Financial Statements **December 31, 2018 and 2017** (expressed in Canadian dollars)



# Independent auditor's report

To the Unitholders and Trustee of Palos Equity Income Fund (the Fund)

#### Our opinion

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Fund as at December 31, 2018 and 2017 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as published by the International Accounting Standards Board (IFRS).

#### What we have audited

The Fund's financial statements comprise:

- the statements of financial position as at December 31, 2018 and 2017;
- the statements of profit or (loss) and comprehensive income for the years then ended;
- the statements of changes in net assets attributable to holders of redeemable units for the years then ended;
- the statements of cash flows for the years then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies.

#### Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report.

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

#### Independence

We are independent of the Fund in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

PricewaterhouseCoopers LLP/s.r.l./s.e.n.c.r.l. 1250 René-Lévesque Boulevard West, Suite 2500, Montréal, Quebec, Canada H3B 4Y1 T: +1 514 205 5000, F: +1 514 876 1502

"PwC" refers to PricewaterhouseCoopers LLP/s.r.l./s.e.n.c.r.l., an Ontario limited liability partnership.



#### Other information

Management is responsible for the other information of the Fund. The other information comprises the Management Report of Fund Performance of the Fund.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements of the Fund, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Fund or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

# *Responsibilities of management and those charged with governance for the financial statements*

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, 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.

In preparing the financial statements, management is responsible for assessing the Fund's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Fund or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Fund's financial reporting process.

#### Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.



As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Fund's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Fund to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Pricewaterpease appens UP

Montréal, Quebec March 29, 2019

<sup>&</sup>lt;sup>1</sup> CPA auditor, CA, public accountancy permit No. A125840

### Statements of Financial Position As at December 31, 2018 and 2017

		2018		2017
ASSETS				
Current assets				
Investments at fair value through profit or loss (FVTPL)	\$	24,527,554	\$	29,429,789
Cash		524,906		1,007,807
Receivable for investments sold Accrued income receivable		4,865		38,653
Accrued income receivable		44,086		98,052
		25,101,411		30,574,301
LIABILITIES				
Current liabilities				
Redemptions payable		35,383		_
Distributions payable		80,142		77,038
Accrued liabilities Payable for investments purchased		54,136		29,983 148,650
Management fees payable				580
Performance fees payable		68		66,082
		198,864		322,333
Net Assets Attributable to Holders of Redeemable Units	\$	24,902,547	\$	30,251,968
Net Access Attributchic to Helders of Dedeemable Units new Covies				
Net Assets Attributable to Holders of Redeemable Units per Series Series A	\$	15,862,490	\$	19,092,155
Series F	Ψ	9,040,057	Ψ	11,159,813
	\$	24,902,547	\$	30,251,968
Net Assets Attributable to Holders of Redeemable Units per Unit				
Series A	\$	5.35	\$	6.68
Series F	¥	5.69	Ψ	7.03

#### Approved by the Manager, Palos Management Inc.

(s) Charles Marleau

Director

(s) Robert Boisjoli

Director

### Statements of Profit or (Loss) and Comprehensive Income For the years ended December 31, 2018 and 2017

		2018		2017
Income				
Dividend income	\$	593,518	\$	583,102
Interest income for distribution purposes		123,149		137,172
Other income		696		15,022
Net realized gain on sale of investments		1,279,386		1,732,237
Net change in unrealized (depreciation) appreciation of investments		(5,487,323)		1,330,287
		(3,490,574)		3,797,820
Expenses				
Management fees (Note 8)		405,545		383,043
Administration and other professional fees		110,807		86,839
Transaction costs		88,235		79,910
Legal fees		51,734		48,101
Audit fees		41,530		47,051
Independent Review Committee fees (Note 8)		12,001		12,001
Trustee fees		9,806		15,849
Bank charges and interest		6,486		2,749
Custodian fees		1,463		-
Withholding tax expense		443		1,267
Performance fees (Note 8)		68		68,140
		728,118		744,950
(Decrease) Increase in Net Assets Attributable to Holders of Redeemable Units	\$	(4,218,692)	\$	3,052,870
(Decrease) Increase in Net Assets Attributable to Holders of Redeemable Units per Series				
Series A Series F	\$	(2,732,042) (1,486,650)	\$	1,978,810 1,074,060
	\$	(4,218,692)	\$	3,052,870
(Decrease) Increase in Net Assets Attributable to Holders of Redeemable Units per Unit (Note 10)				
Series A	\$	(0.94)	\$	0.70
Series F	Ŧ	(0.94)	Ŧ	0.83
		()		

### Statements of Cash Flows For the years ended December 31, 2018 and 2017

		2018	2017
Cash provided by (used in):			
Operating Activities			
(Decrease) Increase in Net Assets Attributable to Holders of Redeemable Units	\$	(4,218,692) \$	3,052,870
Adjustments for non-cash items			
Net change in unrealized depreciation (appreciation) of investments		5,487,323	(1,330,287)
Net realized gain on sale of investments		(1,279,386)	(1,732,237)
Foreign exchange loss (gain)		5,313	(3,718)
Change in non-cash balances			
Decrease (increase) in accrued income receivable		53,966	(9,398)
Increase in accrued liabilities		24,153	8,653
Increase (decrease) in management fees payable		28,555	(270)
(Decrease) increase in performance fees payable		(66,014)	66,012
Proceeds from sale of investments		25,483,952	19,637,427
Purchase of investments		(24,904,516)	(22,892,130)
Cash provided by (used in) operating activities		614,654	(3,203,078)
Financing Activities			
Proceeds from issuance of redeemable units		2,369,485	7,748,348
Amount paid on redemption of redeemable units		(3,145,754)	(4,583,569)
Distributions paid to holders of redeemable units, net of reinvested distributions		(315,973)	(293,410)
	_		<u>`</u>
Cash (used in) provided by financing activities	_	(1,092,242)	2,871,369
Decrease in cash during the year		(477,588)	(331,709)
Foreign exchange (loss) gain on cash		(5,313)	3,718
Cash, beginning of year		1,007,807	1,335,798
Cash and of year	\$	524,906 \$	1,007,807
Cash, end of year	φ	524,900 \$	1,007,807
Supplemental information*			
Interest paid	\$	1,367 \$	_
Interest received	·	170,649	125,069
Dividends received, net of withholding taxes		601,613	604,603
-			

\*Included as a part of cash flows from operating activities

# Statements of Changes in Net Assets Attributable to Holders of Redeemable Units For the years ended December 31, 2018 and 2017

	Net assets attributable to holders of redeemable units, beginning of year	-	Proceeds from deemable units issued	Redemption of edeemable units	Distributions to holders of redeemable units*	Reinvestment of distributions to holders of redeemable units	Decrease in net assets from operations attributable to holders of redeemable units	Net Assets attributable to holders of redeemable units, end of year
December 31, 2018								
Series A	\$ 19,092,155	\$	1,328,105 \$	\$ (1,592,202) \$	(1,162,537) \$	929,011	\$ (2,732,042) \$	15,862,490
Series F	11,159,813		1,041,380	(1,588,935)	(623,727)	538,176	(1,486,650)	9,040,057
	\$ 30,251,968	\$	2,369,485 \$	\$ (3,181,137) \$	(1,786,264) \$	1,467,187	\$ (4,218,692) \$	24,902,547

	Net assets attributable to holders of redeemable units, beginning of year	Proceeds from redeemable units issued	Redemption of redeemable units	Distributions to holders of redeemable units*	Reinvestment of distributions to holders of redeemable units	ı	Increase in net assets from operations attributable to holders of redeemable units		Net Assets attributable to holders of redeemable its, end of year
December 31, 2017									
Series A	\$ 18,648,521	\$ 2,469,014	\$ (3,762,948) \$	(1,112,174) \$	870,932 \$	\$	1,978,810 \$	6	19,092,155
Series F	5,706,682	5,250,259	(813,246)	(538,162)	480,220		1,074,060		11,159,813
	\$ 24,355,203	\$ 7,719,273	\$ (4,576,194) \$	(1,650,336) \$	1,351,152 \$	\$	3,052,870 \$	6	30,251,968

#### December 31, 2018

*Detailed Distributions to unitholders	From net investment income	From net realized gains on investments and derivatives	From return of capital	Total distributions to unitholders
Series A	\$ - \$	(680,476) \$	(482,061)	(1,162,537)
Series F	 -	(352,019)	(271,708)	(623,727)
	\$ - \$	(1,032,495) \$	(753,769)	(1,786,264)

#### December 31, 2017

*Detailed Distributions to unitholders	From net investment income	From net realized gains on investments and derivatives	From return of capital	Total distributions to unitholders
Series A	\$ - \$	\$ (943,680)	\$ (168,494)	(1,112,174)
Series F	 -	(508,079)	(30,083)	(538,162)
	\$ - 9	6 (1,451,759)	\$ (198,577)	(1,650,336)

### Schedule of Investment Portfolio as at December 31, 2018

Description	Currency	Number of shares	Average cost \$	Fair value \$
Investments owned (98.52%)				
Equities (88.87%)				
Basic Materials (10.68%)				
Agnico Eagle Mines Ltd.	CAD	7,200	318,208	396,719
B2Gold Corp.	CAD	59,000	219,862	235,410
Cobalt 27 Capital Corp.	CAD	41,700	415,812	137,610
Franco-Nevada Corp.	CAD	5,300	392,630	507,369
Lundin Mining Corp.	CAD	88,900	517,286	501,396
NanoXplore Inc.	CAD	91,600	151,140	132,820
Nemaska Lithium Inc.	CAD	371,800	377,719	252,824
Nutrien Ltd.	CAD	3,952	257,789	253,402
Stelco Holdings Inc.	CAD	16,000	376,125	240,960
Total Basic Materials			3,026,571	2,658,510
Communications (0.34%)				
Shopify Inc.	CAD	450	84,789	84,956
Total Communications			84,789	84,956
Consumer, Cyclical (9.96%) Alimentation Couche-Tard Inc.	CAD	4,600	268,006	312,386
Dollarama Inc.	CAD	7,600	208,398	246,772
Hardwoods Distribution Inc.	CAD	19,000	314,690	208,810
Magna International Inc.	CAD	4,800	329,807	297,456
NFI Group Inc.	CAD	7,700	338,755	262,108
Pollard Banknote Ltd.	CAD	10,400	193,522	213,720
Stingray Group Inc.	CAD	41,300	368,583	278,775
Superior Plus Corp.	CAD	23,900	298,660	231,352
The Stars Group Inc.	CAD	10,000	342,489	225,400
Wal-Mart Stores Inc.	USD	1,600	174,093	203,350
Total Consumer, Cyclical			2,837,003	2,480,129
Consumer, Non-cyclical (10.20%)				
Altus Group Ltd.	CAD	9,400	287,058	222,498
Boyd Group Income Fund	CAD	1,800	155,679	203,310
Cresco Labs Inc.	CAD	18,500	148,000	171,125
Curaleaf Holdings Inc.	CAD	13,000	113,100	83,980
Jamieson Wellness Inc.	CAD	11,000	176,977	234,630
K-Bro Linen Inc.	CAD	7,200	285,007	240,768
Loblaw Cos Ltd.	CAD	3,600	196,878	219,996
Mav Beauty Brands Inc.	CAD	14,100	197,092	150,588

### Schedule of Investment Portfolio as at December 31, 2018 (continued)

escription	Currency	Number of shares	Average cost \$	Fair value
Park Lawn Corp.	CAD	9,000	220,500	207,54
People Corp.	CAD	33,700	192,423	245,50
Savaria Corp.	CAD	16,300	199,519	212,87
Sienna Senior Living Inc.	CAD	22,100	397,379	347,854
Total Consumer, Non-cyclical			2,569,612	2,540,672
Energy (14.77%)				
Enerflex Ltd.	CAD	10,000	163,867	159,80
Enerplus Corp.	CAD	43,500	516,511	461,97
Inter Pipeline Ltd.	CAD	13,000	270,400	251,42
Kelt Exploration Ltd.	CAD	68,000	321,229	315,52
Mullen Group Ltd.	CAD	16,000	243,191	195,36
Parex Resources Inc.	CAD	12,000	255,905	196,20
Parkland Fuel Corp.	CAD	7,350	187,882	259,74
Pembina Pipeline Corp.	CAD	9,549	413,185	386,83
Secure Energy Services Inc.	CAD	63,100	543,084	442,33
Suncor Energy Inc.	CAD	11,000	508,166	419,43
Tamarack Valley Energy Ltd.	CAD	120,139	344,530	283,52
TORC Oil & Gas Ltd.	CAD	70,000	433,214	305,90
Total Energy			4,201,164	3,678,03
Financial (21.13%)				
Bank of Montreal	CAD	8,000	741,026	713,52
ECN Capital Corp.	CAD	77,000	285,518	265,65
InterRent Real Estate Investment Trust	CAD	28,300	205,524	369,31
Manulife Financial Corp.	CAD	13,400	320,223	259,55
National Bank of Canada	CAD	4,000	256,846	224,20
Royal Bank of Canada	CAD	9,000	679,916	840,96
StorageVault Canada Inc.	CAD	114,100	258,033	270,41
Sun Life Financial Inc.	CAD	7,500	292,104	339,67
The Bank of Nova Scotia	CAD	14,100	978,539	959,50
The Toronto-Dominion Bank	CAD	15,014	647,310	1,018,85
Total Financial			4,665,039	5,261,65
Funds (0.81%)				
iShares 1-5 Year Laddered Corporate Bond Index ETF	CAD	11,000	205,249	200,64
Total Funds			205,249	200,64
Industrial (13.84%)				
ATS Automation Tooling Systems Inc.	CAD	10,600	216,846	152,53
Badger Daylighting Ltd.	CAD	8,600	244,108	277,35
	CAD	1,100	119,398	111,22

### Schedule of Investment Portfolio as at December 31, 2018 (continued)

		Number of shares/ Nominal	Average cost	Fair value
Description	Currency	value	\$	9
Canadian Pacific Railway Ltd.	CAD	2,300	519,140	557,152
CCL Industries Inc.	CAD	7,100	276,304	355,426
Horizon North Logistics Inc.	CAD	105,100	253,146	189,180
IPL Plastics Inc.	CAD	21,000	283,500	210,000
Martinrea International Inc.	CAD	25,300	341,340	274,758
Neo Performance Materials Inc.	CAD	17,500	313,446	269,500
SNC-Lavalin Group Inc.	CAD	7,200	373,008	330,624
TFI International Inc.	CAD	2,800	108,880	98,840
Tidewater Midstream and Infrastructure Ltd.	CAD	283,000	388,589	367,900
Waste Connections Inc.	CAD	2,475	138,856	250,792
Total Industrial			3,576,561	3,445,277
Technology (1.80%)				
BlackBerry Ltd.	CAD	18,000	297,533	174,780
CGI Group Inc.	CAD	3,275	192,237	273,463
Total Technology			489,770	448,243
Utilities (5.34%)				
Algonquin Power & Utilities Corp.	CAD	30,000	346,396	411,900
Keyera Corp.	CAD	14,500	496,956	374,245
Northland Power Inc.	CAD	25,000	551,720	542,500
Total Utilities			1,395,072	1,328,645
Fotal Equities			23,050,830	22,126,760
Fixed Income (9.64%)				
Consumer, Non-cyclical (1.14%)				
Element Fleet Management Corp., - 5.13% / Jun. 30, 2019	CAD	250,000	259,525	248,230
The Supreme Cannabis Co Inc., - 6% / Oct. 19, 2021	CAD	40,000	40,000	35,420
Total Consumer, Non-cyclical			299,525	283,650
Energy (3.14%)				
Innergex Renewable Energy Inc., - 4.75% / Jun. 30, 2025	CAD	600,000	579,000	578,850
Parkland Fuel Corp., - 5.50% / May 28, 2021	CAD	200,000	200,000	202,500
Total Energy			779,000	781,350
Financial (1.52%)				
Fiera Capital Corp., - 5.00% / Jun. 30, 2023	CAD	375,000	374,692	378,750
Total Financial			374,692	378,750

### Schedule of Investment Portfolio as at December 31, 2018 (continued)

		Number of shares/ Nominal	Average cost	Fair value
Description	Currency	value	\$	\$
Industrial (0.92%)				
Chemtrade Logistics Income Fund, - 5.25% / Jun. 30, 2021	CAD	240,000	240,000	228,000
Total Industrial			240,000	228,000
Utilities (2.92%)				
Boralex Inc., - 4.50% / Jun. 30, 2020	CAD	300,000	300,000	302,376
Northland Power Inc., - 4.75% / Jun. 30, 2020	CAD	400,000	426,004	423,788
Total Utilities			726,004	726,164
Total Fixed Income			2,419,221	2,397,914
Warrants (0.01%)				
Critical Elements Corp., - \$1.25 / May 01, 2020	CAD	35,000	_	-
HashChain Technology Inc., - \$1.225 / Jan. 10, 2020	CAD	73,000	_	-
LSC Lithium Corp., - \$1.55 / Nov. 09, 2020	CAD	15,000	_	-
NanoXplore Inc., - \$2.30 / Mar. 27, 2020	CAD	45,800	_	-
Nouveau Monde Graphite Inc., - \$0.40 / Oct. 20, 2019	CAD	60,000	_	-
Sherritt International Corp., - \$1.95 / Jan. 25, 2021	CAD	48,000	_	2,880
Total Warrants			-	2,880
Total investments owned			25,470,051	24,527,554
Commissions and other portfolio transaction costs			(37,556)	-
Net investments owned (98.52%)			25,432,495	24,527,554
Other assets, net (1.48%)				374,993
Net Assets Attributable to Holders of Redeemable Units (100%)				24,902,547

#### 1 General information

Palos Equity Income Fund (the "Fund") was formed in January 3, 2008 under the laws of the Province of Quebec pursuant to a trust agreement (the agreement), as amended for the last time on August 26, 2013, between Computershare Trust Company of Canada (the trustee) and Charles Marleau (the settlor). The address of the Fund's registered office is 1 Place Ville-Marie, Suite 1670, Montréal, Quebec, Canada H3B 2B6. The Fund is an open-ended mutual fund, is qualified as a unit trust and is a registered investment fund under Section 204.4 of the Income Tax Act (Canada).

Series A opened on January 3, 2008 and Series F opened on February 24, 2012.

The Fund acts as an investment holding unit trust for the benefit of unitholders by acquiring, investing in, holding, transferring, disposing of, or otherwise dealing with such investments as the trustee and the investment fund manager determine, at their discretion, in accordance with the investment objectives of the Fund, which are to preserve capital, to provide an attractive and steady stream of income and to deliver trading-enhanced returns.

The investment fund manager and portfolio advisor is Palos Management Inc. (the Manager).

These financial statements have been authorized for issue by the Board of Directors of the Manager on March 25, 2019.

#### 2 Basis of presentation

These financial statements have been prepared in compliance with International Financial Reporting Standards (IFRS) as published by the International Accounting Standards Board (IASB).

December 31, 2018 and 2017

(expressed in Canadian dollars)

#### 3 Summary of significant accounting policies

#### **Financial instruments**

Recognition

Accounting policies applied from January 1, 2018:

Regular way purchases and sales of financial assets are recognized at their trade date. From January 1, 2018, the Fund's investment assets and liabilities are measured at fair value through profit or loss (FVTPL), including certain investments in debt securities which have been classified as FVTPL. The Fund's derivative and nonderivative investments are classified as FVTPL upon initial recognition. The Fund's obligation for net assets attributable to holders of redeemable of units is classified as a financial liability at the redemption amount which approximates fair value. The redemption amount is determined as the net difference between total assets and all other liabilities for which accounting policies are described herein. All other financial assets and financial liabilities respectively and are measured at amortized cost. Under this method, financial assets and financial liabilities reflect the amount required to be received or paid, discounted, when appropriate, at the contract's effective interest rate. The Fund's accounting policies for measuring the fair value of its investments and derivatives are identical to those used in measuring its net asset value (NAV) for transactions with unitholders.

#### Income recognition

The interest income for distribution purposes shown on the statements of comprehensive income represents the contractual interest accounted for on an accrual basis. The Fund does not amortize premiums paid or discounts received on the purchase of fixed income securities except for zero coupon bonds and loans which would be amortized on a straight-line basis. Dividend income is recorded on the ex-dividend date.

Realized gain on sale of investments and unrealized depreciation of investments are determined on an average cost basis. Average cost does not include amortization of premiums or discounts on fixed income securities with the exception of zero coupon bonds.

#### Fair value measurement

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 financial liabilities traded in active markets (such as publicly traded derivatives and marketable securities) are based on quoted market prices at the close of trading on the reporting date. The Fund uses the last traded market price for both financial assets and financial liabilities where the last traded price falls within that day's bid-ask spread. In circumstances where the last traded price is not within the bid-ask spread, the Manager determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances.

The fair value of financial assets and financial liabilities that are not traded in an active market, including over-the-counter derivatives, is determined using valuation techniques. The Fund uses a variety of methods and makes assumptions that are based on market conditions existing at each reporting date. Valuation techniques include the use of comparable recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, option pricing models and others commonly used by market participants and which make the maximum use of observable inputs.

#### **Investment entities**

The Fund meets the definition in IFRS 10, Consolidated Financial Statements, for investment entities and accounts for its investments in underlying entities at FVTPL.

#### Structured entities

The Fund may invest in other investment funds ("underlying funds") by holding redeemable shares of the underlying funds which entitle the holder to a proportionate share of the underlying funds' net assets. The Fund does not invest in underlying funds for the purpose of exercising management or control. Such investments expose the Fund to the risk that underlying funds may not perform as expected and indirectly to all of the risks applicable to investments in underlying funds.

The carrying value of investments in underlying funds is included in "Investments" in the statements of financial position and also represents the maximum exposure to losses. Changes in fair value of investments in underlying funds are included within "Net change in unrealized (depreciation) appreciation of investments" in the statements of comprehensive income.

#### **Classification of redeemable units**

The Fund's outstanding redeemable units are in different series which do not have identical features. Consequently, the Fund's outstanding redeemable units are classified as financial liabilities and recorded as net assets attributable to holders of redeemable units, in accordance with the requirements of International Accounting Standard (IAS) 32, Financial Instruments: Presentation.

#### Foreign currency translation

The Fund's subscriptions and redemptions are denominated in Canadian dollars, which is also its functional and presentation currency. Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates that transactions occur. Foreign currency assets and liabilities denominated in a foreign currency are translated into the functional currency using the exchange rate prevailing at the measurement date. Foreign exchange gains and losses relating to cash and to other financial assets and financial liabilities are presented as "Net realized gain on sale of investments" and "Net change in unrealized depreciation of investments" in the statements of comprehensive income.

December 31, 2018 and 2017

(expressed in Canadian dollars)

#### Offsetting financial assets and financial liabilities

Financial assets and financial liabilities are offset in the Fund's statements of financial position when and only 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. The Fund has a legally enforceable right to offset a financial asset and financial liability when such right is enforceable in the normal course of business and in the event of default, insolvency or bankruptcy.

Over-the-counter derivatives, securities lending, repurchase agreements and receivable for investments sold and payable for investments purchased are subject to master netting or similar agreements that do not meet the criteria for offsetting in the statements of financial position as they give a right to set-off that is enforceable only in the event of default, insolvency or bankruptcy.

#### Cash

Cash comprises deposits with financial institutions and bank overdraft.

#### (Decrease) increase in net assets attributable to holders of redeemable units per unit per series

The (decrease) increase in net assets attributable to holders of redeemable units per unit of each series is calculated by dividing the (decrease) increase in net assets attributable to holders of redeemable units of each series by the weighted average number of units outstanding during the year.

#### Taxation

The Fund qualifies as a mutual fund trust under the Income Tax Act (Canada). All of the Fund's net income for tax purposes and sufficient net capital gains realized in any period are required to be distributed to unitholders such that no income tax is payable by the Fund. As a result, the Fund does not record income taxes. Since the Fund does not record income taxes, the tax benefit of capital and non-capital losses has not been reflected in the statements of financial position as a deferred income tax asset.

The Fund currently incurs withholding taxes imposed by certain countries on investment income and capital gains. Such income and gains are recorded on a gross basis and the related withholding taxes are shown as a separate expense in the statements of comprehensive income.

Notes to financial statements December 31, 2018 and 2017

(expressed in Canadian dollars)

#### Accounting standard issued and adopted by the Fund

IFRS 9, Financial Instruments

In July 2014, the IASB issued the complete and final version of IFRS 9, which has replaced IAS 39, Financial Instruments: Recognition and Measurement. IFRS 9 includes, among others, the requirements for the classification and measurement of financial assets and financial liabilities.

IFRS 9 sets out a new classification and measurement model for financial assets to determine whether a financial asset should be classified at amortized cost, at FVTPL or at fair value through other comprehensive income. This model is based on the contractual cash flow characteristics of the financial asset and the business model under which the financial asset is held. The valuation basis of financial assets, namely amortized cost or fair value, may need to be changed, as well as the recognition of unrealized gains and losses arising from changes in fair value. For the classification and measurement of financial liabilities, the new standard essentially carries forward the current requirements under IAS 39.

IFRS 9 requires that an entity recognize a loss allowance for expected credit losses on financial assets which are measured at amortized cost or FVOCI. Financial assets held by the Fund which are measured at FVTPL will not be subject to the new impairment requirements.

With respect to receivables, the Fund considers both historical analysis and forward looking information in determining any expected credit loss. As at the statement of financial position date, all receivables are due to be settled within the short term. The Fund considers the probability of default to be close to zero as these instruments have a low risk of default and the counterparties have a strong capacity to meet their contractual obligation in the near term. Given the limited exposure of the Fund to credit risk from financial assets recorded at amortized cost, no loss allowance has been recognized as any such impairment will not have a significant impact on the financial statements.

IFRS 9 is effective for annual periods beginning on or after January 1, 2018 and has been applied by the Fund retrospectively to January 1, 2017. The application of IFRS 9 has not resulted in any restatement of comparative figures.

Accounting standards issued but not yet adopted will have no impact on the financial statements of the Fund.

#### 4 Changes in accounting policies

The Fund has applied IFRS 9 retrospectively from January 1, 2017, which has resulted in changes in accounting policies. The following accounting policies relating to classification of financial assets and financial liabilities have been changed to comply with IFRS 9 which replaces the provisions of IAS 39.

Reclassifications of financial instruments on application of IFRS 9.

On the date of initial application of IFRS 9, January 1, 2018, the financial instruments of the Fund were as follows, with any reclassifications from December 31, 2017 noted:

	Classification	category	Measureme	ent category	Carrying	amount at J	an 1, 2018
	Original	New	Original	New	Original	New	
Financial instruments	(IAS 39)	(IFRS 9)	(IAS 39)	(IFRS 9)	(IAS 39)	(IFRS 9)	Difference \$
Assets							
Investments	FVTPL - Designated						
	at inception	FVTPL	FVTPL	FVTPL	29,429,789	29,429,789	-
Cash	Amortized cost	Amortized cost	Amortized cost	Amortized cost	1,007,807	1,007,807	-
Receivable for investments sold	Loans and receivables	Amortized cost	Amortized cost	Amortized cost	38,653	38,653	-
Accrued income receivable	Loans and receivables	Amortized cost	Amortized cost	Amortized cost	98,052	98,052	-
Liabilities							
Distributions payable	Financial liabilities	Financial liabilities	Amortized cost	Amortized cost	77,038	77,038	-
Accrued liabilities	Financial liabilities	Financial liabilities	Amortized cost	Amortized cost	29,983	29,983	-
Payable for investments purchased	Financial liabilities	Financial liabilities	Amortized cost	Amortized cost	148,650	148,650	-
Management fees payable	Financial liabilities	Financial liabilities	Amortized cost	Amortized cost	580	580	-
Performance fees payable	Financial liabilities	Financial liabilities	Amortized cost	Amortized cost	66,082	66,082	-

#### 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 Manager has made in preparing the financial statements:

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

The Fund may hold financial instruments that are not quoted in active markets, including derivatives. Fair values of such instruments are determined using valuation techniques and may be determined using reputable pricing sources 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 Manager 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. The models used for private equity securities are based mainly on earnings multiples adjusted for a lack of marketability as appropriate.

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 Manager 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.

b) Classification and measurement of investments and application of the fair value option

In classifying and measuring financial instruments held by the Fund, the Manager is required to make significant judgments about whether or not the business of the Fund is to manage its portfolio of investments and evaluate performance on a fair value basis and that the portfolio of investments is neither held to collect contractual cash flows nor held both to collect contractual cash flows and to sell financial assets. The most significant judgments made include assessing and determining the appropriate business model that enables the decision that the Fund's investments are classified as FVTPL.

December 31, 2018 and 2017

(expressed in Canadian dollars)

#### 6 Risks associated with financial instruments

#### **Risk factors**

The Fund's activities expose it to a variety of risks associated with financial instruments, as follows: credit risk, liquidity risk, market risk (including currency risk, interest rate risk and price risk) and concentration risk. The Fund's overall risk management program seeks to maximize the returns derived for the level of risk to which the Fund is exposed and seeks to minimize potential adverse effects on the Fund's financial performance. All investments result in a risk of loss of capital. These risks are moderated through careful selection of securities and other financial instruments within the Fund's investment guidelines. The risks are measured using a method that reflects the expected impact on the results and net assets attributable to unitholders of the Fund from reasonably possible changes in the relevant risk variables.

#### Credit risk

The Fund is exposed to credit risk, which is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The majority of the credit risk to which the Fund is exposed arises from its investments in debt securities. In selecting fixed income securities for the Fund, the Manager considers factors such as the debt security's yield, risk of interest rate fluctuation, credit risk, the issuer's capital structure, credit spread and duration. The analysis below summarizes the credit quality of the Fund's debt portfolio as at December 31, 2018 and 2017.

	2018	2017
Credit rating	Total fixed income %	Total fixed income %
BBB + BBB BBB - BB BB - Non-rated	10.4 17.7 24.1 8.4 - 39.4	19.6 - 9.0 71.4
	100.0	100.0

#### Source: S&P Global Rating

All portfolio transactions in securities are settled or paid for upon delivery using approved brokers. The risk of default is considered minimal as delivery of securities sold is only made once the broker has received payment. Payment is made on a purchase once the securities are received by the broker. The trade will not settle if either party fails to meet its obligation. In addition, the Fund lodges its cash with quality institutions which have credit ratings of BBB+ or above. Credit risk with respect to accrued income receivable is limited as the receivables are derived from a portfolio of diversified investments.

The Fund's maximum exposure to credit risk is equal to the carrying value of the assets presented on the statements of financial position. The Fund does not anticipate any significant losses from the non-performance of counterparties.

#### Liquidity risk

Liquidity risk is the risk that the Fund will encounter difficulty in meeting obligations associated with financial liabilities. The Fund is exposed to daily cash redemptions. Financial liabilities that potentially subject the Fund to liquidity risk consist of payable for investments purchased, redemptions payable, distributions payable, accrued liabilities and management and performance fees payable. The Fund's investment approach focuses on investing in highly liquid securities and moderately liquid securities, which are therefore readily saleable to meet liquidity needs.

The Fund may invest in debt securities and unlisted equity investments that are not traded in an active market. As a result, the Fund may not be able to quickly liquidate its investments in these instruments at amounts which approximate their fair values, or be able to respond to specific events such as deterioration in the creditworthiness of any particular issuer. In accordance with the Fund's policy, the Manager monitors the Fund's liquidity position on a daily basis. The tables below analyze the Fund's financial liabilities into relevant maturity groupings based on the remaining period to the contractual maturity date. The amounts in the tables are the contractual undiscounted cash flows.

		Dec	ember 31, 2018
Financial liabilities	On demand \$	< 3 months \$	Total \$
Redemptions payable	_	35,383	35,383
Distributions payable	_	80,142	80,142
Accrued liabilities	_	54,136	54,136
Management fees payable	_	29,135	29,135
Performance fees payable	_	68	68
Redeemable units	24,902,547	_	24,902,547

#### December 31, 2017

Financial liabilities	On demand \$	< 3 months \$	Total \$
Payable for investments purchased	_	148,650	148,650
Distributions payable	_	77,038	77,038
Accrued liabilities	_	29,983	29,983
Management fees payable	_	580	580
Performance fees payable	_	66,082	66,082
Redeemable units	30,251,968	_	30,251,968

Redeemable units are redeemable on demand at the holder's option. However, the Manager does not expect that the contractual maturity disclosed above will be representative of the actual cash outflows, as holders of these instruments typically retain them for a longer period.

#### Market risk

The Fund's investments are subject to market risk which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. To monitor the risk, the Fund's Manager uses stress testing to examine the impact that abnormally large swings in market factors and periods of prolonged inactivity might have on trading portfolios. The stress testing is designed to identify key risks and ensure that the losses from abnormal events are not above the Fund's risk tolerance.

The following include sensitivity analyses that show how the net assets attributable to holders of redeemable units would have been affected by a reasonably possible change in the relevant risk variable at each reporting date. In practice, the actual results may differ and the difference could be material.

a) Currency risk

The Fund invests in monetary assets denominated in currencies other than the Canadian dollar. These investments result in currency risk, which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The table below indicates the foreign currencies to which the Fund had significant exposure as at December 31, 2018 and 2017 in Canadian dollars. The table also illustrates the potential impact on the net assets attributable to holders of redeemable units if the Canadian dollar had strengthened or weakened by 5% in relation to each of the other currencies, with all other variables held constant. The monetary exposure presents the impact on cash and bonds, and the non-monetary exposure presents the impact on equity investments. Non-monetary items are investments in equity securities and are classified based on the currency in which they were purchased.

		Exposure						-	f CAD strengthen by 5% in relation currencies	
Currency		Monetary	Non	-Monetary		Total	_	Monetary	Non-Monetary	Total
<b>December 31, 2018</b> U.S. Dollar	\$_	502	\$	203,350	\$_	203,852	\$	25	\$ 10,168_\$	10,193
% of Net Assets Attributable to Holders of Redeemable Units		0.0		0.8		0.8		0.0	0.0	0.0

Notes to financial statements

December 31, 2018 and 2017

(expressed in Canadian dollars)

		Exposure				Impact if CAD strengthened or weakened by 5% in relation to other currencies			
Currency		Monetary	Non-Monetary	Total	_	Monetary	Non-Monetary	Total	
<b>December 31, 2017</b> U.S. Dollar	\$_	787_\$	389,447	\$_390,234	\$	39	\$19,472	\$ <u>19,511</u>	
% of Net Assets Attributable to Holders of Redeemable Units		0.0	1.3	1.3		0.0	0.1	0.1	

#### b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Fund holds securities with fixed interest rates that expose the Fund to fair value interest rate risk. The Fund also holds a limited amount of cash subject to variable interest rates which exposes the Fund to cash flow interest rate risk.

The Fund mitigates interest rate risk by monitoring interest rates and the maturities of its portfolio of interest-bearing financial instruments. The following table summarizes the Fund's exposure to interest rate risk. It includes the Fund's interest-bearing financial assets at fair value, categorized by the earlier of contractual interest rate reset dates or maturity dates. The table also illustrates the potential impact on the net assets attributable to holders of redeemable units if the prevailing levels of market interest rates changed by 1%, assuming a parallel shift in the yield curve with all other variables held constant.

		Total exposure
Terms to maturity	December 31, 2018 \$	December 31, 2017 \$
1-5 years 5-10 years	1,819,064 578,850	1,887,957 382,688
Total	2,397,914	2,270,645
Impact on net assets attributable to holders of redeemable units	59,070	51,316
Impact on net assets attributable to holders of redeemable units (%)	0.2%	0.2%

c) Price risk

Price risk is the risk that the value of an investment will fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to the individual investment or its issuer, or by factors affecting all securities traded in the market. The Fund is exposed to price risk through its equity investment portfolio, which includes a variety of common shares in a wide range of industries. Other assets and liabilities are monetary items that are short-term in nature, and as such are not subject to price risk.

As at December 31, 2018, the expected increase or decrease in net assets attributable to holders of redeemable units of the Fund if the S&P/TSX composite index had increased or decreased by 5%, with all other variables held constant, would amount to \$1,152,795 and would represent 4.6% of the net assets attributable to holders of redeemable units of the Fund (2017 – \$1,391,591 representing 4.6%).

#### **Concentration risk**

Concentration risk arises as a result of the concentration of exposure 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 by market segment over the total investment market value:

	Ρε	ercentage (%) of portfolio
Market segment	December 31, 2018	December 31, 2017
Basic Materials	10.8	12.1
Communications	0.3	4.0
Consumer, Cyclical	10.1	7.8
Consumer, Non-cyclical	10.4	10.4
Energy	15.0	14.8
Financial	21.6	21.8
Funds	0.8	3.2
Industrial	14.0	9.3
Technology	1.8	4.2
Utilities	5.4	4.7
Bonds	9.8	7.7
	100.0	100.0
	Perc	entage (%) of Net Assets
Asset class weighting	December 31, 2018	December 31, 2017
Bonds	9.6	7.5
Common stock	88.9	89.8
Other net assets	1.5	2.7

#### Fair value measurement

The carrying amounts of accrued income receivable, redemptions payable, distributions payable, accrued liabilities and management and performance fees payable approximate their fair values due to the short-term nature of these financial instruments.

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: Valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

#### December 31, 2018

	Level 1	Level 2	Level 3	Total
Assets				
Equities	\$ 22,126,760	\$ - \$	- \$	22,126,760
Fixed Income	2,195,414	202,500	_	2,397,914
Warrants	2,880	_	_	2,880
	\$ 24,325,054	\$ 202,500 \$	- \$	24,527,554

#### December 31, 2017

	Level 1	Level 2	Level 3	Total
Assets				
Equities	\$ 27,155,094 \$	- \$	- \$	27,155,094
Fixed income	1,811,226	459,419	_	2,270,645
Warrants	_	4,050	_	4,050
	\$ 28,966,320 \$	463,469 \$	- \$	29,429,789

All fair value measurements above are recurring. 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, the instruments are reclassified into Level 2, unless the measurement of its fair value requires the use of significant unobservable inputs, in which case it is classified as Level 3.

#### a) Equities and convertible bonds

The Fund's equity and convertible bond positions are classified as Level 1 when the security is actively traded and a reliable price is observable. All equities and convertible bonds are classified as Level 1 investments.

b) Bonds and short-term investments

Corporate bonds are valued using models with inputs including interest rate curves, credit spreads and volatilities. The inputs that are significant to valuation are generally observable, and therefore the Fund's bonds and short-term investments have been classified as Level 2.

#### 7 Redeemable units

During the years ended December 31, 2018 and 2017, the number of units issued, redeemed and outstanding were as follows:

	Redeemable		Redemption of		Redeemable
	Units, beginning	Redeemable	Redeemable	Reinvestments	Units, end of
	of year	Units Issued	Units	of Units	year
December 31, 2018					
Series A	2,857,244	209,372	(252,943)	152,695	2,966,368
Series F	1,587,643	153,246	(236,814)	83,420	1,587,495
December 31, 2017					
Series A	2,924,098	388,527	(590,887)	135,506	2,857,244
Series F	855,223	781,427	(119,990)	70,983	1,587,643

#### **Capital structure**

Units issued and outstanding are considered to be the capital of the Fund. The Fund does not have any specific capital requirements.

The Fund is authorized to issue an unlimited number of redeemable unit series, as well as an unlimited number of redeemable units within each series. Each series unit enables its bearer to participate equally in the allocations the Fund completes for the given series. Unit fractions may also be issued.

The Fund is composed of more than one redeemable unit series; each redeemable unit series may feature different structures regarding management fees, performance fees and brokerage. As a result, each redeemable unit entitles its holder to one vote and to participate equally in the allocations the Fund completes and, in the case of Fund liquidation, in the allocation of the redeemable unit series' net assets attributable to holders of redeemable units after all current liabilities have been paid.

December 31, 2018 and 2017

(expressed in Canadian dollars)

#### 8 Related party transactions

#### a) Management fees and performance fees

The Manager provides management and advisory services to the Fund in accordance with the agreement. In return for these services, the Manager is paid a management fee and a performance fee. The Series A units of the Fund are subject to a monthly management fee equal to 1/12 of 1.5% of the net asset value of the Series A units. The Manager will pay a trailer fee of 0.75% out of the management fees collected from the Fund with respect to Series A units.

Series F is similar to Series A, but no trailer fee is included in the management fee. Series F charges a monthly management fee of 1/12 of 0.75% of the NAV of Series F.

Based on the agreement amended and restated on August 26, 2013, the performance fee is 20% of the amount by which the Fund outperforms its benchmark, the S&P/TSX Composite Index. Performance fees are paid annually.

The total management fees and performance fees for the year ended December 31, 2018 amounted to 405,545 and 68, respectively (2017 - 333,043 and 68,140, respectively), with 29,203 in outstanding fees due to the Manager as at December 31, 2018 (2017 - 66,662).

The Manager may waive or absorb the operation of management fees of the Fund. The decision to do so is reviewed regularly and is determined at the sole discretion of the Manager. During the year, the Manager did not waive any fees (2017 – did not waive any fees).

#### b) Independent Review Committee fees

The total remuneration paid to members of the Independent Review Committee during the year ended December 31, 2018 amounted to \$12,001 (2017 – \$12,001) and consisted only of fixed fees.

December 31, 2018 and 2017

#### 9 Brokerage commissions and soft dollars

The total commissions paid by the Fund to brokers in connection with portfolio transactions for the years ended December 31, 2018 and 2017, together with other transaction charges, are disclosed in the statements of comprehensive income of the Fund. Brokerage business is allocated to brokers based on the best net result for the Fund. Subject to this criteria, preference may be given to brokerage firms which provide (or pay for) certain services (arrangements referred to as soft dollar), which may include investment research, analysis and reports, and databases or software in support of these services. The ascertainable soft dollar value received as a percentage of total brokerage commissions paid during the years ended December 31, 2018 and 2017 is disclosed below.

	2018	2017
Soft dollars	\$2,106	\$11,795
Percentage of total transaction costs	2.61%	16%

#### 10 (Decrease) increase in net assets attributable to holders of redeemable units per series per unit

The (decrease) increase in net assets attributable to holders of redeemable units per series per unit for the years ended December 31, 2018 and 2017 is calculated as follows:

	Net As: to	ase) Increase in sets Attributable Holders of mable Units per Series	Weighted Average of Redeemable Units Outstanding During the Year	(Decrease) Increase in Net Assets Attributable to Holders of Redeemable Units per Unit	
December 31, 2018 Series A	¢	(2,722,042)	2 014 671	ው	(0.04)
Series F	\$	(2,732,042) (1,486,650)	2,914,671 1,575,540		(0.94) (0.94)
December 31, 2017 Series A	\$	1,978,810	2,810,628	\$	0.70
Series F	Ψ	1,074,060	1,300,316	Ψ	0.83

#### 11 Taxes

The Fund qualifies as a mutual fund trust under the Income Tax Act (Canada).

All or substantially all of the net income for tax purposes and net taxable capital gains realized in any period, after use of loss carryforwards, are distributed to unitholders such that no income taxes are payable by the Fund.

Capital and non-capital losses determined for tax purposes as at December 31, 2018 are as follows:

Capital losses		Non-capital losses	
Amount \$	Expires	Amount \$	Expires
-	-	-	-