AMENDMENT NO. 1 DATED FEBRUARY 10, 2020

TO THE SIMPLIFIED PROSPECTUS DATED APRIL 18, 2019

Relating to:

Portland Canadian Focused Fund (Series A and F)

Portland Canadian Balanced Fund (Series A and F)

Portland Global Banks Fund (Series A, Series A2 and F)

Portland Advantage Fund (Series A and F)

Portland Value Fund (Series A and F)

Portland 15 of 15 Fund (Series A and F)

Portland Global Dividend Fund (Series A, Series A2 and F)

(each a "**Fund**" and collectively the "**Funds**")
(Series A, Series A2 and F units, as indicated)

The Simplified Prospectus dated April 18, 2019 relating to the offering of units of the Funds is hereby amended as set out below.

Portland Investment Counsel Inc. ("**Portland**" or the "**Manager**"), the manager of the Funds, has announced three proposals (each a "**Proposal**" and collectively the "**Proposals**") involving the Funds. The first proposal ("**Proposal One**"), relates to Portland Canadian Focused Fund (the "**Proposal One Terminating Fund**") merging into Portland Canadian Balanced Fund (the "**Proposal One Continuing Fund**"). The second proposal ("**Proposal Two**"), relates to Portland Global Banks Fund converting into an alternative mutual fund and renamed Portland Global Alternative Fund (the "**Proposal Two Fund**"). The third proposal ("**Proposal Three**"), relates to Portland Advantage Fund, Portland Value Fund and Portland 15 of 15 Fund (each a "**Proposal Three Terminating Fund"** and collectively, the "**Proposal Three Terminating Funds**") merging into Portland Global Dividend Fund (the "**Proposal Three Continuing Fund**"), and the conversion of the Proposal Three Continuing Fund into an alternative mutual fund. The Proposal One Terminating Fund and Proposal Three Terminating Funds are referred to as the "**Terminating Funds**". The Proposal One Continuing Fund, the Proposal Two Fund and the Proposal Three Continuing Fund are referred to as the "**Continuing Funds**".

Proposal One

Proposal One, if implemented, will result in unitholders of each series of units of the Proposal One Terminating Fund holding a series of units of the Proposal One Continuing Fund, anticipated to be as follows, along with the corresponding annual management fee rate:

Proposal One Terminating Fund		**Proposal One Continuing Fund**	
Series	***Management Fee***	***Series***	***Management Fee***
A	2.00%	A	1.75%
F	1.00%	F	0.75%

*All references to fees exclude any related taxes.

The Proposal One Terminating Fund and Proposal One Continuing Fund currently offer a reduced management fee to select investors who invest significant assets in the Proposal One Continuing Fund or who have a certain account-type such as a managed account. The reduced management fee will cease effective April 1, 2020.

<u>Proposal Two</u>

Proposal Two, if implemented, will result in unitholders of Proposal Two Fund holding a series of units of the Proposal Two Fund, anticipated to be as follows, along with the corresponding annual management fee rate:

<u>Current</u>		**<u>Anticipated</u>**	
Series	***Management Fee***	***Series***	***Management Fee***
A	2.00%	A	1.75%
A2**	1.75%	A	1.75%
F	1.00%	F	0.75%

*All references to fees exclude any related taxes.
** Under Proposal Two, the existing A2 Units (series) of the Proposal Two Fund will be redesignated as A Units (series) of the Proposal Two Fund.

The Proposal Two Fund currently offers a reduced management fee to select investors who invest significant assets in the Proposal Two Fund or who have a certain account-type such as a managed account. The reduced management fee will cease effective April 1, 2020.

Under Proposal Two, the Proposal Two Fund may pay a performance fee to Portland for portfolio management services ("**Performance Fee**"). The Performance Fee will be calculated and accrued on each business day for each series of units and paid monthly. The Performance Fee is equal to: (a) 10% of the amount by which the net asset value ("**NAV**") of the series of units on that business day (including the effect of any declared distributions on said business day and adjusted to exclude the accrual of the Performance Fee) exceeds the High Water Mark (as defined below); multiplied by (b) the number of units of that series outstanding on such business day, prior to giving effect to subscriptions, redemptions and distributions re-invested on such date.

For each series of units that is subject to a Performance Fee, a high water mark ("**High Water Mark**") will be calculated for use in the determination of the Performance Fee. The highest NAV on the last business day of the month (minus the effect of any declared distributions since the business day at which the last Performance Fee became payable) for each series of units, upon which a Performance Fee was paid, establishes a High Water Mark for each series of units which must be exceeded subsequently for the Performance Fee applicable to each series of units to be payable. At the inception of each series of the Proposal Two Fund to which a Performance Fee may be applicable, the High Water Mark will be the initial NAV of the series of units.

Performance Fees will be accrued daily such that the NAV reflects such accrual. A separate Performance Fee is calculated for each series of units offered by the Fund. The Performance Fee is subject to applicable taxes, including HST.

Proposal Three

Proposal Three, if implemented, will result in unitholders of each series of units of the Proposal Three Terminating Fund holding a series of units of the Proposal Three Continuing Fund, anticipated to be as follows, along with the corresponding annual management fee rate:

Proposal Three Terminating Funds		**Proposal Three Continuing Fund**	
Series	***Management Fee***	***Series***	***Management Fee***
A	2.00%	A	1.75%
F	1.00%	F	0.75%

*All references to fees exclude any related taxes.

The Proposal Three Terminating Funds and Proposal Three Continuing Fund currently offer a reduced management fee to select investors who invest significant assets in the Fund or who have a certain account-type such as a managed account. The reduced management fee will cease effective April 1, 2020.

Under Proposal Three, the Proposal Three Continuing Fund may pay a performance fee equivalent to as described under Proposal Two above.

If the Proposals are approved, the investment objectives, investment strategies, investment restrictions, distribution policy and risk factors of the Proposal Two Fund and Proposal Three Continuing Fund are expected to change as set out in the management information circular referred to below.

Unitholders will have the ability to redeem their units of the Funds until the Effective Date (as defined below).

If the Proposals are approved and implemented, pre-authorized chequing plans, systematic withdrawal plans and dollar cost averaging plans, which have been established with respect to the Terminating Funds will be re-established with respect to the Continuing Funds unless unitholders advise otherwise. In addition, the units of the Continuing Fund received by securityholders will have the same sales charge option and their same remaining deferral sales charge schedule as their securities in the applicable Terminating Funds.

Proposal One is subject to regulatory approval and unitholder approval. Proposal Two is subject to unitholder approval. Proposal Three is subject to regulatory and unitholder approval. The independent review committee of the Funds has provided its recommendation that Proposal One, Proposal Two and Proposal Three, if implemented, would achieve a fair and reasonable result for each of the Funds.

A special meeting of the unitholders of each of the Funds will be held on or about March 26, 2020. The record date for the special meeting of unitholders will be February 14, 2020. If approved, the Proposals will become effective on or about April 17, 2020 (the "**Effective Date**"). As soon as reasonably possible following the Proposals, the Terminating Funds will be wound up.

Further specific details on the Proposals will be set out in a management information circular that will be sent in late February 2020 to each unitholder who is entitled to vote.

WHAT ARE YOUR LEGAL RIGHTS?

Securities legislation in some provinces gives you the right to withdraw from an agreement to buy mutual funds within two business days of receiving the Simplified Prospectus, or to cancel your purchase within 48 hours of receiving confirmation of your order.

Securities legislation in some provinces and territories also allows you to cancel an agreement to buy mutual fund units and get your money back, or make a claim for damages, if the Simplified Prospectus, annual information form, or financial statements misrepresent any facts about the mutual fund. These rights must usually be exercised within certain time limits.

For more information, refer to the securities legislation of your province or territory or consult your lawyer.

PORTLAND MUTUAL FUNDS

SIMPLIFIED PROSPECTUS dated April 18, 2019

Offering Series A, Series A2 and Series F Units (as indicated) of

Portland Advantage Fund (Series A and F)

Portland Canadian Balanced Fund (Series A and F)

Portland Canadian Focused Fund (Series A and F)

Portland Global Banks Fund (Series A, A2 and F)

Portland Global Dividend Fund (Series A, A2 and F)

Portland Global Income Fund (Series A and F)

Portland Value Fund (Series A and F)

Portland 15 of 15 Fund (Series A and F)

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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* or *Funds* refers to 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 Simplified Prospectus is divided into two parts. The first part, from pages 3 to 27, provides basic information about mutual funds and general information about all of the Funds. The second part, from pages 28 to 50, provides specific information about each Fund. A Glossary of terms is provided on page 1**.**

For more information
You can find more information about each Fund in:

- the Funds' Annual Information Form (**AIF**);
- the most recently filed fund facts for the Fund (**Fund Facts**);
- the most recently filed annual financial statements for the Fund;
- any interim financial statements filed after those annual financial statements;
- the most recently filed annual management report of fund performance (**MRFP**) for the Fund; 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 it.

For a free copy of these documents, call us toll-free at 1-888-710-4242, email us at info@portlandic.com or ask your dealer. These documents and other information about the Funds are also available at www.portlandic.com and 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.

capital gains and capital losses are the difference between what you pay for a security and what you sell or redeem it for, less any costs of making the sale or redemption (such as a deferred sales charge). You are currently required to pay taxes on one half of capital gains (taxable capital gains) and you are allowed to claim one half of capital losses against taxable capital gains.

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.

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

PART 1

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 (**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 a master declaration of trust under Ontario laws. 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.

Capital depletion risk

Each Series of Portland Global Banks Fund, Portland Global Dividend Fund and Portland Global Income 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 a 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 a Fund. As well, returns of capital reduce the total assets of a Fund available for investment, which may reduce the ability of the Fund to generate future income. You should not draw any conclusions about a 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 a mutual fund's potential for gain as well as loss;
- the cost of entering and maintaining derivative contracts may reduce a mutual 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 regard 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; and
- 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.

Loss restriction risk
If a Fund experiences a "loss restriction event" (i) the Fund will be deemed to have a year-end for tax purposes (which could result in the Fund being subject to tax unless it distributes its income and capital gains prior to such year-end), and (ii) the Fund will become subject to the loss restriction rules generally applicable to corporations that experience an acquisition of control, including a deemed realization of any unrealized capital losses and restrictions on their ability to carry forward losses. Generally, a Fund will be subject to 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 affiliated persons rules contained in the *Income Tax Act* (Canada) (the "**Tax Act**"), with appropriate modifications. Generally, a majority-interest beneficiary of a Fund will be a beneficiary who, together with the beneficial interests of persons and partnerships with whom the beneficiary is affiliated, has a fair market value that is greater than 50% of the fair market value of all the interests in the income or capital, respectively, in the Fund. Generally, a person is deemed not to become a majority interest beneficiary, and a group of persons is deemed not be become a majority interest group of beneficiaries, of a Fund if the Fund meets certain investment requirements and qualifies as an "investment fund" under the rules.

Real estate risk
In addition to general market conditions, the value of a mutual 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 mutual 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.

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.

Organization and management of the Funds

MANAGER	
Portland Investment Counsel Inc. 1375 Kerns Road, Suite 100 Burlington Ontario L7P 4V7 1-888-710-4242 www.portlandic.com	The manager is responsible for the day-to-day business and operations of the Funds. We may hire third parties or affiliates to perform some of the services required by the Funds.
TRUSTEE	
Portland Investment Counsel Inc. Burlington, Ontario	Portland Advantage Fund, Portland Canadian Balanced Fund, Portland Canadian Focused Fund, Portland Global Banks Fund, Portland Global Dividend Fund and Portland Global Income Fund are mutual fund trusts. Portland Value Fund and Portland 15 of 15 Fund are unit trusts. When you invest in one of the Funds, you buy Units of that trust. The trustee holds actual title to the property (cash and securities) of each Fund on behalf of the investor.
PORTFOLIO MANAGER	
Portland Investment Counsel Inc. Burlington, Ontario	Portland is the portfolio manager of the Funds and is responsible for selecting the securities held by the Funds and managing the investment portfolio of each Fund. Portland may appoint sub-advisers for the Funds or a portion of the portfolios of the Funds. Currently, no sub-advisers have been appointed for the Funds.
CUSTODIAN	
CIBC Mellon Trust Company Toronto, Ontario	The custodian holds all of the Funds' investments in safekeeping. The custodian may sub-delegate certain services to service providers located in other countries.
REGISTRAR & TRANSFER AGENT	
CIBC Mellon Global Securities Services Company Toronto, Ontario	The registrar keeps a record of the owners of Units of the Funds and processes subscriptions, redemptions and any other changes in ownership. The registrar may sub-delegate certain services to service providers located in other countries.
AUDITOR	
PricewaterhouseCoopers LLP Toronto, Ontario	The auditor audits the Funds' annual financial statements and provides an opinion as to whether they present fairly in all material respects the Funds' financial position, financial performance and cash flows in accordance with International Financial Reporting Standards.

PRINCIPAL DISTRIBUTOR	
Mandeville Private Client Inc. Burlington, Ontario	The principal distributor will market and sell the Funds through its representatives. The principal distributor is an affiliate of the Manager.

INDEPENDENT REVIEW COMMITTEE (IRC)	
The mandate of the IRC is to review, and provide input on, our written policies and procedures that deal with conflict of interest matters in respect of the Funds and to review and, in some cases, approve conflict of interest matters. The IRC may also approve certain mergers involving the Funds and any change of the auditor of the Funds. Unitholder approval will not be obtained in these circumstances, but you will be sent a written notice at least 60 days before the effective date of any such merger or change of auditor.	Each member of the IRC is independent of us, the Funds and any party related to us. The IRC will prepare, at least annually, a report of its activities for Unitholders. This report will be available on our website at www.portlandic.com or you may request a copy, at no cost to you, by contacting us at info@portlandic.com. Additional information about the IRC, including the names of the members, is available in the Annual Information Form or on our website at www.portlandic.com.

SECURITIES LENDING AGENT	
CIBC Mellon Trust Company Toronto, Ontario	The securities lending agent acts as agent for securities lending transactions for the Funds. The securities lending agent is independent of the Manager.[1]

Fund-of-funds

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.

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.

[1] 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 agreement would comply with the requirements of securities regulators.

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.

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. Portland Global Banks Fund and Portland Global Dividend Fund also offer Series A2 Units. Some Funds 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 Management Fee Distributions (as defined below) and 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 and A2 Units: 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.

We calculate the NAV for each Series of the Fund in Canadian dollars.

If we receive your purchase order before 4:00 p.m. (Eastern Time) on a day that the Toronto Stock Exchange (**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 and Series A2 Units

Series A Units and Series A2 Units of the Funds are available to all investors. These Series are available under the following purchase options, except that in the case of Portland Global Banks Fund and Portland Global Dividend Fund, Series A2 Units are only available under the Initial Sales Charge Option and Series A Units are only available under the Deferred Sales Charge Option and the Low Load Sales Charge Option.

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.

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. 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 or Series A2 Units, depending on the Series available, of the same Fund after giving you 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, Series A2 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 (1) 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 business 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.

These rules are set out in the Annual Information Form and are also available from your dealer.

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 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 (6) 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 (3) 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.

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.

Excessive short-term trading
In general, the Funds are long-term investments. Some Unitholders may seek to trade or switch Units frequently to try to take advantage of changes in NAV or the difference between NAV and the value of the Fund's portfolio holdings. This activity is sometimes referred to as "market timing". Frequent trading or switching in order to time the market can hurt a Fund's performance, affecting all the Unitholders in a Fund, by forcing the Fund to keep cash or sell investments to meet redemptions. We use a combination of measures to detect and deter market-timing activity, including:
- monitoring trading activity in our client accounts and, through this monitoring, declining certain trades when necessary;
- imposing short-term trading fees; and
- when appropriate, applying fair value pricing to foreign portfolio holdings in calculating the NAVs. See *Fair Value Pricing*.

Short-term trading fees
Short-term trading in Units of the Funds can have an adverse effect on the Funds. Such trading can increase brokerage and other administrative costs of the Funds and interfere with our long-term investment decisions.

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

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

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

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

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 (10) 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 30 days to make another investment. If your account stays below $250 after those 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 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 calculation of NAVs 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 except that Series A Units purchased under the Initial Sales Charge Option may be switched to Series A2 Units of a Fund if that Series is available and vice versa. 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 or Series A2 Units, depending on the Series available, of the same Fund upon 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 (MFDA) and Investment Industry Regulatory Organization of Canada (IIROC) 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.

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 *Income tax considerations for investors* 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 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 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 will pay some of these fees and expenses directly. Your Fund may 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 60 days before the effective date of the change.

Fees and Expenses Payable by the Funds

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 2. The Management Fee is subject to applicable taxes, including HST. From time to time the Manager reserves the right to offer a reduced management fee to selected investors of a Fund such as investors who invest significant assets in the Funds or who have a certain account-type such as a managed account. Currently, the Manager offers the following reductions, subject to the conditions below: (i) a twenty per cent reduction of its management fee (excluding embedded dealer compensation) to an investor investing in a Fund through a managed account (for example if the management fee is 0.75% per annum, the management fee would be 0.60% per annum), and (ii) a twenty-five percent reduction of its management fee (excluding embedded dealer compensation) to an investor that invests a minimum of $12,500 per Fund in a

minimum of four Funds in an account (for example if the management fee is 0.75% per annum, the management fee would be 0.56% per annum).

The management fee reductions described above are available on the following conditions:

- It is the responsibility of the investor's dealer to advise the Manager that an investor is eligible for a reduction (and no investor shall be entitled to a reduction until the Manager is so advised).
- The investor shall only be entitled to a reduction for so long as they continue to either (i) invest in a Fund through a managed account; or (ii) hold a minimum investment of $12,500 per Fund in an account in a minimum of four Funds.

The reduced management fee is achieved by reducing the management fee charged by us to a Fund based on the NAV of the Units held by such investor and the Fund distributing the amount of the reduction as a special distribution to the particular investor (a **Management Fee Distribution**) which is reinvested in additional Units of the same Series of a Fund. Management Fee Distributions are paid first out of net income or net realized capital gains and, thereafter, out of capital. See *Income tax considerations for investors* for more information regarding the tax consequences of a Management Fee Distribution.

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.

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 $13,750, IRC Chairman $16,500.

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 Portland Advantage Fund, Portland Canadian Balanced Fund, Portland Canadian Focused Fund, Portland Global Income Fund, Portland Value Fund or Portland 15 of 15 Fund, or Series A2 Units of Portland Global Banks Fund or Portland Global Dividend Fund (i.e. 6.0% of the net amount invested - \$60 on a \$1,000 investment). You can negotiate these amounts with your dealer. No fees are paid to the dealer at the time of purchase of Series F Units.
Deferred Sales Charges	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 A2 or 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]**
1st year	6.0%
2nd year	5.5%
3rd year	5.0%
4th year	4.5%
5th year	4.0%
6th year	3.5%
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 deferred sales charge is based upon the original cost of your investment.

Series A2 and Series F Units are not available under the deferred sales charge option.

Low Load Sales Charges

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 A2 or 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 A2 and 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 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 or Series A2 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. Series A2 Units are only available under the Initial Sales Charge Option. The Initial Sales Charge Option is not available for Series A Units of Portland Global Banks Fund and Portland Global Dividend Fund. 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 90 days of their date of purchase or switch.

2 Assumes the maximum initial sales charge of 6% if you purchase Series A Units of Portland Advantage Fund, Portland Canadian Balanced Fund, Portland Canadian Focused Fund, Portland Global Income Fund, Portland Value Fund or Portland 15 of 15 Fund, or Series A2 Units of Portland Global Banks Fund or Portland Global Dividend Fund. The actual amount of the initial sales charge will be negotiated by you and your dealer.

3 The deferred sales charge is based upon the original cost of your investment. Deferred sales charges are shown under *Fees and Expenses*.

4 The low load sales charge is based upon the original cost of your investment. Low load sales charges are shown under *Fees and Expenses*.

[5] The amounts in the table do not take into account your ability to withdraw up to 10% of your investment each year without any regular deferred sales charges and low load sales charges for partial redemptions or changes of Series A Units in each year. See *10% Free Redemptions of Deferred Sales Charge Units and Low Load Sales Charge Units*.

Dealer compensation

When you purchase Series A or Series A2 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 or Series A2 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 and Series A2

For Series A and Series A2 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.

Trailing commissions – Series A and Series A2

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 and Series A2 Units, we will pay trailing commissions to dealers at the annual rates indicated below based upon the aggregate value of Series A and Series A2 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%	1st to 3rd year	0.5%	1st to 6th 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.

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

50% 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, 2018.

Income tax considerations for investors

This information is a general summary of Canadian federal income tax rules applicable to an individual (other than a trust) who is a Canadian resident who holds Units in the Funds as capital property. It is not intended to be legal or tax advice. More information is contained in the Annual Information Form for the Funds.

We do not describe the tax rules in detail or cover all the tax consequences that may apply. We recommend you consult your tax advisor for advice about your individual situation.

How mutual funds earn taxable income

Mutual funds may earn income and capital gains in a number of ways. For example, a mutual fund is generally required to include in income interest as it accrues, dividends when they are received and trust income when it is paid or payable.

A Fund realizes a capital gain if it sells an investment for more than its cost, or a capital loss if it sells an investment for less than its cost. A fund may realize gains (or losses) from derivative activities. These are treated as either income gains or losses or capital gains or losses, depending on the situation.

Each Fund will distribute enough of its net income and net realized capital gains so that it does not have to pay ordinary income tax. Each Fund generally flows all of its taxable income through to its Unitholders in the form of distributions. This income is generally taxed as if you earned it directly.

How your investment is taxed

The tax you pay on your mutual fund investment depends on whether you hold your Units in a non-registered account or in a registered plan.

Non-registered accounts

Distributions

Generally, you must include the taxable portion of distributions from the Funds (including Management Fee Distributions) in computing your income for tax purposes. This is the case whether you receive them in cash or reinvest them in additional Units. The amount of any reinvested distributions is added to your adjusted cost base (**ACB**) and thus reduces your capital gain or increases your capital loss when you redeem those Units, so that you do not pay tax twice on the same amount. The Funds will take steps so that capital gains, Canadian dividends and foreign source income will retain their character when paid to you. Canadian dividends are subject to the dividend gross-up and tax credit rules. The Funds will take steps to pass on to you the benefit of the enhanced dividend tax credit that is available with respect to certain eligible dividends received from Canadian corporations.

Distributions from the Funds may be treated as returns of capital. A distribution to you will generally be treated as a return of capital if distributions to you in the year exceed your share of the Fund's net income and net realized capital gains. A return of capital distribution is not included in your income for tax purposes, but will reduce the ACB of your Units on which it was paid. Where net reductions to the ACB of Units would result in an ACB becoming a negative amount, such amount will be treated as a capital gain realized by you and the ACB of your Units will then be adjusted to nil.

We provide you with T3 tax slips showing the amount and type of distributions (ordinary income, Canadian dividends, returns of capital, foreign income and/or capital gains) you received from each Fund, and showing any related foreign tax credits.

Adjusted cost base
The aggregate ACB of your Units in a Series of a Fund is made up of:

- The amount you paid for your Units, including sales commissions, plus
- Any reinvested distributions, minus
- Any return of capital distributions, minus
- The aggregate ACB of any Units already redeemed.

Your tax advisor can help you with these calculations.

Buying Units before a distribution date
If you buy Units before a distribution date, the distributions paid to you may include income or capital gains that arose before you owned your Units.

Portfolio turnover rate
The portfolio turnover rate is how often the portfolio manager or portfolio management team buys and sells securities for a Fund. The higher a Fund's portfolio turnover rate, the greater the chance that the Fund will have realized gains on the sale of investments, and therefore that you will receive a distribution of capital gains. Any gains realized by the Fund would be offset by any losses realized on its portfolio transactions. There is not necessarily a relationship between a high portfolio turnover rate and the performance of a Fund.

Tax impact of redeeming your Units
If you redeem Units with a NAV that is greater than the ACB, you will have a capital gain, but if you redeem Units with a NAV that is less than the ACB, you will have a capital loss. You may deduct any redemption expenses in calculating your capital gains or losses.

Generally, one-half of a capital gain is included in your income and you may deduct one-half of your capital losses from your taxable capital gains, subject to certain tax rules.

You must keep a record of the price you paid for your Units, any distributions you receive and the NAV of Units redeemed or switched. This record will allow you to calculate your ACB and capital gains or capital losses when you redeem your Units.

Tax impact of switching between the Funds or between Series of the same Fund
Switching Units of a Fund for Units of another Fund is considered a sale for tax purposes and the same tax rules apply as if you redeemed those Units.

A change of Units of one Series of a Fund to Units of the other Series of the same Fund will not be a disposition and will not result in a capital gain or capital loss. Any switch fees paid are considered a redemption as they are deducted from the amount you switch.

Registered plans

Portland Advantage Fund, Portland Canadian Focused Fund, Portland Canadian Balanced Fund, Portland Global Banks Fund, Portland Global Dividend Fund and Portland Global Income Fund are mutual fund trusts under the Tax Act and are expected to continue to be mutual fund trusts under the Tax Act at all times in the future. Portland Value Fund and Portland 15 of 15 Fund are each registered as a registered investment under the Tax Act for RRSPs, RRIFs and DPSPs. As such, Units of the Funds are qualified investments under the Tax Act for RRSPs, RRIFs, DPSPs, RESPs, RDSPs and TFSAs. You generally do not pay tax on distributions you receive in a registered plan as long as you do not make a withdrawal from the plan. You should consult with your own tax advisor as to whether Units of the Funds would be a "prohibited investment" under the Tax Act if held in your RRSPs, RRIFs, RESPs, RDSPs or TFSAs, in your particular circumstances as this may give rise to being subject to a tax equal to 50% of the fair market value. In general, this would be the case if the value of the Units of a Fund you hold, together with the value of Units held by those persons and partnerships who do not deal at arm's length with you, exceed 10% of the net asset value of that Fund.

Tax impact of redeeming or switching your Units

When you redeem or switch your Units, you generally do not pay tax unless you withdraw the proceeds you receive from your registered plan. In that case, you will generally pay tax on the amount you withdraw at your marginal tax rate. Special rules apply to RESPs while withdrawals from a TFSA are not subject to tax.

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 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 an agreement to buy mutual fund units and get your money back, or to make a claim for damages, if the Simplified Prospectus, Annual Information Form, Fund Facts or financial statements misrepresent any facts about the Fund. You must usually exercise these rights within a certain time period.

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 such as RRSPs), to the Canada Revenue Agency ("**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 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.

PART 2

Specific information about each of the mutual funds described in this document

You will find detailed descriptions of each of the Funds in this part of the Simplified Prospectus. Here are explanations of what you will find under each heading.

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.

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 measureable and non-measureable, 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 Advantage Fund	S&P/TSX Composite Total Return Index	The risk classification of Portland Advantage Fund is based on the Fund's return and the return of the S&P/TSX Composite Total Return Index. The S&P/TSX Composite Total Return Index is designed to provide a broad measure of the Canadian equity market.
Portland Canadian Balanced Fund	60% S&P/TSX Composite Total Return 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) S&P/TSX Composite Total Return Index and (b) iShares Core Canadian Universe Bond Index ETF TR. The S&P/TSX Composite Total Return Index is designed to provide a broad measure of the Canadian equity 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 Canadian Focused Fund	S&P/TSX Composite Total Return Index	The risk classification of Portland Canadian Focused Fund is based on the Fund's return and the return of the S&P/TSX Composite Total Return Index. The S&P/TSX Composite Total Return Index is designed to provide a broad measure of the Canadian equity market.
Portland Global Banks Fund	MSCI World Banks Total Return World Index	The risk classification of Portland Global Banks Fund is based on the Fund's return and the return of the MSCI World Banks Total Return World Index. The MSCI World Banks Total Return World Index is designed to provide a broad measure of large and mid-cap bank equity performance across 23 developed markets countries. All of the securities in the MSCI World Banks Total Return World Index are classified in the banks industry group (within the financial sector) according to the Global Industry Classification Standards.
Portland Global Income Fund	60% MSCI Total Return World Index / 40% J.P. Morgan U.S.	The risk classification of Portland Global Income Fund is based on the

	Aggregate Bond Index – Total Return Unhedged	Fund's return and the return of a blend of two indices: (a) MSCI Total Return World Index, and (b) J.P. Morgan U.S. Aggregate Bond Index – Total Return Unhedged. The MSCI Total Return World Index is designed to provide a broad measure of large and mid-cap equity performance across 23 developed markets countries. The J.P. Morgan U.S. Aggregate Bond Index – Total Return Unhedged is an index consisting of U.S. bonds with investments in primarily U.S. investment grade debt.
Portland Global Dividend Fund	MSCI Total Return World Index	The risk classification of Portland Global Dividend Fund is based on the Fund's return and the return of the MSCI Total Return World Index. The MSCI Total Return World Index is designed to provide a broad measure of large and mid-cap equity performance across 23 developed markets countries.
Portland Value Fund	MSCI Total Return World Index	The risk classification of Portland Value Fund is based on the Fund's return and the return of the MSCI Total Return World Index. The MSCI Total Return World Index is designed to provide a broad measure of large and mid-cap equity performance across 23 developed markets countries.
Portland 15 of 15 Fund	S&P 500 Total Return Index	The risk classification of Portland 15 of 15 Fund is based on the Fund's return and the return of the S&P 500 Total Return Index. The S&P 500 Total Return Index is designed to provide a broad measure of large-cap U.S. equities and includes 500 leading companies in the U.S.

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 Advantage Fund

Fund details

Fund type/CIFSC category	Canadian Focused Equity
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: 2.00% Series F: 1.00%
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 by investing primarily in a portfolio of Canadian equities.

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 capital growth and income while moderating the volatility of equities by primarily investing in a portfolio of equities/ADRs and which may include 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 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 in 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 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 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.

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
- Concentration risk (see note below)
- Currency risk
- Cybersecurity risk
- Derivatives risk
- Equity risk
- ETF risk
- Foreign investment risk
- Large transaction risk (see note below)
- Liquidity risk
- Loss restriction risk
- Real estate risk
- Regulatory risk
- Reinvestment risk
- Series risk
- Specialization risk
- Underlying fund risk

Concentration risk

During the 12 month period ended March 29, 2019, 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: Berkshire Hathaway Inc. (11.1%). Brookfield Asset Management Inc. (16.1%). ECN Capital Corp. (12.8%). Liberty Latin America Ltd. (17.1%).

Large transaction risk

As at March 29, 2019, one Unitholder held 14.3% of the NAV of the Fund. This Unitholder is an individual investor.

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 **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.

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, including Management Fee Distributions.

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*. Management Fee Distributions will be automatically reinvested in additional Units.

Fund expenses indirectly borne by investors*

	1 Year	**3 Years**	**5 Years**	**10 Years**
Series A	$29.70	$93.62	$164.10	$373.54
Series F	$17.82	$56.18	$98.46	$224.13

* 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 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: 2.00% Series F: 1.00%
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 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.

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
- 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
- Loss restriction risk
- Real estate risk
- Regulatory risk
- Reinvestment risk
- Series risk
- Specialization risk
- Underlying fund risk

Concentration risk

During the 12 month period ended March 29, 2019, 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: The Bank of Nova Scotia (10.0%). Citigroup Inc. (10.1%). Magna International Inc. (11.2%). Power Financial Corporation (10.8%). The Toronto-Dominion Bank (10.4%).

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.

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, including Management Fee Distributions.

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*. Management Fee Distributions will be automatically reinvested in additional Units.

Fund expenses indirectly borne by investors*

	1 Year	**3 Years**	**5 Years**	**10 Years**
Series A	$29.66	$93.50	$163.89	$373.05
Series F	$17.76	$55.99	$98.15	$223.41

* 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 Canadian Focused Fund

Fund details

Fund type/CIFSC category	Canadian Focused Equity
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: 2.00% Series F: 1.00%
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 by investing primarily in a portfolio of Canadian equities.

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 capital growth and income by investing primarily in a portfolio of equities and may also invest in 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 quality businesses. The investments of the Funds 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.

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
- 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
- Loss restriction risk
- Real estate risk
- Regulatory risk
- Series risk
- Specialization risk
- Underlying fund risk

Concentration risk

During the 12 month period ended March 29, 2019, the Fund held more than 10% of the net asset value of the Fund in securities of the following issuers and the maximum percentage held by the Fund was as follows: Bank of Montreal (10.2%). The Bank of Nova Scotia (10.5%). Canadian Imperial Bank of Commerce (10.7%). Citigroup Inc. (10.3%). The Goldman Sachs Group Inc. (10.6%). Magna International Inc. (11.6%). McKesson Corporation (10.1%). Power Financial Corporation (10.8%). Royal Bank of Canada (10.8%). The Toronto-Dominion Bank (10.8%). Walgreens Boots Alliance, Inc. (11.5%).

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.

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, including Management Fee Distributions.

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*. Management Fee Distributions will be automatically reinvested in additional Units.

Fund expenses indirectly borne by investors*

	1 Year	3 Years	5 Years	10 Years
Series A	$29.62	$93.38	$163.68	$372.58
Series F	$17.77	$56.03	$98.20	$223.54

***** 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 Banks Fund

Fund details[1]

Fund type/CIFSC category	Financial Services Equity
Securities offered	Series A, Series A2 and Series F Units of a mutual fund trust
Start date	Series A: December 19, 2013 Series A2: December 19, 2013 Series F: December 19, 2013
Registered plan eligibility	Yes
Annual management fee	Series A: 2.00% Series A2: 1.75% Series F: 1.00%
Portfolio manager	Portland Investment Counsel Inc. Burlington, Ontario

[1]The Fund was a closed-end investment fund, the Units of which were traded on the Toronto Stock Exchange. As at the close of business on December 13, 2013, the Fund converted into an open-end mutual fund. The Units outstanding prior to the conversion of the Fund were automatically converted to Series A2 Units upon the conversion.

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 bank equities.

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 of, or that provide exposure to, banks located anywhere in the world.

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, 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 quality businesses. The investments of the Funds 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 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.

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
- Capital depletion 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
- Loss restriction risk
- Real estate risk
- Regulatory risk
- Reinvestment risk
- Series risk
- Specialization risk
- Underlying fund risk

Concentration risk

During the 12 month period ended March 29, 2019, the Fund held more than 10% of the net asset value of the Fund in securities of the following issuers and the maximum percentage held by the Fund was as follows: Bank of America Corporation (12.0%). Barclays PLC (15.6%). Citigroup Inc. (17.9%). JPMorgan Chase & Co. (16.3%). The Royal Bank of Scotland Group PLC (10.6%).

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 **Medium to High** 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.

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, including Management Fee Distributions.

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*. Management Fee Distributions will be automatically reinvested in additional 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 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.

Fund expenses indirectly borne by investors*

	1 Year	**3 Years**	**5 Years**	**10 Years**
Series A	$29.70	$93.64	$164.13	$373.61
Series A2	$25.76	$81.21	$142.35	$324.03
Series F	$17.79	$56.09	$98.31	$223.79

* 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 Dividend Fund

Fund details[1]

Fund type/CIFSC category	Global Equity
Securities offered	Series A, Series A2 and Series F Units of a mutual fund trust
Start date	Series A: May 29, 2014 Series A2: May 29, 2014 Series F: May 29, 2014
Registered plan eligibility	Yes
Annual management fee	Series A: 2.00% Series A2: 1.85% Series F: 1.00%
Portfolio manager	Portland Investment Counsel Inc. Burlington, Ontario

[1]The Fund was a closed-end investment fund, the Units of which were traded on the Toronto Stock Exchange. As at the close of business on May 23, 2014, the Fund converted into an open-end mutual fund. The Units outstanding prior to the conversion of the Fund were automatically converted to Series A2 Units upon the conversion.

What does the Fund invest in?

Investment objective

The Fund's objective is to provide income and long-term total returns by investing primarily in a high-quality portfolio of global dividend paying equities.

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 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 quality businesses. The investments of the Funds 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.

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
- Capital depletion 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
- Loss restriction risk
- Real estate risk
- Regulatory risk
- Reinvestment risk
- Series risk
- Underlying fund risk

Concentration risk

During the 12 month period ended March 29, 2019, 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: BHP Group PLC (10.8%). Dufry AG (11.2%). Royal Dutch Shell PLC (10.2%).

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.

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, including Management Fee Distributions

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*. Management Fee Distributions will be automatically reinvested in additional 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 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.

Fund expenses indirectly borne by investors*

	1 Year	3 Years	5 Years	10 Years
Series A	$29.69	$93.60	$164.06	$373.44
Series A2	$26.74	$84.29	$147.74	$336.30
Series F	$17.76	$55.99	$98.13	$223.37

* 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 Income Fund

Fund details[1]

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: 1.65% Series F: 0.65%
Portfolio manager	Portland Investment Counsel Inc. Burlington, Ontario

[1]The Fund was a closed-end investment fund, the Units of which were traded on the Toronto Stock Exchange. As at the close of business on December 13, 2013, the Fund converted into an open-end mutual fund. The Units outstanding prior to the conversion of the Fund were automatically converted to Series A2 Units upon the conversion. Series A units were redesignated Series A2 units and Series A2 units of the Fund were renamed Series A units on April 20, 2018.

What does the Fund invest in?

Investment objective

The Fund's objective is to provide income and long-term total returns by investing primarily in a high-quality portfolio of fixed/floating rate income securities, preferred shares and dividend paying equities of issuers located anywhere in the world.

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 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 quality businesses. The investments of the Funds 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 will combine active and passive management. Allocation of the core component of the portfolio will be to a passive strategy (i.e. ETFs) and the balance to an active component. The core component of the portfolio may be more or less than 50% of the portfolio. Rebalancing will be done at the discretion of the Portfolio Manager.

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.

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
- Capital depletion risk
- 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
- Loss restriction 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.

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, including Management Fee Distributions.

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*. Management Fee Distributions will be automatically reinvested in additional 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 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.

Fund expenses indirectly borne by investors*

	1 Year	**3 Years**	**5 Years**	**10 Years**
Series A	$25.31	$79.77	$139.83	$318.28
Series F	$15.02	$47.36	$83.02	$188.97

* 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 Value Fund

Fund details

Fund type/CIFSC category	Global Equity
Securities offered	Series A and Series F Units of a mutual fund trust
Start date	Series A: May 19, 2015 Series F: May 19, 2015
Registered plan eligibility	Yes
Annual management fee	Series A: 2.00% Series F: 1.00%
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 by investing primarily in a portfolio of global equities.

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 capital growth by investing primarily in a global portfolio of equities/ADR's.

A current strategy of the Fund is to invest in liquid, large cap stocks, which the Portfolio Manager believes are undervalued and/or have the potential of increased returns due to activist investor initiatives.

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 quality businesses that it believes are undervalued. 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 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 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.

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
- 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
- Large transaction risk (see note below)
- Liquidity risk
- Loss restriction risk
- Real estate risk
- Regulatory risk
- Reinvestment risk
- Series risk
- Specialization risk
- Underlying fund risk

Concentration risk

During the 12 month period ended March 29, 2019, the Fund had invested more than 10% of the net asset value of the Fund in securities of the following issuers and the maximum percentage invested by the Fund was as follows: Baytex Energy Corp. (11.0%). Berkshire Hathaway Inc. (11.9%). Brookfield Business Partners L.P. (12.3%). Liberty Latin America Ltd. (10.9%). Nomad Foods Limited (18.9%). Pershing Squares Holdings, Ltd. (12.7%).

Large transaction risk

As at March 29, 2019, one Unitholder held 27.9% of the NAV of the Fund. This Unitholder is an affiliate of the Manager.

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 **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.

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, including Management Fee Distributions.

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*. Management Fee Distributions will be automatically reinvested in additional Units.

Fund expenses indirectly borne by investors*

	1 Year	**3 Years**	**5 Years**	**10 Years**
Series A	$31.82	$100.32	$175.84	$400.26
Series F	$19.64	$61.93	$108.55	$247.09

* 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 15 of 15 Fund

Fund details

Fund type/CIFSC category	Global Equity
Securities offered	Series A and Series F Units of a mutual fund trust
Start date	Series A: April 28, 2017 Series F: April 28, 2017
Registered plan eligibility	Yes
Annual management fee	Series A: 2.00% Series F: 1.00%
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 by investing primarily in a portfolio of global equities.

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 capital growth and income by primarily investing in a portfolio of equities/ADRs and which may include ETFs with a focus on North American listed companies. The Fund is not restricted geographically in its investments.

In selecting its investments, the Fund employs 15 principles/attributes which the Portfolio Manager believes will result in successful wealth creation. These include the principles of the investment philosophy of the Portfolio Manager described under *Portland Philosophy* combined with attributes of public companies that are similar to attributes of successful private (or private-like) businesses. These attributes include businesses which are owner operated, that have concentrated ownership, that employ autocratic and/or entrepreneurial management, that have low management turnover, that have long term business goals and whose value is driven by fundamentals.

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 Portfolio Manager seeks to achieve the fundamental investment objective of the Fund by investing in quality businesses that it believes are undervalued. 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 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 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.

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
- Concentration risk (see note below)
- Currency risk
- Cybersecurity risk
- Derivatives risk
- Equity risk
- ETF risk
- Foreign investment risk
- Liquidity risk
- Loss restriction risk
- Real estate risk
- Regulatory risk
- Reinvestment risk
- Series risk
- Specialization risk
- Underlying fund risk

Concentration risk

During the 12 month period ended March 29, 2019, the Fund had invested more than 10% of the net asset value of the Fund in securities of the following issuers and the maximum percentage invested by the Fund was as follows: Royal Bank of Canada (15.7%).

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.

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, including Management Fee Distributions.

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*. Management Fee Distributions will be automatically reinvested in additional Units.

Fund expenses indirectly borne by investors*

	1 Year	**3 Years**	**5 Years**	**10 Years**
Series A	$29.70	$93.62	$164.09	$373.51
Series F	$17.81	$56.15	$98.43	$224.05

* 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 Advantage Fund

Portland Canadian Balanced Fund

Portland Canadian Focused Fund

Portland Global Banks Fund

Portland Global Dividend Fund

Portland Global Income Fund

Portland Value Fund

Portland 15 of 15 Fund

You can find more information about each Fund in our Annual Information Form, each Fund's Fund Facts and management report of fund performance and financial statements. 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 it.

For a free copy of these documents, call us toll-free at 1-888-710-4242 or ask your dealer. 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**.**