

## **Annual Management Report of Fund Performance**

*For the Year Ended March 31, 2024*

Fund Manager  
Counsel Portfolio Services Inc.

Sub-advisor  
Irish Life Investment Managers Limited

*This Annual Management Report of Fund Performance contains financial highlights but does not contain either the annual or interim financial statements of the investment fund. You may obtain a copy of the financial statements, at no cost, by calling toll-free at 1-877-216-4979, by writing to us at Counsel Portfolio Services Inc, 5015 Spectrum Way, Suite 300, Mississauga, Ontario, L4W 0E4, by visiting our website at [www.counselservices.com](http://www.counselservices.com) or by visiting the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca).*

*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, Annual Information Form and Fund Facts, which may also be obtained, at no cost, using any of the methods outlined above.*

*For the Fund's current net asset value per security for series available via prospectus and for more recent information on general market events, please visit our website.*

### **A NOTE 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.*

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## Management Discussion of Fund Performance

June 5, 2024

This Management Discussion of Fund Performance presents the views of Counsel Portfolio Services Inc. ("Counsel" or "we") on the significant factors and developments during the year ended March 31, 2024 that have affected the Fund's performance and outlook. For information on the Fund's longer-term performance, please refer to the *Past Performance* section of the report.

In addition, net asset value (NAV) refers to the value of the Fund or a series, as calculated for transaction purposes, on which the discussion of Fund performance is based.

### Investment Objective and Strategies

The Fund seeks to achieve long-term capital growth while maintaining a commitment to protection of its capital through strategies that position the Fund defensively during times of market stress. The Fund invests primarily in global equity securities either directly or indirectly through other investment funds, and/or through the use of derivatives such as futures and forward contracts.

### Risks

The risks of investing in the Fund generally remain as discussed in the Fund's initial Simplified Prospectus. The Fund is suitable for investors who are seeking interest income over the short to medium-term; can handle the volatility of bond markets; and have a medium tolerance for risk. The Fund is only available on a prospectus-exempt basis and is not available to registered investors.

### Results of Operations

#### Investment Performance

The performance of the Fund's Series O securities is discussed below. The performance of all other series offered by the Fund is shown in the *Past Performance* section of this report. Where series returns differ, it is primarily because different levels of fees and expenses were charged to each series, or because securities of a series were not issued and outstanding for the entire reporting period. Please refer to the *Series Information* section of this report for the varying management and administration fees payable by series.

During the year, the Fund's Series O securities returned 22.08%. This compares with a 25.10% return of the MSCI World 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.

Global equities rose over the period as central banks slowed the pace of interest rate increases. The global economy was resilient, and employment remained strong. Global equity markets experienced increasing valuation multiples, although gains in the U.S. equity market came largely from a small number of mega-capitalization stocks. Inflation slowed but remained slightly above central bank targets. Within the MSCI World (Net) Index, Italy, Denmark and the United States were the strongest-performing markets, while Hong Kong, Portugal and Finland were the weakest. The Information technology, Communication services and Financials sectors were the strongest performers, while Utilities, Consumer staples and Real estate were the weakest.

The sub-advisor employs a multi-factor quantitative investment signal, which weighs momentum, valuation, and macroeconomic factors to determine the Fund's investment level in global equity markets versus cash. The quantitative signal moves daily and this triggers adjustments to the allocation between equities and cash, which can vary between 100% equities or 100% cash. At the beginning of the period, the Fund was transitioning off a shallow sell-off in equity markets and transitioned from a defensive cash position back into being fully invested in equities.

The Fund also became defensive in October and November during a short-lived sell off in global equities. As a result, the Fund underperformed the Index due to it not being fully invested during the market upswing.

During the year, the Euro ("EUR") and Japanese Yen ("JPY") depreciated 0.41% and 12.21% respectively against the Canadian dollar ("CAD") detracting from the Fund's performance. The U.S. dollar ("USD") and the British Pound ("GBP") appreciated 0.12% and 2.32% respectively against the CAD contributing to the Fund's performance.

#### Net Assets

The Fund's NAV declined by \$28.9 million, or 17.9%, to \$132.5 million as at March 31, 2024, from \$161.4 million as at March 31, 2023. Of this decrease, \$56.1 million was attributable to net redemptions and partially offset by a \$27.2 million increase due to investment performance.

#### Fees and Expenses

The annualized management expense ratio ("MER") for each series during the year ended March 31, 2024, was generally similar to the MER for the year ended March 31, 2023. Total expenses paid vary from period to period mainly as a result of changes in average assets in each series. Please note that no management fees are charged to the Fund; see the *Series Information* section of this report for further details. The MERs for all series (before and after waivers or absorptions, if any) are presented in the *Financial Highlights* section of this report.

#### Recent Developments

The sub-advisor notes global equities had a strong start in the first quarter of 2024, continuing the resilience seen in 2023. This was driven by receding recession fears, likely peaking of central bank policy rates, and upward revisions of growth forecasts. Earnings are expected to continue strong growth throughout 2024. Despite trading above long-term averages, equities, particularly those outside the U.S., offer relative value. In the sub-advisor's view, the outlook for equities over the next 12 months is positive, with central banks likely to adopt looser policies as inflation falls. The rollout of AI is expected to boost market efficiencies and earnings, allowing equities to trade at higher valuations. Additionally, the ongoing sustainability related capital expenditure from companies could further boost earnings.

The Fund remains unhedged against foreign currencies. Currency hedging is dynamic and may vary between 0-100% at our discretion based on our assessment of currency market conditions.

On November 30, 2023 (the "Transaction Date"), The Canada Life Assurance Company acquired Investment Planning Counsel Inc. (the parent company of Counsel). Counsel continues to operate as manager of the Fund. Effective on the Transaction Date, changes to the membership of the Fund's Independent Review Committee and Counsel's Board of Directors were made to align governance structures with Counsel's affiliated entity Canada Life Investment Management Ltd.

#### Related Party Transactions

#### Management and Administration Services

Other investment funds managed by Counsel ("Top Funds") represent nearly all of the Fund's investors. As a result, Counsel pays all costs and expenses (other than certain specified fund costs) required to operate the Fund. No management or administration fees are paid by the Fund.

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## Other Related Party Transactions

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. At March 31, 2024, Top Funds owned 100% of the Fund's NAV. As of March 31, 2024, Counsel had not received notice of any large redemptions. All related party transactions are based on the NAV per security on each transaction day.

Counsel is a subsidiary of Great-West Lifeco Inc. ("GWO"). GWO is a subsidiary of Power Financial Corporation, which in turn is a subsidiary of Power Corporation of Canada. Companies related to Power Corporation of Canada are therefore considered affiliates of Counsel. As at March 31 2024, the Fund held investments in Power Corporation of Canada, Great-West Lifeco Inc. (a subsidiary thereof), and several overseas investments indirectly affiliated with Power Corporation of Canada. The value of these investments was in aggregate \$0.2 million representing 0.1% of the Fund's net assets. The IRC approved these policies on the basis that these investments:

- (i) are made free from any influence by an entity related to Counsel and without taking into account any considerations relevant to an entity related to Counsel;
- (ii) represent the business judgment of the sub-advisor, uninfluenced by considerations other than the best interests of the Fund;
- (iii) are made as part of a strategy where the value of such an investment is determined based on its relative weighting in an index; and
- (iv) achieve a fair and reasonable result for the Fund.

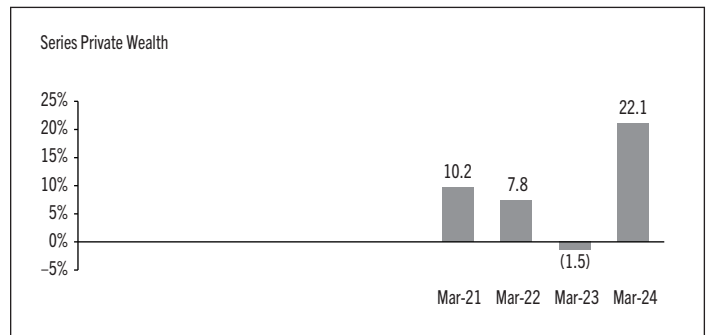
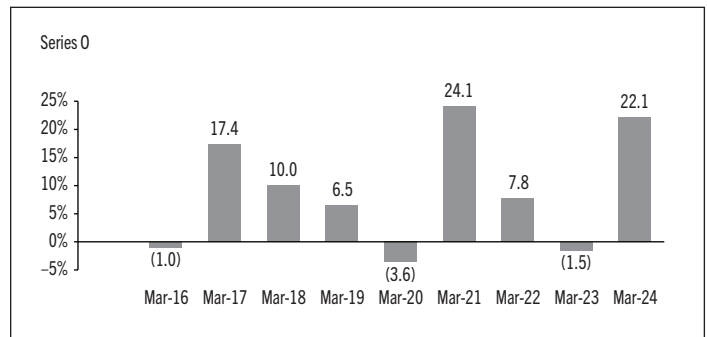
## Past Performance

The indicated rates of return are the historical annual compound total returns, including changes in NAV per security and assuming reinvestment of all distributions. They do not take into account sales, redemption, distribution or optional sales charges, management fees directly payable by investors or income taxes payable by any investor that would have reduced returns. Returns for each series primarily differ because fees and expenses vary for each series. Please refer to *Series Information* for further information. The past performance of the Fund is not necessarily an indication of how it will perform in the future.

If you hold this Fund outside of a registered plan, income and capital gains distributions paid to you increase your income for tax purposes, whether paid in cash or reinvested in additional securities. The amount of reinvested taxable distributions is added to the adjusted cost base of the securities that you own. This would decrease your capital gain or increase your capital loss when you later redeem from the Fund, thereby ensuring that you are not taxed on this amount again. Please consult your tax advisor regarding your personal tax situation.

## Year-by-Year Returns

The bar charts show 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 charts illustrate how the Fund's performance has changed over time.



## Annual Compound Returns

The Annual Compound Return table shows the annual compound total return for each series of the Fund for the periods shown ended March 31, 2024. The annual compound total return is also compared to the Fund's benchmark(s)<sup>1</sup> calculated on the same compound basis.

(%)	1 Yr	3 Yr	5 Yr	10 Yr	Since Inception <sup>2</sup>
Series O	22.08	9.03	9.16	n/a	9.52
Series Private Wealth	22.10	9.04	n/a	n/a	10.91
MSCI World Total Return Index	25.10	11.31	12.36	n/a	Note 3

- (1) The MSCI World Total Return Index is a free float-adjusted market capitalization weighted index that is designed to measure the equity market performance of developed markets.
- (2) Inception dates vary by series.
- (3) The returns of the MSCI World Total Return Index since inception for each applicable series are: Series O 11.31 and Series Private Wealth 13.39.

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## Summary of Investment Portfolio

at March 31, 2024

ASSET TYPE	% OF NAV
Equities	99.8
<i>Equities</i>	95.6
<i>Long equity futures</i>	4.2
Cash and cash equivalents	3.7
Other	(3.5)

SECTOR ALLOCATION	% OF NAV
Information technology	23.8
Financials	19.7
Health care	11.1
Consumer discretionary	10.9
Industrials	9.0
Communication services	6.9
Consumer staples	5.6
Materials	4.3
Energy	3.8
Utilities	2.6
Real estate	2.1
Cash and cash equivalents	3.7
Other assets (liabilities)	(3.5)

COUNTRY ALLOCATION	% OF NAV
United States	64.8
Japan	6.0
United Kingdom	3.0
Canada	2.9
France	2.7
Taiwan	2.3
China	2.3
Switzerland	2.0
India	1.8
Germany	1.8
Australia	1.6
Other countries	8.6
Cash and cash equivalents	3.7
Other assets (liabilities)	(3.5)

## TOP 25 LONG POSITIONS

Issuer	% OF NAV
Microsoft Corp.	4.3
Apple Inc.	3.8
Cash and cash equivalents	3.7
NVIDIA Corp.	3.6
Alphabet Inc.	2.3
Amazon.com Inc.	1.8
Taiwan Semiconductor Manufacturing Co. Ltd.	1.2
Meta Platforms Inc.	1.0
Visa Inc.	1.0
MasterCard Inc.	1.0
Tesla Inc.	0.9
Eli Lilly and Co.	0.9
UnitedHealth Group Inc.	0.9
The Home Depot Inc.	0.7
JPMorgan Chase & Co.	0.6
Broadcom Inc.	0.6
Samsung Electronics Co. Ltd.	0.5
The Procter & Gamble Co.	0.5
Johnson & Johnson	0.5
ASML Holding NV	0.5
Novo Nordisk AS	0.5
Applied Materials Inc.	0.5
LVMH Moet Hennessy Louis Vuitton SE	0.5
Merck & Co. Inc.	0.5
AbbVie Inc.	0.4

Top long positions as a percentage  
of total net asset value

32.7

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## Financial Highlights

The following tables show selected key financial information about the Fund and are intended to help you understand the Fund's financial performance for each of the fiscal periods presented below. If during the period a fund or series was established or reinstated, "period" represents the period from inception to the end of that fiscal period. Series inception dates can be found under *Series Information*.

### NET ASSETS PER SECURITY (\$)¹

Series O	Mar. 31 2024	Mar. 31 2023	Mar. 31 2022	Mar. 31 2021	Mar. 31 2020
<b>Net assets, beginning of period</b>	12.38	12.87	12.91	10.93	11.84
<b>Increase (decrease) from operations:</b>					
Total revenue	0.26	0.24	0.20	0.72	0.36
Total expenses	(0.01)	–	–	(0.01)	(0.01)
Realized gains (losses) for the period	1.17	0.09	0.84	0.23	(0.26)
Unrealized gains (losses) for the period	1.10	(0.64)	0.10	1.65	(0.48)
<b>Total increase (decrease) from operations²</b>	2.52	(0.31)	1.14	2.59	(0.39)
<b>Distributions:</b>					
From income (excluding Canadian dividends)	(0.07)	(0.27)	(0.37)	(0.52)	(0.45)
From Canadian dividends	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)
From capital gains	(1.00)	–	(0.74)	(0.05)	(0.08)
Return of capital	–	–	–	–	–
<b>Total annual distributions³</b>	(1.08)	(0.28)	(1.12)	(0.58)	(0.54)
<b>Net assets at period end</b>	13.92	12.38	12.87	12.91	10.93

Series Private Wealth	Mar. 31 2024	Mar. 31 2023	Mar. 31 2022	Mar. 31 2021	Mar. 31 2020
<b>Net assets, beginning of period</b>	10.43	10.84	10.85	10.00	n/a
<b>Increase (decrease) from operations:</b>					
Total revenue	0.23	0.20	0.16	0.28	n/a
Total expenses	(0.01)	–	–	–	n/a
Realized gains (losses) for the period	1.09	0.18	0.58	0.10	n/a
Unrealized gains (losses) for the period	0.95	(0.54)	0.09	0.63	n/a
<b>Total increase (decrease) from operations²</b>	2.26	(0.16)	0.83	1.01	n/a
<b>Distributions:</b>					
From income (excluding Canadian dividends)	(0.06)	(0.21)	(0.29)	(0.12)	n/a
From Canadian dividends	(0.01)	(0.02)	–	–	n/a
From capital gains	(0.83)	–	(0.63)	(0.05)	n/a
Return of capital	–	–	–	–	n/a
<b>Total annual distributions³</b>	(0.90)	(0.23)	(0.92)	(0.17)	n/a
<b>Net assets at period end</b>	11.74	10.43	10.84	10.85	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 3 of the Fund's Financial Statements.

(2) NAV and distributions per security figures are based on the actual number of securities outstanding at the relevant time. The increase (decrease) from operations is based on the weighted average number of securities outstanding over the financial period.

(3) Distributions were paid in cash, reinvested in additional securities of the Fund, or both.

## RATIOS AND SUPPLEMENTAL DATA

Series O	Mar. 31 2024	Mar. 31 2023	Mar. 31 2022	Mar. 31 2021	Mar. 31 2020
<b>Total net asset value (\$000's)¹</b>	132,514	161,410	204,769	236,472	200,907
<b>Securities Outstanding (000's)¹</b>	9,522	13,040	15,907	18,320	18,388
<b>Management expense ratio (%)²</b>	–	0.01	–	0.01	–
<b>Management expense ratio before waivers or absorptions (%)²</b>	–	0.01	–	0.01	–
<b>Trading expense ratio (%)³</b>	0.03	0.03	0.01	0.06	0.05
<b>Portfolio turnover rate (%)⁴</b>	12.05	20.11	16.50	71.15	–
<b>Net asset value per unit (pricing NAV) (\$)</b>	13.92	12.38	12.87	12.91	10.93

Series Private Wealth	Mar. 31 2024	Mar. 31 2023	Mar. 31 2022	Mar. 31 2021	Mar. 31 2020
<b>Total net asset value (\$000's)¹</b>	1	1	1	1	n/a
<b>Securities Outstanding (000's)¹</b>	–	–	–	–	n/a
<b>Management expense ratio (%)²</b>	0.17	0.18	0.16	0.18	n/a
<b>Management expense ratio before waivers or absorptions (%)²</b>	0.17	0.18	0.16	0.18	n/a
<b>Trading expense ratio (%)³</b>	0.03	0.03	0.01	0.06	n/a
<b>Portfolio turnover rate (%)⁴</b>	12.05	20.11	16.50	71.15	n/a
<b>Net asset value per unit (pricing NAV) (\$)</b>	11.73	10.43	10.84	10.85	n/a

(1) This information is provided as at the end of the fiscal period shown.

(2) MER and MER before waivers or absorptions ("Gross MER") are based on total expenses (excluding commissions and other portfolio transaction costs) for the stated period and is expressed as an annualized percentage of average daily NAV during the period. In the period a series is established, the MERs and Gross MERs are annualized from the date of inception to the end of the period. MER and Gross MER may be impacted by decreases and/or increases in management fees and/or administration fees as discussed under Series Information. Where the Fund invests in securities of an Underlying Fund, the MERs and Gross MERs presented for the Fund include the portion of MERs of the Underlying Fund(s) attributable to this investment.

(3) The trading expense ratio ("TER") represents total commissions and other portfolio transaction costs incurred as an annualized percentage of the daily average NAV during the period. Where the Fund invests in securities of an Underlying Fund, the TERs presented for the Fund include the portion of TERs of its Underlying Fund(s) attributable to this investment.

(4) The portfolio turnover rate ("PTR") indicates how actively the portfolio advisor manages the investments. A PTR of 100% is equivalent to the Fund buying and selling all of the securities in its portfolio once in the course of the period. The higher PTR in a period, the greater the trading costs payable by the Fund in the period, and the greater the chance of an investor receiving taxable capital gains in the period. There is not necessarily a relationship between a high PTR and the performance of the Fund. Costs incurred to realign the Fund's portfolio after a fund merger, if any, are excluded from the PTR.

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## Series Information

Series	Inception/ Reinstatement Date	Minimum Investment (\$)	Management fee (%)	Administration fee (%) <sup>3</sup>
Series O <sup>1</sup>	January 7, 2016	–	–	–
Series Private Wealth <sup>2</sup>	October 19, 2020	–	–	0.15

(1) There are no management or administration fees for this series since these securities are designed to facilitate fund-of-fund investing where duplication of management fees is prohibited.

(2) There are no management fees for Series Private Wealth. An investor must enter into an agreement to participate in a discretionary managed program offered by IPC Securities Corporation and agree to pay certain asset-based fees.

(3) Counsel may, at its discretion, waive or lower the administration fee payable by investors.