

# FORTIFIED EQUITY FUND



**THINK AHEAD.  
STAY AHEAD.**



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## MANAGEMENT'S RESPONSIBILITY STATEMENT

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The accompanying financial statements have been prepared by Picton Mahoney Asset Management, the Manager of the Picton Mahoney Fortified Equity Fund (the "Fund"). The Manager is responsible for all of the information and representations contained in these financial statements.

The financial statements have been prepared in accordance with International Financial Reporting Standards and include certain amounts that are based on estimates and judgements. Management maintains appropriate processes to ensure that relevant and reliable financial information is produced.

The financial statements have been audited by PricewaterhouseCoopers LLP. They have audited the financial statements in accordance with Canadian generally accepted auditing standards to enable them to express to the unitholders their opinion on these financial statements. Their report is set out on the following page.

### **Picton Mahoney Asset Management**

Toronto, Ontario

March 24, 2020

## INDEPENDENT AUDITOR'S REPORT

To the Unitholders and Trustee of  
Picton Mahoney Fortified Equity Fund (the Fund)

### Our opinion

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Fund as at December 31, 2019 and 2018 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS).

#### *What we have audited*

The Fund's financial statements comprise:

- the statements of financial position as at December 31, 2019 and 2018;
- the statements of comprehensive income (loss) for the years then ended;
- the statements of changes in net assets attributable to holders of redeemable units for the years then ended;
- the statements of cash flows for the years then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies.

### Basis for opinion

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

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

#### *Independence*

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

### Other information

Management is responsible for the other information of the Fund. The other information comprises the 2019 Annual Management Report of Fund Performance.

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

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

obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control.

## INDEPENDENT AUDITOR'S REPORT

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- 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 24, 2020

# PICTON MAHONEY FORTIFIED EQUITY FUND

## STATEMENTS OF FINANCIAL POSITION

As at

	December 31, 2019 \$	December 31, 2018 \$
<b>Assets</b>		
<b>Current assets</b>		
Long positions at fair value*	59,309,003	61,119,337
Cash	5,204,833	10,370,193
Options purchased	20,804	1,262,312
Deposits with brokers for securities sold short	-	1,005,134
Distributions receivable from underlying funds	-	8,221
Due from Manager	46,100	154,155
Subscriptions receivable	-	3,500
Dividends receivable	57,866	57,061
	<u>64,638,606</u>	<u>73,979,913</u>
<b>Liabilities</b>		
<b>Current liabilities</b>		
Short positions at fair value**	3,440,166	6,244,245
Options written	11,346	435,269
Management fee payable	9,733	20,998
Redemptions payable	1,000	34,721
Accrued liabilities	47,506	63,456
Payable for investments purchased	-	7,697
Dividends payable	1,362	17,220
Distributions payable	81	-
	<u>3,511,194</u>	<u>6,823,606</u>
<b>Net Assets Attributable to Holders of Redeemable Units</b>	<u>61,127,412</u>	<u>67,156,307</u>
<b>Net Assets Attributable to Holders of Redeemable Units per Class</b>		
Class A	2,990,115	3,335,954
Class F	7,063,686	18,712,697
Class FT	353,219	2,154,769
Class T	221,685	327,351
Class I	50,498,707	42,625,536
<b>Number of Redeemable Units Outstanding</b>		
Class A	247,188	316,494
Class F	557,764	1,714,139
Class FT	34,327	231,872
Class T	22,607	36,579
Class I	3,804,794	3,766,049
<b>Net Assets Attributable to Holders of Redeemable Units per Unit</b>		
Class A	12.10	10.54
Class F	12.66	10.92
Class FT	10.29	9.29
Class T	9.81	8.95
Class I	13.27	11.32
	<u>49,865,611</u>	<u>63,294,258</u>
	<u>(3,262,847)</u>	<u>(7,323,830)</u>

\* Long positions, at cost

\*\* Short positions, at cost

The accompanying notes are an integral part of the financial statements.

Approved on behalf of the Manager

David Picton

Arthur Galloway




President

CFO

## STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

For the years ended December 31

	2019 \$	2018 \$
<b>Income</b>		
Net gains (losses) on investments and derivatives		
Interest for distribution purposes	116,945	80,909
Dividends	1,034,335	1,028,153
Distributions from underlying funds	6,722	8,221
Net realized gain (loss) on investments and options	457,282	(595,415)
Net realized gain (loss) on foreign exchange forward contracts	-	(21,905)
Change in unrealized appreciation (depreciation) on investments, options and foreign exchange forward contracts	9,536,513	(3,324,598)
Interest and borrowing expense	(35,767)	(35,605)
Dividend expense	(92,698)	(144,565)
Net gains (losses) on investments and derivatives	<u>11,023,332</u>	<u>(3,004,805)</u>
Other income		
Securities lending income	16,759	11,202
Foreign currency gain (loss) on cash and other assets and liabilities	(418,365)	107,390
Total Income	<u>10,621,726</u>	<u>(2,886,213)</u>
<b>Expenses</b>		
Management fees	163,780	212,695
Transaction costs	138,227	197,566
Withholding taxes	122,947	110,290
Administrative fees	47,025	38,700
Harmonized sales tax	35,053	42,495
Legal fees	27,650	29,151
Securityholder reporting fees	27,127	20,521
Custody fees	14,538	58,576
Audit fees	12,222	12,280
Independent Review Committee Expense	7,466	12,319
Total Expense before Manager Absorption	<u>596,035</u>	<u>734,593</u>
Less: Expenses Absorbed by Manager	(46,100)	(76,945)
Total Expense after Manager Absorption	<u>549,935</u>	<u>657,648</u>
<b>Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units</b>		
	<u>10,071,791</u>	<u>(3,543,861)</u>
<b>Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units per Class</b>		
Class A	496,189	(271,978)
Class F	1,432,001	(1,419,476)
Class FT	218,539	(84,979)
Class T	51,891	(18,763)
Class I	7,873,171	(1,748,665)
<b>Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units per Unit</b>		
Class A	1.75	(0.80)
Class F	2.02	(1.71)
Class FT	1.98	(0.27)
Class T	1.48	(0.52)
Class I	2.09	(0.51)

# PICTON MAHONEY FORTIFIED EQUITY FUND

## STATEMENTS OF CHANGES IN NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE UNITS

For the years ended December 31

	2019 \$	2018 \$		2019 \$	2018 \$
<b>Net Assets Attributable to Holders of Redeemable Units at Beginning of Year</b>			<b>Distributions to Holders of Redeemable Units</b>		
Class A	3,335,954	3,040,636	Net investment income		
Class F	18,712,697	3,667,721	Class A	(33,882)	(24,317)
Class FT	2,154,769	3,801,587	Class F	(75,646)	(131,404)
Class T	327,351	222,301	Class FT	(52,161)	(174,120)
Class I	42,625,536	33,324,201	Class T	(18,389)	(20,815)
	<u>67,156,307</u>	<u>44,056,446</u>	Class I	<u>(517,352)</u>	<u>(289,505)</u>
				<u>(697,430)</u>	<u>(640,161)</u>
<b>Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units</b>			From return of capital		
Class A	496,189	(271,978)	Class A	(105)	(434)
Class F	1,432,001	(1,419,476)	Class F	(235)	(2,346)
Class FT	218,539	(84,979)	Class FT	(162)	(3,109)
Class T	51,891	(18,763)	Class T	(57)	(372)
Class I	7,873,171	(1,748,665)	Class I	<u>(1,610)</u>	<u>(5,170)</u>
	<u>10,071,791</u>	<u>(3,543,861)</u>		<u>(2,169)</u>	<u>(11,431)</u>
<b>Redeemable Unit Transactions</b>			<b>Net Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units</b>		
Proceeds from redeemable units issued				<u>(6,028,895)</u>	23,099,861
Class A	99,768	2,009,130	<b>Net Assets Attributable to Holders of Redeemable Units at End of Year</b>		
Class F	1,107,119	18,447,274	Class A	2,990,115	3,335,954
Class FT	-	113,312	Class F	7,063,686	18,712,697
Class T	-	145,000	Class FT	353,219	2,154,769
Class I	-	11,050,000	Class T	221,685	327,351
	<u>1,206,887</u>	<u>31,764,716</u>	Class I	<u>50,498,707</u>	<u>42,625,536</u>
Reinvestments of distributions to holders of redeemable units			<b>Net Assets Attributable to Holders of Redeemable Units at End of Year</b>		
Class A	33,729	24,751		<u>61,127,412</u>	<u>67,156,307</u>
Class F	76,048	133,750	<i>The accompanying notes are an integral part of the financial statements.</i>		
Class FT	-	17			
Class T	-	-			
Class I	518,962	294,675			
	<u>628,739</u>	<u>453,193</u>			
Redemption of redeemable units					
Class A	(941,538)	(1,441,834)			
Class F	(14,188,298)	(1,982,822)			
Class FT	(1,967,766)	(1,497,939)			
Class T	(139,111)	-			
Class I	-	-			
	<u>(17,236,713)</u>	<u>(4,922,595)</u>			
<b>Net Increase (Decrease) from Redeemable Unit Transactions</b>					
	<u>(15,401,087)</u>	<u>27,295,314</u>			

# PICTON MAHONEY FORTIFIED EQUITY FUND

## STATEMENTS OF CASH FLOWS

For the years ended December 31

	2019 \$	2018 \$		2019 \$	2018 \$
<b>Cash Flows from Operating Activities</b>			<b>Cash Flows from Financing Activities</b>		
Increase (decrease) in net assets attributable to holders of redeemable units	10,071,791	(3,543,861)	Distributions to holders of redeemable units, net of reinvested distributions	(70,779)	(198,411)
Adjustments for:			Proceeds from redeemable units issued	1,168,164	31,593,848
Unrealized foreign exchange (gain) loss on cash	329,650	(389,925)	Amount paid on redemption of redeemable units	(17,228,211)	(4,722,383)
Net realized (gain) loss on investments and options	(457,282)	595,415	<b>Net Cash Generated (Used) by Financing Activities</b>	<b>(16,130,826)</b>	<b>26,673,054</b>
Change in unrealized (appreciation) depreciation on investments, options and foreign exchange forward contracts	(9,536,513)	3,324,598	Unrealized foreign exchange gain (loss) on cash	(329,650)	389,925
(Increase) decrease in due from manager	108,055	(76,945)	Net increase (decrease) in cash	(4,835,710)	9,322,785
(Increase) decrease in dividends receivable	(805)	(15,850)	Cash, beginning of year	10,370,193	657,483
(Increase) decrease in deposits with brokers for securities sold short	1,005,134	3,589,569	<b>Cash, End of Year</b>	<b>5,204,833</b>	<b>10,370,193</b>
(Increase) decrease in distributions receivable from underlying funds	8,221	(8,221)	Cash	5,204,833	10,370,193
Increase (decrease) in dividends payable	(15,858)	11,577	Cash overdraft	-	-
Increase (decrease) in other payables and accrued liabilities	(27,215)	11,947	<b>Net Cash (Overdraft)</b>	<b>5,204,833</b>	<b>10,370,193</b>
Purchase of long positions and repurchases of investments sold short	(74,896,006)	(109,246,026)	<b>Items classified as operating activities:</b>		
Proceeds from sales of long positions and on investments sold short	84,705,944	88,397,453	Interest received, net of withholding tax	116,945	80,909
<b>Net Cash Generated (Used) by Operating Activities</b>	<b>11,295,116</b>	<b>(17,350,269)</b>	Dividends received, net of withholding tax	911,851	902,013
			Interest and borrowing expense paid	(35,767)	(35,605)
			Dividends paid	(108,556)	(132,988)
			<i>Net of non-cash transfers and switches of \$42,223 (2018 - \$167,368)</i>		

# PICTON MAHONEY FORTIFIED EQUITY FUND

## SCHEDULE OF INVESTMENT PORTFOLIO

As at December 31, 2019

CCY*	No. of shares/ units/ Face value	Security Description	Average cost (\$)	Fair value (\$)	CCY*	No. of shares/ units/ Face value	Security Description	Average cost (\$)	Fair value (\$)
<b>LONG POSITIONS (97.0%)</b>									
<b>Canadian Equities (9.6%)</b>									
<b>Energy (0.6%)</b>									
	15,100	Cenovus Energy Inc.	192,514	199,320	4,700		Apple Inc.	1,149,207	1,789,713
	16,000	Husky Energy Inc.	158,636	166,720	2,200		Ball Corp.	200,008	184,493
			<u>351,150</u>	<u>366,040</u>	21,700		Bank of America Corp.	808,651	991,071
					3,700		Bill.Com Holdings Inc.	141,066	182,563
<b>Materials (1.5%)</b>					5,500		Blackstone Group Inc.	330,541	398,970
	28,000	First Quantum Minerals Ltd.	378,566	368,760	1,300		Burlington Stores Inc.	240,456	384,407
	2,400	Franco-Nevada Corp.	290,338	321,816	2,200		Citigroup Inc.	225,114	227,914
	30,900	Teranga Gold Corp., Subscription receipts	157,590	213,210	1,600		CME Group Inc.	347,610	416,453
			<u>826,494</u>	<u>903,786</u>	6,400		Coca-Cola Co.	440,216	459,360
<b>Industrial (2.3%)</b>					4,200		ConocoPhillips	327,005	354,176
	11,700	Air Canada	221,409	567,567	600		CoStar Group Inc.	270,156	465,507
	730	Canadian Pacific Railway Ltd.	168,758	241,652	800		Deere & Co.	184,017	179,740
	83,000	Drone Delivery Canada Corp.	152,964	68,890	2,300		Dover Corp.	281,837	343,765
	3,069	Thomson Reuters Corp.	180,186	285,079	3,600		DR Horton Inc.	213,813	246,252
	2,100	Waste Connections Inc.	170,444	247,695	800		Estee Lauder Cos Inc.	191,584	214,264
			<u>893,761</u>	<u>1,410,883</u>	2,700		Facebook Inc.	626,291	718,625
<b>Consumer Staples (0.2%)</b>					1,200		Fidelity National Information Services Inc.	210,040	216,438
	5,000	Empire Co., Ltd.	125,198	152,300	7,600		Gaming and Leisure Properties Inc.	426,118	424,270
<b>Financials (3.9%)</b>					1,700		Goldman Sachs Group Inc.	486,093	506,874
	4,900	Brookfield Asset Management Inc.	242,761	367,647	4,000		Goosehead Insurance Inc.	250,428	219,928
	64,900	Element Fleet Management Corp.	594,024	719,741	2,200		Haemonetics Corp.	243,631	327,792
	1,800	Intact Financial Corp.	190,697	252,756	2,100		HEICO Corp.	193,930	310,850
	2,400	Royal Bank of Canada	223,888	246,600	2,600		Honeywell International Inc.	496,884	596,763
	4,200	TMX Group Ltd.	369,973	472,290	1,000		IDEXX Laboratories Inc.	258,905	338,620
	4,500	Toronto-Dominion Bank	314,604	327,735	800		Intuitive Surgical Inc.	424,346	613,258
			<u>1,935,947</u>	<u>2,386,769</u>	1,900		IQVIA Holdings Inc.	352,311	380,685
<b>Investment Funds (1.1%)</b>					2,600		ITT Inc.	215,342	249,191
	61,107	Picton Mahoney Fortified Active Extension Alternative Fund, Class I Units**	611,187	671,660	5,500		JPMorgan Chase & Co.	736,406	994,217
<b>Total Canadian Equities - Long</b>					2,300		Kinsale Capital Group Inc.	271,517	303,203
			<b>4,743,737</b>	<b>5,891,438</b>	600		Lam Research Corp.	210,413	227,501
<b>Global Equities (87.4%)</b>					9,300		LKQ Corp.	439,784	430,533
<b>United States Equities (58.1%)</b>					2,700		LPL Financial Holdings Inc.	297,785	322,987
	7,800	Abbott Laboratories	625,719	878,557	7,000		Masco Corp.	372,794	435,616
	900	Adobe Inc.	272,905	384,912	2,600		Mastercard Inc.	540,379	1,006,709
	6,000	Advanced Micro Devices Inc.	192,923	356,813	2,600		Merck & Co Inc.	290,020	306,642
	1,200	Air Products & Chemicals Inc.	251,764	365,667	3,100		Micron Technology Inc.	161,394	216,191
	4,800	Ally Financial Inc.	219,775	190,217	9,100		Microsoft Corp.	1,100,659	1,860,924
	490	Alphabet Inc., Class A	804,671	851,057	10,700		Mondelez International Inc.	598,772	764,246
	6,400	Altice USA Inc.	246,150	226,900	1,800		Motorola Solutions Inc.	365,419	376,124
	410	Amazon.com Inc.	970,951	982,435	2,700		NextEra Energy Inc.	554,886	847,855
	7,700	Americold Realty Trust	277,319	350,073	2,700		Norfolk Southern Corp.	491,467	679,692
	1,500	AMETEK Inc.	196,932	194,006	4,400		Northrop Grumman Corp.	472,530	579,855
					1,600		PayPal Holdings Inc.	471,260	617,185
					900		Reliance Steel & Aluminum Co.	256,111	248,478
					900		RingCentral Inc.	195,990	196,850
					700		Roper Technologies Inc.	263,400	321,543
					1,700		S&P Global Inc.	571,677	601,931
					1,100		ServiceNow Inc.	394,152	402,708
					6,400		Simply Good Foods Co.	222,860	236,859
					3,000		Starbucks Corp.	342,868	342,030
					3,600		Sun Communities Inc.	442,053	700,711
					1,200		Synopsys Inc.	146,268	216,609





# PICTON MAHONEY FORTIFIED EQUITY FUND

## FUND SPECIFIC NOTES

As at December 31, 2019 and December 31, 2018

### 1. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

The following table illustrates the classifications of the Fund's financial instruments within the fair value hierarchy as at December 31, 2019 and 2018.

ASSETS (LIABILITIES) AT FAIR VALUE AS AT DECEMBER 31, 2019				
	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Equities - Long	58,637,343	-	-	58,637,343
Options - Long	20,804	-	-	20,804
Mutual Funds - Long	671,660	-	-	671,660
Equities - Short	(3,440,166)	-	-	(3,440,166)
Options - Short	(11,346)	-	-	(11,346)
<b>Total</b>	<b>55,878,295</b>	<b>-</b>	<b>-</b>	<b>55,878,295</b>

ASSETS (LIABILITIES) AT FAIR VALUE AS AT DECEMBER 31, 2018				
	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Equities - Long	61,112,967	6,370	-	61,119,337
Options - Long	1,262,312	-	-	1,262,312
Equities - Short	(6,244,245)	-	-	(6,244,245)
Options - Short	(435,269)	-	-	(435,269)
<b>Total</b>	<b>55,695,765</b>	<b>6,370</b>	<b>-</b>	<b>55,702,135</b>

### 2. SECURITIES LENDING TRANSACTIONS

The Fund has entered into a securities lending program with its custodian, RBC Investor Services Trust. 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 the securities on loan. Collateral consists primarily of fixed income securities. As at December 31, 2019, there was \$5,812,875 (Collateral - \$5,929,149) of securities on loan (December 31, 2018 - \$4,833,379 (Collateral - \$4,930,055) of securities on loan).

Securities lending income reported in the Statements of Comprehensive Income is net of a securities lending charge which the Fund's custodian is entitled to receive. For the years ended December 31, 2019 and 2018, securities lending income were as follows:

	December 31, 2019 (\$)	December 31, 2018 (\$)
Gross securities lending income	25,783	17,234
Securities lending charges	(9,024)	(6,032)
<b>Net securities lending income</b>	<b>16,759</b>	<b>11,202</b>
Withholding taxes on securities lending income	(1,268)	(235)
<b>Net securities lending income received by the Fund</b>	<b>15,491</b>	<b>10,967</b>
Security lending charges percentage of gross securities lending income	35%	35%

### 3. OTHER PRICE RISK

Using Beta as a measure of the relationship of the Fund's performance versus its index, if the blended index consisting of 25% S&P/TSX Composite Total Return Index; 50% MSCI World Index; and 25% FTSE TMX Canada 30-Day T-Bill Index were to increase or decrease by 10%, net assets would have increased or decreased by approximately \$5,196,810 (December 31, 2018 - \$3,731,590). In practice, the actual results may differ from this sensitivity analysis and the difference could be material.

# PICTON MAHONEY FORTIFIED EQUITY FUND

## FUND SPECIFIC NOTES (CONTINUED)

### 4. CURRENCY RISK

Foreign currencies to which the Fund had exposure as at December 31, 2019 and 2018 were as follows:

FINANCIAL INSTRUMENTS				
December 31, 2019 Currency	Monetary \$	Non-Monetary \$	Total \$	Percentage of Net Assets %
United States Dollar	4,204,684	34,194,952	38,399,636	62.8%
European Euro	(12,509)	6,717,075	6,704,566	11.0%
Japanese Yen	(16,204)	3,720,822	3,704,618	6.1%
British Pound	158,957	1,854,561	2,013,518	3.3%
Hong Kong Dollar	-	1,299,070	1,299,070	2.1%
Australian Dollar	6,279	690,419	696,698	1.1%
Swiss Franc	64,446	373,016	437,462	0.7%
Swedish Krona	53,857	271,684	325,541	0.5%
Norwegian Krone	-	265,775	265,775	0.4%
Singapore Dollar	-	194,804	194,804	0.3%
South African Rand	11,519	-	11,519	0.0%
Danish Krone	1,010	-	1,010	0.0%
Mexican Peso	(3,759)	-	(3,759)	0.0%
<b>Net Exposure</b>	<b>4,468,280</b>	<b>49,582,178</b>	<b>54,050,458</b>	<b>88.3%</b>

FINANCIAL INSTRUMENTS				
December 31, 2018 Currency	Monetary \$	Non-Monetary \$	Total \$	Percentage of Net Assets %
United States Dollar	6,984,335	32,308,676	39,293,011	58.5%
European Euro	739,119	6,595,955	7,335,074	10.9%
Japanese Yen	(17,120)	4,841,356	4,824,236	7.2%
British Pound	831,100	1,347,451	2,178,551	3.2%
Australian Dollar	6,624	457,490	464,114	0.7%
Hong Kong Dollar	-	1,366,788	1,366,788	2.0%
Norwegian Krone	-	665,871	665,871	1.0%
Swiss Franc	67,369	186,209	253,578	0.4%
Swedish Krona	276,374	(212,007)	64,367	0.1%
Mexican Peso	(3,449)	-	(3,449)	0.0%
South African Rand	153,210	(26,292)	126,918	0.2%
<b>Net Exposure</b>	<b>9,037,562</b>	<b>47,531,497</b>	<b>56,569,059</b>	<b>84.2%</b>

If the Canadian dollar had strengthened or weakened by 5% in relation to all other currencies held in the investment portfolio, net assets would have decreased or increased by approximately \$2,702,523 (December 31, 2018 - \$2,828,453). In practice, the actual trading results may differ from this sensitivity analysis and the difference could be material.

The Fund may enter into forward currency contracts to manage currency risk.

# PICTON MAHONEY FORTIFIED EQUITY FUND

## FUND SPECIFIC NOTES (CONTINUED)

### 5. INTEREST RATE RISK

Interest rate risk arises on interest-bearing financial instruments held in the investment portfolio such as bonds. As at December 31, 2019 and 2018, the interest rate risk is minimal given that the majority of the financial instruments held by the Fund are non-interest bearing.

### 6. CREDIT RISK

Credit risk arises from investments in debt instruments. As of December 31, 2019 and 2018, the Fund had no direct investments in debt instruments. All cash is held with a financial institution with a minimum credit rating of A-1+

### 7. UNDERLYING FUND EXPOSURE TO OTHER PRICE RISK, CURRENCY RISK, INTEREST RATE RISK, CREDIT RISK

The Fund may also be exposed to indirect other price risk, currency risk, interest rate risk, and credit risk through its investment in the underlying funds.

The table below summarizes the impact on the Fund's net assets, of reasonable possible changes in the returns of each of the strategies to which the Fund is exposed through the 1 underlying fund in which it invests at year-end. The impact on net assets is calculated by applying a 5% possible movement determined for each strategy as a percentage of the net assets of the Fund. The analysis is based on the assumption that the returns on each strategy have increased or decreased as disclosed with all other variables held constant. The underlying risk disclosures represent the market risks to which the various strategies are exposed; C,F,I,P representing Credit, Foreign Currency, Interest Rate, and Other Price Risks, respectively.

December 31, 2019				Impact on net assets based on 5% increase or decrease
Strategy	Underlying risk exposures	Number of Funds		\$
Canadian Equity	P	1		30,580
US Equity	P	1		1,641
International Equity	P	1		1,362
<b>Total</b>				<b>33,583</b>

  

December 31, 2018				Impact on net assets based on 5% increase or decrease
Strategy	Underlying risk exposures	Number of Funds		\$
Canadian Equity	P	2		53,311
US Equity	P	2		(3,436)
International Equity	P	2		2,728
<b>Total</b>				<b>52,603</b>

### 8. CONCENTRATION RISK

The table below summarizes the Fund's concentration risk as a percentage of net assets attributable to holders of redeemable units as at December 31, 2019 and 2018.

Jurisdiction	% of Net Assets	
	December 31, 2019	December 31, 2018
<b>Equities</b>		
Canada	9.4%	10.4%
United States	53.3%	45.0%
International	28.7%	26.2%
<b>Derivatives</b>	0.0%	1.3%

## PICTON MAHONEY FORTIFIED EQUITY FUND

### FUND SPECIFIC NOTES (CONTINUED)

#### 9. LIQUIDITY RISK

The tables below categorize 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. Amounts due to holders of redeemable units are disclosed as net assets attributable to holders of redeemable units on the statement of financial position and are due on demand.

December 31, 2019 Financial Liabilities	On Demand \$	< 3 months \$	> 3 months \$	Total \$
Short positions	3,440,166	-	-	3,440,166
Distributions payable	81	-	-	81
Redemptions payable	1,000	-	-	1,000
Accrued liabilities and other payables	-	58,601	-	58,601
Derivative liabilities	11,346	-	-	11,346

December 31, 2018 Financial Liabilities	On Demand \$	< 3 months \$	> 3 months \$	Total \$
Short positions	6,244,245	-	-	6,244,245
Redemptions payable	34,721	-	-	34,721
Accrued liabilities and other payables	-	109,371	-	109,371
Derivative liabilities	435,269	-	-	435,269

#### 10. FUND UNIT TRANSACTIONS

For the years ended December 31

	2019					2018				
	Class A	Class F	Class FT	Class T	Class I	Class A	Class F	Class FT	Class T	Class I
Units issued and outstanding, beginning of year	316,494	1,714,139	231,872	36,579	3,766,049	271,866	320,231	370,093	22,221	2,838,018
Units issued	9,059	96,644	-	-	-	174,667	1,555,681	10,989	14,358	901,513
Units reinvested	2,761	5,948	-	-	38,745	2,390	12,475	2	-	26,518
Units redeemed	(81,126)	(1,258,967)	(197,545)	(13,972)	-	(132,429)	(174,248)	(149,212)	-	-
<b>Units issued and outstanding, end of year</b>	<b>247,188</b>	<b>557,764</b>	<b>34,327</b>	<b>22,607</b>	<b>3,804,794</b>	<b>316,494</b>	<b>1,714,139</b>	<b>231,872</b>	<b>36,579</b>	<b>3,766,049</b>
<b>Weighted average number of units held during the year</b>	<b>283,834</b>	<b>709,752</b>	<b>110,403</b>	<b>35,072</b>	<b>3,767,004</b>	<b>340,552</b>	<b>831,117</b>	<b>313,559</b>	<b>36,265</b>	<b>3,450,104</b>

#### 11. COMMISSIONS

For the years ended December 31 (in \$000)

	2019	2018
Brokerage commissions	138	198
Soft Dollar commissions	23	24

#### 12. TAX LOSS CARRY FORWARDS

As at December 31 (in \$000)

	2019
Net capital losses carry forward	812
Non-capital losses carry forward	-

# PICTON MAHONEY FORTIFIED EQUITY FUND

## FUND SPECIFIC NOTES (CONTINUED)

### 13. STRUCTURED ENTITIES

The tables below illustrate the Fund's investment in the underlying funds as at December 31, 2019 and December 31, 2018.

Underlying Funds	Fair Value of Fund's Investment (in \$000s)	Underlying Fund's Net Assets (in \$000s)	% of Net Assets of the Underlying Fund
<b>As at December 31, 2019</b>			
Picton Mahoney Fortified Active Extension Alternative Fund	672	12,460	5.4%
<b>As at December 31, 2018</b>			
Picton Mahoney Fortified Active Extension Alternative Fund	706	2,640	26.7%
Picton Mahoney Fortified Market Neutral Alternative Fund	346	11,887	2.9%

# PICTON MAHONEY FORTIFIED EQUITY FUND

## NOTES TO THE FINANCIAL STATEMENTS

As at December 31, 2019 and December 31, 2018

### 1. GENERAL INFORMATION

Picton Mahoney Fortified Equity Fund (the "Fund") is an open-ended mutual trust established under the laws of the Province of Ontario pursuant to a trust agreement dated October 21, 2015 (the "Trust Declaration"). The Fund commenced operations on October 29, 2015. Picton Mahoney Asset Management acts as manager (the "Manager"), portfolio advisor (the "Portfolio Advisor"), and trustee (the "Trustee") for the Fund pursuant to the Trust Declaration. The Manager is responsible for the day-to-day business of the Fund, including the management of the Fund's investment portfolio. The address of the Fund's registered office is 33 Yonge Street, Suite 830, Toronto, Ontario, M5E 1G4. The financial statements are presented in Canadian dollars (CAD). These financial statements were authorized for issue by the Manager on March 24, 2020.

On October 29, 2015, 15,001 Class A units of the Fund were issued to the Manager of the Fund, for cash consideration of CAD \$10.00 per unit.

The Fund may issue an unlimited number of classes or series and may issue an unlimited number of units of each class or series. The Fund has created Class A, Class F, Class FT, Class T and Class I units.

Class A units are available to all investors. Class F units are available to investors who are enrolled in a dealer sponsored fee for service or wrap program and who are subject to an annual asset based fee rather than commissions on each transaction or, at the discretion of the Manager, any other investor for whom the Manager does not incur distribution costs. Class FT units are available to investors who are enrolled in a dealer sponsored fee for service or wrap program and who are subject to an annual asset based fee rather than commissions on each transaction or, at the discretion of the Manager, any other investor for whom the Manager does not incur distribution costs. Class FT units are also designed to provide cash flow to investors by making monthly distributions of cash. Class T units are available to all investors and are designed to provide cash flow to investors by making monthly distributions of cash. Class I units are available to institutional investors or to other investors on a case-by-case basis, all at the discretion of the Manager.

As at December 31, 2019, the Fund currently has 5 Classes of Units: Class A, Class F, Class FT, Class T, and Class I.

The investment objective of the Fund is to achieve long-term capital appreciation by investing primarily in global equity securities while mitigating capital loss by engaging in hedging strategies for downside risk protection.

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of the significant accounting policies of the Fund.

#### (a) Basis of Preparation

These financial statements have been prepared in accordance with those requirements of International Financial Reporting Standards. The financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities (including derivative financial instruments) at fair value through profit or loss.

#### (b) Classification

##### (i) Assets

The Fund classifies its investments based on both the Fund's business model for managing those financial assets and the contractual cash flow characteristics of the financial assets. The portfolio of financial assets is managed and performance is evaluated on a fair value basis. The Fund is primarily focused on fair value information and uses that information to assess the assets'

performance and to make decisions. The Fund has not taken the option to irrevocably designate any equity securities as fair value through other comprehensive income. The contractual cash flows of the Fund's debt securities are solely principal and interest, however, these securities are neither held for the purpose of collecting contractual cash flows nor held both for collecting contractual cash flows and for sale. The collection of contractual cash flows is only incidental to achieving the Fund's business model's objective. Consequently, all investments are measured at fair value through profit or loss.

##### (ii) Liabilities

The Fund makes short sales in which a borrowed security is sold in anticipation of a decline in the market value of that security, or it may use short sales for various arbitrage transactions. Short sales are held for trading and are consequently classified as financial liabilities at fair value through profit or loss. Derivative contracts that have a negative fair value are presented as liabilities at fair value through profit or loss. As such, the Fund classifies all of its investment portfolio as financial assets or liabilities at fair value through profit or loss. The Fund's policy requires the Manager to evaluate the information about these financial assets and liabilities on a fair value basis together with other related financial information.

#### (c) Fair Value Measurements

The Fund utilizes a three tier hierarchy as a framework for disclosing fair value based on inputs used to value the Fund's investments. The three levels of the fair value hierarchy are as follows:

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

Fair values are classified as Level 1 when the related security or derivative is actually traded and a quoted price is available. If an instrument classified as Level 1 subsequently ceases to be actively traded, it is transferred out of Level 1. In such cases, instruments are reclassified into Level 2, unless the measurement of its fair value requires the use of significant unobservable inputs, in which case it is classified as Level 3. 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.

#### (d) Valuation of Investments and Derivatives

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, which include equities, bonds, options, and warrants 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.

Securities not listed on any recognized public securities exchange are valued in the same manner based on available public quotations from recognized dealers in such securities. If market quotations are not readily available, securities will be valued at fair value as determined in good faith by or under the supervision of the Manager. The cost of investments represents the amount paid for each security and is determined on an average cost basis.

# PICTON MAHONEY FORTIFIED EQUITY FUND

## NOTES TO THE FINANCIAL STATEMENTS

As at December 31, 2019 and December 31, 2018

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

Models use observable data, to the extent practicable. However, areas such as credit risk (both own and counterparty), volatilities and correlations require the Manager to make estimates. Changes in assumptions about these factors could affect the reported fair values of financial instruments. The Fund considers observable data to be market data that is readily available, regularly distributed and updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

Investment fund units held as investments are valued at their respective Net Asset Values on the relevant valuation dates as reported by the investment fund manager, as these values are the most readily and regularly available.

Warrants, options, and futures that are not listed on any recognized public securities exchange are valued using the Black-Scholes model and based on observable market inputs.

Foreign exchange forward contracts are valued on each valuation day based on the difference between the value of the contract on the date the contract originated and the value of the contract on the valuation day.

The difference between fair value and the average cost is shown as the change in unrealized appreciation (depreciation) on investments, options and foreign exchange forward contracts.

Other financial assets (held for collection) and other financial liabilities are measured at amortized cost. Under this method, financial assets and liabilities reflect the amount required to be received or paid, discounted, where appropriate at the contract's effective interest rate. Due to their short-term nature, the fair value of other financial assets and financial liabilities carried at amortized cost approximates their carrying amount.

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

Receivable for investments sold and payable for investments purchased represent trades that have been contracted for but not yet settled or delivered on the statements of financial position dates. These amounts are recognized initially at fair value and subsequently measured at amortized cost. At each reporting date, the Funds measure the loss allowance on receivable for investments sold and payable for investments purchased at an amount equal to the lifetime expected credit losses if the credit risk has increased significantly since initial recognition. If, at the reporting date, the credit risk has not increased significantly since initial recognition, the Funds measure the loss allowance at an amount equal to 12-month expected credit losses. Significant financial difficulties of the counterparty, probability that the counterparty will enter bankruptcy or financial reorganization, and default in payments are all considered indicators that a loss allowance may be required. If the credit risk increases to the point that it is considered to be credit impaired, interest income will be calculated based on the gross carrying amount adjusted for the loss allowance. A significant increase in credit risk is defined by the Manager as any contractual payment which is more than 30 days past due or a significant deterioration in a counterparty credit quality. Any contractual payment which is more than 90 days past due is considered credit impaired.

### **(e) Cash**

Cash is comprised of cash on demand deposit with a Canadian financial institution and is stated at fair value.

### **(f) Investment Transactions and Income Recognition**

Investment transactions are accounted for as of the trade date. Expenses are recorded on an accrual basis. Dividend income is recorded on the ex-dividend date. The interest for distribution purposes shown on the statement of comprehensive income represents the coupon interest received by the Fund accounted for on an accrual basis. The Fund does not amortize premiums paid or discounts received on the purchase of fixed income securities except for zero coupon bonds which are amortized on a straight line basis. Realized gains and losses on sale of investments and unrealized appreciation and depreciation in investments are determined on an average cost basis. Average cost does not include amortization of premiums or discounts on fixed income securities with the exception of zero coupon bonds. Income, common expenses and gains (losses) are allocated to each Class of the Fund based on the Class' prorated share of total Net Asset Value.

Distributions received from investment fund holdings are recognized by the Fund in the same form in which they were received from the underlying funds and are recognized on the distribution date.

### **(g) Valuation of Fund Units**

The Fund's net asset value is calculated at the close of regular trading, normally 4:00pm (Eastern Time), on a day the Toronto Stock Exchange ("TSX") is open (a "Valuation Day"). The net asset value of the Fund will be calculated in Canadian dollars and the units of the Fund are denominated in Canadian dollars.

The Fund's units are divided into the Class A, Class F, Class FT, Class T and Class I units. Each class is divided into units of equal value. When you invest in the Fund, you are purchasing units of a specific class of the Fund.

A separate net asset value per unit is calculated for each class of units (the "Unit Price"). The Unit Price is the price used for all purchases, switches, reclassifications and redemptions of units of that class (including purchases made on the reinvestment of distributions). The price at which units are issued or redeemed is based on the next applicable Unit Price determined after the receipt of the purchase or redemption order.

The Unit Price of each class of the Fund is calculated by taking the fair value of all the investments and other assets allocated to the class and subtracting the liabilities allocated to that class. This gives us the net asset value for the class. The Unit Price for the class is obtained by dividing the net asset value for the class by the total number of units of the class that investors in a Fund are holding.

Although the purchases and redemptions of units are recorded on a class basis, the assets attributable to all of the class of a Fund are pooled to create one fund for investment purposes.

Each class pays its proportionate share of fund costs in addition to its management fee and performance fee. The difference in fund costs, management fees and performance fees between each class means that each class has a different Unit Price.

Any purchase, switch, reclassification or redemption instruction received after 4:00pm (Eastern Time) on Valuation Day will be processed on the next Valuation Day.

# PICTON MAHONEY FORTIFIED EQUITY FUND

## NOTES TO THE FINANCIAL STATEMENTS

As at December 31, 2019 and December 31, 2018

### (h) Foreign Currency Translation

The Fund's functional and presentation currency is Canadian dollars. The fair value of foreign investments and other assets and liabilities are translated into Canadian dollars at the exchange rates prevailing at the close of each valuation day. Purchases and sales of foreign securities and the related income and expenses are translated into Canadian dollars at rates of exchange prevailing on the respective dates of such transactions.

Foreign exchange gains and losses relating to cash and other assets and liabilities are presented as 'Foreign currency gain (loss) on cash and other assets and liabilities' and those relating to other financial assets and liabilities are presented within 'Net realized gain (loss) on investments, options, and foreign exchange forward contracts' and 'Change in unrealized appreciation (depreciation) on investments, options, and foreign exchange forward contracts'.

### (i) Increase (decrease) in Net Assets Attributable to Holders of Redeemable Units per Unit

Increase (decrease) in net assets attributable to holders of redeemable units per unit of each Class of the Fund is determined by dividing the net increase in net assets attributable to holders of redeemable units from each Class of Units by the weighted average number of Units outstanding of that Class during the year.

### (j) Transaction Costs

Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of an investment, which include fees and commissions paid to agents, advisors, brokers and dealers, levies by regulatory agencies and securities exchange, and transfer taxes and duties. Such costs are expensed and included in "Transaction costs" in the Statement of Comprehensive Income.

### (k) Securities Lending Transactions

The Fund may enter into securities lending transactions. These transactions involve the temporary exchange of securities as collateral with a commitment to deliver the same securities on a future date. Income is earned from these transactions in the form of fees paid by the counterparty and, in certain circumstances, interest paid on securities held as collateral. Income earned from these transactions is recognized on an accrual basis and included in the Statements of Comprehensive Income.

The Fund has entered into a securities lending program with their custodian, RBC Investor Services Trust. 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 the securities on loan. Collateral will generally be comprised of cash and obligations of, or guaranteed by, the Government of Canada or a province thereof, or a permitted supranational agency as defined in National Instrument 81-102. Securities lending income reported in the Statements of Comprehensive Income is net of a securities lending charge which the Fund's custodian, RBC Investor Services Trust, is entitled to receive.

### (l) IFRS 9, Financial Instruments

IFRS 9 'Financial Instruments' addresses the classification, measurement and derecognition of financial assets and liabilities and replaces the multiple classification and measurement models in IAS 39.

Classification and measurement of debt assets is driven by the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. A debt instrument is measured at

amortized cost if the objective of the business model is to hold the financial asset for the collection of the contractual cash flows and the contractual cash flows under the instrument solely represent payments of principal and interest (SPPI). A debt instrument is measured at fair value through other comprehensive income if the objective of the business model is to hold the financial asset both to collect contractual cash flows from SPPI and to sell. All other debt instruments must be recognized at fair value through profit or loss. An entity may however, at initial recognition, irrevocably designate a financial asset as measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency. Derivative and equity instruments are measured at fair value through profit or loss unless, for equity instruments not held for trading, an irrevocable option is taken to measure at fair value through other comprehensive income. IFRS 9 also introduces a new expected credit loss (ECL) impairment model.

IFRS 9 has been applied by the Fund and did not result in a change to the classification or measurement of financial instruments. The Fund's investment portfolio continues to be classified as fair value through profit or loss and other financial assets which are held for collection continue to be measured at amortized cost. There was no material impact on adoption from the application of the new impairment model.

### (m) Structured Entities

A structured entity is an entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, such as when any voting rights relate to administrative tasks only and the relevant activities are directed by means of contractual arrangements. Picton Mahoney has determined that all of the underlying funds in which the Fund invests are unconsolidated structured entities. In making this determination, Picton Mahoney evaluated the fact that decision making about the underlying funds' activities is not governed by voting or similar rights held by the Fund and other investors in any underlying funds.

The Fund may invest in underlying funds whose investment objectives range from achieving short- to long-term income and capital growth potential. Underlying funds may use leverage in a manner consistent with their respective investment objectives. Underlying funds finance their operations by issuing redeemable units which are puttable at the holder's option and entitle the holder to a proportionate stake in the respective fund's net assets. The Fund's interests in underlying funds as at December 31, 2019 and 2018, held in the form of redeemable units, are included at their fair value in the Statement of Financial Position, which represent the Fund's maximum exposure in these underlying funds. The Fund does not provide and has not committed to provide any additional significant financial or other support to the underlying funds. The change in fair value of each of the underlying funds during the periods is included in 'Change in unrealized appreciation (depreciation) of investments, options, and foreign exchange forward contracts' in the Statement of Comprehensive Income.

### (n) Offsetting

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

# PICTON MAHONEY FORTIFIED EQUITY FUND

## NOTES TO THE FINANCIAL STATEMENTS

As at December 31, 2019 and December 31, 2018

### 3. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

These financial statements, include estimates and assumptions by management that affect the reported amounts of certain assets and liabilities at the date of the financial statements and the reported amounts of certain revenue and expenses during the period. Actual results could differ from these estimates. The following discusses the most significant accounting judgments and estimates that the Fund has made in preparing the financial statements.

#### *Fair value measurement of derivatives and securities not quoted in an active market*

The Fund holds financial instruments that are not quoted in active markets, including derivatives. Fair values of such instruments are determined using recognized valuation techniques and may be determined using reputable pricing sources or indicative prices from market makers.

Where no market data is available, the Fund may value positions using its own models, which are based on valuation methods and techniques generally recognized as standard within the industry. The models used to determine fair values are validated and periodically reviewed by the Manager, independent of the party that created them.

Models use observable data, to the extent practicable. However, areas such as credit risk (both own and counterparty), volatilities and correlations require the Manager to make estimates. Changes in assumptions about these factors could affect the reported fair values of financial instruments. The Fund considers observable data to be market data that is readily available, regularly distributed and updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

### 4. FINANCIAL INSTRUMENTS RISKS

The Fund is exposed to various financial risks, including market risk (which includes currency risk, interest rate risk and price risk), credit risk and liquidity risk. The investment team reviews and rebalances the portfolio on a regular and ongoing basis to maintain the risk reward targets. Portfolios within each strategy are reviewed relative to each other and to their benchmark. Active industry and security allocations are analyzed. All investments may result in a risk of loss of capital.

Please refer to the Fund Specific Notes for details of the Fund's financial instruments risks.

#### **Price risk:**

The Fund trades in financial instruments, taking positions in traded and over-the-counter instruments which may include derivatives. As of December 31, 2019 and December 31, 2018, the Fund held or had exposure to long and short equity positions in publicly traded companies whose securities are actively traded on a recognized public exchange. Equities are susceptible to price risk arising from uncertainties about future prices of those instruments (other than those arising from interest rate risk or currency risk).

Short sales entail certain risks, including the risk that a short sale of a security may expose a Fund to losses if the value of the security increases. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to the Fund of buying those securities to cover the short position. In addition, a short sale by a Fund requires the Fund to borrow securities in order that the short sale may be transacted. There is no assur-

ance that the lender of the securities will not require the security to be paid back by a Fund before the Fund wants to do so, possibly requiring the Fund to borrow the security elsewhere or purchase the security on the market at an unattractive price. Moreover, the borrowing of securities entails the payment of a borrowing fee. The borrowing fee may increase during the borrowing period, adding to the expense of the short sale strategy. There is also no guarantee that the securities sold short can be repurchased by a Fund due to supply and demand constraints in the equity markets. Finally, in order to maintain the appropriate ratios between the long portfolio and the short portfolio of a Fund, the Manager may be required to buy or sell short securities at unattractive prices. The maximum risk resulting for financial instruments held long is determined by the fair value of the instrument.

#### **Currency risk:**

Currency risk is the risk that the cash and securities held by the Fund as well as due to and due from broker balances may be valued in or have exposure to currencies other than the Canadian dollar which is the functional currency of the Fund. The prices of the foreign securities are denominated in foreign currencies which are converted to the Fund's functional currency for determining fair value and, accordingly, each Class Net Asset Value will be affected by fluctuations in the value of such foreign currencies relative to the Canadian dollar.

#### **Interest rate risk:**

Interest rate risk arises when a fund invests in interest-bearing financial instruments and from the possibility that changes in the prevailing levels of market interest rates will affect future cash flows or fair values of such financial instruments. There is minimal fair value sensitivity to interest rate fluctuations on any cash and cash equivalents invested at short-term market interest rates. Market prices may also be affected by changes in market interest rates. Also, changes in the market interest rate may affect the borrowing expenses of the short positions held by the Fund.

#### **Credit risk:**

Credit risk is the risk that the counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Fund. All transactions in listed securities are settled/paid for upon delivery using approved brokers. The risk of default is considered minimal, as delivery of securities sold is only made once the broker has received payment. Payment is made on a purchase once the securities have been received by the broker. The trade will fail if either party fails to meet its obligation. However, there are risks involved in dealing with custodians or prime brokers who settle trades and in rare circumstances, the securities and other assets deposited with the custodian or broker may be exposed to credit risk with regard to such parties. In addition, there may be practical problems or time delays associated with enforcing the Fund's rights to its assets in the case of an insolvency of any such party.

The Fund is exposed to credit risk. For other financial assets at amortized cost, the Manager considers both historical analysis and forward looking information in determining any expected credit loss. At December 31, 2019 and 2018, all amounts receivable for investments sold, subscriptions receivable, dividends receivable, distributions receivable from underlying funds, due from manager, deposits with brokers for securities sold short, and cash are held with counterparties with a good credit quality and are due to be settled within one week. The Manager considers the probability of default to be close to zero as these instruments have a low risk of default and the counterparties have a strong capacity to meet their contractual obligations in the near term. As a result, no loss allowance has been recognized based on 12-month expected credit losses as any such impairment would be wholly insignificant to the Fund.

# PICTON MAHONEY FORTIFIED EQUITY FUND

## NOTES TO THE FINANCIAL STATEMENTS

As at December 31, 2019 and December 31, 2018

### Liquidity risk:

Liquidity risk is the risk that a Fund will not be able to generate sufficient cash availability to execute its payment obligations. The Fund primarily invests in liquid securities that are readily realizable in an active market which is essential if the Fund is required to fund daily redemptions in the course of operations. The Fund from time to time may invest in restricted securities through private placements. However, this type of investment does not constitute a significant percentage of the Fund's Net Asset Value. The Fund may also maintain a cash reserve to accommodate normal-type redemptions. All liabilities of the Fund mature in one year or less. Redeemable units are redeemable on demand at the holder's option. However, the Manager does not expect that the contractual maturity will be representative of the actual cash outflows, as holders of these instruments typically retain them for a longer period.

### Concentration risk:

Concentration risk arises as a result of the concentration of financial instrument exposures within the same category, whether it is geographic region, asset type or industry sector.

## 5. CAPITAL MANAGEMENT

The capital of a Fund is represented by the issued and outstanding units and the net asset value attributable to participating unitholders. The Manager utilizes the capital of the Fund in accordance with the Fund's investment objectives, strategies and restrictions, as outlined in the Fund's prospectus, while maintaining sufficient liquidity to meet normal redemptions. The Fund does not have any externally imposed capital requirements.

## 6. REDEEMABLE UNIT TRANSACTIONS

The Fund is permitted to have an unlimited number of Classes of Units having such terms and conditions as the Manager may determine. Additional Classes may be offered in future on different terms, including having different fee and dealer compensation terms and different minimum subscription levels. Each Unit of a Class represents an undivided ownership interest in the Net Asset Value of the Fund attributable to that Class of Units.

Investors may be admitted to the Fund or may acquire additional Units on a daily basis. Units of the Fund are offered at the Class Net Asset Value per Unit calculated as of the applicable Valuation Date. The minimum initial investment in the Fund is \$2,000 for all Classes and the Manager has the discretion to accept a lesser initial subscription, provided, in each case, that the issuance of Units in respect of such subscription shall otherwise be exempt from the prospectus requirements of applicable securities legislation. Subsequent investments are subject to an additional minimum investment of CAD \$500 subject to applicable securities legislation.

The capital of the Fund is represented by issued redeemable Units with no par value. The Units are entitled to distributions, if any, and to payment of a proportionate share based on the Fund's Net Asset Value per Unit upon redemption. The Fund has no restrictions or specific capital requirements on the subscriptions and redemptions of Units other than as described above. The relevant movements are shown on the Statement of Changes in Net Assets Attributable to Holders of Redeemable Units and in the Fund Specific Notes of each Fund.

IAS 32, Financial Instrument – Recognition and Measurement, requires that units of an entity that include a contractual obligation for the issuer to repurchase or redeem them for cash or another financial asset be classified as financial liability. The Fund's units have been classified as financial liabilities. The Fund has multiple series of units that carry different management fee

rates and therefore do not have identical features. As all units are equally subordinate, the units also would not meet the requirements of IAS 32 and therefore do not meet the conditions to be classified as equity.

## 7. DISTRIBUTIONS

The Fund intends to distribute net income and net realized capital gains, if any, to Unitholders at the end of each taxation year to ensure that the Fund is not liable for income tax under Part I of the Income Tax Act (Canada) (the "Act"), after taking into account any loss carry forwards and capital gains refunds.

All annual distributions paid on Class A, Class F and Class I units will be automatically reinvested in additional units. For Class FT and Class T units, unitholders will receive a target monthly distribution at an initial rate of 5% per annum. The target rate of monthly distribution will be reset at the beginning of each calendar year to provide a target yield based on the net asset value per Class FT unit or Class T unit as at December 31 of the prior year. Throughout the year, such monthly distributions to unitholders will be composed of net income, net capital gains and/or a return of capital. All distributions on Class FT and Class T units will be paid in cash.

## 8. TAXATION

The Fund qualifies as a "mutual fund trust" and will be subject to tax in each taxation year under Part I of the Act on the amount of its income for the year, including net realized taxable capital gains, less the portion thereof that it claims in respect of the amount paid or payable to Unitholders in the year. The Fund deducts, in computing its income in each taxation year, the full amount available for deduction in each year and, therefore, provided the Fund makes distributions in each year of its net income and net realized capital gains, it will generally not be liable in such year for any tax on its net income or profit under Part I of the Tax Act. 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 tax asset.

Non-capital losses have expiry periods of up to 20 years and can be offset against future taxable income. Net capital losses can be carried forward indefinitely and offset against future taxable capital gains. For tax loss carry forward information, please refer to Note 13 in the Fund Specific Notes.

The Fund is required to include in income for each taxation year any dividends received by it in a taxation year and all interest that accrues to it to the end of the year, or becomes receivable or is received by it before the end of the year, except to the extent that such interest was included in computing its income for a preceding taxation year. In computing its income, the Fund will take into account any loss carry-forwards, any capital gains refund and all deductible expenses, including management fees.

Gains and losses realized by the Fund on the disposition of securities will generally be reported as capital gains and capital losses. The Fund will elect under section 39(4) of the Tax Act so that all gains or losses realized on the disposition of securities that are "Canadian securities" (as defined in the Tax Act), including Canadian securities acquired in connection with short sales, will be deemed to be capital gains or losses to the Fund. Generally, gains and losses realized by the Fund from derivative securities and in respect of short sales of securities (other than Canadian securities) will be treated as income and losses of the Fund, except where a derivative is used to hedge securities held on capital account provided there is sufficient linkage and subject to detailed rules in the Tax Act. Whether gains or losses realized by the Fund in respect of a particular security (other than a Canadian security) is on income or capital

# PICTON MAHONEY FORTIFIED EQUITY FUND

## NOTES TO THE FINANCIAL STATEMENTS

As at December 31, 2019 and December 31, 2018

account will depend largely on factual considerations. Losses incurred by the Fund in a taxation year cannot be allocated to unitholders, but may be deducted by the Fund in future years in accordance with the Tax Act.

### 9. OPERATING EXPENSES

The Manager is responsible for the day-to-day operations of the Fund. The Fund pays its own operating expenses, other than advertising costs and costs of dealer compensation programs, which are paid by the Manager. Operating expenses include, but are not limited to, brokerage commissions and fees, taxes, audit and legal fees, fees of the members of the Independent Review Committee ("IRC"), costs and fees in connection with the operation of the IRC, safekeeping and custodial fees, interest expenses, operating, administrative and systems costs, investor servicing costs and costs of financial and other reports to investors, as well as prospectuses, annual information forms and fund facts.

With the exception of Class specific expenses, all other expenses are allocated to each Class of the Fund based on the Class' pro-rated share of total Net Asset Value of the Fund. The Manager may from time to time waive any portion of the fees and reimbursement of expenses otherwise payable to it, but no such waiver affects its right to received fees and reimbursement of expenses subsequently accruing to it.

### 10. RELATED PARTY TRANSACTIONS

#### (a) Management Fees

The Manager receives a management fee payable for providing its services to the Fund. The management fee varies for each class of units. The management fee is calculated and accrued daily based on a percentage of the net asset value of the class of units of the Fund, plus applicable taxes, and is payable on the last business day of each calendar quarter. This fee differs among the classes of units of the Fund. The annual management fee payable by the Fund to the Manager on Class A units is 2.00%, on Class F units is 1.00%, on Class FT units is 1.00%, and on Class T units is 2.00%. The management fee for Class I units of the Fund is negotiated by the investor and paid directly by the investor, and would not exceed the management fee payable on Class A units of the Fund.

Effective August 20, 2019, the annual management fee payable by the Fund to the Manager on Class A units is 1.90%, on Class F units is 0.90%, on Class FT units is 0.90%, and on Class T units is 1.90%. Unitholders of Class I units pay a negotiated management fee based on the net asset value of the Class I units of a Fund you own directly to the Manager, which will not exceed 1.90%. This fee will be set out in an agreement between you and the Manager.

#### (b) Performance Fees

The Manager receives a performance fee payable in respect of each class of units of the Fund. The performance fee is equal to the daily net asset value of the class of units of the Fund during the calendar quarter multiplied by 20% of the amount by which the total return of the class of units exceeds the total percentage increase or decrease in the blended benchmark consisting of 25% S&P/TSX Composite Total Return Index; 50% MSCI World Index (net total return, in Canadian dollars); and 25% FTSE TMX Canada 30 Day T-Bill Index (the "Performance Fee Index") since the end of the period for which the last performance fee was paid. If at any time the total return of the class of units of the Fund is less than its Performance Fee Index, then no performance fee will be payable until the total return of the class of units of the Fund relative to its Performance Fee Index has exceeded the amount of the deficiency calculated on a percentage basis. Investors in Class I units may negotiate a different performance fee than the one described herein or no performance fee at all. Any performance fee for Class I units will be paid directly to the Manager.

#### (c) Fund of Fund Expenses

When a Top Fund invests in an underlying fund, the underlying fund may pay a management and performance fee and other expenses in addition to the fees and expenses payable by the Top Fund. The fees and expenses of the underlying fund will have an impact on the management expense ratio of a Top Fund that invests in such underlying fund as the Top Fund is required, in determining its management expense ratio, to take into account the expenses incurred by the Top Fund that are attributable to its investment in the underlying fund. However, the Top Fund will not pay a management or performance fee that, to a reasonable person, would duplicate a fee payable by the underlying fund(s) for the same service. In addition, the Top Fund will not pay any sales charges, redemption fees or short-term trading fees for its purchase or redemption of units of any underlying fund that is managed by the Manager, its affiliate or associate, or that, in respect of the other underlying funds, to a reasonable person, would duplicate a fee payable by an investor in any underlying fund.

### 11. SUBSEQUENT EVENT

The impact of the coronavirus ("COVID-19") outbreak on the financial performance of the Fund's investments will depend on future developments, including the duration and spread of the outbreak and related advisories and restrictions. These developments and the impact of COVID-19 on the financial markets and the overall economy are highly uncertain and cannot be predicted. If the financial markets and/or the overall economy are impacted for an extended period, the Fund's future investment results may be materially adversely affected.

**THINK AHEAD.  
STAY AHEAD.**



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## **PICTON MAHONEY ASSET MANAGEMENT CORPORATE INFORMATION**

### **Corporate Address**

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### **Fund Administration & Transfer Agent**

#### **Picton Mahoney Funds**

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