

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

March 27, 2018

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

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 in September 2014. The IRC has functioned in accordance with the applicable securities laws and is composed of three individuals, each of whom is independent of the Fund, 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, covering the period from January 1, 2017 to December 31, 2017 (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 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 ("SIs") 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 SIs.

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:

<b>Name and municipality of residence</b>	<b>Principal Occupation</b>	<b>Term of Office</b>
Chair, William Woods, Toronto, Ontario	Consultant, Lawyer, Independent Director, former CEO of the Bermuda Stock Exchange	Initially appointed September 18, 2014 Term: to December 31,2019
Rod Seyffert, Toronto, Ontario	Lawyer, former senior partner at Gowling Hendersons	Initially appointed September 18, 2014 Term: to December 31,2019
Sue Bochner, Freelton, Ontario	Principal of Sue Bochner & Associates	Initially appointed September 18, 2014 Term: to December 31,2018

On October 12, 2017 Rod Seyffert was re-appointed to the Spartan IRC effective January 1, 2018 for a term of two years.

## **Compensation and Indemnification**

### **Review of Compensation**

At least annually, the IRC reviews its compensation giving consideration to 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 \$14,000 in 2017.

### **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, 2017, the IRC Members did not beneficially own, directly or indirectly:

- any units of any of the Spartan 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 Manager did not bring any referrals to the IRC therefore the Committee did not make any decisions or approvals during the Reporting Period.

### **Standing Instruction Approved**

The IRC has approved one Standing Instruction (SI) which constitutes a written approval or decision from the IRC that permits the Manager to proceed with the specific action(s) set out in the 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. In each case, 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 a number of conflict 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 Instruction**

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.

### **Fund served by the IRC**

- MM Fund

This report is available on the Manager's website at <http://www.spartanfunds.ca> or you may request a copy, at no cost to you, by contacting the Manager at 416-591-5925 or email the Funds admin@spartanfunds.ca\_ This document and other information about the Funds are available on [www.sedar.com](http://www.sedar.com)

Yours truly,

A handwritten signature in black ink, appearing to read 'W Woods', with a horizontal line drawn through the bottom of the signature.

William Woods, Chair

## **Schedule of IRC Members who sit on IRCs for other Fund Families**

### **William Woods serves as a member of the Independent Review Committees for the following funds:**

Investment funds that are reporting issuers managed by Educators Financial Group Inc.  
Certain investment funds managed by Goodwood Inc.  
Investment funds that are reporting issuers managed by Integra Capital Limited;  
*(Resigned December 31, 2017)*  
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 Northwest & Ethical Investments L.P.  
Investment funds that are reporting issuers managed by Onex Credit Partners, LLC.  
Investment funds that are reporting issuers managed by Picton Mahoney Asset Management Inc.;;  
Investment funds that are reporting issuers managed by Questrade Financial Group Inc.;;  
*(Ceased to be a member December 6, 2017)*  
Investment funds that are reporting issuers managed by Russell Investments Canada Limited;  
Investment funds that are reporting issuers managed by Sprott Asset Management Inc.; and  
Investment funds that are reporting issuers managed by The Knowledge First Foundation;  
*(Resigned May 31, 2017)*

### **Sue Bochner serves as a member of the Independent Review Committees for the following funds:**

Investment funds that are reporting issuers managed by Sentry Investments Inc.