

**Annual Report of the Independent Review Committee of
the Auspice Group of Funds**

February 28, 2024

Dear Securityholder,

In accordance with **National Instrument 81-107 *Independent Review Committee for Investment Funds*** ("NI 81-107" or the "Instrument"), the Manager established an Independent Review Committee (the "Committee" or "IRC") for the Funds on February 23, 2023. The IRC has functioned in accordance with the applicable securities laws and is composed of three individuals, each of whom is independent of the Fund, the Manager and each entity related to the Manager (as defined in the Instrument).

The IRC is pleased to publish its inaugural annual report to securityholders, covering the period from February 23, 2023 to December 31, 2023 (the "Reporting Period").

Mandate of the IRC

In accordance with the Instrument, the mandate of the IRC is to consider and provide decisions to the Manager on conflicts of interest to which the Manager may be subject when managing the Funds. The Manager is required under the Instrument 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, hereinafter referred to as the Conflict of Interest Matters manual.

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 decision 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 SI's.

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, the IRC has sought to ensure that the Manager's proposed course of action represents a fair and reasonable result for the Funds.

The IRC has engaged Independent Review Inc. to assist it in its duties in accordance with the provisions of the Instrument and the IRC's written charter, to provide certain administrative and record keeping functions, and to act as the IRC's independent secretariat.

Composition of the IRC

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

Name and Municipality of Residence	Principal Occupation	Term of Office
Chair: R. Warren Law, Toronto, Ontario	Financial Services Lawyer	Initial Appointment: February 23, 2023 to December 31, 2026
Kevin Beatson, Toronto, Ontario	Retired compliance officer	Initial Appointment: February 23, 2023 to December 31, 2025
Mike Neylan, Canmore, Alberta	Neylan Law Practice	Initial Appointment: February 23, 2023 to December 31, 2025

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

The IRC reviewed its compensation and determined that it would increase to \$20,000 commencing January 1, 2024.

Members' Fees

In aggregate the IRC members were paid at an annualized rate of \$15,000 plus applicable taxes, during the Reporting Period.

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 of December 31, 2023, the IRC Members did not beneficially own, directly or indirectly:

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

Decisions and Approvals

On October 25, 2023, the Manager referred a conflict matter to the IRC to change the auditors for the Funds from KPMG to Ernst Young LLP (“EY”). After reasonable enquiry and based on the signed certification, the materials provided before the meeting and discussion at the meeting, the IRC determined that the Manager’s proposed course of action to change of auditors from KPMG to EY achieved a fair and reasonable result for the Funds.

Standing Instruction Approved

The IRC has approved one (1) SI. The Manager can proceed with the specific action(s) set out in an SI without having to refer the conflict of interest matter or its proposed action to the IRC. It may do so provided that the Manager complies with the terms and conditions of the SI. The SI required the Manager to comply with its related policy and procedures and to report periodically to the IRC.

Standing Instruction No. 1: Omnibus.

This SI deals with several conflicts of interest matters including:

1. Fees and Expenses
2. Trade Allocations
3. Portfolio Pricing Issues
4. Pricing Errors and other Errors
5. Broker Selection
6. Showing Favoritism
7. Outsourcing to Third-party Services
8. Personal Trading
9. Client Complaints
10. Capacity Issues

(Amended February 28, 2024)

Manager's Report on its Standing Instructions

In accordance with the Instrument, the Manager provided a written report to the IRC describing its reliance on the SI during the Reporting Period. The Manager relied on the SI during the Reporting Period.

Funds Served by the IRC

Auspice Diversified Trust
Auspice One Fund Trust

This report is available on Manager's website at <http://www.auspicecapital.com> or you may request a copy, at no cost to you, by contacting the Manager toll free at 1.888.792.9291 or email the Funds info@auspicecapital.com. This document and other information about the Funds are available on www.sedar.com

Yours truly,

"Warren Law"

Warren Law, Chair

Schedule of IRC Members who sit on IRCs for other Fund Families

Warren Law serves as a member of the Independent Review Committees for the following funds:

Investment funds that are reporting issuers managed by Hamilton Capital Partners Inc.

Investment funds that are reporting issuers managed by the Horizons ETF's Management (Canada)

Investment funds that are reporting issuers managed by Manulife Asset Management Limited.