



E D G E P O I N T

EdgePoint Canadian Portfolio

Financial Statements

For the year ended December 31, 2018

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying Financial Statements have been prepared by the Manager, EdgePoint Wealth Management Inc., on behalf of EdgePoint Canadian Portfolio (the "Fund"). Management is responsible for the information and representations contained in these Financial Statements.

Management has maintained appropriate processes to ensure that relevant and reliable financial information is produced. The Financial Statements have been prepared in accordance with International Financial Reporting Standards and include certain amounts based on estimates and assumptions. The significant accounting policies that management believes are appropriate for the Fund are described in Note 3 to the Financial Statements.

KPMG LLP, the Fund's external auditor, has audited the Financial Statements in accordance with Canadian generally accepted auditing standards to enable them to express to unitholders their opinion on the Financial Statements. Their report, as auditors, is set forth herein.

The Board of Directors is responsible for reviewing and approving the Fund's Financial Statements, overseeing management's performance of its financial reporting responsibilities and engaging the independent auditors. The Board of Directors is composed of senior management of the Manager. For all series of units of the Fund, the Financial Statements have been reviewed and approved by the Board of Directors.



Patrick Farmer
Chief Executive Officer and Director
March 7, 2019



Norman Tang
Director of Finance, as Chief Financial Officer
March 7, 2019

Independent Auditors' Report

To the Unitholders of EdgePoint Canadian Portfolio

Opinion

We have audited the financial statements of EdgePoint Canadian Portfolio (the Entity), which comprise:

- the statements of financial position as at December 31, 2018 and 2017
- the statements of comprehensive income for the years then ended
- the statements of changes in net assets attributable to unitholders of redeemable units for the years then ended
- the statements of cash flows for the years then ended
- and notes to the financial statements, including a summary of significant accounting policies

(hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Entity 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 (IFRS).

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 "**Auditors' Responsibilities for the Audit of the Financial Statements**" section of our auditors' report.

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

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

Other Information

Management is responsible for the other information. Other information comprises:

- the information included in Management Report of Fund Performance filed with the relevant Canadian Securities Commissions.

Our opinion on the financial statements does not cover the other information and we do not and will 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 and remain alert for indications that the other information appears to be materially misstated.

We obtained the information included in Management Report of Fund Performance filed with the relevant Canadian Securities Commissions as at the date of this auditors' report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditors' report.

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 International Financial Reporting Standards (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 Entity'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 Entity or to cease operations, or has no realistic alternative but to do so.

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

Auditors' 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 auditors' 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 the 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 Entity'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 Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 auditors' report. However, future events or conditions may cause the Entity 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.
- 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.



Chartered Professional Accountants, Licensed Public Accountants

Toronto, Canada

March 7, 2019

EdgePoint Canadian Portfolio

Statements of Financial Position
(in '000s except per unit amounts and number of units)
As at December 31, 2018 and 2017

| | 2018 | 2017 |
|---|---------------------|---------------------|
| Assets | | |
| Investments at fair value* | \$ 1,569,695 | \$ 1,578,040 |
| Cash and cash equivalents | 26,409 | 182,969 |
| Dividends receivable | 4,067 | 2,635 |
| Receivable for units subscribed | 3,561 | 6,220 |
| Receivable for securities sold | 1,086 | – |
| Interest and other receivables | 48 | 134 |
| Foreign exchange forward contracts at fair value | – | 394 |
| Total assets | \$ 1,604,866 | \$ 1,770,392 |
| Liabilities excluding net assets attributable to unitholders of redeemable units | | |
| Foreign exchange forward contracts at fair value | \$ 4,526 | \$ 369 |
| Payable for units redeemed | 2,699 | 1,244 |
| Payable for securities purchased | 345 | 1,054 |
| Accrued liabilities | – | 69 |
| Total liabilities | \$ 7,570 | \$ 2,736 |
| Net assets attributable to unitholders of redeemable units | \$ 1,597,296 | \$ 1,767,656 |
| Net assets attributable to unitholders of redeemable units | | |
| Series A | \$ 444,637 | \$ 530,236 |
| Series A(N) | 247,867 | 282,489 |
| Series B | 24,049 | 43,250 |
| Series B(N) | 8,439 | 13,156 |
| Series F | 534,733 | 560,409 |
| Series F(N) | 187,750 | 189,339 |
| Series I | 149,821 | 148,777 |
| Number of units outstanding | | |
| Series A | 18,813,587 | 18,123,851 |
| Series A(N) | 10,447,202 | 9,589,469 |
| Series B | 1,005,031 | 1,484,170 |
| Series B(N) | 353,534 | 449,718 |
| Series F | 22,128,485 | 18,473,058 |
| Series F(N) | 7,746,365 | 6,222,077 |
| Series I | 5,844,127 | 4,619,120 |
| Net assets attributable to unitholders of redeemable units, per unit | | |
| Series A | \$ 23.63 | \$ 29.26 |
| Series A(N) | 23.73 | 29.46 |
| Series B | 23.93 | 29.14 |
| Series B(N) | 23.87 | 29.25 |
| Series F | 24.16 | 30.34 |
| Series F(N) | 24.24 | 30.43 |
| Series I | 25.64 | 32.21 |

*Cost of investments is reflected in the *Schedule of Investment Portfolio*.

The accompanying notes are an integral part of these annual Financial Statements.

ON BEHALF OF THE BOARD:



Tye Bousada, Director



Geoff MacDonald, Director

EdgePoint Canadian Portfolio

Statements of Comprehensive Income
(in '000s except per unit amounts)
Years ended December 31, 2018 and 2017

| | 2018 | 2017 |
|--|---------------------|-------------------|
| Income: | | |
| Dividends | \$ 32,850 | \$ 21,794 |
| Interest for distribution purposes | 5,857 | 3,704 |
| Income from securities lending | 4 | – |
| Foreign currency gain (loss) on cash and other net assets | 497 | (215) |
| Other net changes in fair value of financial assets and financial liabilities at fair value through profit or loss: | | |
| Net realized gain (loss) on investments | 120,810 | 36,585 |
| Net realized gain (loss) on foreign exchange forward contracts | (4,840) | 8,939 |
| Change in unrealized appreciation (depreciation) on investments and derivatives | (426,972) | 100,777 |
| | <u>\$ (271,794)</u> | <u>\$ 171,584</u> |
| Expenses: | | |
| Management fees (Note 4) | \$ 21,787 | \$ 18,961 |
| Goods and Service Tax / Harmonized Sales Tax | 2,480 | 2,168 |
| Transaction costs | 1,925 | 928 |
| Administration and transfer agent fees (Note 4) | 924 | 833 |
| Foreign withholding tax | 505 | 371 |
| Filing fees | 169 | 70 |
| Fund accounting | 66 | 59 |
| Custody fees | 61 | 38 |
| Unitholder reporting | 34 | 45 |
| Audit fees | 14 | 18 |
| Legal fees | 4 | 6 |
| Independent Review Committee fees | 4 | 8 |
| Total expenses | <u>\$ 27,973</u> | <u>\$ 23,505</u> |
| Increase (decrease) in net assets attributable to unitholders of redeemable units | <u>\$ (299,767)</u> | <u>\$ 148,079</u> |
| Increase (decrease) in net assets attributable to unitholders of redeemable units | | |
| Series A | \$ (88,618) | \$ 44,021 |
| Series A(N) | (47,741) | 23,326 |
| Series B | (5,393) | 3,826 |
| Series B(N) | (1,733) | 1,202 |
| Series F | (98,073) | 45,402 |
| Series F(N) | (34,067) | 14,465 |
| Series I | (24,142) | 14,984 |
| Series O | – | 853 |
| Increase (decrease) in net assets attributable to unitholders of redeemable units, per unit | | |
| Series A | \$ (4.77) | \$ 2.54 |
| Series A(N) | (4.75) | 2.61 |
| Series B | (4.37) | 2.43 |
| Series B(N) | (4.31) | 2.47 |
| Series F | (4.70) | 2.95 |
| Series F(N) | (4.70) | 3.09 |
| Series I | (4.95) | 3.46 |
| Series O | – | 0.84 |

The accompanying notes are an integral part of these annual Financial Statements.

EdgePoint Canadian Portfolio

Statements of Changes in Net Assets Attributable to Unitholders
of Redeemable Units (in '000s except number of units)
Years ended December 31, 2018 and 2017

| | Series A | | Series A(N) | | Series B | |
|---|-------------|-------------|-------------|-------------|-----------|-----------|
| | 2018 | 2017 | 2018 | 2017 | 2018 | 2017 |
| Net assets attributable to unitholders of redeemable units, beginning of year | \$ 530,236 | \$ 431,679 | \$ 282,489 | \$ 221,269 | \$ 43,250 | \$ 47,033 |
| Increase (decrease) in net assets attributable to unitholders of redeemable units | (88,618) | 44,021 | (47,741) | 23,326 | (5,393) | 3,826 |
| Redeemable unit transactions: | | | | | | |
| Proceeds from issue of redeemable units | 112,815 | 145,479 | 55,641 | 72,540 | 6,345 | 11,674 |
| Reinvestment of distributions to unitholders of redeemable units | 15,074 | – | 9,331 | – | 344 | – |
| Redemption of redeemable units | (109,379) | (90,943) | (42,234) | (34,646) | (20,106) | (19,283) |
| Distributions to Unitholders of Redeemable Units | | | | | | |
| Net investment income | – | – | – | – | – | – |
| Capital gains | (15,491) | – | (9,619) | – | (391) | – |
| Net increase (decrease) in net assets attributable to unitholders of redeemable units | (85,599) | 98,557 | (34,622) | 61,220 | (19,201) | (3,783) |
| Net assets attributable to unitholders of redeemable units at end of year | \$ 444,637 | \$ 530,236 | \$ 247,867 | \$ 282,489 | \$ 24,049 | \$ 43,250 |
| Redeemable units issued and outstanding: | | | | | | |
| Balance, beginning of year | 18,123,851 | 16,160,458 | 9,589,469 | 8,240,551 | 1,484,170 | 1,763,073 |
| Redeemable units issued for cash, including reinvested distributions | 4,694,869 | 5,216,913 | 2,363,764 | 2,581,377 | 241,886 | 420,964 |
| Redeemable units redeemed | (4,005,133) | (3,253,520) | (1,506,031) | (1,232,459) | (721,025) | (699,867) |
| Balance, end of year | 18,813,587 | 18,123,851 | 10,447,202 | 9,589,469 | 1,005,031 | 1,484,170 |

| | Series B(N) | | Series F | | Series F(N) | |
|---|-------------|-----------|-------------|-------------|-------------|------------|
| | 2018 | 2017 | 2018 | 2017 | 2018 | 2017 |
| Net assets attributable to unitholders of redeemable units, beginning of year | \$ 13,156 | \$ 14,517 | \$ 560,409 | \$ 323,648 | \$ 189,339 | \$ 103,211 |
| Increase (decrease) in net assets attributable to unitholders of redeemable units | (1,733) | 1,202 | (98,073) | 45,402 | (34,067) | 14,465 |
| Redeemable unit transactions: | | | | | | |
| Proceeds from issue of redeemable units | 2,456 | 3,092 | 223,956 | 258,450 | 85,648 | 97,559 |
| Reinvestment of distributions to unitholders of redeemable units | 193 | – | 24,511 | 118 | 8,807 | 212 |
| Redemption of redeemable units | (5,434) | (5,655) | (144,911) | (67,061) | (51,019) | (25,855) |
| Distributions to Unitholders of Redeemable Units | | | | | | |
| Net investment income | – | – | (2,043) | – | (856) | – |
| Capital gains | (199) | – | (29,116) | (148) | (10,102) | (253) |
| Net increase (decrease) in net assets attributable to unitholders of redeemable units | (4,717) | (1,361) | (25,676) | 236,761 | (1,589) | 86,128 |
| Net assets attributable to unitholders of redeemable units at end of year | \$ 8,439 | \$ 13,156 | \$ 534,733 | \$ 560,409 | \$ 187,750 | \$ 189,339 |
| Redeemable units issued and outstanding: | | | | | | |
| Balance, beginning of year | 449,718 | 543,084 | 18,473,058 | 11,816,926 | 6,222,077 | 3,755,537 |
| Redeemable units issued for cash, including reinvested distributions | 96,012 | 110,418 | 8,803,645 | 8,974,467 | 3,360,721 | 3,364,331 |
| Redeemable units redeemed | (192,196) | (203,784) | (5,148,218) | (2,318,335) | (1,836,433) | (897,791) |
| Balance, end of year | 353,534 | 449,718 | 22,128,485 | 18,473,058 | 7,746,365 | 6,222,077 |

EdgePoint Canadian Portfolio

Statements of Changes in Net Assets Attributable to Unitholders
of Redeemable Units (in '000s except number of units)
Years ended December 31, 2018 and 2017

| | Series I | | Series O | | Total | |
|---|------------|------------|----------|-------------|--------------|--------------|
| | 2018 | 2017 | 2018 | 2017 | 2018 | 2017 |
| Net assets attributable to unitholders of redeemable units, beginning of year | \$ 148,777 | \$ 108,578 | \$ – | \$ 21,632 | \$ 1,767,656 | \$ 1,271,567 |
| Increase (decrease) in net assets attributable to unitholders of redeemable units | (24,142) | 14,984 | – | 853 | (299,767) | 148,079 |
| Redeemable unit transactions: | | | | | | |
| Proceeds from issue of redeemable units | 43,110 | 38,820 | – | 899 | 529,971 | 628,513 |
| Reinvestment of distributions to unitholders of redeemable units | 8,888 | 1,006 | – | – | 67,148 | 1,336 |
| Redemption of redeemable units | (16,647) | (13,443) | – | (23,384) | (389,730) | (280,270) |
| Distributions to Unitholders of Redeemable Units | | | | | | |
| Net investment income | (2,190) | – | – | – | (5,089) | – |
| Capital gains | (7,975) | (1,168) | – | – | (72,893) | (1,569) |
| Net increase (decrease) in net assets attributable to unitholders of redeemable units | 1,044 | 40,199 | – | (21,632) | (170,360) | 496,089 |
| Net assets attributable to unitholders of redeemable units at end of year | \$ 149,821 | \$ 148,777 | \$ – | \$ – | \$ 1,597,296 | \$ 1,767,656 |
| Redeemable units issued and outstanding: | | | | | | |
| Balance, beginning of year | 4,619,120 | 3,741,680 | – | 1,043,549 | | |
| Redeemable units issued for cash, including reinvested distributions | 1,767,226 | 1,311,456 | – | 42,325 | | |
| Redeemable units redeemed | (542,219) | (434,016) | – | (1,085,874) | | |
| Balance, end of year | 5,844,127 | 4,619,120 | – | – | | |

The accompanying notes are an integral part of these annual Financial Statements.

| | 2018 | 2017 |
|---|--------------|--------------|
| Cash flow from (used by) operating activities | | |
| Increase (decrease) in net assets attributable to unitholders of redeemable units | \$ (299,767) | \$ 148,079 |
| Adjustments for: | | |
| Foreign currency (gain) loss on cash and other net assets | (497) | 215 |
| Net realized (gain) loss on investments and derivatives | (120,810) | (36,585) |
| Net realized (gain) loss on foreign exchange forward contracts | 4,840 | (8,939) |
| Change in unrealized (appreciation) depreciation on investments and derivatives | 426,972 | (100,777) |
| (Increase) decrease in interest and other receivable | 86 | (122) |
| (Increase) decrease in dividends receivable | (1,432) | (1,086) |
| Increase (decrease) in accrued liabilities | (69) | (765) |
| Purchases of investments | (845,818) | (415,718) |
| Proceeds from the sales of investments | 550,757 | 153,845 |
| Proceeds from (to) settlement of foreign exchange forward contracts | (4,840) | 8,939 |
| Net cash generated from (used by) operating activities | \$ (290,578) | \$ (252,914) |
| Cash flows from (used by) financing activities | | |
| Distributions to unitholders of redeemable units, net of reinvested distributions | \$ (10,834) | \$ (233) |
| Proceeds from redeemable units issued | 532,630 | 627,533 |
| Amount paid on redemption of redeemable units | (388,275) | (280,095) |
| Net cash generated from (used by) financing activities | \$ 133,521 | \$ 347,205 |
| Net increase (decrease) in cash and cash equivalents | \$ (157,057) | \$ 94,291 |
| Foreign currency gain (loss) on cash and other net assets | 497 | (215) |
| Cash and cash equivalents, beginning of year | 182,969 | 88,893 |
| Cash and cash equivalents, end of year | \$ 26,409 | \$ 182,969 |
| Cash and cash equivalents comprise: | | |
| Cash at bank | \$ 26,409 | \$ 182,969 |
| Interest received, net of withholding tax | \$ 5,943 | \$ 3,582 |
| Dividends received, net of withholding tax | \$ 30,913 | \$ 20,337 |

The accompanying notes are an integral part of these annual Financial Statements.

EdgePoint Canadian Portfolio

Schedule of Investment Portfolio
(in '000s except number of shares/units)
As at December 31, 2018

| Number of shares/units | Security | Average cost | Fair value | % of net assets |
|-------------------------------|--|----------------|----------------|-----------------|
| Equities | | | | |
| Banks | | | | |
| 740,622 | Bank of Nova Scotia | \$ 43,717 | \$ 50,399 | 3.16% |
| 598,110 | Toronto-Dominion Bank | 23,139 | 40,588 | 2.54% |
| 249,473 | Wells Fargo & Co. | 17,602 | 15,694 | 0.98% |
| | | <u>84,458</u> | <u>106,681</u> | <u>6.68%</u> |
| Consumer Discretionary | | | | |
| 1,102,396 | Restaurant Brands International Inc. | 57,971 | 78,623 | 4.92% |
| 2,679,730 | AutoCanada Inc. | 40,189 | 30,415 | 1.90% |
| 8,661,048 | Real Matters Inc. | 38,714 | 28,582 | 1.79% |
| 611,347 | Gildan Activewear Inc. | 23,464 | 25,334 | 1.59% |
| 352,000 | Great Canadian Gaming Corp. | 16,863 | 16,850 | 1.06% |
| 483,094 | Subaru Corp. | 18,391 | 14,201 | 0.89% |
| | | <u>195,592</u> | <u>194,005</u> | <u>12.15%</u> |
| Consumer Staples | | | | |
| 390,174 | Alimentation Couche-Tard Inc., Class B SV | 25,092 | 26,497 | 1.66% |
| 206,200 | Shiseido Co. Ltd. | 17,256 | 17,701 | 1.11% |
| | | <u>42,348</u> | <u>44,198</u> | <u>2.77%</u> |
| Diversified Financials | | | | |
| 13,277,499 | Element Fleet Management Corp. | 94,808 | 91,747 | 5.74% |
| 946,858 | Onex Corp. | 49,547 | 70,399 | 4.41% |
| 790,356 | Brookfield Asset Management Inc., Class A | 42,855 | 41,351 | 2.59% |
| 770,340 | Guardian Capital Group Ltd., class A | 14,186 | 16,994 | 1.06% |
| 5,353,752 | Westaim Corp. | 14,110 | 13,813 | 0.86% |
| 4,304,790 | Urbana Corp. | 6,157 | 9,514 | 0.60% |
| 899,573 | Crown Capital Partners Inc. | 8,575 | 9,355 | 0.59% |
| 51,921 | Affiliated Managers Group Inc. | 7,518 | 6,907 | 0.43% |
| 270,840 | Urbana Corp. | 340 | 677 | 0.04% |
| 35,368 | Fairfax India Holdings Corp. | 594 | 634 | 0.04% |
| | | <u>238,690</u> | <u>261,391</u> | <u>16.36%</u> |
| Energy | | | | |
| 4,949,211 | PrairieSky Royalty Ltd. | 134,849 | 87,453 | 5.47% |
| 24,948,669 | CES Energy Solutions Corp. | 110,609 | 78,588 | 4.92% |
| 2,995,965 | Computer Modelling Group Ltd. | 27,584 | 18,245 | 1.14% |
| 8,940,460 | Advantage Oil & Gas Ltd. | 34,496 | 17,702 | 1.11% |
| 2,227,523 | Peyto Exploration & Development Corp. | 37,122 | 15,771 | 0.99% |
| 880,844 | Total Energy Services Inc. | 11,167 | 8,606 | 0.54% |
| 4,588,994 | Rising Star Resources Ltd. | 5,355 | 8,031 | 0.50% |
| 5,212,535 | Pulse Seismic Inc. | 13,900 | 7,767 | 0.49% |
| 789,273 | ZCL Composites Inc. | 4,813 | 4,964 | 0.31% |
| 9,706,646 | Essential Energy Services Ltd. | 11,837 | 2,912 | 0.18% |
| 1,750,000 | Star Valley Drilling Ltd., subscription receipts | 1,750 | 1,750 | 0.11% |
| 1,777,777 | Altura Energy Inc. | 600 | 720 | 0.05% |
| 118,171 | Tervita Corp., Warrants due 07/19/2020 | 6 | 43 | 0.00% |
| 103,333,332 | Iskander Energy Corp. | 3,500 | 2 | 0.00% |
| | | <u>397,588</u> | <u>252,554</u> | <u>15.81%</u> |
| Health Care | | | | |
| 1,635,000 | Knight Therapeutics Inc. | 13,323 | 12,573 | 0.79% |
| 1,350,323 | Novelion Therapeutics Inc. | 11,165 | 1,585 | 0.10% |
| | | <u>24,488</u> | <u>14,158</u> | <u>0.89%</u> |
| Industrials | | | | |
| 1,548,895 | ATS Automation Tooling Systems Inc. | 14,265 | 22,289 | 1.39% |
| 124,105 | WABCO Holdings Inc. | 14,668 | 18,186 | 1.14% |
| 109,814 | Middleby Corp. | 16,896 | 15,401 | 0.97% |
| 681,255 | Mitsubishi Electric Corp. | 13,368 | 10,322 | 0.65% |
| 435,333 | Kubota Corp. | 9,195 | 8,467 | 0.53% |
| 124,780 | WESCO International Inc. | 10,748 | 8,177 | 0.51% |
| | | <u>79,140</u> | <u>82,842</u> | <u>5.19%</u> |

EdgePoint Canadian Portfolio

Schedule of Investment Portfolio (Continued)
(in '000s except number of shares/units)
As at December 31, 2018

| Number of shares/units | Security | Average cost | Fair value | % of net assets |
|---|--|---------------------|---------------------|-----------------|
| Information Technology | | | | |
| 88,732 | Constellation Software Inc. | \$ 37,061 | \$ 77,539 | 4.85% |
| 422,949 | Optiva Inc. | 21,404 | 19,849 | 1.24% |
| 163,028 | TE Connectivity Ltd. | 12,595 | 16,833 | 1.05% |
| 771,299 | TECSYS Inc. | 6,568 | 9,533 | 0.60% |
| | | <u>77,628</u> | <u>123,754</u> | <u>7.74%</u> |
| Insurance | | | | |
| 117,518 | Fairfax Financial Holdings Ltd. | 67,267 | 70,626 | 4.42% |
| 3,600,634 | Manulife Financial Corp. | 84,872 | 69,744 | 4.37% |
| 445,963 | Vienna Insurance Group | 12,950 | 14,147 | 0.88% |
| 736,847 | Echelon Financial Holdings Inc. | 9,718 | 10,316 | 0.64% |
| | | <u>174,807</u> | <u>164,833</u> | <u>10.31%</u> |
| Materials | | | | |
| 6,017,430 | Osisko Gold Royalties Ltd. | 80,679 | 72,029 | 4.51% |
| 3,158,061 | Altius Minerals Corp. | 38,417 | 34,139 | 2.14% |
| 267,781 | Franco-Nevada Corp. | 16,588 | 25,635 | 1.61% |
| 1,161,336 | AirBoss of America Corp. | 14,301 | 9,964 | 0.62% |
| 125,000 | Osisko Gold Royalties Ltd., Warrants due 02/26/2019 | 275 | 1 | 0.00% |
| | | <u>150,260</u> | <u>141,768</u> | <u>8.88%</u> |
| Real Estate | | | | |
| 8,037,966 | Dream Unlimited Corp. | 57,265 | 54,980 | 3.44% |
| 594,001 | Granite Real Estate Investment Trust | 22,801 | 31,607 | 1.98% |
| 2,569,562 | Slate Retail REIT | 33,404 | 30,192 | 1.89% |
| 4,685,286 | Dream Hard Asset Alternatives Trust | 26,626 | 29,236 | 1.83% |
| 227,403 | Colliers International Group Inc. | 9,716 | 17,121 | 1.07% |
| 259,699 | Mainstreet Equity Corp. | 9,120 | 10,806 | 0.68% |
| 553,335 | Genesis Land Development Corp. | 2,405 | 1,749 | 0.11% |
| | | <u>161,337</u> | <u>175,691</u> | <u>11.00%</u> |
| Total Equities | | <u>\$ 1,626,336</u> | <u>\$ 1,561,875</u> | <u>97.78%</u> |
| Face Value (\$) | | | | |
| Fixed Income | | | | |
| 4,000,000 | Aegerion Pharmaceuticals Inc. Conv., 2.00%, due 2019/08/15 | 4,035 | 4,143 | 0.26% |
| 624,600 | Constellation Software Inc., 8.10%, floating rate note, due 2040/03/31 | 708 | 780 | 0.05% |
| 65,000 | Element Financial Corp. Conv., 5.125%, due 2019/06/30 | 62 | 65 | 0.00% |
| | Total Fixed Income | <u>\$ 4,805</u> | <u>\$ 4,988</u> | <u>0.31%</u> |
| | Options (Note 9) | 761 | 2,832 | 0.18% |
| | Adjustment for transaction costs | (2,686) | | |
| | Total Investments | <u>\$ 1,629,216</u> | <u>\$ 1,569,695</u> | <u>98.27%</u> |
| | Foreign exchange forward contracts (Note 10) | | \$ (4,526) | -0.28% |
| | Other assets, less liabilities | | \$ 32,127 | 2.01% |
| Net assets attributable to unitholders of redeemable units | | | <u>\$ 1,597,296</u> | <u>100.00%</u> |

1. The Fund:

(a) EdgePoint Canadian Portfolio (the “Fund”) is an open-ended mutual fund trust created on November 10, 2008 by declaration of trust under the laws of the Province of Ontario. EdgePoint Wealth Management Inc. (“EdgePoint”) is the Fund’s manager (“Manager”) and trustee, and EdgePoint Investment Group Inc. is the Investment Advisor. The Fund commenced operations on November 17, 2008 with four series of units: Series A, Series B, Series F and Series I. On September 1, 2009, the Fund began offering Series O units. On August 3, 2010, the Fund began offering Series A(N), Series B(N) and Series F(N) units. On May 1, 2017, the Fund discontinued offering Series O units and closed the series. On January 1, 2019, the Fund closed Series B and Series B(N) units from new purchases.

The registered office of the Manager is located at 150 Bloor St. W., Suite 500, Toronto, Ontario, M5S 2X9, Canada.

The investment objective of the Fund is to provide long-term capital appreciation by investing primarily in Canadian companies that the portfolio management team believes have strong competitive positions, long-term growth prospects and are run by competent management teams. The portfolio management team endeavours to acquire ownership stakes in these companies at prices below its assessment of each company’s true value.

(b) The Fund’s authorized capital consists of an unlimited number of units and series without par value. The number of outstanding units of each series is disclosed in the *Statements of Financial Position*. Series A and Series B units are available to retail investors. Series F units are available to all investors who participate in fee-based programs through an investment dealer who has signed an agreement with EdgePoint. Series A(N), Series B(N) and Series F(N) units have the same requirements except they are available only to investors residing in provinces that have not harmonized their provincial sales taxes with the federal Goods and Services Tax. Series I is for investors who meet minimum investment thresholds and have entered into a Series I Subscription Agreement with EdgePoint.

2. Basis of preparation:

(a) Statement of compliance:

The financial statements of the Fund have been prepared in compliance with International Financial Reporting Standards (“IFRS”).

The financial statements were authorized for issue by the Manager on March 7, 2019.

(b) Basis of measurement:

The financial statements have been prepared on a historical cost basis except for investments and derivatives, which are measured at fair value.

(c) Functional and presentation currency:

These financial statements are presented in Canadian dollars, which is the Fund’s functional currency.

(d) Use of estimates and judgment:

The preparation of financial statements, in conformity with IFRS, requires the Manager to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized in the period in which the estimates are revised and in any future period affected.

The Fund may hold financial instruments that are not quoted in active markets, including derivatives. The determination of the fair value of these instruments is the area with the most significant accounting judgments and estimates the Fund has made in preparing financial statements. See Note 7 for more information on the fair value measurement of the Fund’s financial statements.

3. Significant accounting policies:

The accounting policies set out below have been applied consistently to all periods presented in these financial statements. 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.

(a) Changes in significant accounting policies:

The Fund adopted IFRS 9, *Financial Instruments*, on January 1, 2018. The nature and the effect of these changes are disclosed below. Although these amendments apply for the first time in 2018, they do not have a material impact on the financial statements of the Fund.

IFRS 9, *Financial Instruments*, deals with the recognition, derecognition, classification and measurement of financial instruments. IFRS 9 contains two primary measurement categories for financial assets: amortized cost and fair value. A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold assets in order to collect contractual cash flows, and the asset’s contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on principal outstanding. All other financial assets are measured at fair value. The standard eliminates the previous IAS 39, *Financial Instruments: Recognition and Measurement* (“IAS 39”) classification categories of held-to-maturity, available-for-sale, held-for-trading, and loans and receivables. The Fund’s financial instruments previously classified as:

- held-for-trading; are now classified as at fair value through profit or loss (“FVTPL”)

3. Significant accounting policies (continued):

- designated as at FVTPL; are now classified as at FVTPL
- loans and receivables; are now classified as at amortized cost
- other financial liabilities; are now classified as at amortized cost

The following table explains the original measurement categories under IAS 39 and the new measurement categories under IFRS 9 for each class of the Fund's financial instruments as at January 1, 2018:

| Financial instrument | IAS 39 | IFRS 9 |
|------------------------------------|----------------|----------------|
| Investments | FVTPL | Fair value |
| Foreign exchange forward contracts | FVTPL | Fair value |
| Cash and cash equivalents | Amortized cost | Amortized cost |
| Receivable for units subscribed | Amortized cost | Amortized cost |
| Dividends receivable | Amortized cost | Amortized cost |
| Interest and other receivables | Amortized cost | Amortized cost |
| Receivable for securities sold | Amortized cost | Amortized cost |
| Payable for units redeemed | Amortized cost | Amortized cost |
| Payable for securities purchased | Amortized cost | Amortized cost |
| Accrued liabilities | Amortized cost | Amortized cost |

There was no change in the recognition or measurement of these financial instruments. The Fund's financial instruments previously measured at amortized cost meet the solely principal and interest criterion and accordingly, continue to be measured at amortized cost under IFRS 9. The Fund's financial instruments previously measured at fair value continue to be measured at fair value under IFRS 9. Changes in accounting policies resulting from the adoption of IFRS 9 have been applied retrospectively using the transitional provisions allowing the Fund to not restate comparative periods. Accordingly, the information presented for 2017 does not generally reflect the requirements of IFRS 9 but rather those of IAS 39. The assessment made by management on the date of initial application includes the determination of the business model within which a financial asset is held and the designation and revocation of previous designations of certain financial assets and financial liabilities as measured at FVTPL.

(b) Financial instruments:

Financial instruments include financial assets and liabilities such as debt and equity securities, derivatives, cash and other receivables and payables. Effective January 1, 2018, the Fund classifies and measures

financial instruments in accordance with IFRS 9, Financial Instruments. Upon initial recognition, financial assets and financial liabilities are classified as FVTPL, fair value through other comprehensive income or amortized cost based on the Manager's assessment of the business model within which the financial asset is managed and the financial asset's contractual cash flow characteristics.

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 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 Fund's policy is to recognize transfers into and out of the fair value hierarchy levels as of the date of the event or change in circumstances giving rise to the transfer.

The fair value of financial assets and liabilities that are not traded in an active market, including derivative instruments, is determined using valuation techniques. Valuation techniques also include the use of comparable recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and others commonly used by market participants and which make the maximum use of observable inputs. Should the value of the financial asset or liability, in the opinion of the Manager, be inaccurate, unreliable or not readily available, the fair value is estimated on the basis of the most recently reported information of a similar financial asset or liability.

Upon initial recognition, financial instruments classified as FVTPL are initially recognized on the trade date at fair value. Other financial assets and other financial liabilities are recognized on the date on which they are originated at fair value. All financial assets and liabilities are recognized in the *Statements of Financial Position* when the Fund becomes a party to the contractual requirements of the instrument. Financial instruments are derecognized when the right to receive the cash flows from the instrument has expired or the Fund has transferred substantially all risk and rewards of ownership.

Financial instruments classified as at FVTPL are subsequently measured at FVTPL at each reporting period with changes in fair value recognized in the *Statements of Comprehensive Income* in the period in which they occur. The cost of investments is based on

3. Significant accounting policies (continued):

the weighted average cost of investments and excludes commissions and other portfolio transaction costs, which are separately reported in the *Statements of Comprehensive Income*. Realized gains and losses on disposition, including foreign exchange gains or losses on such investments, are determined based on the cost of investments. Gains and losses arising from changes in the fair value of the investments are included in the *Statements of Comprehensive Income* for the period in which they arise. The Fund's investments and derivative financial assets and liabilities are classified as FVTPL.

Financial assets at amortized cost are recognized initially at fair value plus any directly attributable transaction costs. Subsequent measurement of financial assets at amortized cost is at amortized cost using the effective interest method, less any impairment losses. The Fund classifies cash and cash equivalents, receivable for units subscribed, interest and other receivables, receivable for investments sold and dividends receivable as financial assets at amortized cost. Cash and cash equivalents are cash on deposit and short-term notes with maturities of less than 90 days.

Other financial liabilities at amortized cost are initially measured on the date on which they are originated at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method. The Fund derecognizes a financial liability when its contractual obligations are discharged, canceled or expire. The Fund's financial liabilities at amortized cost are comprised of payables for units redeemed, payable for securities purchased and accrued liabilities. Due to the short-term nature of these financial liabilities, their carrying values approximate fair values.

Transaction costs are included in the initial carrying amount of financial instruments at FVTPL are expensed as incurred.

Financial assets and financial liabilities are offset and the net amount presented in the *Statements of Financial Position* only when the Fund has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

(c) Redeemable units:

The Fund classifies financial instruments issued as financial liabilities or equity instruments in accordance with the substance of the contractual terms of the instruments. The Fund has multiple classes of redeemable units that do not have identical features and therefore, do not qualify as equity under IAS 32, *Financial Instruments*. The redeemable units, which are classified as financial liabilities and measured at the redemption amount, provide investors with the right to require redemption, subject to available liquidity, for cash at a unit price based on the Fund's valuation policies at each redemption date.

(d) Foreign currency:

The Fund's subscriptions and redemptions are denominated in Canadian dollars, which is also its functional and presentation currency. Foreign denominated investments and other foreign denominated assets and liabilities are translated into Canadian dollars using the exchange rates prevailing on each valuation date. Purchases and sales of investments, as well as income and expense transactions denominated in foreign currencies, are translated using exchange rates prevailing on the date of the transaction. Foreign exchange gains and losses relating to cash and other financial assets and liabilities are presented as 'Foreign currency gain (loss) on cash and other net assets' and those relating to investments and derivatives are presented within 'Net realized gain (loss) on investments' and 'Change in unrealized appreciation (depreciation) on investments and derivatives' in the *Statements of Comprehensive Income*.

(e) Income recognition:

Interest income for distribution purposes from investments in fixed income and short-term investments represents the coupon interest received by the Fund accounted for on an accrual basis. The Fund does not use the effective interest method to amortize premiums paid or discounts received on the purchase of fixed-income securities. Dividend income is recognized on the date that the right to receive payment is established, which for quoted equity securities is usually the ex-dividend date. Portfolio transactions are recorded on the trade date. Realized gains and losses arising from the sale of investments are determined on the average cost basis of the respective investments. Income from the securities lending program is recognized net of agent fees and is included in 'Income from securities lending' in the *Statements of Comprehensive Income*.

(f) Increase (decrease) in net assets attributable to unitholders of redeemable units, per unit:

Increase (decrease) in net assets attributable to unitholders of redeemable units, per unit in the *Statements of Comprehensive Income* represents the net increase (decrease) in the net assets from operations for each series for the period divided by the weighted average units outstanding for each series for the period.

(g) 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.

3. Significant accounting policies (continued):

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*.

(h) New standards and interpretations not yet adopted:

A number of new standards, amendments to standards and interpretations are not yet effective for the period ended December 31, 2018, and have not been applied in preparing these financial statements. None of these will have a significant effect on the financial statements of the Fund.

4. Related party transactions:

i. Management fees:

EdgePoint, the Manager, appoints the Investment Advisor and provides, or oversees the provision of, investment advisory and portfolio management services, distribution and administrative services to the Fund, which comprise investment selection, analysis and monitoring, including business travel to corporate head offices; other associated due diligence costs; portfolio construction and risk management; broker analysis, selection and monitoring; and trading expertise, and could include financing services related to commissions and trailing commissions for distribution of the Funds. Any overhead and operating expenses incurred by the Investment Advisor or the Manager in providing these services, but not related to the Funds' daily operations, are also covered by the management fee. In consideration for the services provided, EdgePoint receives a monthly management fee based on the daily average net assets of each series. The management fee differs among series of units, as outlined in the table below. The Fund pays EdgePoint an aggregate management fee. The Investment Advisor is compensated for their services out of the management fee without any further cost to the Fund. Total management fees for the year ended December 31, 2018 amounted to \$21.8 million (December 31, 2017: \$19.0 million), with nil in outstanding accrued fees due to the Manager at December 31, 2018 (December 31, 2017: \$0.1 million). Management fees for Series I units are negotiated and paid directly by the investor and not the Fund. These fees will not exceed the Fund's Series A management fees.

| | |
|-------------|-------|
| Series A | 1.80% |
| Series A(N) | 1.80% |
| Series B | 2.00% |
| Series B(N) | 2.00% |
| Series F | 0.80% |
| Series F(N) | 0.80% |

ii. Operating expenses

In addition to management fees, the Fund is responsible for paying all expenses relating to its operations. These expenses may include, but are not limited to: taxes, accounting, legal and audit fees, costs relating to the Fund's Independent Review Committee, trustee and custodial fees, portfolio transaction costs, administrative costs, investor servicing costs, costs of reports and prospectuses, and other general operating expenses that could include allocated salaries, overhead and other costs directly related to the Fund's operations and incurred by the Manager. For the period ended December 31, 2018, allocated costs totaled \$0.2 million (December 31, 2017: \$0.2 million). Each series is responsible for paying the operating expenses specifically attributed to that series.

Except for interest, bank charges, transaction costs, and withholding taxes paid or payable directly by the Fund, the Manager incurs such expenses on the Fund's behalf and is then reimbursed by the Fund for such expenses. The Fund's common operating expenses are allocated among series based on the average number of unitholders or the average daily net assets of each series, depending on the operating expense. All Series I operating expenses are EdgePoint's responsibility.

iii. Waived fees

At its sole discretion, EdgePoint may waive management fees or absorb the Fund's expenses. Absorbed expenses, if any, are shown on the *Statements of Comprehensive Income*. Such waivers and absorptions can be terminated at any time.

iv. Management fee distributions

From time to time, EdgePoint may reduce the effective management fee payable by some unitholders by reducing the management fee it charges to the Fund and directing the Fund to make distributions to these unitholders in amounts equal to the management fee reduction. Management fee distributions are automatically reinvested in additional units of the Fund and are accounted for as distributions for financial statement reporting purposes.

5. Income taxes:

The Fund qualifies as a mutual fund trust under the *Income Tax Act* (Canada) and, accordingly, is not subject to income taxes on the portion of its net income, including net realized gains, paid or payable to unitholders. Such distributed income is taxable in the hands of unitholders.

Temporary differences between the carrying value of assets and liabilities for accounting and income tax purposes give rise to deferred income tax assets and liabilities. The most significant temporary difference is that between the reported fair value of the Fund's investment portfolio and its adjusted cost base for income tax purposes. Since the Fund's

5. Income taxes (continued):

distribution policy is to distribute all net realized capital gains, deferred tax liabilities with respect to unrealized capital gains and deferred tax assets with respect to unrealized capital losses will not be realized by the Fund and are therefore not recorded by the Fund. Unused realized capital losses represent the Fund's deferred tax assets; however, due to the uncertainty that they will be realized by offsetting future capital gains, no net tax benefit is recorded by the Fund.

As at the most recent taxation year end of December 15, 2018, the Fund has capital losses available for carry forward of nil (December 15, 2017: nil) and non-capital losses of nil (December 15, 2017: nil).

A loss realized by the Fund on a disposition of capital property will be a suspended loss when the Fund acquires a substituted property that is identical or the same as the property sold within 30 days before and 30 days after the sale and the Fund owns the substituted property 30 days after the original disposition. If a loss is suspended, the Fund cannot deduct the loss from the Fund's capital gains until the substituted property is sold and is not reacquired within 30 days before and after the sale. As at the most recent taxation year end of December 15, 2018, the Fund had suspended losses of \$31,283 (December 15, 2017: nil).

6. Brokerage commissions and soft dollars:

Commissions paid to brokers in connection with portfolio transactions are disclosed in the Fund's *Statements of Comprehensive Income*. Brokerage business is allocated in good faith based on which broker can deliver to the Fund the best results in relation to order execution and research services utilized. Subject to these criteria, EdgePoint may allocate business to brokers that provide or pay for, in addition to transaction execution, investment research, statistical or other similar services. The ascertainable "soft dollar" value received as a percentage of total brokerage commissions paid during the periods ended December 31, 2018 and 2017, is disclosed below.

| | 2018 | 2017 |
|---------------------------------------|------|------|
| Soft dollar relationships | 4 | 4 |
| Percentage of total transaction costs | 2% | 3% |

Other proprietary research services are offered on a "bundled" basis with transaction execution. As a result, EdgePoint is not able to reasonably ascertain the value of these investment research services.

7. Fair value measurement:

The Fund's investments and derivative financial instruments are carried at fair value. In the opinion of the Manager, the

fair values of financial instruments other than investments, derivative financial instruments and net assets attributable to unitholders of redeemable units approximate their carrying values, given their short-term nature.

IFRS establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurement). The three levels of the fair value hierarchy are as follows:

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

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.

Changes in valuation methods may result in transfers into, or out of, an investment's assigned level.

(a) Equities

The Fund's equity positions are classified as Level 1 when the security is actively traded and a reliable price is observable. Certain of the Fund's equities do not trade frequently and therefore observable prices may not be available. In such cases, fair value is determined using observable market data and the fair value is classified as Level 2, unless the determination of fair value requires significant unobservable data, in which case the measurement is classified as Level 3. The Fund holds three private equity investments that have been classified as Level 3. The fair value of these investments has been determined using the most recent Offering Memorandum price or the most recent secondary transaction of identical securities and evaluated for impairment in the interim.

(b) Fixed income

Fixed income includes primarily corporate bonds, which 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 fixed income and short-term investments have been classified as Level 2.

(c) Derivative assets and liabilities

Derivative assets and liabilities consist of foreign exchange forward contracts and equity call options. Foreign exchange forward contracts are valued primarily

7. Fair value measurement (continued):

on the contract notional amount, the difference between the contract rate and the forward market rate for the same currency or index, interest rates, and future dividend yields. Contracts for which counterparty credit spreads are observable and reliable, or for which the credit-related inputs are determined not to be significant to fair value, are classified as Level 2. Equity options are valued primarily on the number of contracts, the difference between the strike price and the forward market rate for the underlying equity/index, interest rate, dividends and volatility of the underlying equity/index. Counterparty credit risk is managed through the use of collateral and a Credit Support Annex, when available.

The carrying amount of the Fund's net assets attributable to redeemable units also approximates fair value as they are measured at the redemption amount. These financial instruments are classified as Level 2 in the fair value hierarchy because, while prices are available, there is no active market for these instruments.

The table below categorizes financial instruments measured at fair value at the reporting date by the level in the fair value hierarchy into which the fair value measurement is included. The amounts are based on the values recognized in the statement of financial position.

All fair value measurements below are recurring.

| Assets (liabilities) at fair value as at December 31, 2018 ('000s) | | | | |
|--|---------------------|------------------|-----------------|---------------------|
| | Level 1 | Level 2 | Level 3 | Total |
| Equities | \$ 1,540,609 | \$ 11,483 | \$ 9,783 | \$ 1,561,875 |
| Fixed income | – | 4,988 | – | 4,988 |
| Options | – | 2,832 | – | 2,832 |
| Foreign exchange forward contracts | – | (4,526) | – | (4,526) |
| Total | \$ 1,540,609 | \$ 14,777 | \$ 9,783 | \$ 1,565,169 |

| Assets (liabilities) at fair value as at December 31, 2017 ('000s) | | | | |
|--|---------------------|------------------|-----------------|---------------------|
| | Level 1 | Level 2 | Level 3 | Total |
| Equities | \$ 1,553,236 | \$ – | \$ 7,607 | \$ 1,560,843 |
| Fixed income | – | 12,448 | – | 12,448 |
| Options | – | 4,749 | – | 4,749 |
| Foreign exchange forward contracts | – | 25 | – | 25 |
| Total | \$ 1,553,236 | \$ 17,222 | \$ 7,607 | \$ 1,578,065 |

For the year ended December 31, 2018, the net change in value for financial instruments classified at FVTPL is a \$311.0 million loss (December 31, 2017: \$146.3 million gain).

During the year ended December 31, 2018, there were no transfers between levels (December 31, 2017: one).

The following tables reconcile the Fund's Level 3 fair value measurement of financial instruments as at December 31, 2018 and December 31, 2017.

| December 31, 2018 | Equities ('000s) |
|--|------------------|
| Balance at beginning of year | \$ 7,607 |
| Investment purchases during the year | 1,200 |
| Change in unrealized appreciation (depreciation) in value of investments | 976 |
| Balance at end of year | \$ 9,783 |

| December 31, 2017 | Equities ('000s) |
|--|------------------|
| Balance at beginning of year | \$ 49,827 |
| Investment purchases during the year | 1,005 |
| Transfer out | (44,925) |
| Change in unrealized appreciation (depreciation) in value of investments | 1,700 |
| Balance at end of year | \$ 7,607 |

The total change in unrealized appreciation (depreciation) for Level 3 assets held as at December 31, 2018 is \$1.0 million (December 31, 2017: \$1.7 million).

The potential impact of using reasonable alternative assumptions for valuing these Level 3 assets would not significantly increase or decrease the fair value as at December 31, 2018. (December 31, 2017: nil).

8. Financial instrument risk:

In the normal course of business, the Fund is exposed to a variety of financial risks: market risk (comprising market price risk, foreign currency risk and interest rate risk), counterparty credit risk and liquidity risk. The value of investments in the Fund's portfolio can fluctuate daily as a result of changes in interest rates, market and economic conditions, and factors specific to individual securities within the Fund. The level of risk depends on the Fund's investment objectives and the type of securities in which it invests.

Risk management

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 the risk of loss of capital. The team takes a conservative approach to risk management by applying in-depth, thorough research to each investment idea in order to understand the risks of the individual business and weighs this against its return potential.

Risk is further managed by investing in a diversified portfolio of companies. The team believes that investing in businesses with competitive advantages is a more effective approach to diversification than focusing on traditional sector allocations. The team takes a common-sense approach to risk by assessing how much money can be lost and the probability of losing it. While this approach may seem overly simplistic, it provides vital clarity about the true investment risks.

The Manager employs a governance structure that oversees the Fund's investment activities and monitors compliance with the Fund's stated investment strategy, internal guidelines and securities regulations. The Governance and Oversight

8. Financial instrument risk (continued):

Committee of the Manager conducts quarterly reviews to monitor portfolio activity for compliance with applicable rules.

Risk factors

(a) 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. The following includes sensitivity analyses that show how the net assets attributable to unitholders 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 differences could be material.

(i) Market price risk:

Market price risk arises primarily from uncertainties about the future market prices of instruments held. Market price fluctuations may be caused by factors specific to an individual investment, or factors affecting all securities traded in a market or industry sector. All investments present a risk of loss of capital. The maximum risk resulting from financial instruments is equivalent to their fair value. The Fund's most significant exposure to market price risk arises from its investment in equity securities. The Fund's policy is to manage price risk through diversification and selection of investments within the investment guidelines within the Declaration of Trust. Greater than 90% of the net assets attributable to unitholders of redeemable units are expected to be invested in equity securities. The Fund's policy also limits individual equity securities to no more than 10% of net assets attributable to unitholders of redeemable units.

If relevant benchmark indexes had increased or decreased by 5% as at December 31, 2018, with all other variables held constant, the Fund's net assets attributable to unitholders of redeemable units would have increased or decreased, respectively, by approximately \$78.1 million or 4.9% of total net assets attributable to unitholders of redeemable units (December 31, 2017: \$78.0 million or 4.4% of total net assets). In practice, actual results may differ from this sensitivity analysis and the difference could be material.

(ii) Foreign currency risk:

Foreign currency risk arises from financial instruments denominated in a currency other than the Canadian dollar, which is the Fund's functional currency. The Fund is exposed to the risk that the value of securities denominated in other currencies will fluctuate due

to changes in exchange rates. The Fund may enter into foreign exchange forward contracts to reduce its foreign currency exposure.

As the Fund's investments are denominated primarily in Canadian dollars, the Fund is not subject to significant foreign currency risk.

The following table indicates the currencies (excluding the Canadian dollar) to which the Fund's financial instruments had significant exposure. Period-end figures are in Canadian dollars and include the notional amount of forward exchange contracts, if any:

| December 31, 2018 | | | | | |
|-------------------|--------------------------|-------------------|--|--------------------|--------------------|
| Currency | Investments (\$'000s) | Cash (\$'000s) | Foreign exchange forward contracts (\$'000s) | Total (\$'000s) | % of net assets |
| U.S. dollar | 90,392 | 4,314 | (132,884) | (38,178) | (2.39%) |
| Japanese Yen | 50,691 | – | – | 50,691 | 3.17% |
| Euro | 14,147 | – | – | 14,147 | 0.89% |
| | 155,230 | 4,314 | (132,884) | 26,660 | 1.67% |

| December 31, 2017 | | | | | |
|-------------------|--------------------------|-------------------|--|--------------------|--------------------|
| Currency | Investments (\$'000s) | Cash (\$'000s) | Foreign exchange forward contracts (\$'000s) | Total (\$'000s) | % of net assets |
| U.S. dollar | 149,095 | 44 | (84,813) | 64,326 | 3.64% |
| Euro | 17,330 | – | – | 17,330 | 0.98% |
| Japanese Yen | 17,142 | – | – | 17,142 | 0.97% |
| | 183,567 | 44 | (84,813) | 98,798 | 5.59% |

As at December 31, 2018, if the Canadian dollar had strengthened or weakened by 5% relative to all foreign currencies with all other variables held constant, the Fund's net assets would have decreased or increased, respectively, by approximately \$1.3 million or 0.1% of total net assets (December 31, 2017: \$4.9 million or 0.3% of total net assets).

In practice, actual results may differ from this sensitivity analysis and the difference could be material.

(iii) Interest rate risk:

Interest rate risk is the risk that the fair value, or future cash flows of financial instruments, will fluctuate as a result of changes in market interest rates.

The majority of the Fund's financial assets are equity shares, which are not interest bearing. As the majority of the Fund's financial liabilities are primarily short term in nature and generally not interest bearing, the Fund's exposure to interest rate risk is considered insignificant.

8. Financial instrument risk (continued):

(b) Counterparty credit risk:

Counterparty credit risk is the risk that the counterparty to a financial instrument will fail to honour an obligation or commitment that it has entered into with the Fund.

The Fund's main exposure to credit risk is its trading of listed securities. It minimizes the concentration of credit risk by trading with a large number of brokers and counterparties on recognized and reputable exchanges.

The risk of default is considered minimal as all transactions are settled and paid for upon delivery using approved brokers.

The Fund may enter into foreign exchange contracts to buy and sell currencies for the purpose of settling foreign securities transactions. These are short-term spot settlements carried out with counterparties with a credit rating of at least "A." The exposure to credit risk on these contracts is considered minimal as there are few contracts outstanding at any one time and the transactions are settled and paid for upon delivery.

(c) Liquidity risk:

Liquidity risk is the risk that the Fund will encounter difficulty in meeting obligations associated with financial liabilities. Aside from financial liabilities arising from its normal investing activities, the Fund has no other significant financial liabilities.

The Fund's most significant potential exposure to financial liabilities is the daily cash redemptions of redeemable units. In accordance with securities regulations, the Fund must maintain at least 90% of its assets in liquid investments (i.e., investments traded in an active market that can be readily sold). The Fund also has the ability to borrow up to 5% of its net assets for the purposes of funding redemptions. No such borrowing occurred during the period.

The Fund may invest in derivatives, 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 that 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 organize the Fund's financial liabilities into relevant maturity groupings based on the remaining period to the contractual maturity date. The amount in the tables are the contractual undiscounted cash flows.

| December 31, 2018 | On demand (\$'000s) | < 3 months (\$'000s) | Total (\$'000s) |
|------------------------------------|------------------------|-------------------------|--------------------|
| Payable for units redeemed | 2,699 | – | 2,699 |
| Payable for securities purchased | 345 | – | 345 |
| Foreign exchange forward contracts | – | 4,526 | 4,526 |

| December 31, 2017 | On demand (\$'000s) | < 3 months (\$'000s) | Total (\$'000s) |
|------------------------------------|------------------------|-------------------------|--------------------|
| Payable for units redeemed | 1,244 | – | 1,244 |
| Payable for securities purchased | 1,054 | – | 1,054 |
| Accrued liabilities | – | 69 | 69 |
| Foreign exchange forward contracts | – | 369 | 369 |

(d) Capital risk management:

Units issued and outstanding are considered to be the capital of the Fund. The Fund does not have any specific capital requirements on the subscription and redemption of units, other than certain minimum subscription requirements. Unitholders are entitled to require payment of the NAV per unit of that Fund for all or any of the units of such unitholder by giving written notice to the Manager. The written notice must be received no later than 4:00 p.m. (EST) on the valuation day upon which the units are to be redeemed. Additionally, the notice must be irrevocable, and the signature thereon, must be guaranteed by a Canadian chartered bank, a trust company or an investment dealer acceptable to the Manager. The units are redeemable for cash equal to a pro rata share of the Fund's series NAV.

9. Schedule of options:

| December 31, 2018 | | Strike price | Number of contracts | Average cost ('000s) | Fair value ('000s) |
|-------------------|---------------|--------------|---------------------|----------------------|--------------------|
| Call options | Expiry date | | | | |
| S&P 500 Index | June 28, 2022 | 3,000 | 14,136 | \$ 761 | \$ 2,832 |
| | | | | \$ 761 | \$ 2,832 |

10. Schedule of foreign exchange forward contracts:

| December 31, 2018 | | | | |
|----------------------------|----------------------------------|---------------------------------|----------------|--------------------|
| Settlement date | Currency to be delivered ('000s) | Currency to be received ('000s) | Contract price | Fair value ('000s) |
| March 7, 2019 | 25,500 USD | 34,092 CAD | 1.3370 | \$ (666) |
| March 12, 2019 | 57,000 USD | 74,177 CAD | 1.3014 | \$ (3,509) |
| March 21, 2019 | 15,000 USD | 20,088 CAD | 1.3392 | (351) |
| Total number of contracts: | 3 | | Net fair value | \$ (4,526) |

11. Offsetting financial assets and financial liabilities:

In the normal course of business, the Fund may enter into various netting arrangements or other similar agreements that do not meet the criteria for offsetting in the statements of financial position but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or termination of the contracts. The Fund has not offset any financial assets and financial liabilities in the statement of financial position. The disclosures set out in the tables below include financial assets and financial liabilities that are subject to an enforceable master netting or similar agreement that covers similar financial instruments.

The ISDA and similar master netting agreements do not meet the criteria for offsetting in the statement of financial position. This is because they create a right of set-off of recognized amounts that is enforceable only following an event of default, insolvency or bankruptcy of the Fund or the counterparties. In addition, the Fund and its counterparties do not intend to settle on a net basis or to realize the assets and settle the liabilities simultaneously.

The collateral provided in respect of the below transactions is subject to the standard industry terms of ISDA's *Credit Support Annex*. This means that cash given as collateral can be pledged or sold during the term of the transaction but have to be returned on maturity of the transaction. The terms also give each counterparty the right to terminate the related transactions on the counterparty's failure to post collateral. Cash collateral pledged by the Fund is included in Cash and cash equivalents on the statement of financial position.

| December 31, 2018 (\$'000s) | | | | | |
|--|--|--|---|-------------------------|------------|
| Type of financial instrument | Gross amounts of recognized financial assets and liabilities | Net amounts presented in the statement of financial position | Related amounts not offset in the statement of financial position | | Net Amount |
| | | | Financial instruments | Cash collateral pledged | |
| Foreign exchange forward contracts – assets | - | - | - | - | - |
| Foreign exchange forward contracts – liabilities | (4,526) | (4,526) | - | 3,690 | (836) |

| December 31, 2017 (\$'000s) | | | | | |
|--|--|--|---|-------------------------|------------|
| Type of financial instrument | Gross amounts of recognized financial assets and liabilities | Net amounts presented in the statement of financial position | Related amounts not offset in the statement of financial position | | Net Amount |
| | | | Financial instruments | Cash collateral pledged | |
| Foreign exchange forward contracts – assets | 394 | 394 | (47) | 1,730 | 347 |
| Foreign exchange forward contracts – liabilities | (369) | (369) | 47 | - | (322) |

12. Interests in Subsidiaries, Associates, and Unconsolidated Structured Entities:

The Fund may invest in a subsidiary, associate, or unconsolidated structured entity as part of its investment strategy.

In determining whether the Fund has control or significant influence over an investment, the Fund assesses voting

rights, the exposure to variable returns, and its ability to use the voting rights to affect the amount of the returns through the Fund and other entities managed by the Manager. In instances where the Fund has control over an investment, the Fund qualifies as an investment entity under IFRS 10 - Consolidated Financial statements, and therefore accounts for investments it controls at fair value through profit and loss. The Fund's primary purpose is defined by its investment objectives and uses the investment strategies available to it as defined in the Fund's prospectus to meet those objectives. The Fund also measures and evaluates the performance of any investment on a fair value basis. Investments over which Fund, or indirectly through the Manager, has control or significant influence are categorized as subsidiaries and associates, respectively.

The Fund's investments are susceptible to market price risk arising from uncertainty about future values of those investments. The maximum exposure to loss from interest in investments is equal to the total fair value of the investment at any given point in time. The fair value of investments is included in the statements of financial position.

As at December 31, 2018 and 2017, the Fund had investments in the following subsidiaries, associates and unconsolidated structured entities:

| December 31, 2018 | Place of Business | Type | Ownership % |
|---------------------------------|-------------------|-----------|-------------|
| Echelon Financial Holdings Inc. | Canada | Associate | 6.2% |

| December 31, 2017 | Place of Business | Type | Ownership % |
|---------------------------------|-------------------|-----------|-------------|
| Echelon Financial Holdings Inc. | Canada | Associate | 6.2% |

13. Securities lending:

The Fund has entered into a securities lending program with its custodian. The aggregate market value of all securities loaned by the Fund cannot exceed 50% of the assets of the Fund. The Fund will receive collateral of at least 102% of the value of securities on loan. Collateral will generally be comprised of federal, provincial, and sovereign debt, or debt issued or guaranteed by a financial institution, or corporate commercial paper, or convertible securities, and/or cash. All collateral has a term to maturity of 365 days or less and a designated rating from a designated rating organization and is in compliance with the credit rating requirements outlined in National Instrument 81-102.

Below is the market value of the securities loaned and collateral received as at December 31, 2018 and 2017.

| | December 31, 2018 (\$'000s) | December 31, 2017 (\$'000s) |
|-----------------------|-----------------------------|-----------------------------|
| Securities loaned | 5,210 | - |
| Collateral (non-cash) | 5,471 | - |

The table below shows a reconciliation of the gross amount generated from securities lending transaction of the Fund

13. Securities lending (continued):

to the revenue from securities lending disclosed in the *Statements of Comprehensive Income*.

| | December 31, 2018 | December 31, 2017 |
|----------------------------------|----------------------|----------------------|
| | (\$'000s) | (\$'000s) |
| Gross securities lending revenue | 5 | – |
| Agent fees – CIBC Mellon | (1) | – |
| Income from securities lending | 4 | – |

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