



## IRC REPORT TO UNITHOLDERS

As at December 31, 2024

Dear Unitholder:

On April 1, 2024, Tangerine Investments Management Inc. ("TIMI") appointed its affiliate, 1832 Asset Management L.P. ("1832" or the "Manager"), as the Investment Fund Manager for all Tangerine Investment Funds. At that time, the independent review committee ("IRC") of the mutual funds managed by 1832 ("1832 IRC" or "current IRC", and the TIMI IRC also referred to as the "former IRC") became responsible for the oversight of the Tangerine Investment Funds, and the TIMI IRC resigned.

From January 1, 2024 to March 31, 2024, the members of the TIMI IRC were C. Ian Ross, Stephen Griggs and Cecilia Mo. The 1832 IRC thanks Mr. Ross, Mr. Griggs and Ms. Mo for their contributions and years of service.

The members of the 1832 IRC are pleased to submit our annual report to unitholders of the Tangerine Investment Funds listed in Schedule "A" attached (collectively, the "Funds" and individually, the "Fund") for the year ended December 31, 2024.

Securities regulators have given the 1832 IRC a mandate to review mutual fund conflict of interest matters identified and referred to the 1832 IRC by the Manager and to give its approval or recommendation, depending on the nature of the conflict of interest matter. The 1832 IRC's focus is on the question of whether the Manager's proposed action achieves a fair and reasonable result for the Funds.

At least annually, the 1832 IRC reviews and assesses the adequacy and effectiveness of the Manager's policies and procedures relating to conflict of interest matters in respect of the Funds. The 1832 IRC also conducts annually a self-assessment of its independence, compensation and effectiveness.

The members of the 1832 IRC look forward to continuing to serve in the best interests of the Funds and working effectively and openly with the Manager.

***"Stephen Griggs"***

Stephen Griggs  
Chair of the 1832 Independent Review Committee

## 1832 IRC Member Biography

1832 IRC Member	Date of Appointment	Length of Service on 1832 IRC
<i>Steven Donald</i>	<i>01-Apr-24</i>	<i>9 months</i>
<p>Mr. Donald has over 30 years of experience in the financial services industry. Most recently, he was Executive Vice-President and Chief Risk Officer for CI Financial, a global wealth management firm, until his retirement in 2019. In this role, he was responsible for Enterprise Risk Management, Legal and Compliance as well as Industry, Regulatory and Government Relations. Prior to his appointment as Executive Vice-President of CI Financial, Mr. Donald held increasingly senior roles within the organization, including President of Assante Wealth Management, Senior Vice-President and Chief Financial Officer at Assante and Vice-President and Chief Financial Officer at Synergy Asset Management. Mr. Donald is a past Chair of the Investment Industry Association of Canada; as well as, past Chair of the Mutual Fund Dealers Association. He holds a Bachelor of Commerce from the University of British Columbia and is a Fellow of the Institute of Chartered Professional Accountants of Ontario.</p>		
<i>Stephen Griggs</i> <i>Chair of the IRC</i>	<i>01-Apr-24</i>	<i>9 months *</i>
<p>Mr. Griggs is the Chief Executive Officer of Smoothwater Capital Corporation, a private investment company. Mr. Griggs is Chair of the Board of TSX listed Genesis Land Development Corp. and Chair of the Board of Haventree Bank, a federally regulated bank controlled by Smoothwater. Mr. Griggs has also held senior executive positions with OPTrust, Legg Mason Canada Inc., and two leading Canadian mutual fund companies. Mr. Griggs also served for three years as Executive Director of the Canadian Coalition for Good Governance. Mr. Griggs was also a corporate/commercial and securities law partner with the Toronto law firm Smith Lyons (now Gowlings) until 1994 and remains a member of the Law Society of Ontario with a J.D. from the University of Toronto Law School. He has been an adjunct professor at Osgoode Hall Law School teaching in the area of corporate governance and lectures at the Directors College.</p>		
<i>Heather Hunter</i>	<i>01-Apr-24</i>	<i>9 months</i>
<p>Ms. Hunter has over 40 years of experience in the investment industry, most recently as Vice-President and Head of Canadian Equities at Invesco, a global investment manager. Previously Ms. Hunter held senior positions at Ontario Teachers Pension Plan Board and Confederation Life. She served as a director of Maple Leaf Foods and of NexGen Financial Corporation. Ms. Hunter received a Queen's Diamond Jubilee medal in recognition of her contributions to Easter Seals of Ontario as a director and chair. She is a member of the University of Toronto Investment Advisory Committee and of the Baycrest Foundation investment committee. Ms. Hunter has an Honours BA from McGill University, an MBA from the University of Western Ontario, and a CFA.</p>		

<b>1832 IRC Member</b>	<b>Date of Appointment</b>	<b>Length of Service on 1832 IRC</b>
<i>Cecilia Mo</i>	<i>01-Nov-24</i>	<i>2 months **</i>
Cecilia Mo has over 30 years of experience in the financial service industry, most recently as senior vice president & portfolio manager at 1832 Asset Management until her retirement in 2018. Having won numerous industry awards including four Lipper Awards during her career, Cecilia started her career with Fidelity Investment in Boston and subsequently joined Goodman & Company in Toronto. Ms. Mo has a BA from University of British Columbia and an MBA from the Wharton School of the University of Pennsylvania.		
<i>Jennifer Witterick</i>	<i>01-Apr-24</i>	<i>9 months</i>
Ms. Witterick has been active in the investment industry for 30 years. She was the Founder & CEO of Sky Investment Counsel and a partner at Foyston, Gordon & Payne and Hamlin Watsa Investment Counsel. Ms. Witterick is a past President of the CFA Society Toronto and a member of the Institute of Corporate Directors, holding the ICD. D designation. She is a CFA charter holder and a graduate of the University of Western Ontario. Currently, Ms. Witterick is an international bestselling author.		

\*Stephen Griggs was also a member of the former IRC. Mr. Griggs was first appointed to the former IRC on December 18, 2007 and was a member until March 31, 2024.

\*\*Cecilia Mo was also a member of the former IRC. Ms. Mo was first appointed to the former IRC on March 20, 2021 and was a member until March 31, 2024.

The 1832 IRC serves as the IRC of the Scotia Funds, the Scotia Private Pools and the Pinnacle Portfolios, Scotia ETFs, Dynamic Funds and Marquis Investment Program. Each member of the 1832 IRC is also a member of the IRC for the pooled funds managed by Jarislowsky Fraser Limited, a subsidiary of the Bank of Nova Scotia. Furthermore, each member of the 1832 IRC also serves on the IRCs for the MD Funds and MDPIM Pools and for the MD Pooled Funds which are managed by MD Financial Management Inc., a subsidiary of the Bank of Nova Scotia. None of the members of the 1832 IRC serve as a member of an IRC for the investment funds managed by an investment fund manager not affiliated with the Bank of Nova Scotia.

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## Holdings

### (a) Funds

As at December 31, 2024, the percentage of units of each class of each Fund beneficially owned, directly or indirectly, in aggregate, by all members of the 1832 IRC did not exceed 10 per cent.

### (b) Manager

As at December 31, 2024, no member of the 1832 IRC beneficially owned, directly or indirectly, any class or series of voting or equity securities of the Manager.

### (c) Service Providers

As at December 31, 2024, the percentage of securities of each class or series of voting or equity securities of Bank of Nova Scotia or any other company or entity providing services to the Funds or the Manager beneficially owned, directly or indirectly, in aggregate, by all members of the 1832 IRC was less than 0.01%.

### **Compensation and Indemnities**

The aggregate compensation paid by the Funds to the current and former IRC for the Reporting Period was \$32,621. This amount is split equally among all the Funds, meaning each Fund pays the same amount.

No indemnities were paid to the current or former IRC by the Manager of the Funds during the Reporting Period.

At least annually, the current IRC reviews its compensation, giving consideration to the following:

1. the best interests of the Funds;
2. industry best practices, including industry averages and surveys on IRC compensation;
3. the number, nature and complexity of the mutual funds for which the IRC acts;
4. the nature and extent of the workload of each member of the IRC, including the commitment of time and energy that is expected from each member; and
5. any recommendations concerning IRC compensation made by the Manager.

### **Conflict of Interest Matters**

During the period January 1, 2024 to December 31, 2024 (the “Reporting Period”), the current and the former IRC each considered conflict of interest matters that the Manager referred to it for its recommendation or, where applicable, its approval pursuant to its charter and in accordance with the requirements of the Canadian securities regulators for IRCs of publicly offered mutual funds set forth in National Instrument 81-107 (“NI 81-107”).

The IRC considers conflict of interest matters referred to it and makes recommendations to the Manager on whether or not the IRC believes the proposed actions of the Manager will achieve a fair and reasonable result for the applicable Funds. Where appropriate, the IRC gives the Manager standing instructions which enable the Manager to act in a particular conflict of interest matter on a continuing basis provided the Manager complies with its policies and procedures established to address that conflict of interest matter and reports periodically to the IRC on the matter.

The Manager has an obligation to report to the IRC any instance in which it acted in a conflict of interest matter but did not meet a condition imposed by the IRC through an approval or recommendation. The Manager is also required to notify the IRC if it proposes to act in a conflict of interest matter where the IRC did not provide a positive recommendation. As of the date of this report, the Manager has informed the current IRC that it is not aware of any such instances. The IRC is required to advise the Canadian securities regulators if it determines an action by the Manager was not made in accordance with its approval. No such reports to the regulators were required.

## **Approvals**

As permitted by Canadian securities legislation, including NI 81-107 and exemptive relief granted by the Canadian securities regulators, during the Reporting Period, the current and former IRC each provided approval in the form of Standing Instructions and subject to terms and conditions for the Funds for:

1. ***Entering into a Prime Broker Agreement with a Related Party***, which provides approval for the Funds to enter into an agreement with a related party, including Scotia Capital Inc., to act as a prime broker for the Funds;
2. ***Inter-fund Trading***, which provides approval for the purchase of securities from or the sale of securities to, another Fund or pooled fund or segregated account managed by the Manager (also referred to as cross trading);
3. ***In-Specie Transactions***, which provides approval for the purchase or redemption of units or shares of a Fund in consideration for portfolio securities delivered to or delivered from the Fund, as opposed to cash considerations;
4. ***Principal Trading with a Related Party***, which provides approval for the purchase or sale of securities from or to the account of a related party, including Scotia Capital Inc., where the related party is acting for its own account on a principal basis;
5. ***Purchase, Holding and Sale of Securities of a Related Party***, which provides approval for the investment in both equity and debt securities of related issuers, including securities issued by The Bank of Nova Scotia; and
6. ***Purchase of Securities Underwritten by a Related Party***, which provides approval for the investment in securities of an issuer where a related party, including Scotia Capital Inc., acts as an underwriter during the distribution of the securities and during the 60-day period following the completion of the distribution of such securities.

## **Recommendations**

During the Reporting Period, the following are conflict of interest matters that have been identified by the Manager for the current and former IRC to consider, as applicable, and for which the current and former IRC has given positive recommendations in the form of Standing Instructions:

1. ***Acquisition of Securities of a Related Underlying Fund***, which provides the circumstances and criteria for making investments in other Funds managed by the Manager;
2. ***Agency Trading with a Related Party***, which provides the circumstances and trading terms under which commissions paid for by the Funds to a related party, including Scotia Capital Inc. in its capacity as broker to execute securities transactions;
3. ***Entering into a Designated Broker Agreement with a Related Party***, which provides the circumstances for the Funds to enter into an agreement with a related party, including Scotia Capital Inc., to act as a designated broker for the Funds;

4. ***Entering into Over-the-Counter (“OTC”) Derivatives with a Related Party***, which provides the circumstances and trading terms under which commissions, spreads or other trading costs paid for by the Funds to a related party, including Scotia Capital Inc. in its capacity as broker or counterparty for entering into OTC derivative transactions;
5. ***Expense Recovery***, which provides how eligible operating expenses of the Funds are charged, allocated and recovered;
6. ***Employee Personal Trading***, which provides how personal trading of certain employees of the Manager are restricted and monitored;
7. ***Error Correction***, which provides how trading, valuation or other errors made within a Fund are identified and corrected;
8. ***Fair Allocation***, which provides how investment opportunities are allocated across the Funds;
9. ***Fair Valuation***, which provides how portfolio assets are valued for the purpose of calculating the net asset value of the Funds;
10. ***Gifts and Entertainment***, which provides guidelines regarding acceptance of gifts and entertainment by the Manager’s employees;
11. ***Large Transactions***, which provides the criteria for which the Manager negotiates the terms for large transactions with unitholders or shareholders;
12. ***Outside Activities and External Directorships***, which provides the circumstances and terms under which certain employees of the Manager participate in outside activities or maintain employment including directorships, outside of the Manager;
13. ***Outsourcing to Related Parties***, which provides the circumstances and criteria under which services of the Funds are outsourced to a related party for a fee;
14. ***Portfolio Advisor Oversight***, provides the criteria and process for the selection and monitoring of portfolio advisors, including external sub-advisors;
15. ***Proxy Voting***, which provides the criteria and process in which proxies received by the Fund concerning a related party, including the Bank of Nova Scotia, are voted;
16. ***Redemption of Fund Securities***, which provides the criteria and circumstances for which the Manager redeems units or shares of a Fund held for its own account, including seed capital investments;
17. ***Short-Term Trading***, which provides the process to deter excessive trading by unitholders or shareholders in units or shares of the Funds;
18. ***Soft Dollar Arrangements*** which provides how eligible research and order execution services beneficial to the management of the Funds are obtained through commissions paid for by the Funds in connection with the execution of securities transactions;

19. ***Trading Foreign Exchange with a Related Party*** which provides the circumstances and trading terms under which spreads or other trading costs paid for by the funds to a related party, including Scotia Capital Inc. in its capacity as broker for executing foreign exchange transactions; and
20. ***Utilizing a Deposit Account with a Related Party*** which provides the circumstances and terms of utilizing a deposit account with a related party, including Bank of Nova Scotia.

**Schedule “A”  
The Funds**

1. Tangerine Money Market Fund

***Tangerine Core Portfolios:***

2. Tangerine Balanced Income Portfolio
3. Tangerine Balanced Portfolio
4. Tangerine Balanced Growth Portfolio
5. Tangerine Dividend Portfolio
6. Tangerine Equity Growth Portfolio

***Tangerine Global ETF Portfolios:***

7. Tangerine Balanced Income ETF Portfolio
8. Tangerine Balanced ETF Portfolio
9. Tangerine Balanced Growth ETF Portfolio
10. Tangerine Equity Growth ETF Portfolio

***Tangerine Socially Responsible Global Portfolios:***

11. Tangerine Balanced Income SRI Portfolio
12. Tangerine Balanced SRI Portfolio
13. Tangerine Balanced Growth SRI Portfolio
14. Tangerine Equity Growth SRI Portfolio