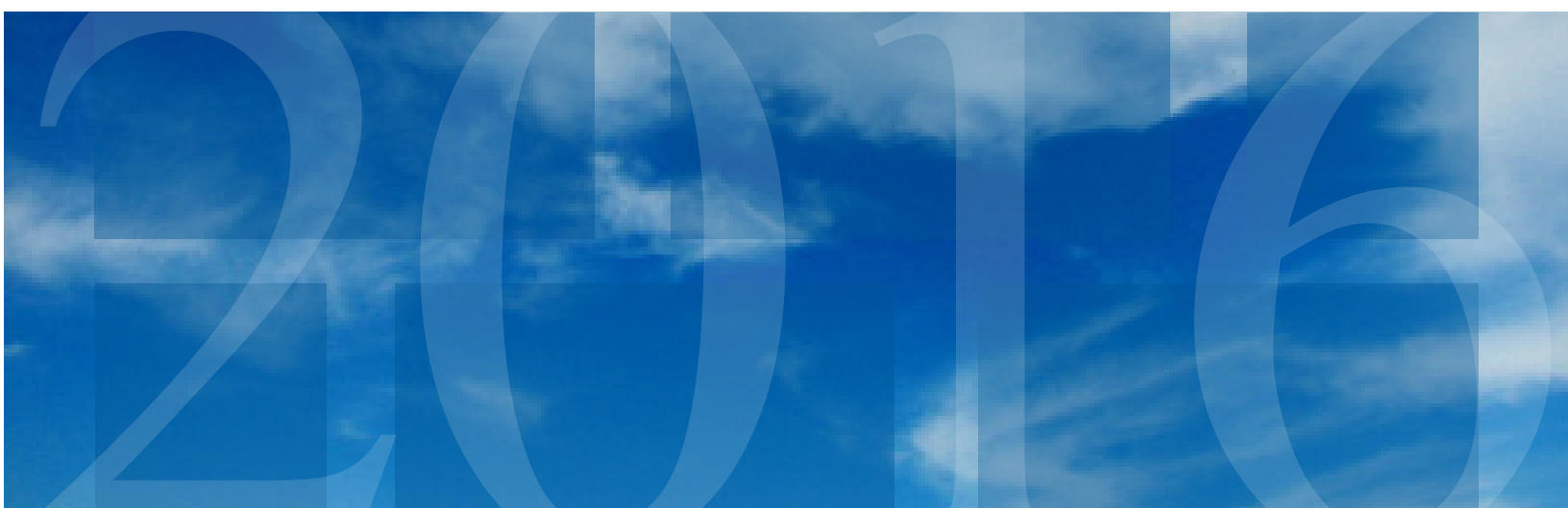




Artemis

Investment Management



CITADEL INCOME FUND

ANNUAL REPORT

DECEMBER 31, 2016

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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 E., 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 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. (“Vestcap” or the “Portfolio Advisor”).

INVESTMENT OBJECTIVES AND STRATEGIES

Citadel Income Fund’s investment objectives are to provide holders of 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 minimum of 80% of debt security investments 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.

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 Fund’s 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, 2016 that materially affected the risks associated with an investment in Units of the Fund. For a list of risks, see the Fund’s most recent annual information form on the Fund’s SEDAR profile at www.sedar.com.

RESULTS OF OPERATIONS

The NAV of the Fund increased from \$79.70 million to \$84.01 million from January 1, 2016 to December 31, 2016. Total revenue per Unit for the year ended December 31, 2016 was \$0.054, compared to \$0.194 for 2015. Operations for the year resulted in an increase in NAV per Unit of \$0.760 compared to a decrease of \$0.476 for 2015. This year’s operating profit was primarily the result of net realized gains and a change in unrealized appreciation on investments.

Total administrative expenses for the year ended December 31, 2016 were \$0.023 per Unit compared to \$0.022 for 2015. On a per Unit basis, total administrative expenses remained approximately flat – in line with the general reduction in outstanding Units between both years. Management fees decreased for the year to \$0.045 per Unit (2015 – \$0.047), due to a decrease in the average weighted NAV of the Fund over 2016. Investment management fees decreased for the year to \$0.015 per Unit (2015 – \$0.016). Excluding the expenses discussed above, all other expenses of the Fund for the year ended December 31, 2016 were \$0.017 per Unit (2015 – \$0.028).

MANAGEMENT REPORT OF FUND PERFORMANCE

The Fund's cash balance decreased over the year ended December 31, 2016 with 9.95% of the Fund's NAV being comprised of cash (2015 – 14.81%). Over the year, the Portfolio Advisor added undervalued equities with conservative payout ratios and attractive market multiples to provide income and protection given the global market uncertainty at the time. For the year ended December 31, 2016, the asset mix of the Fund's Portfolio had no bond exposure, an increased Canadian equity exposure and a reduced U.S. and International equity exposure compared to 2015.

The NAV per Unit, after distributions to Unitholders, increased 16.49% for the year ended December 31, 2016. 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, 2016, with 2,056,050 Units redeemed.

TRADING PREMIUM/DISCOUNT

For the year ended December 31, 2016, the Fund traded at an average discount to its net asset value per Unit of 24.22%, compared to an average discount of 23.2% for 2015.

RECENT DEVELOPMENTS

Monthly distribution for 2017

On January 13, 2017, the Fund announced distributions for 2017 of \$0.01 per Unit per month. Unitholders of record on the last day of each month of 2017 will be paid cash distributions of \$0.01 on the 15th day (or first business day 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 27, 2015 was 20,558,638 Units and 10% of the public float was 2,055,864 Units. For the year ended December 31, 2016, 2,055,864 Units were redeemed at a price of \$4.2129 per Unit pursuant to the annual redemption privilege.

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, 2016, management fees totaled \$930,691 (2015 – \$1,066,640), of which \$94,613 was payable as at December 31, 2016 (2015 – \$87,322). 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, 2016, investment management fees totaled \$307,122 (2015 – \$351,991), of which \$31,223 was payable at December 31, 2016 (2015 – \$28,816). Vestcap, the Portfolio Advisor of the Fund, is a corporation under common control with the Manager. Gavin Swartzman, a director of the Manager and Trevor Maunder, a director and officer of the Manager, are also directors of Vestcap.

Administrative expenses for the year ended December 31, 2016 totaled \$476,667 (2015 – \$497,670). 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 at year end or repurchased plus applicable taxes. For the year ended December 31, 2016, redemption fees totaled \$518,694 (2015 – \$521,890) of which nil was payable as at December 31, 2016 (2015 – 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-16	31-Dec-15	31-Dec-14	31-Dec-13	31-Dec-12
Net Assets per Unit, Beginning of Year	\$ 3.88	\$ 4.49	\$ 4.53	\$ 4.54	\$ 5.30
Increase/(Decrease) From Operations:					
Total Revenue	0.05	0.19	0.17	0.15	0.16
Total Expenses	(0.10)	(0.11)	(0.12)	(0.42)	(0.10)
Realized Gains (Losses)	0.25	(0.08)	0.27	0.20	0.10
Unrealized Gains (Losses)	0.56	(0.48)	(0.21)	0.58	0.02
Total Increase/(Decrease) from Operations ⁽²⁾	\$ 0.76	\$ (0.48)	\$ 0.12	\$ 0.51	\$ 0.21
Distributions:					
From Net Investment Income	—	—	—		
From Dividends		0.02	—		
From Capital Gains	—	—	0.03		
Return of Capital	0.12	0.10	0.11	0.36	0.36
Total Distributions per Unit ⁽³⁾	0.12	0.12	0.14	0.36	0.36
Net Assets per Unit, End of Year	\$ 4.52	\$ 3.88	\$ 4.49	\$ 4.53	\$ 4.54

(1) For financial years beginning before 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. In 2012, the net assets per Unit presented in the financial statements differed from the net asset value per Unit calculated for fund pricing purposes because of the provisions of CPA Handbook Section 3855. An explanation of the differences can be found in the notes to the 2012 financial statements.

(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-16	31-Dec-15	31-Dec-14	31-Dec-13	31-Dec-12
Total Net Asset Value (\$ 000's) ⁽¹⁾	\$ 84,007	\$ 79,703	\$ 102,250	\$ 113,553	\$ 106,625
Number of Units Outstanding (000's) ⁽¹⁾	18,576	20,564	22,792	25,042	23,485
Management Expense Ratio ⁽²⁾	2.31%	2.36%	2.25%	9.27%	3.58%
Trading Expense Ratio ⁽³⁾	0.11%	0.25%	0.05%	0.12%	0.06%
Portfolio Turnover Ratio ⁽⁴⁾	40.06%	20.08%	10.49%	32.45%	38.33%
Net Asset Value Per Unit	\$ 4.52	\$ 3.88	\$ 4.49	\$ 4.53	\$ 4.54
Closing Market Price	\$ 3.48	\$ 3.02	\$ 3.28	\$ 3.74	\$ 4.02

(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 June 2004 to December 31, 2016 (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, 2016 was 21.28% measured in terms of its NAV. The total return of the market price per Unit of the Fund for the year ended December 31, 2016 was 19.97%.



The Fund commenced operations as of May 2004. For 2016 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 Citadel Income Fund based on market price and net assets per Unit for the period indicated to December 31, 2016.

	1-Year	3-Year	5-Year	10-Year
Citadel Income Fund (Market Price)	19.97%	1.43%	3.58%	(2.47)%
Citadel Income Fund (Net Assets)	21.28%	2.88%	1.63%	(1.46)%
iShares S&P/TSX 60 Index Fund	20.92%	7.66%	8.53%	4.57%
Composite Benchmark ⁽¹⁾	16.21%	6.79%	7.83%	4.75%

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

MANAGEMENT REPORT OF FUND PERFORMANCE

SUMMARY OF INVESTMENT PORTFOLIO

As at December 31, 2016

Total Net Assets: \$84,006,877

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	
Financial Services	30.9%
Oil & Gas Corporations	11.5%
Materials	10.1%
Pipeline/Energy Investments	7.2%
Real Estate	4.9%
Consumer Goods & Services	4.7%
Utilities	3.7%
Media	3.4%
Telecommunications	3.1%
Consumer Durables & Apparel	2.7%
Retail	1.4%
Total Canadian Equities	83.6%
Canadian Bonds	0.0%
International Bonds (U.S.)	0.0%
International Equities (U.S., U.K., France)	6.4%
Other Assets, Net of Liabilities	10.0%
Total Net Assets	100.0%

MANAGEMENT REPORT OF FUND PERFORMANCE

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

As at December 31, 2016

Other assets, net of Liabilities	10.00%	Whirlpool Corp.	2.70%
Canadian Imperial Bank of Commerce	5.20%	Teck Resources Ltd.	2.60%
Toronto-Dominion Bank	5.00%	Wells Fargo & Co.	2.50%
Canadian Natural Resources Ltd.	4.90%	High Liner Foods Inc.	2.40%
Royal Bank of Canada	4.60%	Keyera Corp.	2.30%
Bank of Nova Scotia	3.70%	Canadian National Railway Co.	2.30%
Northland Power Inc.	3.70%	PrairieSky Royalty Ltd.	2.20%
Bank of Montreal	3.50%	Equitable Group Inc.	2.20%
Cineplex Inc.	3.40%	Apple Inc.	2.20%
Goldcorp Inc.	3.10%	Suncor Energy Inc.	2.10%
HudBay Minerals Inc.	3.10%	H&R Real Estate Investment Trust	2.10%
BCE Inc.	3.10%	CVS Health Corp.	2.10%
National Bank of Canada	2.80%		
		% of Total Net Assets	83.10%

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, 2016 and 2015





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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, 2016 and 2015, 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, 2016 and 2015, 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, 2017
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, 2016 and 2015

	2016	2015
Assets		
Financial assets at fair value through profit or loss (note 4)	\$ 75,609,695	\$ 67,730,725
Cash	8,356,590	11,806,404
Dividends receivable	253,369	267,041
Other receivables	215,686	530,095
	<u>84,435,340</u>	<u>80,334,265</u>
Liabilities		
Distributions payable	185,766	205,642
Redemptions payable	583	
Management fees and investment fees payable (note 8)	125,836	116,138
Accounts payable and accrued liabilities (note 8)	116,278	309,104
	<u>428,463</u>	<u>630,884</u>
Net assets attributable to holders of redeemable units	<u>\$ 84,006,877</u>	<u>\$ 79,703,381</u>
Number of redeemable units outstanding (note 7)	<u>18,576,437</u>	<u>20,564,242</u>
Net assets attributable to holders of redeemable units per unit	<u>\$ 4.52</u>	<u>\$ 3.88</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) **Michael J. Killeen**

Michael J. Killeen
Chief Executive Officer

(signed) **Trevor Maunder**

Trevor Maunder
Chief Financial Officer

STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

Years ended December 31, 2016 and 2015

	2016	2015
Income:		
Dividends	\$ 2,085,214	\$ 3,290,471
Interest income for distribution purposes	44,464	35,836
Foreign exchange gain (loss)	(1,020,621)	1,070,128
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	5,085,500	(1,798,917)
Change in unrealized appreciation (depreciation) in value of investments	11,587,877	(10,792,214)
	<u>17,782,434</u>	<u>(8,194,696)</u>
Expenses:		
Management fees (note 8)	930,691	1,066,640
Investment management fees (note 8)	307,122	351,991
Administrative (note 8)	476,667	497,670
Legal fees	19,999	36,331
Regulatory and listing	30,001	80,736
Unitholder servicing	55,208	131,503
Custody, valuation and transfer fees	74,800	50,842
Audit and review fees	50,000	64,851
Independent review committee fees	30,001	26,500
Interest		427
Portfolio transaction (note 11)	93,345	240,648
	<u>2,067,834</u>	<u>2,548,139</u>
Operating profit (loss) before taxes	15,714,600	(10,742,835)
Withholding taxes	(3,532)	(38,523)
	<u>15,711,068</u>	<u>(10,781,358)</u>
Increase (decrease) in net assets attributable to holders of redeemable units from operations	\$ 15,711,068	\$ (10,781,358)
Weighted average number of units outstanding	<u>20,472,752</u>	<u>22,638,997</u>
Increase (decrease) in net assets attributable to holders of redeemable units from operations per unit ⁽¹⁾	<u>\$ 0.76</u>	<u>\$ (0.48)</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, 2016 and 2015

	2016	2015
Net assets attributable to holders of redeemable units, beginning of year	\$ 79,703,381	\$ 102,256,092
Increase (decrease) in net assets attributable to holders of redeemable units from operations	15,711,068	(10,781,358)
Redeemable unit transactions (note 7):		
Reinvested distributions	203,762	155,944
Redemption of redeemable units	(9,180,427)	(9,234,931)
	(8,976,665)	(9,078,987)
Distributions to holders of redeemable units:		
Return to holders of redeemable units	(2,430,907)	(2,692,366)
Net increase (decrease) in net assets attributable to holders of redeemable units for the year	4,303,496	(22,552,711)
Net assets attributable to holders of redeemable units, end of year	\$ 84,006,877	\$ 79,703,381
Distributions per unit	\$ 0.12	\$ 0.12

See accompanying notes to financial statements.

STATEMENTS OF CASH FLOWS

Years ended December 31, 2016 and 2015

	2016	2015
Cash flows from (used in) operating activities:		
Increase (decrease) in net assets attributable to holders of redeemable units from operations	\$ 15,711,068	\$ (10,781,358)
Adjustments for:		
Net realized loss (gain) on sale of investments	(5,085,500)	1,798,917
Portfolio transaction costs	93,345	240,648
Foreign exchange loss (gain) on cash	1,020,621	(1,070,128)
Change in unrealized depreciation (appreciation) in value of investments	(11,587,877)	10,792,214
Purchases of investments	(34,224,780)	(19,602,098)
Proceeds from sale of investments	42,925,842	34,720,304
Decrease in dividends receivable	13,672	28,991
Decrease (increase) in other receivables	314,409	(101,741)
Increase (decrease) in management fees and investment fees payable	9,698	(24,994)
Increase (decrease) in accounts payable and accrued liabilities	(192,826)	(16,425)
	<u>8,997,672</u>	<u>15,984,330</u>
Cash flows used in financing activities:		
Distributions paid to holders of redeemable units, net of reinvested distributions	(2,247,021)	(2,558,699)
Amounts paid for redeemable units redeemed	(9,179,844)	(9,234,931)
	<u>(11,426,865)</u>	<u>(11,793,630)</u>
Foreign exchange gain (loss) on cash	<u>(1,020,621)</u>	<u>1,070,128</u>
Net increase (decrease) in cash	(3,449,814)	5,260,828
Cash, beginning of year	11,806,404	6,545,576
Cash, end of year	<u>\$ 8,356,590</u>	<u>\$ 11,806,404</u>
Supplemental information:		
Dividends received, net of withholding taxes	\$ 2,095,354	\$ 3,266,193
Interest received, net of withholding taxes	44,464	50,582
Interest paid		<u>427</u>

See accompanying notes to financial statements.

SCHEDULE OF INVESTMENTS

December 31, 2016

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.	\$ 3,453,610	\$ 4,146,136	4.9
48,000	Keyera Corp.	660,333	1,942,080	2.3
57,936	PrairieSky Royalty Ltd.	1,506,171	1,850,479	2.2
40,435	Suncor Energy Inc.	1,369,106	1,775,097	2.1
		6,989,220	9,713,792	11.5
Pipeline/Energy investments:				
30,000	Enbridge Inc.	752,258	1,695,000	2.0
50,000	Inter Pipeline Ltd.	681,565	1,482,000	1.8
30,000	Pembina Pipeline Corp.	587,479	1,258,800	1.5
27,000	Transcanada Corp.	996,197	1,634,580	1.9
		3,017,499	6,070,380	7.2
Materials:				
19,355	Agnico Eagle Mines Ltd.	1,102,946	1,092,590	1.3
141,650	Goldcorp Inc.	3,147,501	2,589,362	3.1
333,860	HudBay Minerals Inc.	2,477,976	2,564,045	3.1
81,700	Teck Resources Ltd.	1,150,094	2,195,279	2.6
		7,878,517	8,441,276	10.1
Telecommunications:				
45,550	BCE Inc.	1,798,495	2,643,267	3.1
Financial services:				
29,700	Bank of Montreal	2,572,622	2,868,129	3.5
40,490	Bank of Nova Scotia	2,053,475	3,027,032	3.7
40,000	Canadian Imperial Bank of Commerce	3,069,389	4,382,399	5.2
29,880	Equitable Group Inc.	1,734,734	1,806,545	2.2
50,521	Manulife Financial Corp.	994,117	1,207,957	1.4
43,205	National Bank of Canada	1,915,498	2,355,969	2.8
42,850	Royal Bank of Canada	2,395,743	3,893,780	4.6
64,000	Toronto-Dominion Bank	2,228,299	4,238,080	5.0
28,920	Wells Fargo & Co.	1,730,590	2,137,353	2.5
		18,694,467	25,917,244	30.9

SCHEDULE OF INVESTMENTS

December 31, 2016

Number of shares / par value	Investments owned	Average cost	Fair value	% of net assets
	Real estate:			
29,000	Boardwalk Real Estate Investment Trust	1,475,601	1,410,850	1.7
79,670	H&R Real Estate Investment Trust	1,657,196	1,782,218	2.1
97,540	Tricon Capital Group Inc.	928,600	922,728	1.1
		4,061,397	4,115,796	4.9
	Consumer goods and services:			
21,430	Canadian National Railway Co.	731,708	1,936,415	2.3
100,000	High Liner Foods Inc.	1,503,990	1,995,000	2.4
		2,235,698	3,931,415	4.7
	Consumer durables and apparel:			
9,400	Whirlpool Corp.	2,013,211	2,291,382	2.7
	Media:			
55,000	Cineplex Inc.	2,846,014	2,817,100	3.4
	Retail:			
91,550	Hudson's Bay Co.	1,922,046	1,207,545	1.4
	Utilities:			
134,240	Northland Power Inc.	2,894,234	3,127,792	3.7
	TOTAL CANADIAN EQUITIES	54,350,798	70,276,989	83.6
	U.S. EQUITIES			
11,610	Apple Inc.	1,756,478	1,803,281	2.2
17,000	CVS Health Corp.	2,111,976	1,798,988	2.1
11,200	Johnson & Johnson Inc.	740,260	1,730,437	2.1
	TOTAL U.S. EQUITIES	4,608,714	5,332,706	6.4
	Transaction costs	(84,930)		
	Total investments	<u>\$ 58,874,582</u>	75,609,695	90.0
	Other assets, net of liabilities		8,397,182	10.0
	Total net assets attributable to holders of redeemable units		<u>\$ 84,006,877</u>	100.0

See accompanying notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

Years ended December 31, 2016 and 2015

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 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 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, 2017.

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 (loss).

As at December 31, 2016 the Fund had utilized all of its available non-capital and capital loss carryforwards. In 2015 the Fund had non-capital losses of approximately \$256,605 and capital losses of approximately \$919,425.

4. SIGNIFICANT ACCOUNTING POLICIES:

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

(a) Cash:

Cash includes balances with banks at fair value.

NOTES TO FINANCIAL STATEMENTS

Years ended December 31, 2016 and 2015

(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. 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 appreciation (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 Instrument 81-102.

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.

NOTES TO FINANCIAL STATEMENTS

Years ended December 31, 2016 and 2015

As at December 31, 2016 and 2015, 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.

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

NOTES TO FINANCIAL STATEMENTS

Years ended December 31, 2016 and 2015

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, 2016 and 2015:

2016	Level 1	Level 2	Level 3	Total
Financial assets at FVTPL:				
Equities	\$ 75,609,695	\$	\$	\$ 75,609,695

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 years ended December 31, 2016 and 2015.

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 approximate 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.

As of December 31, 2016 and 2015, the Fund had no securities that were classified as Level 3 financial instruments.

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.

NOTES TO FINANCIAL STATEMENTS

Years ended December 31, 2016 and 2015

The following Unit transactions took place during the years ended December 31, 2016 and 2015:

(a) Units issued and outstanding:

	2016	2015
Units, beginning of year	20,564,242	22,791,956
Issued under distribution reinvestment plan ("DRIP")	68,245	50,772
Units redeemed	(2,056,050)	(2,278,486)
Units, end of year	18,576,437	20,564,242

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, 2016 and 2015 (note 10).

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.

Through the annual redemption feature offered in November 2016, 2,055,864 Units were redeemed for a total cost of \$9,179,844. Through the annual redemption feature offered in November 2015, 2,278,486 Units were redeemed for a total cost of \$9,234,931.

(c) Distribution Reinvestment Plan:

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, 2016, management fees totaled \$930,691 (2015 – \$1,066,640), of which \$94,613 was payable as at December 31, 2016 (2015 – \$87,322).

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, 2016, investment management fees totaled \$307,122 (2015 – \$351,991), of which \$31,223 was payable at December 31, 2016 (2015 – \$28,816).

NOTES TO FINANCIAL STATEMENTS

Years ended December 31, 2016 and 2015

Administrative expenses for the year ended December 31, 2016 totaled \$476,667 (2015 — \$497,670). 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, 2016, 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 \$2,812,007 (3.4% of NAV) (2015 — \$2,481,127 (3.1% of NAV)). In practice, the actual results may differ and the difference could be material. The benchmark index is based on a 5 year historical return which 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.

(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, 2016, the Fund invested 15.3% (2015 — 25.1%) of the net assets in U.S. currency. At December 31, 2016, 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 \$643,221 (0.8% of NAV) (2015 — \$998,911 (1.3% 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, 2016, the Fund had 100% of the investment portfolio in equity securities (2015 — 100%). Cash earns minimal interest. The Fund also invests in securities which subject the Fund to interest rate risk. As at December 31, 2016, 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 (2015 — nil). 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

NOTES TO FINANCIAL STATEMENTS

Years ended December 31, 2016 and 2015

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 (2015 – AA) based on DBRS ratings. The Manager monitors the financial position on an ongoing basis.

As at December 31, 2016, the Fund's investments had credit risk exposure of nil (2015 – nil).

(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 of.

The Fund's liquid investments are considered to be in excess of the redemption requirements. Therefore, as at December 31, 2016 and 2015, the Fund's liquidity risk is considered minimal.

NOTES TO FINANCIAL STATEMENTS

Years ended December 31, 2016 and 2015

(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	
	2016	2015
Canadian equities:		
Oil and gas corporations	11.5	3.7
Pipeline/Energy investments	7.2	12.6
Materials	10.1	7.9
Consumer goods and services	4.7	4.2
Retail	1.4	2.1
Financial services	30.9	32.7
Integrated financial services		1.4
Telecommunication services	3.1	7.1
Utilities	3.7	
Consumer durables and apparel	2.7	
Media	3.4	
Real estate	4.9	
U.S. equities	6.4	7.6
International equities		5.7
Other assets less liabilities	10.0	15.0
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, 2016 and 2015, 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, 2016 were \$93,345 (2015 – \$240,648). 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 (loss). The Fund paid \$6,670 in soft dollar commission for the year ended December 31, 2016 (2015 – \$8,369).

12. CAPITAL MANAGEMENT:

The Fund's capital is its net assets attributable to holders of redeemable Units. The 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, 2016 and 2015

13. FINANCIAL INSTRUMENTS BY CATEGORY:

The Fund's financial instruments as at December 31, 2016 and 2015 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, 2016 and 2015, 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 2017:

On January 13, 2017, the Fund announced distributions for 2017 of \$0.01 per Unit per month. Unitholders of record on the last day of each month of 2017 will be paid distributions on the 15th day (or first business date thereafter) of the ensuing month.

CORPORATE INFORMATION

MANAGER/TRUSTEE

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AUDITOR

KPMG LLP

Bay Adelaide Centre

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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

Michael J. Killeen — Director

Trevor Maunder — Director

Gavin Swartzman — Director

OFFICERS OF THE MANAGER/TRUSTEE

Michael J. Killeen — Chief Executive Officer

Trevor Maunder — Chief Financial Officer and Secretary

Sean Lawless — Chief Compliance Officer

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