

**Annual Report of the Independent Review Committee of the
Genus Group of Funds (the "Funds")**

March 24th, 2020

IRC Annual Report to: Securityholders in the Genus Group of Funds (the "Funds") as listed at the end of this report

Dear Securityholder,

The Manager established an Independent Review Committee (the "Committee" or "IRC") for the Manager's Prospectus and Non-prospectus funds on August 14, 2017. The Committee operates in accordance with **National Instrument 81-107 *Independent Review Committee for Investment Funds*** ("NI 81-107" or the "Instrument"). The IRC 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 Manager received an exemptive relief order from the British Columbia Securities Commission as principal regulator dated September 6, 2019. The Manager received relief that the funds set out in Schedule 1, which were the Prospectus Funds, would no longer be offered by way of Simplified Prospectus. Accordingly, all of the funds covered by this report are now non-reporting issuers.

The IRC is pleased to publish its annual report to securityholders, covering the period from January 1, 2019 to December 31, 2019 (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 Funds. The Manager is required under the Instrument to identify potential conflicts of interest inherent in its management of the Funds, 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 or not, 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, Toronto, Ontario	Consultant, Financial Executive	Retired Services Appointed August 14, 2017 to December 31, 2019 Term: Three years from January 1, 2020
Eamonn McConnell, Toronto, Ontario	Consultant, Director, Capital	Managing Kensington Appointed August 14, 2017 Term: Three years from January 1, 2019
Geoff Salmon, Barrie Ontario	Managing Independent Review Inc.	Director, Appointed August 14, 2017 Term: Two years from January 1, 2019

On November 13, 2019 Kevin Drynan was re-appointed to the IRC with effect from January 1, 2020 for a period of three years.

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 determined that compensation for 2020 should be increased to \$40,000.

Members' Fees

In aggregate, the IRC members were paid \$30,000 plus applicable taxes, 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 at December 31, 2019, the IRC Members did not beneficially own, directly or indirectly:

- any units of any of the Genus 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.

This SI deals with several conflicts of interest matters including:

1. Fees and Expenses
2. Trade Allocations
3. Portfolio Pricing Issues
4. Pricing Errors and other Errors
5. Broker Selection
6. Showing Favoritism
7. Outsourcing to Third-party Services
8. Personal Trading
9. Client Complaints
10. 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

- Genus Government Bond Fund
- Genus Short-Term Bond Fund
- Genus Dividend Equity Fund
- Genus Fossil Free Corporate Bond Fund
- Genus Fossil Free Dividend Equity Fund
- Genus Fossil Free CanGlobe Equity Fund
- Genus Fossil Free High Impact Equity Fund
- Genus Canadian T-Bill Fund
- Genus Strategic Bond Fund
- Genus Commercial Mortgage Fund
- Genus Canadian Alpha Fund
- Genus Global Alpha Fund
- Genus CanGlobe Equity Fund
- Genus Emerging Markets Equity Fund
- Genus Balanced Fund

This report is available on Manager's website at <https://genuscap.com/> or you may request a copy, at no cost to you, by contacting the Manager at 1 800 668 7366 or email the Funds at info@genuscap.com. This document and other information about the Funds are available on www.sedar.com

Yours truly,

"Kevin Drynan"

Chair: Kevin Drynan

SCHEDULE 1: Funds Subject to the Exemptive Relief Order

Genus Government Bond Fund,
Genus Short-Term Bond Fund,
Genus Dividend Equity Fund,
Genus Fossil Free Corporate Bond Fund,
Genus Fossil Free Dividend Equity Fund,
Genus Fossil Free CanGlobe Equity Fund
Genus Fossil Free High Impact Equity Fund

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.

Investment funds that are reporting issuers managed by Sprott Asset Management Inc.;

Appointed February 20, 2019

Investment funds that are reporting issuers managed by Vertex One Asset Management Inc.; and

Investment funds that are reporting issuers managed by Willoughby Asset Management Inc.;

Eamonn McConnell as a member of the Independent Review Committees for the following funds:

Investment funds that are reporting issuers managed by EHP Funds Inc.;

Investment funds that are reporting issuers managed by Genus Capital Management Inc.;

Investment funds that are reporting issuers managed by Goodwood Inc.;

Investment funds that are reporting issuers managed by Integra Capital Limited;

Investment funds that are reporting issuers managed by Next Edge Capital Corp.

Investment funds that are reporting issuers managed by Ninepoint Partners LP;

Investment funds that are reporting issuers managed by Onex Credit Partners, LLC

Investment funds that are reporting issuers managed by SmartBe Wealth Inc; and

Investment funds that are reporting issuers managed by Man Fund Management (Guernsey) Limited.

Ceased to be a member effective December 31, 2019

Investment funds that are reporting issuers managed by Sprott Asset Management Inc.

Ceased to be a member on February 11, 2019

Geoff Salmon serves as a member of the Independent Review Committees for the following funds:

Investment Funds that are reporting issuers managed by Accelerate Financial Technologies Inc.;

Appointed March 12, 2019

Investment Funds that are reporting issuers managed by Algonquin Capital Corp.

Appointed September 25, 2019

Investment Funds that are reporting issuers managed by EHP Funds Inc.;

Investment funds that are reporting issuers managed by Federated Investors Canada ULC.;

Investment funds that are reporting issuers managed by Genus Capital Management Inc.

Investment funds that are reporting issuers managed by Hamilton Capital Partners Ltd.;

Investment funds that are reporting issuers managed by Integra Capital Limited;

Investment Funds that are reporting issuers managed by Lorica Investment Counsel Inc.;

Investment Funds that are reporting issuers managed by McElvaine Investment Management Ltd.;

Appointed November 7, 2019

Investment funds that are reporting issuers managed by Next Edge Capital Corp.;

Investment Funds that are reporting issuers managed by Coin Capital Investment Management Inc.;

Ceased to be a member August 28, 2019;

Investment funds that are reporting issuers managed by First Block Capital Inc.;

Ceased to be a member September 17, 2019;

Investment funds that are reporting issuers managed by Foresters Financial Investment Corporation of Canada Inc.;

Ceased to be a member August 16, 2019

Investment funds that are reporting issuers managed by NextEdge Man Offshore Funds;

Ceased to be a member December 31, 2019.