



2017
Annual Report to Security Holders
by the
Independent Review Committee
of the **Marquest Funds**
(collectively, the “Funds”)
(as listed at the end of this report)

March 7, 2018

Dear Investor,

In accordance with National Instrument 81-107 “Independent Review Committee for Investment Funds” (“NI 81-107”), an Independent Review Committee (“IRC”) was established for the Funds in April 2007 by its Manager at that time. Since that time the IRC has functioned in accordance with the applicable securities laws. It is and has been composed of three individuals, each of whom is independent of the Funds, the Manager and each entity related to the Manager.

The IRC is pleased to publish its annual report for you, the funds’ security holders, covering the period from January 1, 2017 to December 31, 2017 (the “Reporting Period”). The IRC met three times during the reporting period.

Mandate of the IRC

In accordance with NI 81-107, the mandate of the IRC is to consider and provide recommendations to the Manager on conflicts of interest to which the Manager may be subject when managing the Funds. The Manager is required under NI 81-107 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.

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 recommendation to the Manager as to whether or not, 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, it has sought to ensure that the Manager’s proposed course of action represents a fair and reasonable result for the Funds.

Composition of the IRC

The members of the IRC, and their principal occupations, were as follows:

Name & Municipality of Residence	Occupation	Term of Office	Additional IRC memberships
Chair: John R. Anderson, Toronto, ON	Independent Director	Appointed: April 28, 2011 Term: three years commencing April 28, 2011- extended for successive 1 year terms to March 31, 2018	Stone Asset Management Limited Group of Funds since July, 2011 Arrow Capital Management Inc. Group of Funds since October, 2013
William D. Packham, Thornhill, ON	Executive Managing Director of Wealth Management and Life and Health Insurance with Desjardins Group and Co-Chairman and Chief Executive Officer of Qtrade Financial Group, a Desjardins affiliate	Appointed: April 28, 2011 Term: three years commencing April 28, 2011- extended for successive 1 year terms to March 31, 2018 Mr. Packham resigned from his IRC position on January 25, 2018.	
Jeremy Zuker, Toronto, ON	Independent Director	Appointed: April 28, 2011 Term: three years commencing April 28, 2011- extended for successive 1 year terms to March 31, 2018	

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;
- best practices, including industry averages and surveys on IRC compensation; and
- the complexity of the conflict issues brought to the IRC.

Members' Fees

In aggregate the IRC members were paid \$33,000 for the period of January 1, 2017 to December 31, 2017.

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, 2017, the IRC Members did not beneficially own, directly or indirectly:

- any units in any of the Funds;
- any interests in the Manager; or
- any interests in a company or person that provides services to the Manager or any Fund.

Recommendations and Approvals

During this period the Manager relied on SI's to purchase securities for certain of the Funds pursuant to a distribution where the Manager or an affiliate received fees as part of the selling group. This SI requires the manager to act in accordance with the applicable conflict of interest policy, make periodic reports of its adherence to the policy and provide timely notifications of any material breaches to the policy.

On March 6, 2017, the terms of all 3 IRC members were extended by one year and will now expire on March 31, 2018.

Funds served by the IRC during the Reporting Period

Marquest Canadian Equity Income Fund

Marquest Group of Funds, namely:

- Marquest Money Market Fund
- Marquest Canadian Bond Fund
- Marquest Canadian Fixed Income Fund
- Marquest Monthly Pay Fund
- Marquest Global Balanced Fund
- Marquest American Dividend Growth Fund
- Marquest Covered Call Canadian Banks Plus Fund
- Marquest Canadian Resource Fund
- Marquest Small Companies Fund

Marquest Corporate Class Funds Ltd., consisting of:

- Marquest Short Term Income Fund (Corporate Class)
- Marquest Monthly Pay Fund (Corporate Class)
- Marquest American Dividend Growth Fund (Corporate Class)
- Marquest Covered Call Canadian Banks Plus Fund (Corporate Class)
- Marquest Canadian Resource Fund (Corporate Class)

Marquest Mutual Funds Inc., consisting of:

- MARQUEST MUTUAL FUNDS INC. - Explorer Series Fund
- MARQUEST MUTUAL FUNDS INC. - Energy Series Fund
- MARQUEST MUTUAL FUNDS INC. - Flex Dividend and Income Growth™ Series Fund

Marquest Pooled Funds, consisting of:

- Marquest Income & Growth Fund
- Marquest Resource Fund
- Marquest Small/Mid Cap Fund
- Marquest Large Cap Fund

Limited Partnerships Sponsored by Marquest:

Marquest 2017-I Mining Super Flow-Through Limited Partnership – National Class⁺
Marquest 2017-I Mining Super Flow-Through Limited Partnership – Québec Class⁺
⁺ *each a class of Marquest 2017-I Mining Super Flow-Through Limited Partnership*

Marquest 2016-I Mining Super Flow-Through Limited Partnership – National Class⁺
Marquest 2016-I Mining Super Flow-Through Limited Partnership – Québec Class⁺
⁺ *each a class of Marquest 2016-I Mining Super Flow-Through Limited Partnership*

Marquest 2016-II Mining Super Flow-Through Limited Partnership – National Class⁺
Marquest 2016-II Mining Super Flow-Through Limited Partnership – Québec Class⁺
⁺ *each a class of Marquest 2016-II Mining Super Flow-Through Limited Partnership*

Marquest Mining 2017-I Super Flow-Through Limited Partnership
Marquest Mining Quebec 2017-I Super Flow-Through Limited Partnership
Marquest Mining Quebec 2016-I Super Flow-Through Limited Partnership
Marquest Mining Quebec 2016-II Super Flow-Through Limited Partnership

This report is available on the Manager's website at <http://www.marquestfunds.ca> or you may request a copy, at no cost to you, by contacting the Marquest Funds at 1 (888) 964 3533 or by email to the Marquest Funds at clientservices@marquestfunds.ca. This document and other information about the Marquest Funds are available on www.sedar.com.

Yours very truly,

A handwritten signature in black ink that reads "J.R. Anderson". The signature is written in a cursive, flowing style.

John R Anderson
Chair – Independent Review Committee