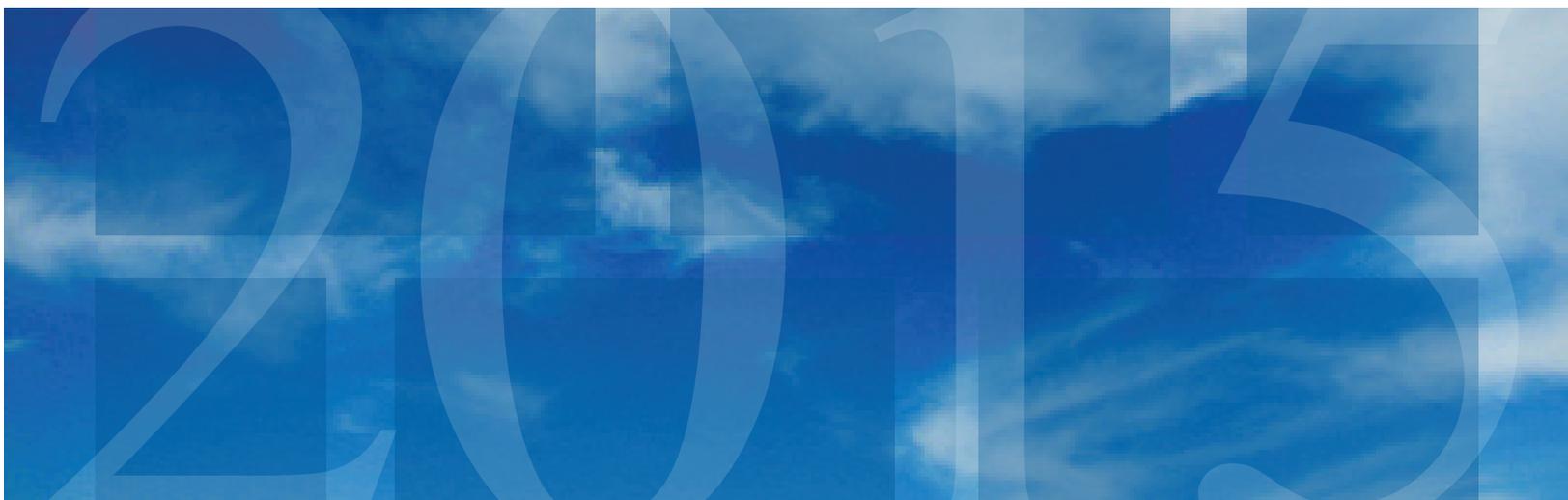




Artemis

Investment Management



CITADEL INCOME FUND

ANNUAL REPORT

DECEMBER 31, 2015

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MANAGEMENT REPORT OF FUND PERFORMANCE

MANAGEMENT REPORT OF FUND PERFORMANCE

This annual management report of fund performance for Citadel Income Fund (the “Fund”) contains financial highlights but does not contain the complete annual financial statements of the Fund. You may obtain a copy of either the interim or annual financial statements, at no cost, by calling 416-934-7455, or by sending a request to Investor Relations, Artemis Investment Management Limited, 1325 Lawrence Avenue East, Suite 200, Toronto, ON M3A 1C6, Canada or by visiting our website at www.artemisfunds.ca or SEDAR at www.sedar.com. Holders of units (“Unitholders”) may also contact us using one of these methods to request a copy of the Fund’s interim financial report, proxy voting policies and procedures, proxy voting disclosure record or quarterly portfolio disclosure.

THE FUND

The Fund is a closed-end investment trust. Artemis Investment Management Limited is the manager of the Fund (“Artemis” or the “Manager”). The Fund has one class of units (each, a “Unit”) outstanding. The Units trade on the Toronto Stock Exchange (“TSX”) under the symbol CTF.UN. The Fund’s portfolio is managed by Vestcap Investment Management Inc. (“Vestcap” or the “Portfolio Advisor”).

INVESTMENT OBJECTIVES AND STRATEGIES

Citadel Income Fund’s investment objectives are to provide holders its Unitholders with a stable stream of monthly distributions and to preserve and potentially enhance the Net Asset Value (“NAV”) of the Fund. The Portfolio Advisor seeks to achieve these objectives by investing in a diversified portfolio (“Portfolio”) of securities (the “Portfolio Securities”) consisting of: (i) equity securities of principally larger capitalization companies traded on a recognized stock exchange; (ii) debt securities with a focus on yield enhancement, with a minimum of 80% of debt securities invested in investment grade debt rated BBB or higher; and (iii) income funds, each of which has, at the date of investment by the Fund, a market capitalization, excluding control positions, of \$400 million, used to enhance yield in the Portfolio.

RISKS

There are a number of risks associated with an investment in Citadel Income Fund. The principal risks include, but are not limited to, market and income risk. Market risk is the exposure to market price changes in the securities held within the Portfolio which have a direct effect on the NAV of the Fund. Income risk arises from a number of factors related to the operational performance of the issuers of the securities held in the Portfolio. These risks include the effects of fluctuations in commodity prices, foreign currency conversion rates, interest rates and general business operation risks, any of which may affect the issuers’ income and as a result reduce the value of its securities. Diversification and active management by the Portfolio Advisor of the securities held in the Portfolio may reduce these risks.

There were no changes in the year ended December 31, 2015 that materially affected the risks associated with an investment in Units of the Fund. For a list of risks, see the Fund’s annual information form dated March 28, 2016 on the Fund’s SEDAR profile at www.sedar.com.

RESULTS OF OPERATIONS

The NAV of the Fund went from \$102.26 million to \$79.70 million from January 1, 2015 to December 31, 2015. Total revenue per Unit for the year ended December 31, 2015 was \$0.194, compared to \$0.173 for 2014. Operations for the year resulted in a decrease in NAV per Unit of \$0.476 compared to an increase of \$0.115 for 2014. This year’s operating loss was primarily the result of a broad selloff in the Toronto Stock Exchange’s (“TSX”) three largest sectors – financials, energy and materials – that intensified throughout the year. Despite the Portfolio Advisor reducing equity exposure over the year, the overall exposure to the TSX caused losses in investments held by the Fund.

Total administrative expenses for the year ended December 31, 2015 were \$0.022 per Unit compared to \$0.022 for 2014. On a per Unit basis, total administrative expenses remained flat – in line with the general reduction in outstanding Units between both years. Management fees decreased for the year to \$0.047 per Unit (2014 – \$0.050) due to a decrease in the NAV of the Fund over 2015. Investment management fees decreased for the year to

MANAGEMENT REPORT OF FUND PERFORMANCE

\$0.016 per Unit (2014 – \$0.017). Excluding the expenses discussed above, all other expenses of the Fund for the year ended December 31, 2015 were \$0.028 per Unit (2014 – \$0.017).

The Fund's cash balance increased over the year ended December 31, 2015 with 14.81% of the Fund's NAV being comprised of cash (2014 – 6.40%). Over the year, the Portfolio Advisor sold existing bond holdings and reduced exposures to U.S. and international equities to realize gains on positions and reduced the Portfolio's overall foreign equity exposure. For the year ended December 31, 2015, the asset mix of the Fund's Portfolio had no bond exposure, increased Canadian equity exposure and reduced U.S. and International equity exposure compared to 2014.

The NAV per Unit, after distributions to Unitholders, decreased 13.68% for the year ended December 31, 2015. During the year, the Fund paid total cash distributions of \$0.12 per Unit.

There were no unusual trends in redemptions for the year ended December 31, 2015, with 2,278,486 Units redeemed.

TRADING PREMIUM/DISCOUNT

For the year ended December 31, 2015, the Fund traded at an average discount to its NAV per Unit of 23.2%, compared to an average discount of 26.1% for 2014.

RECENT DEVELOPMENTS

Monthly distribution for 2016

On January 12, 2016, the Fund announced distributions for 2016 of \$0.01 per Unit per month. Unitholders of record on the last day of each month of 2016 will be paid cash distributions of \$0.01 on the 15th day (or first business date thereafter) of the ensuing month.

Redemptions & Retractions

The maximum number of Units redeemable in a year pursuant to the annual redemption privilege is 10% of the public float of the Fund as determined on the last business day of November in the preceding year, less the number of Units repurchased for cancellation or otherwise redeemed by the Fund during the preceding twelve-month period (the "Maximum Redemption Amount"). The public float as determined on November 28, 2014 was 22,784,856 Units and 10% of the public float was 2,278,486 Units. For the year ended December 31, 2015, 2,278,486 Units were redeemed at a price of \$3.8241.

RELATED PARTY TRANSACTIONS

The Manager is entitled to receive a management fee of 1.00% per annum of the average NAV of the Fund plus applicable taxes, calculated and payable monthly. For the year ended December 31, 2015, management fees totaled \$1,066,640 (2014 – \$1,261,943), of which \$87,322 was payable as at December 31, 2015 (2014 – \$106,114). The Fund is responsible for all expenses incurred on its behalf. Artemis generally has all expenses incurred by the Fund paid directly by the Fund.

The Portfolio Advisor receives a fee of 0.33% per annum of the average NAV of the Fund, plus applicable taxes, calculated and payable monthly, in exchange for providing investment management services. For the year ended December 31, 2015, investment management fees totaled \$351,991 (2014 – \$419,149), of which \$28,816 was payable at December 31, 2015 (2014 – \$35,018).

Administrative expenses for the year ended December 31, 2015 totaled \$497,670 (2014 – \$548,868). As part of these expenses, the Fund pays a general overhead cost to Artemis. Artemis receives \$35,000 per month plus applicable taxes to cover related administrative salaries, employee benefits, general overhead, and office supplies.

The Manager is entitled to receive a fee of 5% of the NAV per Unit redeemed or repurchased plus applicable taxes. For the year ended December 31, 2015, redemption fees totaled \$521,890 (2014 – \$656,423) of which nil was payable as at December 31, 2015 (2014 – nil).

MANAGEMENT REPORT OF FUND PERFORMANCE

FINANCIAL HIGHLIGHTS

The following tables show selected key financial information about the Fund and are intended to help you understand the Fund's financial performance for the past five years.

The Fund's Net Assets per Unit ⁽¹⁾

For the Years Ended	31-Dec-15	31-Dec-14	31-Dec-13	31-Dec-12	31-Dec-11
Net Assets per Unit, Beginning of Year	\$ 4.49	\$ 4.53	\$ 4.54	\$ 5.30	\$ 5.74
Increase From Operations:					
Total Revenue	0.19	0.17	0.15	0.16	0.21
Total Expenses	(0.11)	(0.12)	(0.42)	(0.10)	(0.14)
Realized Gains (Losses)	(0.08)	0.27	0.20	0.10	0.12
Unrealized Gains (Losses)	(0.48)	(0.21)	0.58	0.02	(0.18)
Total Increase from Operations ⁽²⁾	\$ (0.48)	\$ 0.12	\$ 0.51	\$ 0.21	\$ 0.01
Distributions:					
From Net Investment Income	—	—			
From Dividends	0.02	—			
From Capital Gains	—	0.03			
Return of Capital	0.10	0.11	0.36	0.36	0.36
Total Distributions per Unit ⁽³⁾	0.12	0.14	0.36	0.36	0.36
Net Assets per Unit, End of Year	\$ 3.88	\$ 4.49	\$ 4.53	\$ 4.54	\$ 5.30

(1) Prior to January 1, 2013, the financial statements of the Fund were prepared in accordance with Canadian GAAP, whereas for financial periods beginning January 1, 2013, the financial statements of the Fund have been prepared in accordance with IFRS. This information is derived from the Fund's audited annual financial statements. The net assets per Unit presented in the financial statements differ from the net asset value per Unit calculated for fund pricing purposes because of the provisions of CPA Handbook Section 3855.

(2) Net assets and distributions are based on the actual number of Units outstanding at the relevant time. The increase/decrease from operations is based on the weighted average number of Units outstanding over the financial period.

(3) The distribution of \$0.03 during January 2014 was paid in Units. All other distributions for the year ended December 31, 2014 were paid in cash.

MANAGEMENT REPORT OF FUND PERFORMANCE

RATIOS AND SUPPLEMENTAL DATA

For the Years Ended	31-Dec-15	31-Dec-14	31-Dec-13	31-Dec-12	31-Dec-11
Total Net Asset Value (\$ 000's) ⁽¹⁾	\$ 79,703	\$ 102,250	\$ 113,553	\$ 106,625	\$ 158,615
Number of Units Outstanding (000's) ⁽¹⁾	20,564	22,792	25,042	23,485	29,912
Management Expense Ratio ⁽²⁾	2.36%	2.25%	9.27%	3.58%	4.21%
Trading Expense Ratio ⁽³⁾	0.25%	0.05%	0.12%	0.06%	0.02%
Portfolio Turnover Ratio ⁽⁴⁾	20.08%	10.49%	32.45%	38.33%	6.44%
Net Asset Value Per Unit	\$ 3.88	\$ 4.49	\$ 4.53	\$ 4.54	\$ 5.30
Closing Market Price	\$ 3.02	\$ 3.28	\$ 3.74	\$ 4.02	\$ 3.88

(1) This information is provided as at the date shown.

(2) Management expense ratio is based on total expenses (excluding commissions and other portfolio transaction costs) for the stated period and is expressed as an annualized percentage of daily average net asset value during the period.

(3) The trading expense ratio represents total commissions expressed as an annualized percentage of daily average net assets during the period.

(4) The Fund's Portfolio turnover rate indicates how actively the Fund's Portfolio Advisor manages its Portfolio investments. A Portfolio turnover rate of 100% is equivalent to the Fund buying and selling all of the securities in its Portfolio once in the course of the year. The higher the Fund's Portfolio turnover rate in a year, the greater the trading costs payable by the Fund in the year and the greater the chance of an investor receiving taxable capital gains in a year. There is not necessarily a relationship between a high turnover rate and the performance of a fund.

MANAGEMENT REPORT OF FUND PERFORMANCE

MANAGEMENT FEES

The Manager is entitled to receive a management fee of 1.00% per annum of the average net asset value of the Fund plus applicable taxes, calculated and payable monthly. The Portfolio Advisor receives a fee of 0.33% per annum of the average net asset value of the Fund plus applicable taxes, calculated and payable monthly, in exchange for providing investment management services.

PAST PERFORMANCE

The Fund's performance numbers represent the annual compound total returns over the period from inception in May 2004 to December 31, 2015 (except for returns of less than one year which are compounded total returns). Total returns are based upon both the Fund's change in market price or net assets per unit plus the reinvestment of all distributions in additional Units of the Fund on the reinvestment dates for the year.

Returns do not take into account sales, redemptions or income taxes payable. Past performance of the Fund does not necessarily indicate how it will perform in the future.

The total return of the Fund for the year ended December 31, 2015 was -10.43% measured in terms of its NAV. The total return of the market price per Unit of the Fund for the year ended December 31, 2015 was -4.46% .



The Fund commenced operations as of May 2004. For 2015 and prior years, this represents the annual return, unadjusted for the exercise of warrants, for the twelve-month period ended December 31.

ANNUAL COMPOUND RETURNS

The following table presents the annual compound returns for the Fund based on market price and net assets per Unit for the period indicated to December 31, 2015.

	1-Year	3-Year	5-Year	10-Year	Since Inception
Citadel Income Fund (Market Price)	(4.46)%	(3.95)%	(4.03)%	(2.79)%	(2.18)%
Citadel Income Fund (Net Assets)	(10.43)%	(0.72)%	(2.22)%	(2.21)%	(0.43)%
iShares S&P/TSX 60 Index Fund	(7.62)%	4.93 %	2.49 %	4.40 %	6.94 %
Composite Benchmark ⁽¹⁾	(4.62)%	5.50 %	3.81 %	4.69 %	6.34 %

(1) The composite benchmark consists of a 65% allocation in iShares S&P/TSX 60 fund (XIU), a 15% allocation in SPDR Dow Jones Industrial Average ETF (DIA), a 10% allocation in DEX Universe Bond Index Fund (XBB) and a 10% allocation in Canadian Treasury Bills.

MANAGEMENT REPORT OF FUND PERFORMANCE

SUMMARY OF INVESTMENT PORTFOLIO

As at December 31, 2015

Total Net Assets: \$ 79,703,381

The major Portfolio categories and top holdings of the Fund at the end of the period are indicated in the following tables. The Summary of Investment Portfolio may change due to ongoing Portfolio transactions of the Fund. Quarterly updates are available at www.artemisfunds.ca.

Portfolio by Sector	% of Total Net Assets
Canadian Equities	
Pipeline/Energy Investments	12.6%
Financial Services	32.7%
Integrated Financial Services	1.4%
Consumer Goods & Services	4.2%
Telecommunications	7.1%
Oil & Gas Corporations	3.7%
Materials	7.9%
Retail	2.1%
Total Canadian Equities	71.7%
Canadian Bonds	0.0%
International Bonds (U.S.)	0.0%
International Equities (U.S., U.K., France)	13.3%
Other Assets, Net of Liabilities	15.0%
Total Net Assets	100.0%

MANAGEMENT REPORT OF FUND PERFORMANCE

TOP 25 HOLDINGS (as a % of Total Net Assets)

As at December 31, 2015

Toronto-Dominion Bank	8.10%	Rogers Communications Inc.	2.40%
Royal Bank of Canada	7.20%	HudBay Minerals Inc.	2.30%
Bank of Nova Scotia	5.20%	Home Capital Group Inc.	2.20%
Canadian Imperial Bank of Commerce	4.60%	National Bank of Canada	2.20%
Canadian National Railway Co.	4.20%	Hudson's Bay Co.	2.10%
Canadian Natural Resources Ltd.	3.70%	Apple Inc.	2.10%
Pfizer Inc.	3.50%	Johnson & Johnson Inc.	2.00%
Manulife Financial Corp.	3.20%	Goldcorp Inc.	1.90%
BCE Inc.	3.10%	Suncor Energy Inc.	1.80%
Royal Dutch Shell PLC, ADR	3.00%	Enbridge Inc.	1.70%
Rio Tinto PLC, Sponsored ADR	2.70%	Major Drilling Group Int'l Inc.	1.70%
Keyera Corp.	2.40%	Cenovus Energy Inc.	1.60%
		Telus Corp.	1.60%
		% of Total Net Assets	76.50%

MANAGEMENT REPORT OF FUND PERFORMANCE

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This document may contain forward-looking statements relating to anticipated future events, results, circumstances, performance or expectations that are not historical facts but instead represent the Manager's or Portfolio Advisor's expectations regarding future events. By their nature, forward-looking statements must be based on assumptions and are subject to inherent risks and uncertainties. There is significant risk that predictions and other forward-looking statements will not prove to be accurate. Readers of this document are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause actual future results, conditions, actions or events to differ materially from the targets, expectations, estimates or intentions expressed in the forward-looking statements. Actual results may differ materially from the Manager's or Portfolio Advisor's expectations as projected in such forward-looking statements for a variety of reasons, including but not limited to market and general economic conditions, interest rates, foreign exchange rates, regulatory and statutory developments, the effects of competition in the geographic and business areas in which the Fund may invest and the risks detailed from time to time in the Fund's prospectus, Annual Information Form and other investor documentation. The foregoing list of factors is not exhaustive and when relying on forward-looking statements to make decisions with respect to investing in the Fund, investors and others should carefully consider these factors, as well as other uncertainties and potential events, and the inherent uncertainty of forward-looking statements. Due to the potential impact of these factors, neither the Fund nor the Manager undertakes, and specifically disclaims, any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless required by applicable law.

Financial Statements of

CITADEL INCOME FUND

Years ended December 31, 2015 and 2014





KPMG LLP
Bay Adelaide Centre
333 Bay Street Suite 4600
Toronto ON M5H 2S5
Canada

Telephone (416) 777-8500
Fax (416) 777-8818
Internet www.kpmg.ca

INDEPENDENT AUDITORS' REPORT

To the Unitholders of Citadel Income Fund

We have audited the accompanying financial statements of Citadel Income Fund, which comprise the statements of financial position as at December 31, 2015 and 2014, the statements of comprehensive income (loss), changes in net assets attributable to holders of redeemable units and cash flows for the years then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Citadel Income Fund as at December 31, 2015 and 2014, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Chartered Professional Accountants, Licensed Public Accountants

March 3, 2016
Toronto, Canada

KPMG LLP is a Canadian limited liability partnership and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity. KPMG Canada provides services to KPMG LLP.

STATEMENTS OF FINANCIAL POSITION

December 31, 2015 and 2014

	2015	2014
Assets		
Financial assets at fair value through profit or loss (cost — \$62,583,489; 2014 — \$79,741,260)	\$ 67,730,725	\$ 95,680,710
Cash	11,806,404	6,545,576
Accrued interest	—	14,746
Dividends receivable	267,041	281,286
Other receivables	530,095	428,354
	<u>80,334,265</u>	<u>102,950,672</u>
Liabilities		
Distributions payable	205,642	227,919
Management fees and investment management fees payable (note 8)	116,138	141,132
Accounts payable and accrued liabilities (note 8)	309,104	325,529
	<u>630,884</u>	<u>694,580</u>
Net assets attributable to holders of redeemable units	<u>\$ 79,703,381</u>	<u>\$ 102,256,092</u>
Number of redeemable units outstanding (note 7)	<u>20,564,242</u>	<u>22,791,956</u>
Net assets attributable to holders of redeemable units per unit	<u>\$ 3.88</u>	<u>\$ 4.49</u>

See accompanying notes to financial statements.

Approved on behalf of Citadel Income Fund by the
Board of Directors of Artemis Investment Management Limited:

(signed) *Robert Kidd*

Robert Kidd
Chief Executive Officer

(signed) *Trevor Maunder*

Trevor Maunder
Chief Financial Officer

STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

Years ended December 31, 2015 and 2014

	2015	2014
Income:		
Dividends	\$ 3,290,471	\$ 3,730,075
Interest income for distribution purposes	35,836	169,358
Foreign exchange gain on cash	1,070,128	447,218
Other changes in fair value on financial assets and financial liabilities at fair value through profit or loss:		
Net realized gain (loss) on sale of investments	(1,798,917)	6,677,376
Change in unrealized depreciation in value of investments	(10,792,214)	(5,214,048)
	<u>(8,194,696)</u>	<u>5,809,979</u>
Expenses:		
Management fees (note 8)	1,066,640	1,261,943
Investment management fees (note 8)	351,991	419,149
Administrative (note 8)	497,670	548,868
Legal fees	36,331	36,000
Regulatory and listing	80,736	80,000
Unitholder servicing	131,503	132,800
Custody, valuation and transfer fees	50,842	47,200
Audit and review fees	64,851	65,000
Independent review committee fees	26,500	20,000
Interest	427	—
Portfolio transaction (note 11)	240,648	57,141
	<u>2,548,139</u>	<u>2,668,101</u>
Operating profit (loss) before taxes	(10,742,835)	3,141,878
Withholding taxes	(38,523)	(252,480)
Increase (decrease) in net assets attributable to holders of redeemable units from operations	<u>\$ (10,781,358)</u>	<u>\$ 2,889,398</u>
Weighted average number of units outstanding	<u>22,638,997</u>	<u>25,053,460</u>
Increase (decrease) in net assets attributable to holders of redeemable units from operations per unit ⁽¹⁾	<u>\$ (0.48)</u>	<u>\$ 0.12</u>

(1) Based on the weighted average number of units outstanding during the year.

See accompanying notes to financial statements.

STATEMENTS OF CHANGES IN NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE UNITS

Years ended December 31, 2015 and 2014

	2015	2014
Net assets attributable to holders of redeemable units, beginning of year	\$ 102,256,092	\$ 113,553,091
Increase (decrease) in net assets attributable to holders of redeemable units from operations	(10,781,358)	2,889,398
Redeemable unit transactions (note 7):		
Reinvested distributions	155,944	907,265
Redemption of redeemable units	(9,234,931)	(11,612,495)
	(9,078,987)	(10,705,230)
Distributions to holders of redeemable units:		
Return to holders of redeemable units	(2,692,366)	(3,481,167)
Net decrease in net assets attributable to holders of redeemable units for the year	(22,552,711)	(11,296,999)
Net assets attributable to holders of redeemable units, end of year	\$ 79,703,381	\$ 102,256,092
Distributions per unit	\$ 0.12	\$ 0.14

See accompanying notes to financial statements.

STATEMENTS OF CASH FLOWS

Years ended December 31, 2015 and 2014

	2015	2014
Cash flows from (used in) operating activities:		
Increase (decrease) in net assets attributable to holders of redeemable units from operations	\$ (10,781,358)	\$ 2,889,398
Adjustments for:		
Net realized gain (loss) on sale of investments	1,798,917	(6,677,376)
Portfolio transaction costs	240,648	57,141
Foreign exchange gain on cash	(1,070,128)	(447,218)
Change in unrealized depreciation in value of investments	10,792,214	5,214,048
Purchases of investments	(19,602,098)	(12,175,163)
Proceeds from sale of investments	34,720,304	29,872,225
Decrease in dividends and interest receivable	28,991	122,798
Increase in other receivables and prepaid expenses	(101,741)	(166,673)
Increase (decrease) in management fees and investment management fees payable	(24,994)	52,495
Increase (decrease) in accounts payable and accrued liabilities	(16,425)	118,545
	<u>15,984,330</u>	<u>18,860,220</u>
Cash flows used in financing activities:		
Distributions paid to holders of redeemable units, net of reinvested distributions	(2,558,699)	(3,097,232)
Amounts paid for redeemable units redeemed	(9,234,931)	(11,612,495)
	<u>(11,793,630)</u>	<u>(14,709,727)</u>
Foreign exchange gain on cash	<u>1,070,128</u>	<u>447,218</u>
Net increase in cash	5,260,828	4,597,711
Cash, beginning of year	6,545,576	1,947,865
Cash, end of year	<u>\$ 11,806,404</u>	<u>\$ 6,545,576</u>
Supplemental information:		
Dividends received, net of withholding taxes	\$ 3,266,193	\$ 3,583,505
Interest received, net of withholding taxes	50,582	195,726
Interest paid	(427)	—

See accompanying notes to financial statements.

SCHEDULE OF INVESTMENTS

December 31, 2015

Number of shares / par value	Investments owned	Average cost	Fair value	% of net assets
CANADIAN EQUITIES				
Oil and gas corporations:				
96,895	Canadian Natural Resources Ltd.	\$ 3,501,843	\$ 2,928,167	3.7
Integrated financial services:				
34,075	Power Financial Corp.	1,012,455	1,083,926	1.4
Pipeline/Energy investments:				
74,945	Cenovus Energy Inc.	2,010,945	1,311,538	1.6
30,000	Enbridge Inc.	752,258	1,380,000	1.7
63,739	Husky Energy Inc.	1,201,167	912,104	1.1
50,000	Inter Pipeline Ltd.	681,565	1,110,500	1.4
48,000	Keyera Corp.	660,333	1,932,480	2.4
30,000	Pembina Pipeline Corp.	587,479	904,500	1.1
40,435	Suncor Energy Inc.	1,369,106	1,444,337	1.8
27,000	Transcanada Corp.	996,197	1,220,130	1.5
		8,259,050	10,215,589	12.6
Materials:				
93,000	Goldcorp Inc.	2,141,044	1,487,070	1.9
343,860	HudBay Minerals Inc.	3,162,308	1,825,897	2.3
302,800	Major Drilling Group International Inc.	2,268,018	1,326,264	1.7
720,100	Sherritt International Corp.	1,484,819	525,673	0.7
200,000	Teck Resources Ltd.	3,120,500	1,068,000	1.3
		12,176,689	6,232,904	7.9
Telecommunications:				
45,550	BCE Inc.	1,798,495	2,435,103	3.1
39,470	Rogers Communications Inc.	1,398,179	1,883,508	2.4
33,920	TELUS Corp.	958,334	1,297,779	1.6
		4,155,008	5,616,390	7.1
Financial services:				
73,590	Bank of Nova Scotia	3,732,162	4,118,832	5.2
40,000	Canadian Imperial Bank of Commerce	3,069,388	3,647,600	4.6
65,000	Home Capital Group Inc.	1,723,482	1,749,800	2.2
122,528	Manulife Financial Corp.	2,217,639	2,541,231	3.2

SCHEDULE OF INVESTMENTS

December 31, 2015

Number of shares / par value	Investments owned	Average cost	Fair value	% of net assets
43,205	National Bank of Canada	1,915,498	1,741,594	2.2
77,850	Royal Bank of Canada	4,352,592	5,772,577	7.2
119,000	Toronto-Dominion Bank	4,143,244	6,454,560	8.1
		21,154,005	26,026,194	32.7
	Consumer goods and services:			
43,430	Canadian National Railway Co.	1,482,878	3,359,311	4.2
	Retail:			
91,550	Hudson's Bay Co.	1,922,046	1,657,055	2.1
	TOTAL CANADIAN EQUITIES	53,663,974	57,119,536	71.7
	INTERNATIONAL EQUITIES			
52,435	Rio Tinto PLC	2,607,800	2,121,028	2.7
37,200	Royal Dutch Shell PLC, ADR	2,779,305	2,366,178	3.0
	TOTAL INTERNATIONAL EQUITIES	5,387,105	4,487,206	5.7
	U.S. EQUITIES			
11,610	Apple Inc.	1,756,478	1,697,577	2.1
11,200	Johnson & Johnson Inc.	740,260	1,598,111	2.0
63,075	Pfizer Inc.	1,174,777	2,828,295	3.5
	TOTAL U.S. EQUITIES	3,671,515	6,123,983	7.6
	TOTAL INTERNATIONAL AND U.S. EQUITIES	9,058,620	10,611,189	13.3
	Transaction costs	(139,105)	—	—
	Total investments	<u>\$ 62,583,489</u>	67,730,725	85.0
	Other assets, net of liabilities		11,972,656	15.0
	Net assets attributable to holders of redeemable units		<u>\$ 79,703,381</u>	100.0

See accompanying notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

Years ended December 31, 2015 and 2014

1. THE FUND:

(a) Establishment of the Fund:

Citadel Income Fund (the "Fund") is the name of the combined fund resulting from the merger on December 2, 2009 of Crown Hill Fund ("CHF") with Citadel Premium Income Fund ("Premium"), Citadel HYTES Fund ("Hytes"), Citadel S-1 Income Trust Fund ("Citadel S-1"), Citadel Stable S-1 Income Fund ("Stable") and Equal Weight Plus Fund ("Equal Weight") (collectively the "Previous Citadel Funds"). The Fund acquired the investment portfolios and other assets of the Previous Citadel Funds on December 2, 2009, but did not assume any liabilities of the Previous Citadel Funds. Since the merger was an acquisition, it was done on a taxable basis. The Previous Citadel Funds' unitholders received the following number of units of the Fund for each unit held prior to the merger: Premium unitholders received 1.1581 units; Hytes unitholders received 1.7545 units; Citadel S-1 unitholders received 1.8629 units; Stable unitholders received 1.0765 units; and Equal Weight unitholders received 0.8028 units.

The address of the Fund's registered office is 1325 Lawrence Avenue East, Suite 200, Toronto, ON, Canada, M3A 1C6.

(b) Description of the Fund:

The Fund is a closed-end investment trust. Artemis Investment Management Limited is the investment fund manager of the Fund ("Artemis" or the "Manager"). The Fund has one class of units (each, a "Unit") outstanding. The Units trade on the Toronto Stock Exchange ("TSX") under the symbol CTF.UN. The Fund's portfolio is managed by Vestcap Investment Management Inc. (the "Portfolio Advisor").

The financial statements were authorized for issue by the Manager on March 3, 2016.

2. INVESTMENT OBJECTIVES OF THE FUND:

The Fund's investment objectives are to provide the Unitholders with a stable stream of monthly distributions and to preserve and potentially enhance the net asset value ("NAV") of the Fund. The Portfolio Advisor seeks to achieve these objectives by investing in a diversified portfolio of securities with a focus on income generation consisting of: (a) equity securities, of principally larger capitalization companies traded on a recognized stock exchange; (b) debt securities with a focus on yield enhancement, with a minimum of 80% of debt security investments in investment grade debt rated BBB or higher; and (c) income funds, each of which has, at the date of investment by the Fund, a market capitalization, excluding control positions, of \$400 million.

3. INCOME TAXES:

The Fund is a mutual fund trust within the meaning of the Income Tax Act (Canada) and is subject to applicable federal and provincial taxes on the amount of net income for tax purposes for the year, including net realized taxable capital gains, to the extent such net income for tax purposes has not been paid or made payable to Unitholders in the year. No provision for income taxes has been recorded in the accompanying financial statements as all income and capital gains of the Fund will be paid or payable to the Unitholders to the extent necessary to reduce taxes payable under Part 1 of the Income Tax Act (Canada) to nil.

The Fund may be liable to pay income or profits tax on income or gains derived from investments in the U.S. and other foreign countries. Such income and gains are recorded on a gross basis and the related withholding taxes are shown separately in the statements of comprehensive income.

As at December 31, 2015, the Fund had non-capital losses of approximately \$256,605 (2014 – \$256,605) that expire in 2033 and capital losses of approximately \$919,425 (2014 – nil). Capital losses can be carried forward indefinitely for offset against capital gains in the future years.

4. SIGNIFICANT ACCOUNTING POLICIES:

These financial statements have been prepared in compliance with International Financial Reporting Standards ("IFRS").

NOTES TO FINANCIAL STATEMENTS

Years ended December 31, 2015 and 2014

(a) Cash:

Cash includes balances with banks at fair value.

(b) Financial instruments:

The Fund recognizes financial instruments at fair value upon initial recognition, plus transaction costs in the case of financial instruments measured at amortized cost. Regular purchases and sales of financial assets are recognized at their trade date. The Fund's investments and derivative assets and liabilities are measured at fair value through profit or loss ("FVTPL"). The Fund's obligation for net assets attributable to holders of redeemable Units is presented at the redemption amount. All other financial assets and liabilities are measured at amortized cost. Under this method, financial assets and liabilities reflect the amount required to be received or paid, discounted, when appropriate, on the accrual basis based on the bond coupon rate. The Fund's accounting policies for measuring the fair value of its investments and derivatives are identical to those used in measuring its NAV for transactions with Unitholders.

Financial assets and liabilities are offset and the net amount reported in the statements of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously. Income and expenses are presented on a net basis for gains and losses from financial instruments at FVTPL and foreign exchange gains and losses.

(c) Valuation of investments:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of financial assets and liabilities traded in active markets are based on quoted market prices at the close of trading on the reporting date. The Fund uses the last traded market price for both financial assets and financial liabilities where the last traded price falls within that day's bid-ask spread. In circumstances where the last traded price is not within the bid-ask spread, the Manager determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances. The Fund's policy is to recognize transfers in and out of the fair value hierarchy levels as at the end of the reporting year for transfers between Levels 1 and 2 and as at the date of the transfer for transfers in and out of Level 3. See note 6 for a description of each fair value hierarchy level.

(d) Investment transactions and income recognition:

- i. Investment transactions are accounted for on the trade date;
- ii. Interest income for distribution purposes is recognized on an accrual basis based on the bond coupon rate;
- iii. Dividend income is recorded on the ex-dividend date; and
- iv. Realized gains and losses on investments and unrealized appreciation or depreciation of investments are calculated using the average cost of the related investments.

(e) Foreign currency translation:

The functional and presentation currency of the Fund is the Canadian dollar.

The fair value of investments and other assets and liabilities denominated in foreign currencies is translated into Canadian dollars at the rates prevailing on each valuation date.

Purchases and sales of investments, income and expenses denominated in foreign currencies are converted into Canadian dollars at the rates of exchange prevailing on the respective dates of such transactions. Realized exchange gains (losses) on investments, and unrealized exchange gains (losses) on investments, if any, are included in net realized gain (loss) on sale of investments and change in unrealized depreciation in value of investments in the statements of comprehensive income.

(f) Distributions:

Distributions to Unitholders are recorded by the Fund when declared.

(g) Securities lending:

The Fund may lend portfolio securities in order to earn additional revenue. The minimum allowable collateral is 102% of the current value of the loaned securities as per the requirements of National Instruments 81-102.

NOTES TO FINANCIAL STATEMENTS

Years ended December 31, 2015 and 2014

The market value of the loaned securities is determined on the close of any valuation date, and any additional required collateral is made by the Fund on the next business day. The securities on loan continue to be included on the schedule of investments and are included in the total value on the statements of financial position in financial assets at FVTPL.

As at December 31, 2015 and 2014, the Fund had no securities on loan.

(h) Increase (decrease) in net assets attributable to holders of redeemable Units per Unit:

Increase (decrease) in net assets attributable to holders of redeemable Units per Unit represents the net increase (decrease) in net assets attributable to holders of redeemable Units from operations divided by the average Units outstanding for the years.

(i) Future accounting changes:

The IASB has issued the following new standard and amendments to existing standards that are not yet effective. The Fund has not yet begun the process of assessing the impact the new and amended standards will have on its financial statements or whether to early adopt any of the new standards.

In November 2009, IFRS 9, Financial Instruments ("IFRS 9"), was issued and subsequently amended October 2010. This is the first phase of the project on classification and measurement of financial assets and liabilities. IFRS 9 will replace International Accounting Standard 39, Financial Instruments – Recognition and Measurement, and will be completed in three phases, which include limited amendments to classification and measurement of financial assets and liabilities, impairment of financial assets, and general hedge accounting. Accounting for macro hedging was removed from IFRS 9 and is expected to be issued as a separate standard. IFRS 9 is effective for fiscal years beginning on or after January 1, 2018. The standard on general hedge accounting was issued and included as part of IFRS 9 in July 2014.

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS:

The preparation of financial statements requires management to use judgment in applying its accounting policies and to make estimates and assumptions about the future. The following discusses the most significant accounting judgments and estimates that the Fund has made in preparing the financial statements:

Fair value measurement of derivatives and securities not quoted in an active market:

Fair values of instruments not quoted in active markets are determined using valuation techniques and may be determined using reputable pricing sources (such as pricing agencies) or indicative prices from market makers. Broker quotes as obtained from the pricing sources may be indicative and not executable or binding. Where no market data is available, the Fund may value positions using its own models, which are usually based on valuation methods and techniques generally recognized as standard within the industry. The models used to determine fair values are validated and periodically reviewed by experienced personnel of the Manager, independent of the party that created them.

Models use observable data, to the extent practicable. However, areas, such as credit risk (both own and counterparty), volatilities and correlations require the Manager to make estimates. Changes in assumptions about these factors could affect the reported fair values of financial instruments. The Fund considers observable data to be market data that is readily available, regularly distributed and updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market. Refer to note 6 for further information about the fair value measurement of the Fund's financial instruments.

NOTES TO FINANCIAL STATEMENTS

Years ended December 31, 2015 and 2014

6. FAIR VALUE DISCLOSURES:

The Fund classifies fair value measurements within a hierarchy which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are:

- Level 1 inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities that the Manager has the ability to access at the measurement date;
- Level 2 inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, including inputs in markets that are not considered to be active; and
- Level 3 inputs that are unobservable for the financial asset or liability and include situations where there is little, if any, market activity for the financial asset or liability. The inputs into the determination of fair value require significant management judgment or estimation.

The following tables illustrate the classification of the Fund's assets and liabilities measured at fair value within the fair value hierarchy as at December 31, 2015 and 2014:

2015	Level 1	Level 2	Level 3	Total
Financial assets at FVTPL:				
Equities	\$ 67,730,725	\$ —	\$ —	\$ 67,730,725

There were no transfers between Levels during the year ended December 31, 2015.

2014	Level 1	Level 2	Level 3	Total
Financial assets at FVTPL:				
Equities	\$ 91,798,077	\$ —	\$ —	\$ 91,798,077
Bonds	—	3,882,633	—	3,882,633
Total	\$ 91,798,077	\$ 3,882,633	\$ —	\$ 95,680,710

There were no transfers between Levels during the year ended December 31, 2014.

All fair value measurements above are recurring. The carrying values of cash, subscriptions receivable, accrued interest, dividends receivable, other receivables, management fees and investment management fees payable, payable for investments purchased, redemptions payable, distributions payable and accounts payable and accrued liabilities approximates their fair values due to their short-term nature. Fair values are classified as Level 1 when the related security or derivative is actively traded and a quoted price is available. If an instrument classified as Level 1 subsequently ceases to be actively traded, it is transferred out of Level 1. In such cases, instruments are reclassified into Level 2, unless the measurement of its fair value requires the use of significant unobservable inputs; in which case, it is classified as Level 3.

(a) Equities:

The Fund's equity positions are classified as Level 1 when the security is actively traded and a reliable price is observable. Certain of the Fund's equities do not trade frequently and, therefore, observable prices may not be available. In such cases, fair value is determined using observable market data (e.g., intrinsic value, transactions for similar securities of the same issuer) and the fair value is classified as Level 2, unless the determination of fair value requires significant unobservable data; in which case, the measurement is classified as Level 3.

NOTES TO FINANCIAL STATEMENTS

Years ended December 31, 2015 and 2014

As of December 31, 2015 and 2014, the Fund had no securities that were classified as Level 3 financial instruments.

(b) Bonds:

Bonds include primarily government and corporate bonds, which are valued at the mean of bid/ask price provided by recognized investment dealers. These prices are generally observable and, therefore, the Fund's bonds are classified as Level 2.

7. UNITS ISSUED AND OUTSTANDING:

The Fund is authorized to issue an unlimited number of transferable, redeemable trust Units of one class, each of which represents an equal, undivided interest in the net assets of the Fund.

The Fund's redeemable Units entitle Unitholders the right to redeem their interest in the Fund for cash equal to their proportionate share of the net asset value of the Fund, amongst other contractual rights. These redeemable Units involve multiple contractual obligations on the part of the Fund and, therefore, meet the criteria for classification as financial liabilities. The Fund's obligation for net assets attributable to Unitholders is measured at FVTPL, with fair value being the redemption amount as at the reporting date.

The following Unit transactions took place during the years ended December 31, 2015 and 2014:

(a) Units issued and outstanding:

	2015	2014
Units, beginning of year	22,791,956	25,041,625
Issued under distribution reinvestment plan ("DRIP")	50,772	257,762
Units redeemed	(2,278,486)	(2,507,431)
Units, end of year	20,564,242	22,791,956

Unitholders are entitled to retract their Units outstanding on the last business day of each month at an amount equal to (i) the lesser of: (a) 90% of the weighted average trading price of a Unit on the TSX during the preceding 15 trading days and (b) the closing market price on the TSX on that day, less (ii) any retraction costs. As well, the Board of Directors of the Trustee may set a date on which Units will be retracted at the NAV per Unit less any retraction costs.

(b) Redemptions and retractions:

The maximum number of Units redeemable in a year pursuant to the annual redemption privilege is 10% of the public float of the Fund, as determined on the last business day of November in the preceding year, less the number of Units repurchased for cancellation or otherwise redeemed by the Fund during the preceding 12-month period, the "Maximum Redemption Amount". The Fund did not repurchase any Units for cancellation during the years ended December 31, 2015 and 2014 (note 10).

Through the monthly redemption feature offered during 2015, no Units had been redeemed. Through the monthly redemption feature offered during 2014, 3,639 Units had been redeemed for a total cost of \$16,732.

Unitholders are also entitled to retract their Units outstanding on the second last business day of each November (the "Annual Redemption Date") at an amount equal to 100% of the NAV per trust Unit determined as of the Annual Redemption Date less any retraction costs. Any such Units must be surrendered for redemption at least 15 business days before the Annual Redemption Date.

NOTES TO FINANCIAL STATEMENTS

Years ended December 31, 2015 and 2014

Through the special retraction feature offered in November 2015, 2,278,486 Units were redeemed for a total cost of \$9,234,931. Through the special retraction feature offered in November 2014, 2,503,792 Units were redeemed for a total cost of \$11,595,763.

(c) Distribution Reinvestment Plan:

The Fund instituted a change to its existing DRIP. Units issued under the program will be issued at a 5% discount to the applicable 5-day volume-weighted average trading price of the Units. As a result, Unitholders participating in the plan will be acquiring Units at a discount to the market price of the Fund's Units.

8. RELATED PARTY TRANSACTIONS:

The Fund is responsible for all expenses incurred on its behalf. Artemis generally has all expenses incurred by the Fund paid directly by the Fund.

The Manager is entitled to receive a management fee of 1.00% per annum of the average NAV of the Fund plus applicable taxes, calculated and payable monthly. For the year ended December 31, 2015, management fees totaled \$1,066,640 (2014 – \$1,261,943), of which \$87,322 was payable as at December 31, 2015 (2014 – \$106,114).

The Portfolio Advisor receives a fee of 0.33% per annum of the average NAV of the Fund, plus applicable taxes, calculated and payable monthly, in exchange for providing investment management services. For the year ended December 31, 2015, investment management fees totaled \$351,991 (2014 – \$419,149), of which \$28,816 was payable at December 31, 2015 (2014 – \$35,018).

Administrative expenses for the year ended December 31, 2015 totaled \$497,670 (2014 – \$548,868). As part of these expenses, the Fund pays a general overhead cost to Artemis. Artemis receives \$35,000 per month plus applicable taxes to cover related administrative salaries, employee benefits, general overhead and office supplies.

For redemptions or repurchases, the Manager is entitled to receive a fee per Unit of 5% of the NAV per Unit plus applicable taxes.

9. FINANCIAL RISK MANAGEMENT:

The Fund's investment activities expose it to various types of risk associated with the financial instruments in which it invests. In addition to the risks of investing in the equity markets generally, the Fund is also subject to other risks, including interest rate risk, currency risk, credit risk and liquidity risk. These risks and related risk management practices employed by the Fund are discussed below:

(a) Market risk:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The investments of the Fund are subject to normal market fluctuations and the risks inherent in being invested in financial markets. The maximum risk resulting from financial instruments held by the Fund is determined by the fair value of the financial instruments. The Manager moderates this risk through a careful selection of securities through diversification of the investment portfolio. The Manager monitors the Fund's overall market positions on a weekly basis and positions are maintained within established ranges.

The most significant exposure to market risk is from equity securities. As at December 31, 2015, had the prices on the benchmark index raised (lowered) by 5%, with all other variables held constant, net assets attributable to holders of redeemable Units would have increased (decreased) by \$2,481,127 (3.1% of NAV) (2014 – \$2,452,590, 2.4% of NAV). In practice, the actual results may differ and the difference could be material. The benchmark index consists of a 65% allocation in iShares S&P/TSX 60 Fund (XIU), a 15% allocation in SPDR Dow Jones Industrial Average ETF (DIA), a 10% allocation in DEX Universe Bond Index Fund (XBB) and a 10% allocation in Canadian Treasury Bills.

NOTES TO FINANCIAL STATEMENTS

Years ended December 31, 2015 and 2014

(b) Foreign currency risk:

Foreign currency risk is the risk that the value of investments denominated in currencies, other than the functional currency of the Fund, will fluctuate due to changes in foreign exchange rates. The schedule of investments identifies all investments denominated in foreign currencies. Equities in foreign markets are exposed to currency risk as the prices denominated in foreign currencies are converted to the Fund's functional currency in determining fair value.

As at December 31, 2015, the Fund invested 25.1% (2014 – 28.4%) of the net assets in U.S. currency. At December 31, 2015, if the Canadian dollar had strengthened (weakened) by 5%, with all other variables held constant, net assets attributable to holders of redeemable Units would have increased (decreased) by \$998,911 (1.3% of NAV) (2014 – \$1,449,896, 1.4% of NAV). In practice, the actual results may differ and the difference could be material.

(c) Interest rate risk:

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or fair values of financial instruments. Interest rate risk arises when the Fund invests in interest-bearing financial instruments.

As at December 31, 2015, the Fund had 85.0% of the investment portfolio in equity securities (2014 – 89.8%). Cash earns minimal interest. The Fund also invests in securities which subject the Fund to interest rate risk. As at December 31, 2015, if interest rates increased by 1% with all other variables held constant, the fair value of the securities as shown on the Fund's schedule of investments would have decreased by nil (2014 – \$83,163). In practice, the actual results may differ and the difference could be material.

(d) Credit risk:

Credit risk is the risk that an issuer or a counterparty will be unable or unwilling to meet a commitment that it has entered into with the Fund. All transactions in listed securities are settled (paid for) upon delivery using approved brokers. The risk of default is considered minimal, as delivery of securities sold is only made once the broker has received payment. Payment is made on a purchase once the securities have been received by the broker. The trade will fail if either party fails to meet its obligation.

The fair value of debt securities includes consideration of the creditworthiness of the debt issuer. Credit risk exposure for over-the-counter derivative instruments is based on the Fund's unrealized gain of the contractual obligations with the counterparty as at the reporting date. The credit exposure of other assets is represented by their carrying amount.

The Fund's cash is mainly held with Royal Bank of Canada, which is rated AA (2014 – AA) based on DBRS ratings. The Manager monitors the financial position on an ongoing basis.

As at December 31, 2015, the Fund's investments had credit risk exposure of nil (2014 – \$3,882,633).

(e) Liquidity risk:

Liquidity risk is the risk that the Fund will encounter difficulty in meeting obligations associated with financial obligations. The Fund is exposed to a monthly redemption of Units, at which time, the Units of the Fund are redeemed at the current transactional net assets per Unit. Liquidity risk is managed by investing the Fund's assets in investments that can be readily disposed.

The Fund's liquid investments are considered to be in excess of the redemption requirements. Therefore, as at December 31, 2015 and 2014, the Fund's liquidity risk is considered minimal.

NOTES TO FINANCIAL STATEMENTS

Years ended December 31, 2015 and 2014

(f) Concentration risk:

Concentration risk arises as a result of the concentration of exposures within the same category, whether it is geographical location, product type, industry sector or counterparty type. The following is a summary of the Fund's concentration risk:

Sector	Percentage of NAV	
	2015	2014
Bonds:		
Canadian corporate bonds	—	3.4
International corporate bonds	—	0.4
Canadian equities:		
Oil and gas corporations	3.7	4.6
Pipeline/Energy investments	12.6	11.9
Materials	7.9	9.5
Consumer goods and services	4.2	4.6
Retail	2.1	0.7
Financial services	32.7	26.9
Integrated financial services	1.4	1.2
Telecommunication services	7.1	8.9
U.S. equities	7.6	11.8
International equities	5.7	9.7
Other assets less liabilities	15.0	6.4
Total	100.0	100.0

10. NORMAL-COURSE ISSUER BID ("NCIB") PROGRAM:

Under the NCIB Program that expired on February 5, 2015, the Fund was entitled to purchase up to 2,248,541 Units of the Fund, subject to certain restrictions. For the years ended December 31, 2015 and 2014, the Fund did not repurchase any Units for cancellation under its NCIB Program.

11. BROKERAGE COMMISSIONS AND PORTFOLIO TRANSACTIONS:

The brokerage commissions paid for the year ended December 31, 2015 were \$240,648 (2014 — \$57,141). The commissions were incurred solely for order execution services. Such costs are expensed and are included in transaction costs in the statements of comprehensive income. The Fund paid \$8,369 in soft dollar commission for the year ended December 31, 2015 (2014 — \$8,906).

12. CAPITAL MANAGEMENT:

The Fund's capital is its net assets attributable to holders of redeemable Units. The Fund's Manager maintains the Fund's capital in accordance with its investment objectives, strategies and restrictions, as detailed in the amended and restated Declaration of Trust as of March 7, 2014.

NOTES TO FINANCIAL STATEMENTS

Years ended December 31, 2015 and 2014

13. FINANCIAL INSTRUMENTS BY CATEGORY:

The Fund's financial instruments as at December 31, 2015 and 2014 are designated as FVTPL with the exception of accrued interest, dividends receivable, other receivables, distributions payable, redemptions payable, management fees and investment management fees payable and accounts payable and accrued liabilities, which are classified as loans and receivables.

For the years ended December 31, 2015 and 2014, the Fund's net gains (losses) on financial instruments with the exception of derivatives, were all on financial instruments designated as FVTPL.

14. RECENT DEVELOPMENTS:

Monthly distribution for 2016:

On January 12, 2016, the Fund announced distributions for 2016 of \$0.01 per Unit per month. Unitholders of record on the last day of each month of 2016 will be paid distributions on the 15th day (or first business date thereafter) of the ensuing month.

CORPORATE INFORMATION

MANAGER/TRUSTEE

Artemis Investment Management Limited

1325 Lawrence Avenue East, Suite 200

Toronto, Ontario M3A 1C6

Telephone: 416-934-7455

Fax: 416-934-7459

Website: www.artemisfunds.ca

Email: info@artemisfunds.ca

PORTFOLIO ADVISOR

Vestcap Investment Management Inc.

Commerce Court West

199 Bay Street, Suite 2902

Toronto, Ontario M5L 1G5

AUDITOR

KPMG LLP

Bay Adelaide Centre

333 Bay Street, Suite 4600

Toronto, Ontario M5H 2S5

STOCK EXCHANGE LISTING

The Toronto Stock Exchange

Citadel Income Fund Units: **CTF.UN**

INDEPENDENT REVIEW COMMITTEE

Peter Chodos

John Mills

Michael Newman

DIRECTORS OF THE MANAGER/TRUSTEE

Robert Kidd — Director

Trevor Maunder — Director

Gavin Swartzman — Director

OFFICERS OF THE MANAGER/TRUSTEE

Robert Kidd — President and Chief Executive Officer

Trevor Maunder — Chief Financial Officer and Secretary

Sean Lawless — Chief Compliance Officer

Michael J. Killeen — Senior Vice President and General Counsel

CUSTODIAN

RBC Investor Services Trust

155 Wellington Street West, 2nd Floor

Toronto, Ontario M5V 3L3

TRANSFER AGENT

Equity Financial Trust Company

200 University Avenue, Suite 300

Toronto, Ontario M5H 4H1



Artemis

Investment Management



1325 Lawrence Avenue East, Suite 200, Toronto, ON M3A 1C6

Tel: (416) 934-7455 | Fax: (416) 934-7459

Website: www.artemisfunds.ca

