

COUNSEL | PORTFOLIO SERVICES

May 3, 2023

Dear Investor,

Counsel Portfolio Services Inc. (“**Counsel**”) is writing to notify you that special meetings of unitholders (the “**Meetings**”) of IPC Essentials Equity Portfolio and IPC Essentials ESG Balanced Portfolio (the “**Funds**”) will be held virtually and concurrently on June 7, 2023, at 11:00 a.m. (EST).

Investors can join the virtual Meeting(s) and submit questions in real time by accessing <https://meet.secureonlinevote.com>. To register, investors and duly appointed proxyholders must go to meet.secureonlinevote.com and enter their 12-digit control number located on their Form of Proxy. Upon successful registration, a personalized meeting link will be displayed (if registering in advance of the Meeting Date) or a Join Meeting button will appear (if registering on the Meeting Date). The virtual meeting is hosted on the Zoom teleconferencing platform. To view and participate in the teleconference, attendees can use the Zoom client software application on their smartphone, tablet or computer. Attendees can also join the **teleconference using a modern web browser, such as Chrome, Edge, Firefox or Safari.**

It is recommended that investors join the virtual Meeting at least 10 minutes before the Meeting starts in order to allow ample time to check into the Meeting.

Notice-and-Access

We have opted to use a notice-and-access procedure to reduce the volume of paper in the materials distributed for the Meetings. Instead of sending you a printed copy of the management information circular, we have enclosed the form of proxy, or voting instruction form, with this notice, which outlines the procedures for accessing the management information circular online or requesting a paper or electronic copy to be sent to you free of charge. For more information about the notice-and-access procedures, please contact us toll free during normal business hours at 1-877-625-9885.

Mergers to be Considered at the Meetings

At the Meetings, unitholders of the Funds will be asked to consider the following fund mergers:

Terminating Fund	Continuing Fund
IPC Essentials Equity Portfolio*	IPC Essentials Growth Portfolio
IPC Essentials ESG Balanced Portfolio*	IPC Essentials Balanced Portfolio

* Special meetings of unitholders will be held for these mutual funds

You can find more information about the Mergers commencing on page 2 of the management information circular. You can also find more information about each Continuing Fund in the corresponding Fund Facts for that fund, which are included with this notice. The Meetings may also contemplate other business as may properly come before the Meetings or any adjournment or continuation.

Website Where Meeting Materials are Posted

We remind you to review the management information circular, available at Counsel’s website at www.ipcportfolios.ca, and at the website of the System for Electronic Document Analysis and Retrieval (SEDAR), www.sedar.com, before voting. The materials will remain available on Counsel’s website for one year after the date of this letter.

Voting

You may vote your units by mail, fax, online or virtually in person at the Meeting(s). Please refer to the directions on your proxy or voting instruction form for instructions on how to vote using these methods.

Unitholders who are entitled to vote but are unable to attend the Meeting(s) virtually in person, are requested to exercise their right to vote by completing, dating, signing and returning the form of proxy to Proxy Processing, 102-1380 Rodick Rd, Markham ON L3R 9Z9 or by facsimile to Doxim at 1-888-496-1548 (toll free) so that it arrives before June 2, 2023, at 5:00 p.m. (Toronto Time). An addressed pre-paid envelope has been provided for your use. Alternatively, unitholders may vote online by accessing www.secureonlinevote.com and entering the 12-digit control number that is located on the form of proxy and following the simple instructions on that website.

How to Obtain a Copy of the Meeting Materials

You can request that we send you a copy of the management information circular by:

- emailing Counsel at info@counselservices.com
- calling Counsel toll-free during normal business hours at 1-877-625-9885; or
- writing to us at 5015 Spectrum Way, Suite 300, Mississauga, Ontario, L4W 0E4.

Prior to June 7, 2023, a copy of the management information circular will be sent to you within three business days of receipt of your request. If you would like to receive a paper copy of the Information Circular before the proxy voting deadline of 5:00 p.m. (Toronto Time) on June 2, 2023, you should take into account the three (3) business day period for processing requests, as well as typical mailing times for first class mail suggested by Canada Post and make your request prior to 11:59 p.m. (Toronto Time) on May 30, 2023.

You also can request a copy of the management information circular up to one year after the date of this letter, and in which case, if we receive your request after May 30, 2023, then we will send it to you within 10 calendar days.

**By Order of the Board of Directors of Counsel Portfolio
Services Inc., as manager of the Funds**

By:



Matt Grant
Secretary