



**Independent Review Committee
2023 Report to Security Holders of Qwest Funds**

January 1, 2024

Dear Investor,

In accordance with *National Instrument 81-107 – Independent Review Committee for Investment Funds (NI 81-107)*, Qwest Investment Fund Management Ltd. (**Qwest**) established an Independent Review Committee (the **IRC**) for the Qwest Funds (the **Funds**) in 2007. The purpose of the IRC, in the context of NI 81-107, is to represent the best interest of the Funds in any matter where Qwest has a conflict of interest.

Since its inception, the IRC has functioned in accordance with applicable securities laws, and in particular NI 81-107. Our focus is on the question of whether Qwest's actions or proposed actions achieve a fair and reasonable result for the Funds.

The IRC has adopted a written charter that includes its mandate and responsibilities. A key duty of the IRC is an annual review and assessment of the adequacy and effectiveness of Qwest's policies and procedures relating to conflicts of interest matters in respect of the Funds. In addition, the IRC conducts a self-assessment of the IRC's independence, compensation and effectiveness. The IRC has undertaken these activities in the past year.

We are pleased to present this annual report for the unitholders of the Qwest Funds. The IRC looks forward to continuing to work with the Manager to ensure, through open communication and an effective working relationship, the best interests of the Funds are served when the Manager is faced with conflicts of interest matters. This report is available on Qwest's website at www.qwestfunds.com or you may request a copy, at no cost to you, by contacting Qwest at (604) 602-1142 or toll-free at 1 (866) 602-1142.

A handwritten signature in black ink, appearing to read "David M. Gilkes".

David M. Gilkes
Chair
Independent Review Committee
Qwest Investment Fund Management Ltd.

Independent Review Committee 2023 Report to Security Holders of the Qwest Funds

Mandate of the IRC

In accordance with NI 81-107, the mandate of the IRC is to review and provide input on the written policies and procedures of Qwest Investment Fund Management Ltd. (**Qwest** or the **Manager**) dealing with Conflict of Interest Matters (**Conflicts**). The IRC is also required to review and provide its decision on Conflicts referred to it by the Manager.

The Manager is required under NI 81-107 to identify conflicts of interest inherent in its management of the Funds, and request input from the IRC on how it manages those conflicts of interest. Furthermore, the Manager must request the input of the IRC on its written policies and procedures outlining the management of those conflicts of interest.

The Manager must refer its proposed course of action in respect of any such Conflicts to the IRC for its review. Certain matters require the IRC's prior approval, but in most cases the IRC will provide a recommendation to the Manager as to whether or not, in the opinion of the IRC, the Manager's proposed action proves a fair and reasonable result for the Fund(s).

For recurring Conflicts, the IRC can provide Qwest with standing instructions (**Standing Instructions**).

Members of the IRC

Name and location	Principal Occupation	First appointed
Gary Arca, CPA, CA Delta, BC	Chief Financial Officer, Starcore International Mines Ltd.	April 27, 2007
Colin Bell, CPA, CA Vancouver, BC	Chief Financial Officer, Venturis Capital & Leavitt Machinery	January 1, 2017
David M. Gilkes Burlington, ON	President, North Star Compliance and Regulatory Solutions Inc.	November 20, 2018

Each member of the IRC is independent of the Funds, the Manager and other companies related to the Manager.

Holding of Securities

As at December 31, 2023, no member of the IRC beneficially owned, directly or indirectly, any securities of any class or series of voting or equity securities of Qwest, any service provider to Qwest or a Fund of Qwest.

IRC Compensation and Indemnification

The aggregate compensation paid by the Funds to the IRC for the 2023 calendar year was \$24,000. The compensation consisted of a quarterly retainer of \$2,400 for the Chair and \$1,800 for each of the other members. The compensation was allocated among the Funds in accordance with the Manager's expense allocation policy, which has been reviewed and approved by the IRC.

No indemnities were paid to the IRC by the Funds during the period.

The initial compensation of the IRC was set by the Manager. At least annually, the IRC reviews its compensation in a manner consistent with reasonability and good governance practices, giving consideration to the following:

- The best interest of the Funds;
- Each Fund must pay its reasonable allocation of the compensation of the IRC from the assets of the Fund;
- The compensation paid to the IRC by each Fund should fairly and reasonably reflect the general and specific benefits accruing to the Funds;
- The number, nature and complexity of the Funds for which the IRC acts, including the commitment of time and energy that is expected from each member;
- Industry best practices, including industry averages and surveys on IRC compensation;
- The Manager's recommendations, if any; and
- The IRC's most recent assessment, if any, of its compensation.

Conflict of Interest Matters

The IRC is not aware of any instance in which the Manager acted in a conflict of interest matter referred to the IRC for which the IRC did not give a positive recommendation. The Manager has an obligation to notify the IRC of any such instance.

The IRC is not aware of any instance in which the Manager acted in a conflict of interest matter but did not meet a condition imposed by the IRC in its recommendation or approval. The Manager has an obligation to notify the IRC of any such instance.

Standing Instructions Approved

The IRC has approved Standing Instructions, which constitute a written approval or recommendation from the IRC that permits the Manager to proceed with specific action(s). The Standing Instructions permit the Manager on an ongoing basis, without having to refer the COIM or its proposed action to the IRC, provided the Manager complies with the terms and conditions of the Standing Instructions. In each case, the Standing Instructions require the Manager to comply with its related policy and procedures and to report periodically to the IRC.

- Standing Instruction 1 - Fund Expenses and Allocation
- Standing Instruction 2 - Fund Family Trading Information - IRC Members
- Standing Instruction 3 - Code of Conduct (Personal Trading)
- Standing Instruction 4 - Related, Connected and Associated Parties

During the year ended December 31, 2023, the IRC, in conjunction with the Manager, reviewed and updated the Standing Instructions as prudent.

Qwest Funds Served by the IRC

Qwest Funds Corp.:

- AlphaDelta Global Dividend Income Class (formerly AlphaDelta Growth of Dividend Income Class)
- AlphaDelta Canadian Dividend Income Class (formerly AlphaDelta Canadian Growth of Dividend Income Class)

- AlphaDelta Tactical Growth Class

Probity Mining Flow-Through Limited Partnerships:

- Probity Mining 2022-II Short Duration Flow-Through Limited Partnership
- Probity Mining 2023 Short Duration Flow-Through Limited Partnership
- Probity Mining 2023-II Short Duration Flow-Through Limited Partnership
- Probity Mining 2024 Short Duration Flow-Through Limited Partnership (anticipated launch in Q1 2024)