



IRC 2008 Report to Securityholders

December 31, 2008

Dear Securityholder:

As Chair of the Independent Review Committee ("IRC") for the funds listed in Schedule A attached to this report (the "Funds") managed by Acuity Funds Ltd. (the "Manager"), I am pleased to provide you with the 2008 annual report to securityholders. The IRC became operational on November 1, 2007 as required by National Instrument 81-107, *Independent Review Committee for Investment Funds* and is comprised of three members, all of whom are independent of the Manager and its affiliated companies.

Securities regulators have given to the IRC a mandate to review conflict of interest matters identified and referred to the IRC by the Manager and to give its approval or recommendation, depending on the conflict of interest matter. In each instance where a conflict of interest matter is identified and referred to the IRC, the IRC's focus is to determine if the Manager's proposed action achieves a fair and reasonable result for the Funds.

At least once a year, the IRC will also review and assess the adequacy and effectiveness of the policies and procedures relating to conflict of interest matters in respect of the Funds, and will also conduct a self-assessment of the IRC's independence, compensation and effectiveness.

The IRC looks forward to working with the Manager to ensure that the best interests of the investors continue to be served.

Andrew H. Scipio del Campo
Chair of the Independent Review Committee

Reporting Period

The Independent Review Committee (“IRC”) for the funds (the “Funds”) managed by Acuity Funds Ltd. (the “Manager”) became operational on November 1, 2007. The information disclosed in this report covers the period beginning January 1, 2008 and ending December 31, 2008, the financial year-end for the Funds (inclusively, the “Period”).

Members of the Independent Review Committee (“IRC”)

Name	Residence	First appointed
Andrew H. Scipio del Campo, Chair of the IRC	Niagara on the Lake, Ontario	April 30, 2007
Phillip H. Doherty	Mississauga, Ontario	April 30, 2007
Richard M. Freeborough	Oakville, Ontario	April 30, 2007

During the Period, there were no changes in the composition or membership of the IRC and there were no relationships that may cause a reasonable person to question a member’s independence.

Holdings of Securities

(a) Funds

As at December 31, 2008, the percentage of each class or series of the Funds beneficially owned, directly or indirectly, in aggregate, by all members of the IRC did not exceed 10 per cent.

(b) Manager

As at December 31, 2008, no member of the IRC beneficially owned, directly or indirectly, any class or series of voting or equity securities of the Manager.

(c) Service providers

As at December 31, 2008, no member of the IRC beneficially owned, directly or indirectly, more than 0.1% of any class or series of voting or equity securities of any person or company that provides services to the Funds or the Manager.

IRC Compensation and Indemnities

The aggregate compensation paid by the Funds to the members of the IRC of the Funds for the Period was \$92,652. This amount was allocated among the Funds.

The Manager has determined the initial compensation that each IRC member will receive in consideration for acting as an IRC member. At least annually, the IRC will review its compensation, giving consideration to the following factors:

- the best interests of the Funds;
- the nature, number and complexity of the Funds;
- the nature and extent of the workload of each member of the IRC, including the commitment of time and energy of each member;
- industry best practices, including industry averages and surveys on compensation paid to independent review committees of Canadian investment funds;
- the results of its annual assessment of compensation and effectiveness;
- the recommendations of the Manager for compensation payable to the IRC.

No amounts were paid to the IRC by the Funds pursuant to indemnities given by the Funds to the IRC during the Period.

Conflict of Interest Matters

NI 81-107 requires the IRC to review all conflict of interest matters identified and referred to the IRC by the Manager and to give its approval or recommendation, depending on the nature of the conflict of interest matter.

The IRC is not aware of any instance in which the Manager acted in a conflict of interest matter but did not meet a condition imposed by the IRC in its recommendation or approval.

Policies and Standing Instructions

The Manager relied upon recommendations and standing instructions with respect to the conflict of interest matters addressed by the following policies. In each case, the standing instructions required the Manager to comply with its related policy and procedures and to report periodically to the IRC.

Recommendations and Standing Instructions

1. Trade Allocation Policy
2. Broker Selection Policy
3. Cross (Inter-Fund Trades) Policy
4. NAV Pricing Errors Policy
5. Valuation Policy
6. Fund Expense Allocation Policy
7. Fund Manager Subsidies Policy
8. Allocation of Fund Expenses to Large Volume Clients Policy
9. Redemptions by Fund Manager of Securities it Holds in a Fund Policy
10. Personal Trading Policy and Procedures
11. Proxy Voting Guidelines
12. Short Term Trading Policy
13. Soft Dollar Policy

The IRC is not aware of any instance in which the Manager acted in a conflict of interest matter that was not referred to the IRC for its recommendation.

Funds covered by this report:**SCHEDULE A****ACUITY MUTUAL FUNDS**

Acuity Canadian Equity Fund	Alpha Global Portfolio
Acuity All Cap 30 Canadian Equity Fund	Alpha Growth Portfolio
Acuity Canadian Small Cap Fund	Alpha Balanced Portfolio
Acuity Natural Resource Fund	Alpha Social Values Portfolio
Acuity Pure Canadian Equity Fund	Alpha Income Portfolio
Acuity Global Equity Fund	
Acuity Global Equity (Currency Neutral) Fund	Acuity Canadian Small Cap Class*
Acuity EAFE Equity Fund	Acuity All Cap 30 Canadian Equity Class*
Acuity Canadian Balanced Fund	Acuity Natural Resource Class*
Acuity Conservative Asset Allocation Fund	Acuity High Income Class*
Acuity Income Trust Fund	Acuity Canadian Equity Class*
Acuity Growth & Income Fund	Acuity Global Dividend Class*
Acuity High Income Fund	Acuity Short Term Income Class*
Acuity Dividend Fund	
Acuity Fixed Income Fund	ACUITY CLOSED END FUNDS
Acuity Global High Income Fund	Acuity Focused Total Return Trust
Acuity Global High Income (Currency Neutral) Fund	Acuity Growth & Income Trust
Acuity Global Dividend Fund	Acuity 2007 Flow- Through Limited Partnership
Acuity Global Dividend (Currency Neutral) Fund	Acuity Small Cap Corporation
Acuity Money Market Fund	
Acuity Social Values Canadian Equity Fund	
Acuity Social Values Global Equity Fund	
Acuity Social Values Balanced Fund	
Acuity Clean Environment Equity Fund	

* All funds within this category are part of Acuity Corporate Class Ltd.