



Portland Investment Counsel[®]
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PORTLAND MUTUAL FUNDS

SIMPLIFIED PROSPECTUS **dated April 11, 2022**

Offering Series A, and Series F Units of

Portland Canadian Balanced Fund

Portland Global Balanced Fund

No securities regulatory authority has expressed an opinion about these Units. It is an offence to claim otherwise. The Funds and the securities of the Funds 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 Funds and the risks of investing in mutual funds generally, as well as the names of the firms responsible for the management of the Funds.

Throughout this document:

- *we, us, Portland or the Manager* means Portland Investment Counsel Inc., the trustee, investment fund manager and portfolio manager of the Funds.
- *you* means each person who invests in the Funds.
- *dealer* means the company that sold you the Units of the Funds and *representative* means the individual who sold them to you.
- *custodian* means CIBC Mellon Trust Company.
- *Fund, Funds or Portland Mutual Funds* refers to one or both of the mutual funds offered by this Simplified Prospectus as listed on the front cover of this 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 Funds.
- *Unit* means a mutual fund unit of a 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 7 to 39, contains general information applicable to all of the Portland Mutual Funds. The second part, from pages 40 to 60, contains specific information about each of the Funds described in this document. A Glossary of terms is provided on page 5.

For more information

Additional information about each 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 management report of fund performance (“**MRFP**”); and
- any interim MRFP filed after that annual MRFP.

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 us 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 Investment Counsel Inc. at info@portlandic.com.

These documents and other information about the Funds are available at www.sedar.com.

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.

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 Funds established under National Instrument 81-107 *Independent Review Committee for Investment Funds*.

MER means the management expense ratio of a Series of a Fund which reflects certain operating expenses paid by the Fund (including, where applicable, such Series' share of an Underlying Fund's 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.

NAV means the net asset value per Unit of a Series of a 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 a Fund invests.

Part A

Responsibility for Mutual Fund Administration

Manager

Portland Investment Counsel Inc. is the trustee, investment fund manager and portfolio manager of the Funds. 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, we are responsible for the day-to-day business, operations and affairs of the Funds and provide marketing and administrative services to the Funds. At the Fund's expense, we also furnish the office space and facilities, clerical help, bookkeeping and the internal accounting services required by each of the Funds. All Unitholder reporting and servicing requirements are also furnished by us or on our behalf. The Manager has retained CIBC Mellon Global Securities Services Company (the "**Administrative Agent**") to carry out certain administrative services for the Funds, consisting of fund accounting, valuation, including Unitholder recordkeeping, 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 Funds.

We have been appointed as trustee of the Funds under a declaration of trust ("**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, January 2, 2015, February 26, 2015, April 14, 2015, September 23, 2015, March 1, 2016, May 2, 2016, April 12, 2017, October 16, 2017, December 5, 2017, February 9, 2018, April 20, 2018, June 8, 2018, August 3, 2018, October 25, 2018, March 29, 2019, April 17, 2020, May 16, 2020 and March 4, 2021), which establishes the fundamental operating structure for the Funds. In our capacity as trustee, we have ultimate responsibility for the business and undertaking of the Funds and must carry out the terms of the Declaration of Trust. Currently, we receive no compensation in our capacity as trustee. We may resign as trustee of a 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>
Kevin Gould Burlington, Ontario	Chief Financial Officer
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
Shannon Taylor St. George, Ontario	Director, Financial Reporting
Nadine Milne Hamilton, Ontario	Chief Compliance Officer
Luisa Rocca Toronto, Ontario	Senior Counsel

We act as investment fund manager of the Funds 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 and amended on March 31, 2014, May 23, 2014, January 1, 2015, January 2, 2015, April 30, 2015, September 23, 2015, March 1, 2016, May 2, 2016, April 20, 2017, October 16, 2017, December 5, 2017, February 9, 2018, April 20, 2018, June 8, 2018, October 25, 2018, March 29, 2019, April 17, 2020, May 16, 2020 and March 4, 2021 (collectively, the “**Management Agreement**”). The Management Agreement may be terminated by us or a Fund on sixty (60) days’ prior written notice. Any change in the investment fund manager of a Fund (other than to one of our affiliates) may be made only with the approval of the Unitholders of that Fund and, where applicable, in accordance with securities legislation.

Portfolio Manager

Portland is the portfolio manager of the Funds 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 Funds it manages. In carrying out these responsibilities, Portland may retain the services of other portfolio managers as sub-advisers for one or more of the Funds. Currently, no sub-advisers have been appointed for the Funds.

Investment decisions for the Funds are 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 our 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	2002

Name and Title	With Portland since*
Chief Investment Officer, Executive Vice President and Portfolio Manager	
James Cole Senior Vice President and Portfolio Manager	2000
Dragos Berbecel Portfolio Manager	2008
Kyle Ostrander Portfolio Manager	2014
Dragos Stefanescu Portfolio Manager	2020

* Includes affiliated companies

Portland Philosophy

At Portland, our goal is to create long-term wealth for our Unitholders.

We try to achieve this goal by following a well-proven and disciplined investment philosophy. We aim to buy what we believe to be high quality businesses in strong, long-term growth industries and we intend to hold these investments for the long run.

Using this “buy-and-hold” investment strategy, Portland strives to achieve our goals of:

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

Preserve Capital

We seek to preserve capital. We aim to protect investor capital from permanent losses by investing in what we believe are high quality businesses.

Grow Capital

We seek to grow investor capital. We attempt to do this by owning what we believe are high quality businesses that operate in strong, long-term growth industries – businesses, in our opinion, that have consistently delivered solid returns on shareholders’ equity.

Income

Where a Fund managed by us has a targeted level of distributions, we seek to generate income to meet those targets. We attempt to do this by investing in what we believe 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

We seek to invest tax-efficiently. We attempt to minimize taxes payable by our Unitholders by not selling what we believe are high quality businesses in which we have 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 Funds 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 Funds 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 "in house" 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 Funds, no companies affiliated to the Manager have provided Research to the Funds or the Manager in return for the allocation of brokerage transactions.

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

Principal Distributor

We have engaged Mandeville Private Client Inc. to act as principal distributor of the Funds (the "**Principal Distributor**") pursuant to a distribution agreement between the Manager and Mandeville Private Client Inc. dated September 21, 2012, which was amended on December 17, 2012, December 16, 2013, May 23, 2014, April 30, 2015, March 1, 2016, April 20, 2017, August 24, 2017, April 20, 2018, April 17, 2020 and April 14, 2021 (collectively, the "**Distribution Agreement**"). The Distribution Agreement gives the Principal Distributor additional marketing and sales support and preferential access to the portfolio managers of the Funds beyond what is available to other registered dealers. Mandeville Private Client Inc. is an affiliate of the Manager.

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 Funds are 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, and April 20, 2017, December 8, 2017, February 13, 2018, January 7, 2019, April 14, 2020, May 8, 2020, January 11, 2021 and March 30, 2021 (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 Funds. The Custodian Agreement may be terminated upon at least sixty (60) days prior written notice by the Funds 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 Funds invest in securities. The agreements between the Custodian and such sub-custodians are consistent with the provisions of the Custodian Agreement, provide that each 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

PricewaterhouseCoopers LLP of Toronto, Ontario is the auditor of each Fund.

Under applicable securities laws, the auditor of the Funds may be changed without the approval of Unitholders provided that the IRC (as defined herein) of the Funds has approved the proposed change and we provide you with at least 60 days' notice of the proposed change.

Registrar

The Administrative Agent acts as the registrar and transfer agent and provides other administrative services for the Funds, from its principal offices in Toronto, Ontario. The Administrative Agent delivers administration processing for the Funds 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.

Securities Lending Agent

In the event that a Fund were to engage in securities lending or repurchase transactions, CIBC Mellon Trust Company of Toronto, Ontario would be appointed as the Fund's securities lending agent and the agreement appointing the securities lending agent 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 National Instrument 81-107 *Independent Review Committee for Investment Funds* ("**NI 81-107**"), an IRC has been established for the Funds. The IRC is composed of three (3) individuals, each of whom is independent of the Funds, the Manager and its affiliates. The current members of the IRC are David Sharpless (Chair), Richard M. White and Simon Lewis and their biographies are as follows:

David Sharpless is the Vice Chairman of Canaccede Financial Group Ltd., a private company that purchases consumer debt, the Chairman and CEO of New Carbon Economy Venture Management Inc., a private company which manages a number of investments in “green” technology companies and the Chairman and CEO of Maverick Inc., a family holding company. He was the Chairman of Hunter Keilty Muntz & Beatty Limited, a firm of international insurance brokers based in Toronto. Prior to joining Hunter Keilty Muntz & Beatty Limited in 2000 he was the Executive Chairman of Newcourt Credit Group Inc., a publicly traded finance company and spent more than 20 years as a business lawyer with Blake, Cassels & Graydon.

Richard M. White is the external advisor to the boards of Grason International Sourcing Inc. and Soleil Foodservice Limited, distributors of foodservice products throughout Europe and Russia. He is also a director and CFO of New Carbon Economy Fund1 LP, a private fund investing in “green” technology companies, in Canada. At the time of his retirement, in 2009, he was Senior Vice President, CFO and a Shareholder Partner of Hunter Keilty Muntz & Beatty Limited, Canada’s largest privately owned commercial insurance brokerage offering high-level risk management services throughout Canada. Prior to joining Hunter Keilty Muntz & Beatty Limited in 2001, his career included 30 years’ experience in senior roles in telecommunications, manufacturing, server based computing, coin-operated laundry systems and as a Partner at KPMG.

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.

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 us on conflicts of interest to which we are subject when managing the Funds. We are required under NI 81-107 to identify conflicts of interest inherent in our management of the Funds and to refer our 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 us as to whether or not, in the opinion of the IRC, our proposed action will provide a fair and reasonable result for the Funds. For recurring conflict of interest matters, the IRC can provide us 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 interest.

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 us at 1-888-710-4242 or at info@portlandic.com. The annual report of the IRC will be available on or about December 31 in each year.

Fund Governance

The Manager, as the trustee and the investment fund manager of the Funds, has the ultimate and overriding authority to manage and direct the business, operations and affairs of the Funds, 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 Funds. The systems implemented monitor and manage the business

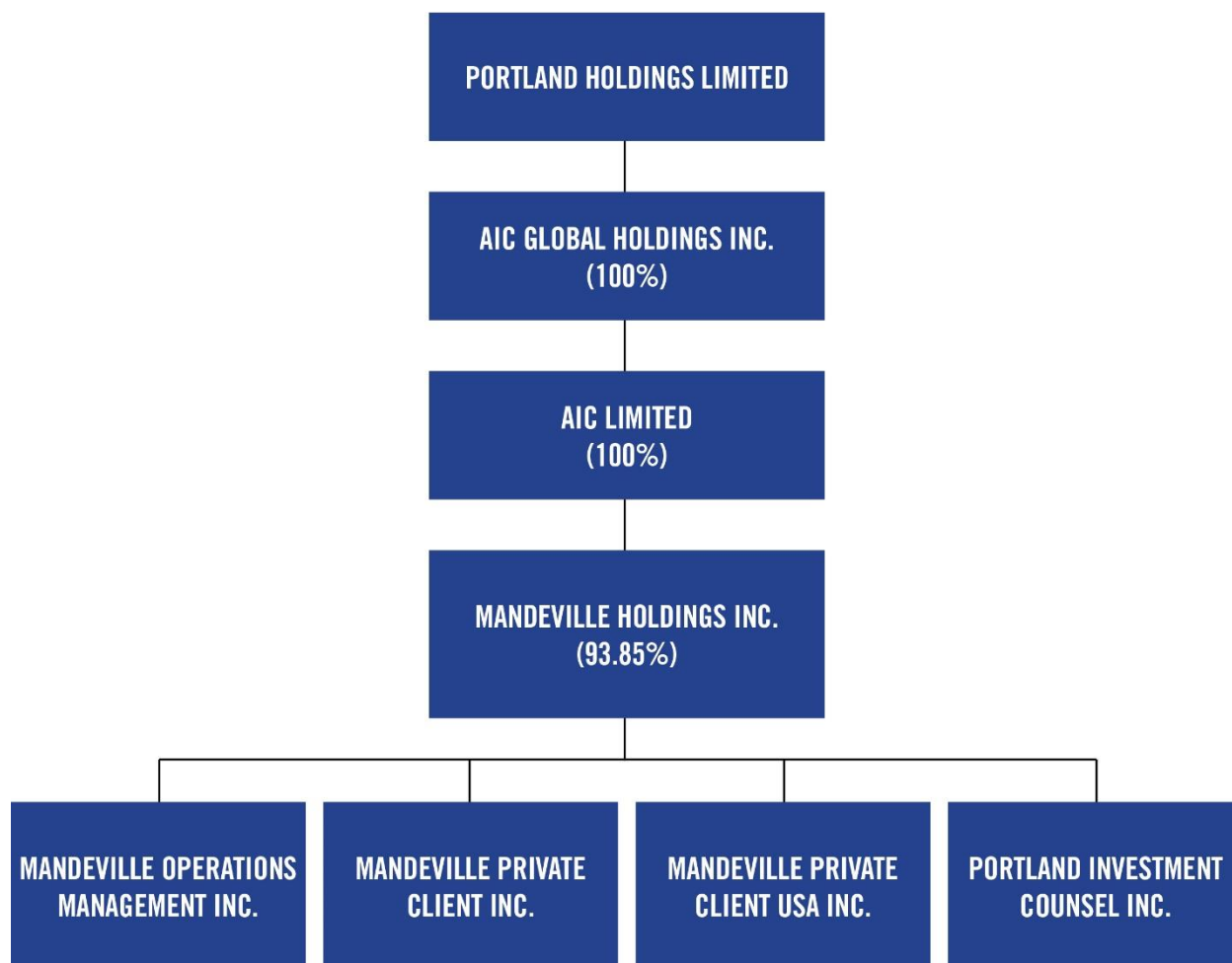
and sales practices, risks and internal conflicts of interest relating to the Funds while ensuring compliance with regulatory and corporate requirements.

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. The amount of fees received from the Funds by MOM and AICGH is contained in the audited financial statements of the Funds.

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

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



Policies and Practices

Use of Derivatives

The Funds may use derivatives as described under the heading “Investment Strategies” in respect of each Fund in this document. The Funds 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 Funds 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.

As part of its ongoing review of the Fund’s activities, compliance personnel employed by the Manager review the use of derivatives by the Funds. 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 Funds may, from time to time, engage in short selling as permitted by applicable securities legislation. Currently, none of the Funds engage in short selling. Before a 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.

Where a 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 Funds may engage in securities lending, repurchase and reverse repurchase transactions to the extent permitted by the Canadian securities regulators. Currently, none of the Funds engage in securities lending, repurchase, or reverse repurchase transactions. Before a 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 a 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 Funds engage in securities lending, repurchase or reverse repurchase transactions, we will appoint an agent under the terms of a written agreement established and reviewed by us, in order to administer any securities lending, repurchase or reverse repurchase transactions for the Funds. 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 Funds;
- monitor (daily) the market value of the securities sold, loaned or purchased and the collateral and ensure that each Fund holds collateral equal to at least 102% of the market value of the securities sold, loaned or purchased; and
- ensure that each 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 Funds 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 Investment Counsel Inc. located at 1375 Kerns Road, Suite 100, Burlington, Ontario L7P 4V7. Each 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 Manager’s 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 Funds may invest in securities of other mutual funds. Where we are the manager of both a Top Fund and an Underlying Fund, we will not vote the securities of

the Underlying Fund. We may, in our 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 does not have a separate policy related to liquidity risk management but, as part of each Fund's broader risk management process, has procedures in place pertaining to liquidity risks within each of the Funds.

Remuneration

For the year ended September 30, 2021, members of the IRC received in their capacity as members of the IRC annual fees, of which approximately \$6,014 was allocated and paid by the Funds. These amounts were allocated among the Funds by the Manager in a manner that the Manager considered as fair and reasonable. 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 Funds 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 each of the Funds, as described under *Responsibility for Mutual Fund Administration – Manager*;
- the Custodian Agreement between the Manager, as trustee of the Funds, 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 Funds.

Legal Proceedings

There are no ongoing legal or administrative proceedings material to the Funds, to which a Fund or the Manager is a party.

Designated Website

A mutual fund is required to post certain regulatory disclosure documents on a designated website. The designated website of the Funds 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 each 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 herein), 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 (as defined below) 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 Funds' 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) a newsworthy event relating to an issuer;
- b) securities were halted prior to the completion of a corporate action; and
- c) new issues priced at cost until trading commenced.

The liabilities of each 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 per Unit is calculated for each Series of a 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 applicable 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.

Purchases, Switches and Redemptions

Each Fund may have an unlimited number of Series of Units and may issue an unlimited number of Units of each Series. Each 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 a 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 Funds that matches your profile.

All Funds are 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 a 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, we reserve the right to establish additional Series of Units of any of the Funds and may determine the rights as between those series. We reserve the right to set and change minimum initial and subsequent investment requirements for each of the Series without notice to you. We reserve the right to set and change minimum investment amounts that must be maintained by each Unitholder in a Fund and to redeem your Units if the value of your Units falls below these set minimum investment amounts.

Series A: Available to all investors.

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 us, investors for whom we do not incur distribution costs, or individual investors approved by us.

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 a 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 Funds 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 Funds for any investor and makes no determination as to the appropriateness of any Series of a Fund for any investor, including investors who hold Funds in a discount brokerage account.

Purchase price

When you buy Units in a 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 we receive 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, we will process your order based on the NAV calculated on that day. If we receive your order after that time, we will process your order based on the NAV calculated on the next business day.

The Funds do not intend to issue certificates for Units. Ownership will be evidenced by entry in the register maintained by the Funds' registrar. For information on the Funds' registrar, see the chart under *Organization and Management of the Funds*.

Purchasing Series A Units

Series A Units of the Funds are available to all investors. These Series are 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 a Fund.

Deferred Sales Charge Option

Under the deferred sales charge option if you purchase Series A Units 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 purchase Series A Units 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 do not choose a purchase option for Series A Units, we will assume you have chosen the deferred sales charge option. Your method of purchase will affect the fees and expenses you pay and the amount of compensation we pay to your dealer. See *Fees and Expenses* and *Dealer Compensation* for more information.

As of June 1, 2022, the deferred sales charge and the low load sales charge, which is a type of deferred sales charge option, will not be available.

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 us before selling Series F Units. Series F Units are also generally available to investors for whom we do not incur distribution costs, or individual investors approved by us.

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, we 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 us during the notice period and we agree 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 Funds is \$250 and the minimum additional investment is \$50. The initial minimum investment amount may be adjusted or waived in our absolute discretion and without notice to Unitholders.

How we process your order

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

If your purchase is made through a dealer, we must receive full payment within two (2) business days of processing your order. If we do not receive payment within that time or if the payment is returned, we will sell your Units on the next business day. If the proceeds are greater than the amount you owe us, the Fund will keep the difference. If the proceeds are less than the amount you owe us, your dealer will pay the difference to the Fund and you may have to reimburse your dealer.

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

We have discretion to reject any purchase order. The decision to accept or reject any purchase order will be made within one business day of receipt of the order. If we accept your order, you will receive a written confirmation from us and/or your dealer or the intermediary. If we reject your order, we 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 Funds 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, we may require that your signature be guaranteed by a guarantor acceptable to us.

We will pay you the current NAV for your Series of Units. If we receive 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, we will calculate your redemption value as of that day. If we receive your redemption request after that time, we will calculate your redemption value as of the next business day.

Special rules may apply if:

- your redemption proceeds are \$25,000 or more;
- you ask us 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 us on Units bought under the deferred sales charge option if you redeem them within six years. You will also pay a redemption fee to us on Units bought under the low load sales charge option if you redeem them within three years. See *Fees and Expenses* for further information.

We 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.

As of June 1, 2022, the deferred sales charge and the low load sales charge, which is a type of deferred sales charge option, will not be available.

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 purchased by the deferred sales charge option or low load sales charge option during the current year, plus
- (iii) the number of Series A Units you acquired through reinvestment of distributions on the above Units during the current year, minus
- (iv) 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 a Fund or change all of your Series A Units into Series F Units of the same Fund. We have the right to change or cancel this privilege at any time. As of June 1, 2022, the low load sales charge, which is a type of deferred sales charge option, will not be available.

Fair value pricing

The TSX generally closes at 4:00 p.m. (Eastern Time). We price a 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. We may become aware of events affecting the values of a Fund's foreign portfolio holdings may have occurred after the foreign market closed but before 4:00 p.m. (Eastern Time). Absent our fair value pricing procedures, these events would not be captured in NAV. We employ fair value pricing for two purposes. Firstly, it increases the likelihood that NAV truly reflects the value of a 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). Our fair value pricing techniques involve assigning values to the Funds' portfolio holdings that may differ from the closing prices on the foreign securities exchanges. We do this in circumstances where we have in good faith determined that to do so better reflects the market values of the securities in question.

How we process your redemption request

We 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 us 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 us. However, we 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. We 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, we will send the proceeds to that account unless your dealer or the intermediary tells us otherwise. If your account is registered in your name, we will mail you a cheque, unless you tell us 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 us an imprinted void cheque so we can deposit the funds directly into your account.

Automatic redemption

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

We reserve the right to require any Unitholder of a Fund to redeem such Unitholder's entire holding or a portion of Units of the Fund at our 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 we conclude that their participation has the potential to cause adverse regulatory or tax consequences for a Fund or other Unitholders of a Fund. If a Unitholder does not provide the information necessary for a Fund to comply with Foreign Account Tax Compliance Act ("FATCA") related requirements or similar requirements in other jurisdictions, we may redeem the Units held by such Unitholder.

Suspending your right to redeem

Your right to redeem Units of a 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 a 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 a 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 of one Fund 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 meet the eligibility criteria for the Series that you wish to change into.

We may change your Series F Units of a 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. We will not make the change if your dealer notifies us during the notice period, and we agree 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 Mutual Fund Dealers Association and Investment Industry Regulatory Organization of Canada 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 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 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. **We recommend 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.

As of June 1, 2022, the deferred sales charge and the low load sales charge, which is a type of deferred sales charge option, will not be available.

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 you switch or change. You and your dealer negotiate the fee. You may also have to pay to a 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.

Pre-authorized chequing plan

You can purchase Units of any of the Funds 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. We may stop your PAC Plan if a payment is not made when due. We may change or discontinue this service at any time.

Systematic withdrawal plan

If you own Units of Funds 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. We 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 Funds with a total net asset value of \$5,000 or more in one account, you may authorize us to switch a chosen amount (minimum \$50) on a regular basis from one Fund to Units of another Fund or Funds. If the amounts being transferred exceed reinvested distributions and net capital appreciation, your investment in the original Fund will be depleted. We 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 Funds and unaudited semi-annual financial statements of the Funds and annual and semi-annual management reports of fund performance.

Fees and Expenses

The following tables show the fees and expenses you may have to pay if you invest in the Funds. You may have to pay some of these fees and expenses directly. Your applicable 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 a Fund or Series, or directly to Unitholders by the Fund or us in connection with the holding of Units of the Fund, is changed in a way that could result in an increase in charges to that Fund or Series or Unitholders; or (ii) a fee or expense to be charged to a Fund or Series, or directly to Unitholders by the Fund or us in connection with the holding of Units of the Fund that could result in an increase in charges to that 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

Each 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 Funds including preparing or arranging for the preparation of investment analysis, recommendations and investment decision making for the Funds, arranging for distribution of the Funds, marketing and promotion of the Funds, 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 each Fund is shown in the description of each Fund in Part B. The Management Fee is subject to applicable taxes, including HST.

Other Operating Expenses

Each 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 Funds' 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 taxes payable on any of these expenses, including HST. The Funds 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.

Underlying Funds

When a 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**

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

Deferred Sales Charges

As of June 1, 2022, the deferred sales charge option will not be available.

If you purchase Series A Units by the deferred sales charge option, you pay 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.

**Low Load Sales
Charges**

As of June 1, 2022, the low load sales charge, which is a type of deferred sales charge option, will not be available.

If you purchase Series A Units by the low load sales charge option, you pay 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.

**Portland Registered
Plans**

No trustee fees 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 Funds or for any charge related to electronic funds transfers.

Switch/Change Fees When you switch or change securities of any series of a Fund, 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 affected Fund. See *Short-term trading fees* for details.

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 a Fund, 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.

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 Funds 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 Funds. 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*.

As of June 1, 2022, the deferred sales charge and the low load sales charge, which is a type of deferred sales charge option, will not be available.

Management Fee Rebate or Distribution Programs

We do not offer any management fee rebate or distribution programs.

Dealer Compensation

When you purchase Series A Units, your dealer may receive two primary types of compensation – sales commissions and trailing commissions. This also applies to any principal distributor(s) of the Funds. Initially, your dealer may be paid a sales commission. Thereafter, a trailing commission is accrued daily and paid monthly by us and is based upon the percentage of the NAV of all Series A Units of a Fund held in your account with your dealer.

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

Sales commissions – Series A

For Series A Units of a 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 a Fund purchased under the deferred sales charge option, we, or a distribution agent retained by us, will pay 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 a Fund purchased under the low load sales charge option, we, or a distribution agent retained by us, will pay your dealer a sales commission of 2.5% (\$25 for each \$1,000 investment) of the value of the Units purchased.

As of June 1, 2022, the deferred sales charge and the low load sales charge, which is a type of deferred sales charge option, will not be available.

Trailing commissions – Series A

We pay your dealer (including discount brokers) a portion of the Management Fee and these trailing commissions are not paid by the Funds directly. We may, at our discretion, negotiate, change the terms and conditions of, or discontinue the trailing commissions with dealers.

No trailing commissions are paid in respect of Series F Units. For purchases of Series A Units, we will pay trailing commissions to dealers at the annual rates indicated below based upon the aggregate value of Series A Units of the Funds held in that dealer's client account:

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%

The trailing commission is paid by us to your dealer monthly during each calendar year and will be calculated based on a daily average asset calculation. This fee is determined by us and may be changed at any time.

As of June 1, 2022, the deferred sales charge and the low load sales charge, which is a type of deferred sales charge option, will not be available.

Sales incentives

In addition to the sales commissions and trailing commissions listed above, we 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. We 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 us and not the Funds. Subject to compliance with mutual fund sales practices rules, we 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 Funds.

Dealer compensation from management fees

34% of the total management fees paid by the Funds 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 such Funds for the year ended September 30, 2021.

Certain Canadian Federal Income Tax Considerations

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 of a Fund offered under this 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 of the Fund 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 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 each 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 of a Fund. 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 Funds

Each 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. A Fund that qualifies as a “mutual fund trust” for purposes of the Tax Act throughout its taxation year is 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 each of the Funds 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.

Each 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. A 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 a 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 a 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 a 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 a 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. Each 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. Each 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 a Fund as a hedge to limit its gain or loss on a specific capital asset or group of capital assets held by the Fund.

A 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 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.

A 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. Distributions on Units of Portland Global Balanced Fund are expected to include returns of capital. A return of capital is not taxable to the Unitholder, but will reduce the adjusted cost base of the Unitholder’s Units of the Fund. 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*.

Each 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, a 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 a Fund may not be allocated to, and may not be treated as a loss of, the Unitholders of the Fund.

A portion of the NAV of a Unit of a 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.

Individuals and certain trusts 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 a particular 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 a 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 one Fund to another Fund is generally considered to be a disposition giving rise to the tax consequences described in the previous paragraph.

Recent amendments to the Tax Act (a) deny 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) deny 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

In general, 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 a 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 a Fund in respect of the Unitholder for the taxation year subject to and in accordance with detailed rules in the Tax Act. 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 registered retirement savings plan (“**RRSP**”), registered retirement income fund (“**RRIF**”), registered education savings plan (“**RESP**”), registered disability savings plan (“**RDSP**”), tax-free savings account (“**TFSA**”) or deferred profit sharing plan (“**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 of a Fund and the holder, annuitant 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 each of the Funds qualifies as a mutual fund trust under the Tax Act at all material times, Units of the Funds will be qualified investments under the Tax Act for Registered Plans.

Notwithstanding the foregoing, the holder of a TFSA 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 of a Fund held by such TFSA, 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, RDSP, RESP, RRSP or RRIF unless the controlling individual does not deal at arm’s length with the applicable Fund for purposes of the Tax Act, or has a “significant interest” as defined in the Tax Act in the applicable 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, RRSP, RESP, RDSP or RRIF. Holders, subscribers and annuitants 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 Funds 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 Funds 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 Funds who are resident for tax purposes in a country outside of Canada and the U.S. which has adopted the CRS (excluding registered plans such as RRSPs). The CRA provides that information to the tax authorities of the relevant jurisdiction that has adopted the CRS.

Exemptions and Approvals

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 Ontario Securities Commission (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 funds. 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 FUNDS, THE MANAGER AND THE PROMOTER

Portland Canadian Balanced Fund
Portland Global Balanced Fund

(Collectively referred to as the “Funds”)

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 11th day of April, 2022

“Michael Lee-Chin”

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

“Kevin Gould”

Kevin Gould
Chief Financial Officer

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

“Robert Almeida”

Robert Almeida
Director

“Barry J. Myers”

Barry J. Myers
Director

CERTIFICATE OF THE PRINCIPAL DISTRIBUTOR OF THE MUTUAL FUNDS

Portland Canadian Balanced Fund
Portland Global Balanced Fund

(Collectively referred to as the “Funds”)

To the best of our 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 11th day of April, 2022

Mandeville Private Client Inc.

“Michael Lee-Chin”

Michael Lee-Chin
Director and Chief Executive Officer

PART B

Specific Information about Each of the Mutual Funds 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 Funds are mutual funds. 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 Funds

Each Fund is an open-end unit trust governed by the Declaration of Trust. Portland, as trustee for the Funds, holds the property and investments of the Funds 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 a 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 each Fund.

Active management risk

All of the Funds are actively managed. The Funds are 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 a 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 health crisis (including the novel coronavirus (“**COVID-19**”)), natural disaster, terrorist attack, war or any other potential cause of a significant business disruption, the Manager, the impacted jurisdictions and the companies in which each of the Funds invest, may not efficiently and quickly recover from such event, which could have a materially adverse effect on the Manager and each of the Funds, respectively. Public health crises including epidemics, pandemics or outbreaks of infectious diseases or viruses, natural disasters, terrorist attacks, war 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 each of the Funds, respectively.

Capital depletion risk

Each Series of Portland Global Balanced Fund is designed to provide monthly cash flow to investors based on a targeted annual distribution rate. **Where this cash flow exceeds the net income and net realized capital gains attributable to that Series, it will include a return of capital. A return of capital means a portion of the cash flow given back to you is generally money that was invested in the Fund, as**

opposed to the returns generated by the investment. This distribution to you should not be confused with “yield” or “income”. Returns of capital that are not reinvested will reduce the total net asset value of the particular Series of the Fund. As well, returns of capital reduce the total assets of the Fund available for investment, which may reduce the ability of the Fund to generate future income. You should not draw any conclusions about the Fund’s performance from the amount of this distribution.

Concentration risk

A 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. A 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 a Fund. Additionally, if a 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 a 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 each Fund are valued in Canadian dollars. If a Fund valued in Canadian dollars holds a security denominated in a foreign currency for the purposes of calculating the NAVs, we convert, 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, a 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 we cannot exchange the currencies in which a Fund is invested, we may be unable to make distributions or process redemptions.

Cybersecurity risk

With the increased use of technologies to conduct business, the Manager and each 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 a 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 a Fund's systems, networks or devices. Any such cybersecurity breaches or losses of service may cause the Manager or a Fund to lose proprietary information, suffer data corruption or lose operational capacity, which, in turn, could cause the Manager or the Fund to incur regulatory penalties, reputational damage, additional compliance costs associated with corrective measures and/or financial loss. While the Funds 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 Funds' third-party service providers (including, but not limited to, the Funds' registrar, custodian and administrator) may disrupt the business operations of the service providers and of the Manager or the Funds. These disruptions may result in financial losses, the inability of Fund Unitholders to transact business with the Funds and inability of the Funds to process transactions, the inability of the Funds 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. A 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 third-party 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 a 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 a 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 Funds may use derivatives for hedging purposes. The Funds 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 a Fund wants to buy or sell;
- there is no guarantee that a 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 a 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 a 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 a Fund's portfolio or prevent losses if the market value of the investment falls.

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

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 a 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 Funds 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 Funds 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 a 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.

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. Funds that invest 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 a 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. A 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 a 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.

Interest rate risk

The value of Funds that hold 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 a 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 a Fund, that 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 Funds do, however, have policies and procedures designed to monitor, detect and deter inappropriate short-term or excessive trading. See *Excessive short-term trading*.

We or others may offer investment products that invest all or a significant portion of their assets in a 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 a Fund that holds illiquid securities may rise and fall substantially because the Fund may not be able to sell the securities for the value that we use in calculating the NAVs. There are restrictions on the amount of illiquid securities a Fund may hold.

Real estate risk

In addition to general market conditions, the value of a 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 a 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 a 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 such 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 Funds 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 Funds 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 a Fund's net asset value. This calculation excludes cash held by a Fund for sold securities and collateral held for loaned securities.

Series risk

Securities of some mutual funds, including the Funds, 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

Certain Funds may engage in a limited amount of short selling. A "short sale" is where a 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. Each Fund that 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 Funds also will deposit collateral only with lenders that meet certain criteria for creditworthiness and only up to certain limits.

Specialization risk

A Fund that 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 a 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 a 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.

Taxation risks

If a 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 a Fund in filing its tax return. If this occurs, the CRA could reassess that Fund on a basis that results in tax being payable by that 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 a 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 a Fund.

A 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 a Fund to determine if or when a loss restriction event has occurred. Therefore, there can be no assurances that a 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 a Fund will not be required to pay tax notwithstanding such distributions.

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 such fund of fund structures will result in any gains for a 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 a 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.

Fund Details

A guide to using the Fund descriptions

You will find detailed descriptions of each of the Funds in this part of the Simplified Prospectus. They begin on page 54. Each Fund description is organized into sections to make it easier for you to compare each Fund. 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 Funds

Each Fund is permitted to issue an unlimited number of Series of Units and may issue an unlimited number of Units in each Series. Each of the Funds has created Series A, Series F and Series O Units.

Although the money which you and other investors pay to purchase Units of any Series is tracked on a Series-by-Series basis in a Fund's administrative records, the assets of all Series of a 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 each Fund, as applicable.

Units of a Series of a Fund represent your ownership in the Fund. You receive distributions of a 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 a 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 a 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 a 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 Funds may issue fractional Units, which entitle the holder to similar proportionate participation in a Fund but do not entitle the holder to receive notice of, or vote at, meetings of Unitholders of the Fund.

Unitholders of the Funds 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 Funds 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 each Fund and the eligibility requirements attached to such Series of Units is contained in the Simplified Prospectus of the Funds.

Meetings of Unitholders

The Funds do 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.

You will receive 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 a Fund merger, the IRC has been permitted under securities legislation to approve a Fund merger. In those circumstances, you will receive written notice of any proposed Fund merger at least sixty (60) days prior to the merger. You will receive 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 a Fund will not be voted, unless in our discretion we arrange 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 therefore there is no payment of sales charges by investors or the payment of trailing commissions to dealers by the Manager. For these investors, we are 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.

Participation in the Series F Units is generally available with our 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 us from time to time.

If we become aware that you are no longer eligible to hold Series F Units, we 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 us during the notice period and we agree 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 we try to meet the Fund's investment objectives.

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

In selecting Underlying Funds, we assess a variety of criteria, including management style, investment performance and consistency, risk tolerance levels and calibre of reporting procedures. We review and monitor the performance of the Underlying Funds in which a 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 specific risks of investing in the Fund. You'll find details about what each risk means in *What are the specific risks of investing in a mutual fund?*

Who should invest in this Fund?

This section will help you decide whether a 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 each Fund as an additional guide to help investors decide whether a 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 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, a 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 each of these Funds as either low, low-to-medium, medium, medium-to-high, or high risk. The risk rating for Funds 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.

For the below Funds, which do 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.
Portland Global Balanced Fund	60% MSCI All Country World Index / 40% FTSE Canada Short Term Overall Bond Total Return Index	The risk classification of Portland Global Balanced Fund is based on the Fund's return and the return of a blend of two indices: (a) MSCI All Country World Index, and (b) FTSE Canada Short Term Overall Bond Total Return Index. The MSCI All Country World Index is designed to provide a broad measure of large and mid-cap equity performance across 23 developed and 24 emerging markets countries. The FTSE Canada Short Term Overall Bond Total Return Index is an index consisting of Canadian investment grade bonds with maturities of 1 to 5 years.

There may be times when Portland believes this methodology produces a result that does not reflect a Fund's risk based on other qualitative factors. As a result, Portland may place the Fund in a higher risk rating category, as appropriate. We review the risk level of each 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 we use to identify the risk level of each Fund is available on request, at no cost, by calling us at 1-888-710-4242, emailing us at info@portlandic.com or writing to us 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. Each Fund has the ability to make distributions as return of capital.

Fund expenses indirectly borne by investors

Each 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 each 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 Funds.

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 derivatives for non-hedging purposes to obtain 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 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. We may change a Fund's investment strategies from time to time at our sole discretion.

The Fund is a mutual fund trusts 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 and RDSPs, and subscribers of RESPs, should consult with their own tax advisors as to

whether Units of the Funds 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 our 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 is governed by a Declaration of Trust.

The Manager is the trustee, investment fund manager and portfolio manager of the Fund. The registered office of the Funds 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.

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
- Concentration risk (see note below)
- Credit risk
- Currency risk
- Cybersecurity risk
- Debt securities risk
- Derivatives risk
- Equity risk
- ETF risk
- Foreign investment risk
- Income trust risk
- Interest rate risk
- Liquidity risk
- Taxation risk
- Real estate risk
- Regulatory risk
- Reinvestment risk
- Series risk
- Specialization risk
- Underlying Fund risk

Concentration risk

During the 12 month period ended March 31, 2022, 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: Royal Bank of Canada (10.5%) and Vodafone Group PLC (10.5%).

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

We have rated the Fund as **Low-to-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.

Fund expenses indirectly borne by investors*

	1 Year	3 Years	5 Years	10 Years
Series A	\$26.57	\$83.75	\$146.79	\$334.13
Series F	\$14.81	\$46.67	\$81.81	\$186.22

* Portland Investment Counsel Inc. waived some of the Fund's expenses. If it had not done so, the expenses would have been higher.

Please see *Fund expenses indirectly borne by investors* and *Fees and expenses* for more information. The actual costs may be higher or lower.

Portland Global Balanced Fund

Portland Global Balanced Fund

Fund details

Fund type/CIFSC category	Global Equity Balanced
Securities offered	Series A and Series F Units of a mutual fund trust
Start date	Series A: December 19, 2013 Series F: December 19, 2013
Registered plan eligibility	Yes
Annual management fee	Series A: 1.55% Series F: 0.55%
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 global fixed income and 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 globally diversified portfolio of equities, ADRs, income securities, preferred shares, options and ETFs.

The Fund may also invest over 30% in foreign securities in a manner consistent with its investment objective.

The Fund also may 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, trusts and limited partnerships.

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 this connection 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 also purchase foreign currencies in the form of bank deposits. 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 derivatives for non-hedging purposes to obtain 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 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 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. We may change a Fund's investment strategies from time to time at our sole discretion.

The Fund is a mutual fund trusts 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 and RDSPs, and subscribers of RESPs, should consult with their own tax advisors as to

whether Units of the Funds 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, capital gains and/or return of capital monthly and capital gains, if any, 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 Units of each Series have a targeted monthly distribution of approximately 5% per annum, which is reset at the beginning of each calendar year based on the NAV per Series Unit as at December 31 of the prior year. These distributions will be comprised of net income, returns of capital and/or capital gains. The Fund may make additional distributions from time to time throughout the year at our 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*.

The Manager reserves the right to adjust the amount of the monthly distributions or the targeted monthly distribution rate if deemed appropriate and there can be no assurance that the Fund will make any distributions in any particular month or months.

If the monthly distribution amounts paid to holders of Units during the year are less than the amount that is required to be paid or made payable to holders of those Units to eliminate the Fund's liability for income tax, the distribution in December on Units will be increased (and the effective distribution rate for the year will exceed

Portland Global Balanced Fund

5%). If the monthly distribution amounts paid to holders of Units during the year are greater than the amount that is required to be paid or made payable to holders of those Units to eliminate the Fund's liability for income tax, the difference will be a return of capital.

The character for Canadian tax purposes of monthly distributions made on Units during the year will not be determined with certainty until after the end of the Fund's taxation year.

Returns of capital do not necessarily reflect the investment performance of the Units and should not be confused with "yield" or "income". You should not draw any conclusions about the investment performance of the Units from the amount of this distribution.

Returns of capital will result in an encroachment upon your original capital and may result in the return to you of the entire amount of your original investment. A return of capital made to you is not immediately taxable, but will reduce the ACB of your Units. Where net reductions to the ACB of your Units would result in the ACB becoming a negative amount, such amount would be treated as a capital gain realized by you and the ACB of your Units will then be nil.

Name, Formation and History of the Fund

The Fund is a unit trusts established under the laws of Ontario. The Fund is governed by a Declaration of Trust.

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

On April 17, 2020, the Fund was renamed Portland Global Balanced Fund. The Fund was converted from being a closed-end investment fund into an open-end mutual fund on December 13, 2013. The Units outstanding prior to the conversion of the Fund were automatically converted to Series A2 Units upon the conversion. Prior to the conversion, the Fund was

named Global Banks Premium Income Trust ("GBP"). Upon the conversion of GBP, Portland Global Income Fund ("PGIF"), a then-existing Portland mutual fund, merged into GBP such that unitholders of PGIF became unitholders of GBP.

The Fund was established and was governed under the laws of Ontario by a declaration of trust dated January 27, 2005, which was amended and restated as of December 31, 2008 and October 17, 2012, and amended on November 1, 2007, July 14, 2008, September 22, 2010 September 27, 2010 and September 23, 2013. The declarations of trust for Portland Global Balanced Fund was further amended and restated on December 13, 2013 in order to transfer and continue Portland Global Balanced Fund under the Declaration of Trust.

To facilitate the conversion, the declaration of trust of the Fund was amended to, among other things, (i) provide unitholders of each Fund with a special right of redemption, which took place prior to the restructuring of each Fund; and (ii) administer each Fund as an open-end mutual fund in accordance with the provisions of NI 81-102 and generally with the terms and conditions of the Declaration of Trust.

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

On April 20, 2018, the Series A units of the Fund were redesignated as Series A2 units of the Fund. Immediately following the redesignation, the Series A2 Units of the Fund were renamed Series A.

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
- Asset-backed and mortgage-backed securities risk
- Business disruption risk
- Capital depletion risk
- Concentration risk
- Credit risk
- Currency risk

Portland Global Balanced Fund

- Cybersecurity risk
- Debt securities risk
- Derivatives risk
- Equity risk
- ETF risk
- Foreign investment risk
- Income trust risk
- Interest rate risk
- Liquidity risk
- Taxation risk
- Real estate risk
- Regulatory risk
- Reinvestment risk
- Series risk
- Underlying Fund risk

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

We have rated the Fund as **Low-to-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; and
- you want to receive a stable monthly distribution.

Fund expenses indirectly borne by investors*

	1 Year	3 Years	5 Years	10 Years
Series A	\$24.36	\$76.79	\$134.60	\$306.40
Series F	\$12.39	\$39.06	\$68.46	\$155.84

* Portland Investment Counsel Inc. waived some of the Fund's expenses. If it had not done so, the expenses would have been higher.

Please see *Fund expenses indirectly borne by investors* and *Fees and expenses* for more information. The actual costs may be higher or lower.

PORTLAND MUTUAL FUNDS

Portland Canadian Balanced Fund

Portland Global Balanced Fund

Additional information about the Funds is available in the funds' Fund Facts document, MRFP 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 us 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 funds, such as information circulars and material contracts, are also available at www.portlandic.com or www.sedar.com.

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