

Independent Practitioner's Reasonable Assurance Report on Compliance

To the Board of Directors of Counsel Portfolio Services Inc. (the "Company")

Re: Compliance Report on National Instrument 81-102 for the year (or for the period since establishment of the Funds) ended March 31, 2022

We have undertaken a reasonable assurance engagement of the accompanying statement of the Company's compliance for the year (or for the period since establishment of the Funds) ended March 31, 2022, with the applicable requirements of Parts 9, 10 and 11 ("the specified requirements") of National Instrument 81-102 in respect of the Funds (as listed in Appendix A and collectively, the "Funds").

Management's Responsibility

Management is responsible for measuring and evaluating the Company's compliance with the specified requirements of National Instrument 81-102 and for preparing the Company's statement of compliance. Management is also responsible for such internal control as management determines necessary to enable the Company's compliance with the specified requirements.

Our Responsibility

Our responsibility is to express a reasonable assurance opinion on management's statement based on the evidence we have obtained. We conducted our reasonable assurance engagement in accordance with Canadian Standard on Assurance Engagements 3530, *Attestation Engagements to Report on Compliance*. This standard requires that we plan and perform this engagement to obtain reasonable assurance about whether management's statement is fairly stated, in all material respects.

Reasonable assurance is a high level of assurance, but is not a guarantee that an engagement conducted in accordance with this standard will always detect a material instance of non-compliance with specified requirements when it exists. Instances of non-compliance can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the decisions of users of our report. A reasonable assurance compliance reporting engagement involves performing procedures to obtain evidence about management's statement of the entity's compliance with specified requirements. The nature, timing and extent of procedures selected depends on our professional judgment, including an assessment of the risks of material misstatement of management's statement, whether due to fraud or error, and involves obtaining evidence about management's statement.

We believe the evidence we obtained is sufficient and appropriate to provide a basis for our opinion. Information relevant to the Company's compliance with the specified requirements of National Instrument 81-102 is set out in management's statement of compliance.

Our Independence and Quality Control

We have complied with the relevant rules of professional conduct / code of ethics applicable to the practice of public accounting and related to assurance engagements, issued by various professional accounting bodies, which are founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

The firm applies Canadian Standard on Quality Control 1, *Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance Engagements* and, accordingly, maintains a comprehensive system of quality control, including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Opinion

In our opinion, management's statement that the Company complied with the specified requirements of National Instrument 81-102 for the year (or for the period since establishment of the Funds) ended March 31, 2022, is fairly stated, in all material respects.

We do not provide a legal opinion of the Company's compliance with the specified requirements.

Purpose of Statement

Management's statement of compliance has been prepared to report to the securities regulatory authorities on the Company's compliance with the specified requirements of National Instrument 81-102. As a result, management's statement of compliance may not be suitable for another purpose.

Deloitte LLP

Chartered Professional Accountants
Licensed Public Accountants
July 8, 2022

Appendix A

List of Counsel Funds

Counsel Canadian Core Fixed Income
Counsel Global Dividend
Counsel Global Fixed Income
Counsel Global Real Estate
Counsel North American High Yield Bond
IPC Canadian Equity
IPC Conservative Income Portfolio
IPC Essentials Balanced Portfolio
IPC Essentials Equity Portfolio
IPC Essentials ESG Balanced Portfolio
IPC Essentials Growth Portfolio
IPC Essentials Income Portfolio
IPC Focus Balanced Portfolio
IPC Focus Conservative Portfolio
IPC Focus Equity Portfolio
IPC Focus Growth Portfolio
IPC Global Income & Growth Portfolio
IPC Monthly Income Portfolio
IPC Private Wealth Visio Balanced Growth Pool
IPC Private Wealth Visio Balanced Income Pool
IPC Private Wealth Visio Balanced Pool
IPC Private Wealth Visio Growth Pool
IPC Private Wealth Visio Income Pool
IPC Private Wealth Visio North American Equity High Income