

INDEPENDENT REVIEW COMMITTEE
for the
OCEANROCK MUTUAL FUNDS
and
MERITAS SRI FUNDS

ANNUAL REPORT TO UNITHOLDERS
(for the financial year ended December 31, 2017)

The Independent Review Committee (“IRC”) for the OceanRock Mutual Funds and Meritas SRI Funds (each a “Fund” and collectively the “Funds”) has prepared this annual report to unitholders as required by section 4.4 of National Instrument 81-107 *Independent Review Committee for Investment Funds* (“NI 81-107”). It has been delivered to OceanRock Investments Inc. (the “Manager”) as manager of the Funds, posted on the Funds’ website at www.oceanrock.ca, filed with securities regulators at www.sedar.com and is available to unitholders on request.

Formation and Mandate of IRC

The IRC was established and its Charter was adopted effective November 1, 2007 in respect of the OceanRock Mutual Funds, and effective September 27, 2007 in respect of the Meritas SRI Funds. Its primary mandate is to review conflict of interest matters concerning the Funds that the Manager refers to it.

IRC Membership

The IRC is composed of John Sibley, Launi Skinner and David Gregory. The Chair of the IRC is John Sibley.

OceanRock Mutual Funds

Mr. Sibley and Mr. Gregory have served on the IRC since its establishment. Effective November 1, 2010, both of them were re-appointed to the IRC for a further three-year term with the agreement of the Manager. Following the change of control of the Manager on April 3, 2013, Mr. Sibley and Mr. Gregory were re-appointed as members of the IRC and Ms. Skinner was appointed to the IRC, each for a three year term. Effective April 3, 2016, Mr. Sibley, Mr. Gregory and Ms. Skinner were re-appointed to the IRC for a further three-year term with the agreement of the Manager.

Meritas SRI Funds

Mr. Sibley and Mr. Gregory have served on the IRC since April 1, 2010 when they were each first appointed to serve for a three year term. Following the change of control of the Manager on April 3, 2013, Mr. Sibley and Mr. Gregory were re-appointed as members of the IRC and Ms. Skinner was appointed to the IRC, each for a three year term. Effective April 3, 2016, Mr. Sibley, Mr. Gregory and Ms. Skinner were re-appointed to the IRC for a further three-year term with the agreement of the Manager.

IRC Securities Ownership

In aggregate, the IRC members do not beneficially own, directly or indirectly, more than 10% of any series of units of any of the Funds.

No member of the IRC owns any shares of the Manager directly. However, as at December 31, 2017, the IRC members owned in aggregate approximately 0.59%, on a fully diluted basis, of the shares of Qtrade Canada Inc. (“QCI”), which owns 100% of the shares of the Manager.

IRC Independence

One of the IRC members is a shareholder of QCI and two of the IRC members are directors of QCI. QCI owns 100% of the Manager and provides technological and administrative support to the Funds and the Manager. Despite these relationships, the IRC determined that its members are independent as defined

in NI 81-107 based on the immateriality of the QCI shareholdings in the context of the relevant member's entire investment portfolio and the IRC members' significant experience acting in fiduciary roles acquired through their professional qualifications and extensive business careers.

The Manager's Conflict of Interest Policies and Procedures

The Manager has adopted policies and procedures for dealing with conflict of interest matters. The Manager updated the policies and procedures in 2011 and the IRC approved the updates effective March 31, 2011. No regulatory changes or conflict of interest matters arose during 2017 that would have prompted a further update to these policies and procedures.

Conflict of Interest Matters

There were no cases during 2017 in which the Manager acted without a positive recommendation or failed to meet a condition of the IRC.

The Manager relied on the standing instructions of the IRC for the Manager to use its variable operating expense recovery methodology with respect to the Funds in accordance with the Manager's conflict of interest policies and procedures and applicable securities laws and regulations.

Compensation

The Manager has established an annual \$5,000 cash retainer as the compensation to be paid to each IRC member for their services on the IRC. In addition, the Manager will reimburse the IRC members for reasonable expenses incurred by them in the course of carrying out their IRC services.

Dated as of February 26, 2018.