

Annual Report of the Independent Review Committee of the Harvest Portfolios Group of Funds (the "Funds")

March 10, 2021

IRC Annual Report to Securityholders in the Harvest Portfolios Group of Funds (the "Funds")

Dear Securityholder,

In accordance with **National Instrument 81-107 *Independent Review Committee for Investment Funds*** ("NI 81-107" or the "Instrument"), Harvest Portfolios Group Inc. ("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 Funds, 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, 2020 to December 31, 2020 (the "Reporting Period").

Mandate of the IRC

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 Funds as listed at the end of this Report. 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, (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 decision to the Manager as to whether, in the opinion of the IRC, the Manager's proposed action provides a fair and reasonable result for the Funds. 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, the IRC has sought to ensure that the Manager's proposed course of action represents a fair and reasonable result for the Funds.

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:

<i>Name and municipality of residence</i>	<i>Principal Occupation</i>	<i>Effective Term of Office</i>
Chair, Edna A. Chu, Toronto, Ontario	Lawyer, Compliance Consultant	January 1, 2020 for a period of three years; Appointed as Chair, January 1, 2021. ¹
Chair, Don Hathaway, Stratford, Ontario	Corporate Director	September 28, 2009; Retired December 31, 2020. ²
Anthony Cox, Toronto, Ontario	President, Canadian Fund Management Inc.	January 1, 2021 for a period of three years.
Karen McRae, Toronto, Ontario	Corporate director and pension fund trustee	July 1, 2018 for a period of three years; Re-appointed January 1, 2021 for a period of one year. ³

¹ Edna Chu also sits on the independent review committees of investment funds that are reporting issuers managed by C.S.T. Consultants Inc. and investment funds, that are reporting and non-reporting issuers managed by Goodwood Inc.

² Don Hathaway also sits on the independent review committee of investment funds that are reporting issuers managed by The Knowledge First Foundation.

³ Karen McRae also sits on the independent review committee of investment funds that are reporting issuers managed by Connor, Clark and Lunn.

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 \$35,000 in 2020, plus applicable taxes.

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 at December 31, 2020, 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.

Decisions and Approvals

The IRC did not provide any decisions or approvals during the Reporting Period.

Standing Instructions Approved

The IRC has approved three SIs. These SIs constitute a written approval or decision from the IRC that permits the Manager to proceed with the specific action(s) set out in an 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 requires the Manager to comply with its related policy and procedures and to report periodically to the IRC.

Standing Instruction No. 1: Omnibus.

This SI deals with a number of 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. Distribution Issues
7. Showing Favouritism
8. Sub-Managers and Sub-Advisors
9. Outsourcing to Third-party Service Providers
10. Personal Trading
11. Benchmark Indices
12. Client Complaints
13. Capacity Issues

Standing Instruction No. 2: Inter-fund Trades.

Standing Instruction No. 3: Undertaking a Future Fund Offering on a Closed-end Fund.

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 relied on SI No. 1 but did not rely on SI Numbers 2 & 3 as there were no inter-fund trades and no secondary offerings were undertaken by the Manager during the Reporting Period.

Funds served by the IRC

Harvest Banks & Buildings Income Fund
Harvest Canadian Income & Growth Fund
Global Telecom & Utilities Income Fund
Brand Leaders Income Fund
Australian REIT Income Fund
Harvest Brand Leaders Plus Income ETF
Harvest Energy Leaders Plus Income ETF
Harvest Healthcare Leaders Income ETF
Harvest US Equity Plus Income ETF

Harvest Tech Achievers Growth & Income ETF
Harvest Global REIT Leaders Income ETF
Big Pharma Split Corp
Harvest Global Resource Leaders ETF (*terminated June 30, 2020*)
Harvest US Bank Leaders Income ETF
Blockchain Technologies ETF
Harvest Global Gold Giants Index ETF
Harvest Equal Weight Global Utilities Income ETF
Harvest US Investment Grade Bond Plus ETF

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 1-866-998-8298 or by emailing the Funds at info@harvestportfolios.com. This document and other information about the Funds are available on www.sedar.com

Yours truly,

“Edna A. Chu”

Edna A. Chu, Chair

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