



## **Ravensource Fund Independent Review Committee 2014 Report to Securityholders**

Dear Securityholder,

In response to National Instrument 81-107 and to provide an arms-length vehicle to deal with matters that involve potential conflicts of interest between the Ravensource Fund and the Investment Manager – Stornoway Portfolio Management Inc. – the Ravensource Fund established and maintains an Independent Review Committee (“IRC”).

Under NI 81-107, the IRC reviews potential conflicts of interests referred to us by the Investment Manager and makes approvals and recommendations on whether a course of action achieves a fair and reasonable result for the Ravensource Fund. The scope of our review will include whether the policies and procedures of the Investment Manager related to conflicts of interest is effective and adequate.

We are pleased to continue to serve the interests of the Funds and to publish the annual report to securityholders of the Ravensource Fund that describes the mandate of the IRC and its activities for the financial year ending December 31<sup>st</sup>, 2014.

Michael Siskind

Chair of the Ravensource Fund Independent Review Committee  
February 28, 2015

## **RavenSource Independent Review Committee 2014 Report to Securityholders**

The Independent Review Committee (IRC) for RavenSource Fund (the “Fund” or “RavenSource”) annually reports to the security holders its activities for each financial year. The IRC held its annual meeting on November 24<sup>th</sup>, 2014 and the following report summarizes the activities of the IRC in 2014.

### **Members of the Independent Review Committee**

- Michael Siskind (Chair)
- Michael Gardiner
- David Magahey

The committee has reviewed, and is satisfied with the independence of its members, the compensation of the members, and the effectiveness of the committee.

The current term limit for an individual to serve on the IRC is two consecutive 3-year terms unless the Manager consents that a member(s) can serve a longer term. Citing operational continuity benefits, the Manager provided consent for the existing IRC members to serve beyond their term limits at the 2014 annual meeting. The Manager and the committee agree that such an extension will not negatively impact the independence of the committee members.

There were no changes to the composition of the IRC in 2014.

### **Ownership of securities by IRC Members**

#### *In the Fund*

As at December 31, 2014, the members of the IRC did not beneficially own, directly or indirectly, in aggregate above ten (10%) per cent of the units in any series or class of the Fund.

#### *In the Investment Manager*

As at December 31, 2014, none of the members of the IRC beneficially owned, directly or indirectly, any securities of the Investment Manager.

#### *In any service provider*

As at December 31, 2014, Mr. Michael Gardiner beneficially owned 13,600 common shares of Bank of Montreal and Mr. David Magahey beneficially owned 180 common shares of Bank of Montreal. Bank of Montreal provides Prime Brokerage and custodial services to the Fund.

None of the members of the IRC beneficially owned, directly or indirectly, any securities of a person or company providing services to the Fund or to Stornoway Portfolio Management Inc. (the “Manager”), the Investment Manager of the Fund, other than noted above.

### **Compensation and Indemnities**

Compensation for members of the IRC is comprised of an annual retainer of \$1,600 plus an additional \$600 per meeting for any additional meetings other than the annual meeting that occur during the year. In addition, the Chair of the IRC receives an additional \$1,000 per annum.

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During 2014, there were no additional meetings other than the annual meeting. The aggregate compensation paid to the IRC by the Fund for 2014 was \$5,600, down from \$7,400 in 2013.

At least annually, the IRC will review its compensation, giving consideration to the following:

1. the best interests of the Fund and its securityholders;
2. the nature and complexity of the Fund;
3. the nature and extent of the workload of each member of the IRC, including the commitment of time and energy of each member; and
4. industry best practices, including industry averages and surveys on compensation paid to the IRCs of Canadian investment funds.

For 2014, the IRC has deemed that the existing level of compensation is fair and reasonable.

### **Conflicts of Interest**

The IRC discussed the Fund's investment in Specialty Foods Group ("SFG"). Mr. Reid, President of Ravensource's Investment Manager, Stornoway Portfolio Management Inc. ("Stornoway"), is on the board of directors of SFG. Both Ravensource and another investment fund that Stornoway manages have investments in Specialty Foods Group in the form of common shares. The IRC is satisfied that no conflict exists for the investment.

For the period ending December 31<sup>st</sup>, 2014, the IRC is not aware of any instance where the Investment Manager acted in a conflict of interest matter referred to the IRC that was contrary to the IRC's recommendation.

The IRC is required to report to the OSC any instance where the Investment Manager did not meet a condition imposed by the IRC in its recommendation or approval. We report that no such situation existed in 2014.

### **Standing Instructions**

The IRC has issued standing instructions to the Investment Manager that require it to comply with all of its policies and procedures in respect to the conflict of interest matters, and to report to the IRC as to its compliance thereof. The standing instructions require the Investment Manager to comply with the following policies and procedures:

- The Investment Committee – Ethical Chinese Walls
- Statement of Policies on Related Registrants and Connected Issuers
- Privacy Policy
- Fairness in Allocation Policy
- Complaints Process
- Investment Decision Process
- Trading Process – Order Execution
- Trading Process – Trade Dispute Resolution Process

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- NAV Calculation – Error Correction Policy
- Trading Process – Best Order Execution
- Net Asset Value and Performance Calculation Policy
- Personal Trading Policy
- Restricted Trading Policy
- Proxy Voting Process
- Soft Dollar and Commission Policy
- Early Warning and Insider Reporting Policy
- Referral Arrangements Policy
- Selection and Oversight of Third Party Service Providers Policy
- Conflicts of Interest Policy
- Conflicts of Interest re Services to and Fee Revenue from Investees

For the period ending December 31<sup>st</sup>, 2014, the IRC, relying upon the representations of the Investment Manager, was not aware of any instance in which the Investment Manager acted contrary to any conditions imposed by the IRC in its standing instructions.