

# **Amended Annual Report of the Independent Review Committee of the Harvest Group of Funds (the "Funds")**

March 28, 2012

**IRC Annual Report to: Securityholders in the Harvest 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 in September 2009. 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, 2011 to December 31, 2011 ("the Reporting Period").

## **Mandate of the IRC**

In accordance with the Instrument, the mandate of the IRC is to consider and provide recommendations 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 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 Fund. For recurring conflict of interest matters, the IRC can provide the Manager with Standing Instructions ("SIs") 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 SIs.

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><i>Name and municipality of residence</i></b>	<b><i>Principal Occupation</i></b>	<b><i>Term of Office</i></b>
Chair: Jane Davis, Toronto, Ontario	Corporate Director, former Global Head of Risk Management at RBC	Appointed September 28, 2009. Term: Three years from December 31, 2011
Adam Conyers, Ashburn, Ontario	Financial Executive/Consultant.	Appointed September 28, 2009. Term: Two years from December 31, 2010
Don Hathaway, Toronto, Ontario	Corporate Director, Vice Chair, Institute of Corporate Directors	Appointed September 28, 2009 Term: Three years from December 31, 2010

Jane Davis' initial term was for two years and three months from September 28 2009. Her term was renewed on December 8, 2011 for a period of three years with effect from December 31, 2011.

There were no other 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 \$30,000 in 2011, plus applicable taxes.

### **Indemnities Granted**

The Funds and the Manager have provided each IRC Member with a contractual indemnity in keeping with NI 81107. 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, 2011, the IRC Members did not beneficially own, directly or indirectly:

- any units of any of the Harvest Funds;
- any interests in the Manager; or
- any interests in a company or person that provides services to the Manager or the Fund.

### **Recommendations and Approvals**

The Committee made no recommendations or approvals during the Reporting Period.

### **Standing Instruction Approved**

The IRC has approved one Standing Instruction (SI), which constitutes a written approval or recommendation from the IRC that permits the Manager to proceed with the specific action(s) set out in the 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. In each case, the SI required the Manager to comply with its related policy and procedures and to report periodically to the IRC. The Manager relied on the SI during the Reporting Period.

Standing Instruction No. 1: Omnibus.

This SI deals with a number of conflict of interest matters including:

1. Fees and Expenses
2. Trade Allocations
3. Portfolio Pricing Issues
4. Pricing Errors and other Errors
5. Best Execution Issues
6. Distribution Issues
7. Showing Favoritism
8. Sub-Managers and Sub-Advisors
9. Outsourcing to Third-party Services
10. Personal Trading
11. Benchmarking Indices
12. Late Trading
13. Client Complaints
14. Capacity Issues

### **Manager's Report on its Standing Instruction**

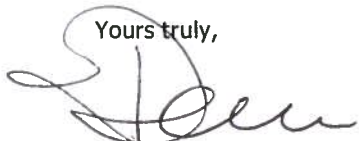
In accordance with the Instrument, the Manager provided a written report to the IRC describing its reliance on the SI during the Reporting Period.

### **Funds served by the IRC**

HARVEST Banks & Buildings Income Fund  
 HARVEST Canadian Income & Growth Fund  
 HARVEST Sustainable Income Fund  
 Global Advantage Telecom & Utilities Income Fund  
 Brand Leaders Income Fund  
 Canadian Premium Select Income Fund  
 GTU Portfolio Trust

This report is available on the Manager's website at <http://www.harvestportfolios.com> or you may request a copy, at no cost to you, by contacting the Manager at 416-649-4541 or toll free at 866-998-8298 or email the Funds at [info@tharvestportfolios.com](mailto:info@tharvestportfolios.com). This document and other information about the Funds are available on [www.sedar.com](http://www.sedar.com)

Yours truly,

A handwritten signature in black ink, appearing to read 'Jane Davis', written in a cursive style.

Jane Davis, Chair

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

### **Jane Davis serves as a member of the Independent Review Committees for the following funds:**

Investment funds that are reporting issuers managed by O'Leary Funds Management L.P.;

Investment funds that are reporting issuers managed by The Knowledge First Foundation;

Investment funds that are reporting issuers managed by Man Investments Canada Corp.; and

Investment funds that are reporting issuers managed by ING Direct Asset Management Ltd.

Investment funds that are reporting issuers managed by GrowthWorks Capital Management Inc.