PORTLAND INVESTMENT COUNSEL®

PORTLAND ADVANTAGE PLUS – EVEREST FUND
PORTLAND ADVANTAGE PLUS – MCKINLEY FUND
PORTLAND ADVANTAGE PLUS – VALUE FUND
PORTLAND GLOBAL ARISTOCRATS PLUS FUND

INTERIM FINANCIAL REPORT

MARCH 31, 2017

2017 INTERIM FINANCIAL REPORT

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Table of Contents

FUND COMMENTARY

PORTFOLIO MANAGEMENT TEAM	**Michael Lee-Chin** Executive Chairman, Chief Executive Officer and Portfolio Manager	**Dragos Berbecel** Portfolio Manager

Portland Advantage Plus – Everest Fund
Portland Advantage Plus – McKinley Fund

MARCH 31, 2017

RECENT DEVELOPMENTS AND OUTLOOK

One of the key tenets of Portland Investment Counsel Inc.'s (the Manager) investment strategy for the Portland Advantage Plus – Everest Fund (Everest) and Portland Advantage Plus – McKinley Fund (McKinley) has been to acquire quality cash generative businesses with a history of consistently paying dividends, by taking advantage of the variability in prices of these companies in the equity markets. The Manager then overlays a risk mitigation strategy based on portfolio construction, value discipline and prudent use of leverage. Another distinguishing feature of Everest and McKinley is focused investing. The Manager has long held the view that the key to wealth creation is owning a few high quality businesses. By using a concentrated investment strategy, the Manager leverages its best investment ideas, which is expected to aid Everest and McKinley in meeting their investment objectives. As of March 31, 2017, each of the underlying portfolios held 17 investments.

The energy market sell-off, initiated in the third quarter of 2014, has abated somewhat over the reporting period, with the price of crude oil as measured by the North American benchmark, the West Texas Intermediate (WTI), reaching $50.60/barrel by March 31, 2017, a mere 5% improvement over the $48.24 crude oil price as at September 30, 2016. The Manager had previously indicated that it had expected uncertainty to continue over the last quarter of 2016 and first quarter of 2017 as headlines around buildup of crude and product inventories in the U.S. would take primacy, with little to offset these news before the start of the U.S. driving season and refinery ramp-up. Indeed, in the aftermath of the oil production cuts agreed by OPEC (Organization of the Petroleum Exporting Countries) and non-OPEC producers in November, 2016, crude oil prices have traded mostly sideways as markets were waiting to firstly get confirmation of compliance with agreed cuts and secondly see evidence of global crude oil inventories drawdowns.

On the last day of November, 2016, OPEC made good on its promise to agree on the details of the organization-wide production cut, as revealed at the end of its September 28 round of talks in Algiers. Helpfully, the new production target is at the lower end of the previously announced range of 32.5 to 33.0 million barrels of oil equivalent per day (boed), implying a cut of about 1.2 million boed or some 4.5% of the cartel's production. Iran was allowed to just "freeze" production, at levels in line to its pre-sanctions output (around 3.8 million boed), while Nigeria and Libya were exempt from the agreement, as their production has been affected by conflicts. The coordinated production cut is OPEC's first in eight years, since the depths of the last recession, and brings back the oil producing countries' cartel into relevance, which it had seemingly lost when it refused to explore a production cut at its meeting in November of 2014. The agreement contains a provision that it can be extended for a further six months. Compliance with the production targets has been surprisingly strong, in particular from the part of OPEC members, with Saudi Arabia exceeding its target at times and current talks giving increased credence to an extension of the agreement, albeit unlikely to be formalized before OPEC's next scheduled meeting at the end of May. A number of recent reports, including from OPEC itself, indicate that, even on the basis of supply and demand dynamics before the announced production cuts, the crude oil market was likely to re-balance towards the middle of 2017. As such, the current production curtailment measures are meant to accelerate the draw-down of crude oil inventories globally.

The Manager continues to believe that the fundamental operations of our energy holdings remain robust, even in this challenging environment. As such, we have continued to maintain elevated levels of exposure to the energy sector, through our oil and gas exploration and production holdings, and plan on doing so until we see a substantial recovery in the energy space. As at March 31, 2017, energy holdings constituted 50.7% (of which 41.8% in the oil and gas production and exploration space) and 37.6% (of which 30.8% in the oil and gas production and exploration space) of the portfolios' total assets, for Everest and McKinley, respectively.

We continue to believe that the current oil prices are unsustainable, as evidenced by the more than 20% back-to-back drops in global oil industry capex in 2015 and 2016 adding up to some $1 trillion in overall spending cuts towards finding and developing reserves by 2020. Capex cuts of such magnitude are unprecedented and are sowing the seeds of future supply shortfall as demand continues to grow. In other words, the longer lower oil prices stay low, the higher the eventual rebound.

Energy companies held in Everest and McKinley have responded to the protracted low price environment and uncertain near-term outlook by further curtailing capital expenditures, extending financing facilities, raising capital to strengthen balance sheets and continuing their broad hedging programs, while maintaining robust production levels. They have been and are likely to continue to benefit from significant cost reductions and improvements in production efficiency compared to 2014.

It needs to be emphasized, we believe, that the recovery in the market values of oil and gas exploration and production (E&P) companies is not a linear function of the crude oil price, but rather a combination of price, operating leverage and balance sheet leverage. As such, there are likely a couple of inflection points in the performance of E&P companies. In broad terms, a WTI level in the low $30/barrel could signify potential liquidity and solvency issues for many operators, with the associated drops in valuations, while levels in the $50 to $60/barrel range are more indicative of cash flow positive operations and significant uplift in valuations.

The performance of our energy holdings was negative during the period, though it did improve through the end of 2016, following OPEC's production cut announcement, eroding significantly since the beginning of 2017 as news heralding continued buildup of U.S. crude oil inventories took precedence. As mentioned above, we see such developments as largely seasonal and believe that global crude oil inventory are set to accelerate their drawdown, even more so should OPEC and its partners decide to extend the cuts. This is likely to be supportive of crude oil prices both globally, but also in North America.

Current crude oil prices afford a level of operating cash generation in some cases exceeding the cost to support production growth and cover dividend payments, though excess cash flows are only marginally positive. We have opportunistically added to our energy holdings during the period.

Whitecap Resources Inc. reported fourth quarter results which point to an improving cash flow profile, which in turn could, we believe, lead to an upwards revision of the dividend over the following quarter. Management has guided for a top quartile 14% production per share increase for 2017. Whitecap managed to increase the production in its newly acquired Saskatchewan lands by 16% since the time of acquisition from Husky Energy in mid 2016, an indication that the company's recent M&A is bearing fruit and could lead to further tuck-in deals.

Crescent Point Energy Corp. increased its capital program for 2017 to $1.45 billion, including $100 million saved from its 2016 budget. On such basis, the company is expected to experience a 10% production growth by the end of 2017, though production per share is more likely to be flat to slightly positive, given the company decided to issue equity in the fall of 2016 to expand its program. Though, in hindsight, the company's decision to issue additional equity may turn out to be the right decision, given the attractive capital efficiency available to the company at its drilling locations, the markets reacted negatively to what it was perceived as a poorly communicated strategy. The company admitted its communication shortcomings and is taking measures to improve. Rumors of activist involvement, which ultimately turn out to be unfounded, provided a temporary boost to the otherwise battered shares. We believe that the current depressed valuation level would turn out to be a rare opportunity to buy into great quality assets.

During the period we had the opportunity to meet with Baytex Energy Corp.'s incoming CEO, Ed LaFehr, and discuss the most recent company developments, including Baytex's recent acquisition of Murphy Oil's Peace River assets. Not surprisingly, the new CEO believes the company's leverage to a recovery in the crude oil prices, via its relatively high exposure to oil (as opposed to natural gas), as well as its operating and financial leverage, provide a very attractive potential equity upside. A view which we share is that, going forward, the winners in the industry need to be able to vigorously grow production on the basis of a $60 to $70/barrel environment and we believe the companies we currently hold in the Fund meet the criterion. Baytex's priorities going forward are focusing on sustaining and (modestly for now) growing production and addressing the debt load.

Cardinal Energy Ltd. achieved record average production of 14,957 boed during its third quarter and closed the year at approximately 15,000 boed. Its average production increased by 23% during 2016. The company's less than 15% production decline rate enables Cardinal to weather periods of low commodity pricing with minimum capital spending. Cardinal expects, in an oil price environment of above $50 WTI, that it would be able to provide double digit production growth for 2017. The company is set to benefit from the rebound in commodity prices with increased spending for 2017. Cardinal will drill a record number of wells targeting multiple plays across its asset base. Acquisitions are a core part of Cardinal's business strategy and although 2016 was a quiet year on the mergers and acquisitions (M&A) front, the company closed an acquisition in Wainwright in late Q4 for $32 million.

Outside of the energy space, the holdings had performed well, specifically our more interest sensitive holdings, such as Ares Capital Corporation, Brookfield Infrastructure Partners L.P., Veresen Inc., TransAlta Renewables Inc. and IGM Financial Inc., as financial services firms stand to gain from an improvement in their net interest margin, driven by a tighter monetary policy, whereas Canadian utilities benefited from confirmation of continued supportive monetary policy from the Bank of Canada. Northland Power Inc. had a notably flat performance over the period, we believe, on account of the company already trading at elevated levels supported by acquisition expectations. On the basis of our views we had reduced our exposure to Northland Power and used the proceeds to invest in Veresen and Pattern Energy Group Inc., mostly prior to the beginning of the current period.

FINANCIAL HIGHLIGHTS

For the period from September 30, 2016 to March 31, 2017, the Funds' benchmark, the S&P/TSX Composite Total Return Index had a return of 7.1%. For the same period, Everest and McKinley Series F units had a return of (8.8%) and (5.1%), respectively. Unlike the Index, these returns are after the deduction of fees and expenses. Everest's underperformance was due to the fund's energy sector (overweight), offset by the positive relative contribution of Everest being overweight in the utilities sector. McKinley's underperformance was due to the fund's energy sector (overweight), offset by the positive relative contribution of McKinley being overweight in the utilities sector. Leverage amplified the underperformance for both Everest and McKinley.

As at March 31, 2017, based on Everest's total assets, the top 5 sector exposure was constituted by energy 50.7%, financials 20.8%, utilities 16.4%, telecommunication services 10.5% and consumer staples 1.1%. Similarly, based on McKinley's total assets, the top 5 sector exposure was constituted by energy 37.6%, utilities 26.2%, financials 20.7%, telecommunication services 10.6% and consumer staples 4.0%.

Everest and McKinley make use of low-cost leverage to invest in a portfolio with a dividend yield that currently provides a substantial spread over the cost of borrowing. Based on settlement date activity, leverage was, as of March 31, 2017, 67.7% and 68.2% of the portfolio, for Everest and McKinley, respectively. As of the same date, the underlying portfolios' dividend yield was 4.6% and 4.7% for Everest and McKinley, respectively, which, upon the application of leverage, translates into a gross 14.3% and 14.9% yield to the equity, for Everest and McKinley, respectively. The Manager believes that the stream of dividends generated by the underlying investments provide an attractive entry point for investors looking for equity based high yield. As of March 31, 2017, the funds provide a 10.7% and 8.4% distribution yield for investors in the Series F of Everest and McKinley, respectively.

Going forward, we believe that Everest and McKinley are well-positioned to meet their investment objectives which are to provide income and achieve, over the long-term, an above average return by combining a leveraged investment strategy with focused investment primarily in a limited number of long securities positions.

Notes

Certain statements included in this Commentary constitute forwardlooking statements, including those identified by the expressions "anticipate," "believe," "plan," "estimate," "expect," "intend" and similar expressions to the extent they relate to Everest and McKinley. These forward-looking statements are not historical facts, but reflect the current expectations of the portfolio management team regarding future results or events of the Funds. These forward-looking statements are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations. The portfolio management team has no specific intention of updating any forward-looking statements whether as a result of new information, future events or otherwise, except as required by securities legislation.

Certain research and information about specific holdings in Everest and McKinley, including any opinion, is based upon various sources believed to be reliable, but it cannot be guaranteed to be current, accurate or complete. It is for information only, and is subject to change without notice.

PORTFOLIO MANAGEMENT TEAM

Michael Lee-Chin
Executive Chairman, Chief Executive Officer and Portfolio Manager

Dragos Berbecel
Portfolio Manager

Portland Advantage Plus – Value Fund

MARCH 31, 2017

RECENT DEVELOPMENTS AND OUTLOOK

Portland Advantage Plus – Value Fund (Value+) aims to generate an above average return by combining a leveraged investment strategy with focused investment primarily in a limited number of long securities positions. Value+ invests in a small number of quality equities, ordinarily selected from liquid, large cap stocks, domiciled in long-term growth industries, which the Manager believes are undervalued and/or have the potential of increased returns due to activist investor campaigns. The Manager then overlays a risk mitigation strategy based on portfolio construction, value discipline and prudent use of leverage. A distinguishing feature of Value+ is focused investing. The Manager has long held the view that the key to wealth creation is owning a few high quality businesses. By using a concentrated investment strategy, the Manager leverages its best investment ideas, which is expected to aid Value+ in meeting its investment objectives. As of March 31, 2017, the Value+ underlying portfolio held 11 investments.

Activist investors are value investors with a push. They are looking for opportunities to demand a change in a company's strategy in order to unlock shareholder value. Common strategies include demanding a raise in dividends/share buybacks, the divestment of assets and/or the embracing or rejecting of mergers and acquisitions. Activist investors achieve their goals by cooperating with other institutional investors, acquiring board representation and/or changing the management of the target company.

During the period and in large part driven by what it is perceived as largely reflationary economic policies from the new Donald Trump-led U.S. administration, the U.S. Fed has accelerated the pace of its previously tentative monetary tightening. With two Fed Funds rate raises since last September and expectations for a couple more during the year, the excessive liquidity available to the capital markets is, albeit gradually, mopped up. Such a development, we believe, is likely to favour value based investment strategies, which have otherwise underperformed growth strategies since the beginning of the current market cycle, some eight years earlier. With valuations getting ahead of the fundamentals in certain areas of the market, the Manager believes that companies influenced by eminent capital allocators and activist investors have the ability to stand out by adapting quicker to market forces and improving their profitability through both operational changes and balance sheet optimization.

As expected, given the focused mandate of Value+, the performance was mainly driven by company specific developments, the most important of which are detailed below.

John Malone-backed Liberty Global PLC Latin America and Caribbean (LiLAC), whose performance is tracked by the NASDAQ listed LiLAC shares, serves 10 million video, data, voice and mobile subscribers. During the period, the company revealed a better than expected set of results for its last quarter of 2016, driven by robust results at its Cable & Wireless Communications PLC division as well as solid 10% growth in its Chilean business. The company also guided for a strong level of operating cash flows (OCF) for 2017, at a $1.5 billion level. Nonetheless, LiLAC had suffered significant selling pressure in the aftermath of the de-merger via stock dividend by Liberty Global in Q3 of 2016 and recent appreciation following Q4 results has been relatively modest. With its fourth quarter results release, LiLAC held its first ever separated conference call and re-iterated its intention to pursue a full legal separation from Liberty Global this year, a positive catalyst, we believe, since it would allow for certain investors, otherwise precluded from holding tracking share, to consider LiLAC shares. Speaking to the attractiveness of the LiLAC valuation, the company announced a $300 million share buy-back program, an action used frequently by John Malone throughout his storied career. Driven by the region's favourable demographics, relatively low technological penetration and industry readiness for consolidation, we believe LiLAC, through its asset base and capabilities transferred from John Malone's Liberty entities, is uniquely positioned to outperform. We find the value proposition very compelling and apparently we're not alone, given that, during the period, it has been revealed that prominent value investors have taken an interest in the company. Warren Buffett's Berkshire Hathaway Inc. is the company's third largest holder of "A" shares, with other notable investors including Jeremy Grantham's Grantham, Mayo, Van Otterloo & Co. LLC, Bill Gates and his foundation, as well as long-time John Malone supporter, Mario Gabelli.

The main detractor of the performance of Value+ during the period was Hertz Global Holdings Inc., as the company, backed by activist investor Carl Icahn, with a 35% stake, issued a profit warning and ended up significantly underperforming its earlier guidance for 2016. Subsequently, Hertz announced the replacement of its chief executive and a reduction in its board size for January of 2017. The new CEO is Kathryn Marinello, who sits on the boards of AB Volvo and General Motors. Marinello has been a senior advisor of Ares Management LLC since March 2014 and was CEO of customer management services provider Stream Global Services Inc. from 2010 to 2014. She has worked for more than 10 years at General Electric. During the period, a number of other activist investors built a stake in the company, including Mario Gabelli's Gabelli Funds, Larry Robbins' Glenview Capital and Paul Reeder's PAR Capital Management. Going forward, the management expects certain headwinds to persist into 2017 (used car market being one), though more diminished, and that the industry environment would become more favourable, as indicated by recent pricing trends. Hertz also expects that its go-to-market and technology overhaul will start bearing some fruit over the next couple of years.

Restaurant Brands International Inc. was a major contributor to performance during the period for Value+, driven by positive market reaction to continued operational improvements, international expansion, but also by continued interest in pursuing accretive acquisitions. The company's costs reduced by 16% in the last quarter of 2016, while its total revenue increased by 5% during the same period. Early into 2017, the company announced the establishment of a master franchise joint venture with the purpose of launching the Tim Hortons brand in Mexico. Subsequently, Restaurant Brands International announced the acquisition of Popeye's Louisiana Kitchen's over 2,000 of restaurants for $1.8 billion in cash, undoubtedly a source of future cost savings and expansion opportunities. We expect that, under the stewardship of the controlling shareholder, the 3G Group, the company will continue its acquisitive trajectory, followed by the implementation of now well-known value creation measures, such as zero based budgeting.

Berkshire Hathaway turned out to be one of the key beneficiaries of the Trump rally due to its direct and indirect holdings in a myriad of financial institutions, which benefited from expectations for higher rates and less financial regulation. A lot of attention has been paid to the Berkshire's purchase of shares of American Airlines and Delta Air Lines, revealed during the period, given the very vocal aversion Buffett himself expressed to investing in airlines in the past. While stirring up controversy, we perceive the investments to be of little consequence, given the (relatively) modest size, and are inclined to believe the decision would've been made by one of the two co-portfolio managers, Ted Weschler and Todd Combs, who have been helping Buffett with Berkshire's investments in public securities.

Value+ has a material exposure to energy holdings, which we believe have currently depressed valuations and which, as at March 31, 2017, constituted 28.9% of the portfolio's assets.

On the last day of November, 2016, OPEC (Organization of the Petroleum Exporting Countries) made good on its promise to agree on the details of the organization-wide production cut, as revealed at the end of its September 28 round of talks in Algiers. Helpfully, the new production target is at the lower end of the previously announced range of 32.5 to 33.00 million barrels of oil equivalent per day (boed), implying a cut of about 1.2 million boed or some 4.5% of the cartel's production. Iran was allowed to just "freeze" production, at levels in line to its pre-sanctions output (around 3.8 million boed), while Nigeria and Libya were exempt from the agreement, as their production has been affected by conflicts. The coordinated production cut is OPEC's first in eight years, since the depths of the last recession, and brings back the oil producing countries' cartel into relevance, which it had seemingly lost when it refused to explore a production cut at its meeting in November of 2014. The agreement contains a provision that it can be extended for a further six months. Compliance with the production targets has been surprisingly strong, in particular from the part of OPEC members, with Saudi Arabia exceeding its target at times and current talks giving increased credence to an extension of the agreement, albeit unlikely to be formalized before OPEC's next scheduled meeting at the end of May. A number of recent reports, including from OPEC itself, indicate that, even on the basis of supply and demand dynamics before the announced production cuts, the crude oil market was likely to re-balance towards the middle of 2017. As such, the current production curtailment measures are meant to accelerate the draw-down of crude oil inventories globally.

We continue to believe that the current oil prices are unsustainable, as evidenced by the more than 20% back-to-back drops in global oil industry capex in 2015 and 2016 adding up to some $1 trillion in overall spending cuts towards finding and developing reserves by 2020. Capex cuts of such magnitude are unprecedented and are sowing the seeds of future supply shortfall as demand continues to grow. In other words, the longer lower oil prices stay low, the higher the eventual rebound.

It needs to be emphasized, we believe, that the recovery in the market values of oil and gas exploration and production companies (E&P) is not a linear function of the crude oil price, but rather a combination of price, operating leverage and balance sheet leverage. As such, there are likely a couple of inflection points in the performance of E&P companies. In broad terms, a West Texas Intermediate (WTI) level in the low $30/barrel could signify potential liquidity and solvency issues for many operators, with the associated drops in valuations, while levels in the $50 to $60/barrel range are more indicative of cash flow positive operations and significant uplift in valuations.

FINANCIAL HIGHLIGHTS

For the period from September 30, 2016 to March 31, 2017, the benchmark of Value+, the MSCI World Total Return Index, had a return of 9.9%. For the same period, Value+ Series F units had a return of (16.8%). Key relative performance detractors for Value+ were Hertz Global Holdings, Liberty Global and Crescent Point Energy Corp., while relative performance contributors were Restaurant Brands International, Berkshire Hathaway and Pershing Square Holdings Ltd. Use of leverage in Value+ amplified the underperformance.

As at March 31, 2017, based on total assets of Value+, the top 5 sector exposure was constituted by energy 28.9%, consumer discretionary 25.7%, financials 25.2%, industrials 11.2% and consumer staples 9.0%. Value+ makes use of low-cost leverage to augment its long term returns. Leverage within Value+ was at inception, lower than 60% and ordinarily is not expected to exceed 70% of the portfolio (market value of securities). Based on settlement date activity as at March 31, 2017, leverage was 58.2% of the portfolio.

Notes

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PORTFOLIO MANAGEMENT TEAM

Christopher Wain-Lowe
Chief Investment Officer, Executive Vice-President and Portfolio Manager

Portland Global Aristocrats Plus Fund

MARCH 31, 2017

OVERVIEW

The investment objective of the Portland Global Aristocrats Plus Fund (Global Aristocrats) is to provide income and achieve, over the long term, preservation of capital and a satisfactory return.

To achieve this investment objective, Global Aristocrats will employ the following core techniques:

1. Time in the Market: investing in a globally diversified portfolio comprising of equities and American depository receipts (ADRs) of companies focused on growing dividends, income securities, preferred shares and exchange traded funds (ETFs); and
2. Timing the Market: accessing low cost borrowing to use leverage to purchase securities on margin.

By long term, we believe this should encompass a period long enough to encompass a full stock market cycle – typically seven to nine years. We therefore believe a minimum period reasonable for measuring performance for the Global Aristocrats is four to six years and as such all investors in the fund should intend to invest for at least that long.

The Global Aristocrats' approach towards investing requires the analysis of opportunities which offer both safety of principal and a satisfactory return, while recognizing that at times the Global Aristocrats can borrow to acquire assets. Borrowing at tax deductible low cost should enhance investment returns but can cut both ways and as such is the servant rather than the master technique being deployed by this fund.

While investors in the Global Aristocrats should be able to tolerate volatility, we believe that volatility is not the same thing as risk. Higher returns should not be equated with a need to invest in more volatile investments. Global Aristocrats intends to have enough investments in lower-volatility companies, domiciled in sectors such as utilities, real estate and consumer staples that on average its holdings are less volatile than the overall market. In contrast to its holdings, when the Global Aristocrats borrows to invest, its net asset value per unit then might be more volatile than the overall stock markets even though its underlying investments might not be. In this way, through focusing on quality investments, combined with prudent levels of borrowing, the Global Aristocrats' investment objectives should be achieved.

RESULTS OF OPERATIONS

For the period September 30, 2016 to March 31, 2017, the Global Aristocrats' broad-based benchmark, the MSCI World Total Return Index rose 9.9%. For the same period the Series F units of Global Aristocrats had a return of 7.5%. For the full period since the launch of Global Aristocrats on June 1, 2016 to March 31, 2017, the MSCI World Total Return Index rose 16.5%. For the same period, the Global Aristocrats' Series F units had a return of 14.0%. Unlike the benchmark, Global Aristocrats' return is after the deduction of its fees and expenses. Whereas the preferred shares and equity holdings each in aggregate performed well, the higher exposure to preferred shares, in a rising equity market somewhat constrained this short period of performance with equity positions in Roche Holding AG and AT&T Inc. outperforming whereas the exposure to energy via Royal Dutch Shell PLC and Total SA detracted. The Global Aristocrats hedges its U.S. dollar exposure by funding its U.S. dollar purchases through borrowing U.S. dollars. As at March 31, 2017 the Global Aristocrats was borrowing U.S. dollars and Canadian dollars, and its leverage ratio (i.e. debt/portfolio of investments) was 18% based on settlement date activity. The current cost of borrowing in U.S. dollars is 1.65% per annum and in Canadian dollar is 1.44% per annum.

The equity component of the Global Aristocrats (46% of the total assets of the fund) is to comprise mostly large companies and members of the dividend aristocrats indices, exhibiting we believe, attractive dividend policies. These large companies should benefit more than others when global growth accelerates. Initially, the equity component of the portfolio is comprised of one ETF, the iShares MSCI World Index ETF. During the period, Global Aristocrats initiated a position in the SPDR S&P Global Dividend ETF which comprises consistently growing dividend global stocks (corresponding generally to Standard & Poor's Global Dividend Aristocrats Index). Also, Global Aristocrats invested in Archer-Daniels-Midland Company, AT&T, BCE Inc., Brookfield Property Partners L.P., Fifth Street Senior Floating Rate Corporation, Fortis Inc., Nordea Bank AB, Shell, Roche and Total. The investment in AT&T, America's largest telecommunications company, followed its agreement to buy Time Warner Inc. for $85.4 billion, the boldest move yet by a telecommunications company to acquire content to stream over its network to attract a growing number of online viewers. The deal, if approved by regulators, gives AT&T control of cable TV channels HBO and CNN's 24-hour news, Hollywood's largest film and television studio Warner Bros. and coveted media assets spanning superheroes, Game of Thrones, the Harry Potter films and NBA basketball rights. The tie-up will likely face intense scrutiny by U.S. antitrust enforcers worried that AT&T might try to limit distribution of Time Warner material. The investments in Fortis, Shell, Total and Nordea follow the recent signs of moves to stabilize oil prices. Fortis operates as a gas and electric distribution company across Canada, U.S. and the Caribbean. Shell and Total are multinational integrated oil and gas giants. Nordea is one of the largest financial services groups in Northern Europe where Scandinavian banking markets are effectively oligopolies and with commodity/oil markets stabilizing, these economies are also stabilizing with their banks holding arguably stronger capital positions than U.S. banks but trading at prices below U.S. regional banks. The investment in Roche, followed a prolonged period of poor performance for this aristocratic dividend paying stock. Roche is a Switzerland-based pharmaceuticals and diagnostics company. It discovers, develops and provides diagnostic and therapeutic products and services from early detection and prevention of diseases to diagnosis, treatment and treatment monitoring. Archer-Daniels, one of the largest agricultural processors in the world, BCE (formerly Bell Canada) and Brookfield Property Partners were all initiated at, we believe, attractive prices and furnish the Global Aristocrats with very strong pedigrees of consistently rising dividends. Also, Fifth Street, a U.S. business development corporation primarily invested in senior debt of mid-sized U.S. companies, is we believe favorably exposed to floating rate loans and so well positioned as U.S. rates rise.

The preferred share component of the Global Aristocrats (54% of the total assets of the fund) is all actively selected Canadian listed shares which are all investment grade rated by DBRS Limited (the rating agency formerly called Dun & Bradstreet Rating Services) and/or by Standard & Poor's rating agency. Apart from the preferred securities of Bank of Montreal (BMO) and The Bank of Nova Scotia (BNS), all of the preferred shares feature interest rate floors built into their structure whereby investors have the comfort of knowing the dividend rate cannot be adjusted lower than the initial offering rate, ranging from 4.8% to 6.0%. Preferred share holdings in BMO and BNS are non-cumulative 5-year rate reset preferred shares and were launched with an initial dividend of 4.85% and can only be extended at 4.06% and 4.19%, respectively, above the then 5-year Government of Canada Bond yield. Preferred issues of AltaGas Ltd., Brookfield Office Properties Inc., Brookfield Infrastructure Partners L.P., Brookfield Renewable Partners L.P., Westcoast Energy Inc., Enbridge Inc., TransCanada Corporation, Brookfield Asset Management Inc. and both BMO and BNS issues were purchased at their initial public offerings at $25 per unit.

The Global Aristocrats has a target of a 5% distribution per annum based on the opening net asset value of $50.00 per unit which it has met since inception. The Global Aristocrats' earnings from dividends, derivatives and net realized gains exceed the paid distributions. Indicators that the fund may continue to reach its 5% distribution target include the dividend yield (a financial ratio that shows how much a company pays out in dividends relative to its share price) of the equities held and current yields (a financial ratio that shows annual income (interest or dividends) divided by the current share price) of the preferred shares and fixed income securities. Sourced from Thomson Reuters and Bloomberg these component yields are as follows:

- equity's trailing weighted average dividend yield was 5.0%.
- preferred share's trailing weighted average current yield was 4.5%.

The unlevered portfolio yield is 4.7%. The levered portfolio dividend yield 5.4%.

During the period, the Global Aristocrats received subscriptions and incurred no redemptions. It is primarily invested in Canadian preferred shares and global equities including ETFs, with representation across all industry sectors.

RECENT DEVELOPMENTS AND OUTLOOK

Regarding the market outlook, and following the U.K.'s notification on March 29, 2017 to withdraw from the E.U., we continue to believe the impact of 'Brexit' will create uncertainties and quite possibly a period of recession as the U.K. adjusts to amended trading relationships and banks domiciled in the U.K. determine how best to do business in the rest of the E.U. The route being navigated by Britain's Prime Minister appears to be to repeal the 1972 European Communities Act which gives direct effect to E.U. law in Britain and seek for all E.U. laws to be transposed into domestic legislation with some inevitable transitional compromises. In stating that the U.K. would become by March 2019 a "fully independent, sovereign" country, the Prime Minister appears to be favoring a willingness to pay a price in terms of economic disruption.

We believe the U.S. has engaged in a long-term recovery plan and, post U.S. Presidential election fever, we hope the economic prospects for the next decade remain bright. For the U.K. and Eurozone, we are hopeful that the U.K. decision to exit the E.U. will be the catalyst that starts the E.U. on a path of implementing the structural reforms that are so vital if it is to break out of the cycle of consistently poor economic performance that stretches back many years. Generally, the World Bank now believes developing countries are facing a 'structural slowdown' likely to last for years and are partially ceding their role as the world's growth engine to more mature countries such as the U.S. This transition requires mature countries to adopt bolder agendas to assimilate and integrate workforces around large-scale investment and infrastructure and initiate dramatic reforms of education and training. The advent of new leadership in the U.S., the exit of U.K. from the E.U. and a strengthening U.S. dollar may engender continued elevated levels of volatility.

In a slower global economic environment, the Global Aristocrats' focus is on value and stable growing companies – those firms able to deliver more consistent and visible (albeit slower) earnings and cash flows. While this theme has recently lagged the overall market, we believe it should reassert leadership and that overall, the Global Aristocrats is currently well positioned to meet its investment objective for the medium to long term. We will continue to evaluate opportunities that we believe may generate income, enhance returns and/or reduce risk wherever possible.

Notes

Certain statements included in this Commentary constitute forward- looking statements, including those identified by the expressions "anticipate," "believe," "plan," "estimate," "expect," "intend" and similar expressions to the extent they relate to the Fund. These forward-looking statements are not historical facts, but reflect the current expectations of the portfolio management team regarding future results or events of the Fund. These forward-looking statements are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations. The portfolio management team has no specific intention of updating any forward-looking statements whether as a result of new information, future events or otherwise, except as required by securities legislation.

Certain research and information about specific holdings in the Fund, including any opinion, is based upon various sources believed to be reliable, but it cannot be guaranteed to be current, accurate or complete. It is for information only, and is subject to change without notice.

Management's Responsibility for Financial Reporting

The accompanying financial statements of Portland Advantage Plus - Everest Fund, Portland Advantage Plus - McKinley Fund, Portland Advantage Plus - Value Fund and Portland Global Aristocrats Plus Fund (the Funds) have been prepared by Portland Investment Counsel Inc. in its capacity as manager (Manager) of the Funds. The Manager of the Funds is responsible for the information and representations contained in these financial statements. The Board of Directors of the Manager, in its capacity as trustee of the Funds, has approved these financial statements.

The Manager maintains appropriate processes to ensure that relevant and reliable financial information is produced. The financial statements have been prepared in accordance with International Financial Reporting Standards and include certain amounts that are based on estimates and judgments. The significant accounting policies which management believes are appropriate for the Funds are described in note 3 to the financial statements.

"Michael Lee-Chin"

Michael Lee-Chin
Director
May 17, 2017

"Robert Almeida"

Robert Almeida
Director
May 17, 2017

These financial statements have not been reviewed by an independent auditor.

Statements of Financial Position (Unaudited)

	As at March 31, 2017	As at September 30, 2016
Assets		
Current Assets		
Cash and cash equivalents	$ 1,409	$ -
Subscriptions receivable	11,363	123,296
Receivable for investments sold	-	342,232
Dividends receivable	58,779	46,775
Investments (note 5)	28,071	860,510
Investments - pledged as collateral (note 5 and 11)	12,546,541	11,656,861
	12,646,163	13,029,674
Liabilities		
Current Liabilities		
Borrowing (note 11)	8,515,132	8,149,089
Management fees payable	1,060	1,235
Expenses payable	11,311	10,431
Redemptions payable	6,473	3,679
Payable for investments purchased	-	572,660
Distributions payable	12,014	10,683
Organization expenses payable (note 8)	5,025	5,212
	8,551,015	8,752,989
Non-current Liabilities		
Organization expenses payable (note 8)	14,440	16,672
	8,565,455	8,769,661
Net Assets Attributable to Holders of Redeemable Units	$ 4,080,708	$ 4,260,013
Net Assets Attributable to Holders of Redeemable Units Per Series		
Series A	1,115,064	1,362,355
Series F	2,965,644	2,897,658
	$ 4,080,708	$ 4,260,013
Number of Redeemable Units Outstanding (note 6)		
Series A	240,204	255,076
Series F	635,802	539,482
Net Assets Attributable to Holders of Redeemable Units Per Unit		
Series A	4.64	5.34
Series F	4.66	5.37

Approved by the Board of Directors of Portland Investment Counsel Inc.

"Michael Lee-Chin" Director

"Robert Almeida" Director

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

Statements of Comprehensive Income (Unaudited)

for the periods ended March 31,	2017	2016
Income		
Net gain (loss) on investments		
Dividends	$ 236,008	$ 202,782
Interest for distribution purposes	7,649	-
Net realized gain (loss) on investments	148,677	(2,323,831)
Change in unrealized appreciation (depreciation) on investments	(671,985)	2,313,781
	(279,651)	192,732
Other income		
Foreign exchange gain (loss) on cash and other net assets	(24,929)	17,174
Total income (net)	(304,580)	209,906
Expenses		
Interest expense and bank charges	62,705	37,810
Management fees (note 8)	60,614	33,400
Securityholder reporting costs	33,195	28,559
Withholding tax expense	14,140	5,279
Transaction costs	4,446	9,121
Audit fees	4,131	4,091
Independent review committee fees	1,761	2,062
Legal fees	-	4,264
Total operating expenses	180,992	124,586
Less: management fees waived by Manager	(53,328)	(29,267)
Less: expenses absorbed by Manager	(39,087)	(38,976)
Net operating expenses	88,577	56,343
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units	$ (393,157)	$ 153,563
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units per Series		
Series A	(122,353)	67,332
Series F	(270,804)	86,231
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units per Unit		
Series A	(0.49)	0.39
Series F	(0.48)	0.23

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

Statements of Changes in Net Assets Attributable to Holders of Redeemable Units (Unaudited)

for the periods ended March 31,	2017	2016
Net Assets Attributable to Holders of Redeemable Units at Beginning of Period		
Series A	$ 1,362,355	$ 610,247
Series F	2,897,658	1,432,861
	4,260,013	2,043,108
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units		
Series A	(122,353)	67,332
Series F	(270,804)	86,231
	(393,157)	153,563
Distributions to Holders of Redeemable Units		
From net investment income		
Series A	(47,440)	(78,477)
Series F	(126,980)	(187,654)
	(174,420)	(266,131)
From return of capital		
Series A	(7,154)	-
Series F	(15,421)	-
	(22,575)	-
Net Decrease from Distributions to Holders of Redeemable Units	(196,995)	(266,131)
Redeemable Unit Transactions		
Proceeds from redeemable units issued		
Series A	27,750	338,354
Series F	473,038	680,248
	500,788	1,018,602
Reinvestments of distributions		
Series A	33,034	52,466
Series F	96,807	131,793
	129,841	184,259
Redemptions of redeemable units		
Series A	(131,128)	-
Series F	(88,654)	(27,321)
	(219,782)	(27,321)
Net Increase (Decrease) from Redeemable Unit Transactions	410,847	1,175,540
Net Assets Attributable to Holders of Redeemable Units at End of Period		
Series A	1,115,064	989,922
Series F	2,965,644	2,116,158
	$ 4,080,708	$ 3,106,080

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

Statements of Cash Flows (Unaudited)

for the periods ended March 31,		2017		2016
Cash Flows from Operating Activities				
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units	$	(393,157)	$	153,563
Adjustments for:				
Net realized (gain) loss on investments		(148,677)		2,323,831
Change in unrealized (appreciation) depreciation on investments		671,985		(2,313,781)
Unrealized foreign exchange (gain) loss on cash		19,114		-
(Increase) decrease in dividends receivable		(12,004)		8,708
Increase (decrease) in management fees and expenses payable		705		5,892
Increase (decrease) in organization expenses payable		(2,419)		(145)
Purchase of investments		(2,764,937)		(6,883,669)
Proceeds from sale of investments		1,953,960		4,999,263
Net Cash Generated (Used) by Operating Activities		(675,430)		(1,706,338)
Cash Flows from Financing Activities				
Increase (decrease) in borrowing		366,043		811,460
Distributions to holders of redeemable units, net of reinvested distributions		(65,823)		(83,202)
Proceeds from redeemable units issued		508,945		991,102
Amount paid on redemption of redeemable units		(113,212)		(67,639)
Net Cash Generated (Used) by Financing Activities		695,953		1,651,721
Net increase (decrease) in cash and cash equivalents		20,523		(54,617)
Unrealized foreign exchange gain (loss) on cash		(19,114)		-
Cash and cash equivalents - beginning of period		-		54,617
Cash and cash equivalents - end of period		1,409		-
Cash and cash equivalents comprise:				
Cash at bank	$	1,409	$	-
From operating activities				
Interest received, net of withholding tax	$	7,649	$	-
Dividends received, net of withholding tax	$	209,864	$	206,211
From financing activities				
Interest paid	$	(61,985)	$	(34,322)

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

Schedule of Investment Portfolio (Unaudited)

as at March 31, 2017

No. of Shares	Security Name	Average Cost	Fair Value	% of Net Assets Attributable to Holders of Redeemable Units
EQUITIES				
Bermuda				
10,447	Brookfield Infrastructure Partners L.P.	$ 369,095	$ 537,240	
26,509	Brookfield Property Partners L.P.	753,386	784,732	
		1,122,481	1,321,972	32.4%
Canada				
287,718	Baytex Energy Corp.	3,549,958	1,306,240	
12,969	BCE Inc.	746,202	763,615	
118,000	Cardinal Energy Ltd.	982,693	861,400	
138,063	Crescent Point Energy Corp.	3,317,513	1,983,965	
17,677	IGM Financial Inc.	692,760	701,070	
11,612	Northland Power Inc.	216,891	285,191	
3,035	The Bank of Nova Scotia	185,659	236,123	
12,060	TransAlta Renewables Inc.	138,073	189,945	
76,000	Veresen Inc.	947,880	1,117,200	
108,095	Whitecap Resources, Inc.	1,024,397	1,118,783	
		11,802,026	8,563,532	209.8%
United States				
38,604	Ares Capital Corporation	743,644	892,246	
9,900	AT&T Inc.	496,455	547,027	
400	Johnson & Johnson	59,737	66,253	
38,857	Pattern Energy Group Inc.	1,117,238	1,040,197	
1,200	The Procter & Gamble Company	132,446	143,385	
		2,549,520	2,689,108	65.9%
	Total investment portfolio	15,474,027	12,574,612	308.1%
	Transaction costs	(22,370)	-	-
		$ 15,451,657	12,574,612	308.1%
	Liabilities less other assets		(8,493,904)	(208.1%)
	NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE UNITS		$ 4,080,708	100.0%

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

(a) OFFSETTING ASSETS AND LIABILITIES

The Fund borrows on margin for the purposes of making investments. Collateral in the form of securities is required to secure the margin loans and borrowing. Securities pledged as collateral have not been offset against the borrowing, but are presented separately on the statements of financial position as investments that are pledged as collateral. The broker holding the collateral has the right to sell or re-pledge such securities in order to pay back the loan. However, the Fund does not have the right of offset.

(b) FINANCIAL INSTRUMENTS BY CATEGORY

The following tables present the carrying amounts of the Fund's financial instruments by category as at March 31, 2017:

Assets	Held for Trading ($)	Financial assets at FVTPL Designated at Inception ($)	Financial assets at amortized cost ($)	Total ($)
Cash and cash equivalents	-	-	1,409	1,409
Subscriptions receivable	-	-	11,363	11,363
Dividends receivable	-	-	58,779	58,779
Investments	-	28,071	-	28,071
Investments - pledged as collateral	-	12,546,541	-	12,546,541
Total	**-**	**12,574,612**	**71,551**	**12,646,163**

Liabilities	Held for Trading ($)	Financial liabilities at FVTPL Designated at Inception ($)	Financial liabilities at amortized cost ($)	Total ($)
Borrowing	-	-	8,515,132	8,515,132
Management fees payable	-	-	1,060	1,060
Expenses payable	-	-	11,311	11,311
Redemptions payable	-	-	6,473	6,473
Distributions payable	-	-	12,014	12,014
Organization expenses payable	-	-	19,465	19,465
Total	**-**	**-**	**8,565,455**	**8,565,455**

The following tables present the carrying amounts of the Fund's financial instruments by category as at September 30, 2016:

Assets	Held for Trading ($)	Financial assets at FVTPL Designated at Inception ($)	Financial assets at amortized cost ($)	Total ($)
Subscriptions receivable	-	-	123,296	123,296
Receivable for investments sold	-	-	342,232	342,232
Dividends receivable	-	-	46,775	46,775
Investments	-	860,510	-	860,510
Investments - pledged as collateral	-	11,656,861	-	11,656,861
Total	**-**	**12,517,371**	**512,303**	**13,029,674**

Liabilities	Held for Trading ($)	Financial liabilities at FVTPL Designated at Inception ($)	Financial liabilities at amortized cost ($)	Total ($)
Borrowing	-	-	8,149,089	8,149,089
Management fees payable	-	-	1,235	1,235
Expenses payable	-	-	10,431	10,431
Redemptions payable	-	-	3,679	3,679
Payable for investments purchased	-	-	572,660	572,660
Distributions payable	-	-	10,683	10,683
Organization expenses payable	-	-	21,884	21,884
Total	**-**	**-**	**8,769,661**	**8,769,661**

The following table presents the net gains (losses) on financial instruments at fair value through profit and loss (FVTPL) by category for the periods ending March 31, 2017 and March 31, 2016:

	Net gains (losses) ($)	
Category	2017	2016
Financial assets at FVTPL:		
Held for trading	-	-
Designated at inception	(279,651)	192,732
Total financial assets at FVTPL	**(279,651)**	**192,732**

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

(c) RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (NOTE 5)

Price Risk

Please see note 5 for a description of Price Risk. The Manager moderates this risk through diversification of securities and other financial instruments within the limits of the Fund's investment objectives and strategy.

If the price of investments held by the Fund on March 31, 2017 had been higher or lower by 5%, the net assets attributable to holders of redeemable units of the Fund would have been higher or lower by $628,731 (September 30, 2016: $625,869). Actual results may differ from the above sensitivity analysis and the difference could be material.

Concentration Risk

The following tables present the Fund's exposure as a percentage of the total carrying value of the investments by geographic region and by industry sector as at March 31, 2017 and September 30, 2016.

By Geographic Region	March 31, 2017	September 30, 2016
Canada	68.1%	75.1%
United States	21.4%	15.6%
Bermuda	10.5%	9.3%
Total	**100.0%**	**100.0%**

By Industry Sector	March 31, 2017	September 30, 2016
Energy	50.7%	53.6%
Financials	20.8%	18.6%
Utilities	16.4%	18.7%
Telecommunication Services	10.5%	8.2%
Consumer Staples	1.1%	0.4%
Health Care	0.5%	0.5%
Total	**100.0%**	**100.0%**

Currency Risk

Please see note 5 for a description of Currency Risk. As the Fund may invest in securities traded in foreign currencies, its net assets and cash flows, when measured in Canadian dollars, will, to the extent that they have not been fully hedged, be affected by changes in the value of these currencies relative to the Canadian dollar.

During the period, the Fund made use of borrowings denominated in U.S. dollars, which in effect mitigated the currency risk of the Fund being invested in U.S. listed securities. The Manager may use either Canadian dollar or U.S. dollar denominated borrowings based on the interest cost differential and the Fund's currency exposure, including the revenue sensitivity of the underlying investments.

The tables below indicate the foreign currencies to which the Fund had significant exposure at March 31, 2017 and September 30, 2016 in Canadian dollar terms. The table also illustrates the potential impact on the net assets attributable to holders of redeemable units if the Canadian dollar had strengthened or weakened by 5% in relation to each of the other currencies, with all other variables held constant.

March 31, 2017

	Exposure			Impact on net assets attributable to holders of redeemable units		
	Monetary ($)	Non - monetary ($)	Total ($)	Monetary ($)	Non - monetary ($)	Total ($)
United States Dollar	(2,426,518)	4,011,080	1,584,562	(121,326)	200,554	79,228
Total	**(2,426,518)**	**4,011,080**	**1,584,562**	**(121,326)**	**200,554**	**79,228**
% of net assets attributable to holders of redeemable units	(59.5%)	98.3%	38.8%	(3.0%)	4.9%	1.9%

September 30, 2016

	Exposure			Impact on net assets attributable to holders of redeemable units		
	Monetary ($)	Non - monetary ($)	Total ($)	Monetary ($)	Non - monetary ($)	Total ($)
United States Dollar	(2,271,101)	3,124,047	852,946	(113,555)	156,202	42,647
Total	**(2,271,101)**	**3,124,047**	**852,946**	**(113,555)**	**156,202**	**42,647**
% of net assets attributable to holders of redeemable units	(53.3%)	73.3%	20.0%	(2.7%)	3.7%	1.0%

Interest Rate Risk

Please see note 5 for a description of Interest Rate Risk. As at March 31, 2017 and September 30, 2016, the Fund had significant direct exposure to interest rate risk from its use of borrowing. The amount borrowed as at March 31, 2017 was $8,515,132 (September 30, 2016: $8,149,089) and was repayable on demand.

If interest rates had doubled during the period, interest expense would have been higher and ending net assets attributable to holders of redeemable units would have been lower by $61,985 (March 31, 2016: $34,322).

Credit Risk

Please see note 5 for a description of Credit Risk. As at March 31, 2017 and September 30, 2016, the Fund did not have significant exposure to credit risk.

Liquidity Risk

The Fund is exposed to liquidity risk on its obligations, including any issued redeemable units, borrowing, management fees payable, expenses payable, redemptions payable, payable for investments purchased, organization expenses payable and distributions payable.

The liquidity risk associated with issued redeemable units is managed by investing in a portfolio of highly liquid equity securities.

The main concentration of liquidity risk arises from the Fund's borrowing activities. Borrowings are repayable on demand and are partially covered by collateral held on account at the broker with whom the borrowings are made.

Obligations of the Fund including management fees payable, expenses payable, redemptions payable, payable for investments purchased and distributions payable, as applicable, are due within 6 months from the financial reporting date. Organization expenses payable is due and payable over a 60 month period commencing in January, 2016.

The tables below present the Fund's financial liabilities in relevant maturity groupings based on the remaining period to the contractual maturity date. The amounts in the table are the contractual undiscounted cash flows.

March 31, 2017	< 6 months ($)	> 6 months ($)	Total ($)
Borrowing	8,515,132	-	8,515,132
Redemptions payable	6,473	-	6,473
Distributions payable	12,014	-	12,014
Management fees and expenses payable	12,371	-	12,371
Organization expenses payable	3,138	20,396	23,534

September 30, 2016	< 6 months ($)	> 6 months ($)	Total ($)
Borrowing	8,149,089	-	8,149,089
Redemptions payable	3,679	-	3,679
Payable for investments purchased	572,660	-	572,660
Distributions payable	10,683	-	10,683
Management fees and expenses payable	11,666	-	11,666
Organization expenses payable	3,138	23,534	26,672

Leverage Risk

Please see note 5 for a description of Leverage Risk. The Fund may generally borrow up to 70% of its total assets. The Fund was subject to leverage risk as at March 31, 2017 and September 30, 2016. The Fund pledges securities as collateral and is able to borrow up to limits imposed by the broker it has pledged the collateral to. The amount of borrowing allowed by the broker depends on the nature of the securities pledged. The Fund pays interest on the amounts borrowed. Interest is accrued daily and paid monthly.

As at March 31, 2017, the amount borrowed was $8,515,132 (September 30, 2016: $8,149,089). The lender nets the amount borrowed with any cash balances held by the Fund and includes the impact of any securities bought or sold that are not yet paid by or to the Fund. When calculated this way, the borrowing percentage as at March 31, 2017 was 67.7% (September 30, 2016: 67.0%). Interest expense for the period ended March 31, 2017 was $61,985 (March 31, 2016: $34,322).

(d) FAIR VALUE MEASUREMENTS

The following tables illustrate the classification of the Fund's financial instruments within the fair value hierarchy as at March 31, 2017 and September 30, 2016:

	Assets at fair value as at March 31, 2017			
	Level 1 ($)	Level 2 ($)	Level 3 ($)	Total ($)
Equities - Long	12,574,612	-	-	12,574,612
Total	**12,574,612**	**-**	**-**	**12,574,612**

	Assets at fair value as at September 30, 2016			
	Level 1 ($)	Level 2 ($)	Level 3 ($)	Total ($)
Equities - Long	12,517,371	-	-	12,517,371
Total	**12,517,371**	**-**	**-**	**12,517,371**

A financial instrument is classified as Level 1 when the related security or derivative is actively traded and a quoted price is available. If an instrument classified as Level 1 subsequently ceases to be actively traded, it is transferred out of Level 1. In such cases, the instrument is reclassified into Level 2, unless the measurement of its fair value requires the use of significant unobservable inputs, in which case it is classified as Level 3. All liabilities of the Fund are carried at amortized cost and therefore are not presented in the tables above.

Statements of Financial Position (Unaudited)

	As at March 31, 2017	As at September 30, 2016
Assets		
Current Assets		
Cash and cash equivalents	$ 1,469	$ -
Subscriptions receivable	-	28,284
Receivable for investments sold	-	469,502
Dividends receivable	73,736	61,040
Investments (note 5)	169,183	1,193,666
Investments - pledged as collateral (note 5 and 11)	15,812,756	14,453,400
	16,057,144	16,205,892
Liabilities		
Current Liabilities		
Borrowing (note 11)	10,899,798	10,106,027
Management fees payable	12,836	12,116
Expenses payable	16,477	14,080
Redemptions payable	13,826	3,605
Payable for investments purchased	-	621,762
Distributions payable	3,077	3,131
Organization expenses payable (note 8)	4,978	5,171
	10,950,992	10,765,892
Non-current Liabilities		
Organization expenses payable (note 8)	16,160	18,359
	10,967,152	10,784,251
Net Assets Attributable to Holders of Redeemable Units	$ 5,089,992	$ 5,421,641
Net Assets Attributable to Holders of Redeemable Units Per Series		
Series A	1,406,312	1,549,827
Series F	3,683,680	3,871,814
	$ 5,089,992	$ 5,421,641
Number of Redeemable Units Outstanding (note 6)		
Series A	124,391	125,017
Series F	326,066	312,494
Net Assets Attributable to Holders of Redeemable Units Per Unit		
Series A	11.31	12.40
Series F	11.30	12.39

Approved by the Board of Directors of Portland Investment Counsel Inc.

"Michael Lee-Chin" *"Robert Almeida"*

Director Director

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

Statements of Comprehensive Income (Unaudited)

for the periods ended March 31,	2017	2016
Income		
Net gain (loss) on investments		
Dividends	$ 307,715	$ 272,367
Interest for distribution purposes	8,947	-
Net realized gain (loss) on investments	(9,891)	(1,850,751)
Change in unrealized appreciation (depreciation) on investments	(363,161)	2,248,932
	(56,390)	670,548
Other income		
Foreign exchange gain (loss) on cash and other net assets	(42,913)	(19,231)
Total income (net)	(99,303)	651,317
Expenses		
Interest expense and bank charges	76,506	47,352
Management fees (note 8)	74,656	44,680
Securityholder reporting costs	35,069	31,039
Withholding tax expense	16,855	7,637
Audit fees	4,165	4,112
Transaction costs	3,261	6,978
Independent review committee fees	1,776	2,072
Legal fees	-	4,287
Total operating expenses	212,288	148,157
Less: management fees waived by Manager	-	(16,564)
Less: expenses absorbed by Manager	(26,113)	(36,240)
Net operating expenses	186,175	95,353
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units	$ (285,478)	$ 555,964
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units per Series		
Series A	(86,483)	166,720
Series F	(198,995)	389,244
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units per Unit		
Series A	(0.69)	1.56
Series F	(0.62)	1.51

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

Statements of Changes in Net Assets Attributable to Holders of Redeemable Units (Unaudited)

for the periods ended March 31,	2017	2016
Net Assets Attributable to Holders of Redeemable Units at Beginning of Period		
Series A	$ 1,549,827	$ 966,876
Series F	3,871,814	2,075,950
	5,421,641	3,042,826
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units		
Series A	(86,483)	166,720
Series F	(198,995)	389,244
	(285,478)	555,964
Distributions to Holders of Redeemable Units		
From net investment income		
Series A	(33,142)	(55,423)
Series F	(108,768)	(148,454)
	(141,910)	(203,877)
From return of capital		
Series A	(17,927)	-
Series F	(42,914)	-
	(60,841)	-
Net Decrease from Distributions to Holders of Redeemable Units	(202,751)	(203,877)
Redeemable Unit Transactions		
Proceeds from redeemable units issued		
Series A	5,752	119,830
Series F	96,438	514,532
	102,190	634,362
Reinvestments of distributions		
Series A	46,204	51,606
Series F	137,974	131,125
	184,178	182,731
Redemptions of redeemable units		
Series A	(57,919)	(70,583)
Series F	(71,869)	(61,843)
	(129,788)	(132,426)
Net Increase (Decrease) from Redeemable Unit Transactions	156,580	684,667
Net Assets Attributable to Holders of Redeemable Units at End of Period		
Series A	1,406,312	1,179,026
Series F	3,683,680	2,900,554
	$ 5,089,992	$ 4,079,580

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

Statements of Cash Flows (Unaudited)

for the periods ended March 31,	2017	2016
Cash Flows from Operating Activities		
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units	$ (285,478)	$ 555,964
Adjustments for:		
Net realized (gain) loss on investments	9,891	1,850,751
Change in unrealized (appreciation) depreciation on investments	363,161	(2,248,932)
Unrealized foreign exchange (gain) loss on cash	27,538	-
(Increase) decrease in dividends receivable	(12,696)	12,810
Increase (decrease) in management fees and expenses payable	3,117	(1,812)
Increase (decrease) in organization expenses payable	(2,392)	(113)
Purchase of investments	(2,261,206)	(5,483,416)
Proceeds from sale of investments	1,401,021	4,823,576
Net Cash Generated (Used) by Operating Activities	(757,044)	(491,172)
Cash Flows from Financing Activities		
Increase (decrease) in borrowing	793,771	(145,002)
Distributions to holders of redeemable units, net of reinvested distributions	(18,627)	(22,128)
Proceeds from redeemable units issued	110,047	465,862
Amount paid on redemption of redeemable units	(99,140)	(132,426)
Net Cash Generated (Used) by Financing Activities	786,051	166,306
Net increase (decrease) in cash and cash equivalents	29,007	(324,866)
Unrealized foreign exchange gain (loss) on cash	(27,538)	-
Cash and cash equivalents - beginning of period	-	324,866
Cash and cash equivalents - end of period	1,469	-
Cash and cash equivalents comprise:		
Cash at bank	$ 1,469	$ -
From operating activities		
Interest received, net of withholding tax	$ 8,947	$ -
Dividends received, net of withholding tax	$ 278,164	$ 277,540
From financing activities		
Interest paid	$ (76,016)	$ (44,195)

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

Schedule of Investment Portfolio (Unaudited)

as at March 31, 2017

No. of Shares	Security Name		Average Cost		Fair Value	% of Net Assets Attributable to Holders of Redeemable Units
EQUITIES						
Bermuda						
15,590	Brookfield Infrastructure Partners L.P.	$	524,393	$	801,720	
28,485	Brookfield Property Partners L.P.		806,294		843,226	
			1,330,687		1,644,946	32.3%
Canada						
206,967	Baytex Energy Corp.		3,680,879		939,630	
15,582	BCE Inc.		892,138		917,468	
131,000	Cardinal Energy Ltd.		1,103,006		956,300	
153,343	Crescent Point Energy Corp.		4,305,359		2,203,539	
19,564	IGM Financial Inc.		839,951		775,908	
65,105	Northland Power Inc.		1,179,871		1,598,979	
8,980	The Bank of Nova Scotia		569,694		698,644	
47,697	TransAlta Renewables Inc.		556,924		751,228	
74,000	Veresen Inc.		923,893		1,087,800	
79,260	Whitecap Resources, Inc.		780,870		820,341	
			14,832,585		10,749,837	211.2%
United States						
42,376	Ares Capital Corporation		801,387		979,428	
14,270	AT&T Inc.		712,695		788,493	
880	Johnson & Johnson		119,391		145,757	
38,857	Pattern Energy Group Inc.		1,124,014		1,040,197	
5,300	The Procter & Gamble Company		562,405		633,281	
			3,319,892		3,587,156	70.5%
	Total investment portfolio		19,483,164		15,981,939	314.0%
	Transaction costs		(30,920)		-	-
		$	19,452,244		15,981,939	314.0%
	Liabilities less other assets				(10,891,947)	(214.0%)
	NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE UNITS			$	5,089,992	100.0%

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

(a) OFFSETTING ASSETS AND LIABILITIES

The Fund borrows on margin for the purposes of making investments. Collateral in the form of securities is required to secure the margin loans and borrowing. Securities pledged as collateral have not been offset against the borrowing, but are presented separately on the statements of financial position as investments that are pledged as collateral. The broker holding the collateral has the right to sell or re-pledge such securities in order to pay back the loan. However, the Fund does not have the right of offset.

(b) FINANCIAL INSTRUMENTS BY CATEGORY

The following tables present the carrying amounts of the Fund's financial instruments by category as at March 31, 2017:

Assets	Held for Trading ($)	Financial assets at FVTPL Designated at Inception ($)	Financial assets at amortized cost ($)	Total ($)
Cash and cash equivalents	-	-	1,469	1,469
Dividends receivable	-	-	73,736	73,736
Investments	-	169,183	-	169,183
Investments - pledged as collateral	-	15,812,756	-	15,812,756
Total	**-**	**15,981,939**	**75,205**	**16,057,144**

Liabilities	Held for Trading ($)	Financial liabilities at FVTPL Designated at Inception ($)	Financial liabilities at amortized cost ($)	Total ($)
Borrowing	-	-	10,899,798	10,899,798
Management fees payable	-	-	12,836	12,836
Expenses payable	-	-	16,477	16,477
Redemptions payable	-	-	13,826	13,826
Distributions payable	-	-	3,077	3,077
Organization expenses payable	-	-	21,138	21,138
Total	**-**	**-**	**10,967,152**	**10,967,152**

The following tables present the carrying amounts of the Fund's financial instruments by category as at September 30, 2016:

Assets	Held for Trading ($)	Financial assets at FVTPL Designated at Inception ($)	Financial assets at amortized cost ($)	Total ($)
Subscriptions receivable	-	-	28,284	28,284
Receivable for investments sold	-	-	469,502	469,502
Dividends receivable	-	-	61,040	61,040
Investments	-	1,193,666	-	1,193,666
Investments - pledged as collateral	-	14,453,400	-	14,453,400
Total	**-**	**15,647,066**	**558,826**	**16,205,892**

Liabilities	Held for Trading ($)	Financial liabilities at FVTPL Designated at Inception ($)	Financial liabilities at amortized cost ($)	Total ($)
Borrowing	-	-	10,106,027	10,106,027
Management fees payable	-	-	12,116	12,116
Expenses payable	-	-	14,080	14,080
Redemptions payable	-	-	3,605	3,605
Payable for investments purchased	-	-	621,762	621,762
Distributions payable	-	-	3,131	3,131
Organization expenses payable	-	-	23,530	23,530
Total	**-**	**-**	**10,784,251**	**10,784,251**

The following table presents the net gains (losses) on financial instruments at fair value through profit and loss (FVTPL) by category for the periods ending March 31, 2017 and March 31, 2016:

Category	Net gains (losses) ($) 2017	2016
Financial assets at FVTPL:		
Held for trading	-	-
Designated at inception	(56,390)	670,548
Total financial assets at FVTPL	**(56,390)**	**670,548**

(c) RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (NOTE 5)

Price Risk

Please see note 5 for a description of Price Risk. The Manager moderates this risk through diversification of securities and other financial instruments within the limits of the Fund's investment objectives and strategy.

If the price of investments held by the Fund on March 31, 2017 had been higher or lower by 5%, the net assets attributable to holders of redeemable units of the Fund would have been higher or lower by $799,097 (September 30, 2016: $782,353). Actual results may differ from the above sensitivity analysis and the difference could be material.

Concentration Risk

The following tables present the Fund's exposure as a percentage of the total carrying value of the investments by geographic region and by industry sector as at March 31, 2017 and September 30, 2016.

By Geographic Region	March 31, 2017	September 30, 2016
Canada	67.3%	70.4%
United States	22.4%	20.4%
Bermuda	10.3%	9.2%
Total	**100.0%**	**100.0%**

By Industry Sector	March 31, 2017	September 30, 2016
Energy	37.6%	39.9%
Utilities	26.2%	25.8%
Financials	20.7%	19.1%
Telecommunication Services	10.6%	9.6%
Consumer Staples	4.0%	4.0%
Health Care	0.9%	1.6%
Total	**100.0%**	**100.0%**

Currency Risk

Please see note 5 for a description of Currency Risk. As the Fund may invest in securities traded in foreign currencies, its net assets and cash flows, when measured in Canadian dollars, will, to the extent that they have not been fully hedged, be affected by changes in the value of these currencies relative to the Canadian dollar.

During the period, the Fund made use of borrowings denominated in U.S. dollars, which in effect mitigated the currency risk of the Fund being invested in U.S. listed securities. The Manager may use either Canadian dollar or U.S. dollar denominated borrowings based on the interest cost differential and the Fund's currency exposure, including the revenue sensitivity of the underlying investments.

The tables below indicate the foreign currencies to which the Fund had significant exposure at March 31, 2017 and September 30, 2016 in Canadian dollar terms. The table also illustrates the potential impact on the net assets attributable to holders of redeemable units if the Canadian dollar had strengthened or weakened by 5% in relation to each of the other currencies, with all other variables held constant.

March 31, 2017

	Exposure			Impact on net assets attributable to holders of redeemable units		
	Monetary ($)	Non - monetary ($)	Total ($)	Monetary ($)	Non - monetary ($)	Total ($)
United States Dollar	(3,199,783)	5,232,102	2,032,319	(159,989)	261,605	101,616
Total	**(3,199,783)**	**5,232,102**	**2,032,319**	**(159,989)**	**261,605**	**101,616**
% of net assets attributable to holders of redeemable units	(62.8%)	102.8%	40.0%	(3.1%)	5.1%	2.0%

September 30, 2016

	Exposure			Impact on net assets attributable to holders of redeemable units		
	Monetary ($)	Non - monetary ($)	Total ($)	Monetary ($)	Non - monetary ($)	Total ($)
United States Dollar	(3,350,673)	4,617,521	1,266,848	(167,534)	230,876	63,342
Total	**(3,350,673)**	**4,617,521**	**1,266,848**	**(167,534)**	**230,876**	**63,342**
% of net assets attributable to holders of redeemable units	(61.8%)	85.2%	23.4%	(3.1%)	4.3%	1.2%

Interest Rate Risk

Please see note 5 for a description of Interest Rate Risk. As at March 31, 2017 and September 30, 2016, the Fund had significant direct exposure to interest rate risk from its use of borrowing. The amount borrowed as at March 31, 2017 was $10,899,798 (September 30, 2016: $10,106,027) and was repayable on demand.

If interest rates had doubled during the period, interest expense would have been higher and ending net assets attributable to holders of redeemable units would have been lower by $76,016 (March 31, 2016: $44,195).

Credit Risk

Please see note 5 for a description of Credit Risk. As at March 31, 2017 and September 30, 2016, the Fund did not have significant exposure to credit risk.

Liquidity Risk

The Fund is exposed to liquidity risk on its obligations, including any issued redeemable units, borrowing, management fees payable, expenses payable, redemptions payable, payable for investments purchased, organization expenses payable and distributions payable.

The liquidity risk associated with issued redeemable units is managed by investing in a portfolio of highly liquid equity securities.

The main concentration of liquidity risk arises from the Fund's borrowing activities. Borrowings are repayable on demand and are partially covered by collateral held on account at the broker with whom the borrowings are made.

Obligations of the Fund including management fees payable, expenses payable, payable for investments purchased and distributions payable, as applicable, were due within 6 months from the financial reporting date. Organization expenses payable is due and payable over a 60 month period commencing in January, 2016.

The tables below presents the Fund's financial liabilities in relevant maturity groupings based on the remaining period to the contractual maturity date. The amounts in the table are the contractual undiscounted cash flows.

March 31, 2017	< 6 months ($)	> 6 months ($)	Total ($)
Borrowing	10,899,798	-	10,899,798
Management fee and expenses payable	29,313	-	29,313
Distributions payable	3,077	-	3,077
Organization expense payable	3,138	20,396	23,534

September 30, 2016	< 6 months ($)	> 6 months ($)	Total ($)
Borrowing	10,106,027	-	10,106,027
Redemptions payable	3,605	-	3,605
Management fee and expenses payable	26,196	-	26,196
Payable for investments purchased	621,762	-	621,762
Distributions payable	3,131	-	3,131
Organization expense payable	3,138	23,534	26,672

Leverage Risk

Please see note 5 for a description of Leverage Risk. The Fund may generally borrow up to 70% of its total assets. The Fund was subject to leverage risk as at March 31, 2017 and September 30, 2016. The Fund pledges securities as collateral and is able to borrow up to limits imposed by the broker it has pledged the collateral to. The amount of borrowing allowed by the broker depends on the nature of the securities pledged. The Fund pays interest on the amounts borrowed. Interest is accrued daily and paid monthly.

As at March 31, 2017, the amount borrowed was $10,899,798 (September 30, 2016: $10,106,027). The lender nets the amount borrowed with any cash balances held by the Fund and includes the impact of any securities bought or sold that are not yet paid by or to the Fund. When calculated this way, the borrowing percentage as at March 31, 2017 was 68.2% (September 30, 2016: 65.6%). Interest expense for the period ended March 31, 2017 was $76,016 (March 31, 2016: $44,195).

(d) FAIR VALUE MEASUREMENTS

The following tables illustrate the classification of the Fund's financial instruments within the fair value hierarchy as at March 31, 2017 and September 30, 2016:

	Assets at fair value as at March 31, 2017			
	Level 1 ($)	Level 2 ($)	Level 3 ($)	Total ($)
Equities - Long	15,981,939	-	-	15,981,939
Total	**15,981,939**	**-**	**-**	**15,981,939**

	Assets at fair value as at September 30, 2016			
	Level 1 ($)	Level 2 ($)	Level 3 ($)	Total ($)
Equities - Long	15,647,066	-	-	15,647,066
Total	**15,647,066**	**-**	**-**	**15,647,066**

Fair value is classified as Level 1 when the related security or derivative is actively traded and a quoted price is available. If an instrument classified as Level 1 subsequently ceases to be actively traded, it is transferred out of Level 1. In such cases, the instrument is reclassified into Level 2, unless the measurement of its fair value requires the use of significant unobservable inputs, in which case it is classified as Level 3. All liabilities of the Fund are carried at amortized cost and therefore are not presented in the tables above.

Statements of Financial Position (Unaudited)

	As at March 31, 2017	As at September 30, 2016
Assets		
Current Assets		
Cash and cash equivalents	$ 528	$ -
Subscriptions receivable	16,500	100,000
Dividends receivable	1,545	1,236
Investments (note 5)	157,283	218,571
Investments - pledged as collateral (note 5 and 11)	1,848,593	1,779,276
	2,024,449	2,099,083
Liabilities		
Current Liabilities		
Borrowing (note 11)	1,166,682	1,111,573
Management fees payable	1,636	210
Expenses payable	3,299	2,882
Payable for investments purchased	-	26,944
Organization expenses payable (note 8)	-	2,308
	1,171,617	1,143,917
Non-current Liabilities		
Organization expenses payable (note 8)	12,942	10,634
	1,184,559	1,154,551
Net Assets Attributable to Holders of Redeemable Units	$ 839,890	$ 944,532
Net Assets Attributable to Holders of Redeemable Units Per Series		
Series A	194,830	220,089
Series F	645,060	724,443
	$ 839,890	$ 944,532
Number of Redeemable Units Outstanding (note 6)		
Series A	8,397	7,644
Series F	28,419	25,097
Net Assets Attributable to Holders of Redeemable Units Per Unit		
Series A	23.20	28.79
Series F	22.70	28.87

Approved by the Board of Directors of Portland Investment Counsel Inc.

"Michael Lee-Chin" — Director

"Robert Almeida" — Director

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

Statements of Comprehensive Income (Unaudited)

for the periods ended March 31,	2017	2016
Income		
Net gain (loss) on investments		
Dividends	$ 3,475	$ 13,275
Interest for distribution purposes	1,922	-
Net realized gain (loss) on investments	1,477	792
Change in unrealized appreciation (depreciation) on investments	(137,273)	(34,115)
	(130,399)	(20,048)
Other income		
Foreign exchange gain (loss) on cash and other net assets	(10,374)	27,623
Total income (net)	(140,773)	7,575
Expenses		
Securityholder reporting costs	29,327	26,070
Management fees (note 8)	9,484	5,248
Interest expense and bank charges	8,403	4,163
Audit fees	4,165	4,111
Independent review committee fees	1,776	2,072
Minimum Tax	1,319	-
Transaction costs	241	1,277
Custodial fees	21	-
Legal fees	-	4,285
Withholding tax expense	-	55
Total operating expenses	54,736	47,281
Less: expenses absorbed by Manager	(32,840)	(35,172)
Net operating expenses	21,896	12,109
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units	$ (162,669)	$ (4,534)
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units per Series		
Series A	(38,269)	(4,576)
Series F	(124,400)	42
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units per Unit		
Series A	(4.90)	(0.78)
Series F	(4.74)	-

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

Statements of Changes in Net Assets Attributable to Holders of Redeemable Unit (Unaudited)

for the periods ended March 31,	2017	2016
Net Assets Attributable to Holders of Redeemable Units at Beginning of Period		
Series A	$ 220,089	$ 92,832
Series F	724,443	177,670
	944,532	270,502
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units		
Series A	(38,269)	(4,576)
Series F	(124,400)	42
	(162,669)	(4,534)
Distributions to Holders of Redeemable Units		
From net investment income		
Series A	-	(241)
Series F	-	(4,339)
	-	(4,580)
From net realized gains on investments		
Series A	(5,354)	-
Series F	(35,744)	-
	(41,098)	-
Net Decrease from Distributions to Holders of Redeemable Units	(41,098)	(4,580)
Redeemable Unit Transactions		
Proceeds from redeemable units issued		
Series A	13,554	91,403
Series F	50,002	342,500
	63,556	433,903
Reinvestments of distributions		
Series A	5,354	241
Series F	35,369	4,339
	40,723	4,580
Redemptions of redeemable units		
Series A	(544)	-
Series F	(4,610)	-
	(5,154)	-
Net Increase (Decrease) from Redeemable Unit Transactions	99,125	438,483
Net Assets Attributable to Holders of Redeemable Units at End of Period		
Series A	194,830	179,659
Series F	645,060	520,212
	$ 839,890	$ 699,871

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

Statements of Cash Flows (Unaudited)

for the periods ended March 31,	2017	2016
Cash Flows from Operating Activities		
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units	$ (162,669)	$ (4,534)
Adjustments for:		
Net realized (gain) loss on investments	(1,477)	(792)
Change in unrealized (appreciation) depreciation on investments	137,273	34,115
Unrealized foreign exchange (gain) loss on cash	9,117	-
(Increase) decrease in dividends receivable	(309)	(820)
Increase (decrease) in management fees and expenses payable	1,843	1,830
Purchase of investments	(173,695)	(1,052,737)
Proceeds from sale of investments	2,926	9,345
Net Cash Generated (Used) by Operating Activities	(186,991)	(1,013,593)
Cash Flows from Financing Activities		
Increase (decrease) in borrowing	55,109	487,294
Distributions to holders of redeemable units, net of reinvested distributions	(375)	-
Proceeds from redeemable units issued	143,000	433,903
Amount paid on redemption of redeemable units	(1,098)	-
Net Cash Generated (Used) by Financing Activities	196,636	921,197
Net increase (decrease) in cash and cash equivalents	9,645	(92,396)
Unrealized foreign exchange gain (loss) on cash	(9,117)	-
Cash and cash equivalents - beginning of period	-	92,396
Cash and cash equivalents - end of period	528	-
Cash and cash equivalents comprise:		
Cash at bank	$ 528	$ -
From operating activities		
Interest received, net of withholding tax	$ 1,922	$ -
Dividends received, net of withholding tax	$ 3,166	$ 12,400
From financing activities		
Interest paid	$ (8,223)	$ (3,766)

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

Schedule of Investment Portfolio (Unaudited)

as at March 31, 2017

No. of Shares	Security Name	Average Cost	Fair Value	% of Net Assets Attributable to Holders of Redeemable Units
EQUITIES				
Bermuda				
4,707	Brookfield Business Partners L.P.	$ 126,852	$ 154,362	18.4%
British Virgin Islands				
11,900	Nomad Foods Limited	165,350	181,199	21.6%
Canada				
34,244	Baytex Energy Corp.	225,995	155,468	
3,355	Brookfield Asset Management Inc. Class A	146,603	162,671	
14,047	Crescent Point Energy Corp.	279,216	201,855	
2,620	Restaurant Brands International Inc.	136,080	194,210	
21,320	Whitecap Resources, Inc.	222,623	220,662	
		1,010,517	934,866	111.3%
Guernsey				
8,700	Pershing Square Holdings, Ltd.	205,778	175,859	20.9%
United Kingdom				
10,900	Liberty Global PLC LiLAC Class A	469,134	322,377	38.4%
United States				
755	Berkshire Hathaway Inc. Class B	137,700	167,353	
2,995	Hertz Global Holdings, Inc.	182,130	69,860	
		319,830	237,213	28.2%
	Total investment portfolio	2,297,461	2,005,876	238.8%
	Transaction costs	(3,762)	-	-
		$ 2,293,699	2,005,876	238.8%
	Liabilities less other assets		(1,165,986)	(138.8%)
	NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE UNITS		$ 839,890	100.0%

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

(a) OFFSETTING ASSETS AND LIABILITIES

The Fund borrows on margin for the purposes of making investments. Collateral in the form of securities is required to secure the margin loans and borrowing. Securities pledged as collateral have not been offset against the borrowing, but are presented separately on the statements of financial position as investments that are pledged as collateral. The broker holding the collateral has the right to sell or re-pledge such securities in order to pay back the loan. However, the Fund does not have the right of offset.

(b) FINANCIAL INSTRUMENTS BY CATEGORY

The following table presents the carrying amounts of the Fund's financial instruments by category as at March 31, 2017:

Assets	Held for Trading ($)	Financial assets at FVTPL Designated at Inception ($)	Financial assets at amortized cost ($)	Total ($)
Cash and cash equivalents	-	-	528	528
Subscriptions receivable	-	-	16,500	16,500
Dividends receivable	-	-	1,545	1,545
Investments	-	157,283	-	157,283
Investments - pledged as collateral	-	1,848,593	-	1,848,593
Total	**-**	**2,005,876**	**18,573**	**2,024,449**

Liabilities	Held for Trading ($)	Financial liabilities at FVTPL Designated at Inception ($)	Financial liabilities at amortized cost ($)	Total ($)
Borrowing	-	-	1,166,682	1,166,682
Management fees payable	-	-	1,636	1,636
Expenses payable	-	-	3,299	3,299
Organization expenses payable	-	-	12,942	12,942
Total	**-**	**-**	**1,184,559**	**1,184,559**

The following table presents the carrying amounts of the Fund's financial instruments by category as at September 30, 2016:

Assets	Held for Trading ($)	Financial assets at FVTPL Designated at Inception ($)	Financial assets at amortized cost ($)	Total ($)
Subscriptions receivable	-	-	100,000	100,000
Dividends receivable	-	-	1,236	1,236
Investments	-	218,571	-	218,571
Investments - pledged as collateral	-	1,779,276	-	1,779,276
Total	**-**	**1,997,847**	**101,236**	**2,099,083**

Liabilities	Held for Trading ($)	Financial liabilities at FVTPL Designated at Inception ($)	Financial liabilities at amortized cost ($)	Total ($)
Borrowing	-	-	1,111,573	1,111,573
Management fees payable	-	-	210	210
Expenses payable	-	-	2,882	2,882
Payable for investments purchased	-	-	26,944	26,944
Organization expenses payable	-	-	12,942	12,942
Total	**-**	**-**	**1,154,551**	**1,154,551**

The following table presents the net gains (losses) on financial instruments at fair value through profit and loss (FVTPL) by category for the periods ending March 31, 2017 and March 31, 2016:

	Net gains (losses) ($)	
Category	2017	2016
Financial assets at FVTPL:		
Held for trading	-	-
Designated at inception	(130,399)	(20,048)
Total financial assets at FVTPL	**(130,399)**	**(20,048)**

(c) RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (NOTE 5)

Price Risk

Please see note 5 for a description of Price Risk. The Manager moderates this risk through diversification of securities and other financial instruments within the limits of the Fund's investment objectives and strategy.

If the price of investments held by the Fund on March 31, 2017 had been higher or lower by 5%, the net assets attributable to holders of redeemable units of the Fund would have been higher or lower by $100,294 (September 30, 2016: $99,892). Actual results may differ from the above sensitivity analysis and the difference could be material.

Concentration Risk

The following tables present the Fund's exposure as a percentage of the total carrying value of the investments by geographic region and by industry sector as at March 31, 2017 and September 30, 2016.

By Geographic Region	March 31, 2017	September 30, 2016
Canada	46.7%	45.5%
United Kingdom	16.0%	18.4%
United States	11.8%	13.8%
British Virgin Islands	9.0%	6.6%
Guernsey	8.8%	7.5%
Bermuda	7.7%	8.2%
Total	**100.0%**	**100.0%**

By Industry Sector	March 31, 2017	September 30, 2016
Energy	28.9%	30.0%
Consumer Discretionary	25.7%	26.1%
Financials	25.2%	22.5%
Industrials	11.2%	14.8%
Consumer Staples	9.0%	6.6%
Total	**100.0%**	**100.0%**

Currency Risk

Please see note 5 for a description of Currency Risk. As the Fund may invest in securities traded in foreign currencies, its net assets and cash flows, when measured in Canadian dollars, will, to the extent that they have not been fully hedged, be affected by changes in the value of these currencies relative to the Canadian dollar.

During the period, the Fund made use of borrowings denominated in U.S. dollars, which in effect mitigated the currency risk of the Fund being invested in U.S. listed securities. The Manager may use either Canadian dollar or U.S. dollar denominated borrowings based on the interest cost differential and the Fund's currency exposure, including the revenue sensitivity of the underlying investments.

The tables below indicate the foreign currencies to which the Fund had significant exposure at March 31, 2017 and September 30, 2016 in Canadian dollar terms. The table also illustrates the potential impact on the net assets attributable to holders of redeemable units if the Canadian dollar had strengthened or weakened by 5% in relation to each of the other currencies, with all other variables held constant.

March 31, 2017

	Exposure			Impact on net assets attributable to holders of redeemable units		
	Monetary ($)	Non - monetary ($)	Total ($)	Monetary ($)	Non - monetary ($)	Total ($)
United States Dollar	(788,590)	1,427,891	639,301	(39,430)	71,395	31,965
Total	**(788,590)**	**1,427,891**	**639,301**	**(39,430)**	**71,395**	**31,965**
% of net assets attributable to holders of redeemable units	(93.9%)	170.0%	76.1%	(4.7%)	8.5%	3.8%

September 30, 2016

	Exposure			Impact on net assets attributable to holders of redeemable units		
	Monetary ($)	Non - monetary ($)	Total ($)	Monetary ($)	Non - monetary ($)	Total ($)
United States Dollar	(785,986)	1,397,485	611,499	(39,299)	69,874	30,575
Total	**(785,986)**	**1,397,485**	**611,499**	**(39,299)**	**69,874**	**30,575**
% of net assets attributable to holders of redeemable units	(83.2%)	147.9%	64.7%	(4.2%)	7.4%	3.2%

Interest Rate Risk

Please see note 5 for a description of Interest Rate Risk. As at March 31, 2017 and September 30, 2016, the Fund had significant direct exposure to interest rate risk from its use of borrowing. The amount borrowed as at March 31, 2017 was $1,166,682 (September 30, 2016: $1,111,573) and was repayable on demand.

If interest rates had doubled during the period, interest expense would have been higher and ending net assets attributable to holders of redeemable units would have been lower by $8,223 (March 31, 2016: $3,766).

Credit Risk

Please see note 5 for a description of Credit Risk. As at March 31, 2017 and September 30, 2016, the Fund did not have significant exposure to credit risk.

Liquidity Risk

The Fund is exposed to liquidity risk on its obligations, including any issued redeemable units, borrowing, management fees payable, expenses payable, redemptions payable, payable for investments purchased, organization expenses payable and distributions payable.

The liquidity risk associated with issued redeemable units is managed by investing in a portfolio of highly liquid equity securities.

The main concentration of liquidity risk arises from the Fund's borrowing activities. Borrowings are repayable on demand and are partially covered by collateral held on account at the broker with whom the borrowings are made.

Obligations of the Fund including management fees payable, expenses payable, redemptions payable and payable for investments purchased, as applicable, are due within 6 months from the financial reporting date. Organization expenses payable is due and payable over a 60 month period to commencing at such time as the Manager shall determine.

The table below analyzes the Fund's financial liabilities into relevant maturity groupings based on the remaining period to the contractual maturity date. The amounts in the table are the contractual undiscounted cash flows.

March 31, 2017	< 6 months ($)	> 6 months ($)	Total ($)
Borrowing	1,166,682	-	1,166,682
Management fees and expenses payable	4,935	-	4,935
Organization expenses payable	-	15,122	15,122

September 30, 2016	< 6 months ($)	> 6 months ($)	Total ($)
Borrowing	1,111,573	-	1,111,573
Management fees and expenses payable	3,092	-	3,092
Payable for investments purchased	26,944	-	26,944
Organization expenses payable	1,008	14,114	15,122

Leverage Risk

Please see note 5 for a description of Leverage Risk. The Fund may generally borrow up to 70% of its total assets. The Fund was subject to leverage risk as at March 31, 2017 and September 30, 2016. The Fund pledges securities as collateral and is able to borrow up to limits imposed by the broker it has pledged the collateral to. The amount of borrowing allowed by the broker depends on the nature of the securities pledged. The Fund pays interest on the amounts borrowed. Interest is accrued daily and paid monthly.

As at March 31, 2017, the amount borrowed was $1,166,682 (September 30, 2016: $1,111,573). The lender nets the amount borrowed with any cash balances held by the Fund and includes the impact of any securities bought or sold that are not yet paid by or to the Fund. When calculated this way, the borrowing percentage as at March 31, 2017 was 58.2% (September 30, 2016: 57.0%). Interest expense for the period ended March 31, 2017 was $8,223 (March 31, 2016: $3,766).

(d) FAIR VALUE MEASUREMENTS

The following tables illustrate the classification of the Fund's financial instruments within the fair value hierarchy as at March 31, 2017 and September 30, 2016:

	Assets at fair value as at March 31, 2017			
	Level 1 ($)	Level 2 ($)	Level 3 ($)	Total ($)
Equities - Long	2,005,876	-	-	2,005,876
Total	**2,005,876**	**-**	**-**	**2,005,876**

	Assets at fair value as at September 30, 2016			
	Level 1 ($)	Level 2 ($)	Level 3 ($)	Total ($)
Equities - Long	1,997,847	-	-	1,997,847
Total	**1,997,847**	**-**	**-**	**1,997,847**

Fair value is classified as Level 1 when the related security or derivative is actively traded and a quoted price is available. If an instrument classified as Level 1 subsequently ceases to be actively traded, it is transferred out of Level 1. In such cases, the instrument is reclassified into Level 2, unless the measurement of its fair value requires the use of significant unobservable inputs, in which case it is classified as Level 3. All liabilities of the Fund are carried at amortized cost and therefore are not presented in the tables above.

Statement of Financial Position (Unaudited)

	As at March 31, 2017	As at September 30, 2016
Assets		
Current Assets		
Cash and cash equivalents	$ 9	$ 270
Subscriptions receivable	38,550	31,305
Interest receivable	3	-
Dividends receivable	1,253	164
Investments (note 5)	446,115	50,557
Investments - pledged as collateral (note 5 and 11)	138,553	88,891
	624,483	171,187
Liabilities		
Current Liabilities		
Borrowing (note 11)	92,316	57,003
Management fees payable	337	83
Expenses payable	163	64
Payable for investments purchased	15,300	-
Distributions payable	56	21
	108,172	57,171
Non-current Liabilities		
Organization expenses payable	309	-
	108,481	57,171
Net Assets Attributable to Holders of Redeemable Units	$ 516,002	$ 114,016
Net Assets Attributable to Holders of Redeemable Units Per Series		
Series A	392,812	57,859
Series F	123,190	56,157
	$ 516,002	$ 114,016
Number of Redeemable Units Outstanding (note 6)		
Series A	7,154	1,105
Series F	2,241	1,072
Net Assets Attributable to Holders of Redeemable Units Per Unit		
Series A	54.91	52.38
Series F	54.98	52.40

Approved by the Board of Directors of Portland Investment Counsel Inc.

"Michael Lee-Chin" — Director

"Robert Almeida" — Director

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

Statement of Comprehensive Income (Unaudited)

for the period ended March 31,	2017
Income	
Net gain (loss) on investments	
Dividends	$ 8,954
Interest for distribution purposes	63
Net realized gain (loss) on investments	(70)
Change in unrealized appreciation (depreciation) on investments	15,397
	24,344
Other income	
Foreign exchange gain (loss) on cash and other net assets	(1,232)
Total income (net)	23,112
Expenses	
Securityholder reporting costs	23,993
Audit fees	4,164
Management fees (note 8)	2,614
Independent review committee fees	1,775
Interest expense and bank charges	908
Withholding tax expense	783
Transaction costs	337
Organization expenses	309
Custodial fees	153
Total operating expenses	35,036
Less: management fees waived by Manager	(1,558)
Less: expenses absorbed by Manager	(30,085)
Net operating expenses	3,393
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units	$ 19,719
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units per Series	
Series A	13,328
Series F	6,391
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units per Unit	
Series A	3.82
Series F	3.84

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

Statement of Changes in Net Assets Attributable to Holders of Redeemable Unit (Unaudited)

for the period ended March 31,	2017
Net Assets Attributable to Holders of Redeemable Units at Beginning of Period	
Series A	$ 57,859
Series F	56,157
	114,016
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units	
Series A	13,328
Series F	6,391
	19,719
Distributions to Holders of Redeemable Units	
From net investment income	
Series A	(2,720)
Series F	(1,339)
	(4,059)
From return of capital	
Series A	(786)
Series F	(744)
	(1,530)
Net Decrease from Distributions to Holders of Redeemable Units	(5,589)
Redeemable Unit Transactions	
Proceeds from redeemable units issued	
Series A	321,625
Series F	60,800
	382,425
Reinvestments of distributions	
Series A	3,506
Series F	1,925
	5,431
Net Increase (Decrease) from Redeemable Unit Transactions	387,856
Net Assets Attributable to Holders of Redeemable Units at End of Period	
Series A	392,812
Series F	123,190
	$ 516,002

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

Statement of Cash Flows (Unaudited)

for the period ended March 31,		2017
Cash Flows from Operating Activities		
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units	$	19,719
Adjustments for:		
Net realized (gain) loss on investments		70
Change in unrealized (appreciation) depreciation on investments		(15,397)
Unrealized foreign exchange (gain) loss on cash		506
(Increase) decrease in interest receivable		(3)
(Increase) decrease in dividends receivable		(1,089)
Increase (decrease) in management fees and expenses payable		353
Increase (decrease) in organization expenses payable		309
Purchase of investments		(414,636)
Proceeds from sale of investments		43
Net Cash Generated (Used) by Operating Activities		(410,125)
Cash Flows from Financing Activities		
Increase (decrease) in borrowing		35,313
Distributions to holders of redeemable units, net of reinvested distributions		(123)
Proceeds from redeemable units issued		375,180
Amount paid on redemption of redeemable units		-
Net Cash Generated (Used) by Financing Activities		410,370
Net increase (decrease) in cash and cash equivalents		245
Unrealized foreign exchange gain (loss) on cash		(506)
Cash and cash equivalents - beginning of period		270
Cash and cash equivalents - end of period		9
Cash and cash equivalents comprise:		
Cash at bank	$	9
From operating activities		
Interest received, net of withholding tax	$	60
Dividends received, net of withholding tax	$	7,082
From financing activities		
Interest paid	$	(658)

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

Schedule of Investment Portfolio (Unaudited)

as at March 31, 2017

No. of Shares	Security Name	Average Cost	Fair Value	% of Net Assets Attributable to Holders of Redeemable Units
EQUITIES				
Bermuda				
1,000	Brookfield Infrastructure Partners L.P., Preferred, Series 5, Fixed-Reset	$ 25,000	$ 25,920	
1,000	Brookfield Infrastructure Partners L.P., Preferred, Series 7, Fixed-Reset	25,000	25,300	
400	Brookfield Property Partners L.P.	11,580	11,864	
800	Brookfield Renewable Partners L.P., Preferred, Series 9, Fixed-Reset	20,260	20,880	
1,000	Brookfield Renewable Partners L.P., Preferred, Series 11, Fixed-Reset	25,000	24,900	
		106,840	108,864	21.1%
Canada				
1,000	AltaGas Ltd. Preferred, Series K, Fixed-Reset	25,000	25,650	
1,000	Bank of Montreal, Preferred, Series 38, Fixed-Reset	25,000	26,440	
300	BCE Inc.	17,289	17,664	
1,000	Brookfield Asset Management Inc., Preferred, Series 46, Fixed-Reset	25,000	25,900	
500	Brookfield Office Properties Inc., Preferred, Series CC, Fixed-Reset	13,412	13,455	
1,000	Brookfield Office Properties Inc., Preferred, Series EE, Fixed-Reset	25,000	25,240	
1,000	Enbridge Inc., Preferred, Series 17, Fixed-Reset	25,000	26,000	
503	Fortis Inc.	20,870	22,167	
1,000	The Bank of Nova Scotia, Preferred, Series 38, Fixed-Reset	25,000	26,150	
1,000	TransCanada Corporation, Preferred, Series 15, Fixed-Reset	25,000	26,000	
1,000	Westcoast Energy Inc., Preferred, Series 12, Fixed-Reset	25,000	26,250	
		251,571	260,916	50.6%
France				
300	Total SA ADR	20,087	20,115	3.9%
Sweden				
2,000	Nordea Bank AB	31,609	30,365	5.9%
Switzerland				
300	Roche Holding AG	10,997	12,779	2.5%
United Kingdom				
400	Royal Dutch Shell PLC ADR	28,770	28,049	5.4%
United States				
200	Archer-Daniels-Midland Company	11,546	12,245	
300	AT&T Inc.	14,836	16,576	
2,500	Fifth Street Senior Floating Rate Corp.	29,672	29,323	
300	iShares MSCI World ETF	27,342	31,067	
400	SPDR S&P Global Dividend ETF	32,984	34,369	
		116,380	123,580	23.9%
	Total investment portfolio	566,254	584,668	113.3%
	Transaction costs	(443)	-	-
		$ 565,811	584,668	113.3%
	Liabilities less other assets		(68,666)	(13.3%)
	NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE UNITS		$ 516,002	100.0%

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

(a) OFFSETTING ASSETS AND LIABILITIES

The Fund borrows on margin for the purposes of making investments. Collateral in the form of cash and securities is required to secure the margin loans and borrowing. Securities pledged as collateral have not been offset against the borrowing, but are presented separately on the statement of financial position as investments that are pledged as collateral. The broker holding the collateral has the right to sell or re-pledge such securities in order to pay back the loan. However, the Fund does not have the right of offset.

(b) FINANCIAL INSTRUMENTS BY CATEGORY

The following tables present the carrying amounts of the Fund's financial instruments by category as at March 31, 2017:

Assets	Held for Trading ($)	Financial assets at FVTPL Designated at Inception ($)	Financial assets at amortized cost ($)	Total ($)
Cash and cash equivalents	-	-	9	9
Subscriptions receivable	-	-	38,550	38,550
Interest receivable	-	-	3	3
Dividends receivable	-	-	1,253	1,253
Investments	-	446,115	-	446,115
Investments - pledged as collateral	-	138,553	-	138,553
Total	**-**	**584,668**	**39,815**	**624,483**

Liabilities	Held for Trading ($)	Financial liabilities at FVTPL Designated at Inception ($)	Financial liabilities at amortized cost ($)	Total ($)
Borrowing	-	-	92,316	92,316
Management fees payable	-	-	337	337
Expenses payable	-	-	163	163
Payable for investments purchased	-	-	15,300	15,300
Distributions payable	-	-	56	56
Organization expenses payable	-	-	309	309
Total	**-**	**-**	**108,481**	**108,481**

The following tables present the carrying amounts of the Fund's financial instruments by category as at September 30, 2016:

Assets	Held for Trading ($)	Financial assets at FVTPL Designated at Inception ($)	Financial assets at amortized cost ($)	Total ($)
Cash and cash equivalents	-	-	270	270
Subscriptions receivable	-	-	31,305	31,305
Dividends receivable	-	-	164	164
Investments	-	50,557	-	50,557
Investments - pledged as collateral	-	88,891	-	88,891
Total	**-**	**139,448**	**31,739**	**171,187**

Liabilities	Held for Trading ($)	Financial liabilities at FVTPL Designated at Inception ($)	Financial liabilities at amortized cost ($)	Total ($)
Borrowing	-	-	57,003	57,003
Management fees payable	-	-	83	83
Expenses payable	-	-	64	64
Distributions payable	-	-	21	21
Total	**-**	**-**	**57,171**	**57,171**

The following table presents the net gains (losses) on financial instruments at fair value through profit and loss (FVTPL) by category for the period ending March 31, 2017:

Category	Net gains (losses) ($) 2017
Financial assets at FVTPL:	
Held for trading	-
Designated at inception	24,323
Total financial assets at FVTPL	**24,323**

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

(c) RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (NOTE 5)

Price Risk

Please see note 5 for a description of Price Risk. The Manager moderates this risk through diversification of securities and other financial instruments within the limits of the Fund's investment objectives and strategy.

If the price of investments held by the Fund on March 31, 2017 had been higher or lower by 5%, the net assets attributable to holders of redeemable units of the Fund would have been higher or lower by $29,233 (September 30, 2016: $6,972). Actual results may differ from the above sensitivity analysis and the difference could be material.

Concentration Risk

The following tables present the Fund's exposure as a percentage of the total carrying value of the investments by geographic region and by industry sector as at March 31, 2017 and September 30, 2016.

By Geographic Region	March 31, 2017	September 30, 2016
Canada	44.5%	46.5%
United States	21.3%	20.5%
Bermuda	18.6%	33.0%
Sweden	5.2%	-
United Kingdom	4.8%	-
France	3.4%	-
Switzerland	2.2%	-
Total	**100%**	**100%**

By Industry Sector	March 31, 2017	September 30, 2016
Financials	32.2%	28.0%
Utilities	24.9%	51.4%
Energy	21.4%	-
Exchange Traded Funds	11.4%	20.6%
Telecommunication Services	5.8%	-
Health Care	2.2%	-
Consumer Staples	2.1%	-
Total	**100%**	**100%**

Currency Risk

Please see note 5 for a description of Currency Risk. As the Fund may invest in securities traded in foreign currencies, its net assets and cash flows, when measured in Canadian dollars, will, to the extent that they have not been fully hedged, be affected by changes in the value of these currencies relative to the Canadian dollar.

During the period, the Fund made use of borrowings denominated in U.S. dollars, which in effect mitigated the currency risk of the Fund being invested in U.S. listed securities. The Manager may use either Canadian dollar or U.S. dollar denominated borrowings based on the interest cost differential and the Fund's currency exposure, including the revenue sensitivity of the underlying investments.

The table below indicates the foreign currencies to which the Fund had significant exposure at March 31, 2017 and September 30, 2016 in Canadian dollar terms. The table also illustrates the potential impact on the net assets attributable to holders of redeemable units if the Canadian dollar had strengthened or weakened by 5% in relation to each of the other currencies, with all other variables held constant.

March 31, 2017

	Exposure			Impact on net assets attributable to holders of redeemable units		
	Monetary ($)	Non - monetary ($)	Total ($)	Monetary ($)	Non - monetary ($)	Total ($)
Swedish Krona	-	30,364	30,364	-	1,518	1,518
United States Dollar	(102,085)	184,523	82,438	(5,104)	9,226	4,122
Total	**(102,085)**	**214,887**	**112,802**	**(5,104)**	**10,744**	**5,640**
% of net asset attributable to holders of redeemable units	(19.8%)	41.6%	21.8%	(1.0%)	2.1%	1.1%

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

September 30, 2016

	Exposure			Impact on net assets attributable to holders of redeemable units		
	Monetary ($)	Non - monetary ($)	Total ($)	Monetary ($)	Non - monetary ($)	Total ($)
United States Dollar	(27,525)	28,598	1,073	(1,376)	1,430	54
Total	**(27,525)**	**28,598**	**1,073**	**(1,376)**	**1,430**	**54**
"% of net asset attributable to holders of redeemable units"	(24.1%)	25.1%	1.0%	(1.2%)	1.2%	-

Interest Rate Risk

Please see note 5 for a description of Interest Rate Risk. As at March 31, 2017 and September 30, 2016, the Fund had significant direct exposure to interest rate risk from its use of margin loan and borrowing. The amount borrowed as at March 31, 2017 was $92,316 (September 30, 2016: $57,003) and was repayable on demand.

If interest rates had doubled during the period, interest expense would have been higher and ending net assets attributable to holders of redeemable units would have been lower by $658.

Credit Risk

Please see note 5 for a description of Credit Risk. As at March 31, 2017 and September 30, 2016, the Fund did not have significant exposure to credit risk.

Liquidity Risk

The Fund is exposed to liquidity risk on its obligations, including any issued redeemable units, borrowing, management fees payable, expenses payable, redemptions payable, payable for investments purchased and distributions payable.

The liquidity risk associated with issued redeemable units is managed by investing in a portfolio of highly liquid equity securities.

The main concentration of liquidity risk arises from the Fund's borrowing activities. Borrowings are repayable on demand and are partially covered by collateral held on account at the broker with whom the borrowings are made.

Obligations of the Fund including management fees payable, expenses payable, redemptions payable, payable for investments purchased and distributions payable, as applicable, are due within 6 months from the financial reporting date. Organization expenses payable is due and payable over a 60 month period to commencing at such time as the Manager shall determine.

The table below presents the Fund's financial liabilities in relevant maturity groupings based on the remaining period to the contractual maturity date. The amounts in the table are the contractual undiscounted cash flows.

March 31, 2017	< 6 months ($)	> 6 months ($)	Total ($)
Borrowing	92,316	-	92,316
Management fees and expenses payable	500	-	500
Payable for investments purchased	15,300	-	15,300
Distributions	56	-	56

September 30, 2016	< 6 months ($)	> 6 months ($)	Total ($)
Borrowing	57,003	-	57,003
Management fees and expenses payable	147	-	147
Distributions	21	-	21

Leverage Risk

Please see note 5 for a description of Leverage Risk. The Fund may generally borrow up to 70% of its total assets. The Fund was subject to leverage risk as at March 31, 2017 and September 30, 2016. The Fund pledges securities as collateral and is able to borrow up to limits imposed by the broker it has pledged the collateral to. The amount of borrowing allowed by the broker depends on the nature of the securities pledged. The Fund pays interest on the amounts borrowed. Interest is accrued daily and paid monthly.

As at March 31, 2017, the amount borrowed was $92,316 (September 30, 2016: $57,003). The lender nets the amount borrowed with any cash balances held by the Fund and includes the impact of any securities bought or sold that are not yet paid by or to the Fund. When calculated this way, the borrowing percentage as at March 31, 2017 was 18.4% (September 30, 2016: 40.9%). Interest expense for the period ended March 31, 2017 was $658.

(d) FAIR VALUE MEASUREMENTS

The following tables illustrate the classification of the Fund's financial instruments within the fair value hierarchy as at March 31, 2017:

	Assets at fair value as at March 31, 2017			
	Level 1 ($)	Level 2 ($)	Level 3 ($)	Total ($)
Equities - Long	584,668	-	-	584,668
Total	**584,668**	**-**	**-**	**584,668**

The following tables illustrate the classification of the Fund's financial instruments within the fair value hierarchy as at September 30, 2016:

	Assets at fair value as at September 30, 2016			
	Level 1 ($)	Level 2 ($)	Level 3 ($)	Total ($)
Equities - Long	139,448	-	-	139,448
Total	**139,448**	**-**	**-**	**139,448**

A financial instrument is classified as Level 1 when the related security or derivative is actively traded and a quoted price is available. If an instrument classified as Level 1 subsequently ceases to be actively traded, it is transferred out of Level 1. In such cases, the instrument is reclassified into Level 2, unless the measurement of its fair value requires the use of significant unobservable inputs, in which case it is classified as Level 3. All liabilities of the Fund are carried at amortized cost and therefore are not presented in the tables above.

(e) STRUCTURED ENTITIES

The Fund's investments in ETFs are summarized below.

March 31, 2017	Fair Value of Funds Investments ($)	Net Asset Value of ETF ($ millions)	% of ETFs Net Assets
iShares MSCI World ETF	31,067	420	–
SPDR S&P Global Dividend ETF	34,369	126	–

September 30, 2016	Fair Value of Funds Investments ($)	Net Asset Value of ETF ($ millions)	% of ETFs Net Assets
iShares MSCI World ETF	28,598	305	-

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

Notes to Financial Statements

1. GENERAL INFORMATION

Portland Advantage Plus – Everest Fund (Everest), Portland Advantage Plus – McKinley Fund (McKinley), Portland Advantage Plus – Value Fund (Value+) and Portland Global Aristocrats Plus Fund (Global Aristocrats) (each a Fund, collectively the Funds) are open-end investment funds established under the laws of the Province of Ontario each as a separate trust pursuant to an amended and restated master declaration of trust dated December 13, 2013, (the Declaration of Trust) as amended and restated from time to time. The Funds offer units to the public on a private placement basis under an offering memorandum (Offering Memorandum), and commenced operations as outlined in the table below.

Name of Fund	Formation Date of Fund	Commencement of Operations	
		Series A	Series F
Portland Advantage Plus – Everest Fund	March 31, 2014	April 30, 2014	April 30, 2014
Portland Advantage Plus – McKinley Fund	March 31, 2014	April 30, 2014	April 30, 2014
Portland Advantage Plus – Value Fund	January 2, 2015	January 30, 2015	January 30, 2015
Portland Global Aristocrats Plus Fund	April 30, 2016	June 30, 2016	June 30, 2016

Portland Investment Counsel Inc. (Manager) is the Investment Fund Manager, Portfolio Manager and Trustee of the Funds. The head office of the Funds is 1375 Kerns Road, Suite 100, Burlington, Ontario L7P 4V7. These financial statements are presented in Canadian dollars and were authorized for issue by the board of directors of the Manager on May 17, 2017. The Funds are authorized to issue an unlimited number of units in an unlimited number of series.

The investment objective of Everest and McKinley is to provide income and achieve, over the long term, an above average return by combining a leveraged investment strategy with focused investment primarily in a limited number of long security positions.

The investment objective of Value+ is to achieve, over the long term, an above average return by combining a leveraged investment strategy with focused investment primarily in a limited number of long securities positions.

The investment objective of Global Aristocrats is to provide income and achieve, over the long term, preservation of capital and a satisfactory return.

The statements of financial position of Everest, McKinley, Value+ and Global Aristocrats are as at March 31, 2017 and September 30, 2016. The statements of comprehensive income, changes in net assets attributable to holders of redeemable units, and cash flows of the Funds are for the 6 month period ended March 31, 2017 and March 31, 2016 except Global Aristocrats which commenced operations on June 30, 2016 and does not have comparative information for the period ended March 31, 2016 in the statements of comprehensive income, changes in net assets attributable to holders of redeemable units, and cash flows.

2. BASIS OF PRESENTATION

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS). These financial statements have been prepared under the historical cost convention as modified by the revaluation of financial assets and financial liabilities at fair value through profit or loss.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial instruments

(a) Classification

The Funds recognize financial instruments at fair value upon initial recognition, plus transaction costs in the case of financial instruments measured at amortized cost. The Funds' investments are designated at inception and are measured at fair value through profit and loss (FVTPL).

Each Fund's obligation for net assets attributable to holders of redeemable units is presented at the redemption amount.

All other financial assets and liabilities are classified as loans and receivables or other financial liabilities and are measured at amortized cost which approximates fair value using the effective interest method. Under this method, financial assets and liabilities reflect the amount required to be received or paid, discounted, when appropriate, at the contract's effective interest rate.

The accounting policies for measuring the fair value of investments and derivatives are similar to those used in measuring its net asset value (NAV) for unitholder transactions. Therefore the NAV will be similar to the net assets attributable to holders of redeemable units for financial reporting purposes except for the treatment of organization expenses. Such expenses are deductible from NAV over a five year period commencing in January 2016 for Everest and McKinley and at a future time to be determined by the Manager for Value+ and Global Aristocrats. For Everest, McKinley and Value+ such expenses are fully deductible in the first year of operations under IFRS. For Global Aristocrats, the amount of organization expenses incurred and expensed in the statement of comprehensive income is based on the maximum amount allowed to be charged to the Fund of 0.20% per annum multiplied by the NAV, regardless of whether or not the Manager has commenced deducting the amount from the Fund's NAV for transaction purposes. Therefore, the NAV is higher than the net assets attributable to holders of redeemable units in these financial statements. There is a comparison of NAV per unit and net assets attributable to holders of redeemable units per unit within note 12.

Financial assets and liabilities will be offset and the net amount reported in the statements of financial position when there is a legally enforceable right to offset 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 Funds may enter 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, certain events of default or termination of the contracts.

(b) Recognition, de-recognition and measurement

Purchases and sales of financial assets are recognized on their trade date - the date on which the Funds commit to purchase or sell the investment. Financial assets and liabilities at FVTPL are initially recognized at fair value. Transaction costs are expensed as incurred in the statements of comprehensive income.

Financial assets are de-recognized when the rights to receive cash flows from the investments have expired or the Funds have transferred substantially all the risks and rewards of ownership. Upon disposal, the difference between the amount received and the average cost to acquire the financial asset is included within "net realized gain (loss)" in the statements of comprehensive income.

Subsequent to initial recognition, all financial assets and liabilities at FVTPL are measured at fair value. Gains and losses arising from change in fair value of the FVTPL category are presented in the statements of comprehensive income within "change in unrealized appreciation (depreciation) on investments" in the period in which they arise.

Fair value measurement

Fair value is 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. The fair value of financial assets and liabilities traded in active markets (such as publicly traded derivatives and marketable securities) are based on quoted market prices at the close of trading on the reporting date. The Funds use the last traded market price for both financial assets and financial liabilities where the last traded price falls within that day's bid-ask spread. In circumstances where the last traded price is not within the bid-ask spread and the difference is material, the Manager determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances. If there has been no trade, the mid price (average bid and asking price) as of the close of the business on the reporting date is used to approximate fair value. The Funds' policy is to recognize transfers into and out of the fair value hierarchy levels as of the date of the event or change in circumstances giving rise to the transfer.

Structured entities

A structured entity is an entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, such as when any voting rights relate to administrative tasks only and the relevant activities are directed by means of contractual arrangements. A structured entity often has some or all of the following features or attributes: (a) restricted activities; (b) a narrow and well-defined objective, such as to provide investment opportunities for investors by passing on risks and rewards associated with the assets of the structured entity to investors; c) insufficient equity to permit the structured entity to finance its activities without subordinate financial support; and (d) financing in the form of multiple contractually linked instruments to investors that create concentrations of credit or other risks (tranches).

The Funds consider all of their investments in exchange traded funds (ETFs) to be investments in unconsolidated structured entities. ETFs are bought and sold on the stock market on which they are traded and are valued at the last traded price as per above section on Fair Value Measurement.

Revenue recognition

"Interest for distribution purposes" shown on the statements of comprehensive income represents the coupon interest received by the Funds accounted for on an accrual basis. The Funds do not amortize premiums paid or discounts received on the purchase of fixed income securities other than zero coupon debt securities which are amortized on a straight line basis. Interest receivable is shown separately in the statements of financial position based on the debt instruments' stated rates of interest.

Dividends on equity investments and distributions on investments in other investment funds are recognized as income on the ex-dividend date.

Foreign currency translation

The functional and presentation currency of the Funds is the Canadian dollar. Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates that transactions occur. Assets and liabilities denominated in a foreign currency are translated into the functional currency using the exchange rate prevailing at the reporting date. Foreign exchange gains and losses related to assets and liabilities at amortized cost are recognized in profit and loss and are presented as "foreign currency gain (loss) on cash and other net assets" on the statements of comprehensive income. Realized foreign exchange gains and losses related to assets and liabilities at FVTPL are recognized when incurred and are presented in the statements of comprehensive income within "net realized gain (loss) on investments".

Unrealized exchange gains or losses on investments are included in "change in unrealized appreciation (depreciation) on investments" in the statements of comprehensive income.

"Foreign exchange gain (loss) on currencies and other net assets" arise from sale of foreign currencies, currency gains or losses realized between trade and settlement dates on securities transactions, and the difference between the recorded amounts of dividend, interest and foreign withholding taxes and the Canadian dollar equivalent of the amounts actually received or paid.

Cash and cash equivalents

The Funds consider highly liquid investments with an original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value to be cash equivalents. Cash is comprised of deposits with financial institutions.

Cost of investments

The cost of investments represents the average cost for each security excluding transaction costs. On the schedule of investment portfolio, transaction costs have been deducted in aggregate from the total cost of individual investments which include transaction costs.

Redeemable Units

The Funds issue multiple series of redeemable units, which are redeemable at the holder's option and do not have identical rights. Redeemable units can be put back to each Fund at any dealing date for cash equal to a proportionate share of the Funds' NAV attributable to the unit series. Units are redeemable monthly.

The redeemable units are carried at the redemption amount that is payable at the statements of financial position date if the holder exercises the right to put the unit back to the Fund.

Redeemable units are issued and redeemed at the holder's option at prices based on the Fund's NAV per unit at the time of issue or redemption. The Funds' NAV per unit is calculated by dividing the net assets attributable to the holders of each series of redeemable units with the total number of outstanding redeemable units for each respective class. In accordance with the provisions of the Funds' Offering Memorandum, investment positions are valued based on the last traded market price for the purpose of determining the NAV per unit for subscriptions and redemptions.

The Funds' units do not meet the criteria in IAS 32 for classification as equity as the units are redeemable on demand for cash and therefore, have been classified as financial liabilities.

Expenses

Expenses of the Funds include management fees and other operating expenses recorded on an accrual basis.

Transaction costs associated with investment transactions for financial assets and liabilities at FVTPL, including brokerage commissions, have been expensed on the statements of comprehensive income.

Interest charged on margin borrowing is recorded on an accrual basis.

Increase (decrease) in net assets attributable to holders of redeemable units per unit

"Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units per Unit" in the statements of comprehensive income represents the Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units per Series, divided by the weighted average units outstanding of that Series during the reporting period.

Distributions to Unitholders

Distributions will be made to Unitholders only at such times and in such amounts as may be determined in the discretion of the Manager. The Funds intend to distribute enough of their net income and net realized capital gains so that they do not have to pay ordinary income taxes. All distributions by the Funds will be automatically reinvested in additional units of the Fund held by the investor at the NAV per unit thereof, unless the investor notifies the Manager in writing that cash distributions are preferred.

Allocation of income and expense, and realized and unrealized gains and losses

Management fees and other costs directly attributable to a series are charged to that series. Each Fund's shared operating expenses, income, and realized and unrealized gains and losses are generally allocated proportionately to each series based upon the relative NAV of each Series.

Collateral

Cash collateral provided by the Funds is identified in the statements of financial position as margin accounts and is not included as a component of cash and cash equivalents.

Collateral other than cash is classified in the statements of financial position separately from other assets and liabilities as pledged collateral if the party to whom the collateral is provided has the right by contract or custom to sell or re-pledge the collateral.

Future accounting changes

IFRS 9, Financial Instruments

The final version of IFRS 9, Financial Instruments, was issued by the IASB in July 2014 and will replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 introduces a model for classification and measurement, a single, forward-looking 'expected loss' impairment model and a substantially reformed approach to hedge accounting. The new single, principle based approach for determining the classification of financial assets is driven by cash flow characteristics and the business model in which an asset is held. The new model also results in a single impairment model being applied to all financial instruments, which will require more timely recognition of expected credit losses. It also includes changes in respect of own credit risk in measuring liabilities elected to be measured at fair value, so that gains caused by the deterioration of an entity's own credit risk on such liabilities are no longer recognized in profit or loss. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, however is available for early adoption. In addition, the own credit changes can be early applied in isolation without otherwise changing the accounting for financial instruments. The Funds are in the process of assessing the impact of IFRS 9.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of financial statements requires management to use judgment in applying its accounting policies and to make estimates and assumptions about the future. The following discusses the most significant accounting judgments and estimates the Funds have made in preparing these financial statements.

Classification and measurement of investments and application of the fair value option

In classifying and measuring financial instruments under IAS 39, Financial Instruments - Recognition and Measurement, the Manager is required to make significant judgments about whether or not the investments of a Fund are considered held for trading or that the fair value option can be applied to those that are not. The Manager has concluded that the fair value option can be applied to a Fund's investments that are not considered held for trading. Such investments have been designated at FVTPL.

Functional and presentation currency

The Funds' investors are mainly from Canada, with subscriptions and redemptions of the redeemable units denominated in Canadian dollars. The primary activity of the Funds is to invest in Canadian and U.S. securities and/or a globally diversified portfolio. The performance of the Funds is measured and reported to the investors in Canadian dollars. The Manager considers the Canadian dollar as the currency that most faithfully represents the economic effects of the underlying transactions, events and conditions. The financial statements are presented in Canadian dollars, which is the Funds' functional and presentation currency.

Discount rate

The Manager is required to make an estimate of an appropriate discount rate for purposes of determining the fair value of organization expenses payable for Everest, McKinley and Value+. The Manager uses observable data, to the extent practicable, in determining this rate. For Value+, changes in assumptions about this rate could have a material impact on the fair value of the organization expense liability.

5. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS

The Funds' investment activities may be exposed to various financial risks, including market risk (which includes currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Funds' risk management goals are to ensure that the outcome of activities involving risk is consistent with the Funds' investment objectives and risk tolerance per the offering memorandum. All investments result in a risk of loss of capital.

Refer to the 'Fund Specific Notes to the Financial Statements' for fund specific disclosure.

Price Risk

Price risk is the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market prices (other than those arising from interest rate risk or currency risk). Financial instruments held by the Funds are susceptible to market price risk arising from uncertainties about future prices of the instruments.

Interest Rate Risk

Interest rate risk arises on interest-bearing financial instruments, such as bonds and margin borrowings. The fair value and future cash flows of such instruments will fluctuate due to changes in market interest rates.

Currency Risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Securities included in the Funds may be valued in or have exposure to currencies other than the Canadian dollar and when measured in Canadian dollars, be affected by fluctuations in the value of such currencies relative to the Canadian dollar.

Liquidity Risk

Liquidity risk is the risk that the Funds will encounter difficulty in meeting their obligations associated with financial liabilities. The Funds are exposed to monthly cash redemptions and borrow on margin to make investments. As a result, the Funds invest the majority of assets in investments that are traded in an active market and can be readily disposed of. There can be no assurance that an active trading market for the investments will exist at all times, or that the prices at which the securities trade accurately reflect their values.

Credit Risk

Credit risk is the risk that a party to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Fund. All transactions in listed securities are settled or paid for upon delivery using approved brokers. The risk of default is considered minimal, as delivery of securities sold is only made once the broker has received payment. Payment is made on a purchase once the securities have been received by the broker. The trade will fail if either party fails to meet its obligation.

Leverage Risk

Leverage is the use of various financial instruments or borrowed capital, such as margin, to increase the potential return of an investment. While leverage presents opportunities for increasing the Funds' total returns, it has the effect of potentially increasing losses as well. In accordance with their investment objectives and strategies, the Funds intend to use leverage to enhance their returns by borrowing funds against the assets of the Funds. Any event that adversely affects the value of an investment, either directly or indirectly is magnified when leverage is employed.

Fair value of financial instruments

Financial instruments measured at fair value are classified according to a fair value hierarchy that reflects the importance of the inputs used to perform each valuation. The fair value hierarchy is made up of the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date; Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; Level 3 - inputs are unobservable for the asset or liability.

The fair value hierarchy requires the use of observable data from the market if such data exists. A financial instrument is classified at the lowest level of the hierarchy for which significant input has been considered in measuring fair value.

6. REDEEMABLE UNITS

The Funds are permitted to issue an unlimited number of redeemable units issuable in Series A, Series F, Series O and/or Series N, having such terms and conditions as the Manager may determine. Additional series may be offered in future on different terms, including different fee and dealer compensation terms and different minimum subscription levels. Each unit of a series represents an undivided ownership interest in the net assets of the Fund attributable to that series of units.

Each Fund endeavors to invest capital in appropriate investments in conjunction with its investment objectives. The Funds maintain sufficient liquidity to meet redemptions, such liquidity being augmented by short-term borrowings or disposal of investments, where necessary.

The principal difference between the series of units relates to the management fee payable to the Manager, the compensation paid to dealers, distributions and the expenses payable by the series. All units are entitled to participate in each Fund's liquidation of assets on a series basis. Units are issued as fully paid and non-assessable and are redeemable at the NAV per unit of the applicable series of units of the applicable Fund being redeemed, determined at the close of business on the redemption date, as outlined in the Offering Memorandum.

Series A Units are available to all investors.

Series F Units are available to investors who participate in fee-based programs through their dealer and whose dealer has signed a Series F Agreement with the Manager, investors for whom the Fund does not incur distribution costs, or individual investors approved by the Manager.

Series N Units are available to investors who are considered non-residents of Canada for the purpose of the Excise Tax Act (Canada). The Funds have not yet issued any Series N Units. Global Aristocrats does not offer Series N.

Series O Units are available to certain institutional or other investors. Fees associated with Series O are negotiated with, and paid directly by the investor to the Manager. The Funds have not yet issued any Series O Units.

The number of units issued and outstanding for the period ended March 31, 2017 and March 31, 2016 were as follows:

Period ended March 31, 2017	Balance, Beginning of Period	Units Issued	Units Reinvested	Units Redeemed	Balance, End of Period	Average Number of Units
Portland Advantage Plus – Everest Fund						
Series A Units	255,076	5,268	6,525	26,665	240,204	250,837
Series F Units	539,482	95,514	19,114	18,308	635,802	568,846
Portland Advantage Plus – McKinley Fund						
Series A Units	125,017	494	3,942	5,062	124,391	125,371
Series F Units	312,494	8,035	11,779	6,242	326,066	319,220
Portland Advantage Plus – Value Fund						
Series A Units	7,644	567	206	20	8,397	7,806
Series F Units	25,097	2,127	1,394	199	28,419	26,257
Portland Global Aristocrats Plus Fund						
Series A Units	1,105	5,985	64	-	7,154	3,491
Series F Units	1,072	1,133	36	-	2,241	1,663

Period ended March 31, 2016	Balance, Beginning of Period	Units Issued	Units Reinvested	Units Redeemed	Balance, End of Period	Average Number of Units
Portland Advantage Plus – Everest Fund						
Series A Units	130,711	93,073	12,393	-	236,177	172,354
Series F Units	306,885	173,456	31,116	8,527	502,930	382,276
Portland Advantage Plus – McKinley Fund						
Series A Units	107,971	12,981	5,690	7,428	119,214	107,349
Series F Units	231,794	53,933	14,596	5,672	294,651	257,889
Portland Advantage Plus – Value Fund						
Series A Units	3,774	3,363	9	-	7,146	5,847
Series F Units	7,672	12,883	166	-	20,721	14,562

7. TAXATION

Value+ and Global Aristocrats are each a unit trust with registered investment status, and Everest and McKinley are each a mutual fund trust under the Income Tax Act (Canada). Each Fund calculates taxable income and net capital gains/(losses) in accordance with the Income Tax Act (Canada) and intends to distribute sufficient net income and net realized capital gains, if any, to ensure it does not have to pay ordinary income tax.

As a result, the Funds do not record income taxes. Since the Funds do not record income taxes, the tax benefit of capital and non-capital losses, if any, are not reflected in the statements of financial position as deferred income tax assets.

Value + and Global Aristocrats may incur Minimum Tax since they are unit trusts. Minimum Tax is reflected as an expense on the statements of comprehensive income.

The taxation year-end for each Fund is December 31. As at December 31, 2016, Everest, McKinley and Global Aristocrats had unused capital loss carry-forwards of $5,781,938, $3,305,275 and $83, respectively, which can be carried forward indefinitely. None of the Funds had unused non-capital loss carry-forwards.

8. MANAGEMENT FEES AND EXPENSES

Pursuant to the Funds' Offering Memorandum, the Funds agree to pay management fees to the Manager each month, calculated and accrued daily on the basis and the percentages as outlined below. Total Assets of each Fund is defined as the total fair value of the assets of the Fund without deduction for any liabilities of the Fund in respect of margin borrowing or redeemable units. The Total Assets of each Fund are attributable to each Series proportionately based on the NAV of the applicable series.

Fund	Series	Management Fee as percentage of Total Assets	Management Fee as percentage of NAV
Portland Advantage Plus - Everest Fund	Series A Units	0.75%	1.00%
Portland Advantage Plus - McKinley Fund	Series F Units	0.75%	-
Portland Advantage Plus - Value Fund	Series N Units	0.75%	1.00%
Portland Global Aristocrats Plus Fund	Series A Units	-	2.00%
	Series F Units	-	1.00%

Management fees on Series O units are negotiated with the Manager. Such fees are paid directly to the Manager and are not deducted from the NAV of Series O.

The Manager is also reimbursed for any operating expenses it incurs on behalf of the Funds, including transfer agency, fund accounting, regulatory filing fees, custodian fees, legal and audit fees, costs associated with the Independent Review Committee, bank charges, the costs of financial reporting, expenses related to conducting unitholder meetings, costs associated with providing FundServ access for registered dealers and all related sales taxes. GST and HST paid by the Funds on their expenses is not recoverable. The Manager also provides key management personnel to the Funds. The Manager may charge the Funds for actual time spent by its personnel (or those of its affiliates) in overseeing the day-to-day business affairs of the Funds. The amount charged for time spent by personnel is determined based on fully allocated costs and does not include a mark up or administration fee. The Manager may waive or absorb management fees and operating expenses of the Funds at its discretion but is under no obligation to do so.

The Funds are also responsible for the organization expenses associated with the formation and creation of the Funds and the offering of the Units, including but not limited to legal and audit costs, registration and regulatory filing fees, costs associated with due diligence by registered dealers, printing costs, postage and courier costs, time spent by personnel of the Manager at fully allocated costs, and project costs incurred to set up the Funds for record keeping and accounting services by their third party administrator. The Manager has paid the costs associated with the formation and creation of the Funds and the offering of Units and is entitled to re-imbursement from the Funds for such costs.

Everest and McKinley each incurred $27,769 (net of taxes) and Value+ incurred $13,383 (net of taxes) of such organization expenses which are the contractual amounts due and payable to the Manager over a 60 month period commencing in January 2016 for Everest and McKinley and at a future time to be determined by the Manager for Value+ and Global Aristocrats. For Everest, McKinley and Value+ the amount due to the Manager was discounted using an effective interest rate and reported on the statements of financial position as a liability and on the statements of comprehensive income as organization expense in the year of commencement of operations. The difference between the amounts paid and the present value of the obligation is recognized as interest expense over the 60 month period.

Global Aristocrats incurred $8,841 (net of taxes) which is the contractual amount due and payable to the Manager as reimbursement of such organization expenses. Such amount will be charged by the Manager to the Fund as an expense calculated and payable monthly at a rate which will not exceed 0.20% per annum of the NAV over 60 months commencing at such time as the manager in its discretion shall determine. For financial reporting purposes, an amount equal to the contractual maximum is required to be recognized as owing to the manager. For the period ending March 31, 2017, $309 was expensed in the statement of comprehensive income.

9. SOFT DOLLARS

Allocation of business to brokers of the Funds is made on the basis of coverage, trading ability and fundamental research expertise. The Manager may choose to affect portfolio transactions with dealers who provide research, statistical and other similar services to the Funds or to the Manager at prices which reflect such services (termed proprietary research). The dealers do not provide the Manager with an estimate of the cost of the research, statistical and other similar services (referred to as soft dollars).

Effective January 1, 2016, the Manager may use third party research, which is generally also available on a subscription basis, the value of which will be used to approximate the value of research and other similar services received from third parties through commission sharing arrangements with executing brokers. The ascertainable value of the third party soft dollar arrangements in connection with portfolio transactions for the six month period ended March 31, 2017 and the period from January 1, 2016 to March 31, 2016 are presented in the table below:

For the period ended	2017 ($)	2016 ($)
Portland Advantage Plus – Everest Fund	88	1,092
Portland Advantage Plus – McKinley Fund	144	674
Portland Advantage Plus – Value Fund	28	51
Portland Global Aristocrats Plus Fund	3	n/a

10. RELATED PARTY TRANSACTIONS

The following tables outline the management fees and operating expense reimbursements that were paid to the Manager by the Funds during the period ended March 31, 2017 and the comparative period ended March 31, 2016. The tables include the amount of operating expense reimbursement that was paid to affiliates of the Manager and the amount of additional absorbed operating expenses that the Manager chose not to charge to the Funds. All of the dollar amounts in the table below exclude applicable GST or HST.

Period ended March 31, 2017	Management Fees ($)	Operating Expense Reimbursement ($)	Waived Management Fees and Absorbed Operating Expenses ($)	Operating Expenses Reimbursed to Affiliates of the Manager ($)	Organizational Expense Payments ($)
Portland Advantage Plus – Everest Fund	54,082	-	82,456	1,287	3,130
Portland Advantage Plus – McKinley Fund	66,071	13,183	23,110	1,287	3,130
Portland Advantage Plus – Value Fund	8,392	2,167	29,060	1,287	-
Portland Global Aristocrats Plus Fund	2,314	-	28,009	1,323	-

Period ended March 31, 2016	Management Fees ($)	Operating Expense Reimbursement ($)	Waived Management Fees and Absorbed Operating Expenses ($)	Operating Expenses Reimbursed to Affiliates of the Manager ($)
Portland Advantage Plus – Everest Fund	3,675	-	60,087	1,563
Portland Advantage Plus – McKinley Fund	24,873	4,662	46,713	1,563
Portland Advantage Plus – Value Fund	4,644	1,208	31,125	-

The Funds owed the following amounts to the Manager excluding applicable GST or HST:

As at March 31, 2017	Management Fees ($)	Operating Expenses Reimbursement ($)	Organization Expenses Payable ($)
Portland Advantage Plus – Everest Fund	943	-	19,465
Portland Advantage Plus – McKinley Fund	11,362	2,140	21,138
Portland Advantage Plus – Value Fund	1,448	356	12,942
Portland Global Aristocrats Plus Fund	298	-	309

As at September 30, 2016	Management Fees ($)	Operating Expenses Reimbursement ($)
Portland Advantage Plus – Everest Fund	1,102	-
Portland Advantage Plus – McKinley Fund	10,720	2,181
Portland Advantage Plus – Value Fund	1,327	356
Portland Global Aristocrats Plus Fund	74	-

The Manager and its affiliates, officers and directors are considered related parties to the Funds and may invest in units of the Funds from time to time in the normal course of business. All such transactions are measured at net asset value per unit. The percentage ownership of the Funds by such related parties was as follows:

	As at March 31, 2017	As at September 30, 2016
Portland Advantage Plus – Everest Fund	2.4%	2.3%
Portland Advantage Plus – McKinley Fund	0.5%	0.3%
Portland Advantage Plus – Value Fund	36.1%	42.3%
Portland Global Aristocrats Plus Fund	2.3%	12.5%

As at March 31, 2017 an affiliate of the Manager held 2,151 Series F units (September 30, 2016: 2,057) and nil Series A units (September 30, 2016:20) of Value+. The Manager and its affiliates did not hold units of Everest, McKinley or Global Aristocrats on March 31, 2017 or September 30, 2016.

11. BORROWING

The Funds have a Settlement Services Agreement with a Canadian broker for margin borrowing. The rate of interest payable on borrowed money in Canadian dollars is the Canadian Dealer Offered Rate + 50bps and in U.S. dollars is the LIBOR (London Interbank Offered Rate) + 50bps and the facility is repayable on demand. The Funds have placed securities on account with the dealer as collateral for borrowing. Such non-cash collateral has been classified separately within the statements of financial position from other assets and is identified as "Investments - pledged as collateral".

The amounts borrowed as at March 31, 2017 and September 30, 2016 are presented below:

Borrowing	March 31, 2017 ($)	September 30, 2016 ($)
Portland Advantage Plus – Everest Fund	8,515,132	8,149,089
Portland Advantage Plus – McKinley Fund	10,899,798	10,106,027
Portland Advantage Plus – Value Fund	1,166,682	1,111,573
Portland Global Aristocrats Plus Fund	92,316	57,003

The minimum and maximum amounts borrowed and the amount of interest paid during the period ended March 31, 2017 and March 31, 2016 are presented below:

Period ended March 31, 2017	Minimum Amount Borrowed ($)	Maximum Amount Borrowed ($)	Interest Paid ($)
Portland Advantage Plus – Everest Fund	7,697,489	8,907,384	61,985
Portland Advantage Plus – McKinley Fund	9,771,779	11,089,578	76,016
Portland Advantage Plus – Value Fund	1,041,507	1,180,526	8,223
Portland Global Aristocrats Plus Fund	1,871	147,225	658

Period ended March 31, 2016	Minimum Amount Borrowed ($)	Maximum Amount Borrowed ($)	Interest Paid ($)
Portland Advantage Plus – Everest Fund	2,071,345	6,112,982	34,322
Portland Advantage Plus – McKinley Fund	3,714,565	7,839,536	44,195
Portland Advantage Plus – Value Fund	201,787	678,779	2,765

During the period ended March 31, 2016, Value+ used an additional margin and security agreement with another Canadian chartered bank for the operation of a loan facility (Loan Facility). The rate of interest payable on borrowed money was a floating rate based on either the LIBOR or the Canadian Dollar Offered Rate plus a negotiated basis points rate of up to 1% based on the size of the Loan Facility. The rates were subject to change upon 30 days notice.

The Loan Facility was cancelled during the year ended September 30, 2016.

While there were no amounts borrowed under this agreement as at March 31, 2016, the minimum and maximum amounts borrowed during the period ended March 31, 2016 were nil and $170,718, respectively, and the amount of interest paid was $1,001.

12. RECONCILIATION OF NAV PER UNIT AND NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE UNITS PER UNIT

The NAV per unit of the Funds is higher than the net assets attributable to holders of redeemable units per unit because of the difference in the accounting treatment of organization expenses. Such expenses have been recorded in these financial statements but are deducted from NAV as described in note 3 and note 8. As a result, the NAV per unit is higher than net assets attributable to holders of redeemable units per unit.

The table below provides a comparison of the per unit amounts as at March 31, 2017.

Fund/Series	NAV per Unit ($)	Net assets attributable to holders of redeemable units per unit ($)
Portland Advantage Plus - Everest Fund - Series A	4.66	4.64
Portland Advantage Plus - Everest Fund - Series F	4.69	4.66
Portland Advantage Plus - McKinley Fund - Series A	11.35	11.31
Portland Advantage Plus - McKinley Fund - Series F	11.34	11.30
Portland Advantage Plus - Value Fund - Series A	23.56	23.20
Portland Advantage Plus - Value Fund - Series F	23.05	22.70
Portland Global Aristocrats Plus Fund – Series A	54.94	54.91
Portland Global Aristocrats Plus Fund – Series F	55.02	54.98

The table below provides a comparison of the per unit amounts as at September 30, 2016.

Fund/Series	NAV per Unit ($)	Net assets attributable to holders of redeemable units per unit ($)
Portland Advantage Plus - Everest Fund - Series A	5.37	5.34
Portland Advantage Plus - Everest Fund - Series F	5.40	5.37
Portland Advantage Plus - McKinley Fund - Series A	12.45	12.40
Portland Advantage Plus - McKinley Fund - Series F	12.44	12.39
Portland Advantage Plus - Value Fund - Series A	29.24	28.79
Portland Advantage Plus - Value Fund - Series F	29.24	28.87
Portland Global Aristocrats Plus Fund – Series A	52.38	52.38
Portland Global Aristocrats Plus Fund – Series F	52.40	52.40

13. EXEMPTION FROM FILING

The Funds are relying on the exemption obtained in National Instrument 81-106, Part 2.11 to not file their financial statements on SEDAR.

Statement of Corporate Governance Practices

Canadian securities law requires certain reporting issuers to publish specific disclosure concerning their corporate governance practices. Although not required for the Funds, the Manager has established an Independent Review Committee consisting of three members appointed to provide independent advice to assist the Manager in performing its services and to consider and provide recommendations to the Manager on conflicts of interest to which the Manager is subject when managing the Funds.

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