

**Annual Report of the Independent Review Committee to the Securityholders of
the Willoughby Group of Funds**

February 22nd, 2022

Dear Securityholder,

In accordance with **National Instrument 81-107 *Independent Review Committee for Investment Funds*** ("NI 81-107" or the "Instrument"), the Manager established an Independent Review Committee (the "Committee" or "IRC") for the Funds on February 12, 2016. The IRC has functioned in accordance with the applicable securities laws and is composed of three individuals, each of whom is independent of the Funds, the Manager and each entity related to the Manager (as defined in the Instrument).

The IRC is pleased to publish its annual report to securityholders of the Funds as listed at the end of this Report (the "Funds"), covering the period from January 1, 2021 to December 31, 2021 (the "Reporting Period").

Mandate of the IRC

In accordance with the Instrument, the mandate of the IRC is to consider and provide decisions to the Manager on conflicts of interest to which the Manager may be subject when managing the Fund. The Manager is required under the Instrument to identify potential conflicts of interest inherent in its management of the Fund, develop written policies and procedures guiding its management of those conflicts and request input from the IRC on those written policies and procedures, hereinafter referred to as the Conflict-of-Interest Matters manual.

When a conflict matter arises, the Manager must refer its proposed course of action in respect of such conflict to the IRC for its review. While certain matters require the IRC's prior approval, in most cases the IRC will provide a decision to the Manager as to whether in the opinion of the IRC, the Manager's proposed action provides a fair and reasonable result for the Fund. For recurring conflict of interest matters, the IRC can provide the Manager with Standing Instructions ("SI's") that enable the Manager to proceed with certain matters without having to refer them to the IRC each time for approval, providing the Manager deals with the conflicts in accordance with the SI's.

The IRC is empowered to represent the best interest of the Funds in any matter where the Manager has referred a conflict-of-interest matter to it. In those cases, the IRC has sought to ensure that the Manager's proposed course of action represents a fair and reasonable result for the Fund.

The IRC has engaged Independent Review Inc. to assist it in its duties in accordance with the provisions of the Instrument and the IRC's written charter, to provide certain administrative and record keeping functions, and to act as the IRC's independent secretariat.

Composition of the IRC

The current members of the IRC, and their principal occupations, are as follows:

| Name and Municipality of Residence | Principal Occupation | Term of Office |
|---|--|--|
| Chair: Kevin Drynan, Clarksburg, Ontario | Consultant, Retired Financial Services Executive | Initial Appointment: February 12, 2016 Re-appointed: Three years from January 1, 2021 |
| Sue Fawcett, Calgary Alberta | Chartered Financial Analyst | Appointed February 12, 2016 Resigned effective December 31, 2021 |
| Michael Boyd, Caledon, Ontario | Corporate Director | Appointed February 12, 2016 Re-appointed: Three years from January 1, 2020 |
| Michèle McCarthy, Toronto, Ontario | President McCarthy Law Professional Corp. | Initially Appointed: January 1, 2022 for a period of three years |

Sue Fawcett resigned effective December 31, 2021. As part of its succession process, the IRC reviewed several candidates. On September 14, 2021, the IRC met and appointed Michele McCarthy to replace Sue Fawcett on the Willoughby IRC, for an initial term of three years effective January 1, 2022. Kevin Drynan was appointed as Chair, replacing Sue Fawcett.

Compensation and Indemnification

Review of Compensation

At least annually, the IRC reviews its compensation considering the following:

- the nature and extent of the workload of each member of the IRC, including the commitment of time and energy expected from each member;
- the number of meetings required by the IRC including special meetings to consider conflict issues brought to the committee;
- industry best practices, including industry averages and surveys on IRC compensation; and,
- the complexity of the conflict issues brought to the IRC.

The IRC reviewed comparable benchmarks and has determined not to make any changes in the Members' compensation at this time.

Members' Fees

In aggregate, the IRC members were paid \$30,000 during the Reporting Period.

Indemnities Granted

The Funds and the Manager have provided each IRC Member with a contractual indemnity in keeping with NI 81-107. No payments were paid to the IRC Members pursuant to this indemnity by the Funds or the Manager during the Reporting Period.

Disclosure of IRC Members' Holdings

As of December 31, 2021, the IRC Members did not beneficially own, directly or indirectly:

- any units of any of the Willoughby Funds;
- any interests in the Manager; or,
- any interests in a company or person that provides services to the Manager or the Fund.

Decisions and Approvals

The IRC did not provide any decisions or approvals during the Reporting Period.

Standing Instructions Approved

The IRC has approved one SI, which constitute a written approval or decision from the IRC that permits the Manager to proceed with the specific action(s) set out in an SI on an ongoing basis, without having to refer the conflict-of-interest matter or its proposed action to the IRC, provided that the Manager complies with the terms and conditions of the SI. The SI required the Manager to comply with its related policy and procedures and to report periodically to the IRC.

Standing Instruction No. 1: Omnibus. (Amended March 4, 2020)

This SI deals with several conflicts of interest matters including:

Appendix A:

1. Fees and Expenses
2. Trade Allocations
3. Portfolio Pricing Issues
4. Pricing Errors and other Errors
5. Broker Selection
6. Soft Dollar Arrangements
7. Distribution Issues
8. Showing Favoritism
9. Proxy Voting
10. Sub-managers and Sub-advisors
11. Outsourcing to Third-party Services
12. Personal Trading
13. Market Timing
14. Client Complaints
15. Capacity Issues

Manager's Report on its Standing Instructions

In accordance with the Instrument, the Manager provided a written report to the IRC describing its reliance on the SI during the Reporting Period. The Manager relied on the SI during the Reporting Period.

Funds Served by the IRC

Willoughby Investment Pool

This report is available on Manager's website at <http://willoughbyasset.com> you may request a copy, at no cost to you, by contacting the Manager at 1-877-588-6822 or by emailing the Funds at admin@willoughbyasset.com. This document and other information about the Funds are available on www.sedar.com.

Yours truly,

"Kevin Drynan"

Kevin Drynan Chair

The Willoughby Independent Review Committee

Sue Fawcett serves as a member of the Independent Review Committees for the following funds:

Investment funds that are reporting issuers managed by Hamilton Capital Partners Inc.
Investment funds that are reporting issuers managed by the Horizons Group; and
Investment funds that are reporting issuers managed by Willoughby Asset Management Inc.

Michael Boyd serves as a member of the Independent Review Committees for the following funds:

Investment funds that are reporting issuers managed by Fiera Capital Corporation.
Investment funds that are reporting issuers managed by Willoughby Asset Management Inc.

Kevin Drynan serves as a member of the Independent Review Committees for the following funds:

Investment funds that are reporting issuers managed by Evolve Funds Group Inc.
Investment funds that are reporting issuers managed by Genus Capital Management Inc.; and
Investment funds that are reporting issuers managed by Sprott Asset Management Inc.
Investment funds that are reporting issuers managed by Willoughby Asset Management Inc.

Michele McCarthy serves as a member of the Independent Review Committees for the following funds:

Investment funds that are reporting issuers managed by Edgehill Partners L.P.
Investment funds that are reporting issuers managed by Northwest & Ethical Investments L.P.
Investment funds that are reporting issuers managed by Picton Mahoney Asset Management
Investment funds that are reporting issuers managed by PIMCO Canada Corp.
Investment funds that are reporting issuers managed by Sprott Asset Management Inc.
Investment funds that are reporting issuers managed by Hazelview Securities Inc.
Investment funds that are reporting issuers managed by Willoughby Asset Management Inc.