



HARVEST SUSTAINABLE INCOME FUND

Annual Financial Statements

December 31, 2011

HARVEST Sustainable Income Fund

MANAGEMENT RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying financial statements have been prepared by Harvest Portfolios Group Inc. in its capacity as Manager of the Fund and approved by the Board of Directors of the Manager. The Fund's Manager is responsible for the information and representation contained in these financial statements.

The Manager maintains appropriate processes to ensure that relevant and reliable financial information is produced. The financial statements have been prepared in accordance with Canadian generally accepted accounting principles and include certain amounts that are based on estimates and judgments made by the Manager. The significant accounting policies, which the Manager believes are appropriate, are described in Note 2 to the financial statements.

PricewaterhouseCoopers LLP are the external auditors of the Fund. They have audited the financial statements in accordance with Canadian generally accepted auditing standards to enable them to express to the unitholders their opinion on the financial statements. Their report is set out below.

On behalf of Harvest Portfolios Group Inc.,

(Signed) "Michael Kovacs"
President and Chief Executive Officer

(Signed) "B. Mark Riden CA"
Chief Financial Officer

Oakville, Canada
March 2012



March 19, 2012

Independent Auditor's Report

To the Unitholders of Harvest Sustainable Income Fund (the Fund)

We have audited the accompanying financial statements of the Fund, which comprise the statements of investments and financial position as at December 31, 2011 and 2010 and the statements of operations, changes in financial position for the periods then ended, and cash flows for the year then ended December 31, 2011 and for the period from December 17, 2010 (commencement of operations) to December 31, 2010, and the related notes, which comprise a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian generally accepted accounting principles, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on the financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform an audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

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Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Fund as at December 31, 2011 and 2010 and the results of its operations, the changes in its financial position, and cash flows for the periods then ended in accordance with Canadian generally accepted accounting principles.

(Signed) "PricewaterhouseCoopers LLP"

Chartered Accountants, Licensed Public Accountants

HARVEST Sustainable Income Fund

STATEMENT OF FINANCIAL POSITION

As at December 31,	2011	2010
Assets		
Investments, at fair value (cost \$33,872,719; 2010 - \$29,315,295)	\$ 35,150,836	\$ 29,499,231
Cash and cash equivalents	1,501,902	1,272,322
Dividends and interest receivable	424,815	204,702
Pre-paid interest- loan facility (Note 9)	14,339	-
	\$ 37,091,892	\$ 30,976,255
Liabilities		
Loan payable (Note 9)	6,500,000	-
Distributions payable	176,664	-
	6,676,664	-
Net assets representing unitholders' equity	\$ 30,415,228	\$ 30,976,255
Unitholders' equity (Note 3)		
Unitholders' capital	30,356,966	30,715,500
Contributed surplus	5,493	-
Retained earnings	52,769	260,755
Unitholders' equity	\$ 30,415,228	\$ 30,976,255
Number of units outstanding (Note 3)	2,717,900	2,750,000
Net assets per unit (Note 8)	\$ 11.19	\$ 11.26

Approved on behalf of the Manager,

(Signed) "Michael Kovacs"
President and Chief Executive Officer

(Signed) "B. Mark Riden CA"
Chief Financial Officer

The accompanying notes are an integral part of these financial statements.



HARVEST Sustainable Income Fund

STATEMENT OF OPERATIONS

For the period ended December 31, 2011 and for the period December 17, 2010 (commencement of operations) to December 31, 2010	2011	2010
Investment income		
Dividends	\$ 2,276,986	\$ 120,982
Interest	229,943	88,712
Less: foreign withholding taxes	(101,417)	(23,380)
	<u>2,405,512</u>	<u>186,314</u>
Expenses		
Management fees (Note 4)	439,404	17,978
Service fees (Note 4)	133,678	5,091
Unitholder reporting costs	135,643	9,958
Audit fees	17,479	15,000
Transfer agency fees	15,495	505
Custodian fees and bank charges	47,388	2,300
Independent review committee fees	17,476	-
Interest expense (Note 9)	223,844	-
Filing fees	48,777	600
Legal fees	42,228	5,000
	<u>1,121,412</u>	<u>56,432</u>
Expenses absorbed by manager	-	-
	<u>1,121,412</u>	<u>56,432</u>
Net investment income	1,284,100	129,882
Realized and unrealized gain / (loss) on investments and foreign currencies		
Realized gain / (loss) on sale of investments	(401,340)	32,333
Realized gain / (loss) on foreign exchange	13,822	(6,305)
Transaction costs	(70,661)	(78,179)
Change in unrealized appreciation / (depreciation) of foreign exchange	877	(912)
Change in unrealized appreciation of investments	1,094,181	183,936
Net gain on investments	<u>636,879</u>	<u>130,873</u>
Increase in net assets from operations	\$ 1,920,979	\$ 260,755
Increase in net assets from operations per unit	\$ 0.70	\$ 0.09

The accompanying notes are an integral part of these financial statements

HARVEST Sustainable Income Fund

STATEMENT OF CHANGES IN FINANCIAL POSITION

For the period ended December 31, 2011 and for the period December 17, 2010 (commencement of operations) to December 31, 2010	2011	2010
Net assets, beginning of the period	\$ 30,976,255	\$ -
Increase in net assets from operations	1,920,979	260,755
Unitholders' transactions		
Proceeds from issue of units	-	33,000,000
Payments on cancellation of units	(353,041)	-
Agents' fees	-	(1,732,500)
Cost of issue	-	(552,000)
Net unitholders' transactions	(353,041)	30,715,500
Distributions to unitholders		
Return of capital	(2,128,965)	-
Total distributions to unitholders	(2,128,965)	-
Net assets, end of the period	\$ 30,415,228	\$ 30,976,255
Retained earnings, beginning of the period	\$ 260,755	\$ -
Increase in net assets from operations	1,920,979	260,755
Distributions to unitholders	(2,128,965)	-
Retained earnings, end of the period	\$ 52,769	\$ 260,755
Contributed surplus, beginning of the period	\$ -	\$ -
Cost of shares repurchased at less than (more than) par value	5,493	-
Contributed surplus, end of the period	\$ 5,493	\$ -

The accompanying notes are an integral part of these financial statements.

HARVEST Sustainable Income Fund

STATEMENT OF CASH FLOWS

For the period ended December 31,	2011	2010
Operating activities		
Increase in net assets from operations	\$ 1,920,979	\$ 260,755
Add (deduct) items not affecting cash:		
Realized gain /(loss) on sale of investments	401,340	(32,333)
Unrealized appreciation of investments	(1,094,181)	(183,936)
Proceeds from sale of investments	30,782,544	3,006,626
Purchases of investments	(35,753,660)	(32,289,588)
Amortization of discount/premium	12,352	-
Net change in non-cash assets and liabilities	(234,452)	(204,702)
Net cash flow provided by (used in) operating activities	(3,965,078)	(29,443,178)
Financing activities		
Borrowing of loan facility (Note 9)	7,500,000	-
Repayment of loan facility (Note 9)	(1,000,000)	-
Proceeds from units issued	-	33,000,000
Payments on cancellation of units	(353,041)	-
Agents' fees	-	(1,732,500)
Issuance costs	-	(552,000)
Distributions to unitholders	(1,952,301)	-
Net cash flow provided by financing activities	4,194,658	30,715,500
Net increase in cash and cash equivalents during the period	229,580	1,272,322
Cash and cash equivalents, at the beginning of the period	1,272,322	-
Cash and cash equivalents, at the end of the period	\$ 1,501,902	\$ 1,272,322
Supplemental disclosure of cash flow information		
Amount of interest paid during the period included in net investment income	\$ 238,183	\$ -

The accompanying notes are an integral part of these financial statements.

HARVEST Sustainable Income Fund

STATEMENT OF INVESTMENTS

As at December 31, 2011				
Number of Shares	Security	Average Cost (\$)	Fair Value (\$)	% of Net Assets
EQUITIES				
Consumer Discretionary Issuers				
122,000	Liquor Stores NA Ltd.	1,855,386	1,831,220	6.0
29,000	North West Company, Inc.	623,675	583,190	1.9
		2,479,061	2,414,410	7.9
Consumer Staples Issuers				
45,000	Corby Distilleries Ltd. Class A	716,467	733,950	2.4
240,000	Rogers Sugar, Inc.	1,274,736	1,260,000	4.1
		1,991,203	1,993,950	6.5
Energy Issuers				
21,000	Crescent Point Energy Corp.	929,099	941,430	3.1
17,600	Keyera Corp.	612,513	875,776	2.9
145,000	Longview Oil Corp.	1,546,990	1,463,050	4.8
27,000	Penn West Petroleum Ltd.	532,913	544,320	1.8
675,000	Twin Butte Energy Ltd.	1,511,730	1,431,000	4.7
		5,133,245	5,255,576	17.3
Industrials Issuers				
29,600	Brookfield Infrastructure Partners LP	621,262	833,979	2.7
40,000	Davis + Henderson Income Corporation	656,388	674,000	2.2
51,000	K-Bro Linen Inc.	964,748	1,113,330	3.7
26,000	Westshore Terminals Investment Corp.	614,799	593,320	2.0
		2,857,197	3,214,629	10.6
Other Public Issuers				
113,000	Inter Pipeline Fund LP	1,706,124	2,096,150	6.9
113,000	Veresen Inc.	1,375,900	1,727,770	5.7
		3,082,024	3,823,920	12.6
Real Estate Issuers				
120,500	Annaly Capital Management Inc.	2,191,591	1,959,505	6.4
93,700	Artis Real Estate Investment Trust	1,165,784	1,310,863	4.3
1,273,000	BTB Real Estate Investment Trust	851,637	1,120,240	3.7
119,000	Leisureworld Senior Care Corp.	1,229,935	1,341,130	4.4
156,900	Medical Facilities	1,939,870	1,823,178	6.0
88,400	Timbercreek Mortgage Investment Corp	943,546	919,360	3.0
94,500	Whiterock Real Estate Investment Trust	1,199,038	1,251,180	4.1
		9,521,401	9,725,456	31.9
Telecommunication Services Issuers				
58,843	Bell Aliant, Inc.	1,540,502	1,677,026	5.5
51,800	Manitoba Telecom Services Inc.	1,567,499	1,534,834	5.1
40,200	Telefonica SA ADR	918,521	703,240	2.3
		4,026,522	3,915,100	12.9

The accompanying notes are an integral part of these financial statements

HARVEST Sustainable Income Fund

STATEMENT OF INVESTMENTS (continued)

As at December 31, 2011				
Number of Shares	Security	Average Cost (\$)	Fair Value(\$)	% of Net Assets
	Utility Issuers			
117,503	Atlantic Power Corporation	1,623,424	1,706,144	5.6
64,000	Northland Power Inc.	1,019,698	1,141,760	3.8
		2,643,122	2,847,904	9.4
	Total equities	31,733,775	33,190,945	109.1
	Par Value			
	FIXED INCOME			
900,000	Borex Inc. 6.75% Jun 30/17	929,935	936,000	3.1
2,622,000	Yellow Media, Inc. 7.30% Feb 02/15	1,209,009	1,023,891	3.4
	Total fixed income	2,138,944	1,959,891	6.5
	Total investments	33,872,719	35,150,836	115.6
	Other assets less liabilities		(4,735,608)	(15.6)
	Net Assets		30,415,228	100.0

The accompanying notes are an integral part of these financial statements.

HARVEST Sustainable Income Fund

NOTES TO THE FINANCIAL STATEMENTS

For the periods ended December 31, 2011 and 2010

1. ORGANIZATION

HARVEST Sustainable Income Fund (the “Fund”) is an investment trust established under the laws of the Province of Ontario pursuant to a Declaration of Trust dated November 26, 2010, being the inception date. There was no significant activity in the Fund from the date of inception, November 26, 2010 to commencement of operations on December 17, 2010. On December 17, 2010, the Fund completed an initial public offering of 2,750,000 units at \$12.00 per unit for gross proceeds of \$33,000,000.

The Fund will become an open-end mutual fund on December 12, 2012 (the “Conversion Date”). On and after the Conversion Date, the units will be redeemable at NAV per unit on a daily basis, at such time the Fund will become subject to NI 81-102. The Fund will provide all unitholders with written notice at least 60 days prior to the Conversion Date.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

These financial statements are prepared in accordance with Canadian generally accepted accounting principles (“GAAP”) and are presented in Canadian dollars. The preparation of financial statements in accordance with Canadian GAAP requires management to make estimates and assumptions. Such estimates and assumptions affect reported amounts of assets and liabilities and disclosure of contingencies at the date of the financial statements and reported amounts of income and expenses during the reporting period. Actual results could differ from these estimates.

Valuation of investments

The fair value of investments as at the financial reporting date is as follows:

a) Investments are categorized as held for trading in accordance with CICA Handbook Section 3855 Financial Instruments – Recognition and Measurement. Investments held that are traded on an active market are valued at their bid prices through recognized public stock exchanges or through recognized investment dealers on the valuation date. Investments held include equities, listed warrants, short-term notes, treasury bills, bonds and other debt instruments. Investments held with no available bid prices are valued at their closing sale price.

b) Investments held that are not traded on an active market are valued using valuation techniques, on such basis and in such a manner established by the Manager. The value of any security for which, in the opinion of the Manager, the published market quotations are not readily available shall be the fair value as determined by the Manager in accordance with CICA Handbook Section 3855 methodologies. The fair values of certain securities are determined using valuation models that are based, in part, on assumptions that are not supported by observable market inputs. These methods and procedures may include, but are not limited to, performing comparisons with prices of comparable or similar securities, obtaining valuation related information from issuers and/or other analytical data relating to the investment and using other available indication of value. These values are independently assessed internally to ensure that they are reasonable. However, because of the inherent uncertainty of valuation, the estimated fair values for the aforementioned securities and interests may be materially different from the values that would be used had a ready market for the security existed. The fair values of such securities are affected by the perceived credit risks of the issuer, predictability of cash flows and length of time to maturity. At December 31, 2011 and 2010, there were no securities that required pricing using assumptions.

HARVEST Sustainable Income Fund

NOTES TO THE FINANCIAL STATEMENTS

For the periods ended December 31, 2011 and 2010

National Instrument 81-106 – “Investment Fund Continuous Disclosure” (“NI 81-106”) requires all investment funds to calculate net asset value for all purposes other than for financial statements in accordance with part 14.2, which differs in some respects from the requirements of Section 3855 of Canadian GAAP. Canadian GAAP includes the requirement that the fair value of financial instruments listed on a recognized public stock exchange be valued at their last bid price for securities held in a long position and at their last ask price for securities held in a short position, instead of their close price or the last sale price of the security for the day as required by NI 81-106. This results in differences between net asset value (“NAV”) calculated based on NI 81-106 and on net assets calculated based on Canadian GAAP (“Net assets”). A reconciliation between NAV per unit and Net assets per unit at the period end is provided in Note 8.

Cash and cash equivalents

Cash is comprised of cash on deposit. Cash equivalents are comprised of highly liquid investments having terms to maturity of 90 days or less.

Other assets and liabilities

For the purposes of categorization in accordance with CICA Handbook Section 3862, accrued interest and dividends, receivable for securities issued, amounts due from brokers, the Manager, and other Funds, and other assets are designated as loans and receivables and recorded at cost or amortized cost. Similarly, amounts due to brokers, accrued expenses and other liabilities are designated as other financial liabilities and reported at cost or amortized cost, which approximates fair value for these assets and liabilities.

Transaction costs

Transaction costs, such as brokerage commissions, incurred on the purchase and sale of securities by the Fund are expensed in accordance with Section 3855 and are recognized in the Statement of Operations in the period in which they are incurred.

Investment transactions and income recognition

Investment transactions are accounted for on the trade date. The cost of investments represents the amount paid for each security and is determined on an average cost basis excluding transaction costs. Realized gains/(losses) from the sale of investments and unrealized appreciation/(depreciation) of investments are calculated on an average cost basis.

Investment income is recorded on an accrual basis. Interest income is recorded on an accrual basis and dividend income is recorded on the ex-dividend date.

Distributions received from income trusts are recorded as income, capital gains or a return of capital, based on the best information available to the Manager. Due to the nature of these investments, actual allocations could vary from this information. Distributions from investment trusts treated as a return of capital reduce the average cost of the underlying investment trust. Distributions received from mutual funds are recognized in the same form in which they are received from the underlying funds.

Foreign currency translation

Purchases and sales of investments denominated in foreign currencies and foreign currency dividend and interest income are translated into Canadian dollars at the rate of exchange prevailing at the time of the transactions. Realized and unrealized foreign currency gains or (losses) on investments are included in the Statement of Operations in “Realized gain (loss) on sale of investments” and “Unrealized appreciation (depreciation) of investments”, respectively. Realized and unrealized foreign currency gains or losses on assets, liabilities, and income, other than investments denominated in foreign currencies, are included in the Statement of Operations in “Net realized foreign exchange gain (loss)” and “Unrealized foreign exchange gain (loss)”.

HARVEST Sustainable Income Fund

NOTES TO THE FINANCIAL STATEMENTS

For the periods ended December 31, 2011 and 2010

Assets and liabilities in the Statement of Financial Position are translated into Canadian dollars on the statement date.

Securities valuation

The NAV on a particular date will be equal to the aggregate value of the assets of the Fund less the aggregate value of the liabilities of the Fund, expressed in Canadian dollars at the applicable exchange rate on such date. The NAV and NAV per unit will be calculated as of 4:00 p.m. (Toronto time) or such other time as the Manager or its agent deem appropriate (the valuation time) every business day (valuation date). A valuation date is each day on which the Toronto Stock Exchange (the "TSX") is open for business.

Increase / (decrease) in net assets from operations per unit

"Increase / (decrease) in net assets from operations per unit" in the Statement of Operations represents the increase / (decrease) in net assets from operations, divided by the weighted average units outstanding for the financial period.

Fair value of financial instruments

The table below summarizes the fair value of the Fund's financial instruments using the following fair value hierarchy:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Inputs for the asset or liability that are not based on observable market data. Additional quantitative disclosures are required for Level 3 securities.

There were no Level 3 securities held by the Fund as at December 31, 2011 and 2010. There were no transfers between Level 1 and Level 2 for the periods ended December 31, 2011 and 2010.

Securities Classification:

Investments at fair value as at December 31, 2011				
	Level 1	Level 2	Level 3	Total
Investments at fair value				
Equities				
Common stock	22,403,108	-	-	22,403,108
Limited partnerships	2,930,129	-	-	2,930,129
Stapled units	593,320	-	-	593,320
Mutual fund	-	919,360	-	919,360
Depository receipts	703,240	-	-	703,240
REIT	5,641,788	-	-	5,641,788
Total equities	32,271,585	919,360	-	33,190,945
Fixed income				
Convertible bonds	-	1,959,891	-	1,959,891
Total fixed income	-	1,959,891	-	1,959,891
Total investments at fair value	32,271,585	2,879,251	-	35,150,836

HARVEST Sustainable Income Fund

NOTES TO THE FINANCIAL STATEMENTS

For the periods ended December 31, 2011 and 2010

Investments at fair value as at December 31, 2010				
	Level 1	Level 2	Level 3	Total
Investments at fair value				
Equities				
Common stock	3,532,093	-	-	3,532,093
Common stock units	14,448,940	-	-	14,448,940
Limited partnership units	3,151,654	-	-	3,151,654
Mutual fund	-	923,780	-	923,780
Depository receipts	911,006	-	-	911,006
REIT	5,619,158	-	-	5,619,158
Total equities	27,662,851	923,780	-	28,586,631
Fixed income				
Convertible bonds	-	912,600	-	912,600
Total fixed income	-	912,600	-	912,600
Total investments at fair value	27,662,851	1,836,380	-	29,499,231

Transition to International Financial Reporting Standards (“IFRS”)

As previously confirmed by the Canadian Accounting Standards Board (“AcSB”), most Canadian publicly accountable entities adopted all IFRS, as published by the International Accounting Standards Board (“IASB”), on January 1, 2011. However, the AcSB had initially allowed most investment funds to defer adoption of IFRS until fiscal years beginning on or after January 1, 2013. At its December 12, 2011 meeting, the AcSB decided to extend the deferral of mandatory adoption of IFRS for Investment Companies and Segregated Accounts of Life Insurance Enterprises to 2014. The decision was in response to the possibility that the IASB may not complete its Investment Entities project before January 1, 2013. The AcSB expects to issue the amendment in March 2012. Accordingly, the Fund will adopt IFRS for the fiscal period beginning January 1, 2014 and will issue its initial financial statements in accordance with IFRS, including comparative financial information, for the interim period ending June 30, 2014. Management has been monitoring developments in the IFRS conversion program and has been assessing the likely impacts on implementation decisions, internal controls, information systems and training.

In May 2011, the IASB issued IFRS 13 Fair Value Measurement, which defines fair value, sets out a single IFRS framework for measuring fair value and requires disclosure about fair value measurements. It only applies when other IFRSs require or permit fair value measurement. If an asset or a liability measured at fair value has a bid price and an ask price, it requires valuation to be based on a price within the bid-ask spread that is most representative of fair value. It allows the use of mid-market pricing or other pricing conventions that are used by market participants as a practical expedient for fair value measurements within a bid-ask spread. This may result in elimination of the differences between the net assets per series unit and NAV per series unit at the financial statements reporting dates.

Based on management’s current assessment of the differences between Canadian GAAP and IFRS, other than the impact due to IFRS 13 noted above, it is not expected that there would be any other impact on the Funds’ NAV per series unit or net assets per series unit. Management has presently determined that the impact of IFRS to the financial statements would be otherwise limited to additional note disclosures and potential modifications to presentation including unitholders’ equity. However, this determination is subject to change as we finalize our assessment of potential IFRS differences and as new standards are issued by the IASB prior to the Fund’s adoption of IFRS.

HARVEST Sustainable Income Fund

NOTES TO THE FINANCIAL STATEMENTS

For the periods ended December 31, 2011 and 2010

3. UNITHOLDERS' EQUITY

The authorized capital of the Fund consists of an unlimited number of transferable, units of one class, each of which represents an equal, undivided interest in the net assets of the Fund. Except as provided in the Declaration of Trust, all units have equal rights and privileges. Each whole unit is entitled to one vote at all meetings of unitholders and is entitled to participate equally in any and all distributions made by the Fund.

The Fund entered into a normal course issuer bid programme for the period from January 17, 2011 to January 16, 2012, which allows the Fund to purchase up to 275,000 listed trust units of the Fund for cancellation by way of a normal course issuer bid through the facilities of the TSX. During the period ended December 31, 2011, 32,100 units were purchased for cancellation.

If the price for the redemption of the Fund units is lower than the original average price, the difference is included in "Contributed surplus" on the Statement of Financial Position. If the price is greater than the original issue price, the difference is charged to "Contributed surplus" until the entire amount is eliminated, and the remaining amount is charged to "Retained earnings (deficit)".

The following units were issued and redeemed during the period indicated:

For the period ended December 31, 2010	Units outstanding
Total outstanding as at inception December 17, 2010	2,750,000
Total outstanding as at December 31, 2010	2,750,000

For the period ended December 31, 2011	Units outstanding
Total outstanding as at December 31, 2010	2,750,000
Units cancelled	(32,100)
Total outstanding as at December 31, 2011	2,717,900

Redemptions

Prior to the Conversion Date, units may be surrendered prior to 5:00 p.m. (Toronto time) on the 10th business day before the last business day of the applicable month by the holders thereof for monthly redemption. Upon receipt by the Fund of the redemption notice, in the manner described below, the holder of a unit shall be entitled to receive a price per unit equal to the lesser of:

- (a) 95% of the "market price" of the units on the principal market on which the units are quoted for trading during the 20 trading day period ending immediately before the monthly redemption date; and
- (b) 100% of the "closing market price" on the principal market on which the Units are quoted for trading on the monthly redemption date

In accordance with the Fund prospectus, in addition to the monthly redemption rights, on November 16, 2012, units may be surrendered for redemption at the Fund's NAV per unit, subject to the required redemption notice period, and the unitholder will receive payment on or before the 15th business day of the following month.

The Fund will become an open-end mutual fund on December 12, 2012. On and after the Conversion Date, the units will be redeemable at NAV per unit on a daily basis, at such time the Fund units will become subject to NI 81-102. The Fund will provide all unitholders with written notice at least 60 days prior to the Conversion Date.

HARVEST Sustainable Income Fund

NOTES TO THE FINANCIAL STATEMENTS

For the periods ended December 31, 2011 and 2010

Issue costs

Certain offering expenses such as costs of creating the Fund, the cost of printing and preparing the prospectus, legal expenses of the Fund and other out-of pocket expenses incurred by the agents together with the agents' fees payable by the Fund are reflected as a reduction of Unitholders' Equity. The expenses paid are shown in the Statement of Changes in Financial Position.

Distributions

The Fund made monthly cash distributions to unitholders of record on the last business day of each month and paid such cash distributions on or before the 15th day of the following month. Each year, the Fund will annually determine and announce the indicative distribution amount for the following year based upon the prevailing market conditions. The indicative distribution amount was \$2,128,965 or \$0.78 per unit (\$0.065 per month) for 2011 (2010-NIL).

4. EXPENSES

Management and service fees

Harvest Portfolios Group Inc. is the Manager of the Fund and is responsible for managing or arranging for managing the Fund's overall business and operations. The Manager has retained Avenue Investment Management Inc. ("Avenue" or the "Investment Manager") to provide investment management services to the Fund and pays Avenue a fee for its portfolio advisory service, from the management fee received from the Fund, calculated on the basis of the Fund's net assets.

The Manager is entitled to a fee of 1.25 per cent of NAV plus HST payable monthly. The Fund pays service fees to registered dealers at the rate on 0.40 per cent of the daily NAV of the Fund plus HST. Service fees are accrued daily and paid monthly to the manager, who in turn pays the dealers.

Independent Review Committee ("IRC") Fees

The IRC, is required under National Instrument 81-107, reviews conflict of interest matters referred to it by the manager and provided recommendations or approves actions, as appropriate, that are in the best interest of the Fund. There are currently three members of the IRC who are independent of Harvest and its affiliates. IRC members are compensated by way of an annual retainer fee and a per meeting attendance fee, as well as reimbursed for expenses associated with IRC duties. These costs are allocated among the individual funds appropriately by assets.

Other expenses

The Fund is responsible for all expenses relating to the operation and the carrying on of its business, including legal fees and audit fees, interest, taxes and administrative costs relating to the redemption of securities as well as the cost of financial and other reports and compliance with applicable laws, regulations and policies. The Manager will be reimbursed by the Fund for all reasonable costs, expenses and liabilities incurred by the Manager for performance of extraordinary services on behalf of the Fund in connection with the discharge by the Manager of its duties hereunder. Such costs and expenses may include, without limitation: mailing and printing expenses for reports to unitholders and other unitholder communications; a reasonable allocation of salaries, benefits and consulting fees; and other administrative expenses and costs incurred in connection with the Fund's continuous public filing and other obligations. These expenses were \$106,541 for the period ended December 31, 2011 (2010 - \$7,571) and are included in the unitholder reporting costs on the Statements of Operations.

HARVEST Sustainable Income Fund

NOTES TO THE FINANCIAL STATEMENTS

For the periods ended December 31, 2011 and 2010

5. FINANCIAL RISK MANAGEMENT

The Fund's investment objectives are:

- i. to provide unitholders with monthly distributions; and
- ii. to provide unitholders with long-term capital preservation while reducing volatility.

Harvest and the Investment Manager believe investors seeking attractive sustainable income have few alternatives due to the current low interest rate environment and volatile equity markets. The Manager and the Investment Manager believe that a diversified portfolio of sustainable companies can provide investors with a source of sustainable income and also provide investors with exposure to companies that offer capital preservation and reduced volatility.

Investment Strategy

The Fund has been created to provide investors with income and the potential for capital appreciation by investing in an actively managed, diversified portfolio comprised of securities of primarily publicly-traded Canadian Sustainable companies that operate in the energy and pipeline, real estate and industrial sectors.

The Manager and Investment Manager believe that the businesses of the sustainable companies generally possess one or more of the following characteristics:

1. a history of generating stable earnings with an attractive yield;
2. steady earnings stream due to long life assets;
3. low exposure to short-term commodity price fluctuations;
4. significant barriers to entry; and
5. a dominant product and/or service position.

These companies will have demonstrated the ability to maintain and grow earnings over the long term and have subsequently grown dividends or distributions to shareholders. The ability to pay consistent dividends or distributions to shareholders is generally evidence of stable earnings.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The value of securities in the Fund's portfolio may be affected by the stock market conditions rather than each company's performance. Developments in the market are affected by general economic and financial conditions. Political, social and environmental factors can also affect the value of any investment.

As at December 31, 2011, 109.1% (2010 - 92.3%) of the Fund's portfolio investments were traded on public stock exchanges. If equity prices on these exchanges had increased or decreased by 5%, as at period end, with all other factors remaining constant, net assets would have increased or decreased by approximately \$1,659,547 (2010 - \$1,429,332).

In practice, the actual trading results may differ and the difference could be material.

Currency risk

Currency risk is the risk that the value of investments denominated in currencies other than the financial currency of the Fund will fluctuate as a result of changes in foreign exchange rates. When a Fund buys an investment priced in a foreign currency and the exchange rate between the Canadian dollar and the foreign currency changes unfavorably, it could reduce the value of the Fund's investment.

HARVEST Sustainable Income Fund

NOTES TO THE FINANCIAL STATEMENTS

For the periods ended December 31, 2011 and 2010

As at December 31,

Currency	2011		2010	
	Currency exposure*	As a % of net assets	Currency exposure *	As a % of net assets
U.S. Dollars	\$ 3,560,123	11.7%	\$ 3,728,222	11.9%

*In Canadian dollars

As at December 31, 2011, if the Canadian dollar had strengthened or weakened by 5% in relation to all foreign currencies, with all other variables held constant, the Fund's net assets would have increased or decreased, respectively, by approximately \$178,006 (2010 - \$186,411) or 0.6% (2010 - 0.6%) of total net assets. In practice, the actual results may differ from this sensitivity analysis and the difference could be material.

Interest rate risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or fair value of financial instruments. A Fund that invests in fixed income securities, such as bonds and money market instruments, is sensitive to changes in interest rates. In general, when interest rates are falling, the value of these investments rise. Moreover, fixed income securities with longer terms to maturity are usually more sensitive to changes in interest rates. If interest rates were to change by 1.0%, the increase / (decrease) in interest earned by the Fund would change by \$19,599 (2010 - \$9,126). A fund that has an interest-bearing liability is exposed to risks associated with the effects of fluctuations in interest rates on its cash flows. As at December 31, 2011, the Fund had a loan facility of \$6,500,000. If interest rates were to change by 1.0%, the interest expense could increase/(decrease) by \$65,000.

The table below summarizes the Fund's exposure to interest rate risks by either the remaining term to maturity or contractual repricing.

Debt instruments: December 31, 2011	Fair value (\$)	% of Net Assets
Less than 1 year	-	-
1 to 3 years	-	-
3 to 5 years	1,023,891	3.4
Greater than 5 years	936,000	3.1
Total	1,959,891	6.5

Debt instruments: December 31, 2010	Fair value (\$)	% of Net Assets
Less than 1 year	-	-
1 to 3 years	-	-
3 to 5 years	-	-
Greater than 5 years	912,600	2.9
Total	912,600	2.9

HARVEST Sustainable Income Fund

NOTES TO THE FINANCIAL STATEMENTS

For the periods ended December 31, 2011 and 2010

Liquidity risk

Liquidity risk is defined as the risk that a fund may not be able to settle or meet its obligations on time or at a reasonable price.

The Fund primarily invests in securities that are actively traded in public markets and can be readily disposed of to raise liquidity.

The table below analyzes the Fund's financial liabilities into groupings at the remaining period end date to contractual maturity date. The amounts in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting are not significant.

As at December 31, 2011 (\$)	Less than 1 month	1-3 months	No stated maturity
Loan facility	6,500,000*	-	-
Distributions payable	176,664	-	-
Total financial liabilities	6,676,664	-	-

*maturity January 23rd 2012

Credit risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Fund. The Fund has exposure to credit risk in its trading of listed securities. The Fund minimizes the concentration of credit risk by trading with a large number of brokers and counterparties on recognized and reputable exchanges. The risk of default is considered minimal as all transactions are settled and paid for upon delivery using approved brokers.

The Fund's greatest concentration of credit risk is in its holdings of fixed income debt instruments. The fair value of debt securities includes consideration of the credit worthiness of the debt issuer. This risk is largely mitigated by the high quality standards used to select corporate investments. Ongoing credit assessments are performed on all the Fund's holdings and the exposure level is managed through careful diversification across industry sectors and individual issuers, which helps to minimize this risk. The maximum credit risk of these investments is their fair value at December 31, 2011.

At December 31, 2011 and 2010, the Fund was invested in debt securities with the following credit ratings:

December 31, 2011 Debt Securities by Credit Rating*	% of Total Debt Instruments	% of Net Assets
A+	-	-
A-	-	-
BB-	52.2	3.4
Not Rated	47.8	3.1
Total	100.0	6.5

HARVEST Sustainable Income Fund

NOTES TO THE FINANCIAL STATEMENTS

For the periods ended December 31, 2011 and 2010

December 31, 2010 Debt Securities by Credit Rating*	% of Total Debt Instruments	% of Net Assets
A+	-	-
A-	-	-
Not Rated	100.0	2.9
Total	100.0	2.9

*Excludes cash & cash equivalents; Credit ratings are obtained from Standard & Poor's, Moody's and/or, DBRS. Where more than one rating is obtained for a security, the lowest rating has been used.

6. SOFT DOLLAR COMMISSIONS

Brokerage commissions paid to certain brokers may, in addition to paying for the cost of brokerage services in respect of security transactions, also provide for the cost of investment research services provided to the investment manager.

The value of such research services included in commissions paid to brokers for the periods ended December 31, 2011 and 2010 amounted to \$NIL.

7. INCOME TAXES

The Fund qualifies as a mutual fund trust under the provisions of the Income Tax Act (Canada). The Fund is subject to tax on their income including net realized capital gains which are not paid or payable to unitholders. It is the intention of the Fund to distribute all of its net income and sufficient net realized capital gains so the Fund will not be subject to income taxes.

The amount of net realized taxable capital gains available for distribution is reduced by the amount of net capital gains to be retained in the Fund. This is done in order to enable the Fund to fully utilize any available tax credits due to application of the capital gain refund formula attributable to redemptions during the year. In certain circumstances, the Fund may distribute a return of capital. A return of capital is taxable but will generally reduce the adjusted cost of the units.

Capital losses may be carried forward indefinitely to reduce future realized capital gains. Non-capital losses may be applied against future taxable income.

As at the Fund's 2011 taxation year the Fund did not have any tax losses.

Harmonized sales tax

Effective July 1, 2010, certain provinces have harmonized their provincial sales tax ("PST") with the federal goods and services tax ("GST"). The harmonized sales tax ("HST") combines the GST rate of 5% with the PST rate of certain provinces. For the province of Ontario the HST rate is 13%. As the manager is a resident of Ontario, the expenses paid by the Fund include HST of 13%. HST is calculated using the residency of unitholders in the Fund as at specific times, rather than the physical location of the manager. A blended rate refund is filed with Revenue Canada on behalf of the Fund, in arrears, using each province's HST rate or GST rate in the case of non-participating provinces. Any refund received is applied against future HST payable.

HARVEST Sustainable Income Fund

NOTES TO THE FINANCIAL STATEMENTS

For the periods ended December 31, 2011 and 2010

8. NET ASSET VALUE AND NET ASSETS

CICA Handbook Section 3855 requires that the fair value of financial instruments which are actively traded be measured based on the bid price for long positions held and the asking price for short positions held.

The net asset value per unit for purposes of unitholder transactions (i.e. purchases, switches, redemptions) and net assets per unit calculated in accordance with CICA Handbook Section 3855 are shown below:

Per Unit (\$):	NAV	Net assets
As at December 31, 2011	\$11.23	\$11.19
As at December 31, 2010	\$11.27	\$11.26

9. LOAN FACILITY

The Fund established a loan facility with a Canadian chartered bank during the period. The amount of the loan is not to exceed 25 per cent of total net asset value. The Fund has the facility in place to borrow at the rate of 1.75 per cent of interest by way of Bankers Acceptance (“BA”). In addition, the Fund may be required to pay a standby fee based on the amount of unused borrowings during the period, which is calculated daily, payable quarterly and is included in “Interest expense” on the Statements of Operations. The amount drawn on the loan facility throughout the period ended December 31, 2011, was from \$6,500,000 to \$7,500,000. During the period, \$1,000,000 of the loan was repaid. There were no standby fees charged during the period on the unused balance. The outstanding balance on the loan facility was \$6,500,000 at December 31, 2011.

The initial interest paid on the drawdown or renewal of the BA is deferred and amortized over the term of the BA, which matures January 23, 2012. The unamortized portion of the deferred interest is included under the “Prepaid Interest – loan facility” on the statement of financial position. For the period ended December 31, 2011, the Fund recorded interest expense of \$223,844.

The loan facility will be utilized for the purpose of making investments in accordance with its investment objectives and restrictions, and to pledge its assets to secure the borrowings.

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CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This document may contain forward-looking statements relating to anticipated future events, results, circumstances, performance or expectations that are not historical facts but instead represent our beliefs regarding future events. By their nature, forward-looking statements require us to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that predictions and other forward-looking statements will not prove to be accurate. We caution readers of this document not to place undue reliance on our forward-looking statements as a number of factors could cause actual future results, conditions, actions or events to differ materially from the targets, expectations, estimates or intentions expressed or implied in the forward-looking statements. Actual results may differ materially from management expectations as projected in such forward-looking statements for a variety of reasons, including but not limited to market and general economic conditions, interest rates, regulatory and statutory developments, the effects of competition in the geographic and business areas in which the Fund may invest and the risks detailed from time to time in the Fund's simplified prospectus or offering memorandum. We caution that the foregoing list of factors is not exhaustive and that when relying on forward-looking statements to make decisions with respect to investing in the Fund, investors and others should carefully consider these factors, as well as other uncertainties and potential events, and the inherent uncertainty of forward-looking statements. Due to the potential impact of these factors, the Fund does not undertake, and specifically disclaims, any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless required by applicable law.