



Portland Investment Counsel[®]
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PORTLAND MUTUAL FUND

SIMPLIFIED PROSPECTUS

Dated March 27, 2025

Conventional Mutual Fund

Offering Series A, and Series F Units of

Portland Canadian Balanced Fund

No securities regulatory authority has expressed an opinion about these Units. It is an offence to claim otherwise. The Fund and the securities of the Fund offered under this Simplified Prospectus are not registered with the United States Securities and Exchange Commission and they are sold in the United States only in reliance on exemptions from registration.

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Introduction

This document contains selected important information to help you make an informed investment decision and understand your rights as an investor. This document contains information about the Fund and the risks of investing in mutual funds generally, as well as the names of the firms responsible for the management of the Fund.

Throughout this document:

- *we, us, Portland or the Manager* means Portland Investment Counsel Inc., the trustee, investment fund manager and portfolio manager of the Fund.
- *you* means each person who invests in the Fund.
- *dealer* means the company that sold you the Units of the Fund and *representative* means the individual who sold them to you.
- *custodian* means CIBC Mellon Trust Company.
- *Fund or Portland Mutual Fund* refers to the mutual fund offered by this Simplified Prospectus as listed on the front cover of this Simplified Prospectus.
- *intermediary* means a third party that you or your dealer may use to administer your accounts.
- *Simplified Prospectus* means this simplified prospectus of the Fund.
- *Unit* means a mutual fund unit of the Fund.
- *Unitholder* means a holder of Units.

How to use this Simplified Prospectus

This document is divided into two parts. The first part, from pages [6](#) to [41](#), contains general information applicable to the Portland Mutual Fund. The second part, from pages [42](#) to [61](#), contains specific information about the Fund described in this document. A Glossary of terms is provided on page [4](#).

For more information

Additional information about the Fund is available in the following documents:

- the most recently filed fund facts for the Fund (“**Fund Facts**”);
- the most recently filed annual financial statements;
- any interim financial statements filed after those annual financial statements;
- the most recently filed annual fund report ; and
- any interim fund report filed after that annual fund report.

These documents are incorporated by reference into this document, which means that they legally form part of this document just as if they were printed as part of this document. You can get a copy of these documents, at your request, and at no cost, by calling Portland toll-free at 1-888-710-4242, or from your dealer.

These documents are available on the mutual fund’s designated website at www.portlandic.com, or by contacting Portland. at info@portlandic.com. These documents and other information about the Fund is available at www.sedarplus.ca.

Glossary

American Depository Receipts (“ADRs”) are negotiable certificates issued by U.S. banks representing a specified number of shares (or one share) in a foreign stock that is traded on a U.S. exchange. ADRs are denominated in U.S. dollars, with the underlying security held by a U.S. financial institution overseas. ADRs help to reduce administration and duty costs that would otherwise be levied on each transaction.

CIFSC is the Canadian Investment Funds Standards Committee and was formed in January 1998 by Canada’s major mutual fund database and research firms with a self-imposed mandate to standardize the classifications of Canadian-domiciled mutual funds and provide investors with a consistent set of mutual fund categories.

convertible securities are securities which may be exchanged for another kind of security, under certain terms and conditions. The most common kinds of convertible securities are bonds, debentures and preferred securities, which can be exchanged for common securities.

debt instruments are securities issued to borrow money. When you buy a debt instrument (or debt security), you are lending money. The issuer or borrower agrees to pay you interest and after a certain time (the term to maturity) pay back the principal. Debt instruments include treasury bills, bonds and commercial paper.

exchange-traded fund (“ETF”) means a security that tracks an index, a commodity or a basket of assets like an index fund, but trades like a stock on an exchange. The securities within an ETF cover various asset classes, geographical locations and economic sectors. Generally, the aim of a specific ETF is to replicate the performance of a particular index, sector or asset class. ETFs differ from traditional mutual funds as they can be bought and sold at intraday prices rather than at end-of-day prices. ETFs may qualify as index participation units under applicable Canadian mutual fund rules.

fixed income securities are securities that pay a regular stream of income. Bonds are the most common fixed income securities. Preferred securities are sometimes classified as fixed income securities.

hedge or hedging is a strategy for offsetting or reducing risk by using derivatives to limit potential gains or losses caused by changes in exchange rates, stock prices or interest rates.

GST means the Goods and Services Tax.

HST means the Harmonized Sales Tax.

index participation unit is defined in applicable Canadian mutual fund rules to mean a security traded on a stock exchange in Canada or the United States that is issued by an issuer whose only purpose is to: hold the securities that are included in a specified widely quoted market index in substantially the same proportion as those securities are reflected in that index; or invest in a manner that causes the issuer to replicate the performance of that index.

IRC means the independent review committee of the Fund established under National Instrument 81-107 *Independent Review Committee for Investment Funds* (“**NI 81-107**”).

MER means the management expense ratio of a Series (as defined herein) of the Fund which reflects certain operating expenses paid by the Fund (including, where applicable, such Series’ share of an Underlying

Fund's (as defined below) fees and expenses indirectly borne by the Fund) and allocated to the Series, but excludes brokerage commission on portfolio transactions and certain other costs, including certain taxes.

money market instruments have a term of less than one year and may include bankers' acceptances and corporate and government debt instruments.

OEO Dealers means participating dealers that are not required to make a suitability determination such as investment dealers offering order execution only accounts (which includes discount brokerage accounts and dealers acting on behalf of a "permitted client" as defined in National Instrument 31-103 – *Registration Requirements, Exemptions and Ongoing Registrant Obligations*, that has waived suitability requirements).

NAV means the net asset value of the Fund.

repurchase transactions are transactions where a third party purchases a security at one price from the Fund and agrees to sell the same security back to the Fund at a higher price on a later date. It is a way for the third party to earn a profit on the spread between the price at which it purchased the security and the price at which it sells it back and for the Fund to borrow some short-term cash.

Series is where a mutual funds issues more than one series of securities.

Underlying Fund means any mutual fund, investment fund or ETF in which the Fund invests.

PART A

Responsibility for Mutual Fund Administration

Manager

Portland is the trustee, investment fund manager and portfolio manager of the Fund. The head office of the Manager is located at 1375 Kerns Road, Suite 100, Burlington, Ontario, L7P 4V7. The phone number for the Manager is 1-888-710-4242, the e-mail address is info@portlandic.com and the website address is www.portlandic.com.

As investment fund manager, Portland is responsible for the day-to-day business, operations and affairs of the Fund and provide marketing and administrative services to the Fund. At the Fund's expense, Portland also furnishes the office space and facilities, clerical help, bookkeeping and the internal accounting services required by the Fund. All Unitholder reporting and servicing requirements are also furnished by Portland or on its behalf. The Manager has retained CIBC Mellon Trust Company (formerly CIBC Mellon Global Securities Services Company) (the "**Administrative Agent**") to carry out certain administrative services for the Fund, consisting of fund accounting, valuation and Unitholder recordkeeping, including processing of all subscriptions and redemptions and calculating and processing all income and capital gains distributions. In this capacity, the receipt by the Administrative Agent of any document pertaining to the purchase, redemption or switching of Units will be considered to be the receipt by the Fund.

Portland has been appointed as trustee of the Fund under a declaration of trust dated October 1, 2012, which was amended on December 17, 2012, amended and restated on December 13, 2013 and amended on March 31, 2014, May 23, 2014, September 23, 2015, December 5, 2017, August 3, 2018, October 25, 2018 and amended and restated as of August 8, 2022 and amended on January 31, 2024, as may be amended (collectively, the "**Declaration of Trust**"), which establishes the fundamental operating structure for the Fund. In its capacity as trustee, Portland has the ultimate responsibility for the business and undertaking of the Fund and must carry out the terms of the Declaration of Trust. Currently, Portland receives no compensation in its capacity as trustee. Portland may resign as trustee of the Fund by giving sixty (60) days' prior written notice to Unitholders ("**Notice Period**"). If a successor trustee can be found and agrees to accept the appointment, such successor trustee will assume the duties and obligations of the incumbent trustee within the Notice Period. If a successor trustee cannot be found or is not appointed by Unitholders in accordance with the provisions of the Declaration of Trust, then the Fund will be terminated at the expiry of the Notice Period.

The names and municipalities of residence of the directors and executive officers of the Manager, their respective positions and offices with the Manager are as follows:

<u>Name and Municipality of Residence</u>	<u>Position with Manager</u>
Michael Lee-Chin Greensville, Ontario	Director, Executive Chairman, Ultimate Designated Person, Chief Executive Officer and Portfolio Manager
Robert Almeida Oakville, Ontario	Director, Senior Vice-President and Portfolio Manager
Barry J. Myers Toronto, Ontario	Director

<u>Name and Municipality of Residence</u>	<u>Position with Manager</u>
James Cole Calgary, Alberta	Senior Vice-President and Portfolio Manager
Christopher Wain-Lowe Ancaster, Ontario	Chief Investment Officer, Executive Vice-President and Portfolio Manager
Geri DeWeerd Branchton, Ontario	Vice-President, Fund Operations & Customer Service
Tony Cheung Oakville, Ontario	Chief Financial Officer
Nadine Milne Hamilton, Ontario	Chief Compliance Officer

Additionally, Portland acts as investment fund manager of the Fund pursuant to a master management agreement dated as of October 1, 2012, which was amended on December 17, 2012, amended and restated on December 13, 2013, amended on May 23, 2014, January 1, 2015, September 23, 2015, March 1, 2016, February 9, 2018, October 25, 2018, March 27, 2020 and amended and restated as of July 27, 2022 as amended January 31, 2024, as may be amended (collectively, the “**Management Agreement**”). The Management Agreement may be terminated by Portland or the Fund on sixty (60) days’ prior written notice. Any change in the investment fund manager of the Fund (other than to one of its affiliates) may be made only with the approval of the Unitholders of the Fund and, where applicable, in accordance with securities legislation.

Portfolio Manager

Portland is the portfolio manager of the Fund and, in such capacity, is responsible for the management of the relevant investment portfolios, the establishment of investment policies and guidelines and the provision of investment analysis relating to that portion of the assets of the Fund it manages. In carrying out these responsibilities, Portland may retain the services of other portfolio managers as sub-advisers for the Fund. Currently, no sub-advisers have been appointed for the Fund.

Investment decisions for the Fund is made by one or more teams of individual portfolio managers employed by Portland and are not subject to the approval of any committee. The following is a list of Portland’s key portfolio management and investment professionals along with their titles.

Name and Title	With Portland since*
Michael Lee-Chin Executive Chairman, Ultimate Designated Person, Chief Executive Officer and Portfolio Manager	1987
Robert Almeida Senior Vice President and Portfolio Manager	2002
Christopher Wain-Lowe Chief Investment Officer, Executive Vice President and Portfolio Manager	2002
James Cole Senior Vice President and Portfolio Manager	2000
Dragos Berbecel	2008

Name and Title	With Portland since*
Portfolio Manager	
Kyle Ostrander Portfolio Manager	2014
Dragos Stefanescu Portfolio Manager	2020

* Includes affiliated companies

Portland Philosophy

At Portland, the goal is to create long-term wealth for its Unitholders. Portland tries to achieve this goal by following a well-proven and disciplined investment philosophy. Portland aims to buy what Portland believes to be high quality businesses in strong, long-term growth industries and Portland intends to hold these investments for the long run. Using this “buy-and-hold” investment strategy, Portland strives to achieve its goals of:

- Capital preservation
- Capital growth
- Income generated at required levels
- Tax minimization

Preserve Capital

Portland seeks to preserve capital. Portland aims to protect investor capital from permanent losses by investing in what Portland believes are high quality businesses.

Grow Capital

Portland seeks to grow investor capital. Portland attempts to do this by owning what Portland believes are high quality businesses that operate in strong, long-term growth industries – businesses, in its opinion, that have consistently delivered solid returns on shareholders’ equity.

Income

Where the Fund managed by Portland has a targeted level of distributions, Portland seeks to generate income to meet those targets. Portland attempts to do this by investing in what Portland believes to be high quality businesses and government securities that have consistently delivered solid returns via their fixed and floating income securities, preferred shares or shareholders’ equity with attractive dividend distributions.

Invest Tax-Efficiently

Portland seeks to invest tax-efficiently. Portland attempts to minimize taxes payable by its Unitholders by not selling what Portland believes are high quality businesses in which Portland has invested as long as their long-term prospects remain strong. By not selling, investor capital compounds tax-free.

Brokerage Arrangements

Allocation of business to brokers of the Fund is made on the basis of coverage, trading ability and fundamental research expertise in accordance with the Manager’s soft dollar arrangements policy. The Manager may choose to effect portfolio transactions with dealers and brokers who provide research, statistical and other similar services (hereby referred to as “**Research**”) to the Fund or to the Manager at prices which reflect such services.

Research is deemed acceptable if it is used in a manner that provides material assistance to the Manager in the investment decision-making process and not in the management of the Manager. Examples of acceptable Research include:

- advice as to the value of securities and the advisability of effecting transactions in securities; and
- analyses and reports concerning securities, portfolio strategy or performance, issuers, industries, or economic or political factors and trends.

Such Research may be received by various means including conference calls, meetings as well as oral and written research reports. Research received supplements the Manager's own research and analysis in arriving at investment decisions.

The Manager participates in soft dollar arrangements only for the purposes of receiving acceptable proprietary Research for the benefit of the Manager's clients. In other words, portfolio managers direct order flow to brokers in exchange for proprietary Research which is both acceptable as defined by the Manager and benefits only the Manager's clients.

Executing brokers that provide proprietary Research do not provide the Manager with an estimate of the cost of the research, statistical and other similar services. The Manager makes a good faith determination that the amount of the commission paid is reasonable in relation to the value of the brokerage and research services provided by the broker and that the Manager's clients have received fair and reasonable benefit from such. Third party research 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 Manager makes all required disclosures to clients.

Since the date of the last Simplified Prospectus of the Fund, no companies affiliated to the Manager have provided Research (proprietary or third party) to the Fund or the Manager in return for the allocation of brokerage transactions.

The names of any non-affiliated executing brokers that have provided Research (proprietary or third party) to the Fund will be available upon request by contacting the Manager at 1-888-710-4242 or at info@portlandic.com.

Principal Distributor

Portland has engaged Mandeville Private Client Inc. to act as principal distributor of the Fund (the "**Principal Distributor**") pursuant to a distribution agreement between the Manager and Mandeville Private Client Inc. dated September 21, 2012, as may be amended (the "**Distribution Agreement**"). The Distribution Agreement gives the Principal Distributor additional marketing and sales support and preferential access to the portfolio managers of the Fund beyond what is available to other registered dealers. Mandeville Private Client Inc. is an affiliate of the Manager. The Manager and Principal Distributor may receive services from AICGH (as defined herein), an affiliate of the Manager and the Principal Distributor, for certain services, including administrative, consulting and marketing-related services.

The Distribution Agreement may be terminated by either party on thirty (30) days' prior written notice to the other. The office of the Principal Distributor is located at 1375 Kerns Road, Suite 200, Burlington, Ontario, L7P 4V7. The phone number for Mandeville Private Client Inc. is 905-331-4255 and website address is www.mandevilleinc.com.

Custodian

The portfolio assets of the Fund is held under the principal custodianship of CIBC Mellon Trust Company (the “**Custodian**”), located in Toronto, Ontario, pursuant to a custodial services agreement dated August 13, 2015 which was amended March 1, 2016, May 2, 2016, April 20, 2017, December 8, 2017, February 13, 2018, January 7, 2019, April 14, 2020, May 8, 2020, January 11, 2021, March 30, 2021, March 15, 2023, June 23, 2023, March 15, 2024 and September 13, 2024 (collectively, the “**Custodian Agreement**”) as the same may be further amended from time to time. As custodian, CIBC Mellon Trust Company holds the cash and securities of the Fund. The Custodian Agreement may be terminated upon at least sixty (60) days’ prior written notice by the Fund or one hundred and twenty (120) days’ prior written notice by the Custodian. The principal custodian has a qualified foreign sub-custodian in each jurisdiction in which the Fund invests in securities. The agreements between the Custodian and such sub-custodians are consistent with the provisions of the Custodian Agreement, provide that the Fund may enforce its rights in respect of its assets held in accordance with their provisions and otherwise comply with the relevant provisions of National Instrument 81-102 *Investment Funds* (“**NI 81-102**”).

Auditor

KPMG LLP of Toronto, Ontario is the auditor of the Fund. Under applicable securities laws, the auditor of the Fund may be changed without the approval of Unitholders provided that the IRC of the Fund has approved the proposed change under subsection 5.2(2) of NI 81-107 and a notice is sent to you at least sixty (60) days’ before the effective date of the proposed change.

Registrar

The Administrative Agent acts as the registrar and transfer agent and provides other administrative services for the Fund from its principal offices in Toronto, Ontario. The Administrative Agent delivers administration processing for the Fund for investment accounting, NAV and net asset value per Unit (“**NAV per Unit**”) calculations, transfer agency, Unitholder record keeping, tax preparation, client statements and client servicing. The Administrative Agent is independent of the Manager.

Securities Lending Agent

In the event that the Fund were to engage in securities lending or repurchase transactions, The Bank of New York Mellon of New York, New York, would be appointed as the Fund’s securities lending agent and CIBC Mellon Global Securities Services Company of Toronto, Ontario would be appointed to administer the securities lending program. The agreement appointing the securities lending agent and the program administrator would comply with the requirements of securities regulators. The securities lending agent would not be an affiliate of the Manager.

Independent Review Committee and Fund Governance

IRC

In accordance with NI 81-107, an IRC has been established for the Fund. The IRC is composed of three (3) individuals, each of whom is independent of the Fund, the Manager and its affiliates. The current members of the IRC are David Sharpless (Chair), Simon Lewis and Evelyn Foo and their biographies are as follows:

David Sharpless is the Chairman and CEO of Maverick Inc., a family investment corporation. He is the former Chairman of a number of companies including Canaccede Financial Group Ltd., a private company that purchases consumer debt, New Carbon Economy Venture Management Inc., a private company which managed a number of investments in “green” technology companies, Hunter Keilty Muntz & Beatty Limited, a firm of international insurance brokers based in Toronto and Newcourt Credit Group Inc., a

publicly traded asset finance company. Prior to that he spent more than 20 years as a business lawyer with Blake, Cassels & Graydon.

Simon Lewis is a partner in a private investment firm. Previously, he was President & CEO of Royal Mutual Funds (1994-2000), the mutual fund arm of Royal Bank. Mr. Lewis joined Royal Bank when it acquired Royal Trust in 1993 where he had been Vice President and part owner of the firm's mutual fund business. Mr. Lewis played a leadership role in the mutual fund industry as a Board Member of IFIC for several years during the 1990s. Mr. Lewis began his career in the advertising business after studying economics at Queen's University. From 1994-2000 Mr. Lewis was also a member of the Queen's Business School Advisory Board.

Evelyn Foo is the President of EFoo Consulting Inc., a consulting firm specializing in the investment funds industry. She currently also serves as Board Director on Olive Resource Management and the University of Toronto Alumni Association. She was previously the President, COO, CFO and CCO at Galileo Global Equity Advisors Inc. (2009-2019), a boutique investment management firm with varied retail and private product offerings. Her prior roles encompassed investment areas at CIBC, TD and Franklin Templeton. Ms. Foo is a Chartered Professional Accountant with 30+ years in the investment fund industry.

The IRC has adopted a written charter that includes its mandate, responsibilities and functions and the policies and procedures that it follows when performing its functions.

In accordance with NI 81-107, the mandate of the IRC is to consider and provide recommendations to Portland on conflicts of interests to which Portland is subject to when managing the Fund. Portland is required under NI 81-107 to identify conflicts of interests inherent in the management of the Fund and to refer its proposed course of action in respect of any such conflict of interest matter to the IRC for its review. Certain matters require the IRC's prior approval. In most cases, however, the IRC will provide a recommendation to Portland as to whether or not, in the opinion of the IRC, its proposed action will provide a fair and reasonable result for the Fund. For recurring conflict of interest matters, the IRC can provide Portland with standing instructions. The IRC has provided a positive recommendation to the Manager in respect of the policies of the Manager relating to internal conflicts of interests.

The IRC prepares, at least annually, a reports of its activities for securityholders and makes such reports available on the mutual fund's designated website at www.portlandic.com, or at the securityholder's request and at no cost, by contacting Portland at 1-888-710-4242 or at info@portlandic.com. The annual report of the IRC will be available by December 31 in each year.

Fund Governance

The Manager, as the trustee and the investment fund manager of the Fund, has the ultimate and overriding authority to manage and direct the business, operations and affairs of the Fund, subject to applicable law and the Declaration of Trust. The Manager has established appropriate policies, procedures and guidelines to ensure the proper management of the Fund. The systems implemented monitor and manage the business and sales practices, risks and internal conflicts of interests relating to the Fund while ensuring compliance with regulatory and corporate requirements.

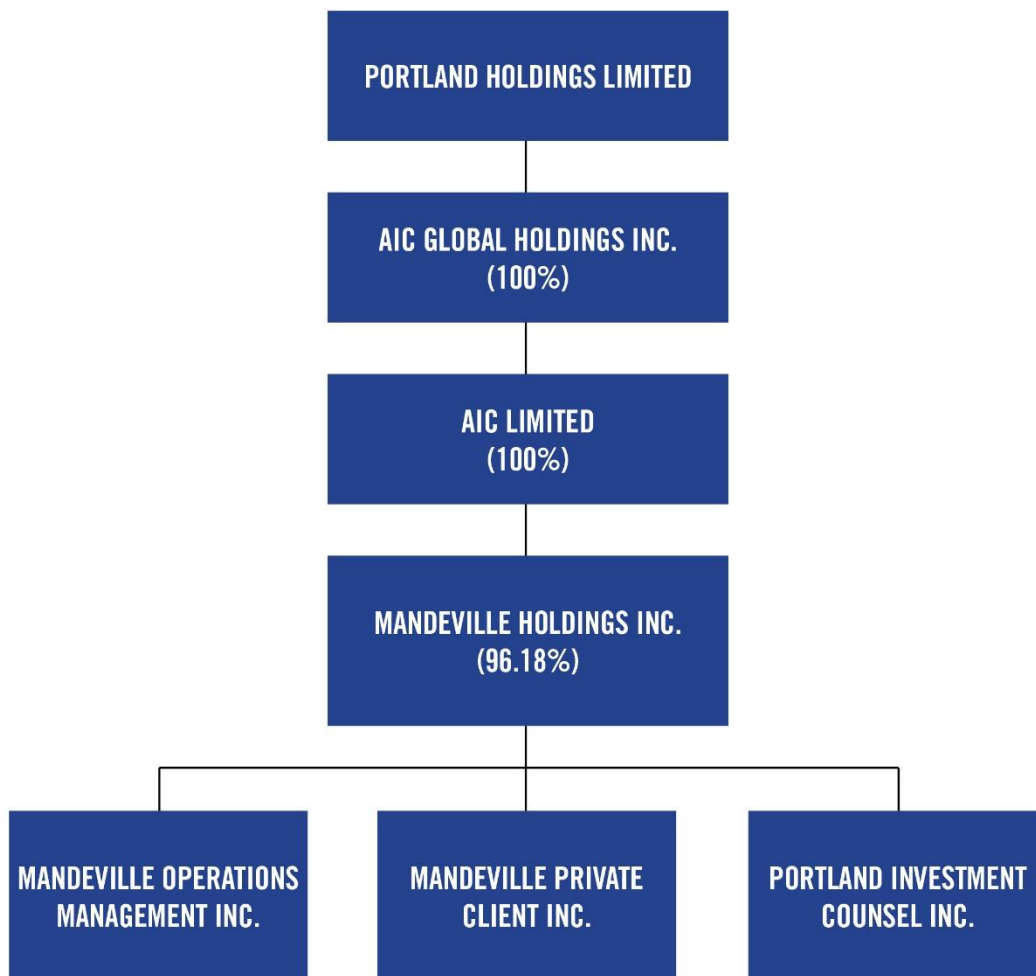
In certain circumstances, the Manager may deviate from the Fund's valuation principles if the Manager believes these principles do not result in a fair value of the Fund's securities and/or other investments, see *Valuation of Portfolio Securities*. This can create a conflict of interest for the Manager, as the Manager's remuneration is dependent upon the Net Asset Value of the Fund. However, the Manager must discharge its duties according to a standard of care that requires it to act in the best interests of the Fund.

Affiliated Entities

Mandeville Operations Management Inc. (“**MOM**”) and AIC Global Holdings Inc. (“**AICGH**”), affiliates of the Manager, provide certain administrative services to the Manager for which they may receive a fee. AICGH and its employees also provide certain other services, including consulting and marketing-related services, to the Manager and the Principal Distributor, see *Additional Information – Sales Practices and Referral Arrangements*. The amount of reimbursement of fees, if any received from the Fund by MOM and AICGH is contained in the audited financial statements of the Fund.

Michael Lee-Chin is a director and senior officer of the Manager, the Principal Distributor, MOM and AICGH.

The following is a simplified arrangement chart for the companies that provide services to the Fund or to Portland in relation to the Fund and are affiliated with the Manager:



Policies and Practices

Use of Derivatives

The Fund may use derivatives as described under the heading “Investment Strategies” in respect of the Fund in this document. The Fund must comply with the investment restrictions and practices in NI 81-102 in connection with their use of derivatives for hedging and non-hedging purposes. The decision as to the use of derivatives is made by the portfolio manager.

The Manager has established compliance procedures to ensure that the Fund meet these requirements and the Chief Compliance Officer of the Manager is responsible for the oversight of the use of derivatives. The Chief Compliance Officer will report any instances of non-compliance to the board of directors of the Manager. These compliance policies and procedures are reviewed by the Manager on a periodic basis.

As part of its ongoing review of the Fund’s activities, compliance personnel employed by the Manager review the use of derivatives by the Fund. Compliance personnel are not members of the investment and trading group.

There are no limits or controls restricting these transactions other than those in NI 81-102 and risk measurement or simulations are not used to test the portfolio under stress conditions.

Short-Selling

The Fund may, from time to time, engage in short-selling as permitted by applicable securities legislation. Currently, the Fund does not engage in short-selling. Before the Fund engages in such transactions, the Manager will have policies and procedures in place to monitor compliance with the restrictions in NI 81-102 with respect to short-selling transactions. The Chief Compliance Officer of the Manager is responsible for the oversight of the use of short-selling. The Chief Compliance Officer will report any instances of non-compliance to the board of directors of the Manager. There are no limits or controls restricting these transactions other than those in NI 81-102 and risk measurement or simulations are not used to test the portfolio under stress conditions. Any policies and procedures that are applicable to the Fund relating to short-selling will be reviewed by the Manager from time to time.

Where the Fund engages in short-selling, it will sell securities short and provide a security interest over Fund assets with dealers as security in connection with such transactions, subject to certain conditions including:

- (a) the securities are sold short only for cash;
- (b) the securities sold short will not be:
 - (i) a security that a Fund is otherwise not permitted by securities legislation to purchase at the time of the transaction;
 - (ii) “illiquid assets” as such term is defined in NI 81-102; or
 - (iii) a security of an investment fund (other than an index participation unit);
- (c) at the time a Fund sells the security short:
 - (i) the Fund has pre-arranged to borrow the securities from a lender for the purpose of such short sale;

- (ii) the aggregate market value of all securities of the issuer of the securities sold short by a Fund does not exceed 5% of the net asset value of the Fund; and
- (iii) the aggregate market value of all securities sold short by a Fund does not exceed 20% of the net asset value of the Fund;
- (d) the Fund will hold cash cover (as defined in NI 81-102) in an amount, including the Fund assets deposited with dealers as security in connection with the short sale, that is at least 150% of the aggregate market value of all securities sold short by the Fund on a daily marked-to-market basis; and
- (e) no proceeds from any short sale by the Fund will be used by the Fund to purchase long positions in securities other than cash cover.

Securities Lending, Repurchase or Reverse Repurchase Transactions

The Fund may engage in securities lending, repurchase and reverse repurchase transactions to the extent permitted by the Canadian securities regulators. Currently, the Fund does not engage in securities lending, repurchase, or reverse repurchase transactions. Before the Fund engages in such transactions, the Manager will have policies and procedures in place to monitor compliance with the restrictions in NI 81-102 with respect to these transactions. The Chief Compliance Officer of the Manager is responsible for the oversight of the use of securities lending, repurchase and reverse repurchase transactions. The Chief Compliance Officer will report any instances of non-compliance to the board of directors of the Manager. There are no limits or controls restricting these transactions other than those in NI 81-102 and risk measurement or simulations are not used to test the portfolio under stress conditions.

Prior to engaging in such transactions, the Manager will enter into an agreement with the Fund's Custodian to appoint it as its agent for administering such securities lending transactions. Any such agreement will comply with the requirements of NI 81-102 governing securities lending transactions, specifically, where the Fund engages in such investments, it will:

- require that the other party to the transaction establish collateral equal to a minimum of 102% of the market value of the securities loaned (for securities lending transactions) or sold (for repurchase transactions), or 102% of the cash paid for the securities (for reverse repurchase transactions), as the case may be;
- hold collateral consisting only of cash, qualified securities or securities that can be immediately converted into securities identical to those that are on loan. The collateral is marked to market daily;
- adjust the amount of collateral each business day to ensure the collateral's value relative to the market value of the securities loaned, sold or purchased remains within the 102% limit; and
- limit the aggregate value of all securities loaned or sold through securities lending and repurchase transactions, as the case may be, to under 50% of its net asset value of the Fund.

Should the Fund engage in securities lending, repurchase or reverse repurchase transactions, Portland will appoint an agent under the terms of a written agreement established and reviewed by Portland, in order to administer any securities lending, repurchase or reverse repurchase transactions for the Fund. Under the provisions of this agreement, the agent shall be required to:

- assess the creditworthiness of potential counterparties to these transactions (typically, registered brokers and/or dealers);

- negotiate the actual securities lending, repurchase and reverse repurchase agreements with such counterparties;
- collect lending and repurchase fees and provides such fees to the Fund;
- monitor (daily) the market value of the securities sold, loaned or purchased and the collateral and ensure that the Fund holds collateral equal to at least 102% of the market value of the securities sold, loaned or purchased; and
- ensure that the Fund does not loan or sell, as the case may be, more than 50% of its net asset value through lending and repurchase transactions.

Proxy Voting Policies and Procedures

The proxies associated with securities held by the Fund will be voted by the Manager in the best interests of Unitholders. The Manager considers the “best interests” of Unitholders to mean their best long-term economic interests. The Manager maintains policies and procedures that are designed to be guidelines for the voting of proxies; however, each vote is ultimately cast on a case-by-case basis, taking into consideration the relevant facts and circumstances at the time of the vote.

The Manager’s proxy voting policies and procedures set out various considerations that the Manager will address when voting, or refraining from voting, proxies including that:

- a) the Manager will generally vote with management on routine matters related to the operation of an issuer that are not expected to have a significant economic impact on the issuer and/or its shareholders;
- b) the Manager will review and analyze on a case-by-case basis, non-routine proposals that are more likely to affect the structure and operation of the issuer and to have a greater impact on the value of the investment;
- c) the Manager may abstain from voting a proxy if it concludes that (i) the effect on Unitholders’ economic interests or the value of the portfolio holding is indeterminable or insignificant, or (ii) the cost of voting is disproportionate to the economic impact the vote would have on the portfolio holdings, or (iii) if there is insufficient information to make an informed decision; and
- d) any material conflicts that may arise will be resolved in the best interests of the Unitholders and potential procedures to deal with any conflict are identified.

A proxy voting committee of the Manager administers and oversees the proxy voting process. The proxy voting committee reviews both the proxy voting policies and procedures for their continued effectiveness and appropriateness and the voting practices of the Manager from time to time.

The current proxy voting policies and procedures of the Manager are available to Unitholders on request, at no cost, by calling toll-free 1-888-710-4242 or by writing to Portland located at 1375 Kerns Road, Suite 100, Burlington, Ontario L7P 4V7. The Fund’s proxy voting record for the annual period ending June 30 of each year will be available at any time after August 31 of that year to any Unitholder on request, at no cost, and will also be available on the mutual fund’s designated website at www.portlandic.com.

Securities legislation permits mutual funds (referred to in this context as “**Top Funds**”) to actively manage their investment holdings in other mutual funds which may include mutual funds managed by the Manager (referred to in this context as Underlying Funds). The Fund may invest in securities of other mutual funds.

Where Portland is the manager of both a Top Fund and an Underlying Fund, Portland will not vote the securities of the Underlying Fund. Portland may, in its discretion, arrange for such securities to be voted by the Unitholders of the applicable Top Fund.

Risk Management

Various measures to assess risk are used including mark to market security valuation, fair value accounting and monthly reconciliations of security and daily reconciliations of cash positions. Compliance monitoring of the portfolio is ongoing. The Manager has a liquidity risk management policy that governs the Manager's liquidity risk management framework.

Remuneration of Directors, Officers and Trustees

The Fund does not have officers and directors. During each of the two most recently completed financial years, the Fund paid no fees or expenses to the Trustee, in its capacity as trustee of the Fund.

During each of the two most recently completed financial years, members of the IRC received IRC Annual Fees (as defined below) in their capacity as members of the IRC, of which approximately \$4,294 plus any applicable taxes, including GST and/or HST was allocated and paid by the Fund (the "**Funds Allocated 2024 Annual Fees**"). The Funds Allocated 2024 Annual Fees were allocated to the Fund by the Manager. See *Fees and Expenses – Other Operating Expenses* for compensation paid to the IRC for all funds managed by the Manager.

Material Contracts

The material contracts that have been entered into by or on behalf of the Fund are as follows:

- the Declaration of Trust by the Manager, in its capacity as trustee, as described under *Responsibility for Mutual Fund Administration - Manager*;
- the Management Agreement between the Manager and the Fund, as described under *Responsibility for Mutual Fund Administration – Manager*;
- the Custodian Agreement between the Manager, as trustee of the Fund, and CIBC Mellon Trust Company, as custodian, as described under *Responsibility for Mutual Fund Administration - Custodian*; and
- the Distribution Agreement between the Manager and Mandeville Private Client Inc. as described under *Responsibility for Mutual Fund Administration - Principal Distributor*.

Copies of the foregoing may be inspected during ordinary business hours on any business day at the head office of the Fund.

Legal Proceedings

To the Manager's knowledge, there are no ongoing legal or administrative proceedings material to the Fund, to which the Fund or the Manager is a party. See *Additional Information* regarding the market timing class actions against AICGH.

Designated Website

A mutual fund is required to post certain regulatory disclosure documents on a designated website. The designated website of the Fund this document pertains to can be found at the following location: www.portlandic.com.

Valuation of Portfolio Securities

In determining the fair value of the assets of the Fund, the following rules apply:

- the value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest, declared or accrued and not yet received, shall be deemed to be the full amount thereof, unless the Manager has determined that any such deposit, bill, demand note or account receivable is not worth the full amount thereof, in which event the value thereof shall be deemed to be such value as the Manager determines to be the reasonable value thereof;
- the value of any share, ETF, subscription right, warrant, option, future or other security which is listed or dealt upon a stock exchange shall be determined by taking the exchange specific closing or the latest available sale price (or lacking any sales or any record thereof, a price not higher than the latest available asked price and not lower than the latest available bid price as the Manager may determine from time to time) on the day as of which the NAV or NAV per Unit is being determined;
- the value of short-term income securities shall be that which, in the opinion of the Manager, or third party engaged by the Manager, reflects fair value;
- the value of interlisted securities shall be computed in a manner which in the opinion of the Manager most accurately reflects their fair value;
- the value of any units of mutual funds shall be determined by using the last published NAV per unit, as adjusted where appropriate by the Manager to reflect fair value;
- if, in the opinion of the Manager, the above valuations do not properly reflect the prices which would be received by the Fund upon the disposal of shares or securities necessary to effect any redemption or redemptions, the Manager may place such value upon such shares or securities as appears to it to most closely reflect the fair value of such shares or securities;
- the value of any bond, time note, debt-like security, share, subscription right, clearing corporation option, option on futures, over-the-counter option or other security or other property which is not listed or dealt on a stock exchange shall be determined on the basis of such price quotations which in the opinion of the Manager best reflect its fair value. If no quotations exist for such securities, the value shall be the fair value thereof as determined from time to time in such manner as the Manager may determine;
- the value of any restricted securities, as defined in NI 81-102, shall be that which, in the opinion of the Manager, best reflects its fair value;
- any premium received by the Fund for a written covered clearing corporation option, option on futures or over-the-counter option shall be reflected as a deferred credit which shall be valued at an amount equal to the current market value of the clearing corporation option, option on futures or over-the-counter option that would have the effect of closing the position. The deferred credit shall be deducted

in arriving at the NAV of the Fund or the Series of the Fund. The securities, if any, which are the subject of a written clearing corporation option or over-the-counter option shall be valued in accordance with the provisions of this paragraph;

- forward contracts shall be valued according to the gain or loss with respect thereto that would be realized if, on the Valuation Date (as defined in the section titled *Calculation of Net Asset Value*), the position in the forward contract were to be closed out; and
- all assets of the Fund valued in terms of foreign currency, funds on deposit and contractual obligations payable to the Fund in foreign currency and liabilities and contractual obligations payable by the Fund in foreign currency shall be taken at the current rate of exchange obtained from the best available sources by the Administrative Agent in consultation with the Manager. Foreign currency for the purpose of this section is any currency other than Canadian currency.

The NAV for each Series of the Fund is calculated in Canadian dollars.

The Manager has the discretion to deviate from the Fund's valuation principles set out above if the Manager believes these principles do not result in fair value. The Manager has exercised its discretion in determining the fair market value of the securities in the past three (3) years. The following are examples of when this discretion was exercised:

- a newsworthy event relating to an issuer or securities were halted prior to the completion of an announcement or corporate action; and
- the stock market was halted due to technical difficulties.

The liabilities of the Fund shall be deemed to include:

- short positions carried as a liability equal to the cost of repurchasing the securities sold short applying the same valuation principles described above;
- all bills, notes and accounts payable;
- all expenses incurred or payable by the Fund;
- all contractual obligations for the payment of money or property, including the amount of any declared but unpaid distributions;
- all allowances authorized or approved by the trustee for taxes or contingencies; and
- all other liabilities of the Fund or Series of the Fund of whatsoever kind and nature, except liabilities represented by outstanding Units and the balance of any undistributed net income or capital gains.

Calculation of Net Asset Value

The NAV is calculated for each Series of the Fund as at 4:00 p.m. (Eastern Time) on each day that the Toronto Stock Exchange (“**TSX**”) is open for business (a “**Valuation Date**”). The NAV per Unit (or Unit price) of a Series will be based on the fair value of the Series' proportionate share of the assets of the Fund, less that Series' proportionate share of common liabilities and less any liabilities attributable to that Series of the Fund, divided by the total outstanding Units of that Series. The NAV per Unit of a Series is the basis for all purchases, switches, changes and redemptions and for reinvestment of distributions. The NAV per Unit of a Series is available at or upon request, at no cost to you, by calling toll free 1-888-710-4242 or on the mutual fund's designated website at www.portlandic.com.

Purchases, Switches and Redemptions

The Fund may have an unlimited number of Series of Units and may issue an unlimited number of Units of each Series. The Fund currently offers Series A and Series F Units and may issue Series O Units but no Series O Units are offered under this Simplified Prospectus. You may purchase, switch (redeem Units of one Fund and purchase Units of the same Series of another Fund), change (change Units of a Fund into Units of another Series of the same Fund) or redeem Units of the Fund only through registered dealers in each jurisdiction where the Units are qualified for sale. Your representative works with you to determine your financial goals, investment time horizon, risk tolerance and present financial situation and then creates a portfolio of Fund's that matches your profile.

The Fund is valued and may be bought in Canadian dollars. Each Unit of a Series will entitle an investor to:

- receive a *pro rata* share of all net income and net capital gains distributions attributable to that Series made by the Fund (except for distributions of capital gains to redeeming Unitholders);
- share *pro rata* in the net assets of that Series upon the wind-up or termination of the Fund;
- vote at all meetings of the Fund (where the nature of the business to be transacted at an investor meeting concerns an issue that is relevant only to holders of a particular Series, only holders of that Series will be entitled to vote); and
- redeem, change Units to another Series of the same Fund, or switch Units to the same Series of another Fund as described in this document.

With respect to the different Series of Units described below, Portland reserves the right to establish additional Series of Units of the Fund and may determine the rights as between those series. Portland reserves the right to set and change minimum initial and subsequent investment requirements for each of the Series without notice to you. Portland reserves the right to set and change minimum investment amounts that must be maintained by each Unitholder in the Fund and to redeem your Units if the value of your Units falls below these set minimum investment amounts.

Series A Units: Available to all investors with accounts at eligible dealers (for example, investors with accounts at full-service investment dealers).

Series F Units: Generally available to investors who participate in fee-based programs through their dealer and whose dealer has signed a Series F Agreement with Portland, investors for whom Portland does not incur distribution costs (for example, investors with accounts at OEO Dealers), or individual investors approved by Portland.

Series O Units: Are not offered under this Simplified Prospectus. The Series O Units may be issued in connection with other Portland products or to large institutional investors or accredited investors.

The principal difference between the Series of Units relates to the management fee payable to Portland, the compensation paid to dealers and the expenses payable by the Series. These are described under *Dealer Compensation* and under *Fees and Expenses*.

All Units are entitled to participate in the Fund's assets on liquidation on a Series basis. Units are issued as fully paid and non-assessable and are redeemable at their net asset value.

How to purchase Units

You can buy Units of the Fund through a registered dealer. You must be of the age of majority in the province in which you live to buy units in a mutual fund. You may hold Units in trust for a minor. Your registered dealer is responsible to recommend the Series most suitable for you. Portland does not monitor the appropriateness of any Series of the Fund for any investor and makes no determination as to the appropriateness of any Series of the Fund for any investor, including investors who hold the Fund in a discount brokerage account.

Purchase price

When you buy Units in the Fund, the price you pay is the NAV of those Units. In general, the NAV is based on the net asset value of the Series of the Fund, divided by the total number of Units of that Series outstanding. The NAV is calculated at the end of each business day.

The NAV for each Series of the Fund is calculated in Canadian dollars.

If Portland receives your purchase order before 4:00 p.m. (Eastern Time) on a day that the TSX is open for business or before the TSX closes for the day, whichever is earlier, Portland will process your order based on the NAV calculated on that day. If Portland receives your order after that time, Portland will process your order based on the NAV calculated on the next business day.

The Fund does not intend to issue certificates for Units. Ownership will be evidenced by entry in the register maintained by the Fund's registrar. For information on the Fund's registrar, see the section titled *Responsibility for Mutual Fund Administration - Registrar*.

Purchasing Series A Units

Series A Units of the Fund are available to all investors with accounts at eligible dealers (for example, investors with accounts at full-service investment dealers).

All new purchases of the Series A Units of the Fund will occur using the initial sales charge option. As of June 1, 2022, the deferred sales charge and the low load sales charge, which is a type of deferred sales charge option, is no longer available. Prior to June 1, 2022, Series A Units were available under the following purchase options:

Initial Sales Charge Option

Under the initial sales charge option, investors may pay a negotiable fee to the dealer at the time of purchase of Units of the Fund.

Deferred Sales Charge Option

Under the deferred sales charge option, if you purchased Series A Units prior to June 1, 2022 and you redeem them or change them into another Series of Units within six (6) years, you pay a deferred sales charge on the Units you purchased. The deferred sales charge you pay depends on the date you purchased your Units and their value at the date of purchase.

Low Load Sales Charge Option

Under the low load sales charge option, if you purchased Series A Units prior to June 1, 2022 and you redeem them or change them into another Series of Units within three (3) years, you pay a low load sales charge on the Units you purchased. The low load sales charge you pay depends on the date you purchased your Units and their value at the date of purchase.

If you did not choose a purchase option for Series A Units prior to June 1, 2022, Portland will assume you chose the deferred sales charge option. Your method of purchase will affect the fees and expenses you pay and the amount of compensation Portland pays to your dealer. See Fees and Expenses and Dealer *Compensation* for more information.

Purchasing Series F Units

Series F Units are generally available through dealers who offer certain fee-based programs. An investor in one of these programs pays a fee to his or her dealer based on the assets in that investor's account and/or for on-going financial planning and advice. Generally your dealer must enter into an agreement with Portland before selling Series F Units. Series F Units are also generally available to investors for whom Portland does not incur distribution costs (for example, investors with accounts at OEO Dealers), or individual investors approved by Portland.

There are no sales charges, redemption fees, trailing commissions or other commissions payable on the purchase or redemption of Series F Units.

If you cease to be eligible to hold Series F Units, Portland may change your Series F Units into Series A Units, of the same Fund after giving you thirty (30) days' prior written notice, unless you notify Portland during the notice period and Portland agrees that you are once again eligible to hold Series F Units. On such a change, Unitholders will be required to pay the fees and charges applicable to the initial sales charge option. See *How to Switch your Units or change between Series*.

Minimum investment

The minimum initial investment in Units of Series A and Series F of the Fund is \$250 and the minimum additional investment is \$50. The initial minimum investment amount may be adjusted or waived in Portland's absolute discretion and without notice to Unitholders.

How Portland processes your order

You and your dealer are responsible for ensuring that your purchase order is accurate and that Portland receives all the necessary documents or instructions.

If your purchase is made through a dealer, Portland must receive full payment within one (1) business day of processing your order. If Portland does not receive payment within that time or if the payment is returned, Portland will sell your Units on the next business day. If the proceeds are greater than the amount you owe Portland, the Fund will keep the difference. If the proceeds are less than the amount you owe Portland, your dealer will pay the difference to the Fund and you may have to reimburse your dealer.

If Portland does not receive investment directions from your dealer within five (5) business days, Portland will return your money to you without interest.

Portland has the discretion to reject any purchase order. The decision to accept or reject any purchase order will be made within one (1) business day of receipt of the order. If Portland accepts your order, you will receive a written confirmation from Portland and/or your dealer or the intermediary. If Portland rejects your order, Portland will return your money to you without interest.

How to redeem your Units

You may redeem all or a portion of your Units of the Fund on any business day by delivering a written redemption order to your dealer. Your request must be signed by you and, for the protection of investors, Portland may require that your signature be guaranteed by a guarantor acceptable to Portland.

Portland will pay you the current NAV for your Series of Units. If Portland receives your redemption request before 4:00 p.m. (Eastern Time) on a day that the TSX is open for trading or before the TSX closes for the day, whichever is earlier, Portland will calculate your redemption value as of that day. If Portland receives your redemption request after that time, Portland will calculate your redemption value as of the next business day.

The Manager has the right to require an investor to redeem some or all of the Units owned by such investor on the Valuation Date at the NAV per Unit thereof, by notice in writing to the investor given at least ten (10) business days' before the designated Valuation Date, which rights may be exercised by the Manager in its absolute discretion.

Special rules may apply if:

- your redemption proceeds are \$25,000 or more;
- you ask Portland to send your redemption proceeds to another person other than your dealer or to a different address than that is recorded for your account;
- your redemption proceeds are not payable to all joint owners on your account; or
- a corporation, partnership, agent, fiduciary or surviving joint owner is redeeming Units.

Redemption fees

Initial Sales Charge Option

There is no charge for redeeming Units bought under the initial sales charge option unless you redeem such Units within ninety (90) days of buying them. See *Fees and Expenses* for further information.

Deferred Sales Charge Option and Low Load Sales Charge Option

You will pay a redemption fee to Portland on Units bought under the deferred sales charge option prior to June 1, 2022 if you redeem them within six years. You will also pay a redemption fee to Portland on Units bought under the low load sales charge option prior to June 1, 2022 if you redeem them within three years. See *Fees and Expenses* for further information.

Portland will:

- redeem Units held for the longest period of time first;
- redeem Units issued as a result of reinvested distributions on a pro rata basis with the Units upon which the distributions were paid; and
- deduct the applicable redemption fee from the proceeds of the redemption.

10% Free Redemptions of Deferred Sales Charge Units and Low Load Sales Charge Units

On a partial redemption or change of Series A Units purchased under the deferred sales charge option or low load sales charge option in any calendar year, you may redeem or change without payment of a deferred sales charge or low load sales charge up to 10% of:

- (i) the number of Series A Units classified as deferred sales charge option or low load sales charge option acquired Units held by you as of December 31 of the prior year, plus;
- (ii) the number of Series A Units you acquired through reinvestment of distributions on the above Units during the current year, minus; and
- (iii) the number of Series A Units you would have received if you had reinvested any cash distributions you received during the year.

Your ability to redeem Series A Units without paying deferred sales charges or low load sales charges as described above is not cumulative from one calendar year to the next. It also may not apply where you redeem all of your Series A Units of the Fund or change all of your Series A Units into Series F Units of the same Fund. Portland has the right to change or cancel this privilege at any time.

Excessive short-term trading

In general, the Fund is a long-term investment. Some Unitholders may seek to trade or switch Units frequently to try to take advantage of changes in NAV or the difference between NAV and the value of the Fund's portfolio holdings. This activity is sometimes referred to as "market timing". Frequent trading or switching in order to time the market can hurt the Fund's performance, affecting all the Unitholders in the Fund, by forcing the Fund to keep cash or sell investments to meet redemptions. Portland uses a combination of measures to detect and deter market-timing activity, including:

- monitoring trading activity in Portland's client accounts and, through this monitoring, declining certain trades when necessary;
- imposing short-term trading fees; and
- when appropriate, applying fair value pricing to foreign portfolio holdings in calculating the NAV. See *Fair value pricing*.

Short-term trading fees

Short-term trading in Units of the Fund can have an adverse effect on the Fund. Such trading can increase brokerage and other administrative costs of the Fund and interfere with Portland's long-term investment decisions.

If you redeem or switch within ninety (90) days of purchase, you may be charged a short-term trading fee payable to the Fund. This is in addition to any redemption fee or switch/change fee that you may pay to your dealer. See *Switch/change fees*. Each additional switch counts as a new purchase for this purpose.

The short-term trading fees will not apply in the case of certain redemptions or switches including those:

- relating to optional plans, such as Pre-Authorized Chequing Plans, Systematic Withdrawal Plans or Dollar Cost Averaging Plans;
- initiated by Portland (including as part of a fund reorganization or merger) or by an investment fund managed by Portland or another investment fund or another investment product which has been approved by Portland;
- where Portland, in its discretion, considers as being in a special circumstance, such as the death of a Unitholder or a hardship situation;
- relating to the payment of fees on Series O Units; and
- relating to Units received on the reinvestment of distributions.

While these restrictions and Portland's monitoring attempt to deter short-term trading, Portland cannot ensure that such trading will be completely eliminated. Portland may reassess what is adverse short-term trading in the Fund at any time and may charge or exempt transactions from these fees in Portland's sole discretion.

Fair value pricing

The TSX generally closes at 4:00 p.m. (Eastern Time). Portland prices the Fund's equity holdings using their market values as of 4:00 p.m. (Eastern Time). For securities traded on North American markets, the closing prices are generally an accurate reflection of market values at 4:00 p.m. (Eastern Time). However, closing prices on foreign securities exchanges may, in certain cases, no longer accurately reflect market values, because their local closings may have occurred many hours earlier. Portland may become aware of events affecting the values of the Fund's foreign portfolio holdings may have occurred after the foreign market closed but before 4:00 p.m. (Eastern Time). Absent Portland's fair value pricing procedures, these events would not be captured in NAV. Portland employs fair value pricing for two purposes. Firstly, it

increases the likelihood that NAV truly reflects the value of the Fund's holdings at the time the NAV is determined. Secondly, it acts to deter market-timing activity by decreasing the likelihood that a Unitholder is able to take inappropriate advantage of market developments that occur following the foreign market close and prior to 4:00 p.m. (Eastern Time). Portland's fair value pricing techniques involve assigning values to the Fund's portfolio holdings that may differ from the closing prices on the foreign securities exchanges. Portland does this in circumstances where Portland has in good faith determined that to do so better reflects the market values of the securities in question.

How Portland processes your redemption request

Portland must receive all necessary documentation within ten (10) business days of receipt of the redemption order. The investor will be sent the redemption proceeds within two (2) business days of the date the Units were priced subject to Portland receiving all necessary documentation. If the documentation is not received within ten (10) business days of receipt of the redemption order, the redemption order will be reversed by processing a purchase order on the tenth business day for the number of Units of the Series that were redeemed. The redemption proceeds will be used to pay for the Units purchased. Any excess proceeds belong to the Fund. Any shortfall will be paid to the Fund by Portland. However, Portland will be entitled to collect the shortfall, plus any costs involved, from the dealer who placed the redemption request. That dealer, in turn, may seek to collect this amount plus the expenses of doing so from the investor on whose behalf the redemption request was made. Portland will deduct any required withholding tax from the payment, as applicable.

If your account is registered in the name of your dealer or an intermediary, Portland will send the proceeds to that account unless your dealer or the intermediary tells Portland otherwise. If your account is registered in your name, Portland will mail you a cheque, unless you tell Portland to deliver the proceeds electronically to your account at a Canadian bank, trust company or credit union. If you choose electronic payment, you need to send Portland an imprinted void cheque so Portland can deposit the funds directly into your account.

Automatic redemption

Unitholders in the Fund must keep at least \$250 in each of their accounts. If your account falls below this amount, Portland may notify you and give you thirty (30) days to make another investment. If your account stays below \$250 after those thirty (30) days, Portland may redeem all of the Units in your account and send the proceeds to you.

Portland reserves the right to require any Unitholder of the Fund to redeem such Unitholder's entire holding or a portion of Units of the Fund at its sole discretion including where a Unitholder is or becomes a U.S. citizen or resident of the U.S. or a resident of another foreign country if Portland concludes that their participation has the potential to cause adverse regulatory or tax consequences for the Fund or other Unitholders of the Fund. If a Unitholder does not provide the information necessary for the Fund to comply with Foreign Account Tax Compliance Act related requirements or similar requirements in other jurisdictions, Portland may redeem the Units held by such Unitholder.

Suspending your right to redeem

Your right to redeem Units of the Fund may be suspended for all or part of a period: (i) when normal trading is suspended on a stock, options or futures exchange in Canada or outside Canada upon which securities or derivatives that make up more than 50% of the value or underlying exposure of the Fund's total assets are traded (and those securities or derivatives are not traded on any other exchange that represents a reasonable alternative for the Fund); or (ii) with the consent of any securities commission or regulatory body having jurisdiction. During any period of suspension, no calculations of NAV will be made and the Fund will not be permitted to issue further securities or redeem any securities previously issued.

The calculations of NAV will resume when trading resumes on the exchange or with the permission of any securities commission or regulatory body having jurisdiction. If the right to redeem Units of the Fund is suspended and you make a redemption request during that period, your Units will be redeemed by the Fund in accordance with the redemption request at the NAV first calculated following the end of the suspension period.

How to switch your Units or change between Series

You can switch all or some of your Units to units of another fund by completing a transfer order form and depositing it with your dealer. Switches are only permitted between units of the same Series. A switch constitutes a sale (redemption) by you of your Units of the original fund and a purchase of the units of the new fund.

You may change Units of one Series into Units of another Series of the same Fund through your dealer if you and your dealer meet the eligibility criteria for the Series that you wish to change into.

Portland may change your Series F Units of the Fund into Series A Units, depending on the Series available, of the same Fund upon thirty (30) days' prior notice if you cease to be eligible to hold Series F Units in your account. Portland will not make the change if your dealer notifies Portland during the notice period, and Portland agrees that you are once again eligible to hold Series F Units.

Your dealer may request that Portland switch your deferred sales charge Units or low load sales charge Units into initial sales charge Units of the same Series of Units of the same Fund. It is Portland's expectation that a dealer making such a request will act in accordance with the Canadian Investment Regulatory Organization regulations, including obtaining your prior consent to the switch of your deferred sales charge Units or low load sales charge Units into Units of the same Series of the same Fund carrying an initial sales charge. Certain switches of deferred sales charge Units or low load sales charge Units will result in an increased trailing commission being payable to your dealer at the rates indicated in the table under *Dealer Compensation* of this Simplified Prospectus.

If you are switching Units you purchased prior to June 1, 2022 under the deferred sales charge option into units of another fund under the deferred sales charge option, the new units will have the same deferred sales charge schedule. If you are switching units you purchased prior to June 1, 2022 under the low load sales charge option into units of another fund under the low load sales charge option, the new units will have the same low load sales charge schedule. **Portland recommends that you only switch Units between the same sales charge option, as this will avoid unnecessary additional charges.** Switches of deferred sales charge Units to low load sales charge Units (or vice versa) are not permitted.

Tax consequences of switching or changing

If you switch between funds, the switch will be treated like a redemption for tax purposes. If you change between Series of the same Fund, the change will not be a disposition for tax purposes. See *Certain Canadian Federal Income Tax Considerations* for more details.

Switch/change fees

Your dealer may charge you a fee of up to 2.0% of the amount your switch or change. You and your dealer negotiate the fee. You may also have to pay to the Fund a short-term trading fee if you switch Units you bought or switched into in the last ninety (90) days. See *Excessive short-term trading* and *Short-term trading fees*.

Optional Services

Portland Registered Plans

You may open any of the following Portland Registered Plans:

Registered Retirement Savings Plan (group and individual)	RRSP
Locked-in Retirement Account	LIRA
Locked-in Registered Retirement Savings Plan	LRSP
Registered Retirement Income Fund	RRIF
Life Income Fund	LIF
Locked-In Retirement Income Fund	LRIF
Prescribed Retirement Income Fund (Saskatchewan & Manitoba)	PRIF
Deferred Profit Sharing Plans	DPSP
Tax-Free Savings Account	TFSA

The terms and conditions of these Portland Registered Plans are contained within the applicable Portland application form and in the declaration of trust that appears on the reverse side of the application form.

You can also purchase Units of the Fund within other registered plans or accounts, including Registered Education Savings Plans (“**RESP**”), Registered Disability Savings Plans (“**RDSP**”) and the new Tax Free First Home Savings Account (“**FHSA**”), which may be available by your dealer.

Pre-authorized chequing plan

You can purchase Units of the Fund by making regular investments through a Pre-Authorized Chequing Plan (“**PAC Plan**”). The minimum initial investment is \$50 and each subsequent investment is \$50. You can invest weekly, bi-weekly (every other week), monthly, bi-monthly (every other month), quarterly, semi-annually or annually. Portland may stop your PAC Plan if a payment is not made when due. Portland may change or discontinue this service at any time.

Systematic withdrawal plan

If you own Units of the Fund with a total net asset value of \$5,000 or more in one account, you may establish a Systematic Withdrawal Plan. Your Units will be redeemed automatically to provide you with weekly, bi-weekly (every other week), monthly, bi-monthly (every other month), quarterly, semi-annual or annual payments (minimum \$50 per payment). If your regular withdrawals exceed your reinvested distributions and net capital appreciation, such withdrawals will eventually consume your entire account. Portland may change or discontinue this service at any time.

Dollar cost averaging plan

A Dollar Cost Averaging Plan provides a way for you to gradually diversify your portfolio. If you have Units of the Fund with a total net asset value of \$5,000 or more in one account, you may authorize Portland to switch a chosen amount (minimum \$50) on a regular basis from one Fund to Units of another Fund or Fund. If the amounts being transferred exceed reinvested distributions and net capital appreciation, your investment in the original Fund will be depleted. Portland may change or discontinue this service any time.

Information you will receive

When you make your initial purchase, you will receive a statement indicating the purchase price per Unit and the number and Series of Units you purchased. Similarly, for any additional purchase, switch between funds, change of Series or redemption of Units you will receive a statement providing details of the transaction and a summary of the Units you hold.

Upon request, you will receive audited annual financial statements of the Fund and unaudited semi-annual financial statements of the Fund and annual and semi-annual fund reports.

Fees and Expenses

The following tables show the fees and expenses you may have to pay if you invest in the Fund. You may have to pay some of these fees and expenses directly. Your Fund may have to pay some of these fees and expenses, which therefore reduces the value of your investment in the Fund. The consent of Unitholders will be obtained if: (i) the basis of the calculation of a fee or expense that is charged to the Fund or Series, or directly to Unitholders by the Fund or Portland in connection with the holding of Units of the Fund, is changed in a way that could result in an increase in charges to the Fund or Series or Unitholders; or (ii) a fee or expense to be charged to the Fund or Series, or directly to Unitholders by the Fund or Portland in connection with the holding of Units of the Fund that could result in an increase in charges to the Fund or Series or Unitholders, is introduced. In either case, Unitholder consent will not be required if the change or new fee or expense is a result of a change made by a third party at arm's length to the Fund, or Unitholder consent is not required under securities regulation. If required under securities regulation, you will be sent a written notice at least sixty (60) days' before the effective date of the change.

Fees and Expenses Payable by the Fund(s)

Management Fee

The Fund pays the Manager an annual management fee (“**Management Fee**”), which is accrued daily and paid monthly, for day-to-day management and administration services. The Management Fee covers the costs of managing the Fund including preparing or arranging for the preparation of investment analysis, recommendations and investment decision making for the Fund, arranging for distribution of the Fund, marketing and promotion of the Fund, general administrative expenses such as overhead, salaries, rent and legal and accounting fees related to Portland's role as Manager and providing or arranging for other services. These Management Fees are unique to each Series of Units and are expressed as an annual percentage of the Fund's average daily net asset value attributable to the applicable Series of Units. The Management Fee for the Fund is shown in the description of the Fund in Part B. The Management Fee is subject to applicable GST and/or HST.

Other Operating Expenses

The Fund is responsible for paying its own operating expenses, including brokerage commissions and fees on portfolio transactions, interest expenses, custodian fees, regulatory fees, costs and expenses related to the Fund's IRC (as discussed below), audit and legal fees, insurance, trustee fees, registrar's fees, distribution costs, the cost of reporting to Unitholders (including proxy solicitation material), the cost of qualifying and maintaining the qualification for sale of the Units of the Fund, any other fees that become commonly charged in the Canadian mutual fund industry, and applicable GST and/or HST. The Fund may also pay certain operating expense reimbursements to affiliates of the Manager for administrative services provided in managing the day-to-day operation of the Fund.

In its discretion, the Manager may pay certain of the expenses of the Fund but any such payments shall not oblige the Manager to make similar future payments, and such payments may be stopped without notice to you.

Each member of the IRC will receive an annual retainer and a fee of \$1,000 for each meeting in excess of 4 meetings per calendar year and will be reimbursed for reasonable expenses incurred. Annual retainers are as follows: IRC member \$14,750, IRC Chairman \$17,500 for all funds managed by the Manager, divided equally.

Underlying Funds

When the Fund invests in an Underlying Fund, the Underlying Fund may pay a management fee and other expenses in addition to the expenses payable by the Fund. However, the Fund will not pay a management fee on the portion of its assets that it invests in the Underlying Fund that, to a reasonable person, would duplicate a management fee payable by the Underlying Fund for the same service. In addition, the Fund will not pay any sales charges or redemption fees for its purchase or redemption of securities of any Underlying Fund that is a mutual fund managed by Portland, or that, to a reasonable person, would duplicate a fee payable by an investor in the Fund.

Fees and Expenses Payable Directly by You

Initial Sales Charges

An initial sales charge of up to 6% of the amount you invest may be charged by eligible dealers if you purchase Series A Units of the Fund (i.e. 6.0% of the net amount invested – \$60 on a \$1,000 investment). You can negotiate these amounts with your dealer. No initial sales charges are payable to the dealer at the time of purchase of Series F Units.

Deferred Sales Charges

If you purchased Series A Units by the deferred sales charge option prior to June 1, 2022, you paid no initial sales charge. Your entire investment is invested in Units. If you redeem any of those Units, or change them into Series F Units, you will be charged a declining deferred sales charge payable to the Manager automatically, as follows:

If Redeemed or Changed as Described Above During the Following Periods After Date of Purchase	Rate ^{1, 2}
1 st year	6.0%
2 nd year	5.5%
3 rd year	5.0%
4 th year	4.5%
5 th year	4.0%
6 th year	3.5%
Thereafter	Nil

¹This charge will be waived for a certain number of Series A Units in each year for partial redemptions or changes. See *10% Free Redemptions of Deferred Sales Charge Units and Low Load Sales Charge Units*.

² The deferred sales charge is based upon the original cost of your investment.

Series F Units are not available under the deferred sales charge option. As of June 1, 2022, Series A Units are not available under the deferred sales charge option.

Low Load Sales Charges

If you purchased Series A Units by the low load sales charge option prior to June 1, 2022, you paid no initial sales charge. Your entire investment is invested in Units. If you redeem any of those Units, or change them into Series F Units, you will be charged a declining low load sales charge payable to the Manager automatically, as follows:

If Redeemed or Changed as Described Above During the Following Periods After Date of Purchase	Rate ^{1, 2}
First 18 months	3.0%
After 18 months to 36 months	2.5%
Thereafter	Nil

¹ This charge will be waived for a certain number of Series A Units in each year for partial redemptions or changes. See *10% Free Redemptions of Deferred Sales Charge Units and Low Load Sales Charge Units*.

² The low load sales charge is based upon the original cost of your investment.

Series F Units are not available under the low load sales charge option. As of June 1, 2022, Series A Units are not available under the low load sales charge option.

Portland Registered Plans and Accounts

Administration fees are not charged by Portland as trustee or Manager. You may be charged fees by your dealer for registered plans or accounts including RDSP, RESP or FHSA.

Optional Services The Manager does not charge fees for optional services including PAC Plan, Systematic Withdrawal Plan or Dollar Cost-Averaging Plan. Dealer fees may apply.

Bank Charges You will be charged the amount of any charges levied by a bank or other financial institution for any of your cheques that are dishonoured and returned to the Fund or for any charge related to electronic funds transfers.

Switch/Change Fees When you switch or change securities of any series of the Fund (or funds), your dealer may charge you a switch fee of up to 2% of the amount you switch or change. This fee is negotiated with and paid to your dealer.

Short-term Trading Fee You may pay a fee of up to 2% of the current NAV of the Units that you own if you redeem or switch them within ninety (90) days of purchase. All short-term trading fees are deducted from the amount you redeem or switch and are paid to the Fund. See *Short-term trading fees* for details.

Transfer Out Fee There are no transfer out fees charged by the Manager. Your dealer may charge a transfer-out fee for each registered or non-registered plan or account that is transferred in whole or in part to another dealer.

Impact of Sales Charges

The below table shows the amount of fees that you would have to pay under the different purchase options available to you if you made an investment of \$1,000 in Series A Units of the Fund prior to June 1, 2022, if you held that investment for 1, 3, 5 or 10 years and redeemed immediately before the end of that period. There are no initial or deferred sales commissions or charges payable in respect of Series F Units. Please note, as of June 1, 2022, all new purchases of the Series A Units of the Fund will occur at the initial sales option.

Sales Option	At Time of Purchase	1 Year	3 Years	5 Years	10 Years
Initial Sales Charge Option ¹ (maximum 6%)	\$60 ²	-	-	-	-
Deferred Sales Charge Option ^{1,3,5}	-	\$60	\$50	\$40	-
Low Load Sales Charge Option ^{1,4,5}	-	\$30	\$25	-	-

¹ A short-term trading fee may be applicable if Units of the Fund are redeemed within ninety (90) days of their date of purchase or switch.

- ² Assumes the maximum initial sales charge of 6% for Series A Units of the Fund. The actual amount of the initial sales charge will be negotiated by you and your dealer.
- ³ The deferred sales charge is based upon the original cost of your investment. Deferred sales charges are shown under *Fees and Expenses*.
- ⁴ The low load sales charge is based upon the original cost of your investment. Low load sales charges are shown under *Fees and Expenses*.
- ⁵ The amounts in the table do not take into account your ability to withdraw up to 10% of your investment each year without any regular deferred sales charges and low load sales charges for partial redemptions or changes of Series A Units in each year. See *10% Free Redemptions of Deferred Sales Charge Units and Low Load Sales Charge Units*.

Management Fee Rebate or Distribution Programs

Portland does not offer any management fee rebate or distribution programs.

Dealer Compensation

When you purchase Series A Units, an eligible dealer may receive two primary types of compensation – initial sales commissions and trailing commissions. This also applies to the Principal Distributor of the Fund. All new purchases of the Series A Units of the Fund will occur at the initial sales option. Initially, your dealer may charge you an initial sales commission since Portland does not pay a dealer an initial sales commission for Series A Units. Thereafter, a trailing commission is accrued daily and paid monthly by Portland and is based upon the percentage of the NAV of all Series A Units of the Fund held in your account with an eligible dealer.

There are no sales commissions or trailing commissions paid in respect of Series F Units.

Sales commissions

For Series A Units of the Fund purchased under the initial sales charge option, the dealer which distributes such Units may charge you a sales commission of up to 6% (\$60 for each \$1,000 investment) of the value of the Units you purchased.

For Series A Units of the Fund purchased prior to June 1, 2022 under the deferred sales charge option, Portland, or a distribution agent retained by Portland, paid your dealer a sales commission of 5% (\$50 for each \$1,000 investment) of the value of the Units purchased.

For Series A Units of the Fund purchased prior to June 1, 2022 under the low load sales charge option, Portland, or a distribution agent retained by Portland, paid your dealer a sales commission of 2.5% (\$25 for each \$1,000 investment) of the value of the Units purchased.

There are no sales commissions paid in respect of Series F Units.

Trailing commissions

For purchases of Series A Units, Portland pays eligible dealers a portion of the Management Fee (annual percentage of 1%) and these trailing commissions are not paid by the Fund directly. Portland may, at its discretion, negotiate, change the terms and conditions of, or discontinue the trailing commissions with eligible dealers. There are no trailing commissions paid in respect of Series F Units.

For purchases of Series A Units prior to June 1, 2022, Portland will pay trailing commissions to eligible dealers at the annual rates indicated below based upon the aggregate value of Series A Units of the Fund held in that eligible dealer's client account. The trailing commission is paid by Portland to eligible dealers

monthly during each calendar year and will be calculated based on a daily average asset calculation. This fee is determined by Portland and may be changed at any time. There are no trailing commissions paid in respect of Series F Units.

Series A				
Initial Sales Charge Units	Low Load Sales Charge Units		Deferred Sales Charge Units	
Annual Percentage	Period Units held by dealer's client	Annual Percentage	Period Units held by dealer's client	Annual Percentage
1.0%	1 st to 3 rd year	0.5%	1 st to 6 th year	0.5%
	Thereafter	1.0%	Thereafter	1.0%

Sales incentives

In addition to the sales commissions and trailing commissions listed above, Portland may share the costs of local advertising, dealer training seminars or other marketing or sales-related expenses with registered dealers to better serve their clients. Portland may also provide dealers non-monetary benefits of a promotional nature and of minimal value and may engage in business promotion activities that result in dealers' sales representatives receiving non-monetary benefits. These activities are in compliance with applicable laws and regulations and any costs incurred by them will be paid by Portland and not the Fund. Subject to compliance with mutual fund sales practices rules, Portland may change the terms and conditions of these programs, or may stop them, at any time.

Equity interest

Each of the Manager and Mandeville Private Client Inc. are indirect, majority-owned subsidiaries of Portland Holdings Limited. As of the date of this Simplified Prospectus, Michael Lee-Chin controls 100% of the voting securities of Portland Holdings Limited. Mandeville Private Client Inc. is the principal distributor of the Fund. Michael Lee-Chin also controls 100% of the voting securities of AICGH and 96.18% of the voting securities of MOM.

Dealer compensation from management fees

34% of the total management fees paid by the Fund managed by the Manager were used to pay for commissions (including payments to dealers on deferred sales charge and low load sales charge Units purchased by investors and trailing commissions) and promotional activities of the Fund for the year ended September 30, 2024.

Referral arrangements

The Manager has negotiated referral agreements with various third parties and has agreed to pay ongoing referral fees for potential clients who are referred to and become investors in the Fund and clients of the Manager, as a dealer or advisor.

Certain Canadian Federal Income Tax Considerations

In the opinion of Dentons Canada LLP, counsel for the Fund, the following is a general summary at the time of filing, of certain of the principal Canadian federal income tax considerations generally applicable to the acquisition, holding and disposition of a Unit by a prospective investor who acquires Units offered under this Simplified Prospectus. This summary only applies to a prospective investor who is an individual

(other than a trust) and who, for the purposes of the *Income Tax Act* (Canada) (the “**Tax Act**”) and at all times, (i) is a resident of Canada, (ii) deals at arm’s length and is not affiliated with the Fund or the Manager, (iii) holds Units as capital property and (iv) for whom the Units will not constitute a “tax shelter investment” as defined in subsection 143.2 of the Tax Act. Generally, Units will be considered to be capital property to a Unitholder provided the Unitholder does not hold the Units in the course of carrying on a business of buying and selling securities and has not acquired them in one or more transactions considered to be an adventure or concern in the nature of trade. Certain persons who might not otherwise be considered to hold their Units as capital property may, in certain circumstances, be entitled to have those Units, and every other “Canadian security” (as defined in the Tax Act) of the Unitholder, treated as capital property by making the irrevocable election permitted by subsection 39(4) of the Tax Act. This summary does not apply to a Unitholder who has entered or will enter into a “derivative forward agreement” or “synthetic disposition arrangement”, as these terms are defined in the Tax Act with respect to their Units.

This summary is based on the current provisions of the Tax Act, the regulations thereunder (the “**Tax Regulations**”), all specific proposals to amend the Tax Act and the Tax Regulations publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the “**Tax Proposals**”), and an understanding of the current published administrative policies and practices publicly announced by or on behalf of the Canada Revenue Agency (“**CRA**”). This summary does not take into account the tax laws of any province or territory of Canada or of any foreign jurisdiction. This summary assumes that the Tax Proposals will be enacted as proposed, although no assurance can be given in this regard. Except for the Tax Proposals, this summary does not take into account or anticipate any changes in the law whether by legislative, governmental or judicial action, or any changes in administrative policies of the CRA.

This summary is based on the assumptions that the Fund will: (i) qualify or be deemed to qualify as a mutual fund trust under the Tax Act at all material times; (ii) not be a “SIFT trust” for purposes of the Tax Act at any time; (iii) not be a “financial institution” for purposes of the Tax Act at any time; (iv) not invest in any “offshore investment fund property” as defined in section 94.1 of the Tax Act; (v) not invest 10% or more in any “exempt foreign trust” as described in section 94.2 of the Tax Act; (vi) not invest in securities of an issuer that would be treated as a “foreign affiliate” or a “controlled foreign affiliate” of the Fund or of any Unitholder; (vii) not invest in securities of an issuer that will be a “tax shelter investment” as defined in section 143.2 of the Tax Act; and (viii) not enter into any arrangement where the result would be a “dividend rental arrangement” under the Tax Act.

This summary is not exhaustive of all possible Canadian federal tax considerations applicable in respect of an investment in Units. This summary is not intended to be, nor should it be construed to be, legal or tax advice to any particular investor. Accordingly, investors should consult with their own tax advisors for advice with respect to the income tax consequences of an investment in Units, based on their particular circumstances.

Taxation of the Fund

The Fund is subject to tax under Part I of the Tax Act on its net income, including net taxable capital gains, as calculated under the Tax Act for a taxation year (after deducting available loss carryforwards) to the extent that such net income is not paid or payable to Unitholders. Provided the Fund qualifies as a “mutual fund trust” for purposes of the Tax Act throughout its taxation year, the fund will be entitled to a refund (**capital gains refund**) of its tax liability on its net realized capital gains equal to an amount determined by formula under the Tax Act based on the redemption of Units during the year and accrued gains on the Fund’s assets. The capital gains refund may be, and in practice is expected to be, applied to eliminate the maximum amount of the Fund’s tax liability in the years that it is available. The Declaration of Trust requires the Fund to distribute a sufficient amount of its net income and net realized capital gains, if any, for each taxation year to Unitholders so that the Fund will not be liable in any taxation year for income tax under Part I of the Tax Act after taking into account any entitlement to a capital gains refund.

The Fund is required to calculate its net income, including net taxable capital gains, in Canadian dollars, for each taxation year according to the rules in the Tax Act. Net income, including net taxable capital gains, is affected by fluctuations in the value of the Canadian dollar relative to foreign currency where amounts of income, expense, cost or proceeds of disposition are denominated in foreign currency. The Fund is generally required to include in the calculation of its income interest as it accrues (or deemed to accrue), dividends when they are received (or deemed to be received) and capital gains and losses when they are realized. Trust income that is paid or becomes payable to the Fund in a calendar year is generally included in income for the taxation year of the Fund that ends in the calendar year. Trust income paid or payable to the Fund by a Canadian-resident trust may have the character of ordinary property income, foreign source income, dividends received from a taxable Canadian corporation or taxable capital gains. Foreign source income received directly by the Fund is generally received net of any taxes withheld in the foreign jurisdiction. The foreign taxes so withheld are included in the calculation of the Fund's income.

Gains or losses realized by the Fund on the disposition of securities held by it constitute capital gains or capital losses unless the Fund is considered to be trading or dealing in securities, or otherwise carrying on a business of buying and selling securities, or has acquired the securities in a transaction or transactions considered to be an adventure in the nature of trade. The Fund has elected under subsection 39(4) of the Tax Act so that all gains or losses realized by the Fund on the disposition of securities that are "Canadian securities" (as defined in the Tax Act) will be deemed to be capital gains or losses to the Fund. The Fund purchases securities (other than derivative instruments) with the objective of earning dividends and income thereon and takes the position that gains and losses realized on the disposition of its securities (other than gains and losses on certain derivative instruments) are capital gains and capital losses. Generally, a gain and loss from a cash settled option, futures contract, forward contract and other derivative instrument is treated on account of income rather than as a capital gain or loss unless the derivative is used by the Fund as a hedge to limit its gain or loss on a specific capital asset or group of capital assets held by the Fund and there is sufficient linkage between the hedge and the underlying assets.

The Fund may be subject to the "loss restriction" rules in the Tax Act unless the Fund qualifies as an "investment fund" as defined in the Tax Act, which, among other things, requires that certain investment diversification restrictions are met, and that Unitholders hold only fixed (and not discretionary) interests in the Fund. If the Fund experiences a "loss restriction event" (i) the Fund will be deemed to have a year-end for tax purposes (which would result in a distribution of the Fund's net income and net realized capital gains at such time to Unitholders so that the Fund is not liable for income tax under Part I of the Tax Act on such amounts), and (ii) the Fund will be restricted in its ability to use tax losses that exist at the time of the loss restriction event (including any unrealized capital losses) on a going forward basis. Generally, the Fund will have a loss restriction event when a person becomes a "majority-interest beneficiary" of the Fund, or a group of persons becomes a "majority-interest group of beneficiaries" of the Fund, as those terms are defined in the Tax Act.

The Fund may be subject to the "suspended loss" rules contained in the Tax Act, which would generally apply where the Fund disposes of property and subsequently reacquires the property or acquires an identical property within the time period that begins thirty (30) days' before the disposition and ends thirty (30) days' following the disposition, and the Fund continues to own the reacquired or newly-acquired property following that period. Where the "suspended loss" rules apply, any losses arising from the initial disposition of property would be denied, but may be realized at a future point in time in accordance with the rules in the Tax Act.

Taxation of Unitholders (other than Registered Plans)

Distributions

A Unitholder will generally be required to include in computing income for a taxation year the amount of any net income and the taxable portion of any net capital gains of the Fund that is paid or payable to the Unitholder in the year, whether or not such amounts are paid in cash or reinvested in additional Units.

Generally, any distributions in excess of a Unitholder's share of the net income and net realized capital gains of the Fund are a return of capital. A return of capital is not taxable to the Unitholder, but will reduce the adjusted cost base of the Unitholder's Units. To the extent the adjusted cost base of a Unitholder's Units is reduced to a negative amount, the Unitholder will be deemed to realize a capital gain equal to the negative amount, and the adjusted cost base of the Unitholder's Units will be nil immediately thereafter. The general rules regarding the taxation of capital gains are discussed below under the heading *Taxation of Capital Gains and Capital Losses*.

The Fund may designate to the extent permitted by the Tax Act, the portion of the net income of the Fund distributed to Unitholders that may reasonably be considered to consist of: (i) taxable dividends (including eligible dividends) received or deemed to be received by the Fund on shares of taxable Canadian corporations; and (ii) net taxable capital gains realized or considered to be realized by the Fund. Any amount so designated is deemed for tax purposes to be received or realized by Unitholders in the year as a taxable dividend and as a taxable capital gain, respectively. The dividend gross-up and tax credit treatment normally applicable to taxable dividends (including eligible dividends) paid by a taxable Canadian corporation applies to amounts designated as taxable dividends. Taxable capital gains so designated are subject to the general rules relating to the taxation of capital gains described below. In addition, the Fund may make designations in respect of its foreign source income, if any, so that Unitholders may be able to claim a foreign tax credit (in accordance with and subject to the general limitations under the Tax Act) for foreign taxes paid (and not deducted) by the Fund. A loss realized by the Fund may not be allocated to, and may not be treated as a loss of, the Unitholders.

A portion of the NAV of a Unit of the Fund may reflect income and/or capital gains accrued or realized by the Fund before the Unit was acquired by a Unitholder. In particular, this may be the case when Units are acquired late in the year, or on or before the date on which a distribution will be paid. The income and taxable portion of capital gains paid or payable to a Unitholder must be included in the calculation of the Unitholder's income in the manner described above, even if it relates to a period before the Unitholder owned the Units and may have been reflected in the price paid by the Unitholder for the Units.

Unitholders may be subject to an alternative minimum tax in respect of taxable dividends (including eligible dividends) received or considered to be received from taxable Canadian corporations and realized capital gains.

Disposition of Units

Generally, a Unitholder will realize a capital gain (or capital loss) on the sale, redemption, exchange or other disposition of a Unit to the extent that the proceeds of disposition for the Unit exceed (or are exceeded by) the adjusted cost base to the Unitholder of the Unit and any reasonable costs of disposition. In general, the adjusted cost base of all Units of the Fund held by the Unitholder at a particular time is the total amount paid for all Units of the Fund currently and previously held by the Unitholder (including brokerage commissions paid and the amount of reinvested distributions) less any distributions of capital and less the adjusted cost base of any Units of the Fund previously disposed of by the Unitholder. The adjusted cost base to a Unitholder of one Unit is the average adjusted cost base of all Units owned by the Unitholder as capital property at that time.

Generally, a reclassification of Units of the Fund from one series to another series of Units of the same Fund is not considered to be a disposition for the purposes of the Tax Act. However, a switch of Units from

the Fund to another fund is generally considered to be a disposition giving rise to the tax consequences described in the previous paragraph.

The Tax Act (a) denies a mutual fund trust a deduction for any income of the mutual fund trust designated to a unitholder on a redemption of units, where the unitholder's proceeds of disposition are reduced by the designation, and (b) denies a mutual fund trust a deduction for the portion of a capital gain of the mutual fund trust designated to a unitholder on a redemption of units that is greater than the unitholder's accrued gain on those units, where the unitholder's proceeds of disposition are reduced by the designation.

Taxation of Capital Gains and Capital Losses

Prior to January 1, 2026, one-half of any capital gain (a **taxable capital gain**) realized by a Unitholder and the amount of any net taxable capital gains realized or considered to be realized by the Fund and designated by the Fund in respect of the Unitholder for a taxation year is included in the Unitholder's income as a taxable capital gain for that year and one-half of any capital loss (an **allowable capital loss**) realized by a Unitholder in a taxation year generally must be deducted from taxable capital gains realized by the Unitholder in the taxation year or designated by the Fund in respect of the Unitholder for the taxation year subject to and in accordance with detailed rules in the Tax Act.

Under Tax Proposals released on September 23, 2024 (the "**September 23 Tax Proposals**"), the capital gains inclusion and deduction rate will generally be increased from one-half to two-thirds for a Unitholder that is a corporation or a trust, and to two-thirds for a Holder that is an individual (other than most types of trusts) realizing net capital gains above an annual \$250,000 threshold, in all cases for capital gains and capital losses realized on or after June 25, 2024. The September 23 Tax Proposals also contemplate adjustments of carried forward or carried back allowable capital losses to account for changes in the relevant inclusion and deduction rates. On January 31, 2025, the Minister of Finance (Canada) publicly announced the effective date of the September 23 Tax Proposals would be deferred from June 25, 2024 to January 1, 2026. On March 21, 2025, Prime Minister Mark Carney announced that the Government of Canada will cancel the proposed changes to the capital gains inclusion rate in the September 23 Tax Proposals. Based on the foregoing, it is not anticipated the increase to the capital gains inclusion rate in the September 23 Tax Proposals will be enacted. Investors should consult their own tax advisers regarding the potential application of the September 23 Tax Proposals.

Allowable capital losses for a taxation year in excess of taxable capital gains for that taxation year may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against net taxable capital gains in accordance with the detailed provisions of the Tax Act.

Units Held in a Registered Plan

A trust governed by a RRSP, RRIF, RESP, RDSP, TFSA, FHSA or DPSP, all as defined in the Tax Act (collectively referred to as "**Registered Plans**" and individually referred to as a "**Registered Plan**") that holds Units and the holder, annuitant, beneficiary or subscriber of that Registered Plan, as the case may be, will generally not be subject to tax on the value of the Units, income or capital gains distributed by the Fund to the Registered Plan or a gain realized by the Registered Plan on the disposition of the Units (whether payment is received in cash or by reinvestment in additional Units), provided the Units are a qualified investment under the Tax Act for the Registered Plan and, in the case of Registered Plans (other than DPSPs), not a prohibited investment for the Registered Plan.

Investors who choose to purchase Units of a Fund through a Registered Plan should consult their own tax advisors regarding the tax treatment of contributions to, and acquisitions of property by, such Registered Plan.

Eligibility for Investment

Provided that the Fund qualifies as a mutual fund trust under the Tax Act at all material times, Units will be qualified investments under the Tax Act for Registered Plans.

Notwithstanding the foregoing, the holder of a TFSA, FHSA or RDSP, a subscriber of an RESP, or the annuitant under an RRSP or RRIF (a “**controlling individual**”) will be subject to a penalty tax in respect of Units held by such TFSA, FHSA, RDSP, RESP, RRSP or RRIF, as the case may be, if such Units are a “prohibited investment” for such plan trusts for the purposes of the Tax Act. Units will not be a “prohibited investment” for trusts governed by a TFSA, FHSA, RDSP, RESP, RRSP or RRIF unless the controlling individual does not deal at arm’s length with the Fund for purposes of the Tax Act, or has a “significant interest” as defined in the Tax Act in the Fund. In addition, Units will not be a “prohibited investment” if such Units are “excluded property” as defined in the Tax Act for trusts governed by a TFSA, FHSA, RRSP, RESP, RDSP or RRIF. Registered Plans and their controlling individuals should consult their own tax advisors with respect to whether Units would be a prohibited investment in their particular circumstances.

What are your legal rights?

Securities legislation in some provinces and territories gives you the right to withdraw from an agreement to buy mutual funds within two (2) business days after you receive the Simplified Prospectus or Fund Facts, or to cancel your purchase within 48 hours after you receive confirmation of your order.

Securities legislation in some provinces and territories also allows you to cancel a purchase, or in some jurisdictions, claim damages, if the Simplified Prospectus, Fund Facts or financial statements misrepresent any facts about the Fund. You must usually exercise these rights within a certain time period set by law in the applicable province or territory.

You can get more information by reviewing the securities legislation of your province or territory, or from your lawyer.

Additional Information

Enhanced tax information reporting

Pursuant to the Intergovernmental Agreement for the Enhanced Exchange of Tax Information under the Canada-U.S. Tax Convention entered into between Canada and the U.S. (the “**IGA**”), and related Canadian legislation, the Fund and/or registered dealers are required to report certain information, including certain financial information, with respect to Unitholders who are U.S. residents and U.S. citizens (including U.S. citizens who are residents or citizens of Canada), and certain other “U.S. Persons” as defined under the IGA (excluding Registered Plans), to the CRA. CRA exchanges the information with the U.S. Internal Revenue Service. In addition, to meet the objectives of the Organization for Economic Co-operation and Development Common Reporting Standard (the “**CRS**”), the Fund and/or registered dealers are required under Canadian legislation to identify and report to the CRA certain information, including certain financial information, relating to Unitholders in the Fund who are resident for tax purposes in a country outside of Canada and the U.S. which has adopted the CRS (excluding Registered Plans). The CRA provides that information to the tax authorities of the relevant jurisdiction that has adopted the CRS.

Sales Practices and Referral Arrangements

AICGH may provide the Principal Distributor with certain administrative, consulting, and marketing-related services. The Principal Distributor distributes Series A Units and Series F Units of the Fund to its

clients. Although the Manager doesn't pay AICGH or its employees for its consulting or marketing-related services, as a part of its compensation arrangements, AICGH may pay variable compensation incentives to AICGH employees based on the net new investments in the Fund by the Principal Distributor's clients (currently, this amount is a one-time payment in the amount of one tenth percent (0.1%) which is determined and paid by AICGH and is subject to change).

AICGH may assist the Manager to promote the existence and availability of the Fund to third party brokers and dealers ("**Wholesale Activities**"). AICGH may also assist the Manager to promote its investment philosophy to others who may be interested in purchasing Units of the Fund through the Manager, as an advisor or dealer (a "**Referral**"). Accordingly, the Manager has entered into an agreement governing such Referrals with AICGH. Although the Manager doesn't pay AICGH or its employees for these promotional activities, as part of its compensation arrangement, AICGH may pay variable compensation incentives to AICGH employees based on net new investments in the Fund for Wholesale Activities or Referrals (currently, this amount is a one-time payment in the amount of one fifteenth percent (0.15%) which is determined and paid by AICGH and is subject to change).

The Manager provides AICGH with a confidential report of the investments in the Fund in order that AICGH can administer the foregoing compensation arrangements. AICGH will also be provided access to proprietary and confidential information regarding the Fund and its investors to facilitate the services described herein.

Conflicts of Interest

The Manager, Principal Distributor, and AICGH are affiliates and the Manager, Principal Distributor and AICGH are 100% controlled by Michael Lee-Chin. Michael Lee-Chin is a director and senior officer of the Manager, the Principal Distributor, and AICGH. The Manager will be utilizing these affiliates as described herein. Accordingly, investors should be aware that there is an innate and financial bias for these entities towards products managed by the Manager.

Litigation

On February 13, 2023, the Ontario Superior Court of Justice ("**Court**") issued a decision for judgment in respect of the liability trial of certain fund managers, including AICGH, an affiliate of the Manager. The case relates to market timing trading in AICGH's retail mutual funds during the period between January 1999 and September 2003. The Court found that the defendants breached their duty of care to prevent "market timing" in their funds and failed to take steps to prevent frequent trading or charge the fees set out in their prospectuses when it occurred. The defendants facilitated frequent trading by entering into "switch agreements" which allowed certain investors to switch in and out of funds for a fee. The Court found that defendants allowed time zone arbitrage to occur in their funds to the detriment of the plaintiffs. The Court concluded that the defendants owed a duty of care to the class members to prevent frequent short-term trading in their funds and that they breached that duty of care by falling short of the standard of care as set out in its reasons. The matter is expected to proceed to a damages trial to determine the harm suffered by the investors. The Manager believes that this decision does not influence the ability of the Manager to discharge its duties to the Fund as described herein.

Another class action, regarding Quebec residents who, between January 1, 2000 and December 31, 2003, owned AICGH mutual funds listed in the claim alleges AICGH allowed frequent short-term market timing transactions in some of its funds. These transactions had the effect of diluting the return of long-term investors. This class action is still ongoing against AICGH and another defendant.

Investors should be aware that these legal proceedings may result in financial liability for AICGH. The impact of any damages awarded against AICGH on the Manager's financial condition, operations, and performance cannot be predicted with certainty. Investors should note that the information contained herein

is subject to change as the legal proceedings progress. Prospective investors are advised to read the Simplified Prospectus in its entirety, including the risk factors section, before investing in the Fund.

Exemptions and Approvals

Temporary Exemption from paying trailing commissions to OEO Dealers pursuant to Ontario Instrument 81-508

The Manager notified the Ontario Securities Commission (the “OSC”) of its intention to rely on this temporary exemption. Pursuant to the temporary exemption, as extended on December 1, 2023, between June 1, 2022 and May 31, 2025, the Manager and its Funds will be exempted from the ban on paying trailer commissions to OEO Dealers: (i) where a trailing commission is paid by a Fund to the OEO Dealer to facilitate dealer rebates for investors holding Series A Units in OEO Dealer accounts prior to June 1, 2022, and investors who transfer Series A Units to OEO Dealer accounts on or after June 1, 2022; and (ii) for a period of 45 days upon the acceptance of investor-initiated transfers of Series A Units on or after June 1, 2022, where a trailing commission is paid by a Fund to the OEO Dealer, to facilitate processing of such investor transfers.

Exemption from the requirements of paragraph 11.1(1)(b) of NI 81-102

The Manager applied for an exemption for relief for the aforementioned requirement to the OSC. This requirement states that cash received by a principal distributor of a mutual fund, by a person or company providing services to a non-redeemable investment fund, for investment in, or on the redemption of, securities of the investment fund may be commingled only with cash received by the principal distributor or service provider for the sale or on the redemption of other investment fund securities. On December 10, 2019, the OSC issued a decision in which it stated that it was satisfied that the Manager met the test set out in NI 81-102 and granted the exemption.

Exemption from the requirements of paragraphs 15.3(4)(c) and 15.3(4)(f) of NI 81-102

The Manager applied for an exemption for relief for the aforementioned requirement to the OSC. This requirement states that a sales communication must not refer to a performance rating or ranking of a mutual fund or asset allocation unless:

1. the rating or ranking is provided for each period for which standard performance data is required to be given, except the period since the inception of the mutual fund; and
2. the rating or ranking is to the same calendar month end that is:
 - a. not more than 45 days’ before the date of the appearance or use of the advertisement in which it is included, and
 - b. not more than three months before the date of first publication of any other sales communication in which it is included.

The Manager sought the OSC to permit to reference all rating in sales communications relating to the Fund. On May 7, 2019, the OSC issued a decision in which it stated that it was satisfied that the Manager met the test set out in NI 81-102 and granted the exemption, with certain conditions.

CERTIFICATE OF THE FUND, THE MANAGER AND THE PROMOTER

Portland Canadian Balanced Fund
(the “*Fund*”)

This Simplified Prospectus and the documents incorporated by reference into the Simplified Prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the Simplified Prospectus, as required by the securities legislation of each of the provinces and territories of Canada and do not contain any misrepresentations.

DATED the 27 day of March, 2025

“Michael Lee-Chin”

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

“Tony Cheung”

Tony Cheung
Chief Financial Officer

On behalf of the Board of Directors of Portland Investment Counsel Inc.,
the trustee, manager and promoter of the Fund

“Robert Almeida”

Robert Almeida
Director

“Barry J. Myers”

Barry J. Myers
Director

CERTIFICATE OF THE PRINCIPAL DISTRIBUTOR OF THE MUTUAL FUND

Portland Canadian Balanced Fund
(the “*Fund*”)

To the best of Portland’s knowledge, information and belief, this Simplified Prospectus and the documents incorporated by reference into the Simplified Prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the Simplified Prospectus, as required by the securities legislation of each of the provinces and territories of Canada and do not contain any misrepresentations.

DATED the 27 day of March, 2025

Mandeville Private Client Inc.

“Michael Lee-Chin”

Michael Lee-Chin
Director and Chief Executive Officer

PART B

Specific Information About the Mutual Fund Described in this Document

What Is a Mutual Fund and What Are The Risks of Investing in a Mutual Fund?

What is a mutual fund?

The Fund is a mutual fund. A mutual fund is a way of making collective investments. When you invest in a mutual fund, you contribute your cash to a pool of investments along with many other people. Professional money managers use the cash to buy securities on behalf of all the contributors to a particular mutual fund.

A mutual fund invests in different kinds of securities based on its investment objectives. For example, a global equity fund buys mainly shares of global corporations, while a global balanced fund buys a mix of global equities and bonds. In each case, these securities form the mutual fund's investment portfolio. The value of these securities changes from day to day, reflecting changes in economic and market conditions, interest rates and company news. See *Price fluctuation* below for details.

What do you own?

You receive units in a mutual fund in exchange for the cash you contribute, and you become a Unitholder of the mutual fund. Where a mutual fund issues more than one series, a Unitholder shares in the fund's income, expenses and any gains and losses allocated to the Unitholder's Series, generally in proportion to the Units of the Series he or she owns.

Structure of the Fund

The Fund is an open-end unit trust governed by the Declaration of Trust. Portland, as trustee for the Fund, holds the property and investments of the Fund in trust for the Unitholders and arranges for a professional custodian to hold the investments in safekeeping.

Provided that you are eligible, you can buy an unlimited number of Units of each Series of the Fund.

What are the general risks of investing in a mutual fund?

Risk is the chance that your investment may not perform as expected. There are different degrees and types of risk but, in general, the more investment risk you are willing to accept, the higher your potential returns and the greater your potential losses.

The general risks include:

Price fluctuation

Mutual funds own different types of investments, depending on their investment objectives. The value of these investments will change from day to day, reflecting changes in interest rates, economic conditions and market and company news. As a result, the value of a mutual fund's units may go up and down and the value of your investment in a mutual fund may be worth more or less when you redeem it than when you purchased it.

Your investment is not guaranteed

The value of your investment in a mutual fund is not guaranteed. Unlike bank accounts or guaranteed investment certificates, mutual fund units are not covered by the Canada Deposit Insurance Corporation or any other government deposit insurer.

Redemptions may be suspended

Under exceptional circumstances, your right to redeem your Units may be suspended. See *Suspending your right to redeem* for details.

What are the specific risks of investing in a mutual fund?

Different investments have different types of investment risk. Mutual funds also have different kinds of risk, depending on the securities they own. Below is a summary of the various types of investment risk that may be applicable to the Fund you decide to purchase. Part two of this document will outline the specific risks that may apply to the Fund.

Active management risk

The Fund is actively managed. The Fund is dependent on their portfolio management team to select individual securities and, therefore, are subject to the risk that poor security selection or market allocation will cause the Fund to underperform relative to other mutual funds with a similar investment objective or relative to its benchmark index.

Asset-backed and mortgage-backed securities risk

Asset-backed securities are debt obligations that are backed by pools of consumer or business loans. Some asset-backed securities are short-term debt obligations, called asset-backed commercial paper (“**ABCP**”). Mortgage-backed securities are debt obligations backed by pools of mortgages on commercial or residential real estate. If there are changes in the market’s perception of the issuers of these types of securities, or in the creditworthiness of the parties involved, then the value of the securities may be affected. In addition, for ABCP, there is a risk that there may be a mismatch in timing between the cash flow of the underlying assets backing the security and the repayment of obligation of the security upon maturity. In the use of mortgage-backed securities, there are also risks that there may be a drop in the interest rates charged on mortgages, a mortgagor may default in its obligations under a mortgage or there may be a drop in the value of the property secured by the mortgage.

Business disruption risk

Upon the occurrence of any business disruption caused by a public health crisis (including epidemics, pandemics, quarantine or outbreaks of infectious diseases or viruses), extreme weather conditions, natural disaster, terrorist attack, war, civil unrest, national or regional emergencies, shortage of adequate power or transportation facilities, computer malfunctions, lack of internet, or any other potential cause of a significant business disruption, the Manager, the impacted jurisdictions and the companies in which the Fund invests, may not efficiently and quickly recover from such event, which could have a materially adverse effect on the Manager and the Fund, respectively. Such events can result in uncertainty, volatility and disruption including to global supply chains and service providers, operations, availability and mobility of people and the financial markets, which could affect a number of factors, including interest rates, credit ratings, credit risk, inflation, business and financial conditions, results of operations and other relevant factors negatively impacting the Manager and the Fund, respectively.

Climate change and extreme weather risk

Global climate change creates physical and financial risk and the business of the Fund’s portfolio companies may be adversely affected by risks related to a transition to a low-carbon economy and/or risks related to the physical impacts of climate change and extreme weather. Risks related to the transition to a low-carbon economy could result in changes in consumer preferences or technologies and additional legal

and regulatory requirements such as cap and trade regimes, carbon taxes, restrictive permitting, increased efficiency standards and incentives or mandates for renewable energy. There is also an increasing concern that a gradual rise in global average temperatures due to increased concentration of carbon dioxide and other greenhouse gases in the atmosphere will cause significant changes in weather patterns around the globe, an increase in the frequency, severity, and duration of extreme weather conditions and natural disasters, and water scarcity and poor water quality.

Concentration risk

The Fund may concentrate its investments in securities of a small number of issuers. The result is that the securities in which it invests may not be diversified across many sectors or they may be concentrated in specific regions or countries. The Fund may also have a significant portion of its portfolio invested in the securities of a single issuer. A relatively high concentration of assets in a single or small number of investments may reduce the diversification and liquidity of the Fund. Additionally, if the Fund holds significant investments in a few companies, changes in the value of the securities of those companies may increase the volatility of the net asset value of the Fund.

Credit risk

Credit risk can have a negative impact on the value of a debt security, such as a bond. This risk includes:

- Default risk, which is the risk that the issuer of the debt will not be able to pay interest or repay the debt when it is due. Generally, the greater the risk of default, the lower the quality of the debt security.
- Credit spread risk, which is the risk that the difference in interest rates (called **credit spread**) between the issuer's bond and a bond considered to have little associated risk (such as a treasury bill) will increase. An increase in credit spread generally decreases the value of a debt security.
- Downgrade risk, which is the risk that a specialized credit rating agency will reduce the credit rating of an issuer's securities. A downgrade in credit rating generally decreases the value of a debt security.
- Collateral risk, which is the risk that in the event of a default under secured debt instruments, it may be difficult to sell the assets the issuer has given as collateral for the debt or that the assets may be deficient. This difficulty could cause a significant decrease in the value of a debt security.

Currency risk

The assets and liabilities of the Fund are valued in Canadian dollars. If the Fund valued in Canadian dollars holds a security denominated in a foreign currency for the purposes of calculating the NAVs, Portland converts, on a daily basis, the value of the security into Canadian dollars. Fluctuations in the value of the Canadian dollar relative to the foreign currency will impact the NAVs. If the value of the Canadian dollar has increased relative to the foreign currency, the return on the foreign security may be reduced, eliminated or made negative. The opposite can also occur; that is, the Fund holding a security denominated in a foreign currency may benefit from an increase in the value of the foreign currency relative to the Canadian dollar.

Some foreign governments may restrict currency exchange. If Portland cannot exchange the currencies in which the Fund is invested, Portland may be unable to make distributions or process redemptions.

Cybersecurity risk

With the increased use of technologies to conduct business, the Manager and the Fund has become potentially more susceptible to operational and information security risks through breaches in cybersecurity. In general, a breach in cybersecurity can result from either a deliberate attack or an unintentional event. Cybersecurity breaches may involve, among other things, infection by computer viruses or other malicious software code or unauthorized access to the Manager's or the Fund's digital information systems, networks

or devices through “hacking” or other means, in each case for the purpose of misappropriating assets or sensitive information (including, for example, personal Unitholder information), corrupting data or causing operational disruption or failures in the physical infrastructure or operating systems that support the Manager or the Fund. Cybersecurity risks also include the risk of losses of service resulting from external attacks that do not require unauthorized access to the Manager’s or the Fund’s systems, networks or devices. Any such cybersecurity breaches or losses of service may cause the Manager or the Fund to lose proprietary information, suffer data corruption or lose operational capacity, which, in turn, could result in legal claims or proceedings against the Manager or Fund and/or cause the Manager or the Fund to incur regulatory penalties, reputational damage, additional compliance costs associated with corrective measures and/or financial loss. The Manager maintains cyber risk insurance, but this insurance may not be sufficient to cover all of its losses from any cybersecurity breaches. While the Fund and the Manager have established business continuity plans and risk management systems designed to prevent or reduce the impact of cybersecurity attacks, there are inherent limitations in such plans and systems due in part to the ever-changing nature of technology and cybersecurity attack tactics, and there is a possibility that certain risks have not been adequately identified or prepared for.

In addition, cybersecurity failures by or breaches of the Manager’s or the Fund’s service providers (including, but not limited to, the Fund’s registrar, custodian and administrator) may disrupt the business operations of the service providers and of the Manager or the Fund. These disruptions may result in financial losses, the inability of Fund Unitholders to transact business with the Fund and inability of the Fund to process transactions, the inability of the Fund to calculate their NAV, violations of applicable privacy and other laws, rules and regulations, regulatory fines, penalties, reputational damage, reimbursement or other compensatory costs and/or additional compliance costs associated with implementation of any corrective measures. The Fund and its Unitholders could be negatively impacted as a result of any such cybersecurity breaches, and there can be no assurance that the Fund will not suffer losses relating to cybersecurity attacks or other informational security breaches affecting the Manager’s or the Fund’s service providers in the future, particularly as the Manager and the Fund cannot control any cybersecurity plans or systems implemented by such service providers.

Cybersecurity risks may also impact issuers of securities in which the Fund invests, which may cause the Fund’s investments in such issuers to lose value.

Debt securities risk

Investments in debt securities are subject to certain general investment risks that are similar to equity investments. In addition to credit risk and interest rate risk, a number of other factors may cause the price of a debt security to decline. In the case of corporate debt, this could include specific developments relating to the company, as well as general financial, political and economic conditions in the country where the company operates. In the case of government debt, this could include general economic, financial and political conditions. The market value of the Fund is affected by changes in the prices of the debt securities that it holds. In addition, in volatile markets, debt securities that are generally liquid (including high yield bonds, floating rate debt investments and other fixed income securities) may suddenly become illiquid. See *Liquidity risk* below.

Derivatives risk

Derivatives are investments whose value is based on, or derived from, an underlying asset, such as a stock or a market index. Derivatives are not a direct investment in the underlying asset itself. Derivatives are often contracts with another party to buy or sell an asset at a later date. Some common derivatives are: (a) a futures or forward contract, which is an agreement to buy or sell currencies, commodities or securities for a set price at a specified future date; or (b) an option, which gives the buyer the right, but not the obligation, to buy or sell currencies, commodities or securities at a set price within a certain time period. The Fund may use derivatives for hedging purposes. The Fund may also use derivatives for non-hedging purposes,

such as reducing transaction costs, increasing liquidity, gaining exposure to financial markets or increasing speed and flexibility in making portfolio changes.

Any use of derivatives has risks, including:

- the hedging strategy may not be effective;
- some derivatives, such as call options, may limit the Fund's potential for gain as well as loss;
- the cost of entering and maintaining derivative contracts may reduce the Fund's total return to investors;
- there is no guarantee that a market for the derivative contract will exist when the Fund wants to buy or sell;
- there is no guarantee that the Fund will be able to find an acceptable counterparty willing to enter into a derivative contract;
- the counterparty to the derivative contract may not be able to meet its obligations;
- assets of the Fund may be placed on deposit with one or more counterparties, which exposes the Fund to the credit risk of those counterparties;
- securities exchanges may set daily trading limits or halt trading, which may prevent the Fund from selling a particular derivative contract;
- the price of a derivative may not accurately reflect the value of the underlying asset; and
- derivatives do not prevent changes in the market value of the investments in the Fund's portfolio or prevent losses if the market value of the investment falls.

With regards to options, Portland reduces the risk to the Fund by primarily trading in exchange-traded options rather than over-the-counter options.

Energy crisis risk

The Fund will be sensitive to, and its performance will depend to an increasing extent on, the overall condition of the energy sector and in particular, the current global energy crisis and transition away from fossil fuels. The global energy crisis is the result of factors beyond the reasonable control of the Fund's portfolio companies including but not limited to economic growth, worldwide demand, political instability in the regions that the portfolio companies operate, government regulation stipulating rates charged by utilities, interest rate sensitivity, natural gas, oil and other fossil fuels price volatility, energy conservation, environmental policies and depletion of resources. The acceleration of the current global energy crisis as a result of the Russia-Ukraine war restrictions on Russia's energy exports and rising hostile activities in the Middle East could also impact the business of the Fund's portfolio companies.

Equity risk

Companies issue equities, or stocks, to help finance their operations and future growth. A company's performance outlook, market activity and the larger economic picture influence its stock price. When the economy is expanding, the outlook for many companies will be positive and the value of their stocks should rise. The opposite can also be true. The value of the Fund is affected by changes in the prices of the stocks it holds. The risks and potential rewards are usually greater for small companies, start-ups, resource companies and companies in emerging markets. Investments that are convertible into equity may also be subject to equity risk. In the case of equity securities which are units of income trusts, described under *Income Trust Risk*, the price will vary depending on the sector and underlying asset or business.

ETF risk

The Fund may invest in ETFs that seek to provide returns similar to an underlying benchmark such as particular market index or industry sector index. These ETFs may not achieve the same return as a benchmark index due to differences in the actual weightings of securities held in the ETF versus the weightings in the relevant index, and due to the operating and administrative expenses of the ETF.

ETFs that are traded on an exchange are subject to the following additional risks: (i) an ETF's securities often trade on the exchange at a discount to the net asset value of such securities; (ii) an active trading market for an ETF's securities may not develop or be maintained; and (iii) there is no assurance that the ETF will continue to meet the listing requirements of the exchange.

Foreign investment risk

The Fund may invest in securities issued by corporations in, or governments of, countries other than Canada. Investing in foreign securities can be beneficial in expanding investment opportunities and increasing portfolio diversification, but there are risks associated with foreign investments, including:

- companies outside of Canada may be subject to different regulations, standards, reporting practices and disclosure requirements than those that apply in Canada;
- the legal systems of some foreign countries may not adequately protect investor rights;
- political, social or economic instability may affect the value of foreign securities;
- foreign governments may make significant changes to tax policies, which could affect the value of foreign securities; and
- foreign governments may impose currency exchange controls that may prevent the Fund from taking money out of the country.

The foreign investment risk associated with securities in developing countries may be higher than the foreign investment risk associated with securities in developed countries, as many developing countries tend to be less stable politically, socially and economically, may be more subject to corruption and may have less market liquidity and lower standards of business practices and regulation.

Geopolitical conflicts risk

Any number of world events, including geopolitical conflicts, terrorism or other military events could directly or indirectly impact the Fund's portfolio companies, financial markets or more broadly, the global economy. As a result of such activities in a specific area of the world, the Fund's portfolio company may be adversely impacted by having operations in such jurisdictions. Such adverse impact includes but is not limited to, actual or potential disruptions in supply chains, an increased risk of cyberattacks, an increase in commodity prices, impacts on the availability and cost of energy, reputational risks and risks generally associated with the global economy. In addition, such activities often have much broader implications, including increased sanctions, trade barriers or restrictions on global trade or further retaliatory sanctions and trade measures taken by the applicable countries or other countries in response. Such activities are highly uncertain, and unforeseen developments can generate changes to geopolitical conflicts risk and worsen its economic effects on the business of the Fund's portfolio companies.

Income trust risk

Income trusts generally hold debt and/or equity securities of an underlying active business or are entitled to receive a royalty on revenues generated by such business. If the Fund invests in income trusts such as oil, gas and other commodity-based royalty trusts, real estate investment trusts and pipeline and power trusts will have varying degrees of risk depending on its sector and the underlying asset or business. Returns on income trusts are neither fixed nor guaranteed. Typically, trust securities are more volatile than bonds (corporate and government) and preferred securities. Many of the income trusts that the Fund may invest

in are governed by laws of a province of Canada or of a state of the United States which limit the liability of Unitholders of the income trust from a particular date. The Fund may, however, also invest in income trusts in Canada, the U.S. and other countries that do not limit the liability of Unitholders. In such cases, there is therefore a risk that Unitholders of an income trust, such as the Fund, could be held liable for any claims against the income trust's contractual obligations. Income trusts generally try to minimize this risk by including provisions in their agreements that their obligations won't be personally binding on Unitholders. However, the income trust may still have exposure to damage claims not arising from contractual obligations.

Inflation risk

Inflation risk is the risk that the value of assets or income from investments will change in value due to unanticipated changes in inflation rates. Increasingly high levels of inflation persisted throughout 2023 and while the rate of increase has eased, inflationary pressures persist. As inflation increases, the value of the Fund's assets or income from investments will be less in the future as inflation decreases the value of money. In addition, as inflation increases, the revenues or earnings of the Fund's portfolio companies may decrease as a result of increases in operating costs, such as fuel and energy, transportation and shipping, materials, wages and labour costs and decreased consumer confidence and discretionary spending.

Interest rate risk

The value of the Fund holdings in fixed income securities will rise and fall as interest rates change. When interest rates fall, the value of an existing bond tends to rise. When interest rates rise, the value of an existing bond tends to fall. The value of debt securities that pay a variable (or floating) rate of interest is generally less sensitive to interest rate changes.

Large transaction risk

If an investor in the Fund makes a large transaction, the Fund's cash flow may be affected. For example, if an investor redeems a large number of Units of the Fund, the Fund may be forced to sell securities at unfavourable prices to pay the proceeds of redemption. This unexpected sale may have a negative impact on the value of your investment in the Fund. Such risk is higher where a substantial Unitholder engages in short-term trading or excessive trading. The Fund does, however, have policies and procedures designed to monitor, detect and deter inappropriate short-term or excessive trading. See *Excessive short-term trading*.

Portland or others may offer investment products that invest all or a significant portion of their assets in the Fund. These investments may become large and could result in large purchases or redemptions of Units of the Fund.

Liquidity risk

A liquid asset trades on an organized market, such as a stock exchange, which provides price quotations for the asset. The use of an organized market means that it should be possible to convert the asset to cash at, or close to, the quoted price.

An asset is considered illiquid if it is more difficult to convert it to a liquid investment, such as cash. An illiquid asset is a security or other position that cannot be disposed of quickly in the normal course of business. Illiquid assets generally include securities of private companies or securities where, their resale is restricted under applicable securities legislation. While investments in illiquid assets can often present above average growth opportunities, they can be difficult or impossible to value and/or sell at the time and price preferred by the mutual fund. Accordingly, there is a risk that the mutual fund may have to sell such securities at a lower price, sell other securities instead to obtain cash or forego other investment opportunities.

A company's securities may be illiquid if:

- the company is not well known;
- there are few outstanding shares;
- there are few potential buyers;
- the company has a low market cap, and/or
- they cannot be resold because of a promise or an agreement.

As well, in volatile markets, securities that are generally liquid may suddenly become illiquid. The value of the Fund if it holds illiquid securities may rise and fall substantially because the Fund may not be able to sell the securities for the value that Portland uses in calculating the NAVs. There are restrictions on the amount of illiquid securities the Fund may hold.

Litigation risk

The Fund and/or the Manager (or an affiliate of the Manager) may become involved in, named as a party to, or become the subject of, various legal proceedings, including regulatory proceedings and legal actions. The outcome with respect to outstanding, pending or future legal proceedings cannot be predicted with certainty and may be determined in a manner adverse to the Fund and/or Manager (or an affiliate of the Manager) and as a result, could have a material adverse effect on the Fund. Even if the Fund and/or Manager (or an affiliate of the Manager) prevails in any such legal proceedings, the proceedings could be costly and time-consuming and may divert the attention of management and key personnel from the Fund and/or Manager's (or affiliate of the Manager) business, which could have a material adverse effect on the Fund.

Public health risk

Local, regional, national or international public health crises including epidemics, pandemics, quarantines or outbreaks of infectious diseases or viruses (including existing and future variants) and other similar and/or related events can result in uncertainty, volatility and disruption including to global supply chains and service providers, operations, availability and mobility of people and the financial markets, which could affect a number of factors, including interest rates, credit ratings, credit risk, inflation, business and financial conditions, results of operations and other relevant factors negatively impacting the Manager and the Fund, respectively.

Real estate risk

In addition to general market conditions, the value of the Fund which invests in securities in the real estate sector will be affected by the strength of the real estate markets. Factors that could affect the value of such a fund's holdings include the following:

- overbuilding and increased competition;
- increases in property taxes and operating expenses;
- declines in the value of real estate;
- lack of availability of equity and debt financing to refinance maturing debt;
- vacancies due to economic conditions and tenant bankruptcies;
- losses due to costs resulting from environmental contamination and its related clean-up;
- changes in interest rates;
- changes in zoning laws;
- casualty or condemnation losses;

- variations in rental income;
- changes in neighbourhood values; and
- functional obsolescence and appeal of properties to tenants.

Regulatory risk

Some industries, such as financial services, health care and telecommunications are heavily regulated and may receive government funding. Investments in these sectors may be substantially affected by changes in government policy, such as increased regulation, ownership restrictions and deregulation or reduced government funding. The value of the Fund that buys these investments may rise and fall substantially due to changes in these factors.

Reinvestment risk

If an Underlying Fund or ETF pays distributions in cash that the Fund is not able to reinvest in additional units or shares of the Underlying Fund or ETF on a timely or cost-effective basis, then the performance of the Fund will be impacted by holding such uninvested cash.

Reinvestment risk is also the risk that future interest payments from a bond will not be reinvested at the prevailing interest rate when the bond was initially purchased. This risk is more likely when interest rates are declining.

Repurchase, reverse repurchase and securities lending risk

The Fund may engage in securities lending, repurchase and reverse repurchase transactions. Under a repurchase transaction, a fund agrees to sell securities for cash while, at the same time, assuming an obligation to repurchase the same securities for a set amount of cash at a later date. A reverse repurchase transaction is a transaction pursuant to which a fund buys securities for cash while, at the same time, agreeing to resell the same securities for cash (usually at a higher price) at a later date. Securities lending is an agreement whereby a fund lends securities through an authorized agent in exchange for a fee and a form of acceptable collateral.

There is the risk that the other party to these types of transactions may default under the agreement or go bankrupt. If that happens in a reverse repurchase transaction and the market value of the security has dropped, the Fund may be unable to sell the security at the price it paid plus interest. If that happens in a repurchase or a securities lending transaction, the Fund may suffer a loss if the value of the security it sold or loaned has increased more than the value of the cash or collateral the Fund holds.

To reduce these risks, the Fund require the other party to one of these transactions to put up collateral. The value of the collateral must be at least 102% of the market value of the security sold (for a repurchase transaction), bought (for a reverse repurchase transaction) or loaned (for a securities lending transaction). The value of the collateral is checked and reset daily. The market value of securities sold under repurchase transactions and loaned under securities lending agreements must not exceed 50% of the Fund's net asset value. This calculation excludes cash held by the Fund for sold securities and collateral held for loaned securities.

Series risk

Securities of some mutual funds, including the Fund, are offered under a "multi-series" structure where each series of securities is charged, as a separate series, the expenses attributable to that particular series. There is risk, however, that the expenses of one series may affect the value of another series when one series is unable to pay its expenses. In this case, the mutual fund as a whole is responsible for paying the additional expenses.

Short-selling risk

The Fund may engage in a limited amount of short selling. A “short sale” is where the Fund borrows securities from a lender which are then sold in the open market (or “sold short”). At a later date, the same number of securities are repurchased by the Fund and returned to the lender. In the interim, the proceeds from the first sale are deposited with the lender and the Fund pays interest to the lender. If the value of the securities declines between the time that the Fund borrows the securities and the time it repurchases and returns the securities, the Fund makes a profit for the difference (less any interest the Fund is required to pay to the lender). Short-selling involves certain risks. There is no assurance that securities will decline in value during the period of the short sale sufficient to offset the interest paid by the Fund and make a profit for the Fund, and securities sold short may instead appreciate in value. The Fund also may experience difficulties repurchasing and returning the borrowed securities if a liquid market for the securities does not exist. The lender from whom the Fund has borrowed securities may go bankrupt and the Fund may lose the collateral it has deposited with the lender. If the Fund engages in short selling will adhere to controls and limits that are intended to offset these risks by short selling only securities of larger issuers for which a liquid market is expected to be maintained and by limiting the amount of exposure for short sales. The Fund also will deposit collateral only with lenders that meet certain criteria for creditworthiness and only up to certain limits.

Specialization risk

If the Fund invests primarily in one industry, market capitalization range or specific region or country may be more volatile than a less specialized Fund and will be strongly affected by the overall economic performance of the area of specialization in which the Fund invests. The Fund must continue to follow its investment objectives regardless of the economic performance of the area of specialization.

Special relationships with and material non-public information regarding specific companies

The Manager may from time to time develop a special relationship with management of an issuer, whether through the provision of consulting services or financial sponsorship, or otherwise, which may constitute the Manager, and the Fund, and other funds and managed accounts on whose behalf the Manager is acting, an “insider” of the issuer for a temporary or prolonged period, and therefore subject to statutory prohibitions on trading any of the issuer’s securities, rendering an investment in such securities illiquid.

The Manager may from time to time come into possession of material non-public information concerning specific companies. Under applicable securities laws, this may limit the Manager’s flexibility to buy or sell securities issued by such companies on behalf of the Fund. Alternatively, the Manager may decline to receive material non-public information in order to avoid trading restrictions, even though access to such information might have been advantageous and other market participants are in possession of such information.

Supply chain risk

The Fund’s portfolio companies may be adversely affected by supply chain issues. Supply chain issues have impacted most industries, including, but not limited to, semiconductor and chips (which in turn, could impact software development, production and manufacturing), electronics, appliances, equipment, automobiles and other items that require manufacturing, repair or maintenance of products. Global supply chain issues have also triggered labour and workforce shortages. These supply chain and workforce shortages have been and may continue to be impacted by events beyond the reasonable control of the Fund’s portfolio companies, including macro-economic events, trade restrictions, political crises, public health emergencies, and/or natural disasters, climate change or extreme weather conditions. If the Fund invests in companies that are subject to any supply chain disruption may have its value rise and fall due to changes in these disruptions, conditions and/or events.

Tariff risk

Changes in tariffs and trade restrictions may adversely affect the Fund's portfolio companies by increasing costs, disrupting supply chains, and reducing market access. Trade disputes and protectionist measures, such as import duties, export restrictions, and retaliatory tariffs, could impact revenue, profitability, and economic conditions in certain sectors or regions. Shifts in trade agreements and regulatory policies may also create uncertainty and market volatility, affecting the performance of the Fund's investments.

Taxation risk

If the Fund does not or ceases to qualify as a "mutual fund trust" under the Tax Act, the income tax considerations described under the heading *Certain Canadian Federal Income Tax Considerations* could be materially and adversely different in some respects.

There can be no assurance that the CRA will agree with the tax treatment adopted by the Fund in filing its tax return. If this occurs, the CRA could reassess the Fund on a basis that results in tax being payable by the Fund or in an increase in the taxable component of distributions considered to have been paid to Unitholders. A reassessment by the CRA may result in the Fund being liable for unremitted withholding tax on prior distributions to non-resident Unitholders. Such liability may reduce the NAV of, or trading prices of, Units of the Fund.

The Fund may be subject to the loss restriction rules in the Tax Act unless the Fund qualifies as an "investment fund" as defined in the Tax Act, which, among other things, requires that certain investment diversification restrictions are met, and that Unitholders hold only fixed (and not discretionary) interests in the Fund. If the Fund experiences a "loss restriction event", (i) the Fund will be deemed to have a year-end for tax purposes (which would result in an allocation of the Fund's net income and net realized capital gains at such time to Unitholders so that the Fund is not liable for income tax under Part I of the Tax Act on such amounts), and (ii) the Fund will be deemed to realize any unrealized capital losses and its ability to carry forward such losses will be restricted. Generally, the Fund will have a loss restriction event when a person becomes a "majority-interest beneficiary" of the Fund, or a group of persons becomes a "majority-interest group of beneficiaries" of the Fund, as those terms are defined in the Tax Act. It may not be possible for the Fund to determine if or when a loss restriction event has occurred. Therefore, there can be no assurances that the Fund will not experience a loss restriction event and there can be no assurances regarding when or to whom the distributions resulting from a loss restriction event will be made, or that the Fund will not be required to pay tax notwithstanding such distributions.

It is intended that the Fund will not be or become a "SIFT Trust" for purposes of the Tax Act. If investments in the Fund are listed or traded on a stock exchange or other public market, the Fund may be, and therefore be taxable as, a SIFT Trust, which will have adverse tax consequences to the applicable Unitholders and the Canadian federal income tax considerations of investing in the Fund will be materially different from those described herein.

The Fund is not required to distribute its income in cash. If the Fund has taxable income for Canadian federal income tax purposes for a fiscal year, such income may be distributed to the Unitholders of the Fund in accordance with the provisions of the applicable Declaration of Trust by reinvestment in additional Units of the Fund. Unitholders will be required to include all such distributions in computing their income for tax purposes, even if that cash may not have been distributed to such Unitholders. Cash distributions to a particular Unitholder may not correspond to the economic gains and losses which such Unitholder may experience.

Property of the Fund received as a result of a redemption of Units or termination of the Fund may not be a qualified investment for Registered Plans, which may give rise to adverse consequences to a Registered Plan and the annuitant, holder, subscriber or beneficiary thereunder.

The designation of income or gains realized by the Fund to its Unitholders, including as of result of the characterization of gains realized by the Fund on the disposition of investments as capital gains will depend largely on factual considerations. The Fund will endeavor to make appropriate characterizations of income or gains realized by the Fund for purposes of designating such income or gains to the Unitholders based on information reasonably available to it. However, there is no certainty that the manner in which the Fund characterizes such income or gains will be accepted by the CRA. If it is subsequently determined that the Fund's characterization of a particular amount was incorrect, the Unitholders might suffer material adverse tax consequences as a result. Losses incurred by the Fund in a taxation year cannot be allocated to the Unitholders but may be deducted by the Fund in future years, subject to certain loss suspension rules contained in the Tax Act which may restrict the Fund's ability to deduct certain losses in certain circumstances.

There can be no assurance that Canadian federal income tax laws or the judicial interpretation thereof, or the administrative policies or assessing practices of the CRA respecting the treatment of trusts or limited partnerships, will not be changed in a manner that adversely affects the Unitholders or fundamentally alters the income tax consequences of investing in, holding or disposing of the Units. There is also a risk that the CRA may reassess the returns of Unitholders relating to their investments in the Units.

Canadian federal, provincial, and local tax aspects should be considered by prospective investors prior to purchasing Units under this Simplified Prospectus. No advance income tax ruling has been applied for or received with respect to the income tax consequences described in this Simplified Prospectus.

Underlying Fund risk

A mutual fund may pursue its investment objectives by investing directly or indirectly in securities of other mutual funds in order to gain access to the strategies pursued by those Underlying Funds. There can be no assurance that any use of fund of fund structures will result in any gains for the Fund. If an Underlying Fund suspends redemptions, a mutual fund that invests in such Underlying Fund will be unable to value part of its portfolio and may be unable to redeem units.

To the extent that the Fund or an Underlying Fund invests in other investment fund(s), the Fund or the Underlying Fund would be exposed to the risks to which such investment funds are exposed and the risks of investing in such investment funds.

Valuation risk

In certain circumstances, the Manager may deviate from the Fund's valuation principles if the Manager believes these principles do not result in a fair value of the Fund's securities and/or other investments, see *Valuation of Portfolio Securities*. If such valuations should prove to be incorrect, the Net Asset Value of the Fund could be adversely affected. Valuation determinations will be made in good faith in accordance with the Declaration of Trust.

Specific Information About the Mutual Fund Described in this Document

A guide to using the Fund descriptions

You will find detailed descriptions of the Fund in this part of the Simplified Prospectus. It begins on page [59](#). The Fund description is organized into sections to make it easier for you. Here are explanations of what you will find under each heading of the Fund descriptions.

Fund details

This section gives you a snapshot of the Fund with information such as the date the Units of each Series were first offered to the public, the Series of Units it offers and whether Units are qualified investments for Registered Plans.

Securities Offered by the Mutual Fund

The Fund is permitted to issue an unlimited number of Series of Units and may issue an unlimited number of Units in each Series. The Fund has created Series A, Series F and Series O Units. Series O Units are not offered under this Simplified Prospectus.

Although the money which you and other investors pay to purchase Units of any Series is tracked on a Series-by-Series basis in the Fund's administrative records, the assets of all Series of the Fund are combined into a single pool to create one portfolio for investment purposes. Please refer to this document for further information pertaining to Series A and Series F Units of the Fund, as applicable.

Units of a Series of the Fund represent your ownership in the Fund. You receive distributions of the Fund's net income and net capital gains attributable to your Series of Units based on their relative NAV and NAV per Unit for each Series in the Fund (except for distributions of capital gains to redeeming Unitholders). Upon the wind-up or termination of the Fund, Unitholders of the Fund will be entitled to participate *pro rata* in the Fund's net assets allocated to the applicable Series less applicable sales charges, if any. If you hold Units in the Fund, you will be entitled to vote at the Unitholder meetings of the Fund as a whole as well as any Unitholder meetings for the particular Series of Units that you own. Units are issued as fully paid and non-assessable and are redeemable at their NAV per Unit. Units of the Fund may be switched into Units of any other fund and in some cases can be changed between Series of the same Fund (*see Switching/Changing Privileges*). Additional information relating to switching between different funds is also available in this document. Each Unit, regardless of the Series, will entitle the holder to one vote at all meetings of Unitholders. The Fund may issue fractional Units, which entitle the holder to similar proportionate participation in the Fund but do not entitle the holder to receive notice of, or vote at, meetings of Unitholders of the Fund.

Unitholders of the Fund can redeem all or any of their Units at the NAV per Unit of the relevant Series as described under *Redemption of Units*.

The rights and conditions attaching to the Units of each Series of the Fund may be modified only in accordance with the provisions attaching to such Units and the provisions of the Declaration of Trust. A description of the Series of Units offered by the Fund and the eligibility requirements attached to such Series of Units is contained in the Simplified Prospectus of the Fund.

Meetings of Unitholders

The Fund does not hold regular meetings. Unitholders are entitled to vote on all matters that require Unitholder approval under NI 81-102 or under the Declaration of Trust. Some of these matters are:

- the introduction of a fee or expense, or a change in the basis of the calculation of a fee or expense, that is or is to be charged to the Fund or directly to its Unitholders by the Fund or the Manager in connection with the holding of Units of the Fund, in a way that could result in an increase in charges to the Fund or to its Unitholders unless the party charging the fee is a third party to the Manager or the Fund;
- a change of the Manager, unless the new manager is an affiliate of the Manager;
- a change in the fundamental investment objectives of the Fund;

- a decrease in the frequency of the calculation of the NAV per Unit of the Fund; and
- certain material reorganizations of the Fund.

Approval of these matters requires an affirmative vote of at least a majority of the Unitholders present at a meeting called to consider these matters.

Portland will send you a written notice at least sixty (60) days in advance of a proposed change of auditor, provided that the IRC has approved the change. In certain circumstances, instead of you approving the Fund merger, the IRC has been permitted under securities legislation to approve the Fund merger. In those circumstances, Portland will send you a written notice of any proposed Fund merger at least sixty (60) days' prior to the merger. Portland will send you notice at least twenty-one (21) days' prior to any amendment to the Declaration of Trust that cannot be made without your consent or notice to you.

Where the nature of the business to be transacted at a Unitholder meeting concerns an issue that is relevant only to the Unitholders of a particular Series, only Unitholders of that Series will be entitled to vote and such Units will be voted separately as a Series. The units or shares of an underlying fund that is managed by the Manager held directly by the Fund will not be voted, unless in its discretion Portland arranges for the securities to be voted by the Unitholders of the top Fund.

Additional Provisions Applicable to Series F Units

The Series F Units are designed for investors who participate in programs that charge fees directly to the investor and their dealers are not eligible to receive trailing commissions. For these investors, Portland is able to “unbundle” the typical distribution costs included in the management fee of the Units and provide a lower management fee for the Series F Units. Potential Series F investors may include:

- Clients of “fee for service” financial advisers who pay an annual fee to their dealer for on-going financial planning advice (rather than commissions on each purchase transaction) and whose dealers do not receive trailing commissions from Portland on those client accounts;
- Clients of dealer-sponsored “wrap account” programs who are charged an annual fee by their dealer for on-going financial planning advice incorporated in a wrap program instead of transaction charges and whose dealers do not receive trailing commissions from Portland on those client accounts; and
- Certain groups of investors for whom the Manager would not incur distribution costs. For example, investors with accounts at OEO Dealers.

Participation in the Series F Units is generally available with Portland's prior consent through dealers who enter into a Portland Series F dealer agreement. Participation in the Series F Unit program by a dealer organization is subject to the terms and conditions determined by Portland from time to time.

If Portland becomes aware that you are no longer eligible to hold Series F Units, Portland may change your Series F Units into Series A Units of the same Fund after giving you thirty (30) days' prior notice, unless you notify Portland during the notice period and Portland agrees that you are once again eligible to hold Series F Units. On such a change, Unitholders will be required to pay the fees and charges applicable to the initial sales charge option.

What does the Fund invest in?

This section tells you the Fund's:

- **Investment objectives:** the goals of the Fund, including any specific focus it has and the kinds of securities in which it may invest.
- **Investment strategies:** how Portland tries to meet the Fund's investment objectives.

The Fund may invest in other Underlying Funds which may or may not be managed by Portland or one of its affiliates or associates. The prospectus and other information about the Underlying Funds are available on the Internet at www.sedarplus.ca and/or www.portlandic.com.

In selecting Underlying Funds, Portland assesses a variety of criteria, including management style, investment performance and consistency, risk tolerance levels and calibre of reporting procedures. Portland reviews and monitors the performance of the Underlying Funds in which the Fund invests. The review process consists of an assessment of the Underlying Funds. Factors such as adherence to stated investment mandate, returns, risk-adjusted return measures, assets, investment management process, style, consistency and continued portfolio fit may be considered.

What are the risks of investing in the Fund?

This tells you the risks of investing in the Fund. You'll find details about what each risk means in *What are the risks of investing in a mutual fund?*

Who should invest in this Fund?

This section will help you decide whether the Fund is right for you. **This information is only a guide.** When you are choosing investments, you should, together with your investment and tax advisor, consider your whole portfolio, your investment objectives and your risk tolerance level.

Investment risk classification methodology

The Manager assigns a risk rating to the Fund as an additional guide to help investors decide whether the Fund is right for them. This information is only a guide.

The risk rating classification methodology used by the Manager to determine the risk rating is the methodology required by the Canadian securities regulators. The investment risk level is based on a standardized risk classification methodology that is based on the historical volatility of the Fund as measured by the 10-year standard deviation of the returns of the Fund. Just as historical performance may not be indicative of future returns, the Fund's historical volatility may not be indicative of future volatility. Investors should be aware that other types of risk, both measurable and non-measurable, also exist. Using this methodology, the Manager assigns a risk rating to the Fund as either low, low-to-medium, medium, medium-to-high, or high risk. The risk rating for the Fund with at least 10 years of performance history is determined by calculating its standard deviation for the most recent 10 years using monthly returns and assuming the reinvestment of all income and capital gains distribution in additional Units of the Fund.

If the below Fund does not have at least 10 years of performance history, the Manager uses a reference index that reasonably approximates or, for a newly established fund, that is reasonably expected to approximate, the standard deviation of the Fund as a proxy:

Name of Fund	Reference Index	Description
Portland Canadian Balanced Fund	60% MSCI Canada Index / 40% iShares Core Canadian Universe Bond Index ETF TR	The risk classification of Portland Canadian Balanced Fund is based on the Fund's return and the return of a blend of two indices (a) MSCI Canada Index and (b) iShares Core Canadian Universe Bond Index ETF TR. The MSCI Canada Index is designed to provide a broad measure of the large and mid-cap segments of the Canadian market. The iShares Core Canadian Universe Bond Index ETF seeks to replicate the FTSE TMX Canada Universe Bond Index, which consists of a broadly diversified range of federal, provincial, corporate and municipal bonds, net of expenses.

There may be times when Portland believes this methodology produces a result that does not reflect the Fund's risk based on other qualitative factors. As a result, Portland may place the Fund in a higher risk rating category, as appropriate. Portland reviews the risk level of the Fund on an annual basis and each time a material change is made to the Fund's investment strategies and/or investment objective.

The method that Portland uses to identify the risk level of the Fund is available on request, at no cost, by calling Portland at 1-888-710-4242, emailing Portland at info@portlandic.com or writing to Portland at Portland Investment Counsel Inc., Attention: Client Services, 1375 Kerns Road, Suite 100, Burlington, Ontario L7P 4V7.

Distribution policy

This tells you how often you will receive a distribution and how it is paid. The Fund has the ability to make distributions as return of capital.

Fund expenses indirectly borne by investors

The Fund pays the applicable Management Fee to the Manager and is also responsible for the payment of other operating expenses. The Management Fee and the other operating expenses are paid out of the assets of the Fund, which means that you indirectly pay for these expenses through lower returns.

The Management Fee is described under *Fees and Expenses* of this Simplified Prospectus, and is charged at rates shown under *Fund Details* for the Fund.

The chart in this section lets you compare the cost of investing in each Series of Units of the Fund with the cost of investing in other mutual funds. The chart shows the cumulative fees and expenses you would have paid if:

- you invested \$1,000.00 for the period shown (without any sales charges);
- the Fund's return was 5% each year;

- you did not use the 10% free redemption entitlement; and
- the Fund paid the same MER in each period shown as it did in its last completed financial year.

The information in the chart is for those Series of the Fund that have been issued to investors and which have completed a financial period.

See *Fees and Expenses* for more information about the cost of investing in the Fund.

Portland Canadian Balanced Fund

Portland Canadian Balanced Fund

Fund details

Fund type/CIFSC category	Canadian Equity Balanced
Securities offered	Series A and Series F Units of a mutual fund trust
Start date	Series A: October 31, 2012 Series F: October 31, 2012
Registered plan eligibility	Yes
Annual management fee	Series A: 1.75% Series F: 0.75%
Portfolio manager	Portland Investment Counsel Inc. Burlington, Ontario

What does the Fund invest in?

Investment objective

The Fund's objective is to provide positive long-term total returns, consisting of both income and capital gains by investing primarily in a portfolio of fixed income and Canadian equity securities.

The investment objective of the Fund can only be changed with the approval of a majority of the Unitholders at a meeting called for such purpose.

Investment strategies

The Fund seeks to provide income and capital growth while moderating the volatility of equities by investing primarily in a diversified portfolio of equities, ADRs, income securities, preferred shares, options and ETFs.

The Fund may also invest up to 49% in foreign securities in a manner consistent with its investment objective.

The Fund may also invest in income trusts, debt securities convertible into common stock, convertible and non-convertible preferred stock, debt-like securities and fixed/floating income securities of governments, government agencies, supranational agencies and companies.

The investment philosophy of the Portfolio Manager is described under *Portland Philosophy*. The Portfolio Manager seeks to achieve the fundamental investment objective of the Fund by investing in what the Portfolio Manager believes are quality businesses. The investments of the Fund do not have any predetermined holding period or selling price.

Except as permitted by Canadian securities regulatory authorities, the Fund may not invest more than 10% of its net assets at the time of purchase in securities of a single issuer nor invest in more than 10% of any issuer's outstanding voting securities at the time of purchase. The Fund may invest up to 10% of its net assets at the time of purchase in securities which in aggregate are not readily marketable at the time of purchase.

The Fund may engage in hedging transactions and in connection with this, may enter into forward currency contracts and currency and security futures contracts and related options, purchase and sell options on currencies, securities, or related futures. The Fund may do this to reduce the impact of currency fluctuations on the Fund or to provide protection for the Fund's portfolio. The Fund may also use such derivatives for non-hedging purposes to generate additional returns through exposure to markets in an efficient manner. The Fund will only make these investments as permitted by Canadian securities regulatory authorities.

The Fund may from time-to-time invest up to 10% of its net assets at the time of purchase in securities of Underlying Funds. The Fund may also invest in ETFs to gain indirect exposure to markets, sectors or asset classes. The Fund may invest in other Underlying Funds, which may or may not be managed by Portland or one of its affiliates or associates.

The Fund may also engage in short selling as a complement to the Fund's current primary discipline of buying securities with the expectation that they will appreciate in market value. Please see *Short-selling risk* for a description of the short selling process and the

strategies used by the Portfolio Manager to minimize the risks associated with short selling.

The Fund may enter into securities lending, repurchase and reverse repurchase transactions to seek to earn additional returns, subject, in each case, to limits at least as stringent as those required by Canadian securities regulatory authorities. For a description of these transactions and how the Fund reduces the risks associated with these transactions, please see the discussion under *Repurchase, reverse repurchase and securities lending risk*.

The Fund may hold all or a portion of its assets in cash or cash equivalents or invest in short term bonds or money market instruments in response to adverse market, economic and/or political conditions or for liquidity, defensive or other purposes.

Investment restrictions

The Fund is subject to certain standard investment restrictions and practices contained in securities legislation, including NI 81-102. This legislation is designed, in part, to ensure that the investments of the Fund is diversified and relatively liquid and to ensure the proper administration of the Fund. The Fund is managed in accordance with these standard investment restrictions and practices.

The fundamental investment objectives of the Fund is set out in the Simplified Prospectus of the Fund. Any change in the fundamental investment objectives of the Fund requires the approval of a majority of unitholders at a meeting called for that purpose. Portland may change a Fund's investment strategies from time to time at its sole discretion.

The Fund is a mutual fund trust under the Tax Act. Provided that the Fund qualifies as mutual fund trust, under the Tax Act at all times, Units of the Fund will be qualified investments under the Tax Act for Registered Plans.

Annuitants of RRSPs and RRIFs, and holders of TFSAs, RDSPs and FHSAs, and subscribers of RESPs, should consult with their own tax

advisors as to whether Units of the Fund would be a "prohibited investment" under the Tax Act in their particular circumstances.

Distribution policy

It is the policy of the Fund to distribute its net income, if any, and a sufficient amount of its net realized capital gains annually between December 15 and December 31 in each calendar year as will result in the Fund paying no ordinary income tax under Part I of the Tax Act. The Fund may make additional distributions from time to time throughout the year at Portland's discretion.

You may elect to receive distributions in cash or have them reinvested automatically in additional Units of the same Series of the Fund held by you at that NAV thereof. If you do not elect how to receive your distributions, the distributions will be reinvested. At any time, you may notify the Manager in writing to change the form of your distribution payment. No commissions are payable upon automatic reinvestment of distributions. Distributions may impact the fees associated with a redemption of Units as outlined under *How to Redeem your Units*. Reinvested distributions will be redeemed as outlined under *How to Redeem your Units*.

Name, Formation and History of the Fund

The Fund is a unit trust established under the laws of Ontario. The Fund was formed on October 1, 2012 and is governed by the Declaration of Trust. The Fund's start date was October 31, 2012.

The Manager is the trustee, investment fund manager and portfolio manager of the Fund. The registered office of the Fund and of the Manager is located at 1375 Kerns Road, Suite 100, Burlington, Ontario L7P 4V7.

On April 28, 2017, the Series G Units of the Fund was terminated.

On April 17, 2020, Portland Canadian Balanced Fund was merged with Portland Canadian Focused Fund such that unitholders of Portland

Portland Canadian Balanced Fund

Canadian Focused Fund became unitholders of Portland Canadian Balanced Fund.

The Declaration of Trust has been amended and restated as further set out in Part A – *Responsibility for Mutual Fund Administration – Manager* on page 6.

What are the risks of investing in the Fund?

The following are the risks that may be associated with an investment in the Fund:

- Active management risk
- Business disruption risk
- Climate change and extreme weather conditions risks
- Concentration risk (see note below)
- Credit risk
- Currency risk
- Cybersecurity risk
- Debt securities risk
- Derivatives risk
- Energy crisis risk
- Equity risk
- ETF risk
- Foreign investment risk
- Geopolitical conflicts risk
- Income trust risk
- Inflation risk
- Interest rate risk
- Liquidity risk
- Litigation risk
- Public health risk
- Real estate risk
- Regulatory risk
- Reinvestment risk
- Series risk
- Short-selling risk
- Specialization risk
- Supply chain risk
- Tariff risk
- Taxation risk
- Underlying Fund risk
- Valuation risk

Concentration risk

During the 24 month period ended February 28, 2025, the Fund held more than 10% of the net

asset value of the Fund in securities of the following issuers and the maximum percentage held by the Fund was as follows: Bank of Nova Scotia (10.77%), Citigroup Inc. (10.79%), South Bow Corp. (10.91%), Canadian Imperial Bank of Commerce (10.24%), and Toronto-Dominion Bank (10.53%).

For a detailed description of these mutual fund risks, see *What are the risks of investing in a mutual fund?*

The investment risk level of this Fund is required to be determined in accordance with a standardized risk classification methodology that is based on the Fund's historical volatility as measured by the 10-year standard deviation of the returns of the Fund. For more information see *Investment risk classification methodology*.

Portland has rated the Fund as **medium** risk.

Who should invest in this Fund?

This Fund may be suitable for you if you plan to hold this investment for the medium to long term.

PORTLAND MUTUAL FUND
Portland Canadian Balanced Fund

Additional information about the Fund is available in the Fund's Fund Facts document, fund report and financial statements. These documents are incorporated by reference into this Simplified Prospectus, which means that they legally form part of this document just as if they were printed as a part of this document.

You can get a copy of these documents, at your request, and at no cost, by calling Portland toll-free at 1-888-710-4242, or from your dealer or by e-mail at info@portlandic.com.

These documents and other information about the fund, such as information circulars and material contracts, are also available at www.portlandic.com or www.sedarplus.ca.

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