

COUNSEL | PORTFOLIO SERVICES

Counsel North American High Yield Bond

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

For the year ended March 31, 2021

Fund Manager

Counsel Portfolio Services Inc.

Sub-Advisor

Putnam Investments Canada ULC

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

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.

For the Fund's current net asset values per security and for more recent information on general market events, please visit our website listed above.

CAUTION ON FORWARD-LOOKING STATEMENTS

This report may contain forward-looking statements which reflect our current expectations or forecasts of future events. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, or include words such as: "expects", "anticipates", "intends", "plans", "believes", "estimates", "preliminary", "typical" and other similar expressions. In addition, these statements may relate to future corporate actions, future financial performance of a fund or a security and their future investment strategies and prospects. Forward-looking statements are inherently subject to, among other things, risks, uncertainties and assumptions which could cause actual events, results, performance or prospects to differ materially from those expressed in, or implied by, these forward-looking statements. These risks, uncertainties and assumptions include, without limitation, general economic, political and market factors in North America and internationally, interest and foreign exchange rates, the volatility of global equity and capital markets, business competition, technological change, changes in securities legislation, changes in government regulations, changes in tax law, unexpected judicial or regulatory proceedings, catastrophic events, outbreaks of disease or pandemics (such as COVID-19), and the ability of Counsel Portfolio Services Inc. to attract or retain key employees. The foregoing list of important risks, uncertainties and assumptions is not exhaustive. Please consider these and other factors carefully and do not place undue reliance on forward-looking statements.

The forward-looking information contained in this report is current only as of the date of this report. There should not be an expectation that such information will in all circumstances be updated, supplemented or revised whether as a result of new information, changing circumstances, future events or otherwise.

Management Discussion of Fund Performance

June 8, 2021

This Management Discussion of Fund Performance presents the views of Counsel Portfolio Services Inc. ("Counsel") on the significant factors and developments during the year ended March 31, 2021 that have affected the Fund's performance and outlook. For information on the Fund's longer-term performance, please refer to the *Past Performance* section of the report.

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

Investment Objective and Strategies

The Fund seeks a high level of income with the potential for long-term growth by either directly or through securities of other mutual funds, primarily in Canadian and U.S. fixed-income securities, as well as mortgage backed securities, equity and equity-like securities that are expected to produce income.

Risk

The overall level of risk of investing in the Fund remains as discussed in the Fund's initial Simplified Prospectus. The Fund is suitable for investors who: seek North American fixed income investments to hold as part of their portfolio; want a medium-term investment; can handle the volatility of bond markets; and have a low to medium tolerance for risk. The Fund is only available on a prospectus-exempt basis and is not available to registered investors.

Results of Operations

Investment Performance

The performance of the Fund's Series 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 year, the Fund's Series O securities returned 10.03%. This compares with an 8.88% return of the mandate-specific index Bank of America Merrill Lynch High Yield Total Return Index. All index and series returns are calculated on a total return basis in Canadian dollar terms.

The high-yield market performed well over the period as investors anticipated economic growth and rising inflation because of expected progress in containing COVID-19. High-yield spreads (the difference in yield between government bonds and high-yield bonds of similar maturity) narrowed by almost 575 basis points as a result of accommodative monetary policy and government stimulus packages, leading to expectations of a stronger economic recovery. The typically lower duration of the high-yield sector was also a benefit as long-term treasury yields approached pre-pandemic highs.

The Fund outperformed the broad-based FTSE TMX Canada Bond Universe Total Return Index, which returned 1.62%. The broad-based index is comprised of Canadian fixed-income securities and has no exposure to high-yield, whereas the Fund invests in both Canadian and U.S. high-yield fixed-income securities. Given the Fund's composition, the mandate-specific index provides a more meaningful comparison.

The Fund outperformed the mandate-specific index primarily due to security selection within the Information Technology sector and overweight exposure to Communication Services sector.

During the year, the U.S. dollar ("USD") depreciated 10.87% against the Canadian dollar ("CAD"). As a result, the Fund's USD exposures detracted from returns. Selected hedging activities against the USD contributed relative to the unhedged indices with the Fund ending the period with a 37.5% target hedge.

Net Assets

The Fund's NAV increased by \$19.8 million, or 22.6%, to \$107.2 million as at March 31, 2021, from \$87.4 million at March 31, 2020. Of this increase, \$10.5 million was attributable to net sales and \$9.3 million to investment performance (after deducting fees and expenses).

Fees and Expenses

The Management Expense Ratio ("MER") for Series O of 0.00%, during the year ended March 31, 2021, was unchanged from the year ended March 31, 2020. No expenses (including management or administration fees) are charged to Series O, other than certain specific fund costs (primarily interest).

Recent Developments

Governments worldwide have enacted various measures in seeking to combat the spread of the COVID-19 virus. These measures have led to significant volatility in equity markets and material disruption to businesses globally, resulting in an economic slowdown.

Ongoing uncertainty regarding the duration and long-term impact of the pandemic and the implementation of vaccination programs, as well

as the efficacy of government and central bank monetary and fiscal interventions, may continue to affect the Fund's performance in future periods.

The sub-advisor has a positive 2021 outlook for the high yield market which supports a neutral view on valuations. The positive outlook on fundamentals is underpinned by COVID-19 vaccine development and expected distribution in the first half of the year, as well as the increased U.S. fiscal stimulus. With that said, the sub-advisor remains focused on the health of balance sheets and liquidity metrics, as well as downgrade/default risk. March was the most active new issuance month on record even while outflows continued from the asset class. Despite the spreads between government bonds and high yield bonds narrowing significantly through the second half of 2020, valuations still look relatively attractive in the face of much lower global rates. Risks to the sub-advisor's moderately constructive outlook include commodity price volatility, policy missteps from global central banks, and/or heightened geopolitical tension.

Effective February 24, 2021, Martin Taylor retired as a member of the Counsel Funds' Independent Review Committee.

In May 2021, the Fund's minimum credit rating was lowered from BB- to B to allow greater flexibility including an increase in the allocation to Convertible Securities.

Related Party Transactions

Management and Administration Services

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

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 the Counsel Funds' 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. At March 31, 2021, Top Funds owned nearly 100% of the Fund's NAV. As of March 31, 2021, Counsel had not received any additional notice of large redemptions. All related party transactions are based on the NAV per security on each transaction day.

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.

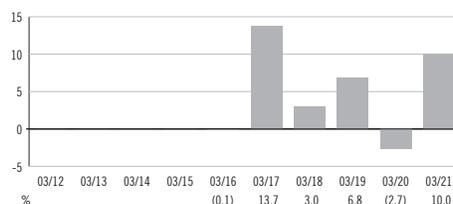
If you hold this Fund outside of a registered plan, income and capital gains distributions paid to you increase your income for tax purposes, whether paid in cash or reinvested in additional securities. The amount of reinvested taxable distributions is added to the adjusted cost base of the securities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

Year-by-Year Returns

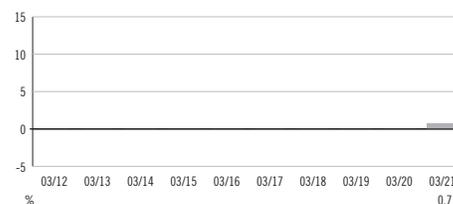
The bar chart shows how much an investment made on the first day of each financial year would have increased or decreased by the end of the respective periods. For the first year of a series, the percentage

shown will be the actual return of the series from its inception date, which can be found under *Series Information*. The chart illustrates how the Fund's performance has changed over time.

SERIES O



SERIES PRIVATE WEALTH



Annual Compound Returns

The Annual Compound Return table shows the annual compound total return for each series of the Fund for the periods shown ended March 31, 2021. The annual compound total return is also compared to the Fund's benchmark(s)¹ calculated on the same compound basis.

(%)	1 yr	3 yrs	5 yrs	10 yrs	Since inception ²
Series O	10.03	4.57	6.00	n/a	5.51
Series Private Wealth	n/a	n/a	n/a	n/a	0.70
ICE Bank of America Merrill Lynch US High Yield Index	8.88	5.63	7.32	n/a	Note 3
FTSE TMX Canada Universe Bond Index	1.62	3.77	2.83	n/a	Note 4

¹ The ICE Bank of America Merrill Lynch US High Yield Index tracks the performance of U.S. dollar denominated below investment grade corporate debt publicly issued in the U.S. domestic market.

The FTSE TMX Canada Universe Bond Index is a broad measure of the total return of Canadian bonds that mature in more than one year. It includes a broad range of Canadian federal, provincial, municipal and corporate bonds rated BBB or higher.

² Inception dates vary by series.

³ The returns of the ICE Bank of America Merrill Lynch US High Yield Index since inception for each applicable series are: Series Private Wealth 1.18 and Series O 6.05.

⁴ The returns of the FTSE TMX Canada Short Term Bond Index since inception for each applicable series are: Series O 3.11 and Series Private Wealth -4.44.

Summary of Investment Portfolio

as at March 31, 2021

The largest holdings of the Fund (up to 25) as at the end of the period and the major asset classes in which the Fund was invested are indicated below. The investments and percentages may have changed by the time you purchase securities of this Fund. The top 25 holdings are made available quarterly, 60 days after quarter-end, except for March 31, which is the fiscal year-end for the Fund, when they are available after 90 days. Please see the front page for information about how they can be obtained.

Summary of Top 25 Holdings

	% of net asset value
Cash and cash equivalents	3.2
CCO Holdings LLC 5.38% 06-01-2029 Callable 2024 144A	1.3
Altice France 5.50% 01-15-2028 Callable 2022 144A	0.7
Tenet Healthcare Corp. 4.88% 01-01-2026 Callable 2022 144A	0.7
Ford Motor Credit Co. LLC 4.00% 11-13-2030	0.6
Ally Financial Inc. 8.00% 11-01-2031	0.6
Watco Cos LLC 6.50% 06-15-2027 144A	0.6
Staples Inc. 7.50% 04-15-2026 Callable 2022 144A	0.5
Sprint Corp. 7.63% 03-01-2026 Callable 2025	0.5
Netflix Inc. 5.88% 11-15-2028	0.5
Sprint Corp. 7.88% 09-15-2023	0.5
CSC Holdings LLC 5.75% 01-15-2030	0.5
Terrier Media Buyer Inc. 8.88% 12-15-2027 Callable 2022 144A	0.5
Sprint Capital Corp. 6.88% 11-15-2028	0.5
HCA Healthcare Inc. 5.38% 09-01-2026 Callable 2026	0.5
Diversified Healthcare Trust 9.75% 06-15-2025	0.5
T-Mobile US Inc. 4.75% 02-01-2028 Callable 2023	0.4
Bausch Health Cos. Inc. 6.25% 02-15-2029 144A	0.4
SS&C Technologies Inc. 5.50% 09-30-2027 Callable 2022 144A	0.4
Kraft Heinz Foods Co. 3.00% 06-01-2026 Callable 2026	0.4
DISH DBS Corp. 5.88% 11-15-2024	0.4
Meredith Corp. 6.88% 02-01-2026 Callable 2021	0.4
Scotts Miracle-Gro Co. 4.50% 10-15-2029	0.4
Plantronics Inc. 5.50% 05-31-2023 Callable 144A	0.4
The Fresh Market Inc. 9.75% 05-01-2023 Callable 144A	0.4
	15.8

Summary of Composition of the Portfolio

% of net asset value

BY ASSET TYPE	
Corporate Bonds	88.4
Bank Loans	6.0
Equities	2.2
Cash and cash equivalents	3.2
Other	0.2
Total	100.0

BY REGION	
United States	85.6
Canada	4.4
Europe ex U.K.	4.0
Middle East and Africa	1.3
United Kingdom	1.2
Pacific ex Japan	0.2
Latin America	0.1
Cash and cash equivalents	3.2
	100.0

CURRENCY EXPOSURE	
United States dollars	62.3
Canadian dollars	37.7
	100.0

FIXED INCOME BY CREDIT RATING	
AA	0.2
BBB	5.7
BB	37.7
B	34.2
CCC	13.9
Unrated	2.7
	94.4

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 Security¹

Series O (in \$)	12 mo Mar. 31 2021	12 mo Mar. 31 2020	12 mo Mar. 31 2019	12 mo Mar. 31 2018	12 mo Mar. 31 2017
Net assets, beginning of period	9.05	9.87	9.81	10.46	9.84
Increase (decrease) from operations:					
Total revenue	0.51	0.57	0.61	0.61	0.60
Total expenses	–	–	–	–	–
Realized gains (losses) for the period	(0.14)	0.03	(0.41)	0.41	0.06
Unrealized gains (losses) for the period	0.52	(0.86)	0.44	(0.72)	0.65
² Total increase (decrease) from operations	0.89	(0.26)	0.64	0.30	1.31
Distributions:					
From income (excluding Canadian dividends)	(0.52)	(0.57)	(0.59)	(0.61)	(0.61)
From Canadian dividends	–	–	–	–	–
From capital gains	–	–	–	(0.35)	(0.08)
Return of capital	–	–	–	–	–
³ Total annual distributions	(0.52)	(0.57)	(0.59)	(0.96)	(0.69)
Net assets at period end	9.43	9.05	9.87	9.81	10.46

Series Private Wealth (in \$)	12 mo Mar. 31 2021	12 mo Mar. 31 2020	12 mo Mar. 31 2019	12 mo Mar. 31 2018	12 mo Mar. 31 2017
Net assets, beginning of period	10.00	n/a	n/a	n/a	n/a
Increase (decrease) from operations:					
Total revenue	0.25	n/a	n/a	n/a	n/a
Total expenses	–	n/a	n/a	n/a	n/a
Realized gains (losses) for the period	(0.43)	n/a	n/a	n/a	n/a
Unrealized gains (losses) for the period	0.25	n/a	n/a	n/a	n/a
² Total increase (decrease) from operations	0.07	n/a	n/a	n/a	n/a
Distributions:					
From income (excluding Canadian dividends)	(0.21)	n/a	n/a	n/a	n/a
From Canadian dividends	–	n/a	n/a	n/a	n/a
From capital gains	–	n/a	n/a	n/a	n/a
Return of capital	–	n/a	n/a	n/a	n/a
³ Total annual distributions	(0.21)	n/a	n/a	n/a	n/a
Net assets at period end	9.86	n/a	n/a	n/a	n/a

¹ These calculations are prescribed by securities regulations and are not intended to be a reconciliation between opening and closing net assets per security. The information presented is derived from the Fund's financial statements prepared in accordance with IFRS. The net assets presented here in this table and in the financial statements may differ from the NAV; an explanation of these differences can be found in Note 2 of the Fund's Financial Statements.

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

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

Ratios and Supplemental Data

Series O (in \$)	12 mo				
	Mar. 31 2021	Mar. 31 2020	Mar. 31 2019	Mar. 31 2018	Mar. 31 2017
¹ Total net asset value (\$000's)	107,150	87,402	81,315	82,669	87,293
¹ Securities Outstanding (000's)	11,367	9,654	8,242	8,431	8,345
² Management expense ratio (%)	–	–	–	–	–
² Management expense ratio before waivers or absorptions (%)	–	–	–	–	–
³ Trading expense ratio (%)	–	0.01	0.01	0.02	0.02
⁴ Portfolio turnover rate (%)	54.16	–	30.36	86.34	47.39

Series Private Wealth (in \$)	12 mo				
	Mar. 31 2021	Mar. 31 2020	Mar. 31 2019	Mar. 31 2018	Mar. 31 2017
¹ Total net asset value (\$000's)	1	n/a	n/a	n/a	n/a
¹ Securities Outstanding (000's)	–	n/a	n/a	n/a	n/a
² Management expense ratio (%)	0.17	n/a	n/a	n/a	n/a
² Management expense ratio before waivers or absorptions (%)	0.17	n/a	n/a	n/a	n/a
³ Trading expense ratio (%)	–	n/a	n/a	n/a	n/a
⁴ Portfolio turnover rate (%)	54.16	n/a	n/a	n/a	n/a

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

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

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

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

Series Information

The Fund may issue an unlimited number of securities for each series. The number of issued and outstanding securities of each series is disclosed in *Financial Highlights*. A 10-year history of the major changes affecting the Fund can be found in the Fund's Annual Information Form, available at www.counsellservices.com.

	Date of Inception	Minimum Investment (\$)	Management Fee (%)	Administration Fee ³ (%)
Series O ¹	October 29, 2015	–	–	–
Series Private Wealth ²	October 19, 2020	–	–	0.15

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

² There are no management fees for Series Private Wealth. An investor must enter into an agreement to participate in the IPC One Program offered by IPC Securities and agree to pay certain asset-based fees.

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

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