

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

December 2, 2019

IRC Annual Report to: Securityholders in the Caldwell 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"), Caldwell Investment Management Inc. (the "Manager") established an Independent Review Committee (the "Committee" or "IRC") for the Funds on November 1, 2007. 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, 2019 to November 30, 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: Michael Walsh, Toronto, Ontario	Retired Executive from the Securities Industry	Initial appointment May 26, 2011. Resigned effective November 30, 2019
Sharon Kent, Toronto, Ontario	CEO of Member Saving Credit Union Limited	Initial appointment May 28, 2015. Resigned effective November 30, 2019
Trent Morris, Toronto Ontario	Constitutional Lawyer	Initial appointment November 2, 2017 Resigned effective November 30, 2019
Supriya Kapoor, Toronto, Ontario	Principal of Aurelius G.R.P.	Initial appointment December 2 until December 1, 2022
Ann Harris, Toronto, Ontario	Securities Compliance Professional, former regulator with IIROC & ex-Chief Compliance Officer for Manulife Mutual Funds and Sun Life Global Investments	Initial appointment December 2 until December 1, 2020
Jerry Beniuk, Mississauga, Ontario	Investment Fund Professional	Initial appointment December 2 until December 1, 2021

All the members of the IRC had agreed previously to resign effective November 30, 2019. The Manager then appointed Supriya Kapoor for three years until December 1, 2022, Jerry Beniuk for two years until December 1, 2021 and Ann Harris for one year until December 1, 2020.

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 determined that no changes were required in its compensation.

Members' Fees

In aggregate the IRC members were paid \$27,500 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 November 30, 2019, the IRC Members did not beneficially own, directly or indirectly:

- any units of any of the 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

On September 13 the Manager proposed merging the Clearpoint Global Dividend Fund (“Terminating Fund”) into the Caldwell US Dividend Advantage Fund (“Continuing Fund”) (the “Proposed Transaction”) and putting the matter to a vote of the unitholders of the Terminating Fund. The IRC unanimously agreed that the Proposed Transaction reached a fair and reasonable result for the investors of the Terminating Fund and recommended the Manager proceed in taking the Proposed Transaction to a vote.

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

Standing Instructions Approved

The IRC has approved 13 SIs, 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 SIs. The SIs required the Manager to comply with its related policy and procedures and to report periodically to the IRC.

The SIs deal with a number of conflict of interest matters including:

Client Complaints Handling Policy
Valuation Policy
Proxy Voting Policy
Inter-Fund Trading & Self-Dealing
Standard of Fairness Policy
Fund Expense Allocation Policy
Policy for Fair Allocation of Investment Opportunities
NAV Error Correction Policy
Trade Error Policy
Best Execution and Broker Selection Policy
Policy on the Use of Client Commissions
Short Term Trading Policy
Personal Trading Policy

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 SIs during the Reporting Period. The Manager relied on all of the SIs during the Reporting Period.

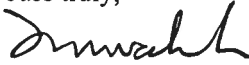
Funds Served by the IRC

- Caldwell Balanced Fund
- Caldwell Canadian Value Momentum Fund
- Caldwell U.S. Dividend Advantage Fund
- Clearpoint Global Dividend Fund

➤ Tactical Sovereign Bond Fund

This report is available on the Manager's website at <https://caldwellinvestment.com/> or you may request a copy, at no cost to you, by contacting the Manager at 416 593 0353 or 1 800 256 2441 or email the Funds at funds@caldwellinvestment.com. This document and other information about the Funds are available on www.sedar.com

Yours truly,



"Michael Walsh"

Chair: Michael Walsh

Ann Harris serves as a member of the Independent Review Committees for the following funds:

Investment funds that are reporting issuers managed by Knowledge First Financial

