

# FIRST ASSET

## Independent Review Committee

### Report to Securityholders for the Year-Ended December 31, 2016

This Report to Securityholders is prepared and delivered by the Independent Review Committee (the “**IRC**”) for the First Asset family of investment funds (see Schedule “A” hereto) (each, a “**Fund**”; collectively, the “**Funds**”) in accordance with Section 4.4 of National Instrument 81-107. A securityholder of any of the Funds may request a copy of this report free of charge by calling (416) 642-1289 or 1-877-642-1289, or by emailing [info@firstasset.com](mailto:info@firstasset.com) or by visiting [www.firstasset.com](http://www.firstasset.com) or [www.sedar.com](http://www.sedar.com).

All information contained herein is for the period January 1, 2016 to December 31, 2016.

#### (a) Members of the IRC

*Required Disclosure - The name of each member of the IRC at the date of the report, with (i) the member’s length of service on the IRC; (ii) the name of any other fund family on whose IRC the member serves; and (iii) if applicable, a description of any relationship that may cause a reasonable person to question the member’s independence and the basis upon which the IRC determined that the member is independent.*

Name	(i) Service	(ii) Other IRC(s)	(iii) Independence
Douglas A. S. Mills	Since May 1, 2007 †	None	N/A
Carl M. Solomon	Since May 1, 2007 †	None	N/A
Henry J. Knowles	May 1, 2007 to August 31, 2016	None	N/A
John Reucassel	September 1, 2016 to current	Board of Governors of CI Investments Inc.	N/A

† For funds in existence on May 1, 2007. For Funds launched after May 1, 2007, on the date that the initial public offering was completed. The IRC members were appointed on May 1, 2007, however, the IRC did not become functional until November 1, 2007. For First Asset Global Dividend Fund, the current IRC was constituted on August 1, 2009 following acquisition by First Asset of Criterion Investments. The IRC members’ appointments were terminated on November 30, 2015 in connection with the change of control of First Asset Investment Management Inc., the manager of the Funds, however the same members were re-appointed on November 30, 2015.

#### (b) Ownership of Securities

*Required Disclosure - The percentage of securities of each class or series of voting or equity securities beneficially owned, directly or indirectly, in aggregate by all members of the IRC: (i) in the investment fund if the aggregate level of ownership exceeds 10%; (ii) in the manager; (iii) in any person or company that provides services to the investment fund or the manager; or (iv) in CI Financial Corp. (TSX: CIX) if the aggregate level of ownership exceeds 10%.*

<u>Name</u>	<u>Funds</u>	<u>Managers</u>	<u>Service Providers</u>	<u>CIX</u>
Douglas A.S. Mills	Nil	Nil	Nil	Nil
Carl M. Solomon	Nil	Nil	Nil	Nil
John Reucassel	Nil	Nil	Nil	Nil

**(c) Chair**

*Required Disclosure – The Identity of the Chair of the IRC.*

Douglas A. S. Mills.

**(d) Changes in Composition**

*Required Disclosure – Any changes in the composition or membership of the IRC during the period.*

Henry J. Knowles resigned as a member of the IRC effective August 31, 2016. John Reucassel was appointed as a member of the IRC effective September 1, 2016. See also, † above in (a).

**(e) Compensation**

*Required Disclosure – The aggregate compensation paid to the IRC and any indemnities paid to members of the IRC by the investment funds during the period.*

Aggregate Compensation Paid:           \$126,833.00  
Indemnities Paid:                        Nil

**(f) Compensation Criteria**

*Required Disclosure – A description of the process and criteria used by the IRC to determine the appropriate level of compensation of its members and any instance when, in setting the compensation of its members, the IRC did not follow the recommendation of the manager, including (i) a summary of the manager’s recommendation, and (ii) the IRC’s reasons for not following the recommendation.*

Compensation remained unchanged for the year-ended December 31, 2016.

**(g) Conflict of Interest Matters**

*Required Disclosure – If known, a description of each instance when the manager acted in a conflict of interest matter referred to the IRC for which the IRC did not give a positive recommendation, including (i) a summary of the recommendation, and (ii) if known, the manager’s reasons for proceeding without following the recommendation of the IRC and the result of the proceeding.*

The IRC is not aware of any such instances.

**(h) Managers Failure to Meet Conditions**

*Required Disclosure – If known, a description of each instance when the manager acted in a conflict of interest matter but did not meet a condition imposed by the IRC in its recommendation or approval, including (i) the nature of the condition, (ii) if known, the manager’s reasons for not meeting the condition, and (iii) whether the IRC is of the view that the manager has taken, or proposes to take, appropriate action to deal with the matter.*

The IRC is not aware of any such instances.

**(i) Managers Reliance on Recommendations/Approvals**

*Required Disclosure – A brief summary of any recommendations and approvals the manager relied upon during the period.*

During the period January 1, 2016 to December 31, 2016, the Manager acted in reliance on positive recommendations and/or approvals (including those granted by way of Standing Instructions), as applicable, granted by the IRC relating to certain conflicts of interest matters referred to the IRC as set out in Schedule “B” hereto.

**DATED** as of this 1 day of March, 2017.

*(signed) “Douglas A. S. Mills”*

---

Douglas A. S. Mills  
Chair, Independent Review Committee



## SCHEDULE "A"

### FUND AND MANAGERS

First Asset Investment Management Inc. ("FAIMI") served as Manager of all of the Funds between January 1, 2016 and December 31, 2016.

#### First Asset Family of Closed-End Funds

1. Triax Diversified High-Yield Trust (terminated on January 3, 2017)
2. First Asset Energy & Resource Fund
3. Utility Split Trust (terminated on January 3, 2017)
4. Preferred Share Investment Trust (terminated on November 1, 2016)
5. JFT Strategies Fund
6. First Asset Morningstar US Consumer Defensive Index Fund
7. First Asset Diversified Convertible Debenture Fund
8. First Asset Canadian Convertibles Fund
9. First Asset North American Convertibles Fund
10. Convertibles Portfolio Fund (terminated on May 20, 2016)
11. First Asset CanBanc Split Corp. (terminated on January 15, 2016)

#### First Asset Family of Mutual Funds

1. First Asset Resource Fund Inc.
2. First Asset Global Dividend Fund
3. First Asset Canadian Convertible Bond Fund
4. First Asset REIT Income Fund
5. First Asset Utility Plus Fund
6. First Asset Canadian Convertible Debenture Fund (terminated on March 10, 2017)
7. First Asset Canadian Energy Convertible Debenture Fund
8. First Asset Canadian Dividend Opportunity Fund
9. First Asset Canadian Dividend Opportunity Fund II (terminated on March 10, 2017)

#### First Asset Family of Exchange Traded Funds

1. First Asset Can-Energy Covered Call ETF
2. First Asset Can-Materials Covered Call ETF
3. First Asset Canadian Convertible Bond ETF
4. First Asset Tech Giants Covered Call ETF
5. First Asset Energy Giants Covered Call ETF
6. First Asset Morningstar Canada Dividend Target 30 Index ETF
7. First Asset Morningstar US Dividend Target 50 Index ETF
8. First Asset Morningstar National Bank Quebec Index ETF
9. First Asset Morningstar Canada Momentum Index ETF
10. First Asset Morningstar Canada Value Index ETF
11. First Asset Morningstar US Momentum Index ETF
12. First Asset Morningstar US Value Index ETF
13. First Asset Morningstar International Value Index ETF
14. First Asset Morningstar International Momentum Index ETF
15. First Asset Provincial Bond Index ETF (terminated on January 16, 2017)
16. First Asset 1-5 Year Laddered Government Strip Bond Index ETF
17. First Asset MSCI Canada Low Risk Weighted ETF
18. First Asset MSCI USA Low Risk Weighted ETF
19. First Asset MSCI Europe Low Risk Weighted ETF
20. First Asset MSCI World Low Risk Weighted ETF
21. First Asset U.S. & Canada Lifeco Income ETF

22. First Asset European Bank ETF (formerly, First Asset Hamilton Capital European Bank ETF)
23. First Asset Active Canadian Dividend ETF
24. First Asset Active Credit ETF
25. First Asset Core Canadian Equity ETF
26. First Asset Core U.S. Equity ETF
27. First Asset Core Balanced ETF (terminated on January 16, 2017)
28. First Asset Active Utility & Infrastructure ETF
29. First Asset Canadian REIT ETF (prior to July 14, 2015, First Asset Canadian REIT Income Fund)
30. First Asset Global Financial Sector ETF (prior to April 25, 2016, First Asset Hamilton Capital European Bank Fund)
31. First Asset Preferred Share ETF
32. First Asset Long Duration Fixed Income ETF
33. First Asset Investment Grade Bond ETF (prior to August 22, 2016, Marret Investment Grade Bond Fund)
34. First Asset Canadian Buyback Index ETF
35. First Asset U.S. Buyback Index ETF
36. First Asset Cambridge Core Canadian Equity ETF
37. First Asset Cambridge Core U.S. Equity ETF
38. First Asset U.S. Equity Multi-Factor Index ETF
39. First Asset Canadian Dividend Low Volatility Index ETF
40. First Asset U.S. Tactical Sector Allocation Index ETF
41. First Asset U.S. Trendleaders Index ETF

**Classes of First Asset Fund Corp.:**

42. First Asset CanBanc Income Class ETF (formerly, CanBanc Income Corp.)
43. First Asset Core Canadian Equity Income Class ETF (formerly, Can-60 Income Corp.)
44. First Asset Short Term Government Bond Index Class ETF
45. First Asset Global Momentum Class ETF (terminated on January 16, 2017)
46. First Asset Global Momentum (CAD Hedged) Class ETF (terminated on January 16, 2017)
47. First Asset Global Value Class ETF (terminated on January 16, 2017)
48. First Asset Global Value (CAD Hedged) Class ETF (terminated on January 16, 2017)
49. First Asset MSCI Canada Quality Index Class ETF (formerly, Can-Financials Income Corp.)


**FIRST ASSET**
**SCHEDULE "B"**
**MANAGER'S RELIANCE ON RECOMMENDATIONS/APPROVALS**

<b>Conflict of Interest Matter</b>		<b>Related Policy &amp; Procedure</b>
X	Valuing Portfolio Securities	Valuation of Portfolio Securities
X	Best Execution of Trades	Best Execution of Trades
X	Use of Soft Dollars	Soft Dollar Standards
X	Allocation of Orders	Allocation of Orders and Standard of Fairness
X	Inter-Fund Trades	Inter-Fund Trade Policy
X	Investments in Related Funds	Related Fund Investment Policy
X	Investments in Related Issuers	Related Issuer Investment Policy
	Investments in Employee Entities	Investments in Employee Entities
X	Correcting Errors	Trade Errors and Trade Modification Policy
	Proxy Voting Conflicts	Proxy Voting Conflicts
X	Use of External Managers	Supervision of External Portfolio Managers
X	Internalizing 3 <sup>rd</sup> Party Agreements	Internalizing 3 <sup>rd</sup> Party Agreements
X	Launching/Marketing New Funds	Policy on Launching/Marketing New Funds
X	Allocating Expenses Among Funds	Allocating Expenses Among Funds
X	Merger Policy	Merger Policy
X	Personal Trading by Portfolio Managers	Portfolio Management Conflicts Policy
X	Establishing a New Fund	Establishing a New Fund
	Change of Auditor	Change of Auditor
X	Illiquid Securities	Illiquid Securities
	Transactions with Employee Entities	Transactions with Employee Entities

"X" indicates that the Manager relied on the particular policy.