

IPC Multi-Factor U.S. Equity

ANNUAL FINANCIAL STATEMENTS

For the year ended March 31, 2024

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.counselorservices.com or by visiting www.sedarplus.ca.

IPC MULTI-FACTOR U.S. EQUITY

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

MANAGEMENT REPORT

Management's Responsibility for Financial Reporting

The accompanying financial statements have been prepared by Counsel Portfolio Services Inc. (the "Manager"), as Manager of IPC Multi-Factor U.S. Equity (the "Fund"). The Manager is responsible for the integrity, objectivity and reliability of the data presented. This responsibility includes selecting appropriate accounting principles and making judgments and estimates consistent with IFRS Accounting Standards. The Manager is also responsible for the development of internal controls over the financial reporting process, which are designed to provide reasonable assurance that relevant and reliable financial information is produced.

The Board of Directors (the "Board") of Counsel Portfolio Services Inc. is responsible for reviewing and approving the financial statements and overseeing the Manager's performance of its financial reporting responsibilities. The Board meets regularly with the Manager, internal auditors and external auditors to discuss internal controls over the financial reporting process, auditing matters and financial reporting issues.

KPMG LLP is the external auditor of the Fund. It is appointed by the Board. The external auditor has audited the financial statements in accordance with Canadian generally accepted auditing standards to enable it to express to the securityholders its opinion on the financial statements. Its report is set out below.



Sam Febraro
President and Chief Executive Officer

Paulette Jervis
Chief Financial Officer

June 5, 2024

INDEPENDENT AUDITOR'S REPORT

To the Securityholders of IPC Multi-Factor U.S. Equity (the "Fund")

Opinion

We have audited the financial statements of the Fund, which comprise:

- the statements of financial position as at March 31, 2024 and March 31, 2023
- the statements of comprehensive income for the periods then ended as indicated in note 1
- the statements of changes in financial position for the periods then ended as indicated in note 1
- the statements of cash flows for the periods then ended as indicated in note 1 and
- notes to the financial statements, including a summary of material accounting policies (Hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Fund as at March 31, 2024 and March 31, 2023, and its financial performance and cash flows for the periods then ended as indicated in note 1 in accordance with IFRS Accounting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our auditor's report.

We are independent of the Fund in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. Other information comprises:

- the information included in the Annual Management Report of Fund Performance of the Fund filed with the relevant Canadian Securities Commissions.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated.

We obtained the information included in the Annual Management Report of Fund Performance of the Fund filed with the relevant Canadian Securities Commissions as at the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditor's report.

We have nothing to report in this regard.

IPC MULTI-FACTOR U.S. EQUITY

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

INDEPENDENT AUDITOR'S REPORT (cont'd)

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Fund's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Fund or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the financial reporting process of the Fund.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Fund to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



Chartered Professional Accountants,
Licensed Public Accountants
Toronto, Canada
June 5, 2024

IPC MULTI-FACTOR U.S. EQUITY

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

STATEMENTS OF FINANCIAL POSITION

at March 31 (in \$ 000 except per security amounts)

	2024	2023
ASSETS		
Current assets		
Investments at fair value	264,796	247,689
Cash and cash equivalents	808	412
Dividends receivable	305	269
Accounts receivable for investments sold	1	–
Accounts receivable for securities issued	29	5
Total assets	265,939	248,375
LIABILITIES		
Current liabilities		
Accounts payable for investments purchased	–	–
Accounts payable for securities redeemed	881	153
Total liabilities	881	153
Net assets attributable to securityholders	265,058	248,222

STATEMENTS OF COMPREHENSIVE INCOME

for the periods ended March 31 (in \$ 000 except per security amounts)

	2024	2023
Income		
Dividends	5,342	4,516
Interest income for distribution purposes	25	10
Other changes in fair value of investments and other net assets		
Net realized gain (loss)	15,581	(2,963)
Net unrealized gain (loss)	30,896	6,858
Securities lending income	85	4
Fee rebate income	1	2
Total income (loss)	51,930	8,427
Expenses (note 6)		
Administration fees	11	10
Interest charges	1	–
Commissions and other portfolio transaction costs	88	71
Independent Review Committee fees	–	–
Expenses before amounts absorbed by Manager	100	81
Expenses absorbed by Manager	–	–
Net expenses	100	81
Increase (decrease) in net assets attributable to securityholders from operations before tax	51,830	8,346
Foreign withholding tax expense (recovery)	767	670
Foreign income tax expense (recovery)	–	–
Increase (decrease) in net assets attributable to securityholders from operations	51,063	7,676

	Net assets attributable to securityholders (note 3)			
	per security		per series	
	2024	2023	2024	2023
Series O	14.50	12.14	258,141	241,919
Series Private Wealth	14.49	12.14	6,917	6,303
			265,058	248,222

	Increase (decrease) in net assets attributable to securityholders from operations (note 3)			
	per security		per series	
	2024	2023	2024	2023
Series O	2.47	0.41	49,897	7,558
Series Private Wealth	2.13	0.24	1,166	118
			51,063	7,676

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

IPC MULTI-FACTOR U.S. EQUITY

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

STATEMENTS OF CHANGES IN FINANCIAL POSITION

for the periods ended March 31 (in \$ 000 except per security amounts)

	Total		Series O		Series Private Wealth	
	2024	2023	2024	2023	2024	2023
NET ASSETS ATTRIBUTABLE TO SECURITYHOLDERS						
Beginning of period	248,222	187,342	241,919	181,728	6,303	5,614
Increase (decrease) in net assets from operations	51,063	7,676	49,897	7,558	1,166	118
Distributions paid to securityholders:						
Investment income	(4,726)	(3,688)	(4,611)	(3,601)	(115)	(87)
Capital gains	—	—	—	—	—	—
Management fee rebates	—	—	—	—	—	—
Total distributions paid to securityholders	(4,726)	(3,688)	(4,611)	(3,601)	(115)	(87)
Security transactions:						
Proceeds from securities issued	41,147	96,798	37,796	93,423	3,351	3,375
Reinvested distributions	4,703	3,680	4,611	3,601	92	79
Payments on redemption of securities	(75,351)	(43,586)	(71,471)	(40,790)	(3,880)	(2,796)
Total security transactions	(29,501)	56,892	(29,064)	56,234	(437)	658
Increase (decrease) in net assets attributable to securityholders	16,836	60,880	16,222	60,191	614	689
End of period	265,058	248,222	258,141	241,919	6,917	6,303
Increase (decrease) in fund securities (in thousands) (note 7):						
Securities outstanding – beginning of period			19,934	14,888	519	460
Issued			3,119	8,198	270	287
Reinvested distributions			365	310	7	7
Redeemed			(5,609)	(3,462)	(319)	(235)
Securities outstanding – end of period			17,809	19,934	477	519

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

IPC MULTI-FACTOR U.S. EQUITY

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

STATEMENTS OF CASH FLOWS

for the periods ended March 31 (in \$ 000)

	2024	2023
Cash flows from operating activities		
Net increase (decrease) in net assets attributable to securityholders from operations	51,063	7,676
Adjustments for:		
Net realized loss (gain) on investments	(14,590)	2,340
Change in net unrealized loss (gain) on investments	(30,896)	(6,858)
Distributions received in-kind from underlying funds	(1)	(2)
Purchase of investments	(115,868)	(163,865)
Proceeds from sale and maturity of investments	144,247	107,410
(Increase) decrease in accounts receivable and other assets	(36)	(97)
Net cash provided by (used in) operating activities	33,919	(53,396)
Cash flows from financing activities		
Proceeds from securities issued	41,123	96,955
Payments on redemption of securities	(74,623)	(43,484)
Distributions paid net of reinvestments	(23)	(8)
Net cash provided by (used in) financing activities	(33,523)	53,463
Increase (decrease) in cash and cash equivalents	396	67
Cash and cash equivalents at beginning of period	412	345
Effect of exchange rate fluctuations on cash and cash equivalents	—	—
Cash and cash equivalents, end of period	808	412
Cash	808	412
Cash equivalents	—	—
Cash and cash equivalents, end of period	808	412
Supplementary disclosures on cash flow from operating activities:		
Dividends received	5,306	4,419
Foreign taxes paid	767	670
Interest received	25	10
Interest paid	1	—

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

IPC MULTI-FACTOR U.S. EQUITY

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

SCHEDULE OF INVESTMENTS

as at March 31, 2024

	Country	Sector	Shares/ Units	Average Cost (\$ 000)	Fair Value (\$ 000)
EQUITIES					
3M Co.	United States	Industrials	7,005	1,088	1,006
Abbott Laboratories	United States	Health Care	6,614	885	1,018
AbbVie Inc.	United States	Health Care	2,857	524	705
Accenture PLC Class A	United States	Information Technology	1,055	377	495
Adobe Systems Inc.	United States	Information Technology	1,528	760	1,044
Aflac Inc.	United States	Financials	10,020	725	1,165
Agilent Technologies Inc.	United States	Health Care	3,951	563	779
Airbnb Inc.	United States	Consumer Discretionary	4,819	717	1,077
Akamai Technologies Inc.	United States	Information Technology	5,854	738	862
Alexandria Real Estate Equities Inc.	United States	Real Estate	958	180	167
Align Technology Inc.	United States	Health Care	1,339	526	595
The Allstate Corp.	United States	Financials	9,562	1,429	2,240
Alnylam Pharmaceuticals Inc.	United States	Health Care	942	252	191
Alphabet Inc. Class A	United States	Communication Services	11,497	1,586	2,350
Amazon.com Inc.	United States	Consumer Discretionary	6,377	1,220	1,558
Amdocs Ltd.	United States	Information Technology	5,008	510	613
American Express Co.	United States	Financials	2,120	448	654
American International Group Inc.	United States	Financials	8,836	639	935
American Water Works Co. Inc.	United States	Utilities	912	165	151
Amgen Inc.	United States	Health Care	3,342	1,064	1,287
Analog Devices Inc.	United States	Information Technology	1	–	–
Annaly Capital Management Inc.	United States	Financials	16,274	570	434
ANSYS Inc.	United States	Information Technology	2,205	871	1,037
APA Corp.	United States	Energy	5,263	315	245
Apple Inc.	United States	Information Technology	3,801	705	883
Applied Materials Inc.	United States	Information Technology	5,388	753	1,505
Aptiv PLC	United States	Consumer Discretionary	1,230	162	133
Arch Capital Group Ltd.	United States	Financials	6,035	363	756
Archer-Daniels-Midland Co.	United States	Consumer Staples	6,023	447	512
Arista Networks Inc.	United States	Information Technology	3,123	480	1,226
AT&T Inc.	United States	Communication Services	63,406	1,599	1,511
Atlassian Corp. PLC Class A	United States	Information Technology	5,254	1,104	1,388
Atmos Energy Corp.	United States	Utilities	3,428	487	552
AutoZone Inc.	United States	Consumer Discretionary	135	392	576
AvalonBay Communities Inc.	United States	Real Estate	2,649	669	666
Axon Enterprise Inc.	United States	Industrials	806	216	342
Baker Hughes Co.	United States	Energy	3,186	147	145
The Bank of New York Mellon Corp.	United States	Financials	17,262	1,009	1,347
Becton, Dickinson and Co.	United States	Health Care	777	241	260
Best Buy Co. Inc.	United States	Consumer Discretionary	4,555	510	506
Biogen Inc.	United States	Health Care	2,665	988	778
Bio-Techne Corp.	United States	Health Care	2,273	235	217
BlackRock Inc.	United States	Financials	488	415	551
Booking Holdings Inc.	United States	Consumer Discretionary	120	346	590
BorgWarner Inc.	United States	Consumer Discretionary	8,244	451	388
Boston Properties Inc.	United States	Real Estate	4,945	478	437
Boston Scientific Corp.	United States	Health Care	16,893	1,054	1,567
Bristol-Myers Squibb Co.	United States	Health Care	31,201	2,900	2,291
Broadcom Inc.	United States	Information Technology	337	276	605
Brown-Forman Corp. Class B non-voting	United States	Consumer Staples	6,288	568	440
Builders FirstSource Inc.	United States	Industrials	3,980	660	1,124
Bunge Global SA	United States	Consumer Staples	5,824	738	809
Burlington Stores Inc.	United States	Consumer Discretionary	1,183	290	372
Cadence Design Systems Inc.	United States	Information Technology	4,400	817	1,855
Campbell Soup Co.	United States	Consumer Staples	4,189	273	252
Capital One Financial Corp.	United States	Financials	2,350	414	474
Carnival Corp.	United States	Consumer Discretionary	5,387	134	119
CBRE Group Inc. Class A	United States	Real Estate	3,691	325	486

IPC MULTI-FACTOR U.S. EQUITY

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

SCHEDULE OF INVESTMENTS (cont'd)

as at March 31, 2024

	Country	Sector	Shares/ Units	Average Cost (\$ 000)	Fair Value (\$ 000)
EQUITIES (cont'd)					
CDW Corp. of Delaware	United States	Information Technology	762	148	264
Check Point Software Technologies Ltd.	Israel	Information Technology	3,642	570	809
Chevron Corp.	United States	Energy	6,219	1,197	1,329
Chipotle Mexican Grill Inc.	United States	Consumer Discretionary	143	287	563
Chubb Ltd.	United States	Financials	2,888	645	1,013
Church & Dwight Co. Inc.	United States	Consumer Staples	9,365	1,030	1,323
Cigna Corp.	United States	Health Care	1,533	521	754
Cincinnati Financial Corp.	United States	Financials	4,009	489	674
Cintas Corp.	United States	Industrials	1,408	636	1,310
Cisco Systems Inc.	United States	Information Technology	26,734	1,728	1,807
The Clorox Co.	United States	Consumer Staples	3,513	740	728
CME Group Inc.	United States	Financials	1,907	476	556
The Coca-Cola Co.	United States	Consumer Staples	6,166	464	511
Cognizant Technology Solutions Corp.	United States	Information Technology	9,761	871	969
Colgate Palmolive Co.	United States	Consumer Staples	18,449	1,848	2,250
Comcast Corp. Class A	United States	Communication Services	34,133	1,770	2,004
ConocoPhillips	United States	Energy	10,242	1,089	1,765
Consolidated Edison Inc.	United States	Utilities	10,161	1,185	1,250
Constellation Brands Inc. Class A	United States	Consumer Staples	818	252	301
Constellation Energy	United States	Utilities	5,114	501	1,280
The Cooper Companies Inc.	United States	Health Care	1,338	153	184
Copart Inc.	United States	Industrials	9,805	462	769
Corning Inc.	United States	Information Technology	18,881	816	843
Corteva Inc.	United States	Materials	10,988	618	858
Costco Wholesale Corp.	United States	Consumer Staples	1,509	833	1,497
Coterra Energy Inc.	United States	Energy	16,589	571	626
CSX Corp.	United States	Industrials	5,317	207	267
Cummins Inc.	United States	Industrials	2,013	545	803
CVS Health Corp.	United States	Health Care	7,244	786	782
D.R. Horton Inc.	United States	Consumer Discretionary	6,415	711	1,430
Dentsply Sirona Inc.	United States	Health Care	8,343	468	375
Diamondback Energy Inc.	United States	Energy	7,288	1,051	1,956
Discover Financial Services	United States	Financials	1,139	156	202
DocuSign Inc.	United States	Information Technology	1,656	115	134
Dollar General Corp.	United States	Consumer Staples	2,998	741	634
Dollar Tree Inc.	United States	Consumer Staples	5,012	823	904
DoorDash Inc.	United States	Consumer Discretionary	2,790	311	520
Dover Corp.	United States	Industrials	959	153	230
DuPont de Nemours Inc.	United States	Materials	1,442	143	150
Eastman Chemical Co.	United States	Materials	2,370	272	322
Eaton Corp. PLC	United States	Industrials	3,029	495	1,283
eBay Inc.	United States	Consumer Discretionary	11,159	690	798
Edison International	United States	Utilities	9,601	812	920
Electronic Arts Inc.	United States	Communication Services	5,893	981	1,059
Elevance Health Inc.	United States	Health Care	1,606	833	1,128
Eli Lilly and Co.	United States	Health Care	2,814	1,012	2,964
Entergy Corp.	United States	Utilities	4,890	697	700
EOG Resources Inc.	United States	Energy	3,618	496	626
EPAM Systems Inc.	United States	Information Technology	875	354	327
EQT Corp.	United States	Energy	8,496	437	427
Equity Lifestyle Properties Inc.	United States	Real Estate	1,256	110	110
Equity Residential	United States	Real Estate	8,171	749	698
Essex Property Trust Inc.	United States	Real Estate	2,365	827	784
The Estée Lauder Companies Inc. Class A	United States	Consumer Staples	1,267	388	265
Everest Re Group Ltd.	United States	Financials	1,157	408	623
Eversource Energy	United States	Utilities	5,391	577	436
Exact Sciences Corp.	United States	Health Care	1,456	180	136
Exelon Corp.	United States	Utilities	15,222	740	774

IPC MULTI-FACTOR U.S. EQUITY

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

SCHEDULE OF INVESTMENTS (cont'd)

as at March 31, 2024

	Country	Sector	Shares/ Units	Average Cost (\$ 000)	Fair Value (\$ 000)
EQUITIES (cont'd)					
Expedia Group Inc.	United States	Consumer Discretionary	1,723	243	321
Expeditors International of Washington Inc.	United States	Industrials	3,153	380	519
Exxon Mobil Corp.	United States	Energy	21,406	2,444	3,369
F5 Networks Inc.	United States	Information Technology	2,482	519	637
FactSet Research Systems Inc.	United States	Financials	702	336	432
Fair Issac Corp.	United States	Information Technology	768	572	1,300
Fastenal Co.	United States	Industrials	9,470	628	989
FedEx Corp.	United States	Industrials	4,437	1,305	1,741
Fidelity National Financial Inc.	United States	Financials	8,927	488	642
FMC Corp.	United States	Materials	3,769	527	325
Fortinet Inc.	United States	Information Technology	2,179	109	202
Fortive Corp.	United States	Industrials	1,924	160	224
Fox Corp. Class A	United States	Communication Services	10,556	467	447
Garmin Ltd.	United States	Consumer Discretionary	5,682	800	1,146
Gartner Inc.	United States	Information Technology	2,272	980	1,467
GE HealthCare Technologies Inc.	United States	Health Care	4,029	418	496
Gen Digital Inc.	United States	Information Technology	4,698	141	143
General Electric Co.	United States	Industrials	2,398	344	570
Genuine Parts Co.	United States	Consumer Discretionary	3,194	530	670
Gilead Sciences Inc.	United States	Health Care	10,285	949	1,020
The Goldman Sachs Group Inc.	United States	Financials	437	178	247
The Hartford Financial Services Group Inc.	United States	Financials	10,451	827	1,459
Healthpeak Properties Inc.	United States	Real Estate	22,346	724	567
Henry Schein Inc.	United States	Health Care	5,376	484	550
The Hershey Co.	United States	Consumer Staples	4,216	1,169	1,111
Hess Corp.	United States	Energy	7,379	876	1,525
Hewlett Packard Enterprise Co.	United States	Information Technology	37,020	711	889
Hologic Inc.	United States	Health Care	6,815	619	720
The Home Depot Inc.	United States	Consumer Discretionary	2,050	779	1,065
Hormel Foods Corp.	United States	Consumer Staples	7,775	460	367
Host Hotels & Resorts Inc.	United States	Real Estate	16,869	344	472
Howmet Aerospace Inc.	United States	Industrials	2,826	175	262
Hubbell Inc. Class B	United States	Industrials	791	334	445
HubSpot Inc.	United States	Information Technology	790	458	670
Humana Inc.	United States	Health Care	2,189	1,264	1,028
IDEX Corp.	United States	Industrials	702	177	232
IDEXX Laboratories Inc.	United States	Health Care	470	297	344
Illinois Tool Works Inc.	United States	Industrials	3,130	830	1,137
Incyte Corp.	United States	Health Care	9,235	844	713
Insulet Corp.	United States	Health Care	731	236	170
Intel Corp.	United States	Information Technology	28,882	1,202	1,728
International Paper Co.	United States	Materials	14,189	743	750
Intuit Inc.	United States	Information Technology	523	306	460
Intuitive Surgical Inc.	United States	Health Care	465	201	251
Invitation Homes Inc.	United States	Real Estate	13,167	560	635
J.B. Hunt Transport Services Inc.	United States	Industrials	2,431	473	656
J.M. Smucker Co.	United States	Consumer Staples	3,971	643	677
Jack Henry & Associates Inc.	United States	Financials	2,429	567	571
Johnson & Johnson	United States	Health Care	14,628	3,123	3,133
Johnson Controls International PLC	United States	Industrials	2,557	168	226
JPMorgan Chase & Co.	United States	Financials	3,700	705	1,004
Kenvue Inc.	United States	Consumer Staples	21,142	617	614
Keurig Dr Pepper Inc.	United States	Consumer Staples	35,789	1,577	1,487
Keysight Technologies Inc.	United States	Information Technology	5,096	926	1,079
Kimberly-Clark Corp.	United States	Consumer Staples	8,427	1,457	1,476
Kinder Morgan Inc.	United States	Energy	35,250	820	876
KLA-Tencor Corp.	United States	Information Technology	921	399	871
The Kraft Heinz Co.	United States	Consumer Staples	30,520	1,465	1,525

IPC MULTI-FACTOR U.S. EQUITY

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

SCHEDULE OF INVESTMENTS (cont'd)

as at March 31, 2024

	Country	Sector	Shares/ Units	Average Cost (\$ 000)	Fair Value (\$ 000)
EQUITIES (cont'd)					
The Kroger Co.	United States	Consumer Staples	9,479	472	733
Laboratory Corp. of America Holdings	United States	Health Care	689	210	204
Lam Research Corp.	United States	Information Technology	372	297	489
Lamb Weston Holdings Inc.	United States	Consumer Staples	2,836	417	409
Lennar Corp. Class A	United States	Consumer Discretionary	4,757	512	1,108
Linde PLC (New York Stock Exchange)	Ireland	Materials	628	247	395
LKQ Corp.	United States	Consumer Discretionary	9,028	515	653
Loews Corp.	United States	Financials	7,076	498	750
Lowe's Companies Inc.	United States	Consumer Discretionary	1,235	289	426
Lululemon Athletica Inc.	United States	Consumer Discretionary	1,062	436	562
LyondellBasell Industries NV Class A	United States	Materials	2,863	348	397
Marathon Oil Corp.	United States	Energy	23,784	743	913
Marathon Petroleum Corp.	United States	Energy	7,925	1,057	2,163
Markel Corp.	United States	Financials	442	665	911
MarketAxess Holdings Inc.	United States	Financials	520	188	154
Marsh & McLennan Companies Inc.	United States	Financials	1,048	252	292
Masco Corp.	United States	Industrials	5,355	381	572
MasterCard Inc. Class A	United States	Financials	1,351	588	881
McDonald's Corp.	United States	Consumer Discretionary	645	251	246
Medtronic PLC	United States	Health Care	10,531	1,293	1,243
MercadoLibre Inc.	Brazil	Consumer Discretionary	182	307	373
Merck & Co. Inc.	United States	Health Care	24,241	2,836	4,331
Meta Platforms Inc. Class A	United States	Communication Services	7,117	1,617	4,679
MetLife Inc.	United States	Financials	2,802	212	281
Mettler-Toledo International Inc.	United States	Health Care	387	588	698
Micron Technology Inc.	United States	Information Technology	10,142	850	1,619
Microsoft Corp.	United States	Information Technology	3,752	1,353	2,138
Mid-America Apartment Communities Inc.	United States	Real Estate	2,891	576	515
Moderna Inc.	United States	Health Care	1,826	340	264
Molina Healthcare Inc.	United States	Health Care	2,243	742	1,248
Molson Coors Brewing Co. Class B	United States	Consumer Staples	7,425	483	676
Mondelez International Inc.	United States	Consumer Staples	5,221	408	495
Monolithic Power Systems Inc.	United States	Information Technology	1,285	769	1,179
Monster Beverage Corp.	United States	Consumer Staples	15,252	989	1,224
Morgan Stanley	United States	Financials	4,244	452	541
The Mosaic Co.	United States	Materials	9,924	653	436
Motorola Solutions Inc.	United States	Information Technology	617	205	297
NetApp Inc.	United States	Information Technology	8,011	670	1,139
Netflix Inc.	United States	Communication Services	836	493	688
Newmont Goldcorp Corp. (USD Shares)	United States	Materials	7,170	510	348
Nike Inc. Class B	United States	Consumer Discretionary	3,037	444	387
Northern Trust Corp.	United States	Financials	4,182	455	504
Nucor Corp.	United States	Materials	4,674	535	1,253
NVR Inc.	United States	Consumer Discretionary	129	863	1,415
Occidental Petroleum Corp.	United States	Energy	8,965	483	789
Old Dominion Freight Line Inc.	United States	Industrials	3,548	532	1,054
ON Semiconductor Corp.	United States	Information Technology	6,022	487	600
ONEOK Inc.	United States	Energy	2,214	162	240
O'Reilly Automotive Inc.	United States	Consumer Discretionary	828	715	1,266
Otis Worldwide Corp.	United States	Industrials	7,553	813	1,015
PACCAR Inc.	United States	Industrials	4,620	367	775
Packaging Corp. of America	United States	Materials	3,460	548	889
Palantir Technologies Inc.	United States	Information Technology	24,922	540	777
Paychex Inc.	United States	Industrials	2,990	447	497
PepsiCo Inc.	United States	Consumer Staples	7,098	1,586	1,682
Pfizer Inc.	United States	Health Care	26,815	1,520	1,008
PG&E Corp.	United States	Utilities	25,018	359	568
Phillips 66	United States	Energy	6,373	775	1,410

IPC MULTI-FACTOR U.S. EQUITY

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

SCHEDULE OF INVESTMENTS (cont'd)

as at March 31, 2024

	Country	Sector	Shares/ Units	Average Cost (\$ 000)	Fair Value (\$ 000)
EQUITIES (cont'd)					
Pinterest Inc.	United States	Communication Services	21,180	673	994
Pioneer Natural Resources Co.	United States	Energy	501	155	178
PPG Industries Inc.	United States	Materials	5,497	948	1,079
Principal Financial Group Inc.	United States	Financials	4,713	456	551
The Procter & Gamble Co.	United States	Consumer Staples	8,423	1,535	1,851
The Progressive Corp.	United States	Financials	1,997	271	559
Prudential Financial Inc.	United States	Financials	1,831	220	291
PTC Inc.	United States	Information Technology	1,238	232	317
Public Service Enterprise Group Inc.	United States	Utilities	8,960	716	810
Public Storage	United States	Real Estate	595	232	234
Qorvo Inc.	United States	Information Technology	4,072	619	633
Qualcomm Inc.	United States	Information Technology	5,325	852	1,221
Quanta Services Inc.	United States	Industrials	795	163	280
Quest Diagnostics Inc.	United States	Health Care	873	151	157
Raymond James Financial Inc.	United States	Financials	3,465	314	603
Realty Income Corp.	United States	Real Estate	5,907	526	433
Regeneron Pharmaceuticals Inc.	United States	Health Care	1,544	1,287	2,013
Regions Financial Corp.	United States	Financials	15,330	377	437
Reliance Steel & Aluminum Co.	United States	Materials	1,808	603	818
ResMed Inc.	United States	Health Care	2,410	632	646
Rockwell Automation Inc.	United States	Industrials	445	127	176
Ross Stores Inc.	United States	Consumer Discretionary	1,389	197	276
Seagate Technology	United States	Information Technology	3,287	251	414
Sempra Energy	United States	Utilities	4,622	447	450
Skyworks Solutions Inc.	United States	Information Technology	3,654	605	536
Snap-On Inc.	United States	Industrials	2,186	552	877
Spotify Technology SA	United States	Communication Services	4,936	1,088	1,764
Stanley Black & Decker Inc.	United States	Industrials	868	113	115
State Street Corp.	United States	Financials	4,935	477	517
Steel Dynamics Inc.	United States	Materials	4,252	607	854
Stryker Corp.	United States	Health Care	1,765	524	855
Sun Communities Inc.	United States	Real Estate	1,441	288	251
Synchrony Financial	United States	Financials	16,699	785	975
Synopsys Inc.	United States	Information Technology	3,674	1,415	2,844
Sysco Corp.	United States	Consumer Staples	6,703	657	737
T. Rowe Price Group Inc.	United States	Financials	1,072	186	177
Take-Two Interactive Software Inc.	United States	Communication Services	4,461	881	897
Targa Resources Corp.	United States	Energy	3,542	352	537
Target Corp.	United States	Consumer Staples	3,081	626	739
TE Connectivity Ltd.	United States	Information Technology	3,846	579	756
Teradyne Inc.	United States	Information Technology	6,166	816	942
Texas Instruments Inc.	United States	Information Technology	3,643	753	859
The TJX Companies Inc.	United States	Consumer Discretionary	8,679	817	1,192
T-Mobile US Inc.	United States	Communication Services	8,334	1,374	1,842
Tractor Supply Co.	United States	Consumer Discretionary	3,768	794	1,336
Trane Technologies PLC	United States	Industrials	2,802	548	1,139
The Travelers Companies Inc.	United States	Financials	6,229	1,300	1,941
Trimble Inc.	United States	Information Technology	6,159	542	537
Tyson Foods Inc. Class A	United States	Consumer Staples	11,817	1,238	940
Uber Technologies Inc.	United States	Industrials	27,553	1,593	2,872
UDR Inc.	United States	Real Estate	2,390	139	121
Ulta Beauty Inc.	United States	Consumer Discretionary	1,505	826	1,066
United Parcel Service Inc. (UPS) Class B	United States	Industrials	1,350	317	272
UnitedHealth Group Inc.	United States	Health Care	1,089	639	730
Universal Health Services Inc. Class B	United States	Health Care	2,549	416	630
Valero Energy Corp.	United States	Energy	2,252	331	521
Veeva Systems Inc. Class A	United States	Health Care	511	125	160
Ventas Inc.	United States	Real Estate	9,628	619	568

IPC MULTI-FACTOR U.S. EQUITY

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

SCHEDULE OF INVESTMENTS (cont'd)

as at March 31, 2024

	Country	Sector	Shares/ Units	Average Cost (\$ 000)	Fair Value (\$ 000)
EQUITIES (cont'd)					
VeriSign Inc.	United States	Information Technology	2,378	617	610
Verisk Analytics Inc.	United States	Industrials	587	174	187
Verizon Communications Inc.	United States	Communication Services	27,643	1,510	1,571
Vertex Pharmaceuticals Inc.	United States	Health Care	3,813	1,367	2,159
Viatis Inc.	United States	Health Care	38,798	630	627
VICI Properties Inc.	United States	Real Estate	24,058	975	971
Visa Inc. Class A	United States	Financials	722	194	273
W. P. Carey Inc.	United States	Real Estate	5,202	561	398
W.W. Grainger Inc.	United States	Industrials	1,049	606	1,445
Wabtec Corp.	United States	Industrials	1,020	117	201
Walgreens Boots Alliance Inc.	United States	Consumer Staples	16,277	830	478
Wal-Mart Stores Inc.	United States	Consumer Staples	31,079	1,855	2,533
Waste Management Inc.	United States	Industrials	1,338	266	386
Waters Corp.	United States	Health Care	1,634	544	762
Wells Fargo & Co.	United States	Financials	23,805	1,261	1,869
Welltower Inc.	United States	Real Estate	3,355	369	425
West Pharmaceutical Services Inc.	United States	Health Care	846	340	453
Western Digital Corp.	United States	Information Technology	9,986	676	923
Weyerhaeuser Co.	United States	Real Estate	18,382	778	894
The Williams Companies Inc.	United States	Energy	3,301	155	174
Workday Inc. Class A	United States	Information Technology	1,379	404	509
Xylem Inc.	United States	Industrials	1,302	153	228
Yum! Brands Inc.	United States	Consumer Discretionary	4,948	894	929
Zimmer Biomet Holdings Inc.	United States	Health Care	4,988	879	892
Zoetis Inc.	United States	Health Care	663	175	152
Zoom Video Communications Inc.	United States	Information Technology	4,505	413	399
Total equities				202,036	263,694
EXCHANGE-TRADED FUNDS					
¹ Mackenzie US Large Cap Equity Index ETF	Canada	Exchange-Traded Funds	5,400	1,075	1,102
Total exchange-traded funds				1,075	1,102
Transaction costs				(58)	–
Total investments				203,053	264,796
Cash and cash equivalents					808
Other assets less liabilities					(546)
Net assets attributable to securityholders					265,058

¹ The issuer of this security is related to the Manager of the Fund.

IPC MULTI-FACTOR U.S. EQUITY

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

SUMMARY OF INVESTMENT PORTFOLIO

MARCH 31, 2024

ASSET TYPE	% OF NAV
Equities	99.5
Exchange-traded funds	0.4
Cash and cash equivalents	0.3
Other assets (liabilities)	(0.2)

SECTOR ALLOCATION	% OF NAV
Information technology	17.3
Health care	16.5
Consumer staples	11.4
Financials	11.1
Industrials	9.9
Consumer discretionary	8.7
Energy	7.5
Communication services	7.5
Real estate	3.7
Materials	3.3
Utilities	3.0
Cash and cash equivalents	0.3
Other assets (liabilities)	(0.2)

COUNTRY ALLOCATION	% OF NAV
United States	98.9
Canada	0.4
Israel	0.3
Ireland	0.2
Brazil	0.1
Cash and cash equivalents	0.3
Other assets (liabilities)	(0.2)

MARCH 31, 2023

ASSET TYPE	% OF NAV
Equities	99.2
Exchange-traded funds	0.5
Cash and cash equivalents	0.2
Other	0.1

SECTOR ALLOCATION	% OF NAV
Information technology	18.9
Health care	17.3
Consumer staples	11.9
Financials	10.0
Energy	8.0
Industrials	7.5
Consumer discretionary	7.2
Communication services	6.3
Real estate	4.8
Utilities	4.2
Materials	3.6
Cash and cash equivalents	0.2
Other	0.1

COUNTRY ALLOCATION	% OF NAV
United States	98.6
Canada	0.6
Israel	0.3
Bermuda	0.1
United Kingdom	0.1
Jersey	0.1
Cash and cash equivalents	0.2

IPC MULTI-FACTOR U.S. EQUITY

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

NOTES TO FINANCIAL STATEMENTS

1. Fiscal Periods and General Information

The information provided in these financial statements and notes thereto is for the years ended or as at March 31, 2024 and 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 10 (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 annual financial statements ("financial statements") have been prepared in accordance with IFRS Accounting Standards ("IFRS"). A summary of the Fund's material 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 June 5, 2024.

3. Material Accounting Policies

The Fund adopted Disclosure of Accounting Policies Amendments to IAS 1 and IFRS Policy Statements 2 from April 1, 2023. Although the amendments did not result in any changes to the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements. The amendments require the disclosure of 'material' rather than 'significant' accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies. The Manager reviewed the accounting policies and made updates to the information disclosure in certain instances in line with the amendments.

(a) Financial instruments

Financial instruments include financial assets and liabilities such as debt and equity securities, 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 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 accounts for its holdings in investment funds at FVTPL.

The Fund's redeemable securities contain multiple dissimilar contractual obligations and entitle securityholders to the right to redeem their interest in the Fund for cash equal to their proportionate share of the net asset value of the Fund and therefore 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.

Investments listed on a public securities exchange, including exchange traded funds, or traded on an over-the-counter market are valued on the basis of the last traded market price or close price recorded by the security exchange on which the security is principally traded, where this price falls within the quoted bid-ask spread for the investment. In circumstances where this price is not within the bid-ask spread, Counsel determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances. Unlisted or non-exchange traded investments, or investments where a last sale or close price is unavailable or investments for which market quotations are, in Counsel's opinion, inaccurate, unreliable, or not reflective of all available material information, are valued at their fair value as determined by Counsel using appropriate and accepted industry valuation techniques including valuation models. The fair value determined using valuation models requires the use of inputs and assumptions based on observable market data including volatility and other applicable rates or prices. In limited circumstances, the fair value may be determined using valuation techniques that are not supported by observable market data.

Cash and cash equivalents which includes cash on deposit with financial institutions and short-term investments that are readily convertible to cash, are subject to an insignificant risk of changes in value and are used by the Fund in the management of short-term commitments. Cash and cash equivalents are reported at amortized cost which closely approximates their fair value due to their nature of being highly liquid and having short terms to maturity. Bank overdraft positions are presented under current liabilities as bank indebtedness in the Statements of Financial Position.

IPC MULTI-FACTOR U.S. EQUITY

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

NOTES TO FINANCIAL STATEMENTS (cont'd)

3. Material Accounting Policies (cont'd)

(b) Fair Value Measurement (cont'd)

The Fund may use derivatives (such as written options, futures, forward contracts, swaps or customized derivatives) to hedge against losses caused by changes in securities prices, interest rates or exchange rates. The Fund may also use derivatives for non-hedging purposes in order to invest indirectly in securities or financial markets, to gain exposure to other currencies, to seek to generate additional income, and/or for any other purpose considered appropriate by Counsel or the Fund's sub-advisor(s), provided that the use of the derivative is consistent with the Fund's investment objectives. Any use of derivatives will comply with Canadian mutual fund laws, subject to the regulatory exemptions granted to the Fund, as applicable. Refer to "Exemptions from National Instrument 81-102" in the Annual Information Form of the Fund for further details, including the complete conditions of these exemptions, as applicable.

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. Examples of Level 2 valuations include quoted prices for similar securities, quoted prices on inactive markets and from recognized investment dealers, and the application of factors derived from observable data to non-North American quoted prices in order to estimate the impact of differences in market closing times.

Financial instruments classified as Level 2 investments are valued based on the prices provided by an independent reputable pricing services company who prices the securities based on recent transactions and quotes received from market participants and through incorporating observable market data and using standard market convention practices. The estimated fair values for these securities may be different from the values that would have been used had a ready market for the investment existed; and

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

The inputs are considered observable if they are developed using market data, such as publicly available information about actual events or transactions, and that reflect the assumption that market participants would use when pricing the asset or liability.

See Note 10 (e) for the fair value classifications of the Fund.

(c) Income recognition

Interest income for distribution purposes represents the coupon interest received by the Fund which is accounted for on an accrual basis.

Dividends are accrued as of the ex-dividend date. 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 ETFs 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. Where applicable and ascertainable, the value of third-party services that were paid for by brokers during the periods is disclosed in Note 10. 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 10 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).

IPC MULTI-FACTOR U.S. EQUITY

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

NOTES TO FINANCIAL STATEMENTS (cont'd)

3. Material Accounting Policies (cont'd)

(f) Foreign currency (cont'd)

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 10 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 March 31, 2024 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.

(k) 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 Estimates

Fair value of securities not quoted in an active market

The Fund holds financial instruments that are not quoted in active markets and are valued using valuation techniques that make use of observable data, to the extent practicable. Various valuation techniques are utilized, depending on a number of factors, including comparison with similar instruments for which observable market prices exist and recent arm's length market transactions. Key inputs and assumptions used are company specific and may include estimated discount rates and expected price volatilities. Changes in key inputs, could affect the reported fair value of these financial instruments held by the Fund.

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 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 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. These investments are shown in the Schedule of Investments and are below 0.5% of each Underlying Fund's NAV.

IPC MULTI-FACTOR U.S. EQUITY

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

NOTES TO FINANCIAL STATEMENTS (cont'd)

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 10 (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, excluding Series O, 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, fees paid to external service providers associated with tax reclaims, refunds or the preparation of foreign tax reports on behalf of the Funds, 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 10 (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 March 31, 2024 and 2023 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 10 (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.

(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).

Other investment funds managed by Counsel ("Top Funds") may invest in Series O securities offered by the Fund on a prospectus-exempt basis in accordance with the investment objectives of those funds. Series Private Wealth securities may also be issued on a prospectus-exempt basis to investors in the IPC Private Wealth program offered by IPC Securities Corporation, an affiliate of Counsel.

From time to time, these holdings may be rebalanced by either reducing an allocation to the Fund or eliminating such investments in the Fund entirely. In either case, depending on the size of the investment by a large investor, this could cause a significant redemption from the Fund. Meeting such a redemption may require the Fund to sell portfolio holdings. This could result in the Fund selling a particular holding before it has achieved the valuation sought by the Manager thus affecting Fund returns. This could also result in the Fund realizing capital gains on its holdings earlier than planned, which could result in capital gains distributed to investors in the Fund (which could result in income tax payable by the investor) that might not have occurred or might have occurred at a later date.

For the amounts held by and the changes thereto during the period pertaining to Series O and/or Series Private Wealth, please refer to the amounts disclosed in the Statements of Financial Position and Statements of Changes in Financial Position.

(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.

Note 10 (c) summarizes the Fund's exposure, if applicable and significant, to credit risk through fixed income instruments. Where presented, credit ratings and rating categories are based on ratings issued by a designated rating organization.

All transactions in listed securities are executed with approved brokers.

IPC MULTI-FACTOR U.S. EQUITY

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

NOTES TO FINANCIAL STATEMENTS (cont'd)

8. Financial Instruments Risk (cont'd)

(c) Credit risk (cont'd)

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.

(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.

Note 10 (c) indicates the foreign currencies, if applicable, to which the Fund had significant exposure, in Canadian dollar terms, to the Fund's net assets had the Canadian dollar strengthened or weakened by 5% relative to all foreign currencies, all other variables held constant. 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 generally 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.

If significant, Note 10 (c) summarizes the Fund's bonds by remaining term to maturity and illustrates the potential impact to the Fund's net assets 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.

Cash and cash equivalents are short term in nature and are not generally subject to significant amounts of interest rate risk.

(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 10 (c) illustrates the potential increase or decrease in the Fund's net assets 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.

9. Foreign currency abbreviations

Currency Code	Description	Currency Code	Description	Currency Code	Description
AUD	Australian dollars	HUG	Hungarian forint	PKR	Pakistani rupee
AED	United Arab Emirates Dirham	IDR	Indonesian rupiah	PLN	Polish zloty
BRL	Brazilian real	ILS	Israeli shekel	QAR	Qatar Rial
CAD	Canadian dollars	INR	Indian rupee	RON	Romanian leu
CHF	Swiss franc	JPY	Japanese yen	RUB	Russian ruble
CLP	Chilean peso	KOR	South Korean won	SAR	Saudi riyal
CNY	Chinese yuan	MXN	Mexican peso	SEK	Swedish krona
CZK	Czech koruna	MYR	Malaysian ringgit	SGD	Singapore dollars
DKK	Danish krone	NGN	Nigerian naira	THB	Thailand baht
EGP	Egyptian pound	NOK	Norwegian krona	TRL	Turkish lira
EUR	Euro	NTD	New Taiwan dollar	USD	United States dollars
GBP	United Kingdom pounds	NXD	New Zealand dollars	VND	Vietnamese dong
GHS	Ghana Cedi	PEN	Peruvian nuevo sol	ZAR	South African rand
HKD	Hong Kong dollars	PHP	Philippine peso	ZMW	Zambian kwacha

IPC MULTI-FACTOR U.S. EQUITY

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

NOTES TO FINANCIAL STATEMENTS (cont'd)

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

(a) Fund Formation and Series Information

Series	Inception/ Reinstatement Date	Minimum Investment (\$)	Management fee (%)	Administration fee (%) ³
Series O ¹	October 29, 2019	–	–	–
Series Private Wealth ²	October 29, 2019	–	–	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.

(b) Investment Objectives and Strategies

The Fund seeks to achieve long-term capital growth by primarily investing, either directly or indirectly, in a portfolio of U.S. equities seeking to track a factor-based index. Currently, the Fund tracks the SciBeta United States CPS Core-ESG High-Factor-Intensity Diversified Multi-Beta Multi-Strategy 6-Factor 4-Strategy EW Index which seeks to enhance returns, reduce volatility, and improve diversification when compared to a market capitalization weighted index. The Fund is only available on a prospectus-exempt basis.

(c) Risks Associated with Financial Instruments

i. Currency Risk

The tables below summarize the Fund's exposure to currency risk.

March 31, 2024								
Currency	Investments (\$)	Cash and Cash Equivalents (\$)	Derivative Instruments (\$)	Net Exposure (\$)	Impact on net assets			
					Strengthened by 5%		Weakened by 5%	
					(\$)	%	(\$)	%
USD	264,796	13	–	264,809				
Total	264,796	13	–	264,809				
% of Net Assets	99.9	–	–	99.9				
Total currency rate sensitivity					(13,240)	(5.0)	13,240	5.0

March 31, 2023								
Currency	Investments (\$)	Cash and Cash Equivalents (\$)	Derivative Instruments (\$)	Net Exposure (\$)	Impact on net assets			
					Strengthened by 5%		Weakened by 5%	
					(\$)	%	(\$)	%
USD	247,689	5	–	247,694				
Total	247,689	5	–	247,694				
% of Net Assets				99.8				
Total currency rate sensitivity					(12,385)	(5.0)	12,385	5.0

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 March 31, 2024, the Fund had target hedges of 0.0% (March 31, 2023 – 0.0%) against the USD.

ii. Interest Rate Risk

As at March 31, 2024 and 2023, the Fund did not have a significant exposure to interest rate risk related to fixed income investments.

iii. Other Price Risk

Impact on net assets	Increased by 10%		Decreased by 10%	
	(\$)	(%)	(\$)	(%)
March 31, 2024	26,480	10.0	(26,480)	(10.0)
March 31, 2023	24,769	10.0	(24,769)	(10.0)

iv. Credit Risk

As at March 31, 2024 and 2023, the Fund did not have a significant exposure to credit risk related to fixed income investments.

IPC MULTI-FACTOR U.S. EQUITY

ANNUAL AUDITED FINANCIAL STATEMENTS | March 31, 2024

NOTES TO FINANCIAL STATEMENTS (cont'd)

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

(d) Loss Carryforwards

Non-Capital Losses carryforward (\$)	Capital Losses carryforward (\$)
–	1,149

(e) Fair Value Classification

The table below summarizes the fair value of the Fund's financial instruments using the fair value hierarchy described in note 3.

	March 31, 2024				March 31, 2023			
	Level 1 (\$)	Level 2 (\$)	Level 3 (\$)	Total (\$)	Level 1 (\$)	Level 2 (\$)	Level 3 (\$)	Total (\$)
Exchange Traded Funds	1,102	–	–	1,102	1,249	–	–	1,249
Equities	263,694	–	–	263,694	246,440	–	–	246,440
Total	264,796	–	–	264,796	247,689	–	–	247,689

There were no significant transfers between Level 1 and Level 2.

(f) Commissions

	(\$)
March 31, 2024	60
March 31, 2023	30

(g) Securities Lending

	March 31, 2024 (\$)	March 31, 2023 (\$)
Value of securities loaned	4,084	961
Value of collateral received	4,303	1,018

	March 31, 2024		March 31, 2023	
	(\$)	(%)	(\$)	(%)
Gross securities lending income	104	100.0	5	100.0
Tax withheld	–	–	–	–
	104	100.0	5	100.0
Payments to securities lending agent	(19)	(18.3)	(1)	(20.0)
Securities lending income	85	81.7	4	80.0