

Interim Management Report of Fund Performance

For the Period Ended September 30, 2023

Fund Manager
Counsel Portfolio Services Inc.

Sub-advisor
Guardian Capital LP

This Interim Management Report of Fund Performance contains financial highlights but does not contain either the interim financial report or annual financial statements of the investment fund. You may obtain a copy of the interim financial report or annual 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 or by visiting the SEDAR+ website at 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 and Annual Information Form, which may also be obtained, at no cost, using any of the methods outlined above.

Every effort has been made to ensure that the information contained in this report is accurate as of September 30, 2023; however, the Fund cannot guarantee the accuracy or the completeness of this material. Please refer to the Fund's Simplified Prospectus and audited annual financial statements for more information.

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 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

November 13, 2023

This Management Discussion of Fund Performance presents the views of Counsel Portfolio Services Inc. (“Counsel”) on the significant factors and developments during the period ended September 30, 2023 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.

Results of Operations

Investment Performance

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

During the six-month period, the Fund’s Series O securities returned 1.97%. This compares with a –1.13% return of the S&P/TSX Composite Total Return 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 return.

Canadian equities declined over the period, driven lower by rising interest rates and slowing economic growth. Elevated inflation persisted, which prompted the Bank of Canada to raise its policy interest rate. Canadian energy equities benefited from the production cuts made by the Organization of the Petroleum Exporting Countries, which kept energy prices relatively high. The labour market was robust but showed signs of softening as the period progressed. Within the S&P/TSX Composite Index, Healthcare, Energy and Information Technology were the strongest sectors, while Communication Services, Utilities and Materials were the weakest.

The Fund outperformed the Index primarily due to security selection within the Industrials, Financials, and Information Technology sectors. Its underweight allocation to the Materials also contributed to performance.

Net Assets

The Fund’s NAV declined by \$1.8 million, or 4.9%, to \$34.7 million as at September 30, 2023, from \$36.5 million as at March 31, 2023. Of this decrease, \$2.5 million was attributable to net redemptions and partially offset by a \$0.7 million increase due to investment performance.

Fees and Expenses

The annualized management expense ratio (“MER”) during the period ended September 30, 2023, was generally similar to the MER for the year ended March 31, 2023. No management fee or administration fee, other than certain specific fund costs, is charged to the Fund.

Recent Developments

The sub-advisor believes, due to persistent economic momentum, the impact of central banks’ aggressive tightening moves is being felt, but with a lag. While near-term inflation has clearly peaked in Canada and the U.S., it is still unclear where the long-term inflation rate will settle. Whether or not the U.S. and Canadian economies will fall into recession has yet to become clear. Still, caution is warranted as the policymakers’ determination to bring down inflation could require intentionally guiding the economy into recession.

The Fund maintains a strong quality bias and remains diversified across cyclical and defensive companies. Economic headwinds are expected to affect all portfolio holdings to various degrees; however, the sub-advisor believes that as labour markets and supply chains continue to normalize, multiple companies in the Fund should benefit, irrespective of the economic outlook.

On April 3, 2023, The Canada Life Assurance Company announced an agreement to acquire Investment Planning Counsel Inc. (the parent company of Counsel). The transaction is expected to be completed prior to the end of 2023. During the initial period following completion of the transaction, Counsel will continue to operate as manager of the Counsel Funds and no material changes to the Fund’s operations are expected. However, there will be changes to the membership of the Fund’s Independent Review Committee and Counsel’s Board of Directors in connection with the completion of the transaction.

Related Party Transactions

Management and Administration Services

Top Funds represent 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.

Other Related Party Transactions

Other investment funds managed by Counsel (“Top Funds”) invest in Series O securities offered by the Fund on a prospectus-exempt basis in accordance with the investment objectives of those funds. As a result of these investments, the Fund is subject to large transaction risk as discussed in its Simplified Prospectus. Counsel manages this risk to reduce the possibility of any adverse effect on the Fund or on its investors, through such processes as requiring advance notice of large redemptions. As at September 30, 2023, Top Funds owned 100% of the Fund’s NAV. As of September 30, 2023, Counsel had not received notice of any large redemptions. All related party transactions are based on the NAV per security on each transaction day.

During the period, the Fund did not rely on an approval, positive recommendation, or standing instruction from the Counsel Funds’ Independent Review Committee (“IRC”) with respect to any related party transactions.

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.

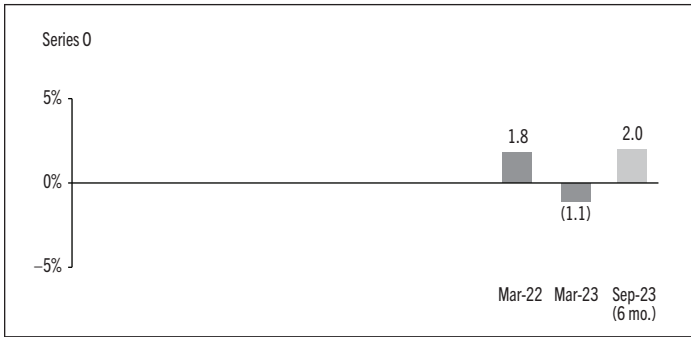
If you hold this Fund outside of a registered plan, income and capital gains distributions paid to you increase your income for tax purposes, whether paid in cash or reinvested in additional securities. The amount of reinvested taxable distributions is added to the adjusted cost base of the securities 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.

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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.



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Summary of Investment Portfolio

at September 30, 2023

ASSET TYPE	% OF NAV
Equities	97.9
Cash and cash equivalents	1.2
Other	0.9

SECTOR ALLOCATION	% OF NAV
Financials	23.4
Industrials	20.6
Information technology	14.1
Consumer staples	10.2
Consumer discretionary	9.8
Energy	9.6
Materials	5.2
Communication services	2.2
Utilities	1.8
Real estate	1.0
Cash and cash equivalents	1.2
Other	0.9

COUNTRY ALLOCATION	% OF NAV
Canada	97.0
Brazil	1.0
United States	0.8
Cash and cash equivalents	1.2

TOP 25 POSITIONS	% OF NAV
Issuer	
Canadian Pacific Kansas City Ltd.	5.8
CGI Inc.	5.5
Open Text Corp.	5.5
Gildan Activewear Inc.	4.9
Restaurant Brands International Inc.	4.9
Bank of Montreal	4.8
Royal Bank of Canada	4.7
Finning International Inc.	4.5
Canadian Natural Resources Ltd.	4.4
Maple Leaf Foods Inc.	4.2
Brookfield Corp.	4.1
SNC-Lavalin Group Inc.	3.9
Metro Inc.	3.9
Celestica Inc.	3.2
Suncor Energy Inc.	2.9
Fairfax Financial Holdings Ltd.	2.4
Element Fleet Management Corp.	2.3
Cameco Corp.	2.2
Stantec Inc.	2.2
Boyd Group Services Inc.	2.2
TELUS Corp.	2.2
Loblaw Companies Ltd.	2.0
Thomson Reuters Corp.	2.0
Sun Life Financial Inc.	1.4
Teck Resources Ltd.	1.3
Top long positions as a percentage of total net asset value	87.4

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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 0	Sep. 30 2023	Mar. 31 2023	Mar. 31 2022
Net assets, beginning of period	9.69	10.08	10.00
Increase (decrease) from operations:			
Total revenue	0.13	0.26	0.19
Total expenses	(0.01)	–	(0.01)
Realized gains (losses) for the period	(0.32)	(0.74)	(0.15)
Unrealized gains (losses) for the period	0.39	0.29	(0.19)
Total increase (decrease) from operations²	0.19	(0.19)	(0.16)
Distributions:			
From income (excluding Canadian dividends)	(0.01)	(0.01)	–
From Canadian dividends	(0.13)	(0.26)	(0.11)
From capital gains	–	–	–
Return of capital	–	–	–
Total annual distributions³	(0.14)	(0.27)	(0.11)
Net assets at period end	9.74	9.69	10.08

(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 0	Sep. 30 2023	Mar. 31 2023	Mar. 31 2022
Total net asset value (\$000's)¹	34,668	36,452	45,636
Securities Outstanding (000's)¹	3,559	3,764	4,529
Management expense ratio (%)²	–	–	–
Management expense ratio before waivers or absorptions (%)²	–	–	–
Trading expense ratio (%)³	0.11	0.03	0.13
Portfolio turnover rate (%)⁴	31.09	20.89	43.27

(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 (%)
Series O ¹	June 16, 2021	–	–	–

(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.