

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

February 16, 2017

**IRC Annual Report to: Securityholders in the Sphere 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 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 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 February 12, 2016 to December 31, 2016 ("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 ("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, it 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: Audrey Robinson, Burlington, Ontario	Investment professional, Board director	Appointed February 12, 2016 until December 31, 2018
Michael Boyd, Toronto, Ontario	Corporate Director	Appointed February 12, 2016 until December 31, 2017
Geoff Salmon, Barrie, Ontario	Managing Director, Independent Review Inc.	Appointed February 12, 2016 until December 31, 2017

There were no changes in the composition of the IRC during the Reporting Period.

### 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 \$13,500 in 2016.

#### 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, 2016, the IRC Members did not beneficially own, directly or indirectly:

- any units of any of the Sphere ETF 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 a number of conflict 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. Showing Favoritism and Proxy Voting
7. Outsourcing to Third-party Services
8. Personal Trading
9. Client Complaints
10. Capacity Issues

##### **Appendix B**

- 1.0 Investing in Securities of Related Issuers
- 1.1 Services Provided by Related Parties

### **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**

- Sphere FTSE Asia Sustainable Yield Index ETF
- Sphere FTSE Canada Sustainable Yield Index ETF
- Sphere FTSE Emerging Markets Sustainable Yield Index ETF
- Sphere FTSE Europe Sustainable Yield Index ETF
- Sphere FTSE US Sustainable Yield Index ETF

This report is available on Manager's website at <http://www.sphereetfs.com> you may request a copy, at no cost to you, by contacting the Manager at 1-800-764-0526 or email the Funds at [info@sphereetfs.com](mailto:info@sphereetfs.com). This document and other information about the Funds are available on [www.sedar.com](http://www.sedar.com).

Yours truly,



Audrey Robinson, Chair

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

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

Investment funds that are reporting issuers managed by Federated Investors Canada ULC.;  
Investment funds that are reporting issuers managed by Foresters Financial Investment Corporation of Canada Inc.;  
Investment funds that are reporting issuers managed by Hamilton Capital Partners Ltd.; and  
Investment funds that are reporting issuers managed by Next Edge Capital Corp.

**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 Onex Credit Partners, LLC; and  
Investment funds that are reporting issuers managed by Willoughby Asset Management Inc.