



# Barrantagh Small Cap Canadian Equity Fund

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## Annual Report

Period Ended December 31, 2021



## Independent auditor's report

To the Unitholders and Trustee of Barrantagh Small Cap Canadian Equity Fund

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### Our opinion

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of Barrantagh Small Cap Canadian Equity Fund (the Fund) as at December 31, 2021 and 2020, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as issued 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, 2021 and 2020;
- the statements of 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 significant accounting policies and other explanatory information.

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### 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.

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### Other information

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

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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, 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 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.

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### **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.

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### **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.

*PricewaterhouseCoopers LLP*

Chartered Professional Accountants, Licensed Public Accountants

Toronto, Ontario  
March 28, 2022

# BARRANTAGH SMALL CAP CANADIAN EQUITY FUND

## Statements of Financial Position

As at December 31, 2021 and 2020

	2021	2020
<b>Assets</b>		
<b>Current assets</b>		
Investments (cost-\$78,174,936, 2020-\$36,746,600)	\$ 96,172,829	\$ 46,484,069
Cash	2,104,650	2,999,012
Subscriptions receivable	390,782	535,547
Dividends receivable	226,107	118,866
	<b>98,894,368</b>	<b>50,137,494</b>
<b>Liabilities</b>		
<b>Current liabilities</b>		
Payable for investments purchased	-	-
Redemptions payable	-	-
Management fees payable (Note 7)	3,855	8,148
Accrued expenses	43,846	70,447
Redemptions Payable	26,545	60,913
	<b>74,246</b>	<b>139,508</b>
<b>Net assets attributable to holders of redeemable units</b>	<b>\$ 98,820,122</b>	<b>\$ 49,997,986</b>
<b>Net assets attributable to holders of redeemable units per Series</b>		
Series A	636,482	-
Series F	54,641,198	21,444,938
Series O	43,542,442	28,553,048
<b>Units outstanding</b>		
Series A	58,863	-
Series F	3,788,129	1,734,420
Series O	2,980,627	2,284,366
<b>Net assets attributable to holders of redeemable units per unit</b>		
Series A	\$ 10.81	\$ -
Series F	14.42	12.36
Series O	14.61	12.50

Approved by:

Wally Kusters (Signed)

Director

Marino Scarmozzino (Signed)

Director

The accompanying notes are an integral part of these financial statements

## BARRANTAGH SMALL CAP CANADIAN EQUITY FUND

### Statements of Comprehensive Income

For the year ended December 31, 2021 and December 31, 2020

	2021	2020
<b>Income</b>		
Net gain (loss) on investments		
Dividends	\$ 1,622,081	\$ 823,588
Net realized gain (loss) on investments	2,775,911	(748,483)
Change in unrealized appreciation/depreciation on investments	8,260,424	8,494,380
Change in unrealized appreciation/depreciation on cash	(282)	(28)
<b>Total net gain (loss) on investments</b>	<b>12,658,134</b>	<b>8,569,457</b>
Other income		
Other Income	46,671	28,041
Foreign exchange gain (loss) on cash	(577)	104
Total other income	<b>46,094</b>	<b>28,145</b>
<b>Total income</b>	<b>12,704,228</b>	<b>8,597,602</b>
<b>Expenses</b>		
Management fees	448,594	115,077
Custody fees	8,182	7,240
Recordkeeping fees	86,791	47,416
Administration fees	82,626	73,918
Independent Review Committee Fees	40,714	35,000
Transaction Costs (Note 3)	99,567	27,515
Audit fees	48,232	9,686
Legal Fees	110,922	51,901
<b>Total Expenses</b>	<b>925,628</b>	<b>367,753</b>
Expenses absorbed by the Manager	-	(35,000)
<b>Net Expenses</b>	<b>925,628</b>	<b>332,753</b>
<b>Increase (decrease) in net assets attributable to holders of redeemable units</b>	<b>11,778,600</b>	<b>8,264,849</b>
<b>Increase (decrease) in net assets attributable to holders of redeemable units per Series</b>		
Series A	18,151	-
Series F	6,010,950	3,541,357
Series O	5,749,499	4,723,492
<b>Weighted average number of units</b>		
Series A	33,908	-
Series F	3,018,793	1,036,859
Series O	2,616,164	2,066,035
<b>Increase (decrease) in net assets attributable to holders of redeemable units, per unit, per Series</b>		
Series A	\$ 0.54	\$ -
Series F	\$ 1.99	\$ 3.42
Series O	\$ 2.20	\$ 2.29

The accompanying notes are an integral part of these financial statements

## BARRANTAGH SMALL CAP CANADIAN EQUITY FUND

### Statements of Changes in Net Assets Attributable to Holders of Redeemable Units

For the year ended December 31, 2021 and December 31, 2020

	2021		2020		2021		2020	
	Series A		Series F		Series O			
Net assets attributable to holders of redeemable units, beginning of year	\$	\$	\$	\$	\$	\$	\$	\$
Net assets attributable to holders of redeemable units, beginning of year	-	-	21,444,938	5,120,985	28,553,048	19,711,322		
Increase (decrease) in net assets from operations attributable to holders of redeemable units	18,151	-	6,010,950	3,541,357	5,749,499	4,723,492		
<b>Distributions to holders of redeemable units</b>								
From net investment income	(1,822)	-	(83,184)	(94,833)	(415,564)	(287,809)		
From net realized gains on investments	(985)	-	(84,708)	-	(67,433)	-		
Return of capital	-	-	-	-	-	-		
Total Distributions to Holders of Redeemable Units	(2,807)	-	(167,892)	(94,833)	(482,997)	(287,809)		
<b>Redeemable unit transactions</b>								
Proceeds from redeemable units issued	706,899	-	36,173,340	15,403,273	12,171,968	6,158,927		
Reinvestments of distributions to holders of redeemable units	2,807	-	167,876	94,795	482,998	287,807		
Redemption of redeemable units	(88,568)	-	(8,988,014)	(2,620,639)	(2,932,074)	(2,040,691)		
Net Increase (Decrease) from Redeemable Unit Transactions	621,138	-	27,353,202	12,877,429	9,722,892	4,406,043		
<b>Net increase (decrease) in net assets attributable to holders of redeemable units</b>	<b>636,482</b>	<b>-</b>	<b>33,196,260</b>	<b>16,323,953</b>	<b>14,989,394</b>	<b>8,841,726</b>		
<b>Net assets attributable to holders of redeemable units, end of year</b>	<b>636,482</b>	<b>-</b>	<b>54,641,198</b>	<b>21,444,938</b>	<b>43,542,442</b>	<b>28,553,048</b>		

	2021		2020	
	Total Fund			
Net assets attributable to holders of redeemable units, beginning of year	\$	\$	\$	\$
Net assets attributable to holders of redeemable units, beginning of year	49,997,986	24,832,307		
Increase (decrease) in net assets from operations attributable to holders of redeemable units	11,778,600	8,264,849		
<b>Distributions to holders of redeemable units</b>				
From net investment income	(500,570)	(382,642)		
From net realized gains on investments	(153,126)	-		
Return of capital	-	-		
Total Distributions to Holders of Redeemable Units	(653,696)	(382,642)		
<b>Redeemable unit transactions</b>				
Proceeds from redeemable units issued	49,052,207	21,562,200		
Reinvestments of distributions to holders of redeemable units	653,681	382,602		
Redemption of redeemable units	(12,008,656)	(4,661,330)		
Net Increase (Decrease) from Redeemable Unit Transactions	37,697,232	17,283,472		
<b>Net increase (decrease) in net assets attributable to holders of redeemable units</b>	<b>48,822,136</b>	<b>25,165,679</b>		
<b>Net assets attributable to holders of redeemable units, end of year</b>	<b>98,820,122</b>	<b>49,997,986</b>		

The accompanying notes are an integral part of these financial statements

# BARRANTAGH SMALL CAP CANADIAN EQUITY FUND

## Statements of Cash Flows

For the year ended December 31, 2021 and December 31, 2020

	2021	2020
<b>Cash flows from operating activities</b>		
Increase (decrease) in net assets attributable to holders of redeemable units	11,778,600	8,264,849
Adjustments:		
Foreign exchange unrealized (gain) loss on cash	282	28
Net realized (gain) loss on investments	(2,775,911)	748,483
Change in unrealized (appreciation) depreciation of investments	(8,260,424)	(8,494,380)
Purchases of investments	(59,460,870)	(19,711,814)
Proceeds from sales and maturities of investments	20,808,445	4,965,779
Non-cash working capital changes:		
(Increase) decrease in dividends receivable	(107,241)	(41,328)
Increase (decrease) in management fees payable	(4,293)	4,857
Increase (decrease) in accrued expenses	(26,601)	(30,800)
Net cash provided by (used in) operating activities	<u>(38,048,013)</u>	<u>(14,294,326)</u>
<b>Cash flows from financing activities</b>		
Distributions to holders of redeemable units, net of reinvested distributions	(15)	(40)
Proceeds from redeemable units issued	49,196,972	21,112,755
Amount paid on redemption of redeemable units	(12,043,024)	(4,600,417)
Net cash provided by (used in) financing activities	<u>37,153,933</u>	<u>16,512,298</u>
Foreign exchange unrealized gain (loss) on cash	(282)	(28)
Net increase (decrease) in cash during the year	(894,080)	2,217,972
Cash, beginning of the year	2,999,012	781,068
<b>Cash, end of the year</b>	<u>2,104,650</u>	<u>2,999,012</u>
<b>Other cash flow information:</b>		
Dividends received, net of withholding taxes	<u>1,514,840</u>	<u>782,260</u>

The accompanying notes are an integral part of these financial statements



**BARRANTAGH SMALL CAP CANADIAN EQUITY FUND**
**Schedule of Investment Portfolio**
*As at December 31, 2021*

Number of Shares		Average Cost (\$)	Fair Value (\$)	(% of Net Assets)
<b>Industrials</b>				
183,820	Aecon Group Inc.	3,236,752	3,102,882	
16,246	Boyd Group Services Inc.	3,451,882	3,243,027	
59,513	Calian Group Ltd.	3,095,646	3,662,430	
18,303	Cargojet Inc.	2,694,910	3,048,731	
122,372	LifeWorks Inc.	3,816,432	3,124,157	
159,184	Savaria Corp.	2,689,957	3,049,965	
		<b>18,985,579</b>	<b>19,231,192</b>	<b>19.4%</b>
<b>Consumer Staples</b>				
97,356	Jamieson Wellness Inc.	3,021,420	3,907,870	
22,013	Premium Brands Holdings Corp.	2,228,200	2,783,324	
		<b>5,249,620</b>	<b>6,691,194</b>	<b>6.8%</b>
<b>Energy</b>				
311,527	ARC Resources Ltd.	2,672,601	3,582,561	
335,870	Enerflex Ltd.	2,669,218	2,572,764	
123,756	Gibson Energy Inc.	2,717,845	2,774,610	
528,221	Tamarack Valley Energy Ltd.	1,919,371	2,033,651	
2,562,379	Tidewater Midstream and Infrastructure Ltd.	2,669,439	3,331,093	
		<b>12,648,474</b>	<b>14,294,679</b>	<b>14.5%</b>
<b>Real Estate</b>				
129,477	Minto Apartment Real Estate Investment Trust	2,693,190	2,834,252	
658,482	StorageVault Canada Inc.	2,541,943	4,747,655	
140,206	Summit Industrial Income Real Estate Investment Trust	1,864,031	3,294,841	
		<b>7,099,164</b>	<b>10,876,748</b>	<b>11.0%</b>
<b>Utilities</b>				
96,316	Boralex Inc.	3,155,439	3,340,239	
236,683	Superior Plus Corp.	3,064,841	3,076,879	
		<b>6,220,280</b>	<b>6,417,118</b>	<b>6.5%</b>
<b>Materials</b>				
351,703	Chemtrade Logistics Income Fund	2,617,669	2,602,602	
118,610	Intertape Polymer Group Inc.	2,436,430	3,121,815	
		<b>5,054,099</b>	<b>5,724,417</b>	<b>5.8%</b>
<b>Financials</b>				
106,103	Definity Financial Corp.	2,936,390	3,133,222	
43,388	Equitable Group Inc.	2,842,690	2,989,867	
135,451	Propel Holdings Inc.	1,420,208	1,846,197	
136,944	Trisura Group Ltd.	2,854,658	6,530,858	
		<b>10,053,946</b>	<b>14,500,144</b>	<b>14.6%</b>
<b>Health Care</b>				
103,413	Andlauer Healthcare Group Inc.	3,069,991	5,587,403	
79,324	Neighbourly Pharmacy Inc.	1,832,680	3,168,201	
		<b>4,902,671</b>	<b>8,755,604</b>	<b>8.9%</b>
<b>Information Technology</b>				
104,852	Dye & Durham Ltd.	3,525,581	4,705,758	
		<b>3,525,581</b>	<b>4,705,758</b>	<b>4.8%</b>
<b>Consumer Discretionary</b>				
860,389	Diversified Royalty Corp.	2,289,988	2,426,297	
40,292	MTY Food Group Inc.	2,245,891	2,549,678	
		<b>4,535,879</b>	<b>4,975,975</b>	<b>5.0%</b>
		<b>78,275,293</b>	<b>96,172,829</b>	<b>97.3%</b>
	Transaction costs (Note 3)	<b>(100,357)</b>		
	<b>Total Investments</b>	<b>78,174,936</b>	<b>96,172,829</b>	<b>97.3%</b>
	<b>Other Net Assets (Liabilities)</b>		<b>2,647,293</b>	<b>2.7%</b>
	<b>Net Assets Attributable to Holders of Redeemable Units</b>		<b>98,820,122</b>	<b>100.0%</b>

# BARRANTAGH SMALL CAP CANADIAN EQUITY FUND

## Notes to Financial Statements

*For the year ended December 31, 2021*

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### 1. General information

Barrantagh Small Cap Canadian Equity Fund (the “Fund”) is a mutual fund trust established under the laws of Ontario pursuant to a Trust Agreement dated April 15, 2019. The Fund commenced operations on April 15, 2019. The investment objective of the Fund is to outperform the S&P/TSX Small Cap Canadian equity index over market cycles. The Fund primarily invests in common shares within the small cap area of the Canadian market.

The Fund’s registered office is at 100 Yonge Street, Suite 1700, Toronto ON M5C 2W1, Canada.

Barrantagh Investment Management Inc. (“the Manager”) provides investment advisory services and arranges for the provision of all general management and administrative services required by the Fund in its day-to-day operations, as the portfolio adviser for the Fund, the Manager is responsible for the management of the Fund’s investment portfolio. The Fund’s custodian, trustee and administrator is RBC Investor & Treasury Services.

The annual financial statements were approved by the Board of Directors of the Manager on March 15, 2022.

### 2. Basis of presentation

These financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS”). These financial statements have been prepared on the historical cost convention, as modified by the revaluation of financial assets and liabilities as fair value through profit or loss (“FVTPL”).

### 3. Summary of significant accounting policies

#### *Financial Instruments*

The Fund’s financial instruments include: investments, cash, subscriptions receivable, dividends receivable, management fee payable and accrued expenses. The Fund recognizes financial instruments at fair value upon initial recognition, plus transaction costs. The Fund’s business model is one in which financial assets and liabilities are managed with the objective of realizing cash flows through the sale of investments and decisions are made based on fair values and are managed to realize gains/losses based on fair value. The business model is aligned with the FVTPL classification and measurement category. Investments and derivatives, when applicable, are classified and measured at FVTPL under IFRS 9 Financial Instruments (“IFRS 9”).

The Fund’s Net Assets Attributable to Holders of Redeemable Units are measured at the redemption amount which approximates fair value. All other financial assets and liabilities are measured at amortized cost.

The Fund only offsets financial assets and financial liabilities if the Fund has a legally enforceable right to offset recognized amounts and either intends to settle on a net basis or to realize the asset and settle the liability simultaneously.

#### *Valuation of investments*

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair values of financial assets and liabilities traded in active markets (such as publicly traded marketable securities) are based on quoted market prices at the close of trading on the reporting date. The Fund uses the close price for both financial assets and financial liabilities where the close 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 circumstances.

The fair values of the investments are determined as follows:

- a) Securities listed on a recognized public stock exchange are stated at their close prices on the valuation date.
- b) Securities not listed on a recognized public stock exchange are valued based upon available public quotations in common use or at prices estimated to be fair value as determined by the Manager of the applicable Fund.
- c) Short term investments are stated at amortized cost which, given the short term nature of the investments, approximates fair value.
- d) Mutual fund units held are priced using the net asset value (“NAV”) per unit as of the valuation date for the particular fund.

# BARRANTAGH SMALL CAP CANADIAN EQUITY FUND

## Notes to Financial Statements

*For the year ended December 31, 2021*

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### *Investment transactions, income recognition and transaction costs*

Investment transactions are recorded on the trade date, which is the date on which the Fund commits to purchase or sell the investment. Dividend is recorded on ex-dividend date. Realized gains and losses from investment transactions are calculated on an average cost basis. Unrealized gains and losses are determined using the difference between the fair value and average cost. Distributions received from income trusts are recognized based on the nature of the underlying components such as dividend income, interest income, capital gains, and return of capital by applying previous year characterizations reported by the trust as current year characterizations are not available until the following year.

Transaction costs, when incurred, are included in the cost of investments purchased or are a reduction in the proceeds received on the sale of an investment. These costs are immediately recognized in profit or loss as an expense in the statements of comprehensive income.

### *Receivable for investments sold / payable for investments purchased*

Receivable for investments sold and payable for investments purchased represent investment transactions that have been contracted for but not yet settled or delivered on the statement of financial position dates, respectively.

These amounts are recognized initially at fair value and subsequently measured at amortized cost, which approximates fair value.

### *Cash*

Cash includes cash on hand, deposits held with Canadian chartered banks and bank overdraft balances, when applicable, are shown in current liabilities in the statement of financial position.

### *Other assets and liabilities*

Dividend receivable and subscriptions receivable are classified and recorded at amortized cost. Management fees payable and accrued expenses are classified as other liabilities and recorded at amortized cost. Other assets and liabilities are short term in nature and amortized cost approximates fair value.

### *Net Assets Attributable to Holders of Redeemable Units*

In accordance with IAS 32, Financial Instruments: Presentation ("IAS 32"), redeemable units of the Fund, which are considered puttable instruments, are classified as financial liabilities unless certain criteria are met for classification as equity instruments. Under IFRS, redeemable units which include a contractual obligation to repurchase or redeem them for cash or another financial asset are classified as financial liabilities. The Funds' outstanding units include a contractual obligation to distribute any net income and net realized capital gains in cash (at the request of the unitholder) and therefore the ongoing redemption feature is not the Fund's only contractual obligation. Consequently, the Fund's Net Assets Attributable to Holders of Redeemable Units are classified as financial liabilities in accordance with IAS 32.

### *Translation of foreign currencies*

The functional and presentation currency of the Fund is Canadian dollars.

- a) The fair value of investments and other assets and liabilities denominated in foreign currencies are translated into Canadian dollars at the prevailing rates on each valuation date.
- b) Purchases and sales of investments, as well as interest income denominated in foreign currencies are translated into Canadian dollars at the prevailing rates of exchange on the dates of the related transactions.
- c) Foreign currency gains and losses resulting from translations are reported in the statements of comprehensive income. Foreign currency gains and losses relating to cash are presented in the statements of comprehensive income within net foreign exchange gain (loss) on cash. Foreign currency gains and losses relating to financial assets and liabilities carried as FVTPL are presented in the statements of comprehensive income within change in unrealized appreciation (depreciation) of investments.

### *Increase (decrease) in net assets from operations attributable to holders of redeemable units*

Movements in net assets attributable to holders of redeemable units are recognized in the statements of changes in net assets attributable to holders of redeemable units. Increase (decrease) in net assets attributable to holders of redeemable units per unit per series in the statements of comprehensive income represents the increase (decrease) in net assets attributable to holders of redeemable units, divided by the weighted average number of units outstanding for each class of units.

# BARRANTAGH SMALL CAP CANADIAN EQUITY FUND

## Notes to Financial Statements

For the year ended December 31, 2021

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### *Unit valuation*

A separate NAV is calculated on every valuation date for each Series of units. A valuation date is each business day that the Manager is open for business and on which the Toronto Stock Exchange is open for trading. The NAV of each specific Series of units is computed by calculating the value of the Series' proportionate share of the assets and liabilities of the Fund attributable only to that Series. expenses directly attributable to a Series are charged directly to that Series. Other expenses, income, and realized and unrealized capital gains and losses are allocated proportionately to each Series based on the relative NAV of each Series.

### *Taxation*

The Fund qualifies as a mutual fund trust under the Income Tax Act (Canada) (the "Act"). 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 Statement of Financial Position as a deferred income tax asset. However, such part of the Fund's taxable income including net realized taxable capital gains that is not paid or payable will be taxable to the fund. Income tax on net taxable realized capital gains not paid or payable will generally be recoverable by virtue of refunding provisions contained in the Act and provincial income tax legislation, as redemptions occur.

As at December 31, 2021, the Fund had \$nil (December 31, 2020- \$866,010) in capital losses carry forward and no non-capital losses. The capital losses have no expiry and the non-capital losses can be carried forward for up to twenty years.

The Fund may incur 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 presented separately in the Statement of Comprehensive Income.

### *Income and expense allocation*

Realized gains (losses), changes in unrealized appreciation/depreciation on investments, income and expenses that are common to the Fund as a whole are allocated daily to each Series based on the proportionate share of the NAV of the Series.

### *Critical accounting estimates and assumptions*

The preparation of financial statements in compliance with IFRS requires management to exercise its judgment in applying its accounting policies and to make estimates and assumptions about the future. The significant accounting judgments and estimates that the Fund has made in preparing the financial statements include the fair value measurement of financial assets and the classification of financial assets and liabilities.

Refer to Note 4 for further information about the fair value measurement of the Fund's financial instruments.

### *Investment entity*

The Fund has determined that it is an investment entity as defined by IFRS 10, Consolidated Financial Statements and the Amendments to IFRS 10, as the following conditions exist:

- The Fund has obtained funds from one or more investors for the purpose of providing those investors with investment management services;
- The fund has committed to its investor that its business purpose is to invest funds solely for returns from capital appreciation and investment income; and,
- The Fund measures and evaluates the performance of substantially all of its investments on a fair value basis.

As an investment entity, the Fund is exempted from consolidating unlisted open-ended investment funds and exchange-traded funds, if any, and instead is required to measure its investments in these unlisted open-ended investment funds and exchange-traded funds at FVTPL.

## **4. Fair value measurement**

The Fund manages its investments at fair value which are categorized into a fair value hierarchy prioritizing fair value measurements based on the transparency of inputs used in valuation techniques to measure fair value. The hierarchy provides the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are as follows:

Level 1: Inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities.

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## Notes to Financial Statements

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Level 2: Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, including inputs in markets that are not considered to be active.

Level 3: Inputs that are unobservable. There is little if any market activity. Inputs into the determination of fair value require significant management judgement, estimation or use of valuation techniques.

If inputs of different levels are used to measure an asset's or liability's fair value, the classification within the hierarchy is based on the lowest level input that is significant to the fair value measurement.

Where there is a significant impact to the fair value estimate of Level 3 financial instruments in applying reasonable possible alternative assumptions, a range in fair value will be disclosed in the financial statements.

### Fair value hierarchy

The following fair value hierarchy table presents information about the Fund's assets measured at fair value as at

As at December 31, 2021

	Level 1 (\$000's)	Level 2 (\$000's)	Level 3 (\$000's)	Total (\$000's)
Canadian Equities	96,172,829	-	-	96,172,829
Total Investments	96,172,829	-	-	96,172,829

As at December 31, 2020

	Level 1 (\$000's)	Level 2 (\$000's)	Level 3 (\$000's)	Total (\$000's)
Canadian Equities	46,484,069	-	-	46,484,069
Total Investments	46,484,069	-	-	46,484,069

All fair value measurements above are performed on a recurring basis. If an instrument classified as Level 1 subsequently ceases to be actively traded, it is transferred out of Level 1 and reclassified into Level 2 or Level 3, as appropriate.

### Movements between Level 1 and Level 2 financial instruments

There were no transfers between Level 1 and 2 for the year ended December 31, 2021 and 2020.

### Valuation of Level 3 financial instruments

The Fund did not hold any Level 3 investments at the beginning of, during, or at the end of December 31, 2021.

## 5. Redeemable units

The Fund is authorized to issue an unlimited number of Series F, Series O and Series A units. Series A units were available for issue April 30, 2021. Series O is available to investors who have been approved by the manager and who have invested a negotiated minimum amount pursuant to the simplified prospectus. Series F and O are available through authorized dealers.

Redeemable units are issued and redeemed at the unitholder's option at the Fund's NAV per unit at the time of issue or redemption. The Fund's NAVs per unit is calculated by dividing the Fund total NAV of each Series by the total number of outstanding redeemable units for that Series.

Redeemable units are carried at the redemption amount that is payable on the statements of financial position date if the holder exercises the right to put the units back in the Fund. If the unitholders redeem units, they are entitled to the proportionate share of NAV, represented by the Fund's NAV per unit. The relevant movements are shown in the statements of changes in net assets attributable to holders of redeemable units.

All distributions of the Fund in respect of investment income and realized capital gains are reinvested automatically in additional units of the Fund at the NAV per unit on the distribution date, unless a unitholder requests in writing to receive their distribution in cash.

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Below table discloses the total number of units outstanding as at December 31, 2021 and 2020.

	2021	2020	2021	2020
<b>Redeemable Unit Transactions</b>	<b>Class A</b>		<b>Class F</b>	
Redeemable Unit Outstanding, Beginning of the period	-	-	1,734,420	494,676
Redeemable Unit Issued	66,803	-	2,689,198	1,481,977
Redeemable Units Issued on Reinvestments	272	-	12,196	7,839
Redeemable Units Redeemed	(8,212)	-	(647,685)	(250,072)
<b>Redeemable Unit Outstanding, End of the period</b>	<b>58,863</b>	<b>-</b>	<b>3,788,129</b>	<b>1,734,420</b>
	<b>2021</b>	<b>2020</b>		
<b>Redeemable Unit Transactions</b>	<b>Class O</b>			
Redeemable Unit Outstanding, Beginning of the period	2,284,366	1,892,241		
Redeemable Unit Issued	879,313	587,346		
Redeemable Units Issued on Reinvestments	34,657	23,551		
Redeemable Units Redeemed	(217,709)	(218,772)		
<b>Redeemable Unit Outstanding, End of the period</b>	<b>2,980,627</b>	<b>2,284,366</b>		

### 6. Financial risk management

The Fund is exposed to a variety of financial risks: market risk (including price risk, interest rate risk, foreign currency risk, liquidity risk, concentration risk and credit 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 minimize potential adverse effects from the unpredictability of financial markets on the Fund's financial performance.

The success of the Fund's activities may be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws, and national and international political circumstances. These factors may affect the level and volatility of securities prices and the liquidity of the Fund's investments. Unexpected volatility or illiquidity could impair the Fund's profitability or result in losses.

The value of the Fund's investments may change due to one or more of the following financial instrument risks:

Market disruptions associated with the COVID-19 pandemic have had a global impact, and uncertainty exists as to the long-term implications. Such disruptions can adversely affect the financial instrument risks associated with the Fund.

#### *Other Price risk*

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from currency or interest rate risk).

The investments of the Fund are subject to normal market fluctuations and the risks inherent in investment in financial markets. The maximum risk resulting from financial instruments held by the Fund is determined by the fair value of the financial instruments. The Manager moderates this risk through a careful selection of securities within specified limits and the Fund's market risk is managed through diversification of the investment portfolio. The Manager monitors the Fund's overall market positions on a daily basis and positions are maintained within established ranges.

At December 31, 2021 and 2020 the Fund's exposure to other price risk is as follows:

	<b>December 31, 2021</b>		December 31, 2020	
	<b>Fair Value</b>	<b>% Net Assets</b>	<b>Fair Value</b>	<b>% Net Assets</b>
Equities	\$ 96,172,829	97.3%	\$ 46,484,069	93.0%

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If the fair value of the equities investments held by the Fund as at December 31, 2021 had increased or decreased by 5.0%, with all other variables held constant, this would have impacted net assets by approximately \$4,808,641 (2020 - \$2,324,203).

### *Interest rate risk*

The majority of the Fund's financial assets and liabilities are non-interest bearing. As a result, the Fund is not subject to significant amounts of risk due to fluctuations in the prevailing level of interest rates.

### *Currency risk*

Currency risk is the risk that the financial instruments or transactions entered into by the Fund that are denominated in currencies other than the Canadian dollar, will fluctuate due to changes in foreign exchange rates. The Fund holds assets and liabilities, including cash primarily denominated in Canadian dollars. Therefore, the currency risk is immaterial as at December 31, 2021 and 2020.

### *Credit risk*

Credit risk is the risk that a loss could arise when a security issuer or counterparty to a financial instrument is unable to meet its financial obligations. All transactions in listed securities are settled upon delivery using approved brokers. The credit risk of related to associated receivables is considered minimal. Payment is made on a purchase once the securities have been received by the broker. The trade will fail if either party fails to meet its obligation.

As at December 31, 2021 and 2020, the Fund's direct exposure to credit risk was limited to cash balances and receivables.

### *Liquidity risk*

Liquidity risk is the risk that the Fund may not be able to generate sufficient cash resources to settle its obligations in full as they fall due or can only do so on terms that are materially disadvantageous.

The Fund is exposed to the daily cash redemptions of its redeemable units. Units are redeemable on demand at the then current NAV per unit.

This risk is managed by investing the majority of its assets in investments that are traded in active markets and can be readily disposed. In addition, the Fund retains sufficient cash to maintain liquidity. The Manager monitors the Fund's liquidity position on a daily basis.

The contractual maturity of the Fund's financial liabilities is less than three months.

### *Concentration risk*

Concentration risk arises from financial instruments that have similar characteristics and are affected similarly by changes in economic or other conditions. The Fund's concentration risk is disclosed by equity category within the Schedule of Investment Portfolio.

Sector	As a % of Total Equity	
	December 31, 2021	December 31, 2020
Industrials	19.4	32.3
Financials	14.6	4.5
Energy	14.5	8.7
Real Estate	11.0	10.0
Health Care	8.9	-
Consumer Staples	6.8	14.5
Utilities	6.5	11.3
Materials	5.8	6.6
Consumer Discretionary	5.0	2.4
Information Technology	4.8	2.7
Total	97.3	93.0

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## Notes to Financial Statements

For the year ended December 31, 2021

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### *Capital risk management*

Redeemable units issued and outstanding are considered to be the capital of the Fund. The Fund does not have any specific externally imposed capital requirements on the subscription and redemption of the units, other than certain minimum subscription requirements. The Manager manages the capital of the Fund in accordance with the Fund's investment objectives.

### **7. Related Party transactions**

#### (a) Management fees:

The Manager is entitled to an annual management fee for providing services including investment management, oversight of the service providers and general fund administration.

The management fee in respect of Series F units is paid by the Fund at a rate of 1.00% per annum of the Fund's NAV attributable to the Series F units calculated daily, based on the average daily NAV and payable monthly in arrears.

The management fee in respect of Series O units is negotiated between each unitholder and the Manager at maximum rates of up to 1.00% per annum of the Fund's NAV attributable to the Series O units calculated daily, based on the average daily NAV and payable either monthly or quarterly, and subject to review from time to time. The management fee in respect of the Series O units is not paid by the Fund but by the unitholder directly.

The management fee in respect of Series A units is paid by the Fund at a rate of 1.00% per annum of the Fund's NAV attributable to the Series A units calculated daily, based on the average daily NAV and payable monthly in arrears. For Series A units the dealer may charge a trailing commission of up to another 1%.

Management fees are subject to applicable taxes, including GST and HST. The Manager may choose to absorb or waive some of the management fees incurred by the Fund.

#### (a) Operating Expenses:

The Fund pays its own operating expenses. These expenses include audit and accounting fees, custodial expenses, accounting and recordkeeping costs, legal expenses, prospectus preparation and filing costs (other than the cost of preparing the initial prospectus for the Fund), and other day-to-day operating expenses. The Fund also pays HST or GST (as applicable) on these expenses.

The Fund is also responsible for the fees and expenses of its Independent Review Committee (IRC). Each member of the IRC is paid \$8,000 per annum and the Chairman is paid \$12,000 per annum.

(b) There are no units of this fund held by any officers, directors or related persons or entities of the Manager.

### **8. Subsequent Events**

In February 2022, Russian forces entered the Ukraine and armed conflict commenced. Economic sanctions have been placed on Russia and certain of its citizens, including the exclusion of Russia from the SWIFT global payments network. Price volatility has increased substantially since December 31, 2021. It is uncertain how long the conflict, economic sanctions and market instability will continue and whether they will escalate further. These current geopolitical tensions, together with international sanctions being imposed by many countries, may have a significant economic impact, not only on exposures within Russia and Ukraine, but may affect global market risk and could result in greater volatility and uncertainty globally and across sectors. The ultimate impact at this time is unknown, and the manager will continue to monitor these events closely.