

The background of the page is a photograph of a dam and a lake. The scene is misty, with a soft, hazy atmosphere. The dam is in the foreground, curving from the bottom left towards the right. The lake is on the right side, and the background shows a line of trees under a pale sky. Overlaid on the right side of the image is a faint, white circular graphic consisting of several concentric arcs and radial lines, resembling a stylized globe or a network diagram.

Payson Total Return Fund

ANNUAL REPORT // March 31, 2023

PAYSON TOTAL RETURN FUND

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MARCH 31, 2023

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IMPORTANT INFORMATION

An investment in the Fund is subject to risk, including the possible loss of principal. Other Fund risks include equity risk, sector risk, convertible securities risk, debt securities risk, technology sector risk, exchange-traded funds risk, interest rate risk, credit risk, inflation indexed security risk, U.S. government securities risk, value investment risk, mortgage-related and other asset-backed securities risk, and foreign investments risk. Foreign investing involves certain risks and increased volatility not associated with investing solely in the U.S., including currency fluctuations, economic or financial instability, lack of timely or reliable financial information or unfavorable political or legal developments. Mortgage-related and other asset-backed securities risks include extension risk and prepayment risk. In addition, the Fund invests in midcap companies, which pose greater risks than those associated with larger, more established companies. There is no assurance that the Fund will achieve its investment objective.

PAYSON TOTAL RETURN FUND

A MESSAGE TO OUR SHAREHOLDERS (UNAUDITED)

MARCH 31, 2023

Dear Payson Total Return Fund Shareholder,

As was the case with the prior fiscal year for the Payson Total Return Fund (the Fund), inflation and interest rates were the primary drivers of stock and bond returns for fiscal year 2023. Even though consumers and businesses have seen a meaningful reduction in core inflation, which peaked in the spring of 2022, the Federal Reserve has remained committed to tightening monetary policy to bring inflation down to its long-term target of around 2%. This policy is designed to cool demand which in turn should bring it back into equilibrium with supply. Naturally, this tightening policy tends to put pressure on corporate earnings growth and margins, two critical factors that influence stock valuations, or what investors are willing to pay for a company's anticipated earnings and cash flow. All these factors contributed to a challenging year for both the US stock market and the Payson Total Return Fund. For the past fiscal year ending in March of 2023, the Fund generated negative results, with a total return of -7.81%. These results were slightly less than those posted by the S & P 500 (the Index) for the same period which produced total returns of -7.73%.

With the rapidly changing interest rate dynamics described above, investors witnessed dramatic changes in market leadership over the course of the past year. As the economy started to slow in response to the rise in interest rates investors once again returned to the larger capitalized companies within the Index. Given their size relative to the other Index constituents these companies tend to have an outsized influence over the market's performance. With slowing earnings growth becoming more evident, investors sought out the safety of the technology sector on the expectation demand for their products and services will hold up even if the economy continues to recede. Although these companies are well represented in the Fund, the managers also found value in other sectors with attractive characteristics, but these companies failed to generate returns that matched that of the larger companies particularly in the second half of the year.

The portfolio managers of the Fund, who have been at its helm for many years, remain committed to the disciplined approach that's been in place since the Fund's inception. That approach involves constructing and maintaining a portfolio of companies that collectively have superior characteristics to the Index. Broadly speaking, the managers focus on the highest quality companies they can find as defined by high and sustainable margins and cash flow. Typically, stocks with these traits perform well over the long run and, in particular, in down markets when investors tend to flock to higher quality stocks with an eye towards reducing portfolio risk. Importantly, the managers also evaluate how the companies they select deploy that cash flow seeking out companies that enhance shareholder value whether it be through timely stock repurchases, above average dividend growth or strategic acquisitions. Finally, the managers consistently overlay valuation work assessing whether the market is properly pricing these stocks given their estimate of sustainable cash flow growth.

When evaluating the sector exposures this past fiscal year for the Fund, its higher than benchmark exposures to technology stocks continued to add positively to the performance this past fiscal year. Specifically, both CDW Corporation and Broadcom Inc. ranked in the top five for positive contributors and the Fund continues to hold these two stocks. On the other hand, the managers chose to increase the weight in Health Care stocks throughout the year which in fact helped results in the first half but ultimately underperformed the

PAYSON TOTAL RETURN FUND

A MESSAGE TO OUR SHAREHOLDERS (UNAUDITED)

MARCH 31, 2023

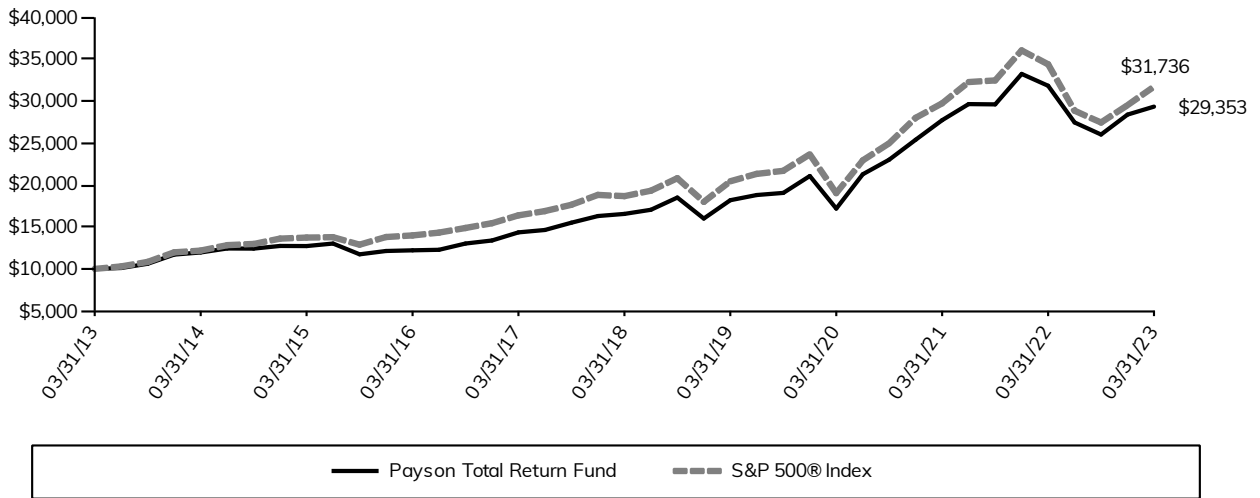
market. The Fund's overweight in this sector was the primary factor in the Fund's underperformance. CVS Health Corp., which has since been sold from the portfolio, was the worst performing stock in the Fund this past fiscal year.

The stock market bottomed in the fall of 2022 and stock prices have begun to rise with the growing expectation that, with the fall in inflation and growing signs the economy is in fact slowing, the Federal Reserve's tightening cycle may have concluded. In fact, many investors anticipate they may soon be forced to cut interest rates to avoid a deep recession. Although the Fund managers avoid speculating about changes in Fed policy and the future direction of interest rates, they do believe the Fed's priority is to ring out inflationary expectations which could take longer than many investors expect. As such, the Fund managers remain cautious but committed to the disciplined approach that has produced long-term competitive returns for its investors.

PAYSON TOTAL RETURN FUND
PERFORMANCE CHART AND ANALYSIS (UNAUDITED)
MARCH 31, 2023

The following chart reflects the change in the value of a hypothetical \$10,000 investment, including reinvested dividends and distributions, in Payson Total Return Fund (the "Fund") compared with the performance of the benchmark, S&P 500 Index (the "S&P 500"), over the past ten fiscal years. The S&P 500 is a broad-based measurement of the U.S. stock market based on the performance of 500 widely held large capitalization common stocks. The total return of the index includes the reinvestment of dividends and income. The total return of the Fund includes operating expenses that reduce returns, while the total return of the index does not include expenses. The Fund is professionally managed, while the index is unmanaged and is not available for investment.

**Comparison of Change in Value of a \$10,000 Investment
 Payson Total Return Fund vs. S&P 500® Index**



Average Annual Total Returns Periods Ended March 31, 2023	One Year	Five Year	Ten Year
Payson Total Return Fund	-7.81%	12.14%	11.37%
S&P 500® Index	-7.73%	11.19%	12.24%

Performance data quoted represents past performance and is no guarantee of future results. Current performance may be lower or higher than the performance data quoted. Investment return and principal value will fluctuate so that shares, when redeemed, may be worth more or less than original cost. For the most recent month-end performance, please call (800) 805-8258. As stated in the Fund's prospectus, the annual operating expense ratio (gross) is 0.82%. The performance table and graph do not reflect the deduction of taxes that a shareholder would pay on Fund distributions or the redemption of Fund shares. Returns greater than one year are annualized.

PAYSON TOTAL RETURN FUND
SCHEDULE OF INVESTMENTS
MARCH 31, 2023

<u>Shares</u>	<u>Security Description</u>	<u>Value</u>	<u>Shares</u>	<u>Security Description</u>	<u>Value</u>
Common Stock - 99.6%			Information Technology - 37.7%		
Consumer Discretionary - 9.1%			11,220	Accenture PLC, Class A	\$ 3,206,788
3,050	AutoZone, Inc. (a)	\$ 7,497,358	133,700	Alphabet, Inc., Class A (a)	13,868,701
28,230	Polaris, Inc.	3,123,085	71,425	Apple, Inc.	11,777,982
37,300	The Home Depot, Inc.	11,007,976	24,560	Broadcom, Inc.	15,756,222
		<u>21,628,419</u>	44,010	CDW Corp.	8,577,109
Consumer Staples - 7.9%			168,726	HP, Inc.	4,952,108
136,400	Bristol-Myers Squibb Co.	9,453,884	18,000	Lam Research Corp.	9,542,160
45,000	CVS Health Corp.	3,343,950	23,215	Microsoft Corp.	6,692,885
10,325	Thermo Fisher Scientific, Inc.	5,951,020	13,800	NVIDIA Corp.	3,833,226
		<u>18,748,854</u>	40,000	Taiwan Semiconductor Manufacturing Co., Ltd., ADR	3,720,800
Energy - 5.3%			42,760	Texas Instruments, Inc.	7,953,788
37,160	Chevron Corp.	6,063,025			<u>89,881,769</u>
70,390	Devon Energy Corp.	3,562,438	Total Common Stock (Cost \$174,400,145)		
14,645	Pioneer Natural Resources Co.	2,991,095	Investments, at value - 99.6% (Cost \$174,400,145)		
		<u>12,616,558</u>	\$ 237,464,122		
Financials - 16.9%			Other Assets & Liabilities, Net - 0.4%		
25,870	American Express Co.	4,267,256	<u>951,213</u>		
21,065	Aon PLC, Class A	6,641,584	\$ 238,415,335		
41,650	Berkshire Hathaway, Inc., Class B (a)	12,860,271	ADR	American Depositary Receipt	
20,510	Mastercard, Inc., Class A	7,453,539	PLC	Public Limited Company	
40,725	Visa, Inc., Class A	9,181,859	(a)	Non-income producing security.	
		<u>40,404,509</u>	The following is a summary of the inputs used to value the Fund's investments as of March 31, 2023.		
Health Care - 15.6%			The inputs or methodology used for valuing securities are not necessarily an indication of the risks associated with investing in those securities. For more information on valuation inputs, and their aggregation into the levels used in the table below, please refer to the Security Valuation section in Note 2 of the accompanying Notes to Financial Statements.		
36,735	AbbVie, Inc.	5,854,457			
21,630	Amgen, Inc.	5,229,052			
8,625	Danaher Corp.	2,173,845			
53,300	Johnson & Johnson	8,261,500			
132,000	Pfizer, Inc.	5,385,600			
21,730	UnitedHealth Group, Inc.	10,269,381			
		<u>37,173,835</u>			
Industrials - 7.1%					
47,150	AMETEK, Inc.	6,852,309			
24,237	L3Harris Technologies, Inc.	4,756,269			
64,000	Otis Worldwide Corp.	5,401,600			
		<u>17,010,178</u>			
			Valuation Inputs		Investments in Securities
			Level 1 - Quoted Prices	\$	237,464,122
			Level 2 - Other Significant Observable Inputs		-
			Level 3 - Significant Unobservable Inputs		-
			Total	\$	237,464,122

See Notes to Financial Statements.

PAYSON TOTAL RETURN FUND**SCHEDULE OF INVESTMENTS****MARCH 31, 2023**

The Level 1 value displayed in this table is Common Stock. Refer to this Schedule of Investments for a further breakout of each security by industry.

PORTFOLIO HOLDINGS (Unaudited)**% of Total Investments**

Consumer Discretionary	9.1%
Consumer Staples	7.9%
Energy	5.3%
Financials	17.0%
Health Care	15.7%
Industrials	7.2%
Information Technology	37.8%
	<u>100.0%</u>

PAYSON TOTAL RETURN FUND
STATEMENT OF ASSETS AND LIABILITIES
MARCH 31, 2023

ASSETS

Investments, at value (Cost \$174,400,145)	\$	237,464,122
Cash		1,059,755
Receivables:		
Fund shares sold		342,619
Dividends and interest		144,850
Prepaid expenses		10,833
Total Assets		<u>239,022,179</u>

LIABILITIES

Payables:		
Fund shares redeemed		119,204
Distributions payable		290,534
Accrued Liabilities:		
Investment adviser fees		127,712
Fund services fees		29,460
Other expenses		39,934
Total Liabilities		<u>606,844</u>

NET ASSETS \$ 238,415,335

COMPONENTS OF NET ASSETS

Paid-in capital	\$	175,549,218
Distributable Earnings		<u>62,866,117</u>
NET ASSETS	\$	<u>238,415,335</u>

SHARES OF BENEFICIAL INTEREST AT NO PAR VALUE (UNLIMITED SHARES AUTHORIZED) 9,632,398

NET ASSET VALUE, OFFERING AND REDEMPTION PRICE PER SHARE \$ 24.75

PAYSON TOTAL RETURN FUND

STATEMENT OF OPERATIONS

YEAR ENDED MARCH 31, 2023

INVESTMENT INCOME

Dividend income (Net of foreign withholding taxes of \$8,993)	\$	4,588,386
Interest income		269,381
Total Investment Income		<u>4,857,767</u>

EXPENSES

Investment adviser fees		1,467,751
Fund services fees		342,536
Custodian fees		25,543
Registration fees		25,137
Professional fees		50,479
Trustees' fees and expenses		9,847
Other expenses		73,218
Total Expenses		<u>1,994,511</u>

NET INVESTMENT INCOME2,863,256**NET REALIZED AND UNREALIZED GAIN (LOSS)**

Net realized gain on investments		1,585,856
Net change in unrealized appreciation (depreciation) on investments		(21,276,307)

NET REALIZED AND UNREALIZED LOSS(19,690,451)**DECREASE IN NET ASSETS RESULTING FROM OPERATIONS**\$ (16,827,195)

PAYSON TOTAL RETURN FUND
STATEMENTS OF CHANGES IN NET ASSETS

	<u>For the Years Ended March 31,</u>	
	<u>2023</u>	<u>2022</u>
OPERATIONS		
Net investment income	\$ 2,863,256	\$ 1,146,865
Net realized gain	1,585,856	8,833,278
Net change in unrealized appreciation (depreciation)	(21,276,307)	19,050,642
Increase (Decrease) in Net Assets Resulting from Operations	<u>(16,827,195)</u>	<u>29,030,785</u>
DISTRIBUTIONS TO SHAREHOLDERS		
Total Distributions Paid	<u>(6,059,082)</u>	<u>(27,030,027)</u>
CAPITAL SHARE TRANSACTIONS		
Sale of shares	79,389,467	106,438,422
Reinvestment of distributions	4,924,970	25,286,406
Redemption of shares	(45,357,046)	(82,204,939)
Increase in Net Assets from Capital Share Transactions	<u>38,957,391</u>	<u>49,519,889</u>
Increase in Net Assets	<u>16,071,114</u>	<u>51,520,647</u>
NET ASSETS		
Beginning of Year	<u>222,344,221</u>	<u>170,823,574</u>
End of Year	<u>\$ 238,415,335</u>	<u>\$ 222,344,221</u>
SHARE TRANSACTIONS		
Sale of shares	3,211,535	3,737,849
Reinvestment of distributions	199,667	907,730
Redemption of shares	(1,865,222)	(2,839,986)
Increase in Shares	<u>1,545,980</u>	<u>1,805,593</u>

PAYSON TOTAL RETURN FUND
FINANCIAL HIGHLIGHTS

These financial highlights reflect selected data for a share outstanding throughout each year.

	For the Years Ended March 31,				
	2023	2022	2021	2020	2019
NET ASSET VALUE, Beginning of Year	\$ 27.50	\$ 27.20	\$ 18.17	\$ 19.37	\$ 17.76
INVESTMENT OPERATIONS					
Net investment income (a)	0.29	0.14	0.17	0.15	0.13
Net realized and unrealized gain (loss)	(2.45)	3.92	10.75	(1.20)	1.61
Total from Investment Operations	(2.16)	4.06	10.92	(1.05)	1.74
DISTRIBUTIONS TO SHAREHOLDERS FROM					
Net investment income	(0.28)	(0.14)	(0.17)	(0.15)	(0.13)
Net realized gain	(0.31)	(3.62)	(1.72)	–	–
Total Distributions to Shareholders	(0.59)	(3.76)	(1.89)	(0.15)	(0.13)
NET ASSET VALUE, End of Year	\$ 24.75	\$ 27.50	\$ 27.20	\$ 18.17	\$ 19.37
TOTAL RETURN	(7.81)%	14.82%	61.37%	(5.48)%	9.83%
RATIOS/SUPPLEMENTARY DATA					
Net Assets at End of Year (000s omitted)	\$ 238,415	\$ 222,344	\$ 170,824	\$ 104,475	\$ 108,910
Ratios to Average Net Assets:					
Net investment income	1.17%	0.50%	0.72%	0.74%	0.71%
Net expenses	0.82%	0.82%	0.85%	0.86%	0.89%
PORTFOLIO TURNOVER RATE	51%	87%	64%	25%	27%

(a) Calculated based on average shares outstanding during each year.

Note 1. Organization

The Payson Total Return Fund (the “Fund”) is a diversified portfolio of Forum Funds (the “Trust”). The Trust is a Delaware statutory trust that is registered as an open-end, management investment company under the Investment Company Act of 1940, as amended (the “Act”). Under its Trust Instrument, the Trust is authorized to issue an unlimited number of the Fund’s shares of beneficial interest without par value. The Fund commenced operations on November 25, 1991. The Fund seeks a combination of high current income and capital appreciation.

Note 2. Summary of Significant Accounting Policies

The Fund is an investment company and follows accounting and reporting guidance under Financial Accounting Standards Board Accounting Standards Codification Topic 946, “Financial Services – Investment Companies.” These financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”), which require management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities at the date of the financial statements, and the reported amounts of increases and decreases in net assets from operations during the fiscal year. Actual amounts could differ from those estimates. The following summarizes the significant accounting policies of the Fund:

Security Valuation – Securities are valued at market prices using the last quoted trade or official closing price from the principal exchange where the security is traded, as provided by independent pricing services on each Fund business day. In the absence of a last trade, securities are valued at the mean of the last bid and ask price provided by the pricing service.

Pursuant to Rule 2a-5 under the Investment Company Act, the Trust’s Board of Trustees (the “Board”) has designated the Adviser, as defined in Note 4, as the Fund’s valuation designee to perform any fair value determinations for securities and other assets held by the Fund. The Adviser is subject to the oversight of the Board and certain reporting and other requirements intended to provide the Board the information needed to oversee the Adviser’s fair value determinations. The Adviser is responsible for determining the fair value of investments for which market quotations are not readily available in accordance with policies and procedures that have been approved by the Board. Under these procedures, the Adviser convenes on a regular and ad hoc basis to review such investments and considers a number of factors, including valuation methodologies and significant unobservable inputs, when arriving at fair value. The Board has approved the Adviser’s fair valuation procedures as a part of the Fund’s compliance program and will review any changes made to the procedures.

The Adviser provides fair valuation inputs. In determining fair valuations, inputs may include market-based analytics that may consider related or comparable assets or liabilities, recent transactions, market multiples, book values and other relevant investment information. Adviser inputs may include an income-based approach in which the anticipated future cash flows of the investment are discounted in determining fair

PAYSON TOTAL RETURN FUND
NOTES TO FINANCIAL STATEMENTS
MARCH 31, 2023

value. Discounts may also be applied based on the nature or duration of any restrictions on the disposition of the investments. The Adviser performs regular reviews of valuation methodologies, key inputs and assumptions, disposition analysis and market activity.

Fair valuation is based on subjective factors and, as a result, the fair value price of an investment may differ from the security's market price and may not be the price at which the asset may be sold. Fair valuation could result in a different net asset value ("NAV") than a NAV determined by using market quotes.

GAAP has a three-tier fair value hierarchy. The basis of the tiers is dependent upon the various "inputs" used to determine the value of the Fund's investments. These inputs are summarized in the three broad levels listed below:

Level 1 - Quoted prices in active markets for identical assets and liabilities.

Level 2 - Prices determined using significant other observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.). Short-term securities with maturities of sixty days or less are valued at amortized cost, which approximates market value, and are categorized as Level 2 in the hierarchy. Municipal securities, long-term U.S. government obligations and corporate debt securities are valued in accordance with the evaluated price supplied by a pricing service and generally categorized as Level 2 in the hierarchy. Other securities that are categorized as Level 2 in the hierarchy include, but are not limited to, warrants that do not trade on an exchange, securities valued at the mean between the last reported bid and ask quotation and international equity securities valued by an independent third party with adjustments for changes in value between the time of the securities' respective local market closes and the close of the U.S. market.

Level 3 - Significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments).

The aggregate value by input level, as of March 31, 2023, for the Fund's investments is included at the end of the Fund's Schedule of Investments.

Security Transactions, Investment Income and Realized Gain and Loss – Investment transactions are accounted for on the trade date. Dividend income is recorded on the ex-dividend date. Non-cash dividend income is recorded at the fair market value of the securities received. Foreign dividend income is recorded on the ex-dividend date or as soon as possible after determining the existence of a dividend declaration after exercising reasonable due diligence. Income and capital gains on some foreign securities may be subject to foreign withholding taxes, which are accrued as applicable. Interest income is recorded on an accrual basis. Premium is amortized to the next call date above par and discount is accreted to maturity using the effective interest method. Identified cost of investments sold is used to determine the gain and loss for both financial statement and federal income tax purposes.

PAYSON TOTAL RETURN FUND
NOTES TO FINANCIAL STATEMENTS
MARCH 31, 2023

Distributions to Shareholders – Distributions to shareholders of net investment income, if any, are declared and paid quarterly. Distributions to shareholders of net capital gains and net foreign currency gains, if any, are declared and paid at least annually. Distributions to shareholders are recorded on the ex-dividend date. Distributions are based on amounts calculated in accordance with applicable federal income tax regulations, which may differ from GAAP. These differences are due primarily to differing treatments of income and gain on various investment securities held by the Fund, timing differences and differing characterizations of distributions made by the Fund.

Federal Taxes – The Fund intends to continue to qualify each year as a regulated investment company under Subchapter M of Chapter 1, Subtitle A, of the Internal Revenue Code of 1986, as amended (“Code”), and to distribute all of its taxable income to shareholders. In addition, by distributing in each calendar year substantially all of its net investment income and capital gains, if any, the Fund will not be subject to a federal excise tax. Therefore, no federal income or excise tax provision is required. The Fund files a U.S. federal income and excise tax return as required. The Fund’s federal income tax returns are subject to examination by the Internal Revenue Service for a period of three fiscal years after they are filed. As of March 31, 2023, there are no uncertain tax positions that would require financial statement recognition, de-recognition or disclosure.

Income and Expense Allocation – The Trust accounts separately for the assets, liabilities and operations of each of its investment portfolios. Expenses that are directly attributable to more than one investment portfolio are allocated among the respective investment portfolios in an equitable manner.

Commitments and Contingencies – In the normal course of business, the Fund enters into contracts that provide general indemnifications by the Fund to the counterparty to the contract. The Fund’s maximum exposure under these arrangements is dependent on future claims that may be made against the Fund and, therefore, cannot be estimated; however, based on experience, the risk of loss from such claims is considered remote. The Fund has determined that none of these arrangements requires disclosure on the Fund’s balance sheet.

Note 3. Cash – Concentration in Uninsured Account

For cash management purposes, the Fund may concentrate cash with the Fund’s custodian. This typically results in cash balances exceeding the Federal Deposit Insurance Corporation (“FDIC”) insurance limits. As of March 31, 2023, the Fund had \$809,755 at U.S. Bank, N.A. that exceeded the FDIC insurance limit.

Note 4. Fees and Expenses

Investment Adviser – H.M. Payson & Co. (the “Adviser”) is the investment adviser to the Fund. Pursuant to an investment advisory agreement, the Adviser receives an advisory fee, payable monthly, from the Fund at an annual rate of 0.60% of the Fund’s average daily net assets.

PAYSON TOTAL RETURN FUND
NOTES TO FINANCIAL STATEMENTS
MARCH 31, 2023

Distribution – Foreside Fund Services, LLC (the “Distributor”) acts as the agent of the Trust in connection with the continuous offering of shares of the Fund. The Fund does not have a distribution (12b-1) plan; accordingly, the Distributor does not receive compensation from the Fund for its distribution services. The Adviser compensates the Distributor directly for its services. The Distributor is not affiliated with the Adviser or Atlantic Fund Administration, LLC, a wholly owned subsidiary of Apex US Holdings LLC (d/b/a Apex Fund Services) (“Apex”) or their affiliates.

Other Service Providers – Apex provides fund accounting, fund administration, compliance and transfer agency services to the Fund. The fees related to these services are included in Fund services fees within the Statement of Operations. Apex also provides certain shareholder report production and EDGAR conversion and filing services. Pursuant to an Apex Services Agreement, the Fund pays Apex customary fees for its services. Apex provides a Principal Executive Officer, a Principal Financial Officer, a Chief Compliance Officer and an Anti-Money Laundering Officer to the Fund, as well as certain additional compliance support functions.

Trustees and Officers – Each Independent Trustee’s annual retainer is \$45,000 (\$55,000 for the Chairman), and the Audit Committee Chairman receives an additional \$2,000 annually. The Trustees and Chairman may receive additional fees for special Board meetings. Each Trustee is also reimbursed for all reasonable out-of-pocket expenses incurred in connection with his or her duties as a Trustee, including travel and related expenses incurred in attending Board meetings. The amount of Trustees’ fees attributable to the Fund is disclosed in the Statement of Operations. Certain officers of the Trust are also officers or employees of the above named service providers, and during their terms of office received no compensation from the Fund.

Note 5. Security Transactions

The cost of purchases and proceeds from sales of investment securities (including maturities), other than short-term investments, during the year ended March 31, 2023 were \$155,026,735 and \$119,387,412, respectively.

Note 6. Federal Income Tax

As of March 31, 2023, the cost of investments for federal income tax purposes is \$174,400,145 and the components of net unrealized appreciation were as follows:

Gross Unrealized Appreciation	\$	67,343,025
Gross Unrealized Depreciation		(4,279,048)
Net Unrealized Appreciation	\$	<u>63,063,977</u>

PAYSON TOTAL RETURN FUND
NOTES TO FINANCIAL STATEMENTS
MARCH 31, 2023

Distributions paid during the fiscal years ended as noted were characterized for tax purposes as follows:

	<u>2023</u>	<u>2022</u>
Ordinary Income	\$ 2,742,855	\$ 5,176,793
Long-Term Capital Gain	3,195,763	21,826,392
	<u>\$ 5,938,618</u>	<u>\$ 27,003,185</u>

As of March 31, 2023, distributable earnings (accumulated loss) on a tax basis were as follows:

Undistributed Ordinary Income	\$ 290,452
Capital and Other Losses	(197,778)
Unrealized Appreciation	63,063,977
Other Temporary Differences	(290,534)
Total	<u>\$ 62,866,117</u>

The difference between components of distributable earnings on a tax basis and the amounts reflected in the Statement of Assets and Liabilities are primarily due to treatment of distributions payable.

As of March 31, 2023, the Fund had \$197,778 of available short-term capital loss carryforwards that have no expiration date.

Note 7. Change in Independent Registered Public Accounting Firm

On March 9, 2023, BBD LLP (“BBD”) ceased to serve as the independent registered public accounting firm of the Fund, a series of Forum Funds. The Audit Committee of the Board of Directors approved the replacement of BBD as a result of Cohen & Company, Ltd.’s (“Cohen”) acquisition of BBD’s investment management group.

The report of BBD on the financial statements of the Fund as of and for the fiscal years ended March 31, 2022 and March 31, 2021 did not contain an adverse opinion or a disclaimer of opinion, and were not qualified or modified as to uncertainties, audit scope or accounting principles. During the years ended March 31, 2022 and March 31, 2021, and during the subsequent interim period through March 9, 2023: (i) there were no disagreements between the Trust and BBD on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of BBD, would have caused it to make reference to the subject matter of the disagreements in its report on the financial statements of the Fund for such years or interim period; and (ii) there were no “reportable events,” as defined in Item 304(a)(1)(v) of Regulation S-K under the Securities Exchange Act of 1934, as amended.

PAYSON TOTAL RETURN FUND
NOTES TO FINANCIAL STATEMENTS
MARCH 31, 2023

The Trust requested that BBD furnish it with a letter addressed to the U.S. Securities and Exchange Commission stating that it agrees with the above statements. A copy of such letter is filed as an exhibit to Form N-CSR.

On March 17, 2023, the Audit Committee of the Board of Directors also recommended and approved the appointment of Cohen as the Fund's independent registered public accounting firm for the fiscal year ending March 31, 2023.

During the fiscal years ended March 31, 2022 and March 31, 2021, and during the subsequent interim period through March 9, 2023, neither the Trust, nor anyone acting on its behalf, consulted with Cohen on behalf of the of Fund regarding the application of accounting principles to a specified transaction (either completed or proposed), the type of audit opinion that might be rendered on the Fund's financial statements, or any matter that was either: (i) the subject of a "disagreement," as defined in Item 304(a)(1)(iv) of Regulation S-K and the instructions thereto; or (ii) "reportable events," as defined in Item 304(a)(1)(v) of Regulation S-K.

Note 8. Subsequent Events

Subsequent events occurring after the date of this report through the date these financial statements were issued have been evaluated for potential impact, and the Fund has had no such events. Management has evaluated the need for additional disclosures and/or adjustments resulting from subsequent events. Based on this evaluation, no additional disclosures or adjustments were required.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

**To the Board of Trustees of Forum Funds
and the Shareholders of Payson Total Return Fund**

****TO BE UPDATED****

PAYSON TOTAL RETURN FUND

ADDITIONAL INFORMATION (UNAUDITED)

MARCH 31, 2023

Proxy Voting Information

A description of the policies and procedures that the Fund uses to determine how to vote proxies relating to securities held in the Fund's portfolio is available, without charge and upon request, by calling (800) 805-8258 and on the SEC website at www.sec.gov. The Fund's proxy voting record for the most recent twelve-month period ended June 30 is available, without charge and upon request, by calling (800) 805-8258 and on the SEC's website at www.sec.gov.

Availability of Quarterly Portfolio Schedules

The Fund files its complete schedule of portfolio holdings with the SEC for the first and third quarters of each fiscal year on Form N-PORT. Forms N-PORT are available free of charge on the SEC's website at www.sec.gov.

Shareholder Expense Example

As a shareholder of the Fund, you incur ongoing costs, including management fees and other Fund expenses. This example is intended to help you understand your ongoing costs (in dollars) of investing in the Fund and to compare these costs with the ongoing costs of investing in other mutual funds.

The example is based on an investment of \$1,000 invested at the beginning of the period and held for the entire period from October 1, 2022 through March 31, 2023.

Actual Expenses – The first line of the table below provides information about actual account values and actual expenses. You may use the information in this line, together with the amount you invested, to estimate the expenses that you paid over the period. Simply divide your account value by \$1,000 (for example, an \$8,600 account value divided by \$1,000 = 8.6), then multiply the result by the number in the first line under the heading entitled "Expenses Paid During Period" to estimate the expenses you paid on your account during the period.

Hypothetical Example for Comparison Purposes – The second line of the table below provides information about hypothetical account values and hypothetical expenses based on the Fund's actual expense ratio and an assumed rate of return of 5% per year before expenses, which is not the Fund's actual return. The hypothetical account values and expenses may not be used to estimate the actual ending account balance or expenses you paid for the period. You may use this information to compare the ongoing costs of investing in the Fund and other funds. To do so, compare this 5% hypothetical example with the 5% hypothetical examples that appear in the shareholder reports of other funds.

Please note that the expenses shown in the table are meant to highlight your ongoing costs only. Therefore, the second line of the table is useful in comparing ongoing costs only and will not help you determine the relative total costs of owning different funds.

PAYSON TOTAL RETURN FUND

ADDITIONAL INFORMATION (UNAUDITED)

MARCH 31, 2023

	Beginning Account Value October 1, 2022	Ending Account Value March 31, 2023	Expenses Paid During Period*	Annualized Expense Ratio*
Actual	\$ 1,000.00	\$ 1,128.40	\$ 4.35	0.82%
Hypothetical (5% return before expenses)	\$ 1,000.00	\$ 1,020.84	\$ 4.13	0.82%

* Expenses are equal to the Fund's annualized expense ratio multiplied by the average account value over the period, multiplied by the number of days in the most recent fiscal half-year (182) divided by 365 to reflect the half-year period.

Federal Tax Status of Dividends Declared during the Fiscal Year

For federal income tax purposes, dividends from short-term capital gains are classified as ordinary income. The Fund designates 99.07% of its income dividend distributed as qualifying for the corporate dividends received deduction (DRD) and 99.30% for the qualified dividend rate (QDI) as defined in Section 1(h)(11) of the Code. The Fund also designates 5.20% as qualified interest income exempt from U.S. tax for foreign shareholders (QII). The Fund paid long-term capital gain dividends of \$3,195,763.

Trustees and Officers of the Trust

The Board is responsible for oversight of the management of the Trust's business affairs and of the exercise of all the Trust's powers except those reserved for the shareholders. The following table provides information about each Trustee and certain officers of the Trust. Each Trustee and officer holds office until the person resigns, is removed or is replaced. Unless otherwise noted, the persons have held their principal occupations for more than five years. The address for all Trustees and officers is Three Canal Plaza, Suite 600, Portland, Maine 04101. The Fund's Statement of Additional Information includes additional information about the Trustees and is available, without charge and upon request, by calling (800) 805-8258.

PAYSON TOTAL RETURN FUND

ADDITIONAL INFORMATION (UNAUDITED)

MARCH 31, 2023

Name and Year of Birth	Position with the Trust	Length of Time Served	Principal Occupation(s) During Past Five Years	Number of Series in Fund Complex Overseen By Trustee	Other Directorships Held By Trustee During Past Five Years
Independent Trustees					
David Tucker Born: 1958	Trustee; Chairman of the Board	Since 2011 and Chairman since 2018	Director, Blue Sky Experience (a charitable endeavor) since 2008; Senior Vice President & General Counsel, American Century Companies (an investment management firm) 1998-2008.	1	Trustee, Forum Funds II and U.S. Global Investors Funds
Mark D. Moyer Born: 1959	Trustee; Chairman of the Audit Committee	Since 2018	Independent consultant providing interim CFO services, principally to non-profit organizations, since 2021; Chief Financial Officer, Freedom House (a NGO advocating political freedom and democracy) 2017-2021.	1	Trustee, Forum Funds II and U.S. Global Investors Funds
Jennifer Brown-Strabley Born: 1964	Trustee	Since 2018	Principal, Portland Global Advisors (a registered investment adviser) 1996-2010.	1	Trustee, Forum Funds II and U.S. Global Investors Funds
Interested Trustees⁽¹⁾					
Jessica Chase Born: 1970	Trustee	Since 2018	Director, Apex Fund Services since 2019; Senior Vice President, Atlantic Fund Services 2008-2019.	1	Trustee, Forum Funds II and U.S. Global Investors Funds

⁽¹⁾Jessica Chase is currently an interested person of the Trust, as defined in the 1940 Act, due to her affiliation with Apex Fund Services and her role as President of the Trust. Apex Fund Services is a wholly owned subsidiary of Apex US Holdings LLC.

PAYSON TOTAL RETURN FUND

ADDITIONAL INFORMATION (UNAUDITED)

MARCH 31, 2023

Name and Year of Birth	Position with the Trust	Length of Time Served	Principal Occupation(s) During Past Five Years
Officers			
Jessica Chase Born: 1970	President; Principal Executive Officer	Since 2015	Director, Apex Fund Services since 2019; Senior Vice President, Atlantic Fund Services 2008-2019.
Karen Shaw Born: 1972	Treasurer; Principal Financial Officer	Since 2008	Senior Vice President, Apex Fund Services since 2019; Senior Vice President, Atlantic Fund Services 2008-2019.
Zachary Tackett Born: 1988	Vice President; Secretary and Anti-Money Laundering Compliance Officer	Since 2014	Senior Counsel, Apex Fund Services since 2019; Counsel, Atlantic Fund Services 2014-2019.
Carlyn Edgar Born: 1963	Chief Compliance Officer and Vice President	Chief Compliance Officer 2008-2016 and 2021-current; Vice President since 2008	Senior Vice President, Apex Fund Services since 2019; Senior Vice President, Atlantic Fund Services 2008-2019.

FOR MORE INFORMATION

Payson Total Return Fund
P.O. Box 588
Portland, Maine 04112
(800) 805-8258 (toll free)
www.hmpayson.com

Transfer Agent

Apex Fund Services
P.O. Box 588
Portland, Maine 04112
www.apexgroup.com

Distributor

Foreside Fund Services, LLC
Three Canal Plaza, Suite 100
Portland, Maine 04101
www.foreside.com

Investment Company Act File No. 811-03023

This report is submitted for the general information of the shareholders of the Fund. It is not authorized for distribution to prospective investors unless preceded or accompanied by an effective prospectus, which includes information regarding the Fund's risks, objectives, fees and expenses, experience of its management, and other information.