

## INDEPENDENT REVIEW COMMITTEE OF CANADA LIFE FUNDS 2022 REPORT TO UNITHOLDERS

June 20, 2022

Dear Unitholder,

The Independent Review Committee (the “IRC”) of the Canada Life Funds (the “Funds”, as listed in Schedule A), is pleased to provide its Annual Report to the Unitholders of the Funds (the “Report”) as required by National Instrument 81 – 107 *Independent Review Committee for Investment Funds* (“NI 81-107”).

The IRC’s mandate is to review conflict of interest matters identified and referred to it by Canada Life Investment Management Ltd. (the “Manager”), and to give its approval or recommendation, depending on the nature of the conflict of interest matter. A “conflict of interest matter” is a situation where a reasonable person would consider the Manager, or an entity related to the Manager, to have an interest that may conflict with the Manager’s ability to act in good faith and in the best interests of the Funds. In each instance where a conflict of interest matter is considered by the IRC, its focus is to determine if the Manager’s proposed action achieves a fair and reasonable result for the Funds.

At least annually, the IRC reviews and assesses the adequacy and effectiveness of the Manager’s policies and procedures relating to conflict of interest matters in respect of the Funds.

The IRC also conducts an annual self-assessment of its independence, compensation and effectiveness. This assessment was conducted at the IRC’s November 2021 meeting. Following the review, the IRC confirmed that each of its member remained independent and that the compensation paid to each of its members is considered to be reasonable. In addition, with a broad array of professional experience and expertise, the members concluded that they were individually and collectively effective in meeting the expectations of an independent review committee under NI 81-107 and the IRC’s Charter.

We look forward to continuing a constructive and collaborative working relationship with the Manager, and to continue to work in the best interest of the Funds when dealing with conflict of interest matters.

**Steve Geist**

Chair of the Independent Review Committee

### **Scope of Report**

The Funds have a financial year that ends on March 31. This report relates to the period from April 1, 2021 to March 31, 2022 (the “Reporting Period”).

### **IRC Membership**

The IRC became operational on December 22, 2020, and all members listed below were initially appointed on that date. Linda Currie was re-appointed for a three-year term effective December 22, 2021.

<b>IRC MEMBER</b>	<b>APPOINTMENT OR REAPPOINTMENT DATE</b>	<b>TERM EXPIRY DATE</b>	<b>OTHER IRC MEMBERSHIP(S)</b>
<b>Steve Geist (Chair)</b> Toronto, Ontario	Dec. 22, 2020	Dec. 22, 2023	Member of SEI Investments Canada IRC
<b>Joanne De Laurentiis</b> Toronto, Ontario	Dec. 22, 2020	Dec. 22, 2022	Chair of PIMCO Canada IRC
<b>Linda Currie</b> Toronto, Ontario	Dec. 22, 2021	Dec. 22, 2024	None

The members of the IRC bring to their duties a wide range of business experience, as set out in their respective biographies below.

#### **Steve Geist**

Steve is a Corporate Director with over 30 years of experience in financial services. He retired from CIBC in 2017 where he was Senior Executive Vice President and Group Head, CIBC Wealth Management. Prior to that role, Steve was President and CEO of CIBC Asset Management, one of Canada's largest asset managers. He previously held senior positions with TD Asset Management, Fidelity Investments and Price Waterhouse.

Steve serves on the Board of the Ontario Financing Authority, and is also the Chair of the Capital Sector Audit Committee for the Province of Ontario. He is a past director of the Investment Funds Institute of Canada (IFIC), the Mutual Funds Dealers Association (MFDA) and Royal St. George’s College. Steve is a Chartered Professional Accountant with an FCPA/FCA designation and also holds the ICD.D designation. He is a Certified Financial Planner and has a Bachelor of Business Administration degree from Wilfrid Laurier University.

#### **Joanne De Laurentiis**

Joanne is an experienced, senior executive and Board member. She has excelled in creating fit-for-purpose management structures; led marketing, research, and strategic planning initiatives; and contributed to the development of sound regulatory and legislative frameworks for the financial services sector.

Joanne currently serves as Chair of the Board of the Financial Services Regulatory Authority and Vice-Chair of the Toronto Transit Commission. Past leadership roles include President & CEO of the Investment Funds Institute (IFIC), CEO of Credit Union Central of Canada, and Interac, Vice-President, Public Affairs for the Canadian Bankers Association and chief of staff to a Minister in the Ontario Government. She holds a Master’s degree in Political Science from Western University.

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### Linda Currie

Linda is a retired senior partner and former Chair of the Investment Funds & Asset Management Practice of Osler, Hoskin & Harcourt LLP. She practiced corporate and securities law for more than 30 years with a particular emphasis on financial services, investment funds, asset management and related securities regulatory matters. Linda advised Canadian and international asset management firms, and the boards and independent review committees of investment funds. She was a member of the Investment Funds Advisory Committee of the Ontario Securities Commission and has sat on the boards of two public mutual fund corporations.

Linda holds a Bachelor of Arts with Honours from Western University, a Bachelor of Education from the University of Toronto and a Bachelor of Laws from Osgoode Hall at York University. Before her career in law Linda taught French and Art at North Toronto Collegiate.

### **Holding of Securities**

All IRC members are independent of the Manager and maintain transparency in relation to their personal holdings of Funds and securities of the Manager.

### **Funds**

As at March 31, 2022 the members of the IRC did not beneficially own, directly or indirectly, in the aggregate, more than 0.1% of any outstanding units of any series of the Funds.

### **Manager**

As at March 31, 2022, the members of the IRC did not beneficially own directly or indirectly, in the aggregate, more than 0.1% of any class or series of voting or equity securities of the Manager or its indirect parent company, Great-West Lifeco Inc.

### **Service Providers**

As at March 31, 2022, the members of the IRC did not beneficially own, in the aggregate, directly or indirectly, more than 0.1% of any class or series of voting or equity securities of any material service provider to the Funds or the Manager.

### **IRC Compensation and Indemnities**

The aggregate compensation (including any expenses) paid by the Funds to the IRC for the Reporting Period was \$130,000. This amount was allocated among the Funds in a manner that is considered by the Manager to be fair and reasonable to the Funds.

The initial compensation was set by the Manager. As at the date of this Report, each member of the IRC receives an annual retainer of \$40,000 (\$50,000 for the Chair), which includes attending meetings. Members are also entitled to be reimbursed for all reasonable expenses incurred in the performance of their duties, including reasonable travel and accommodation expenses. The IRC reviews its compensation annually by giving consideration to the following factors:

1. the best interest of the Funds;
2. industry practices, including industry averages and surveys on IRC compensation;
3. the number, nature and complexity of the Funds for which the IRC acts;
4. the nature and extent of the workload of each member of the IRC, including the time commitment that is expected from each member; and
5. any recommendations concerning IRC compensation made by the Manager.

No indemnities were paid to the IRC by the Funds or the Manager during the Reporting Period.

### **IRC Charter**

On May 27 and August 12, 2021, the IRC reviewed, updated and approved its Charter.

### **Conflict of Interest Matters**

NI 81-107 requires the IRC to review all conflicts of interest matters identified and referred to it by the Manager, and to give its approval or recommendation, depending on the nature of the conflict of interest matter.

The IRC may also issue standing instructions to the Manager in conjunction with an approval or a recommendation to enable the Manager to engage in the particular conflict of interest matter on a continuing basis. The Manager must present its written policies and procedures on each conflict of interest matter, as well as the related standing instructions, to the IRC for its review and assessment on an annual basis.

For each of the approvals or recommendations summarized below, the IRC reviewed and re-issued standing instructions during the Reporting Period. In addition, the IRC will review any requests from the Manager to terminate existing, or issue new, standing instructions'. There were no such requests during the Reporting Period.

### **Approvals and Standing Instructions**

The Manager received positive approvals and renewed standing instructions in respect of the conflict of interest matters addressed by the following policies:

1. ***Investments in Securities of a Related Company***: during the Reporting Period, the Manager relied upon the approval and standing instructions issued by the IRC to enable the Funds to invest in related issuers of the Funds. Absent IRC approval, the Funds could not have made these investments. For the purposes of the above, a related issuer of a Fund is an issuer: (i) who is a substantial securityholder of the Manager (holding more than 20% of the voting securities of the Manager), or (ii) in which a substantial securityholder of the Manager has a significant interest (holding more than 10% of the voting securities of the issuer), or (iii) of which a director or officer of the portfolio manager or an affiliate of the portfolio manager is also a director or officer.

The standing instructions require that the Manager acts in accordance with its Investment in Securities of a Related Company Policy (the "Related Issuer Policy"), make periodic reports of its adherence to the Policy accompanied by certificates of the applicable portfolio managers attesting thereto, and to provide timely notification of any material breaches of, or exceptions to, the Related Issuer Policy.

2. ***Cross Trade***: during the Reporting Period, there were transactions for which the Manager relied on the approval and standing instructions issued by the IRC to engage in cross trading. Cross trading occurs when a Fund purchases portfolio securities from, or sells portfolio securities to, another Fund. The Manager's Cross Trade Policy (the "Cross Trade Policy") permits cross trades between the Funds or between a Fund and a fund governed by National Instrument 81-107 managed by an affiliate of the Manager. Absent IRC approval, the Funds would not be able to engage in cross trading.

The standing instructions require the Manager to act in accordance with the Cross Trade Policy, make periodic reports of its adherence to the Policy and provide timely notification of any material breaches of, or exceptions to, the Policy.

### Positive Recommendations and Standing Instructions

The Manager received positive recommendations and renewed standing instructions in respect of the conflict of interest matters addressed by the following policies:

1. **Dissemination of Portfolio Information:** governs the release of information about a Fund's investments.
2. **Gifts and Entertainment:** governs the *acceptance* of gifts and entertainment by the Manager's personnel.
3. **Personal Trading for Fund Insiders:** governs the personal trading of individuals who have access to inside information about the Funds.
4. **Personal Trading for Access Persons:** governs the personal trading of individuals who have access to portfolio information about the Funds.
5. **Best Execution:** governs the oversight of the execution of trades of portfolio securities by brokers, including the selection of brokers and commissions paid.
6. **Proxy Voting:** governs voting of proxies held by the Funds.
7. **Use of Client Brokerage Commissions:** governs the acceptance of services by the Manager from brokers that execute portfolio transactions for the Funds.
8. **Trade Allocation:** governs the allocation of investment opportunities among the Funds and other accounts.
9. **Short-Term Trade Monitoring:** governs the monitoring of potential harmful investor activity.
10. **Fund Gain/Loss Accounting:** governs the correction of errors in calculating the security price of a Fund, in managing investor transactions, and in trading a Fund's portfolio securities.
11. **Valuation:** governs the determination of the value of a Fund's portfolio securities.
12. **Sub-Advisor Compliance Oversight:** governs the oversight of the Funds' sub-advisors.
13. **Redemption and Disposition for Investments in Funds:** governs the process by which the Manager withdraws seed capital from the Funds
14. **Investment Management Change:** governs investment management changes where the change results in an economic benefit to the Manager or a related entity.
15. **Large Transactions in Mutual Funds:** governs the arrangements made by the Manager for accepting significant purchases and redemptions in the Funds.
16. **Affiliated Service Provider:** governs the engagement and oversight of Mackenzie Financial Corporation as a key service provider to the Funds.

The Manager has an obligation to notify the IRC of any instance in which the Manager acted in a conflict of interest matter but did not meet a condition imposed by the IRC in its approval or recommendation.

The IRC is required to advise the securities regulatory authorities if it is aware of an instance where the Manager acted in a conflict of interest matter but did not comply with conditions imposed by securities legislation or the IRC in its approval.

During the Reporting Period, the Manager advised the IRC of isolated transactions by certain sub-advisors in contravention of the Manager’s Cross Trade policy and procedures. These breaches were discussed at the IRC meetings on September 16, 2021 and November 25, 2021. The Manager and the IRC determined there were no adverse effects to the Funds from the breaches. The IRC was of the opinion that the remedial steps taken by the Manager in respect of these breaches were adequate. As required, the IRC Chair notified the Ontario Securities Commission of these breaches.

#### Negative Recommendations

The IRC is not aware of any instance in which the Manager acted in a conflict of interest matter referred to the IRC for which the IRC did not give a positive recommendation. The Manager has an obligation to notify the IRC of any such instance.

#### Additional Information

This Report is available on the Funds’ website by clicking “Independent review committee” under “Governance and other important information” on the “Legal and Regulatory Disclosures” page at [www.canadalifeinvest.ca](http://www.canadalifeinvest.ca); alternatively, you may request a copy, at no cost to you, by contacting Canada Life toll-free at 1-888-532-3322. This document and other information about the Funds are also available at [www.sedar.com](http://www.sedar.com).

Unitholders who would like additional details regarding the activities of the IRC may contact the Manager at the above phone number. Questions for members of the IRC may be e-mailed to: [irc@canadalife.com](mailto:irc@canadalife.com).

## **SCHEDULE A: CANADA LIFE FUNDS**

**As at March 31, 2022**

### **Fixed Income Funds**

Canada Life Money Market Fund  
Canada Life Pathways Money Market Fund  
Canada Life Short-Term Bond Fund  
Canada Life Canadian Core Bond Fund  
Canada Life Pathways Core Bond Fund  
Canada Life Canadian Core Plus Bond Fund  
Canada Life Pathways Core Plus Bond Fund  
Canada Life Canadian Tactical Bond Fund  
Canada Life Pathways Global Core Plus Bond Fund  
Canada Life Floating Rate Income Fund  
Canada Life Canadian Corporate Bond Fund  
Canada Life North American High Yield Fixed Income Fund  
Canada Life Unconstrained Fixed Income Fund  
Canada Life Sustainable Global Bond Fund  
Canada Life Global Multi-Sector Fixed Income Fund  
Canada Life Pathways Global Multi Sector Bond Fund  
Canada Life Long Term Bond Fund  
Canada Life International Bond Fund (CLI) <sup>(1)</sup>

### **Canadian Balanced Funds**

Canada Life Canadian Fixed Income Balanced Fund  
Canada Life Canadian Income Fund <sup>(2)</sup>  
Canada Life Monthly Income Fund <sup>(3)</sup>  
Canada Life Strategic Income Fund  
Canada Life Canadian Value Balanced Fund  
Canada Life Canadian Growth Balanced Fund  
Canada Life Canadian Stock Balanced Fund <sup>(4)</sup>

### **Global Balanced Funds**

Canada Life Global Monthly Income Fund <sup>(5)</sup>  
Canada Life Global Growth and Income Fund  
Canada Life Global Balanced Fund  
Canada Life Global Value Balanced Fund  
Canada Life Global Growth Balanced Fund  
Canada Life Global Growth Opportunities Balanced Fund

### **Canadian Equity Funds**

Canada Life Canadian Low Volatility Fund  
Canada Life Canadian Core Dividend Fund  
Canada Life Canadian Focused Dividend Fund  
Canada Life Canadian Dividend Fund  
Canada Life Canadian Focused Growth Fund  
Canada Life Canadian Equity Fund  
Canada Life Pathways Canadian Equity Fund

Canada Life Canadian Value Fund  
Canada Life Canadian Growth Fund  
Canada Life Pathways Canadian Concentrated Equity Fund  
Canada Life Canadian Focused Value Fund  
Canada Life Canadian Small-Mid Cap Fund

### **U.S. Equity Funds**

Canada Life U.S. Low Volatility Fund  
Canada Life U.S. Dividend Fund  
Canada Life American Value Fund  
Canada Life U.S. Value Fund  
Canada Life U.S. Growth Fund  
Canada Life US All Cap Growth Fund  
Canada Life Sustainable U.S. Equity Fund  
Canada Life Pathways US Equity Fund  
Canada Life Pathways US Concentrated Equity Fund  
Canada Life U.S. Small-Mid Cap Growth Fund  
Canada Life U.S. Mid Cap Growth Fund

### **Global and Regional Equity Funds**

Canada Life Global Low Volatility Fund  
Canada Life Global Dividend Fund  
Canada Life Foreign Equity Fund  
Canada Life Sustainable Global Equity Fund  
Canada Life Global All Cap Equity Fund  
Canada Life Global Founders Fund  
Canada Life Global Growth Equity Fund  
Canada Life Global Growth Opportunities Fund  
Canada Life International Equity Fund  
Canada Life International Growth Fund  
Canada Life Pathways International Equity Fund  
Canada Life Pathways International Concentrated Equity Fund  
Canada Life Global Small-Mid Cap Growth Fund  
Canada Life European Equity Fund  
Canada Life Emerging Markets Equity Fund  
Canada Life Pathways Emerging Markets Large Cap Equity Fund  
Canada Life Pathways Emerging Markets Equity Fund  
Canada Life Pathways Global Tactical Fund

### **Sector Funds**

Canada Life Global Infrastructure Fund  
Canada Life Global Real Estate Fund  
Canada Life Global Resources Fund  
Canada Life Precious Metals Fund  
Canada Life North American Specialty Fund  
Canada Life Science and Technology Fund

**Managed Solutions**

Canada Life Diversified Fixed Income Portfolio  
Canada Life Conservative Portfolio  
Canada Life Moderate Portfolio  
Canada Life Balanced Portfolio  
Canada Life Advanced Portfolio  
Canada Life Aggressive Portfolio

Canada Life Risk-Managed Conservative Income Portfolio  
Canada Life Risk-Managed Balanced Portfolio  
Canada Life Risk-Managed Growth Portfolio  
Canada Life Risk Reduction Pool  
Canada Life Sustainable Conservative Portfolio  
Canada Life Sustainable Balanced Portfolio  
Canada Life Sustainable Growth Portfolio

- (1) Effective on or about June 24, 2022, the Fund is renamed Canada Life Foreign Bond Fund
- (2) Effective April 25, 2022, the Fund is renamed Canada Life Canadian Fixed Income Balanced Fund II
- (3) Effective April 25, 2022, the Fund is renamed Canada Life Strategic Income Fund II
- (4) Effective April 25, 2022, the Fund is renamed Canada Life Canadian Growth Balanced Fund II
- (5) Effective April 25, 2022, the Fund is renamed Canada Life Global Strategic Income Fund