

Financial Statements of

GOODWOOD CAPITAL FUND

December 31, 2018 and 2017



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INDEPENDENT AUDITORS' REPORT

To the Unitholders of Goodwood Capital Fund

Opinion

We have audited the financial statements of Goodwood Capital Fund (the Fund), 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 holders 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 financial statements present fairly, in all material respects, the financial position of the Fund as at December 31, 2018 and 2017 and its financial performance and its cash flows for the years then ended, in accordance with International Financial Reporting Standards (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 Fund 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's Report on 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 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 these 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 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 charge with governance are responsible for overseeing the Fund'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 Fund's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our 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 Fund to cease to continue as a going concern.



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- 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.

KPMG LLP

Chartered Professional Accountants, Licensed Public Accountants

Toronto, Canada

March 28, 2019

GOODWOOD CAPITAL FUND

Statements of financial position

As at December 31, 2018, with comparative information for 2017

	Note	December 31, 2018	December 31, 2017
Assets			
Cash		\$ 866,642	\$ 875,465
Financial assets at fair value through profit or loss (cost - \$4,581,444; December 31, 2017 - \$6,262,474)	6	5,292,484	7,866,991
Receivable for investments sold		18,528	13,083
Accrued interest and dividend receivable		20,890	3,789
Total assets		\$ 6,198,544	\$ 8,759,328
Liabilities			
Accounts payable and accrued liabilities	8	\$ 54,256	\$ 65,939
Payable for investments purchased		-	4,807
Total liabilities (excluding net assets attributable to holders of redeemable units)		\$ 54,256	\$ 70,746
Net assets attributable to holders of redeemable units	7	\$ 6,144,288	\$ 8,688,582
Net assets attributable to holders of redeemable units per class			
Class A		\$ 4,425,898	\$ 6,528,781
Class F		1,718,390	2,159,801
Total net assets attributable to holders of redeemable units		\$ 6,144,288	\$ 8,688,582
Net assets attributable to holders of redeemable units per unit			
Class A		\$ 15.72	\$ 18.12
Class F		10.31	11.75

Approved by Goodwood Inc.:

"Peter H. Puccetti"

Director
Chief Investment Officer

"Curt S. Cumming"

Director
President

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

GOODWOOD CAPITAL FUND

Statements of comprehensive income

For the year ended December 31, 2018, with comparative information for 2017

	Note	2018	2017
Income			
Dividend income		\$ 95,778	\$ 138,349
Interest for distribution purposes		21,603	1,668
Net foreign currency gain (loss)		1,496	(16,862)
Net realized gains on financial assets		91,510	247,555
Net change in unrealized appreciation (depreciation) on financial assets		(893,477)	421,379
Total income		\$ (683,090)	\$ 792,089
Operating expenses			
Management fees	8	\$ 110,824	\$ 177,776
Commissions and other portfolio transaction costs	9	54,588	62,052
Legal and professional fees		44,448	61,321
General and administrative		38,413	39,048
Audit fees		28,588	44,885
Independent Review Committee fees	8	12,066	11,967
Trustee fees		11,362	11,269
Withholding tax		-	1,356
Total operating expenses		\$ 300,289	\$ 409,674
(Decrease) Increase in net assets attributable to holders of redeemable units	7	\$ (983,379)	\$ 382,415
(Decrease) Increase in net assets attributable to holders of redeemable units per class			
Class A		\$ (726,674)	\$ 241,244
Class F		(256,705)	141,171
Total net assets attributable to holders of redeemable units		\$ (983,379)	\$ 382,415

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

GOODWOOD CAPITAL FUND

Statements of changes in net assets attributable to holders of redeemable units

For the year ended December 31, 2018, with comparative information for 2017

December 31, 2018

Class	Net assets		Unit Transactions			Net assets attributable to holders of redeemable units, end of year
	attributable to holders of redeemable units, beginning of year	Decrease in net assets attributable to holders of redeemable units	Proceeds from redeemable units issued	Redemption of redeemable units	Transfer In/ Transfer Out	
Class A	\$ 6,528,781	\$ (726,674)	\$ 900	\$ (1,112,342)	\$ (264,767)	\$ 4,425,898
Class F	2,159,801	(256,705)	62,676	(512,149)	264,767	1,718,390
Total	\$ 8,688,582	\$ (983,379)	\$ 63,576	\$ (1,624,491)	\$ -	\$ 6,144,288

December 31, 2017

Class	Net assets		Unit Transactions			Net assets attributable to holders of redeemable units, end of year
	attributable to holders of redeemable units, beginning of year	Increase in net assets attributable to holders of redeemable units	Proceeds from redeemable units issued	Redemption of redeemable units	Transfer In/ Transfer Out	
Class A	\$ 9,868,087	\$ 241,244	\$ 23,460	\$ (2,044,625)	\$ (1,559,385)	\$ 6,528,781
Class F	451,985	141,171	56,620	(49,360)	1,559,385	2,159,801
Total	\$ 10,320,072	\$ 382,415	\$ 80,080	\$ (2,093,985)	\$ -	\$ 8,688,582

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

GOODWOOD CAPITAL FUND

Statements of cash flows

For the year ended December 31, 2018, with comparative information for 2017

	2018	2017
Cash flow from operating activities		
(Decrease) Increase in net assets attributable to holders of redeemable units	\$ (983,379)	\$ 382,415
Net realized gains on financial assets	(91,510)	(247,555)
Net change in unrealized depreciation (appreciation) on financial assets	893,477	(421,379)
	(181,412)	(286,519)
Purchases of investments	(8,770,721)	(15,924,525)
Proceeds from sale of investments	10,543,261	14,930,689
Net (increase) decrease in receivable for investments sold	(5,445)	50,151
Net increase in accrued interest and dividend receivable	(17,101)	(1,290)
Net (decrease) increase in accounts payable and accrued liabilities	(11,683)	11,401
Net (decrease) increase in payable for investments purchased	(4,807)	4,807
Net cash provided by (used in) operating activities	1,552,092	(1,215,286)
Cash flows from financing activities		
Proceeds from issuance of redeemable units	63,576	80,080
Payment on redemption of redeemable units	(1,624,491)	(2,093,985)
Net cash used in financing activities	(1,560,915)	(2,013,905)
Net decrease in cash	(8,823)	(3,229,191)
Cash at beginning of the year	875,465	4,104,656
Cash at end of the year	\$ 866,642	\$ 875,465
Interest received	1,049	2,461
Dividends received, net of withholding taxes	99,231	134,910

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

GOODWOOD CAPITAL FUND

Schedule of Investments

As at December 31, 2018

PAR VALUE/ NUMBER OF SHARES	DESCRIPTION	AVERAGE COST	FAIR VALUE	% OF NET ASSETS
		\$	\$	
Investments owned				
Canadian publicly held securities:				
27,865	Great Canadian Gaming Corp.	426,683	1,333,898	21.71
88,196	Polaris Infrastructure Inc.	1,277,175	908,419	14.78
293,932	The Westaim Corp.	714,533	758,345	12.34
82,124	Medexus Pharmaceuticals Inc.	126,600	394,195	6.42
190,426	BSM Technologies Inc.	230,763	152,341	2.48
27,280	Freshii Inc., Class A	69,842	69,837	1.14
29,200	Maxim Power Corp.	62,934	63,364	1.03
8,410	Extendicare Inc.	66,102	53,404	0.87
67,855	UrtheCast Corp.	54,640	10,857	0.18
		3,029,272	3,744,660	60.95
Canadian privately held securities:				
37,783	AMP Solar Group Inc.	-	302,264	4.92
166,600	Morgan Solar Inc., Preferred Shares A	193,071	41,650	0.68
		193,071	343,914	5.60
Foreign publicly held securities:				
171,585	Lloyds Banking Group PLC (ADR)	706,278	599,015	9.75
60,995	Akumin Inc.	313,397	282,808	4.60
322	Netflix Inc.	148,851	117,532	1.91
		1,168,526	999,355	16.26
Foreign privately held bonds:				
150,000	Virginia Black LLC, 12.5%, January 31, 2019	190,575	204,555	3.33
		190,575	204,555	3.33
Foreign warrants:				
37,500	Virginia Black LLC, Warrants, February 26, 2021	-	-	-
16,000	BioAmber Inc., Warrants, January 27, 2021	-	-	-
		-	-	-
Total investments owned		\$ 4,581,444	\$ 5,292,484	86.14
Total investments		4,581,444	5,292,484	86.14
Other assets, net			851,804	13.86
Net assets			6,144,288	100.00

GOODWOOD CAPITAL FUND

Notes to the financial statements

December 31, 2018

1. GENERAL INFORMATION

The Goodwood Capital Fund (the "Fund") is an open-end investment fund trust created under the laws of Ontario. The Fund was established on December 23, 1999 pursuant to a declaration of trust and is governed by a third amended and restated trust agreement dated June 11, 2014 as amended from time to time (the "Trust Agreement"). The Fund files with all Canadian provincial and territorial securities commissions a simplified prospectus and annual information form each year for the public offering of its Fund units. Currently, the Fund offers its units to the public under a simplified prospectus and annual information form dated May 11, 2018 (collectively, the "Prospectus"). Interests in the Fund are divided into Class A and Class F units. Class A units were issued beginning on December 29, 1999. Class F units were available for purchase starting June 10, 2016. The registered office of the Fund is 212 King Street West, Suite 200, Toronto, Ontario, M5H 1K5.

Fund management and investment management services are provided by Goodwood Inc. (the "Manager"), a member of the Investment Industry Regulatory Organization of Canada. In this capacity, the Manager manages the day-to-day business and investment portfolio of the Fund. In addition, the Manager is the promoter of the Fund. Computershare Trust Company of Canada is trustee (the "Trustee") of the Fund, and National Bank Independent Network Inc. ("NBIN Inc.") is the custodian of the Fund.

The investment objective of the Fund is to achieve capital appreciation by investing primarily in equity securities of North American companies over a broad range of industry sectors which the Manager believes to have superior potential.

To achieve its objectives, the Fund invests primarily in equity securities of North America companies - that is, issuers with a connection to Canada or the U.S., such as those that are domiciled in Canada or the U.S., the securities of which are listed on an exchange in Canada or the U.S., or derive a significant portion of their revenues or profits from, or hold a significant portion of their assets in, Canada or the U.S. The Fund may also purchase additional securities such as term deposits, commercial paper, bonds and debentures of corporate and government issuers should prevailing market conditions warrant a defensive position. The Fund may invest up to 15% of its net asset value at cost in junk bonds or other debt securities with equity-like total return.

2. BASIS OF PRESENTATION

Basis of accounting

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

These financial statements have been prepared on a historical cost basis, except for financial assets and financial liabilities at fair value through profit or loss ("FVTPL") which are presented at fair value.

Approval of the financial statements

The financial statements were approved by the Manager and authorized for issue on March 28, 2019 and include all subsequent events up to that date.

GOODWOOD CAPITAL FUND

Notes to the financial statements

December 31, 2018

2. BASIS OF PRESENTATION (Continued)

Functional and presentation currency

The functional currency of the Fund is the Canadian Dollar (“CAD”) and the financial statements are presented in CAD.

Critical accounting estimates and assumptions

The preparation of financial statements requires management to use judgment in applying its accounting policies and to make estimates and assumptions about the future. The following discusses the most significant accounting judgments and estimates that the Fund has made in preparing these financial statements. Actual results may differ from these estimates.

Fair value of derivative financial instruments

The Fund may, from time to time, hold financial instruments that are not quoted in active markets. Fair values of such instruments are determined by using valuation techniques. Where valuation techniques (for example, models) are used to determine fair values, they are validated and periodically reviewed by experienced personnel of the Manager.

Fair value of securities not quoted in an active market

The fair value of such securities not quoted in an active market may be determined by the Fund using reputable pricing sources (such as pricing agencies) or indicative prices from bond/debt market makers. The Fund would exercise judgment and estimates on the quantity and quality of pricing sources used. Where no market data is available, the Fund may value positions using its own models, which are usually based on valuation methods and techniques generally recognized as standard within the industry. Models use observable data, to the extent practicable. However, areas such as credit risk (both own and counterparty), volatilities and correlations require management to make estimates. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

The determination of what constitutes ‘observable’ requires significant judgment by the Fund. The Fund considers observable data to be market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market. Refer to note 6 for further information about the fair value measurement of the Fund’s financial instruments.

3. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies set out below have been applied consistently to all years presented in these financial statements:

Cash

Cash is comprised of cash deposits at NBIN Inc.

GOODWOOD CAPITAL FUND

Notes to the financial statements

December 31, 2018

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial assets at fair value through profit or loss

Recognition, measurement and classification:

For fiscal years beginning January 1, 2018, IFRS 9, Financial Instruments ("IFRS 9") has replaced International Accounting Standard 39, Financial Instruments – Recognition and Measurement ("IAS 39"). IFRS 9 introduces new classification and measurement requirements for financial instruments, including impairment on financial assets and hedge accounting.

This new standard requires assets to be classified based on the Fund's business model for managing the financial assets and contractual cash flow characteristics of the financial assets. The standard includes three principal classification categories for financial assets: measured at amortized cost, fair value through other comprehensive income, and FVTPL. It eliminates the existing IAS 39 categories of held to maturity, loans and receivables and available for sale. IFRS 9 largely retains the existing requirements in IAS 39 for the classification of financial liabilities. Upon transition to IFRS 9, the Fund's financial assets (debt securities, equity instruments) that had previously been designated as FVTPL were reclassified as mandatorily at FVTPL. Derivative assets and derivative liabilities that were previously classified as held for-trading financial instruments were reclassified as FVTPL. Financial assets that were previously classified as loans and receivables were reclassified as amortized cost. Financial liabilities that were previously classified as other financial liabilities were reclassified as amortized cost upon transition to IFRS 9. Changes in accounting policies resulting from adoption of IFRS 9 have been applied retrospectively. The information presented for 2017 reflects requirements of IFRS 9. There were no changes to the measurement basis of the Fund's financial instruments as a result of adopting IFRS 9, and consequently, there was no impact to net assets.

The Fund classifies its investments in debt and equity securities, and derivatives, as financial assets or financial liabilities at FVTPL.

Financial assets that the Fund classifies and measures at amortized cost includes receivable from investments sold, accrued interest and dividend receivable, and notes receivable.

Financial liabilities that are classified and measured at amortized cost include payable for investments purchased and redemptions payable.

Financial assets and financial liabilities at FVTPL are initially recognized on the trade date at fair value, with transaction costs recognized in the statements of comprehensive income. Other financial assets and financial liabilities recognized on the origination date at fair value plus transaction costs that are directly attributable to their acquisition or issue.

Subsequent to initial recognition, all financial assets and financial liabilities at FVTPL are measured at fair value. Net changes in unrealized gains and losses arising from changes in the fair value of the financial instruments at FVTPL are presented in the statements of comprehensive income within net change in unrealized appreciation on financial instruments at FVTPL in the year in which they arise. Realized gains and losses arising from the sale of financial assets at FVTPL are calculated as proceeds of disposition less their average cost. Average costs does not include amortization of premiums or discounts on debt securities.

Financial assets are derecognized when the rights to receive cash flows from the asset have expired or the Fund has transferred substantially all the risks and rewards of ownership. Financial liabilities are derecognized when the contractual obligation of the liability has been discharged, cancelled, or expired.

GOODWOOD CAPITAL FUND

Notes to the financial statements

December 31, 2018

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Dividend income from financial assets at FVTPL is recognized in the statement of comprehensive income within dividend income, gross of withholding taxes, when the Fund's right to receive payments is established. Dividends declared on securities sold short are recorded as a dividend expense on the ex-dividend date. Amounts not yet received or paid are included in the statement of financial position in dividends receivable and dividends payable on securities sold short, respectively. Interest for distribution purposes earned on debt securities at FVTPL is recognized in the statement of comprehensive income on an accrual basis.

Fair value measurement

Financial assets at FVTPL are measured at fair value. 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 traded in active markets is based on quoted market prices at the close of trading on the reporting date. In circumstances where the closing price is outside of the closing bid-ask range, then the closest bid or ask to the last trade will be used.

The fair value of financial assets that are not traded in an active market 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 used include the use of comparable recent arm's length transactions, option pricing models and other valuation techniques commonly used by market participants making the maximum use of market inputs and relying as little as possible on entity-specific inputs.

Financial assets and liabilities classified and measured at amortized cost: Amortized cost is the amount at which the financial asset or liability is measured at initial recognition, minus principal repayments, plus or minus the cumulative amortization using the effective interest method of any difference between the initial amount recognized and the maturity amount, less any reduction for impairment.

The fair value used for financial reporting is consistent with the fair value used for unitholder and related transactions.

Offsetting financial assets and financial liabilities

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when, and only when, the Fund has a legally enforceable right to off-set the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. Income and expenses are presented on a net basis for gains and losses from financial assets and financial liabilities at FVTPL.

Payable for investments purchased/receivable for investments sold

Amounts receivable for investments sold and amounts payable for investments purchased that have been contracted are recorded on the statement of financial position at the amount to be received or delivered.

GOODWOOD CAPITAL FUND

Notes to the financial statements

December 31, 2018

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Redeemable units and net assets attributable to holders of redeemable units

The Fund issues two classes of redeemable units, which are redeemable at the holder's option and do not have identical attributes. The Funds' units are classified as a liability under Internal Accounting Standard ("IAS") 32, Financial Instruments – Presentation ("IAS 32") as there is a requirement to make cash distributions to unitholders, if requested.

For each Fund unit sold, the Fund receives an amount equal to the net asset value per unit at the date of sale, which amount is included in net assets attributable to holders of redeemable units. For each unit redeemed, net assets attributable to holders of redeemable units is reduced by the net asset value of the unit at the date of redemption. The redeemable units are measured at the current value of the Fund's net assets and are considered a residual amount of the net assets attributable to holders of redeemable units.

Net assets attributable to holders of redeemable units is calculated for the class of units of the Fund by taking the respective class' proportionate share of the Fund's net assets and dividing the number of units outstanding on the valuation date.

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

Commissions and other portfolio transaction costs

Commissions and other portfolio transaction costs are costs incurred to acquire financial assets at FVTPL. They include fees and commissions paid to agents, advisers, brokers and dealers. Transaction costs, when incurred, are immediately recognized in profit or loss as an expense.

Foreign currency translation

Investment transactions and income and expenses in foreign currencies have been translated to CAD at the rate of exchange prevailing at the time of the transaction. Foreign currency assets and liabilities have been translated into the functional currency using the rate of exchange prevailing at the statements of financial position date. Foreign exchange gains and losses relating to cash are presented in the statements of comprehensive income within net foreign currency gains (losses). Foreign exchange gains and losses relating to financial assets carried at FVTPL are presented in the statements of comprehensive income within net changes in fair value on financial assets at FVTPL.

Taxation

The Fund qualifies as a mutual fund trust under the Income Tax Act (Canada). All of the Funds' net income for tax purposes and sufficient net capital gains 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 and as such, the tax benefit of capital and non-capital losses has not been reflected in the statement of financial position as a deferred income tax asset.

The Fund is subject to withholding taxes on foreign income. In general, the Fund treats withholding tax as a charge against income for tax purposes.

GOODWOOD CAPITAL FUND

Notes to the financial statements

December 31, 2018

4. DERIVATIVE FINANCIAL INSTRUMENTS

The Fund holds the following derivative instruments:

Warrants

A warrant is a contractual arrangement under which the issuer grants the holder the right, but not the obligation, either to buy at or by a set date or during a set period, a specific amount of securities or a financial instrument at a predetermined price directly from the issuer of the underlying securities. The Fund is exposed to credit risk on purchased warrants only to the extent of their carrying amount, which is their fair value.

The following tables detail the Fund's investments in warrants as at the reporting dates:

December 31, 2018

Description	Maturity Date	Strike Price	Notional Amount	Fair value in financial assets
<i>Warrants</i>				
BioAmber Inc.	1/27/2021	5.50	88,000	-
Virginia Black LLC	2/26/2021	TBD	-	-

December 31, 2017

Description	Maturity Date	Strike Price	Notional Amount	Fair value in financial assets
<i>Warrants</i>				
BioAmber Inc.	1/27/2021	5.50	88,000	-

The notional amounts of certain types of financial instrument provide a basis for comparison with instruments recognized on the statement of financial position, but they do not necessarily indicate the amounts of future cash flows involved or the current fair value of the instruments and do not therefore indicate the Fund's exposure to credit or market price risks. The derivative instruments become favourable (assets) or unfavourable (liabilities) as a result of fluctuations in market prices or foreign exchange rates relative to their terms. The aggregate contractual or notional amount of derivative financial instruments on hand, the extent to which instruments are favourable or unfavourable, and thus the aggregate fair values of derivative financial assets and liabilities can fluctuate significantly from time to time.

5. FINANCIAL INSTRUMENTS - RISK MANAGEMENT

Financial risk factors

The Fund's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including price risk, foreign exchange risk, and interest rate risk). The Fund's exposure to financial risks is concentrated in its investment holdings.

The Fund is also exposed to operational risks such as custody risk. Custody risk is the risk of loss of securities held in custody brought about by the insolvency or negligence of the custodian. Although an appropriate legal framework is in place that reduces the risk of loss of value of the securities held by the custodian, in the event of its failure, the ability of the Fund to transfer securities might be temporarily impaired.

GOODWOOD CAPITAL FUND

Notes to the financial statements

December 31, 2018

5. FINANCIAL INSTRUMENTS - RISK MANAGEMENT (Continued)

The Manager seeks to minimize potential adverse effects of these risks on the Fund's performance by daily monitoring of the Fund's positions and market events and, by diversifying the investment portfolio within the constraints of the investment objective. To assist in managing risks, the Manager also uses internal guidelines that identify the target exposures for each type of risk, maintains a governance structure that oversees the Fund's investment activities and monitors compliance with the Fund's state investment strategy, internal guidelines, and securities regulations.

The Fund uses different methods to measure and manage the various types of risk to which it is exposed; these methods are explained below.

(i) 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. Credit risk is managed by the Manager through a careful selection of securities and diversification of the Fund's portfolio. The Manager monitors the Fund's overall market positions on a daily basis and investment positions are maintained within an established range.

The amount of exposure to credit risk is represented by the carrying amount of the assets on the statements of financial position and the possible inability of another party failing to discharge an obligation. Substantially all financial instruments are cleared through and held in custody by NBIN Inc. The Fund is subject to credit risk to the extent that NBIN Inc. may be unable to fulfill its obligations either to return the Fund's securities or repay amounts owed. NBIN Inc. has received an A-1 credit rating from the Dominion Bond Rating Service. The Fund does not anticipate any losses as a result of this concentration.

As at December 31, 2018, the Fund held one bond that was not rated.

(ii) Liquidity risk

Liquidity risk is the risk that the Fund will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or other financial assets.

The Fund is exposed to periodic cash redemptions of redeemable units. In addition, the Fund may, from time to time, invest in unlisted securities, which are not traded in an organized market. Non-listed securities may generally be illiquid, therefore, the Fund may not be able to quickly liquidate its investments in these instruments at an amount close to its fair value in order to respond to meet its liquidity requirements or to respond to specific events, such as a deterioration in the creditworthiness of any particular issuer.

The Fund manages its liquidity risk by primarily investing in marketable securities and other financial instruments which are traded in active markets and can be readily disposed of under normal market conditions. Furthermore, the fund retains sufficient cash and highly liquid investment positions to maintain liquidity.

It is the Fund's policy that the Manager monitors the Fund's liquidity position on a daily basis. The Fund's liabilities are generally expected to be due and paid within 90 days, with the exception of net assets attributable to holders of redeemable units. Redeemable units are redeemable on demand at the holder's option, however does not represent significant liquidity risk as holders of these instruments typically retain them for the medium to long term. In addition, the Fund requires appropriate notice of unit redemptions and under extraordinary circumstances has the ability to suspend redemptions if this is deemed to be in the best interest of all unitholders. The Fund did not withhold any redemption or implement any suspensions during 2018 or 2017. As such, the Fund is not exposed to significant liquidity risk.

GOODWOOD CAPITAL FUND

Notes to the financial statements

December 31, 2018

5. FINANCIAL INSTRUMENTS - RISK MANAGEMENT (Continued)

(iii) Market risk

Market risk is the risk that the fair value of future cash flows of financial instruments will fluctuate due to changes in market variables such as market prices, foreign exchange rates and interest rates. The following include sensitivity analyses that show how the net assets attributable to holders of redeemable units would have been affected by a reasonably possible change in the relevant risk variable at each reporting date. In practice, the actual results may differ and the differences could be material.

a) Price risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether caused by factors specific to an individual investment, its issuer or all factors affecting all instruments traded in the market. The Fund is primarily exposed to price risk through from its investments in equity, preferred securities and related derivatives.

All investments represent a risk of loss of capital. The investment portfolio consists of securities of companies in various industries which are subject to normal market fluctuations and the risks inherent in investment in equity markets. The maximum risk resulting from financial instruments is determined by the fair value of the financial instruments.

The Fund's price risk is managed by the Manager constructing a diversified portfolio of investments traded on various markets which may not be correlated. The Fund's positions and overall market conditions are monitored on a daily basis.

As at December 31, 2018, had the prices for these securities increased or decreased by 5%, with all other variables held constant, net assets attributable to holders of redeemable units would have increased or decreased by approximately \$264,624 (2017 - \$393,350).

The Fund is also exposed to price risk through the concentration of its investment portfolio, and manages this risk through daily monitoring of the portfolio to comply with the Fund's investment strategies as outlined in the Fund's Prospectus.

b) Foreign exchange risk

The Fund may hold both monetary and non-monetary assets and liabilities denominated or traded in currencies other than the Canadian Dollar, the Fund's functional currency. Foreign currency risk arises as the value of future transactions of assets and liabilities denominated in other currencies fluctuate due to changes in foreign exchange rates.

GOODWOOD CAPITAL FUND

Notes to the financial statements

December 31, 2018

5. FINANCIAL INSTRUMENTS - RISK MANAGEMENT (Continued)

The table below summarizes the foreign currencies to which the Fund had significant exposure at December 31, 2018 and 2017 in CAD terms. The table also illustrates the potential impact on the net assets attributable to holders of redeemable units if CAD had strengthened or weakened by 5% in relation to the listed currencies, with all other variables held constant.

December 31, 2018

Currency	Currency Exposure		As a % of net assets attributable to holders of redeemable units	Impact on net assets attributable to holders of redeemable units	Impact as a % of net assets attributable to holders of redeemable units
	Cash and other receivables	Investments at FVTPL			
United States Dollar	20,559 \$	1,203,910	19.90 \$	61,223	1.0

December 31, 2017

Currency	Currency Exposure		As a % of net assets attributable to holders of redeemable units	Impact on net assets attributable to holders of redeemable units	Impact as a % of net assets attributable to holders of redeemable units
	Cash and other receivables	Investments at FVTPL			
United States Dollar	\$ -	\$ 394,315	4.50 \$	19,716	0.2

c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in prevailing market interest rates.

The majority of the Fund's financial assets and liabilities are non-interest bearing or repriced daily and, as a result, the Fund's portfolio is not subject to a significant amount of risk due to fluctuations in the prevailing levels of market interest rates. However, the underlying investments may themselves invest in fixed interest-bearing securities, which could expose them to interest rate risk.

The table below summarizes the Fund's exposure to interest rate risk as at December 31, 2018, by remaining term to maturity. The table also illustrates the potential impact on the net assets attributable to holders of redeemable units if the prevailing levels of market interest rates changed by 1%, assuming a parallel shift in the yield curve with all other variables held constant.

Term to maturity	December 31, 2018
Less than 1 year	204,555
Total	204,555
Impact on net assets attributable to holders of redeemable units	170
Impact on net assets attributable to holders of redeemable units %	0.00%

The Fund had no direct exposure to interest rate risk as of December 31, 2017.

GOODWOOD CAPITAL FUND

Notes to the financial statements

December 31, 2018

6. FAIR VALUE OF FINANCIAL INSTRUMENTS

The fair value of financial assets and liabilities traded in active markets (such as publicly traded derivatives and trading securities) are based on quoted market prices at the close of trading on the year end date. An active market is a market in which transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis. If a significant movement in fair value occurs subsequent to the close of trading up to midnight on the year end date, valuation techniques will be applied to determine the fair value.

The fair value of financial assets and liabilities that are not traded in an active market is determined by using valuation techniques. The Fund uses a variety of methods and makes assumptions that are based on market conditions existing at each year end date. Valuation techniques used for non-standardized financial instruments, include the use of comparable recent arm's length transactions, option pricing models and other valuation techniques commonly used by market participants making the maximum use of market inputs and relying as little as possible on entity-specific inputs.

The Fund categorizes its financial instruments classified as FVTPL into a hierarchy based on the instruments' significant inputs as follows:

- Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2: inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3: inputs are unobservable inputs for the asset or liability.

The determination of what constitutes "observable" requires significant judgment by the Fund. The Fund considers observable data to be that market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

If an asset or liability classified as Level 1 subsequently ceases to be actively traded, it is transferred into Level 2, unless the measurement of its fair value requires the use of significant unobservable inputs, in which case it is reclassified to Level 3.

The following table presents the Fund's assets and liabilities measured at fair value as at December 31, 2018 and 2017 within the fair value hierarchy:

December 31, 2018

	Level 1	Level 2	Level 3	Total
<i>Financial assets designated at FVTPL:</i>				
Bond securities	-	-	204,555	204,555
Equity securities	4,744,015	-	302,264	5,046,279
Preferred securities	-	-	41,650	41,650
	4,744,015	-	548,469	5,292,484
Total	4,744,015	-	548,469	5,292,484

GOODWOOD CAPITAL FUND

Notes to the financial statements

December 31, 2018

6. FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

December 31, 2017

	Level 1	Level 2	Level 3	Total
<i>Financial assets designated at FVTPL:</i>				
Equity securities	7,291,527	-	492,164	7,783,691
Preferred securities	-	-	83,300	83,300
	7,291,527	-	575,464	7,866,991
Total	7,291,527	-	575,464	7,866,991

During the year presented December 31, 2018, one security transferred from Level 3 to Level 1. During the year presented as at December 31, 2017, one security transferred from Level 3 to Level 1.

The majority of the investments held by the Fund are listed investments for which liquid quoted market prices are readily available. Certain investments, however, require the use of management judgment to determine the fair value. These investments are classified within Level 3 as non-listed private investments and therefore have significant unobservable inputs or assumptions. As observable prices are not available for these securities, the Fund has used valuation techniques to derive the fair values for the measurement dates presented.

Valuation techniques and value of the Level 3 investments are determined in such a manner as the Manager may from time to time determine. Valuation techniques for private investments held by the Fund include, but are not limited to: the valuation implied by meaningful, third party; any arm's-length transaction(s); discounts applied to material non-arm's length transaction(s) to reflect the economic benefits of special transactions not available to all the security holders; purchase agreements or other relevant documentation; comparisons to similar instruments for which observable market prices exist, use of in-house valuation models; frequent discussions with management and/or board members of private companies; analysis of financial statements and determination of expected future cash flows on the Level 3 security being valued. Fair value estimates obtained may also be adjusted for other factors, such as liquidity risk or general operational uncertainty to the extent that the Manager believes these factors could or are likely to impact fair value.

Level 3 valuations are reviewed frequently by the Fund's Manager, specifically by the Manager's Chief Investment Officer who has the overall responsibility for fair value measurement. The Manager considers the appropriateness of the valuation model inputs, as well as the valuation result using various valuation methods and techniques generally recognized as standard within the industry.

GOODWOOD CAPITAL FUND

Notes to the financial statements

December 31, 2018

6. FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

The below table provides a summary of changes in the investments categorized as Level 3 as at December 31, 2018 and 2017:

December 31, 2018	
	Level 3
Balance, beginning of year	\$ 575,464
Purchases	190,575
Net transfers out of Level 3	(189,900)
Change in unrealized depreciation	(27,670)
Total investments	\$ 548,469

December 31, 2017	
	Level 3
Balance, beginning of year	\$ 507,632
Purchases	433,547
Net transfers out of Level 3	(433,547)
Change in unrealized appreciation	67,832
Total investments	\$ 575,464

The Manager's assessment of the fair value of Level 3 securities rely on qualitative and quantitative factors.

For the year ended December 31, 2018, the Fund held a level 3 investment in common shares of AMP Solar Group Inc., a private company with a fair value of \$302,264 (2017 - \$302,264). The fair value of this security is based on a 14.25% discounted net present value of cash flows net of corporate SG&A for the duration of the Company's contracted operating projects. No value is being given for the Issuer's development pipeline. A 1% increase in the discount rate applied, with all variables held constant, could result in a decrease in fair value of that investment by approximately \$24,959 (or 0.41%). In 2017, AMP solar issued 192,473 shares at \$66.63 per share. The Fund's fair value estimate represents an 88% discount to a 2017 equity issuance.

The Fund held a level 3 investment in convertible bonds of Virginia Black, LLC, a US private company with a fair value of \$204,555 (2017 - \$Nil). The fair value of this security is valued at cost. The change in market value is attributable to foreign currency gains and losses.

Lastly, for the year ended December 31, 2018, the Fund held a level 3 investment in preferred shares of Morgan Solar Inc., a private company with a fair value of \$41,650 (December 31, 2017 - \$83,300). As a going concern, the fair value of this security is based on an 82% discount to the most recent arm's length transaction of a similar class of a security which ranks ahead of the Fund's investment in the event of liquidation. A 5% increase or decrease in the discount rates applied, with all variables held constant, could result in a decrease or increase in fair value of that investment by approximately \$11,360, equivalent to 0.18% of net assets attributable to holders of redeemable units.

GOODWOOD CAPITAL FUND

Notes to the financial statements

December 31, 2018

7. UNITS

An unlimited number of the Fund's units may be issued, which are redeemable at the unitholders' option in accordance with the terms of the Trust Agreement.

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

December 31, 2018					
	Units, beginning of year	Issuance of units	Redemption of units	Transfer in/out of units	Units, end of year
Class A	360,285	57	(63,941)	(14,767)	281,634
Class F	183,775	5,509	(45,320)	22,744	166,708

December 31, 2017					
	Units, beginning of year	Issuance of units	Redemption of units	Transfer in/out of units	Units, end of year
Class A	568,839	1,363	(118,422)	(91,495)	360,285
Class F	40,627	5,236	(4,315)	142,227	183,775

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

Class	Decrease per class	2018	Decrease per unit	Increase per class	2017	Increase per unit
		Weighted average units outstanding			Weighted average units outstanding	
Class A	(726,674)	308,702	(2.35)	241,244	441,414	0.55
Class F	(256,705)	179,219	(1.43)	141,171	143,420	0.98

8. RELATED PARTY TRANSACTIONS

The Fund has related party transactions with the Manager. Related party transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related party.

Management fee

The Manager of the Fund is responsible for the day-to-day business of the Fund, including managing the investment portfolio, providing investment analysis and making decisions relating to the investment of assets in the Fund. Under the terms of the Trust Agreement, and the management agreement dated January 27, 2006, the Manager is entitled to receive a management fee of 1.9% per annum on the net assets attributable to Class A units and 0.9% per annum on the net assets attributable to Class F units of the Fund calculated and accrued on each valuation date of the Fund.

GOODWOOD CAPITAL FUND

Notes to the financial statements

December 31, 2018

8. RELATED PARTY TRANSACTIONS (Continued)

Management fees are subject to HST. The Manager pays brokers or dealers a trailing commission on Class A units up to 1.0% per annum which is paid out of the management fee.

The management fee for the year ended December 31, 2018 was \$110,824 (2017 - \$177,776). Out of this amount, the trailer fee paid to brokers or dealers for the year ended December 31, 2018 was \$46,584 (2017 - \$48,857). As at December 31, 2018, management fees payable was \$3,020 (December 31, 2017 - \$3,105). This amount is reflected in accounts payable and accrued liabilities on the statements of financial position.

Redemption

As disclosed in the simplified prospectus of the Fund, no redemption fee is payable to the Fund. However, the Manager has the discretion to charge a short-term trading deduction of up to 2% of the unit value of units being redeemed within 90 days of their purchase.

The short-term trading deduction for the year ended December 31, 2018 withheld from amounts paid on redemption of securities paid to the Fund amounted to \$Nil (2017 - \$Nil).

Other

Cash and investments at December 31, 2018 and 2017 are held at the Manager's carrying broker, NBIN Inc.

Certain officers, directors and key personnel of the Manager may become officers or directors of companies that are held in the Fund's investment portfolio. These investments are accounted for at fair value. The Manager maintains a list of these companies on their website at www.goodwoodfunds.com and has adopted appropriate policies and procedures to address conflicts of interest with respect to these relationships. This list may change from time to time, therefore the Manager recommends that investors refer to the website frequently and before making additional purchases of units of the Fund.

Furthermore, from time to time the Manager, certain officers, directors, and key personnel of the Manager or an affiliate of the Manager may provide services to and receive compensation from issuers in which the Fund is invested. It is the policy of the Manager to make appropriate adjustments to the fees charged by it to the Fund where the fees or other compensation is received directly from issuers in which the Fund is invested. Total fee rebate paid to the Fund during the year ended December 31, 2018 was \$24,441 (2017 - \$548) and is credited against management fees in the statements of comprehensive income. Goodwood Management Services Ltd., an affiliate of Goodwood Inc., entered into a 5 year Consulting Agreement with Polaris Infrastructure Inc. (formerly Ram Power Corp) dated May 13, 2015; and Goodwood Inc. entered into a 4 year Consulting Agreement with Medexus Pharmaceuticals Inc. (formerly Pediapharm Inc.) dated October 16, 2018. Goodwood Inc. has adopted appropriate policies and procedures to address conflicts of interest.

During 2013, the Manager implemented a rebalancing authorization plan between investment funds managed by the Manager. These transactions occurred at fair value for cash consideration. There were no rebalancing transactions in the year ended December 31, 2018.

In accordance with National Instrument 81-107, Independent Review Committee for Investment Funds, the Manager has established an Independent Review Committee ("IRC") for the Fund. The mandate of the IRC is to consider and provide recommendations to the Manager on conflicts of interest to which the Manager may be subject when managing the Fund. The Manager charges compensation paid to the IRC members and the costs of the ongoing administration of the IRC to the Fund. These amounts are shown in the statement of comprehensive income. The IRC reports annually to unitholders of the Fund on its activities and the annual report is made available to unitholders on the Manager's website on or about March 31 in each year.

GOODWOOD CAPITAL FUND

Notes to the financial statements

December 31, 2018

8. RELATED PARTY TRANSACTIONS (Continued)

As at December 31, 2018, 695 units of the Fund were owned by parties related to the Manager.

Please refer to note 9 for further details on brokerage commissions with related parties.

9. BROKERAGE COMMISSIONS

During the year ended December 31, 2018, total brokerage commissions paid by the Fund were \$53,663 (2017 - \$62,052) and commissions on corporate finance transactions amounted to \$12,150 (2017 - \$84,125). During the year, total commissions paid by the Fund were \$65,813 (2017 - \$146,176). Out of this amount, gross commissions paid to the Manager and NBIN Inc. were approximately \$49,971 (2017 - \$53,712).

10. INCOME TAXES

The Fund, a mutual fund trust, is not subject to income taxes on its net taxable gains and its net income for the year if it distributes such gains and income to unitholders. The Fund's Trustee distributes the taxable income of the Fund to unitholders so as to eliminate any income taxes otherwise payable by the Fund. Such distributions are taxable in unitholders' hands.

Capital losses have no expiry and can be used against net realized gains in future years. As at December 31, 2018 the Fund had \$ 4,946,332 (2017 - \$4,946,332) accumulated net realized capital losses. Non-capital losses can be carried forward 20 years and can be used against net taxable income in future years. As at December 31, 2018 the Fund had \$1,935,200 (2017 - \$1,919,586) of non-capital losses.

11. CAPITAL MANAGEMENT

The capital of the Fund is represented by the net assets attributable to holders of redeemable units ("NAV"). The units are entitled to distributions, if any, and to payment of a proportionate share based on the Fund's NAV per unit upon redemption. The relevant movements are shown on the statement of changes in net assets attributable to holders of redeemable units. There is no external regulatory requirement to maintain a minimum capital amount. There is no external regulatory requirement to maintain a minimum capital amount.