

REPORT OF THE INDEPENDENT REVIEW COMMITTEE

TO UNITHOLDERS OF

BLUE RIBBON INCOME FUND

FOR THE YEAR ENDED DECEMBER 31, 2013

The Independent Review Committee (“IRC”) of Blue Ribbon Income Fund (the “Fund”) is pleased to submit its report to unitholders of the Fund for the year ended December 31, 2013. Unless otherwise indicated, the information provided in this report relates to the year ended December 31, 2013.

MEMBERS OF THE INDEPENDENT REVIEW COMMITTEE

The information in this section is current as of the date of this report.

| Name | Date of Appointment for Fund |
|---------------------------------|-------------------------------------|
| James W. Davie | November 20, 2009 |
| Arthur R.A. Scace | November 20, 2009 |
| Kenneth S. Woolner ¹ | November 20, 2009 |

¹ Chair of the IRC.

The IRC acts for the Fund. Each member of the IRC is independent of the Fund, Blue Ribbon Fund Management Ltd. (the “Administrator”) and other entities related to the Administrator. There have been no changes in the composition of the membership of the IRC since the initial appointment of its members.

The members of the IRC are also members of the IRC for Brompton funds.

1. HOLDINGS OF SECURITIES

(a) Fund

As at December 31, 2013, the percentage of units beneficially owned, directly or indirectly, in aggregate, by all members of the IRC in the Fund does not exceed 1 percent.

(b) Administrator

As at December 31, 2013, the members of the IRC do not hold any securities in the Administrator.

(c) Service Providers

As at December 31, 2013, the percentage of securities of each class or series of voting securities beneficially owned, directly or indirectly, in aggregate, by all members of the IRC in any person or company that provides services to the Fund or Administrator or in any bank which provides a loan facility or other credit to the Fund or Manager is less than 1 percent.

2. COMPENSATION AND INDEMNITIES

The compensation paid to the IRC in 2013 was \$30,000.00. No indemnities were paid to members of the IRC by the Fund during the year.

The initial compensation of the IRC was set by the Manager and reviewed by the IRC annually. Going forward, the compensation of the IRC will be set, from time to time, by the IRC, giving consideration to the following:

- (i) the most recent assessment of its compensation;
- (ii) the Administrator's recommendation, if any;
- (iii) the size, number, nature and complexity of the investment funds;
- (iv) the mandate of the IRC and the nature and extent of the workload of each member of the IRC, including the commitment of time and energy that is expected from each member;
- (v) industry best practices, including industry averages and surveys on independent review committee compensation;
- (vi) the best interests of the Fund; and
- (vii) such other factors deemed necessary or appropriate.

3. CONFLICT OF INTEREST MATTERS

(a) Administrator acting without positive recommendation or approval

There were no recommendations or approvals requested by the Administrator and not approved by the IRC during the reporting period.

(b) Standing Instructions for matters requiring IRC recommendation or Approval

No standing instructions were relied upon in 2013.

(c) Recommendations and Approvals Relied Upon by the Administrator

During 2013, a conflict of interest matter was presented to the IRC relating to the follow-on offering of securities of the Fund. The IRC determined that the proposed offering achieved a fair and reasonable result for the Fund and the Administrator relied on the IRC's recommendation.

Dated this 4th day of March, 2014.