

Annual Report of the Independent Review Committee to the Securityholders of the Goodwood Group of Funds

February 28th, 2025

Dear Securityholders,

In accordance with **National Instrument 81-107 *Independent Review Committee for Investment Funds*** (“NI 81-107” or the “Instrument”), Goodwood Inc. (the “Manager”) established an Independent Review Committee (the “Committee” or “IRC”) for the Funds in April 2007. The IRC has functioned in accordance with the applicable securities laws and is composed of three individuals, each of whom is independent of the Funds, of the Manager and each entity related to the Manager (as defined in the Instrument).

The Manager also manages several non-prospectus funds that are not reporting issuers and to which NI 81-107 does not apply. Through changes to the Declaration of Trust for the Goodwood Fund, a non-prospectus Fund, the Manager appointed the Committee to be the Independent Review Committee of the Goodwood Fund (the “Funds”) effective October 9, 2012. The Manager will deal with conflicts of interest matters referred to the IRC in accordance with the provisions of the Declaration of Trust for the Goodwood Fund and the Manager’s Conflict of Interest Manual.

The prospectus fund and the non-prospectus fund under the purview of the IRC are listed at the end of this report.

The IRC is pleased to publish its annual report to securityholders, covering the period from January 1, 2024 to December 31, 2024 (the “Reporting Period”).

Mandate of the IRC

In accordance with the Instrument, the mandate of the IRC is to consider and provide decisions to the Manager on conflicts of interest to which the Manager may be subject when managing the Funds. The Manager is required under the Instrument to identify potential conflicts of interest inherent in its management of the Funds, develop written policies and procedures guiding its management of those conflicts and request input from the IRC on those written policies and procedures, hereinafter referred to as the Conflict of Interest Matters manual.

When a conflict matter arises, the Manager must refer its proposed course of action in respect of such conflict to the IRC for its review. While certain matters require the IRC’s prior approval, in most cases the IRC will provide a decision to the Manager as to whether or not, in the opinion of the IRC, the Manager’s proposed action provides a fair and reasonable result for the Funds. For recurring conflict of interest matters, the IRC can provide the Manager with Standing Instructions (“SIs”). The SIs enable the Manager to proceed with certain matters without having to refer them to the IRC each time for approval, providing the Manager deals with the conflicts in accordance with the SIs.

The IRC is empowered to represent the best interest of the Funds in any matter where the Manager has referred a conflict of interest matter to it. In those cases, the IRC has sought to ensure that the Manager’s proposed course of action represents a fair and reasonable result for the Funds.

Composition of the IRC

The current Members of the IRC and their principal occupations are as follows:

<i>Name and municipality of residence</i>	<i>Principal Occupation</i>	<i>Term of Office</i>
Rod McIsaac, Toronto, Ontario	Corporate Director, former Chairman and CEO of HSBC Securities (Canada).	Initial appointment on October 26, 2019 Re-appointed for three years until December 31, 2025
Ken Thomson, Toronto, Ontario	President, Montfort Capital	Initial appointment on January 1, 2021 Re-appointed for three years until December 31, 2026
Neil Gross, Mississauga, Ontario	Lawyer and independent public policy consultant	Initial Appointment: January 16, 2023 Re-appointed for three years until December 31, 2027

On October 8, 2024, Neil Gross was re-appointed to the IRC for three years with effect from January 1, 2025.

Compensation and Indemnification

Review of Compensation

At least annually, the IRC reviews its compensation considering the following:

- the nature and extent of the workload of each member of the IRC, including the commitment of time and energy expected from each member;
- the number of meetings required by the IRC including special meetings to consider conflict issues brought to the Committee;
- industry best practices, including industry averages and surveys on IRC compensation; and,
- the complexity of the conflict issues brought to the IRC.

Members' Fees

Aggregate annual fees earned by the IRC Members for the year ended December 31, 2024 were \$16,000 per annum.

Indemnities Granted

The Funds and the Manager have provided each IRC Member with a contractual indemnity in keeping with NI 81-107. No payments were paid to the IRC Members pursuant to this indemnity by the Funds or the Manager during the Reporting Period.

Disclosure of IRC Members' Holdings

As of December 31, 2024, the IRC Members did not beneficially own, directly or indirectly:

- any units in the Funds;
- any interest in the Manager; or,
- any interest in a company or person that provides services to the Manager or the Funds.

Decisions and Approvals

There were no conflict of interest referrals to the IRC during the Reporting Period.

Standing Instructions Approved

The IRC has approved three (3) SIs. The Manager can proceed with the specific action(s) set out in an SI without having to refer the conflict of interest matter or its proposed action to the IRC. It may do so provided that the Manager complies with the terms and conditions of the SI. The SIs required the Manager to comply with its related policy and procedures and to report periodically to the IRC.

Standing Instruction No. 1: Omnibus. (Amended May 16, 2024)

This SI deals with a number of conflicts of interest matters including:

1. *Charging (or increasing the charge to) the Funds for the costs the Manager has incurred in operating the Funds, in addition to charging the Funds a management or incentive fee*
2. *Allocating the costs incurred by the Manager in operating the funds and carrying on its other portfolio management business*
3. *Waiving a short-term redemption deduction where units purchased are redeemed within a specified period of time after purchase.*
4. *Allocation of investments among investment fund clients and between funds and private managed accounts*
5. *Correcting Portfolio NAV errors*
6. *Correcting other material unitholder transaction errors*
7. *Broker Selection for the Portfolio of the Funds*
8. *Soft Dollar Arrangements*
9. *Marketing the Funds through distributors, whether related to the Manager or not, where the Manager provides incentives to the distributors to sell the Fund*
10. *Favouring certain investors to obtain or maintain their investment in the Funds.*
11. *Voting proxies or taking other corporate action on securities held by the Funds.*
12. *Personal Trading by the Manager's staff and accepting gifts.*
13. *Late Trading*
14. *Portfolio transactions for the Funds are allocated to the Manager as Dealer*
15. *Custodial and Prime Brokerage Services are provided to the Funds by parties who are related to the Manager.*
16. *Prime Brokerage Stock Lending Services are provided to the Funds by parties who are related to the Manager.*

Standing Instruction No. 2: Fair Valuing Securities (Amended May 16, 2024)

Standing Instruction No. 3: Related Party Issues: The Fund Purchases Securities (whether debt or equity) Issued by a Company Related to the Manager (Amended May 16, 2024)

Manager's Report on Standing Instructions

In accordance with the Instrument, the Manager provided written reports to the IRC describing its reliance on any SI during the Reporting Period. The Manager relied on each of the SIs during the Reporting Period.

Funds served by the IRC

Prospectus Fund: Goodwood Capital Fund

Non-Prospectus Fund: Goodwood Fund

This report is available on the Manager's website at www.goodwoodfunds.com or a copy may be requested at no cost to you, by contacting the Manager at 416-203-2022 or at info@goodwoodfunds.com. This document and other information about the Funds are available on www.sedar.com.

Yours truly,

"Rod McIsaac"

Rod McIsaac, Chair

Schedule of IRC Members who sit on IRCs for other Fund Families

Rod McIsaac also served as a member of the Independent Review Committees for the following funds during 2024:

Investment funds that are reporting issuers managed by Evolve Funds Group Inc.
Investment funds that are reporting issuers managed by Picton Mahoney Asset Management Inc.

Ken Thomson also served as a member of the Independent Review Committees for the following funds during 2024:

Investment Funds that are reporting issuers managed by Algonquin Capital Corp.
Investment funds that are reporting issuers managed by Educators Financial Group Inc.
Investment funds that are reporting issuers, managed by Hazelview Securities Inc.

Neil Gross also served as a member of the Independent Review Committees for the following funds during 2024:

Investment funds that are reporting issuers managed by Harvest Portfolios Group Inc.
Investment funds that are reporting issuers managed by Accelerate Financial Technologies Inc.
Investment Funds that are reporting issuers managed by Educators Financial Group
(appointed effective January 1, 2025)
Investment Funds that are reporting issuers managed by PIMCO Canada.
(appointed effective January 1, 2025)