

2022 IRC REPORT TO SECURITYHOLDERS

Compass Portfolios and ATBIS Pools

March 13, 2023

Dear Securityholder:

Please find enclosed our Report to the Securityholders as the Independent Review Committee (the "IRC") for the Compass Portfolios and the ATBIS Pools (the "Investment Funds") managed by ATB Investment Management Inc. ("ATBIM" or the "Manager"). A list of the Investment Funds is included in this Report.

The IRC was formed pursuant to National Instrument 81-107 *Independent Review Committee for Investment Funds* ("NI 81-107") issued by the Canadian Securities Administrators. NI 81-107 requires that conflict of interest matters (the "Conflicts") identified by the Manager be referred to the IRC for its recommendation or approval, depending on the nature of the Conflict. Conflict of interest matters arise when the interests of the Manager and those of the securityholders of the Investment Funds are not necessarily the same. In such circumstances, the Manager is required to establish Policies and Procedures that will ensure that any potential Conflicts will be appropriately resolved and that the Manager will act in the best interests of the securityholders of the Investment Funds. For each Conflict referred to the IRC by the Manager, the IRC's responsibility is to determine if the Manager's proposed action achieves a fair and reasonable result for the Investment Funds. The Manager is not required to refer Conflicts to the IRC each time one arises if it complies with the standing instructions established by the IRC.

Individuals appointed to the IRC have experience in a variety of areas, including mutual funds, investment management, financial institutions, as well as executive-level practice in the operations, legal and accounting fields. In particular, they all have extensive experience working within a regulatory environment. The IRC adheres to a written charter and convenes to review the Conflicts referred by the Manager and the Manager's Policies and Procedures related to such Conflicts at regular meetings and as required otherwise. The IRC provides standing instructions to the Manager, effectively requiring the Manager to comply with its Policies and Procedures when dealing with the identified Conflicts, and to provide the IRC with periodic reports from the Manager indicating compliance with the Policies and Procedures.

NI 81-107 requires the IRC to conduct an annual assessment of certain matters including the adequacy and effectiveness of the Manager's Policies and Procedures relating to Conflicts and to conduct a self-assessment of the IRC's independence, compensation and effectiveness.

The IRC continues to work with the Manager to serve in the best interests of the Investment Funds.

A handwritten signature in black ink, appearing to read "Michael Godwin".

Michael Godwin
Chair, Independent Review Committee

Introduction

The IRC for the Investment Funds managed by ATBIM was formed on May 1, 2007 pursuant to NI 81-107 and became operational on August 24, 2007.

The information in this report is for the period from January 1, 2022 to December 31, 2022, the financial year-end of the Investment Funds.

IRC Members

Member of the IRC	Initial Appointment	Last Re-appointment	Expiry of Term
Michael Godwin Chair Calgary, AB	September 28, 2018	November 1, 2020	September 28, 2023
Suzanne Hathaway Toronto, Ont.	May 6, 2016	December 12, 2022	May 6, 2024
Robert Waters Calgary, AB	May 6, 2016	December 12, 2022	May 6, 2024
Randy Henderson Nanoose Bay, BC	April 1, 2022		April 1, 2025

Each of the IRC members is independent of the Investment Funds, the Manager, and any person or company related to the Manager. There was no relationship during the period that may cause a reasonable person to question an IRC's member's independence under NI 81-107.

Regulatory Compliance Experience of Members

IRC members have the following regulatory compliance experience:

Michael Godwin - Mr. Godwin has significant experience as an audit partner and leader of a financial services practice, in Alberta, of a national audit firm prior to his retirement in 2017. Mr. Godwin has been responsible for clients in banking, insurance, investment management and funds and broker-dealers, which were subject to a variety of provincial and federal regulation. Mr. Godwin has over 30 years of experience on audits of financial institutions of varying sizes and complexity, both public and private companies. Mr. Godwin also has extensive experience in meeting with audit committees and boards of financial services companies and advising on matters affecting financial institutions in addition to audit reporting matters, such as credit

processes and risk management, regulatory compliance, derivative instruments and in reporting on internal controls.

Suzanne Hathaway - Ms. Hathaway has over 25 years of professional experience, including 20 years as a practicing lawyer. As a senior executive of a reporting issuer, Ms. Hathaway has extensive experience in securities and corporate governance, as well as a broad range of compliance matters, including health and safety, environmental, business conduct, internal controls and disclosure controls. Ms. Hathaway also has a track record of leading interdisciplinary teams in capital raising, continuous disclosure and reporting, environmental performance and integrated risk management.

Robert Waters - Mr. Waters has over 30 years of experience with both public and private oil & gas companies, and he has over 20 years' experience as a Senior Vice President and Chief Financial Officer. He has been responsible for capital markets, finance, accounting, information systems, investor relations, human resources, and tax. Mr. Waters has been involved in the preparation of disclosure documentation for securities regulations. He is also familiar with internal controls and public disclosure requirements.

Randy Henderson - Mr. Henderson is a Chartered Accountant, Corporate Director and former Chief Financial Officer of significant Canadian publicly-traded and private entities. He has over 30 years of experience in strategic and financial leadership, governance, regulatory affairs, corporate development, tax, capital markets filings and fund raising, risk and pension management, financial reporting, and international operations. He has chaired the board and audit committees of several corporations and served as member and as Chairman of the Audit Committee of the Province of Alberta.

Holdings of Securities

As required, IRC members are careful in remaining independent and are transparent in their personal holdings of the Investment Funds.

1. Investment Funds

As of December 31, 2022 the percentage of the units of each class or series of the Investment Funds beneficially owned, directly or indirectly, in aggregate, by all members of the IRC did not exceed 10% of the outstanding units of any class or series of any Investment Funds.

2. Manager

As of December 31, 2022 no member of the IRC owned beneficially, directly or indirectly, in aggregate, any class or series of voting or equity securities of ATBIM.

3. Service Providers

As of December 31, 2022 no member of the IRC owned beneficially, directly or indirectly, in aggregate, any class or series of voting or equity securities of any person or company that provides services to the Investment Funds or to ATBIM with respect to its fund business. This excludes all registered and/or managed accounts.

IRC Compensation and Indemnities

The members of the IRC are entitled to be compensated and indemnified paid to or on behalf by the Investment Funds in appropriate circumstances. Effective January 1, 2022, the compensation

for the Chair and other members of the IRC was \$13,500, and \$12,500, respectively. In addition, members are paid on honorarium of \$500 per day or portion thereof, for each meeting attended, on the same payment schedule as their respective retainer. No IRC expenses were reimbursed in 2022. The aggregate compensation paid by the Investment Funds to the IRC for 2022 was \$58,500. The compensation costs have been apportioned amongst the Investment Funds.

No indemnities were paid to or on behalf of the IRC members by the Investment Funds during the period.

The initial compensation paid to the IRC was set by ATBIM. At least annually, the IRC will review its compensation considering the following:

1. ATBIM's recommendation;
2. The nature, number and complexity of the funds that make up the Investment Funds;
3. The nature and extent of the workload on Members;
4. Best practices in the industry including surveys of compensation and industry averages paid to independent review committees by Canadian investment funds; and
5. The best interests of the Investment Funds.

The IRC also considers the experience of IRC members and whether compensation levels would allow the IRC to attract and retain qualified candidates.

Charter

The IRC has adopted and reviews on at least an annual basis, a written charter that includes its mandate, responsibilities and functions, and the policies and procedures it will follow when performing its functions. On March 13, 2023 the IRC reviewed and approved the charter.

Conflict of Interest Matters

The IRC is not aware of any instance when the Manager acted in a conflict of interest matter referred by the Manager to the IRC but did not meet a condition imposed by the IRC in its recommendation.

Nor is the IRC aware of any instance when the Manager acted in a conflict of interest matter referred by the Manager to the IRC for which the IRC did not give a positive recommendation.

It is the responsibility of the Manager to report to the IRC any instance where the Manager does not meet a condition set by the IRC, or follow a recommendation provided by the IRC.

Recommendations and Standing Instructions

During the period January 1, 2022 and ending December 31, 2022, the Manager relied on the following recommendations and approvals granted by the IRC:

1. On an ongoing basis, to comply with the Manager's written policies and procedures established under section 2.2 of *NI 81-107* (Standing Instruction No. 1); and
2. On an ongoing basis, to report to the IRC any non-compliance with the Manager's written policies and procedures established under section 2.2 of *NI 81-107* (Standing Instruction No.2).

Positive Recommendations Relied on During the Period

During the period, the Manager relied on positive recommendations and standing instructions granted by the IRC with respect to conflicts of interest matters addressed by the following policies and procedures of the Manager:

	POLICY	DESCRIPTION
1.	Conflicts of Interest	Sets out the obligation to appoint an IRC, and the duty to report any conflict of interest that arises in the operation and management of the funds, to the Chief Compliance Officer.
2.	Fundamental Changes	Sets out the approval requirements when the manager proposes to make fundamental changes to the investment funds.
3.	Engaging Third Party Service Providers	Selection, contracts, and review of third-party service providers.
4.	Monitoring of Transfer Agency Function	Sets out the services provided and criteria for monitoring transfer agent functions.
5.	Custodial Arrangements	Sets out the mandated requirements for appropriate custodial agreements, qualifications and monitoring.
6.	Fund Investment Controls	Details regulatory controls relating to investment funds including: concentration; illiquid assets, lending and borrowing, derivatives and prohibited investments.
7.	Cash Management	Procedures for monitoring cash balances and managing liquidity within the investment funds.
8.	Selection of Sub-Advisors	Requirements applied in the selection of sub-advisors, qualifications, contractual provisions, and monitoring.
9.	Monitoring Sub-Advisors	Review of investment management program, internal controls, transaction compliance and accuracy, and risks.

10.	Periodic Site Visits	Sets out criteria of discussions for an on-site visit with a sub-advisor.
11.	Monitoring of Fund Valuation and Fund Accounting Functions	Transparency requirements in fund valuation and accounting services, including NAV adjustments and correction of errors, along with regulatory compliance reporting requirements.
12.	General Reporting and Continuous Disclosure Duties	Sets out the obligations to provide disclosure information in compliance with the requirements of relevant regulations.
13.	Proxy Voting	Guidelines and processes related to voting on securities within the Investment Funds.
14.	Fair Allocation of Investment Opportunities	Obligations around the allocation of trades between Investment Funds, and oversight of sub-advisor allocation policies to ensure fairness for all unitholders.
15.	Short-term Trading and Market Timing	Ensure unitholder trading adheres to the investment objectives and limitations of the Investment Fund as set out in disclosure documents and securities laws.
16.	Trade Supervision	Post-trade reviews for compliance and reporting.
17.	Personal Trading	Supervision, preclearance requirements and ongoing monitoring relating to the personal investment activities of ATBIM employees.
18.	Disclosure of Interest	Disclosure requirements for related and connected issuers of the Manager in trading recommendations.
19.	Communications and Advertisements	Specific marketing standards, required disclosures and applicable exemptions for marketing material issued by the Manager.
20.	Other Sales Practices	Prohibitions on rebates, financial assistance and charitable donations.

Additional Information

Securityholders who would like additional details regarding the activities of the IRC may contact the Manager at 1-855-386-2282 or email atbimservice@atb.com. Questions for members of the IRC will be appropriately directed to our attention.

LIST OF FUNDS (as at December 31, 2022)

Compass Conservative Portfolio

Compass Conservative Balanced Portfolio

Compass Balanced Portfolio

Compass Balanced Growth Portfolio

Compass Growth Portfolio

Compass Maximum Growth Portfolio

ATBIS Fixed Income Pool

ATBIS Canadian Equity Pool

ATBIS U.S. Equity Pool

ATBIS International Equity Pool

Series A, F1, O, and P units