



E D G E P O I N T

Independent Review Committee

Annual report to investors for the year ended December 31, 2019

Dear Investor,

An Independent Review Committee (“the IRC”) was established August 6, 2008 for mutual funds (collectively, the “Portfolios”) managed by EdgePoint Wealth Management Inc. (“EdgePoint”, or the “Manager”), and sub-advised by EdgePoint Investment Group Inc. (“Investment Advisor”). This IRC was created pursuant to the provisions of National Instrument 81-107 – *Independent Review Committee for Investment Funds (NI 81-107)*.

Securities regulators have given the IRC the role of reviewing Portfolio conflict of interest matters identified and referred to us by EdgePoint and have asked us to give our approval or recommendation on such matters. The objective of the IRC is to determine whether the Manager’s proposed action achieves a fair and reasonable result for the Portfolios and their investors.

At least once, on an annual basis, the IRC reviews and assesses the adequacy and effectiveness of the policies and procedures relating to conflict of interest matters in respect of the Portfolios, and conducts a self-assessment of the IRC’s independence, compensation and effectiveness.

Members of the IRC

Name	Residence
David Cohen	Montreal, QC
Scott Cooper	Denver, CO
Joseph Shaw (Chair)	Toronto, ON

The members listed above were appointed on August 6, 2008. There have been no changes in the composition of the IRC since its inception date.



Holdings of Securities

The IRC members held securities in the Portfolios, the Manager and the Portfolios' service providers as outlined below:

a) Portfolios

As at December 31, 2019, members of the IRC did not beneficially own, directly or indirectly, in aggregate, in excess of 10% of the outstanding units of any series of the Portfolios covered by this report;

b) Manager

As at December 31, 2019, no members of the IRC beneficially owned, directly or indirectly, any class or series of voting or equity securities of the Manager; and

c) Service Providers

As at December 31, 2019, no members of the IRC beneficially owned, directly or indirectly, any class or series of voting or equity securities of a person or company that provides services to the Portfolios or the Manager with respect to its Portfolio business.

IRC Compensation and Indemnities

The aggregate compensation and expenses paid by the Portfolios to the IRC for the period of January 1, 2019 to December 31, 2019 was \$51,206. This amount was allocated proportionately among the following Portfolios:

- EdgePoint Canadian Portfolio
- EdgePoint Global Portfolio
- EdgePoint Canadian Growth & Income Portfolio
- EdgePoint Global Growth & Income Portfolio

The initial compensation of the IRC was set by the Manager. On an annual basis, the IRC reviews their compensation, taking into consideration the Manager's recommendations and giving consideration to the following:

- The best interests of the Portfolios and their investors;
- Industry best practices, including industry averages and any surveys on IRC compensation;
- The number, nature and complexity of the Portfolios; and



- The nature and extent of the workload of each member of the IRC, including the commitment of time and energy that is expected from each member.

No indemnities were paid to the IRC or any members by the Portfolios or the Manager during the period.

Conflict of Interest Matters

The mandate of the IRC is to review all conflict of interest matters identified and referred to it by the Manager and give its approval or recommendation, depending on the nature of the interest matter. The IRC has the authority to grant a standing instruction which is a written approval or recommendation that permits the Manager to proceed with the specific actions set out in the standing instruction, without repeatedly referring the matter to the IRC.

Recommendations with Standing Instructions

During the period, the IRC reviewed, and where appropriate, arranged for periodic reporting on certain conflict of interest matters referred to it by the Manager. The IRC has provided the Manager with standing instructions on the following policies which were relied upon by the Manager:

- Allocation of Fees and Expenses
- Brokerage, Execution, and Fairness
 - Best Execution
 - Use of Client Brokerage Commissions
 - Inter-Fund Trading
- Complaints
- Gifts and Entertainment
- Net Asset Value Error Corrections
- Personal Trading
- Securities valuation
- Proxy voting

Conflict of Interest Matters Requiring IRC Approval

During the period, there were no conflict of interest matters referred to the IRC for approval.



Compliance

The IRC is not aware of any instance in which the Manager acted in a conflict of interest manner or contrary to the recommendations of the IRC. The Manager has an obligation to notify the IRC of any such instances.

We appreciate EdgePoint's consistent support and openness in assisting the IRC toward achieving its objectives and look forward to continuing to serve in the best interests of the Portfolios and their investors.

Cordially,

(signed) *Joseph Shaw*

Joseph D. Shaw, Chair of the IRC

February 16th, 2020