



**ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE
FOR THE YEAR ENDED DECEMBER 31, 2025**

**GOODWOOD CAPITAL FUND
(the "Fund")**

This annual management report of fund performance contains financial highlights but does not contain either the complete annual financial statements of the Fund. You can get a copy of the annual financial statements at your request, and at no cost, by calling 416-203-2022 or by writing to us at Goodwood Inc., 2845 Bristol Circle, Oakville, Ontario, L6H 6X5 or by visiting our website at www.goodwoodfunds.com or SEDAR at www.sedar.com.

Unitholders may also contact us using one of these methods to request a copy of the Fund's annual financial report, proxy voting policies and procedures, proxy voting disclosure record, or quarterly portfolio disclosure.

This report may contain forward looking statements about the Fund, including its strategy and expected performance. Forward looking statements are based on current expectations and projections about future events and are subject to risks, uncertainties and assumptions about the Fund and certain economic factors. Forward looking statements are not guarantees of future performance and actual performance could differ materially. Any number of factors could contribute to such differences including general economic, political and market factors as well as catastrophic world events. This list of factors is not exhaustive and the forward looking statements made herein will not be updated prior to the release of the next management report of fund performance.

MANAGEMENT DISCUSSION OF FUND PERFORMANCE

Investment Objective and Strategies

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.

In making investment decisions on behalf of the Fund, Goodwood Inc., the portfolio manager (hereinafter referred to as “Goodwood”, or the “Manager” or “we”) uses a bottom-up approach to investing, which involves intensive analysis of the individual company and associated industry conditions. The investment strategy is value-oriented, where focus is placed on companies that Goodwood believes have superior potential, rather than focus on the general direction of the overall market. Effective December 22, 2025, Goodwood has appointed Nour Private Wealth Inc. (the “Sub-Adviser”) to act as sub-adviser in respect of the Fund. The Sub-Adviser is responsible for making decisions regarding the investment program for the Fund.

Risk

The risks associated with investing in this Fund remain as discussed in the Simplified Prospectus dated December 22, 2025. The Fund is currently classified as medium to high risk in accordance with the standardized risk classification methodology mandated under National Instrument 81-102, which is based on the Fund’s historical standard deviation of performance. The Fund’s historical volatility reflects prior periods during which the portfolio had exposure to small and micro-capitalization issuers and, at times, maintained a more concentrated portfolio structure. These characteristics contributed to higher historical volatility and continue to be reflected in the Fund’s current risk rating. Following the re-opening of the Fund in 2025, the portfolio has been repositioned and is expected to be more broadly diversified and is not expected to maintain material exposure to micro-capitalization issuers or concentrated securities. While the investment strategy remains unchanged, the portfolio composition going forward may differ from prior periods. As a result, the Fund’s future volatility profile may differ from that reflected in its historical performance; however, there can be no assurance that volatility will decrease. The Manager will review the Fund’s risk classification at least annually and will adjust the risk rating in accordance with the prescribed methodology if the Fund’s historical standard deviation supports a different classification.

Results of Operations

The Fund’s net assets increased by over 118% for the 12-month period ended December 31, 2025 from \$3.484 million at December 31, 2024 to \$7.599 million at December 31, 2025. The increase in net assets over the period is attributable to net subscriptions from new investors following the Fund’s re-opening on December 22, 2025. Please refer to “Recent Developments”.

For the year ended December 31, 2025, Class A units of the Fund returned -44.59% and Class F units returned -44.54%. This decline primarily reflects that the Fund was in the process of being wound down for most of 2025. In April 2025, over 80% of the Fund’s net assets were distributed to Unitholders, leaving a relatively small remaining asset base, which contributed to larger percentage swings in the Fund’s NAV. Unitholders should note that these annual returns were largely a result of the Fund’s wind-down and may not reflect the Fund’s investment strategy under normal operating conditions. The Fund’s performance is calculated on transactional NAV and is net of all fees and expenses. Please also refer to “Past Performance” for additional information.

As at December 31, 2025, following the Fund’s re-opening, the portfolio was 81.4% re-invested. The Fund has resumed normal operations and net assets have been increasing as subscriptions are received and excess cash is being redeployed. The Manager remains responsible for overseeing the Fund’s investment strategy, while the sub-adviser is positioning the Fund’s portfolio for growth and capital appreciation over time.

Recent Developments*

Resumption of Redemptions and Reversal of Termination

Pursuant to exemptive relief obtained in respect of the Fund, the Fund suspended redemptions and the calculation of its NAV from January 30, 2025 until December 12, 2025, at which point redemptions resumed and the calculation of NAV recommenced. As disclosed in a press release dated December 12, 2025, the Manager announced that the Fund will not proceed with its previously approved termination and would instead reopen to permit redemptions and continued investment.

Change of Control of the Manager and Sub-Adviser Appointment

On December 18, 2025, the Shareholder of the Manager entered into a purchase agreement pursuant to which Nour Private Management Inc. (NPM), an affiliate of the Sub-Adviser, agreed to acquire all of the issued and outstanding shares of the Manager from the Shareholder (the "Transaction"). Effective December 22, 2025, Nour Private Wealth Inc. (NPW) was appointed as sub-adviser to the Manager in respect of the Fund. NPW is a member of the Canadian Investment Regulatory Organization ("CIRO") as both a mutual fund dealer and an investment dealer.

Elie Nour is a portfolio manager for the Sub-Adviser and is the lead portfolio manager for the Fund. Mr. Nour is also the Chief Executive Officer and a director of the Sub-Adviser and the Chief Executive Officer and a director of the Manager. Mr. Nour is principally responsible for making decisions regarding the investment program for the Fund and for the day-to-day portfolio management provided by the Sub-Adviser in respect of the Fund and is instrumental in the investment decisions executed for the Fund.

Re-Opening of the Fund

The Fund was re-opened to the public through a Simplified Prospectus dated December 22, 2025 and was re-opened for new subscriptions. There are no material changes to the investment strategies of the Fund. Following the re-opening of the Fund, the Manager resumed the normal operations of the Fund in accordance with the Fund's investment objectives and applicable securities legislation. As a result, the Fund is no longer relying on the exemptive relief previously obtained in connection with the suspension of redemptions, the suspension of the calculation of its NAV and the temporary relief from the illiquid asset restriction.

Portfolio Positioning and Recent Investment Activity

For a significant portion of 2025, the Fund was in the process of closing and portfolio activity remained limited during that period. Following the appointment of the new sub-advisor, NPW began implementing its investment strategy within the Fund.

NPW employs a value-based, bottom-up investment process focused on identifying securities trading at a discount to NPW's estimate of intrinsic value. Portfolio construction is driven primarily by fundamental company analysis, with emphasis on business quality, financial strength, sustainable cash flow generation, management quality and valuation. As a result, portfolio positioning reflects security-specific opportunities rather than broad macroeconomic forecasts.

Following the appointment of NPW as sub-advisor, the Fund was repositioned to align with this philosophy. Recent investment activity included the purchase of securities that NPW believed presented attractive long-term value opportunities.

As at December 31, 2025, NPW had commenced implementation of its investment management activities and the portfolio reflected the initial positioning of the Fund under its investment approach. NPW will continue to deploy capital in a disciplined manner, consistent with its value-oriented mandate and bottom-up investment process, with a focus on identifying securities that, in its view, offer attractive long-term investment merit.

Related Party Transactions

Management Fees

Goodwood is responsible for the day-to-day business operations and affairs of the Fund and on this basis, is entitled to fees as described under “*Management Fees*” on page 5.

Brokerage Commissions

Total brokerage commissions paid by the Fund during the year ended December 31, 2025 were \$4,634. Total gross commissions paid to the Manager for acting as broker in respect of portfolio transactions for the Fund during the year were \$4,634.

Other

Effective December 22, 2025, NPW was appointed as sub-adviser to the Manager in respect of the Fund. Upon the closing of the Transaction, effective March 1, 2026, the sub-adviser became an affiliate of the Manager.

As of December 31, 2025, 695 units of Class A and 281,873 units of Class F were owned by parties related to the Manager. Exemptive relief was issued on December 4, 2025 permitting the principal of NPM to subscribe for Class F units of the Fund.

Principals of Goodwood Inc. may, from time to time, accept officer positions and/or directorships and/or provide services to or have other relationships with companies unrelated to Goodwood Inc., including issuers in which clients are invested. In this circumstance, that company would be considered under relevant securities law to be a “connected issuer” to Goodwood Inc. We maintain a list of these companies on our website at www.goodwoodfunds.com and have adopted 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.

Independent Review Committee

The Manager has established an independent review committee (the “IRC”) in accordance with National Instrument 81-107 Independent Review Committee for Investment Funds (“NI 81-107”) with a mandate to review and provide recommendations or approval, as required, on conflict of interest matters referred to it by the Manager on behalf of the Fund. The IRC is responsible for overseeing the Manager’s decisions in situations where the Manager is faced with any present or perceived conflicts of interest, all in accordance with NI 81-107. The IRC has three members, Rod McIsaac (Chair), Neil Gross, and Ken Thomson, each of whom is independent of the Manager. The IRC prepares and files a report to the securityholders each fiscal year that describes the IRC and its activities for securityholders, as well as contains a complete list of the standing instructions. These standing instructions enable the Manager to act in a particular conflict of interest matter on a continuing basis provided the Manager complies with its policies and procedures established to address that conflict of interest matter and reports periodically to the IRC on the matter. This report to the securityholders is available on the Manager’s website or, at no cost, by contacting the Manager.

With regard to the composition of the IRC, as a result of the change of control of the Manager, all IRC members ceased to hold office under the provisions of National Instrument 81-107. The Manager confirms that it has re-appointed the same individuals to the IRC of the Fund for the following terms: Rod McIsaac from March 1, 2026 to December 31, 2028; Neil Gross from March 1, 2026 to December 31, 2028; and Ken Thomson from March 1, 2026 to December 31, 2027.

Financial Highlights, Ratios and Supplemental Data

The following tables show selected key financial information about the Fund and are intended to help you understand the Fund's financial performance for the twelve-month period ending December 31, 2025 and the past five years ending December 31.

The Fund's Net Assets Per Unit (\$) ¹

	2025		2024		2023		2022		2021	
	Class A	Class F								
Net Assets, beginning of year	\$12.90	\$9.05	\$14.50	\$10.06	\$15.65	\$10.74	\$25.04	\$16.99	\$26.59	\$17.84
Increase (decrease) from operations:										
Total revenue	(0.07)	(0.04)	0.24	0.17	0.37	0.25	0.28	0.20	0.31	0.21
Total expenses	(0.67)	(0.44)	(0.78)	(0.44)	(0.77)	(0.42)	(0.95)	(0.48)	(1.17)	(0.58)
Realized gain (loss) on investments	(8.40)	(4.69)	0.26	0.19	0.03	0.02	1.90	1.11	2.99	2.06
Unrealized gain (loss) on investments	7.05	3.94	(1.37)	(0.93)	(0.73)	(0.56)	(11.22)	(6.44)	(3.70)	(2.55)
Total increase (decrease) from operations ²	(2.09)	(1.24)	(1.66)	(1.02)	(1.11)	(0.70)	(9.99)	(5.62)	(1.58)	(0.87)
Distributions:										
From dividends	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
From capital gains	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Annual Distributions ³	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Net Assets, end of year	\$1.33	\$0.93	\$12.90	\$9.05	\$14.50	\$10.06	\$15.65	\$10.74	\$25.04	\$16.99

¹ This information is provided as at December 31 of the year shown and derived from the Fund's audited annual financial statements prepared in accordance with IFRS. The net assets per unit presented in the financial statements may differ from the net asset value calculated for fund pricing purposes.

² Net assets and distributions are based on the actual number of units outstanding at the relevant time. The increase/decrease from operations is based on the weighted average number of units outstanding over the financial period. The table is not intended to be a reconciliation of beginning to ending net asset value per unit.

³ Distributions were reinvested in additional units of the Fund.

Ratios and Supplemental Data ¹

	2025		2024		2023		2022		2021	
	Class A	Class F	Class A	Class F	Class A	Class F	Class A	Class F	Class A	Class F
Total net asset value (000s) ¹	\$ 78	\$ 7,520	\$ 863	\$ 2,783	\$ 1,308	\$ 3,446	\$ 1,615	\$ 3,676	\$ 3,773	\$ 2,623
Number of units outstanding ¹	58,902	8,045,448	63,911	293,709	90,207	342,539	103,229	342,421	150,687	154,433
Management expense ratio ²	13.46%	14.00%	5.69%	4.67%	5.10%	3.99%	4.78%	3.68%	4.02%	2.87%
Management expense ratio before waivers or absorptions	13.46%	14.00%	5.69%	4.67%	5.10%	3.99%	4.78%	3.68%	4.02%	2.87%
Trading expense ratio ³	0.61%	0.66%	0.03%	0.03%	0.01%	0.01%	0.12%	0.12%	0.29%	0.29%
Portfolio turnover rate ⁴	158.98%	158.98%	4.75%	4.75%	8.40%	8.40%	43.24%	43.24%	54.47%	54.47%
Net assets value per unit	\$ 1.33	\$ 0.93	\$ 12.90	\$ 9.05	\$ 14.50	\$ 10.06	\$ 15.65	\$ 10.74	\$ 25.04	\$ 16.99

¹ This information is provided for the past five years ending December 31. The net assets per unit presented in the financial statements may differ from the net asset value calculated for fund pricing purposes.

² Management expense ratio ("MER") is based on total expenses (excluding commissions and other portfolio transaction costs) for the stated period and is expressed as an annualized percentage of daily average net asset value during the period. **The Fund's unusually high 2025 MER primarily reflects the Fund's small average net asset value for most of the year, due to the termination process and one-time costs incurred during the year with respect to the wind-down. With the Fund's net assets having increased following the Fund's re-opening, the MER for future periods is expected to be more representative of the Fund's normal ongoing costs.**

³ The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average net asset value during the period.

⁴ The Fund's portfolio turnover rate indicates how actively the Fund's portfolio adviser manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Fund buying and selling all of the securities in its portfolio once in the course of the period. The higher a fund's portfolio turnover rate in a period, the greater the trading costs payable by the fund in the period, and the greater the chance of an investor receiving taxable capital gains in the period. There is not necessarily a relationship between a high turnover rate and the performance of a fund.

MANAGEMENT FEES

The Manager is entitled to receive a management fee based on the net asset value of each class of the Fund. The management fee for Class A units of the Fund is 1.90% per annum and for Class F units of the Fund is 0.90% per annum. The fee is calculated and accrued on each valuation date of the Fund, in consideration for managing the day-to-day business of the Fund. This includes managing the investment portfolio, providing investment analysis and making decisions relating to the investment assets in the Fund.

The management fees for the year ended December 31, 2025 were \$4,580. From January 30, 2025 until the December 22, 2025, the date on which the Fund was re-opened, the Manager suspended subscriptions and redemptions while the Fund was in termination. During this period, the Manager did not earn or collect management fees from the Fund.

For the year ended December 31, 2025, approximately 88% of the total management fee revenue received from the Fund was attributable to management and investment management services. The balance of these fees was used to pay dealer compensation costs on Class A units.

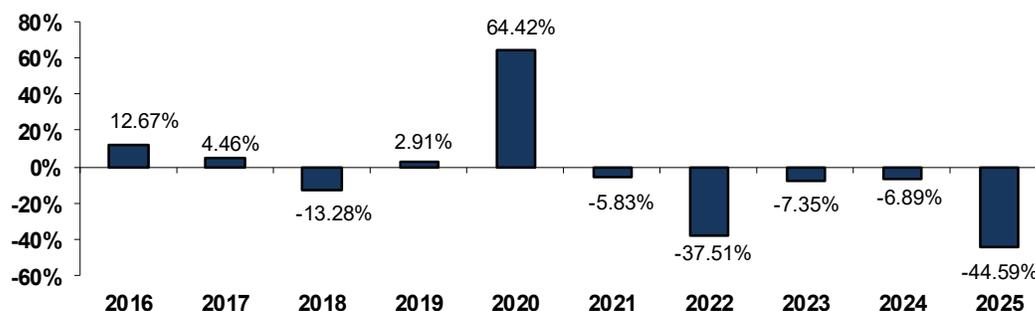
PAST PERFORMANCE

The Fund's performance information assumes that all distributions made by the Fund in the periods shown were reinvested in additional units of the Fund. The performance information does not include deduction of sales, transfer, redemption, other charges (which distributors may charge) or income taxes payable. These additional charges and taxes would reduce such returns. The Fund's past performance is no guarantee of how it will perform in the future. The following tables are based on Transactional NAV. The net assets per unit presented in the financial statements may differ from the net asset value calculated for fund pricing and performance purposes. **The Fund's past performance reflects investment decisions made prior to the appointment of the current sub-advisor on December 22, 2025, who now provides day-to-day portfolio management services for the Fund.**

Year-by-Year Returns

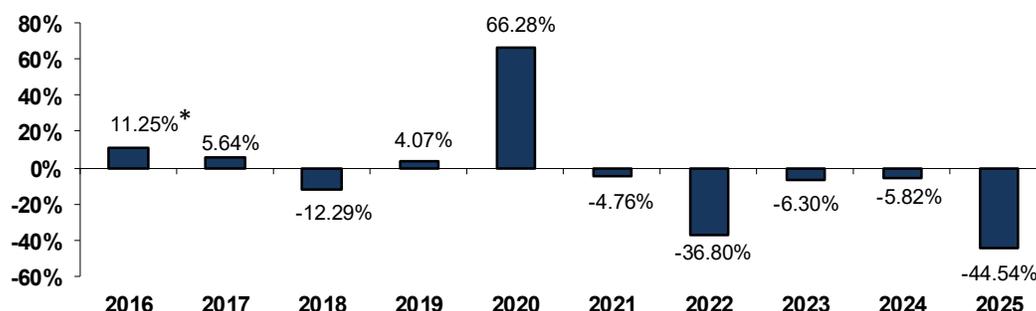
The bar chart shows how the Fund's performance has varied from year to year for each of the periods shown. It shows in percentage terms how an investment made on January 1 would have increased or decreased by December 31 of that year.

Class A



Note: The Fund was in the process of being wound down for most of 2025. Following a significant distribution of assets in April 2025, the Fund operated with a relatively small asset base, which contributed to larger percentage changes in the Fund's NAV in 2025.

Class F



* For the period beginning July 8, 2016 (the date on which units of class F were first sold) to December 31, 2016.

Note: The Fund was in the process of being wound down for most of 2025. Following a significant distribution of assets in April 2025, the Fund operated with a relatively small asset base, which contributed to larger percentage changes in the Fund's NAV in 2025.

Annual Compound Returns

The below table shows the historical annual compound total return of Class A and Class F units of the Fund for the indicated periods ended December 31 as compared to the broad market performance of S&P/TSX Composite Total Return Index. Class F units have been distributed since July 8, 2016 and therefore, annual compound returns for that class for the 10 year period is not available. Annualized return for Class F units since inception (July 8, 2016) to December 31, 2025 is -6.56%. Past performance does not necessarily indicate how the Fund will perform in the future.

The Fund's past performance reflects investment decisions made prior to the appointment of the current sub-advisor on December 22, 2025, who now provides day-to-day portfolio management services for the Fund.

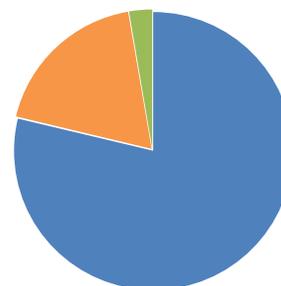
Compound Return (%)	1 Year	3 Year	5 Year	10 Year	Since Inception
Goodwood Capital Fund - Class A	-44.59%	-21.81%	-22.40%	-6.96%	-0.29%
Goodwood Capital Fund - Class F	-44.54%	-21.19%	-21.68%	-	-6.56%
S&P/TSX Composite Total Return Index	31.68%	21.42%	16.09%	12.66%	-

S&P/TSX Composite Total Return Index is a broad-based market capitalization weighted index of the largest, most widely held stocks traded on the Toronto Stock Exchange. The index includes reinvestment of dividends and capital gains.

SUMMARY OF INVESTMENT PORTFOLIO AS AT DECEMBER 31, 2025

Asset Mix (as a % of NAV)

Canadian Equities	78.7%
Cash and Other Net Assets	18.6%
Other Private Securities	2.4%
	100.0%



Total Net Assets: \$ 7,598,556

■ Canadian Equities ■ Cash and Other Net Assets ■ Private Securities

Goodwood Capital Fund Holdings (Top 25 as a % of Total Net Assets)

1	Cash and Other Net Assets	18.6%
2	Constellation Software Inc	4.3%
3	Thomson Reuters Corp	4.1%
4	Ovintiv Inc	4.0%
5	ARC Resources Ltd	4.0%
6	West Fraser Timber Co Ltd	3.1%
7	Northland Power Inc (Ontario)	3.1%
8	Telus Corporation	3.0%
9	Bluedot Inc CV U\$ 8% 09/17/2025	2.4%
10	Boardwalk Real Estate Investment Trust	2.0%
11	Canadian Natural Resources Ltd	2.0%
12	Onex Corp	2.0%
13	BCE Inc	2.0%
14	CGI Inc	2.0%
15	Open Text Corp	2.0%
16	Cargojet Inc	2.0%
17	Air Canada	2.0%
18	Alimentation Couche-Tard Inc	2.0%
19	Canadian National Railway Co	2.0%
20	WSP Global Inc	2.0%
21	Royal Bank of Canada	1.1%
22	Bank of Montreal	1.1%
23	Enbridge Inc	1.0%
24	goeasy Ltd	1.0%
25	North West Company Inc	1.0%

This information is provided as at December 31 of the year shown and derived from the Fund's audited annual financial statements. The information presented in the financial statements may differ from the net asset value calculated for fund pricing purposes. The investment portfolio may change due to ongoing portfolio transactions of the Fund. Quarterly updates are available within 60 days of each quarter end by visiting www.goodwoodfunds.com.