



PORTLAND
INVESTMENT COUNSEL™

PORTLAND CANADIAN BALANCED FUND
ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

SEPTEMBER 30, 2014

PORTFOLIO
MANAGEMENT TEAM

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Management Discussion of Fund Performance Portland Canadian Balanced Fund

This annual management report of fund performance contains financial highlights, but does not contain either interim or annual financial statements of the investment fund. You can get a copy of the interim or annual financial statements at your request, and at no cost, by calling 1-888-710-4242, by writing to us at 1375 Kerns Road, Suite 100, Burlington, ON L7P 4V7 or visiting our website at www.portlandic.com or SEDAR at www.sedar.com.

Securityholders may also contact us using one of these methods to request a copy of the investment fund's proxy voting policies and procedures, proxy voting disclosure record, or quarterly portfolio disclosure.

The views of the portfolio management team contained in this report are as of September 30, 2014 and this report is not intended to provide legal, accounting, tax or specific investment advice. Views, portfolio holdings and allocations may have changed subsequent to this date. For current information please contact us using the above methods. All references to performance relate to Series F units. The performance of other units may be different than that of the Series F units due to differing fees.

INVESTMENT OBJECTIVE AND STRATEGIES

The investment objective of the Portland Canadian Balanced Fund (the "Fund") remains as discussed in the prospectus. 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 securities and Canadian equities. The Fund seeks to provide income and capital growth by investing in a diversified portfolio of common equities, preferred shares, income securities and exchange-traded funds (ETFs). The Fund may invest up to 49% in foreign securities in a manner consistent with its investment objective.

RISK

The overall risk level has not changed for the Fund and remains as discussed in the Prospectus. Investors should be able to accept a low to medium level of risk and plan to hold for the medium to long term.

RESULTS OF OPERATIONS

For the year ended September 30, 2014, the Fund's benchmark, the S&P/TSX Composite Total Return Index, had a return of 20.4%. For the same period, the Fund had a return of 8.8%. For the full period since launch of the Fund on October 31, 2012 to September 30, 2014, the S&P/TSX Composite Total Return Index had an annualized return of 13.7%. For the same period, the Fund had an annualized return of 14.3%. Unlike the Index, the Fund's return is after the deduction of its fees and expenses.

The Fund's net asset value at September 30, 2014 was \$3.8 million. On a cumulative basis since its inception, the Fund has experienced both positive net sales and positive investment performance. Asset mix at September 30, 2014 was common equities, 37.5%; cash and other assets, 50.5%; and fixed income, 12.0%. By geography, assets were invested in securities of issuers based in Canada, 75.9%; the

United States, 20.8%; and the U.K., 3.3%. The percentage held in cash at September 30, 2014 was unusually high as a result primarily of recent new fund subscriptions that had not yet been invested. We believe that the Fund is well-positioned to continue to meet its investment objectives as outlined above.

The top five contributors to the Fund's performance were JPMorgan Chase & Company, National Bank of Canada, Fortis Inc., The Bank of Nova Scotia and RioCan Real Estate Investment Trust. Four of these businesses are classified in the Financial Services industry sector. Common shares of financial services companies generally performed well, aided by attractive valuations at the start of the period, economic growth, low interest rates and low loan losses. The fifth company, Fortis Inc., is Canada's largest investor-owned utility. It, too, benefited from a relatively low valuation at the start of the period and low interest rates which have supported higher valuations for predictable companies with rising dividends.

The worst performer in the Fund was EnSCO PLC, one of the world's largest offshore drillers. Its share price fell materially in response to weaker oil prices and industry overcapacity. The Fund's fixed income exchange-traded funds (ETFs) also lagged the performance of equity markets. Given the prospect of low returns on fixed income investments, we have kept the fixed income weighting in the Fund at a low level. Another important drag on the Fund's performance was cash. New subscriptions have come into the Fund at a time of generally high asset prices. We believe that Fund investors will be better served in the long run by being patient and awaiting opportunities rather than committing capital at unattractive prices. In the short term, however, the Fund's high cash weighting has caused its performance to lag that of equity markets which have been steadily rising.

RECENT DEVELOPMENTS

Over the last three years, North American equity markets have appreciated at a faster rate than earnings growth. As a result, equity market valuations, such as price-earnings ratios, have generally increased. At the same time, interest rates, and therefore the yields on fixed income securities, have remained at historically low levels. In this environment, it has become more difficult to find attractively valued securities hence the Fund is defensively positioned as noted above. The portfolio management team continues to believe that the Fund's focused portfolio of high quality companies, together with its cash reserves, positions the Fund well to meet its investment objective over the longer term.

RELATED PARTY TRANSACTIONS

The Fund's manager is Portland Investment Counsel Inc. (the "Manager"). The Manager is responsible for the day-to-day operation of and for providing investment management services to the Fund. The Manager receives a fee for providing these services. This is calculated daily based on the net asset value of the Fund and paid monthly. During the period ended September 30, 2014, the Manager received \$40,011 in management fees from the Fund compared to \$5,888 for the period ended September 30, 2013.

Any administrative services paid for or provided by the Manager are charged to the Fund and are grouped and presented by expense type in the statements of operations. Depending on their nature, some expenditures are allocated to the Fund based upon the net asset value or actual costs incurred. During the period ended September 30, 2014, the Manager was reimbursed \$11,456 for operating expenses incurred on behalf of the Fund, including amounts paid to affiliates. This compares to \$1,581 for period ended September 30, 2013.

Affiliates of the Manager provide administrative services associated with the day-to-day operations of the Fund. These affiliates of the Manager were reimbursed \$2,826 during the period ended September 30, 2014 by the Fund for such services, compared to \$1,385 during the period ended September 30, 2013.

The Board of Directors of the manager is responsible for reviewing and approving the financial statements and overseeing management's performance of its financial reporting responsibilities.

As at September 30, 2014, the Manager did not hold any units of the Fund (12,500 Series A units and 2,500 Series F units of the Fund as at December 31, 2013).

Notes

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

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

Summary of Investment Portfolio as at September 30, 2014

Top 25 Investments*

	% of Net Asset Value
Cash and Cash Equivalents	50.8%
Franklin Resources Inc.	6.8%
AFLAC Inc.	6.7%
National Bank of Canada	4.6%
The Bank of Nova Scotia	4.4%
iShares Core Canadian Short Term Corporate Maple Bond Index ETF	4.2%
iShares 1-5 Year Laddered Corporate Bond Index ETF	4.1%
International Business Machines Corporation	3.9%
JPMorgan Chase & Company	3.4%
EnSCO PLC Class 'A'	3.3%
RioCan Real Estate Investment Trust	2.8%
Fortis Inc. 4.000% 'Convertible Bond' January 9, 2024	2.4%
Bank of Montreal	1.6%
iShares Canadian Corporate Bond Index ETF	0.6%
iShares Core High Quality Canadian Bond Index ETF	0.5%
iShares Canadian Universe Bond Index ETF	0.2%
Grand Total	100.3%

Total net asset value **\$3,801,819**

* Where the Fund holds less than 25 holdings, all investments have been disclosed. There may be other assets and liabilities which are not included, and therefore the summary does not add up to 100%.

The investment portfolio may change due to ongoing portfolio transactions of the investment fund. Quarterly updates are available within 60 days of each quarter end by visiting www.portlandic.com or contacting us at 1-888-710-4242.

Portfolio Composition

Sector	
Cash and Other Assets	50.5%
Financials	30.3%
Exchange Traded Fund	9.6%
Information Technology	3.9%
Energy	3.3%
Corporate Bonds	2.4%
Geographic Region	
Cash and Other Assets	50.5%
US Equity	20.8%
Canadian Equity	13.4%
Canadian Fixed Income	9.6%
Foreign Equity	3.3%
Corporate Bonds	2.4%

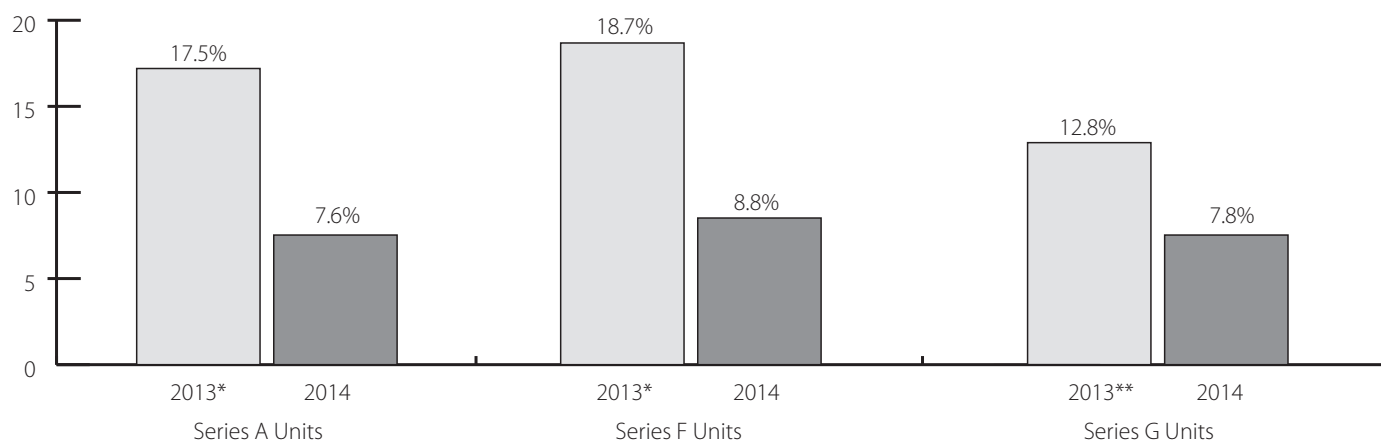
Cash and Other Assets refers to cash on hand plus all other assets and liabilities in the Fund excluding portfolio investments.

Past Performance

The past performance information shown in this section is calculated using the net asset value per unit and assumes that all distributions made by the investment fund in the periods shown were reinvested in additional securities of the investment fund. The past performance information does not take into account sales, redemptions, distribution or other optional charges or income taxes payable by the unitholder that would have reduced returns or performance. Investment funds are not guaranteed, their values change frequently and past performance may not be repeated.

Year-By-Year Returns

The graphs show the annual historical returns of the applicable series of units, which change each year. Annual return is the percentage change in the value of an investment from October 1 to September 30 (unless otherwise stated).



*Return for 2013 represents a partial year starting October 31, 2012 to September 30, 2013.

**Return for 2013 represents a partial year starting March 14, 2013 to September 30, 2013.

Annual Compound Returns

The table below shows the historical compound returns of the applicable series of units and the S&P/TSX Composite Total Return Index (the "Index"). The Index comprises approximately 95% of the Canadian equities market and is the primary gauge for Canadian-based, Toronto Stock Exchange listed companies.

Series of Units	Inception Date	Since Inception	One Year	Three Year	Five Year	Ten Year
Series A	October 31, 2012	13.0%	7.6%	-	-	-
Index		13.7%	20.4%	-	-	-
Series F	October 31, 2012	14.3%	8.8%	-	-	-
Index		13.7%	20.4%	-	-	-
Series G	March 14, 2013	9.5%	7.8%	-	-	-
Index		14.5%	20.4%	-	-	-

Comparison to the Index: During the year ended September 30, 2014, the Fund experienced a return below that of the Index. Performance will vary by class largely due to the extent that fees and expenses may differ between classes. Since the Fund does not necessarily invest in the same securities as the Index or in the same proportion, the performance of the Fund is not expected to equal that of its benchmark.

Management Fees

The Manager is responsible for the day-to-day management and administration of the Fund. The Manager monitors and evaluates the performance of the Fund, pays for the investment management services of the investment adviser and arranges for the administrative services required to be provided to the Fund. As compensation for its service, the Manager is entitled to receive a fee, payable monthly, calculated based on the daily net asset value of the Fund.

Series of Units	Management Fee (%)	Expenses Paid Out of the Management Fee (%)		
		Dealer compensation	General administration, investment advice and profit	Absorbed expenses
Series A	2.00%	100%	-	-
Series F	1.00%	-	-	100%
Series G	2.00%	50%	-	50%

Financial Highlights

The following tables show selected key financial information about the Fund and is intended to help you understand the Fund's financial performance for the past 5 periods or, if shorter, the periods since inception of the Fund. The information in the table below is for the period from October 1 to September 30, or inception date to September 30 in the inception period.

Series A Units - Net Assets per unit^(a)

For the periods ended	2014	2013
Net assets, beginning of the period	\$11.75	\$10.00 ^(b)
Increase (decrease) from operations:		
Total revenue	0.30	0.27
Total expenses	(0.35)	(0.29)
Realized gains (losses)	0.11	0.60
Unrealized gains (losses)	0.68	0.49
Total increase (decrease) from operations ²	0.74	1.07
Distributions to unitholders:		
From income	-	-
From dividends	(0.01)	-
From capital gains	-	-
Return of capital	-	-
Total annual distributions ³	(0.01)	-
Net assets, end of period ⁴	\$12.62	\$11.75

Series A Units - Ratios/Supplemental Data

For the periods ended	2014	2013
Total net asset value	\$2,419,511	\$985,388
Number of units outstanding	191,592	83,867
Management expense ratio ⁵	2.79%	2.76% *
Management expense ratio before waivers or absorptions	7.43%	42.27% *
Trading expense ratio ⁶	0.02%	0.10% *
Portfolio turnover rate ⁷	11.71%	123.73%
Net asset value per unit	\$12.63	\$11.75

Series F Units - Net Assets per unit^(a)

For the periods ended	2014	2013
Net assets, beginning of the period	\$11.87	\$10.00 ^(b)
Increase (decrease) from operations:		
Total revenue	0.29	0.29
Total expenses	(0.20)	(0.14)
Realized gains (losses)	0.06	0.82
Unrealized gains (losses)	0.42	0.78
Total increase (decrease) from operations ²	0.57	1.75
Distributions to unitholders:		
From income	-	-
From dividends	(0.05)	-
From capital gains	-	-
Return of capital	-	-
Total annual distributions ³	(0.05)	-
Net assets, end of period ⁴	\$12.86	\$11.87

Series F Units - Ratios/Supplemental Data

For the periods ended	2014	2013
Total net asset value	\$1,275,406	\$47,101
Number of units outstanding	99,161	3,969
Management expense ratio ⁵	1.66%	1.64% *
Management expense ratio before waivers or absorptions	5.09%	19.14% *
Trading expense ratio ⁶	0.02%	0.10% *
Portfolio turnover rate ⁷	11.71%	123.73%
Net asset value per unit	\$12.86	\$11.87

Series G Units - Net Assets per unit^(a)

For the periods ended	2014	2013
Net assets, beginning of the period	\$10.68	\$10.00 ^(b)
Increase (decrease) from operations:		
Total revenue	0.32	0.17
Total expenses	(0.30)	(0.14)
Realized gains (losses)	0.08	0.46
Unrealized gains (losses)	0.16	0.20
Total increase (decrease) from operations ²	0.26	0.69
Distributions to unitholders:		
From income	-	-
From dividends	-	-
From capital gains	-	-
Return of capital	-	-
Total annual distributions ³	-	-
Net assets, end of period ⁴	\$11.51	\$10.68

Series G Units - Ratios/Supplemental Data

For the periods ended	2014	2013
Total net asset value	\$106,902	\$6,649
Number of units outstanding	9,285	622
Management expense ratio ⁵	2.54%	2.59% *
Management expense ratio before waivers or absorptions	7.23%	27.63% *
Trading expense ratio ⁶	0.02%	0.10% *
Portfolio turnover rate ⁷	11.71%	123.73%
Net asset value per unit	\$11.51	\$10.68

[†] Initial offering price

* Annualized

Explanatory Notes

- This information is derived from the Fund's audited annual financial statements. The net assets per unit presented in the financial statements differs from the net asset value calculated for fund pricing purposes. An explanation of these differences can be found in the notes to the financial statements.
 - The following series of the Fund commenced operations on the following dates, which represents the date upon which securities of a series were first purchased by investors.

Series A Units	October 31, 2012
Series F Units	October 31, 2012
Series G Units	March 14, 2013
- Net assets and distributions are based on the actual number of units outstanding at the relevant time. The increase/decrease from operations is based on the weighted daily average number of units outstanding over the financial period.
- Distributions are paid out in cash/reinvested in additional shares of the Fund, or both.
- This is not a reconciliation of the beginning and ending net assets per unit.

- The management expense ratio ("MER") is based on total expenses (excluding commission and other portfolio transaction costs) for the stated period and is expressed as an annualized percentage of daily average net asset value during the period. The Manager may absorb certain expenses otherwise payable by the Fund. The amount of expenses absorbed is determined annually at the discretion of the Manager.
- The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of the daily average net asset value during the period.
- The Fund's portfolio turnover rate indicates how actively the Fund's portfolio advisor manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Fund buying and selling all of the securities in its portfolio once in the course of the period. The higher a fund's portfolio turnover rate in a period, the greater the trading costs payable by the fund in the period, and the greater the chance of an investor receiving taxable capital gains in the period. There is not necessarily a relationship between a high turnover rate and the performance of a fund.

Portfolio turnover rate is calculated based on the lesser of the cumulative cost of purchases or cumulative proceeds of sales divided by the average market value of the portfolio, excluding short-term investments.



Historical annual compounded total returns as at September 30, 2014 include changes in unit value and distributions reinvested and do not take into account sales, redemption, distribution or optional charges or income taxes payable by any unitholder that would have reduced returns. Commissions, service fees, management fees and expenses may be associated with investment funds. Investment funds are not guaranteed, their values change frequently and past performance may not be repeated. Please read the prospectus before investing. PORTLAND, PORTLAND INVESTMENT COUNSEL and the Clock Tower Design are trademarks of Portland Holdings Inc. used under licence by Portland Investment Counsel Inc.

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