



**REPORT OF THE INDEPENDENT REVIEW COMMITTEE
TO THE SECURITYHOLDERS OF NCM NORREP FUND, NCM CORE INCOME FUND, NCM
CONSERVATIVE INCOME PORTFOLIO, NCM BALANCED INCOME PORTFOLIO, NCM GROWTH &
INCOME PORTFOLIO, NCM OPPORTUNITIES CORP. and NCM CORE PORTFOLIOS LTD.**

YEAR ENDED SEPTEMBER 30, 2021

Introduction

The Independent Review Committee (the “IRC”) of NCM Norrep Fund, NCM Core Income Fund, NCM Conservative Income Portfolio, NCM Balanced Income Portfolio, NCM Growth & Income Portfolio, NCM Opportunities Corp. and NCM Core Portfolios Ltd. (the “Funds”) is making its annual report to securityholders for the period ending September 30, 2021, as required under National Instrument 81-107 *Independent Review Committee for Investment Funds* (“NI 81-107”).

NCM Asset Management Ltd. (formerly called Hesperian Capital Management Ltd. & Norrep Capital Management Ltd.), in its role as manager of the Funds under NI 81-107 (the “Manager”), appointed the initial members of the IRC on October 23, 2007 and the IRC became operational on November 1, 2007. Following an internal corporate reorganization that resulted in the change of name of the Manager and a technical change in control of the Manager under applicable securities laws, the members of the IRC were removed as members of the IRC effective at the closing of the reorganization on December 1, 2014, and were immediately thereafter reappointed by the Manager. This process was repeated on May 1, 2018 with the merger of NCM Asset Management Ltd., Perron & Partners Wealth Management Corp., and Cumberland Private Wealth Management Inc. and the subsequent change of control.

Mandate of the IRC

The mandate of the IRC is to review and provide input to the Manager on conflicts of interest matters and to review and provide its recommendation or approval, as applicable, to the Manager on its proposed action regarding such conflicts. The Manager is required under NI 81-107 to identify conflicts of interest, and potential conflicts of interest, inherent in its management of the Funds and request input from the IRC on how it manages those conflicts of interest.

Certain matters require the IRC’s prior approval; however, in most cases, the IRC will provide a recommendation 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 Funds. For recurring conflicts, the IRC provides the Manager with standing instructions on how the conflict should be managed (“Standing Instructions”).

Members of the Independent Review Committee

Each member of the IRC is independent of the Funds, the Manager and other companies related to the Manager. During the period, except as noted above under “Introduction”, there were no changes in the composition of the IRC and there were no relationships that may cause a reasonable person to question a member’s independence. The members of the IRC are not members of any other independent review committees.

Name	Residence	Length of Service (First Appointed)
James B. Rooney, Q.C. (Chair)	Calgary, Alberta	October 23, 2007
Michael P. Robinson, C.M.	Vancouver, British Columbia	October 23, 2007
Ian T. Brown, BSc., P. Geol, ICD.D	Calgary, Alberta	October 23, 2007

The IRC meets regularly with representatives of the Manager, and also holds meetings without representatives of the Manager being present, to discuss matters affecting the Manager’s policies and procedures, Standing Instructions and conflict of interest matters referred to the IRC. During the period from October 1, 2020 to September 30, 2021, the IRC held four meetings with representatives of the Manager. A portion of each meeting was reserved for discussion without the representatives of the Manager being present.

Holding of Securities

As at September 30, 2021, the members of the IRC did not beneficially own, directly or indirectly, in aggregate, in excess of 10% of the outstanding shares or units of any series of the Funds.

As at September 30, 2021, no member of the IRC beneficially owned, directly or indirectly, any class of voting or equity securities of NCM Asset Management Ltd.

As at September 30, 2021, no member of the IRC beneficially owned, directly or indirectly, a material amount of any class of voting or equity securities of any service provider to the Funds or the Manager.

Compensation and Indemnities

The members of the IRC are entitled to be compensated by the Funds and to be indemnified by the Funds in appropriate circumstances. The aggregate compensation and expenses paid by the Funds to the IRC for the period October 1, 2020 to September 30, 2021 was \$97,157.50. This amount was allocated *pro rata* amongst the Funds.

No indemnities were paid to the IRC by the Funds during the period.

The initial compensation of the Independent Review Committee was set by the Manager. The IRC reviews and determines its own compensation on an annual basis. In deciding what the appropriate level of compensation is, the IRC considers the work load of the IRC and contribution made by each of its members, the complexity and difficulty of the tasks undertaken by the IRC, and the value brought by the IRC to the Funds, including cost savings.

Conflict of Interest Matters

The Manager is required to refer to the IRC its proposed actions, and its related policies and procedures, for situations in which the Manager or a related party has or could be perceived to have an interest that may conflict with its ability to act in the best interests of a Fund. For example, the Manager may have to forgo what might otherwise be a benefit to itself or a related party, or incur a cost, in order to act in accordance with its responsibilities to the Funds.

During the period of October 1, 2020 to September 30, 2021, the IRC is not aware of any instance in which the Manager acted in a conflict of interest matter referred to the IRC for which the IRC did not give a positive recommendation. The Manager has the obligation to notify the IRC of any such instance.

During the period of October 1, 2020 to September 30, 2021, the IRC is not aware of any instance in which the Manager acted in a conflict of interest matter but did not meet a condition imposed by the IRC in its recommendation or approval. The Manager has the obligation to notify the IRC of any such instance. The IRC is obligated to notify the applicable securities regulatory authority in such a case.

Positive recommendations and approvals pursuant to Standing Instructions

The Manager received positive recommendations and relied on standing instructions with respect to the conflict of interest matters addressed by the following policies. In each case, the standing instructions required the Manager to comply with its related policy and procedure and to report periodically to the IRC.

- 1. Interfund Trades
- 2. Fund Expense Allocation
- 3. Fund of Funds Policy
- 4. Proxy Voting
- 5. Error Corrections

The Manager received a positive recommendation for the following fund merger:

Terminating Fund	Continuing Fund
NCM Entrepreneurs Class	NCM Small Companies Class

In addition, the IRC provided positive recommendations to change the investment objectives of the following funds:

- 1. **NCM Core Income Fund** (formerly NCM Short Term Income Fund) to provide investors with capital preservation through a liquid portfolio comprised primarily of government and corporate debt securities targeting a level of income consistent with investments in Canadian fixed income securities.
- 2. **NCM Core International** (formerly NCM Core American) to permit the Fund to invest primarily in international equities.

The positive recommendations above were provided on the basis that the actions achieved a fair and reasonable result for the Funds

NCM Investment Funds Served by the IRC

NCM Norrep Fund

Funds within NCM Opportunities Corp.:

NCM Small Companies Class

NCM Income Growth Class

NCM Core International

NCM Global Income Growth Class

Funds within NCM Core Portfolios Ltd.:

NCM Core Canadian

NCM Core Global

NCM Core Income Fund

NCM Conservative Income Portfolio

NCM Balanced Income Portfolio

NCM Growth & Income Portfolio

Dated: November 30, 2021

ON BEHALF OF THE INDEPENDENT REVIEW COMMITTEE

A handwritten signature in black ink, appearing to read "James B. Rooney". The signature is written in a cursive style with a large, looping "J" and "R".

James B. Rooney, Q.C. (Chair)