



Annual Report of the Independent Review Committee of the
JC Clark Group of Funds

February 4, 2026

Dear Securityholder,

In accordance with **National Instrument 81-107 *Independent Review Committee for Investment Funds*** ("NI 81-107" or the "Instrument"), JC Clark Ltd. (the "Manager") established an Independent Review Committee (the "Committee" or "IRC") for the Funds on January 29, 2025 (the "Funds"). The IRC has functioned in accordance with the applicable securities laws and is composed of three individuals, each of whom is and remains independent of the Funds, of 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 29, 2025 to December 31, 2025 (the "Reporting Period").

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 Funds, develop written policies and procedures guiding its management of those conflicts and request input from the IRC on those written policies and procedures, (the "Conflict of Interest Manual").

When a conflict 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 recommendation to the Manager as to whether, in the opinion of the IRC, after reasonable inquiry, 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"). The SIs enable the Manager to proceed with certain matters without having to refer them to the IRC each time for approval or a recommendation, provided the Manager deals with the conflicts in accordance with the SIs.

The IRC is entrusted 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.

This report is available on Manager's website at <https://www.jcclark.com/> or you may request a copy, at no cost to you, by contacting the Manager toll free at [1-866-480-0002](tel:1-866-480-0002) or by emailing the Funds at funds@jcclark.com. This document and other information about the Funds are available on www.sedarplus.com.

Yours truly,

"Rod McIsaac"
Rod McIsaac
Chair of the IRC

Composition of the IRC

The current members of the IRC and their principal occupations are as follows:

Rod McIsaac, Chair, Toronto, Ontario	Consultant, Retired Financial Services Executive	Initial appointment: January 29, 2025, until December 31, 2028
Cathy Welling Thornbury, Ontario	Corporate Director & former Financial Services Executive	Initial Appointment: January 29, 2025 until December 31, 2027
Kevin Drynan, Clarksburg, Ontario	Consultant, Retired Financial Services Executive	Initial Appointment: January 29, 2025 until December 31, 2026

Compensation and Indemnification

Review of Compensation

At least annually, the IRC reviews its compensation considering 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 compensation 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 at an annual rate of \$26,000 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 of December 31, 2025, the IRC Members did not beneficially own, directly or indirectly:

- any units of the Fund;
- any interest in the Manager; or,
- any interest in a company or person that provides services to the Manager or the Fund.

Recommendations and Approvals

The Manager referred the following two (2) conflict of interest matters (as defined in the Instrument) in the form of SIs to the IRC during the Reporting Period.

Standing Instruction No. 1: Omnibus.

This SI deals with several conflicts 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 Favouritism
7. Voting Proxies or Taking Other Corporate Actions
8. Outsourcing to Third-Party Services
9. Code of Ethics for Personal Trading
10. Gifts and Entertainment
11. Late Trading and Market Timing
12. Client Complaints
13. Outside Business Activities
14. Inter – fund Trading
15. Portfolio transactions allocated to the Manager as dealer
16. Prime brokerage stock lending services

Standing Instruction No. 2: Inter-fund Trades.

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 only relied on SI No. 1: *Omnibus* during the Reporting Period.

Funds Served by the IRC

JC Clark High Income Opportunities Fund

The members of the IRC served on the following IRCs:

Kevin Drynan:

Arrow Capital Management Inc.
Bristol Gate Capital Partners Inc.
Evolve Funds Group Inc.
Genus Capital Management Inc.
JC Clark Ltd.
(Appointed effective January 29, 2025)
Spartan Asset Management Inc.
(Appointed effective January 1, 2026)
Sprott Asset Management Inc.
Viewpoint Partners Corporation

Rod McIsaac:

Evolve Funds Group Inc.
Goodwood Inc.
JC Clark Ltd.
(appointed effective January 29, 2025)
Picton Mahoney Asset Management

Cathy Welling:

Accelerate Financial Technologies Inc.
Black Rock Canada IRC
JC Clark Ltd.
(appointed effective January 29, 2025)
McElvaine Investment Management Ltd.
(Retired November 6, 2025)