902)	(4,981)
Purchase of investments	(17,752)	(19,469)
Proceeds from sale and maturity of investments	41,126	46,571
Increase (decrease) in accounts payable and other liabilities	(1)	(2)
Net cash provided by (used in) operating activities	22,251	26,285
Cash flows from financing activities		
Proceeds from securities issued	4,892	8,839
Payments on redemption of securities	(27,283)	(35,775)
Distributions paid net of reinvestments	(16)	–
Net cash provided by (used in) financing activities	(22,407)	(26,936)
Increase (decrease) in cash and cash equivalents	(156)	(651)
Cash and cash equivalents at beginning of period	(29)	(219)
Effect of exchange rate fluctuations on cash and cash equivalents	–	11
Cash and cash equivalents, end of period	(185)	(859)
Cash	–	–
Cash equivalents	–	–
Bank indebtedness	(185)	(859)
Cash and cash equivalents, end of period	(185)	(859)
Supplementary disclosures on cash flow from operating activities:		
Dividends received	35	24
Foreign taxes paid	5	4
Interest received	2	1
Interest paid	8	3

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

COUNSEL RETIREMENT FOUNDATION 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)
EXCHANGE-TRADED FUNDS					
iShares Core U.S. Treasury Bond ETF	Multinational	Exchange-Traded Funds	80,911	2,731	2,421
iShares International Treasury Bond ETF	Multinational	Exchange-Traded Funds	81,143	5,179	4,094
iShares J.P. Morgan EM Local Currency Bond ETF	Multinational	Exchange-Traded Funds	68,518	3,834	3,240
Total exchange-traded funds				11,744	9,755
MUTUAL FUNDS					
Counsel Canadian Core Fixed Income Series O	Canada	Mutual Funds	5,954,640	56,832	49,668
Counsel Defensive Global Equity Series O	Canada	Mutual Funds	5,184,987	61,975	65,779
Counsel Global Low Volatility Equity Series O	Canada	Mutual Funds	3,755,179	40,393	41,911
Counsel Global Real Estate Series O	Canada	Mutual Funds	886,374	11,415	9,634
Counsel North American High Yield Bond Series O	Canada	Mutual Funds	1,375,992	13,213	12,103
Counsel Short Term Bond Series O	Canada	Mutual Funds	914,552	8,550	8,116
Total mutual funds				192,378	187,211
Transaction costs				(1)	–
Total investments				204,121	196,966
Derivative instruments (see schedule of derivative instruments)					21
Bank indebtedness					(185)
Other assets less liabilities					68
Net assets attributable to securityholders					196,870

COUNSEL RETIREMENT FOUNDATION PORTFOLIO

INTERIM UNAUDITED FINANCIAL STATEMENTS | September 30, 2023

SUMMARY OF INVESTMENT PORTFOLIO

SEPTEMBER 30, 2023

UNDERLYING FUND TYPE	% OF NAV
International Equity Funds	54.7
Canadian Fixed Income Funds	29.3
International Fixed Income Funds	6.1
Global Real Estate	4.9
Exchange Traded Funds	4.9
Other	0.1

EFFECTIVE SECTOR ALLOCATION	% OF NAV
Corporate bonds	20.5
Federal bonds	11.8
Information technology	10.7
Financials	8.9
Health care	8.7
Provincial bonds	6.8
Real estate	6.1
Consumer discretionary	6.0
Consumer staples	4.4
Industrials	4.1
Communication services	3.7
Energy	3.2
Materials	2.0
Utilities	1.2
Other	1.9

EFFECTIVE COUNTRY ALLOCATION	% OF NAV
United States	44.4
Canada	31.8
Japan	4.6
United Kingdom	1.9
France	1.4
Germany	1.4
China	1.3
Hong Kong	1.2
Spain	1.0
Switzerland	1.0
Australia	0.9
Netherlands	0.8
Other countries	8.3

MARCH 31, 2023

UNDERLYING FUND TYPE	% OF NAV
International equity funds	56.0
Canadian fixed income funds	25.7
International fixed income funds	7.0
Global real estate	6.1
Exchange traded funds	5.2

EFFECTIVE SECTOR ALLOCATION	% OF NAV
Corporate bonds	18.6
Federal bonds	11.9
Information technology	10.5
Financials	8.4
Health care	8.1
Real estate	7.5
Provincial bonds	5.7
Consumer discretionary	5.6
Consumer staples	5.3
Industrials	4.7
Communication services	3.8
Energy	3.1
Materials	2.3
Other	4.5

EFFECTIVE COUNTRY ALLOCATION	% OF NAV
United States	44.9
Canada	29.4
Japan	4.3
United Kingdom	2.1
China	1.6
France	1.6
Hong Kong	1.5
Germany	1.3
Switzerland	1.2
Australia	1.1
Netherlands	1.0
Taiwan	0.9
Other countries	9.1

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 RETIREMENT FOUNDATION PORTFOLIO

INTERIM UNAUDITED FINANCIAL STATEMENTS | September 30, 2023

SCHEDULE OF DERIVATIVE INSTRUMENTS

as at September 30, 2023

Schedule of Forward Currency Contracts

Counterparty Credit Rating	Currency to be Received (\$ 000)	Currency to be Delivered (\$ 000)	Settlement Date	Contract Cost (\$ 000)	Current Fair Value (\$ 000)	Unrealized Gains (\$ 000)	Unrealized Losses (\$ 000)
AA	411 CAD	(240) GBP	Oct. 12, 2023	(411)	(397)	14	–
AA	368 CAD	(218) GBP	Dec. 13, 2023	(368)	(361)	7	–
Total forward currency contracts						21	–
Total Derivative assets							21
Total Derivative liabilities							–

COUNSEL RETIREMENT FOUNDATION PORTFOLIO

INTERIM UNAUDITED FINANCIAL STATEMENTS | September 30, 2023

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 and derivatives. The Fund classifies and measures financial instruments in accordance with IFRS 9 *Financial Instruments*. Upon initial recognition, financial instruments are classified as at 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.

Financial instruments 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 and exclude commissions and other portfolio transaction costs, which are separately reported in the Statements of Comprehensive Income – Commissions and other portfolio transaction costs.

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. Investments, including exchange traded funds ("ETFs"), listed on a public securities exchange or traded on an over-the-counter market are valued on the basis of the last traded market price where this price falls within the quoted bid-ask spread for the investment. In circumstances where the last traded price is not within the bid-ask spread, the Manager determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances. The cost of investments is determined on a weighted average cost basis.

The Fund may use forward contracts to hedge against losses caused by changes in exchange rates. Valuations of derivative instruments are carried out daily, using normal exchange reporting sources for exchange-traded derivatives and specific broker enquiry for over-the-counter derivatives.

The value of forward contracts is the gain or loss that would be realized if, on the valuation date, the positions were to be closed out. The change in value of forward contracts is included in the Statements of Comprehensive Income – Net unrealized gain (loss).

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.

COUNSEL RETIREMENT FOUNDATION PORTFOLIO

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NOTES TO FINANCIAL STATEMENTS

3. Significant Accounting Policies (cont'd)

(b) Fair value measurement (cont'd)

As at September 30, 2023 and March 31, 2023, all investments (consisting of mutual fund units and ETFs) were classified as Level 1. All derivative assets or liabilities, if any, are classified as Level 2. There were no significant transfers between Level 1 and Level 2 during the periods.

(c) Income recognition

Distributions from underlying investment 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, including foreign exchange gains or losses on such investments, and unrealized gains or losses are calculated on an average cost basis.

The Fund may invest in investment funds managed by Mackenzie Investments (an affiliate of Counsel) which are indicated in the Schedule of Investments. The Fund receives Fee rebate income in respect of management fees paid indirectly to Mackenzie which offset the management fees indirectly borne in the return of these Underlying Funds.

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

(d) Commissions and other portfolio transaction costs

Commissions and other portfolio transaction costs are costs incurred to acquire, issue or dispose of financial assets or liabilities. They include fees and commissions paid to agents, exchanges, brokers, dealers and other intermediaries. The total brokerage commissions incurred by the Fund in connection with portfolio transactions for the periods, together with other transaction charges, is disclosed in the Statements of Comprehensive Income. Brokerage business is allocated to brokers based on the best net result for the Fund. Subject to this criteria, commissions may be paid to brokerage firms which provide (or pay for) certain services, other than order execution, which may include investment research, analysis and reports, and databases or software in support of these services. The value of certain proprietary services provided by brokers cannot be reasonably estimated.

(e) Securities lending, repurchase and reverse repurchase transactions

The Fund is permitted to enter into securities lending, repurchase and reverse repurchase transactions as set out in the Fund's Simplified Prospectus. These transactions involve the temporary exchange of securities for collateral with a commitment to redeliver the same securities on a future date. Income is earned from these transactions in the form of fees paid by the counterparty and, in certain circumstances, interest paid on cash or securities held as collateral. Income earned from these transactions is included in the Statements of Comprehensive Income and recognized when earned. Securities lending transactions are administered by the Canadian Imperial Bank of Commerce (the "Securities Lending Agent"). The value of cash or securities held as collateral must be at least 102% of the fair value of the securities loaned, sold or purchased. Note 9 summarizes the details of securities loaned and collateral received, as well as a reconciliation of securities lending income, if applicable. Collateral received is comprised of debt obligations of the Government of Canada and other countries, Canadian provincial and municipal governments, and financial institutions.

(f) Foreign currency

The functional and presentation currency of the Fund is Canadian dollars. Foreign currency purchases and sales of investments and foreign currency dividend and interest income and expenses are translated to Canadian dollars at the rate of exchange prevailing at the time of the transactions.

Foreign exchange gains (losses) on purchases and sales of foreign currencies are included in the Statements of Comprehensive Income – Net realized gain (loss).

The fair value of investments and other assets and liabilities, denominated in foreign currencies, are translated to Canadian dollars at the rate of exchange prevailing on each business day.

(g) Offsetting

Financial assets and liabilities are offset and the net amount reported in the Statements of Financial Position when there is a legally enforceable right to set-off the recognized amounts and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously. In the normal course of business, the Fund enters into various master netting agreements or similar agreements that do not meet the criteria for offsetting in the Statements of Financial Position but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or termination of the contracts. Note 9 summarizes the details of such offsetting, if applicable, subject to master netting arrangements or other similar agreements and the net impact to the Statements of Financial Position if all such rights were exercised.

Income and expenses are not offset in the Statements of Comprehensive Income unless required or permitted to by an accounting standard, as specifically disclosed in the IFRS policies of the Fund.

(h) 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.

(i) 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.

(j) 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.

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NOTES TO FINANCIAL STATEMENTS

3. Significant Accounting Policies (cont'd)

(k) Mergers

The Fund applies the acquisition method of accounting for Fund mergers. Under this method, one of the Funds in each merger is identified as the acquiring Fund, and is referred to as the Continuing Fund, and the other Fund involved in the merger is referred to as the Terminated Fund. This identification is based on the comparison of the relative net asset values of the Funds as well as consideration of the continuation of such aspects of the Continuing Fund as: investment advisors; investment objectives and practices; type of portfolio securities; and management fees and expenses.

(l) Comparative amounts

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

(m) 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 may be subject to withholding taxes on foreign income. In general, the Fund treats withholding tax as a charge against income 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.

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.

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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 may enter into securities lending transactions with counterparties and it may also be exposed to credit risk from the counterparties to the derivative instruments it may use. Credit risk associated with these transactions is considered minimal as all counterparties have an approved credit rating equivalent to a Standard & Poor's credit rating of not less than A-1 (low) on their short-term debt and of A on their long-term debt, as applicable.

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 where 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 Fund follows 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, the Fund was 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, and/or derivative contracts including forward currency contracts. 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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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.

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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 7, 2016	1,000	1.90	0.25
Series F ²	January 7, 2016	1,000	0.85	0.15
Series I ^{2,3,5}	January 7, 2016	1,000	–	0.15
Series Private Wealth ⁴	January 7, 2016	–	–	0.15
Series Private Wealth I ^{2,6}	May 25, 2017	1,000	0.85	0.15

¹ Series A is 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% (based on date of initial purchase); new securities are not available under this option 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 0.85% 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. Effective June 15, 2022, the management fee rates for all series were reduced by 0.05% to rates stated above.

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.

(b) Investment Objectives and Strategies

The Fund seeks to be a core portfolio holding for retirees and pre-retirees by pursuing a balance between earning income and long-term capital growth and aims to reduce the impact of sustained periods of negative market performance. The Fund invests in securities of a variety of Canadian, U.S. and international equity and fixed income Underlying Funds.

(c) Risks Associated with Financial Instruments

i. Currency Risk

Impact on net assets	Increased by 5%		Decreased by 5%	
	(\$)	(%)	(\$)	(%)
September 30, 2023	(6,831)	(3.5)	6,831	3.5
March 31, 2023	(7,842)	(3.6)	7,842	3.6

ii. Interest Rate Risk

Impact on net assets	Increased by 1%		Decreased by 1%	
	(\$)	(%)	(\$)	(%)
September 30, 2023	(4,766)	(2.4)	4,766	2.4
March 31, 2023	(4,998)	(2.3)	4,998	2.3

iii. Other Price Risk

Impact on net assets	Increased by 10%		Decreased by 10%	
	(\$)	(%)	(\$)	(%)
September 30, 2023	11,617	5.9	(11,617)	(5.9)
March 31, 2023	13,398	6.1	(13,398)	(6.1)

(d) Loss Carryforwards

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

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

(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 Core Fixed Income Series O	17.0	49,668
Counsel Defensive Global Equity Series O	50.8	65,779
Counsel Global Low Volatility Equity Series O	55.0	41,911
Counsel Global Real Estate Series O	5.9	9,634
Counsel North American High Yield Bond Series O	15.3	12,103
Counsel Short Term Bond Series O	8.6	8,116
iShares Core U.S. Treasury Bond ETF	0.0	2,421
iShares International Treasury Bond ETF	0.3	4,094
iShares J.P. Morgan EM Local Currency Bond ETF	0.4	3,240

March 31, 2023	% of Underlying Fund's Net Assets	Fair Value of Fund's Investment (\$)
Counsel Canadian Core Fixed Income Series O	15.9	48,894
Counsel Defensive Global Equity Series O	52.4	84,544
Counsel Global Low Volatility Equity Series O	52.6	38,722
Counsel Global Real Estate Series O	6.8	13,376
Counsel North American High Yield Bond Series O	17.8	15,478
Counsel Short Term Bond Series O	11.1	7,756
iShares Core U.S. Treasury Bond ETF	0.0	2,787
iShares International Treasury Bond ETF	0.3	4,705
iShares J.P. Morgan EM Local Currency Bond ETF	0.6	3,779

(f) Securities Lending

	September 30, 2023	March 31, 2023
	(\$)	(\$)
Value of securities loaned	–	–
Value of collateral received	–	–

	September 30, 2023		September 30, 2022	
	(\$)	(%)	(\$)	(%)
Gross securities lending income	–	–	2	100.0
Tax withheld	–	–	–	–
	–	–	2	100.0
Payments to Securities Lending Agent	–	–	–	–
Securities lending income	–	–	2	100.0

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NOTES TO FINANCIAL STATEMENTS

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

(g) Offsetting of Financial Assets and Liabilities

The tables below present financial assets and financial liabilities that are subject to master netting arrangements or other similar agreements and the net impact on the Fund's Statements of Financial Position if all set-off rights were exercised as part of future events such as bankruptcy or termination of contracts. No amounts were offset in the financial statements.

	September 30, 2023			
	Gross amount of assets/liabilities (\$)	Amount available for offset (\$)	Margin (\$)	Net amount (\$)
Unrealized gains on derivative contracts	21	–	–	21
Unrealized losses on derivative contracts	–	–	–	–
Total	21	–	–	21

	March 31, 2023			
	Gross amount of assets/liabilities (\$)	Amount available for offset (\$)	Margin (\$)	Net amount (\$)
Unrealized gains on derivative contracts	3	–	–	3
Unrealized losses on derivative contracts	–	–	–	–
Total	3	–	–	3