

BELLWETHER CANADIAN PERFORMANCE FUND

FINANCIAL STATEMENTS

For the six-months ended June 30, 2024

(Unaudited)

(in Canadian dollars)

BELLWETHER CANADIAN PERFORMANCE FUND

Statement of Financial Position As at June 30, 2024 (Unaudited)

	June 30, 2024	December 31, 2023
ASSETS		
Current assets		
Cash and cash equivalents	\$ 2,484,656	\$ 1,933,768
Interest receivable	4,730	4,885
Dividends receivable	307,399	334,164
Contributions receivable (Note 12)	147,726	105,025
Investments owned, at fair value (Cost:\$66,482,128 - 2023:\$62,114,415)	81,347,177	71,460,803
	<u>84,291,688</u>	<u>73,838,645</u>
LIABILITIES		
Current liabilities		
Redemptions payable (Note 12)	167,087	29,049
Accrued expenses	80,154	20,948
Management fees payable	145	138
Performance fees payable	474,491	—
	<u>721,877</u>	<u>50,135</u>
Net Assets Attributable to Holders of Redeemable Units	<u>\$ 83,569,811</u>	<u>\$ 73,788,510</u>
Net Assets Attributable to Holders of Redeemable Units per Series		
Series F	\$ 236,618	\$ 219,062
Series O	83,333,193	73,569,448
	<u>\$ 83,569,811</u>	<u>\$ 73,788,510</u>
Number of Redeemable Units Outstanding		
Series F	16,729	16,729
Series O	5,541,578	5,299,999
Net Assets Attributable to Holders of Redeemable Units per Unit		
Series F	\$ 14.14	\$ 13.09
Series O	15.04	13.88

Approved :



Trustee:

BELLWETHER CANADIAN PERFORMANCE FUND

Statement of Comprehensive Income

For the six-months ended June 30, 2024 (Unaudited)

	2024	2023
Income		
Dividends	\$ 1,019,952	\$ 991,981
Interest income for distribution purposes	46,687	20,445
Change in unrealized gain (loss) on investments and foreign currency	5,532,441	(126,106)
Realized gain on sale of investments and foreign currency	382,009	811,227
	<u>6,981,089</u>	<u>1,697,547</u>
Expenses		
Performance fee (Note 6)	546,365	–
Operating costs (Note 6)	155,617	138,209
Commissions and other portfolio transaction costs (Note 7)	27,636	7,804
Management fees (Note 6)	973	924
	<u>730,591</u>	<u>146,937</u>
Increase in Net Assets Attributable to Holders of Redeemable Units	<u>\$ 6,250,498</u>	<u>\$ 1,550,610</u>
Increase in Net Assets Attributable to Holders of Redeemable Units per Series		
Series F	\$ 17,556	\$ 3,640
Series O	<u>6,232,942</u>	<u>1,546,970</u>
	<u>\$ 6,250,498</u>	<u>\$ 1,550,610</u>
Increase in Net Assets Attributable to Holders of Redeemable Units per Unit		
Series F	\$ 1.05	\$ 0.22
Series O	1.15	0.31

BELLWETHER CANADIAN PERFORMANCE FUND

Statement of Changes in Net Assets Attributable to Holders of Redeemable Units For the six-months ended June 30, 2024 (Unaudited)

	Net assets attributable to holders of redeemable units, beginning of period	Proceeds from redeemable units issued	Redemption of redeemable units	Increase in net assets attributable to holders of redeemable units	Net assets attributable to holders of redeemable units, end of period
June 30, 2024					
Series F	\$ 219,062	\$ –	\$ –	17,556	\$ 236,618
Series O	73,569,448	7,290,400	(3,759,597)	6,232,942	83,333,193
	<u>\$ 73,788,510</u>	<u>\$ 7,290,400</u>	<u>\$ (3,759,597)</u>	<u>\$ 6,250,498</u>	<u>\$ 83,569,811</u>

	Net assets attributable to holders of redeemable units, beginning of period	Proceeds from redeemable units issued	Redemption of redeemable units	Increase in net assets attributable to holders of redeemable units	Net assets attributable to holders of redeemable units, end of period
June 30, 2023					
Series F	\$ 215,376	\$ –	\$ –	3,640	\$ 219,016
Series O	70,682,794	4,456,756	(5,840,572)	1,546,970	70,845,948
	<u>\$ 70,898,170</u>	<u>\$ 4,456,756</u>	<u>\$ (5,840,572)</u>	<u>\$ 1,550,610</u>	<u>\$ 71,064,964</u>

BELLWETHER CANADIAN PERFORMANCE FUND

Statement of Cash Flows

For the six-months ended June 30, 2024 (Unaudited)

	2024	2023
Cash provided by (used in):		
Operating Activities		
Increase in Net Assets Attributable to Holders of Redeemable Units	\$ 6,250,498	\$ 1,550,610
Adjustments for non-cash items		
Commissions and other portfolio transaction costs	27,636	7,804
Change in unrealized (gain) loss on investments and foreign currency	(5,532,441)	126,106
Realized gain on sale of investments and foreign currency	(382,009)	(811,227)
Change in non-cash balances		
Decrease (increase) in interest receivable	155	(1,941)
Decrease (increase) in dividends receivable	26,765	(16,675)
Increase in contributions receivable	(42,701)	(3,795)
Increase (decrease) in redemptions payable	138,038	(20,827)
Increase (decrease) in accrued expenses	59,206	(2,402)
Increase (decrease) in management fees payable	7	(51)
Increase in performance fees payable	474,491	-
Proceeds from sale of investments	7,044,056	3,901,101
Purchase of investments	(11,043,616)	(2,276,987)
Cash (used in) provided by operating activities	<u>(2,979,915)</u>	<u>2,451,716</u>
Financing Activities		
Proceeds from issuances of redeemable units	7,290,400	4,456,756
Amount paid on redemption of redeemable units	(3,759,597)	(5,840,572)
Cash provided by (used in) financing activities	<u>3,530,803</u>	<u>(1,383,816)</u>
Increase in cash and cash equivalents during the period	550,888	1,067,900
Cash and cash equivalents, beginning of period	<u>1,933,768</u>	<u>415,445</u>
Cash and cash equivalents, end of period	<u>\$ 2,484,656</u>	<u>\$ 1,483,345</u>
Supplemental information*		
Interest received	46,842	18,504
Dividends received, net of withholding taxes	1,046,717	975,306

*Included as a part of cash flows from operating activities

BELLWETHER CANADIAN PERFORMANCE FUND

Schedule of Investment Portfolio

As at June 30, 2024 (Unaudited)

Number of shares/units	Investments owned	Average cost	Fair value	% of net asset value
Canadian equities				
94,000	Air Canada	\$ 1,964,154	\$ 1,682,600	2.01
44,000	Aritzia Inc.	1,021,514	1,703,680	2.04
380,000	Baytex Energy Corp.	1,787,642	1,801,200	2.16
7,000	Boyd Group Services Inc.	1,992,849	1,798,790	2.15
53,200	Brookfield Infrastructure Partners LP	1,989,371	1,999,256	2.39
31,000	Cameco Corp.	1,506,790	2,086,610	2.50
36,000	Canadian Apartment Properties REIT	1,857,026	1,600,200	1.91
19,000	Canadian Pacific Kansas City Ltd.	1,762,071	2,047,060	2.45
100,000	Cenovus Energy Inc.	1,232,057	2,689,000	3.22
800	Constellation Software Inc.	1,106,902	3,153,503	3.77
274,500	dentalcorp Holdings Ltd.	3,033,655	2,261,880	2.71
20,000	Dollarama Inc.	1,241,059	2,498,200	2.99
136,000	Element Fleet Management Corp.	1,303,028	3,385,040	4.05
1,400	Fairfax Financial Holdings Ltd.	1,758,667	2,178,862	2.61
10,500	Franco-Nevada Corp.	1,322,651	1,703,100	2.04
95,000	Freehold Royalties Ltd.	1,255,587	1,293,900	1.55
65,000	Gibson Energy Inc.	1,335,734	1,511,250	1.81
133,000	Hudbay Minerals Inc.	1,467,780	1,646,540	1.97
17,500	Intact Financial Corp.	2,421,781	3,990,175	4.77
63,000	Jamieson Wellness Inc.	1,807,505	1,827,630	2.19
14,500	Kinaxis Inc.	1,681,750	2,287,520	2.74
205,000	KP Tissue Inc.	1,945,648	1,769,150	2.12
2,700	Lumine Group Inc.	43,875	99,711	0.12
90,000	Parex Resources Inc.	1,677,001	1,972,800	2.36
18,500	Premium Brands Holdings Corp.	1,923,224	1,743,255	2.09
35,500	Royal Bank of Canada	4,616,127	5,170,575	6.19
180,000	Secure Energy Services Inc.	1,135,547	2,179,800	2.61
27,000	Shopify Inc.	2,107,432	2,441,070	2.92
27,000	Sun Life Financial Inc.	1,562,427	1,811,160	2.17
132,500	TELUS Corp.	3,167,649	2,744,075	3.28
28,000	The Bank of Nova Scotia	1,723,489	1,752,240	2.10
46,000	The Toronto-Dominion Bank	4,376,507	3,459,200	4.14
132,000	Torex Gold Resources Inc.	1,840,739	2,798,400	3.35
60,000	Trisura Group Ltd.	2,144,937	2,482,800	2.97
140,000	Veren Inc.	726,766	1,510,600	1.81
100,000	Vermilion Energy Inc.	1,278,241	1,506,000	1.80
11,500	Waste Connections Inc.	1,362,946	2,760,345	3.30
		<u>66,482,128</u>	<u>81,347,177</u>	<u>97.36</u>
Canadian warrant				
900	Constellation Software Inc. \$0 31MAR40	–	–	–

BELLWETHER CANADIAN PERFORMANCE FUND

Schedule of Investment Portfolio (Cont'd)

As at June 30, 2024 (Unaudited)

Number of shares/units	Investments owned	Average cost	Fair value	% of net asset value
	Total investments owned	66,482,128	81,347,177	97.36
	Commissions and other portfolio transaction costs	<u>(110,063)</u>	<u>—</u>	<u>—</u>
	Net investments owned	<u>\$ 66,372,065</u>	81,347,177	97.36
	Other assets, net		<u>2,222,634</u>	<u>2.64</u>
	Net Assets Attributable to Holders of Redeemable Units		<u>\$ 83,569,811</u>	<u>100.00</u>

BELLWETHER CANADIAN PERFORMANCE FUND

Notes to Financial Statements

For the six-months period ended June 30, 2024 (Unaudited)

1. Formation of the Fund

The Bellwether Canadian Performance Fund (the “Fund”) is an open-ended mutual fund trust. The Fund was established by a Declaration of Trust dated May 19, 2006 and commenced operations on December 8, 2006. The address of the Fund’s registered office is 1295 Cornwall Road, Unit A3, Oakville, Ontario, L6J 7T5.

Bellwether Investment Management Inc. (the “Manager” or the “Trustee”) is the manager and trustee of the Fund. The Manager is responsible for directing the affairs and managing the business of the Fund, including management of the Fund’s investment portfolio, and for administering or arranging for the administration of the day to day operations of the Fund, including providing or arranging for the provision of investment advice, establishment of brokerage arrangements and bookkeeping and other administrative services for the Fund.

The Fund invests in publicly traded equity securities of companies listed on a recognized stock exchange in Canada.

National Bank Financial Inc. is the custodian of the Fund. SGGG Fund Services Inc. is the recordkeeper and valuation services agent for the Fund.

2. Basis of Presentation

These interim financial statements have been prepared in compliance with IFRS Accounting Standards and International Accounting Standard 34, Interim Financial Reporting (together “IFRS”) as published by the International Accounting Standards Board (“IASB”). The Fund reports under this basis of accounting as required by Canadian Securities Legislation and Canadian Accounting Standards Board. These interim financial statements should be read in conjunction with annual financial statements for the year ended December 31, 2023 which have been prepared in accordance with IFRS.

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. The policies applied in these financial statements are based on IFRS issued and outstanding as of August 21, 2024 which is the date on which the financial statements were authorized for issue by the Trustee.

3. Summary of Material Accounting Policy Information

The following summarizes the material accounting policy information of the Fund:

Valuation of Investments

The fair value of financial assets and financial liabilities traded in active markets (such as publicly traded derivatives and trading securities) is based on quoted market prices. In accordance with the provisions of the Fund’s Offering Memorandum, investment positions are valued based on the last traded market price for the purpose of determining the net asset per unit for subscriptions and redemptions. For financial reporting purposes, 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. When the Fund holds derivatives with offsetting market risks, it uses mid-market prices as a basis for establishing fair values for the offsetting risk positions and applies this bid or ask price to the net open position, as appropriate.

The fair value of financial assets and financial liabilities that are not traded in an active market (for example, over-the-counter derivatives) are determined using valuation techniques. The Fund uses a variety of methods and makes assumptions that are based on market conditions existing at each Statement of Financial Position date. Valuation techniques used include the use of comparable recent arm’s-length transactions, discounted cash flow analysis, option pricing models and other valuation techniques commonly used by market participants.

Investments in private companies and other assets for which no published market exists are initially valued at cost and adjusted each reporting period, when appropriate, to reflect the most recent value at which such securities have been exchanged in an arm’s length transaction which approximates a trade effected in a published market, unless a different fair market value is otherwise determined to be appropriate by the Manager.

BELLWETHER CANADIAN PERFORMANCE FUND

Notes to Financial Statements

For the six-months period ended June 30, 2024 (Unaudited)

Investment entity

The Fund has determined that it is an investment entity as defined by IFRS 10, Consolidated Financial Statements ("IFRS 10") and the amendments to IFRS 10, as the following conditions exist:

- (i) The Fund has obtained funds from one or more investors for the purpose of providing those investors with investment management services;
- (ii) The Fund has committed to its investors that its business purpose is to invest funds solely for returns from capital appreciation and investment income; and
- (iii) The Fund measures and evaluates the performance of substantially all of its investments on a fair value basis.

As an investment entity, the Fund is exempted from consolidating particular subsidiaries and instead is required to measure its investments in these particular subsidiaries at FVTPL.

Classification

The Fund classifies its investments in debt, equity securities and derivatives as financial assets and financial liabilities at FVTPL in accordance with IFRS 9, Financial Instruments ("IFRS 9").

The Fund classifies its investments at FVTPL based on the Fund's business model for managing those financial assets in accordance with the Fund's documented investment strategy. The portfolio of investments is managed and performance is evaluated on a fair value basis and the portfolio of investments is neither held to collect contractual cash flows nor held both to collect contractual cash flows and to sell financial assets. The Fund is primarily focused on fair value information and uses that information to assess the assets' performance and to make decisions.

The Fund recognizes financial instruments at fair value upon initial recognition, plus transaction costs in the case of financial instruments measured at amortized cost. Regular way purchases and sales of financial assets are recognized at their trade date. The Fund's investments have been classified as FVTPL. The Fund's obligation for net assets attributable to holders of redeemable units is presented at the redemption amount. All other financial assets and liabilities are classified as subsequently measured at amortized cost. Under this method, financial assets and financial liabilities reflect the amount required to be received or paid, discounted, when appropriate, at the contract's effective interest rate. A financial asset is classified as subsequently measured at amortized cost only if both of the following criteria are met:

- i) The asset is held within a business model whose objective is to hold assets to collect contractual cash flows, and
- ii) The contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding.

Cash and cash equivalents

Cash is comprised of cash on deposit and cash equivalents and is carried at amortized cost which approximates fair value.

Financial Instruments

The Fund's financial instruments include cash and cash equivalents, dividends receivable, interest receivable, contributions receivable, investments, accrued expenses, redemptions payable, performance fees payable and management fees payable. Investments are classified at FVTPL and valued based on the policies described under the heading "Valuation of Investments". All other financial instruments are classified as subsequently measured at amortized cost and recorded at cost or amortized cost. Financial liabilities are carried at amortized cost, which closely approximates their fair values given their short-term nature. Please refer to Note 8 for a discussion of the management of financial risks.

Recognition/derecognition

The Fund recognizes financial assets or financial liabilities designated as trading securities on the trade date – the date it commits to purchase or sell short the instruments. From this date, any gains and losses arising from changes in fair value of the assets or liabilities are recognized in the Statement of Comprehensive Income.

BELLWETHER CANADIAN PERFORMANCE FUND

Notes to Financial Statements

For the six-months period ended June 30, 2024 (Unaudited)

Other financial assets are derecognized when, and only when, the contractual rights to the cash flows from the asset expire; or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. The Fund derecognizes financial liabilities when, and only when, the Fund's obligations are discharged, cancelled or they expire.

Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount reported in the Statement of Financial Position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously. In the normal course of business, the Fund enters into various master netting agreements or similar agreements that do not meet the criteria for offsetting in the Statement of Financial Position but still allow for the related amounts to be offset in certain circumstances, such as bankruptcy or termination of the contracts.

Fair Value Measurement

Investments measured at fair value are classified into one of three fair value hierarchy levels, based on the lowest level input that is significant to the fair value measurement in its entirety. The inputs or methodologies used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

The three fair value hierarchy levels are as follows:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Refer to Note 9 for the fair value measurement analysis.

Investment Transactions and Revenue Recognition

Investment transactions are accounted for on the trade date. Interest income is accrued daily and dividend income is recognized on the ex-dividend date. Realized gain/loss on sale of investments and unrealized appreciation/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.

The unrealized gain or loss on each investment held by the Fund at the end of the year is determined by the fair value of that investment less the average cost of the investment.

Distributions from income trust holdings ("trusts") are recorded on the ex-distribution date and the components of the distributions are recorded as dividends, capital gains or a return of capital as appropriate and on the basis of the best information available to the Manager. Distributions from trusts that are a return of capital reduce the average cost of the trusts reported on the Schedule of Investment Portfolio.

To the extent that a Fund incurs withholding taxes imposed by certain countries on investment income and capital gains generated in that country, the revenue from such income or gains is recorded net of withholding taxes in the Statement of Comprehensive Income.

Foreign Currency Translation

The functional and presentation currency of the Fund is the Canadian dollar. The fair value of foreign investments and other assets and liabilities denominated in foreign currencies are translated into Canadian dollars at the exchange rates prevailing at 12:00pm Eastern Standard Time (the "noon rate") on each valuation day. Purchases and sales of foreign securities denominated in foreign currencies and the related income are translated into Canadian dollars at rates of exchange prevailing on the respective dates of such transactions.

Net Assets Attributable to Holders per Unit

The Net Assets attributable to holders of redeemable units per unit are calculated by dividing the Net Assets attributable to holders of redeemable units of a particular series of units by the total number of units of that particular series outstanding at the end of the period.

BELLWETHER CANADIAN PERFORMANCE FUND

Notes to Financial Statements

For the six-months period ended June 30, 2024 (Unaudited)

Increase in Net Assets Attributable to Holders per Unit

Increase in Net Assets attributable to holders of redeemable units per unit is based on the Increase in Net Assets attributable to holders of redeemable units attributed to each series of units, divided by the weighted average number of units outstanding of that series during the period. Refer to Note 10 for the calculation.

Taxation of the Fund

The Fund qualifies as a unit trust under the provisions of the Income Tax Act (Canada) and, accordingly, is subject to tax on its investment income, including net realized capital gains, for the calendar year in which its net investment income or sufficient net realized capital gains are not paid or payable to its unitholders as at the end of the calendar year. It is the intention of the Manager that all annual net investment income and sufficient net taxable capital gains will be distributed to unitholders on a calendar year basis such that Canadian income taxes payable by the Fund will be minimized.

In any year in which the Fund realizes a net capital loss, caused when realized capital losses exceed realized capital gains, the Fund may carry forward that net capital loss balance to reduce net realized capital gains in subsequent years.

As at December 31, 2023 and 2022, the Fund had realized capital losses available to carry forward to future years as follows:

	2023	2022
Bellwether Canadian Performance Fund	\$ 2,373,288	\$ 2,373,288

As at December 31, 2023 and 2022, the Fund had no non-capital losses available to carry forward.

Distributions

All distributions on redeemable Units of a series will be reinvested automatically in additional Units of the same series, without charge, at the series net asset value per Unit determined as of the date of distribution unless the unitholder otherwise directs in writing. The unitholder may, by written request, receive the distribution payment by cheque or electronic transfer. All distributions are made on a pro rata basis to each registered unitholder, determined as of the close of business on the date of distribution. When redemptions occur during the calendar year, the unitholder may have taxable income and capital gains attributed to them up to the date of redemption.

4. Critical Accounting Estimates and Judgments

The preparation of financial statements in accordance with IFRS requires management to use accounting estimates. It also requires management to exercise its judgment in the process of applying the Fund's accounting policies. Estimates are continually evaluated and based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from those estimates. The following discusses the most significant accounting judgments and estimates that the Fund has made in preparing the financial statements:

Classification and measurement of investments and application of the fair value option

In classifying and measuring financial instruments held by the Fund, the Manager is required to make significant judgments about whether or not the business of the Fund is to manage its portfolio of investments and evaluate performance on a fair value basis and that the portfolio of investments is neither held to collect contractual cash flows nor held both to collect contractual cash flows and to sell financial assets. The most significant judgments made include assessing and determining the appropriate business model that enables the decision that the Fund's investments are classified as FVTPL.

BELLWETHER CANADIAN PERFORMANCE FUND

Notes to Financial Statements

For the six-months period ended June 30, 2024 (Unaudited)

5. Redeemable Units of the Fund

Unitholders' equity is considered to be the source of capital for the Fund. The Fund's objectives in managing capital are to safeguard the Fund's ability to continue as a going concern, to provide financial capacity and flexibility to meet its strategic objectives and to provide an adequate return to unitholders commensurate with the level of risk while maximizing the distributions to unitholders.

Since both the income and expenses of the Fund are reasonably predictable and since the Fund does not have any externally imposed capital requirements, the Trustee believes that the current level of distributions, capital and capital structure is sufficient to sustain ongoing operations. The Trustee actively monitors the cash position and financial performance of the Funds to ensure there are resources to meet current distribution levels.

The Fund may issue an unlimited number of units, which may be divided into an unlimited number of Series. The Fund currently offers Series F and Series O Units. Series A Units may be purchased through investment dealers. Series F Units may be purchased either from investment dealers or directly from the Manager. Series O Units may only be purchased directly from the Manager. Series O Units are available to institutional investors and other selected investors who enter into a managed account agreement with the Manager.

The managed account agreement stipulates the negotiated management fee that will be paid by the investor directly to the Manager.

Redeemable Units of the Fund are redeemable at the option of the unitholders in accordance with the provisions of the Offering Memorandum at their Net Asset Value Per Unit and do not have any nominal or par value.

As of June 30, 2024 and 2023 only units of Series F and Series O had been in issue. The changes in outstanding units during the periods ended June 30, 2024 and 2023 are summarized as follows:

	Redeemable Units, beginning of period	Redeemable Units Issued	Redemptions of Redeemable Units	Redeemable Units, end of period
June 30, 2024				
Series F	16,729	–	–	16,729
Series O	5,299,999	498,933	(257,354)	5,541,578
<hr/>				
June 30, 2023				
Series F	16,509	–	–	16,509
Series O	5,111,543	314,702	(409,184)	5,017,061

BELLWETHER CANADIAN PERFORMANCE FUND

Notes to Financial Statements

For the six-months period ended June 30, 2024 (Unaudited)

6. Related Party Transactions

The Fund considers its related parties to consist of key members and senior officers, including their close family members, and companies controlled or significantly influenced by such individuals, and reporting shareholders and their affiliates which may exert significant influence over the Fund's activities.

Bellwether Investment Management Inc.

Bellwether Investment Management Inc. (BIM) is the fund manager of the Fund. Management fees, performance fees and operating expenses are paid to BIM by the Fund.

Management Fees

The Manager of the Funds is entitled to a Management Fee. The applicable Management Fee relating to Series A Units of the Funds is equal to (1/12) of 1.50% of the average Net Asset Value of the Fund relating to such series during each month. The applicable Management Fee relating to the Series F Units of the Fund is equal to (1/12) of 0.75% of the average Net Asset Value of the Fund relating to such series during each month. Management fees relating to the Series O Units of the Fund are paid directly by the unitholder and are not charged to the Fund.

As at June 30, 2024, the total outstanding management fees payable to the Manager was \$145 (December 31, 2023 - \$138). The total management fees expense for the period ended June 30, 2024 was \$973 (2023 - \$924).

Performance Fees

In addition to the Management Fee, the Manager is entitled to a Performance Fee equal to 20% of the amount by which the performance of the Fund (i.e. the return from the investment portfolio attributable to the Fund, after payment of the Management Fee) exceeds 12% per annum, calculated and payable at the end of the year and upon redemptions of the Fund. The 12% annual hurdle rate will be prorated in the event an investor redeems units of the Fund before the end of the fiscal year. Negative performance must be carried forward for one year, and thereafter, the Performance Fee calculation begins anew. This Performance Fee applies to Series A, Series F, and Series O Units of the Fund.

The Performance Fee, including the federal Harmonized Sales Tax, is accrued monthly and reflected in the Net Asset Value per Unit of the Fund.

At the Manager's discretion, the Fund may allocate or distribute income and net realized capital gains, or make capital distributions, to particular unitholders to effectively adjust the Performance Fee borne by each unitholder to reflect the actual performance of that unitholder's investment in the relevant Fund.

Operating Expenses

The operating expenses charged to the Bellwether Canadian Performance Fund cannot exceed one-twelfth (1/12) of 0.60% of the average Net Asset Value of the Funds during each month.

BELLWETHER CANADIAN PERFORMANCE FUND

Notes to Financial Statements

For the six-months period ended June 30, 2024 (Unaudited)

7. Brokerage Commissions and Other Transaction Costs

The Fund paid \$27,636 (2023 - \$7,804) brokerage commissions and other transaction costs for portfolio transactions during the period ended June 30, 2024.

In addition to covering brokerage services on security transactions, commissions paid to certain brokers may also cover goods and services provided to the manager other than order execution (soft costs).

As of June 30, 2024 and 2023 the Fund did not have soft costs.

8. Risks Associated with Financial Instruments

The investment objective of the Fund is to provide long-term capital growth, primarily through investing in equity securities of companies in Canada. The Fund uses a blended investment style that combines quantitative, qualitative and technical analysis, to uncover companies that it believes have better than average valuations and balance sheet strength and have a demonstrated track record of earnings growth.

The Fund is exposed to various types of risks that are associated with their investment strategies, financial instruments and the markets in which they invest. These financial risks include market risk, (which includes currency risk, interest rate risk and other price risk), credit risk, and liquidity risk.

The Manager of the Fund seeks to minimize these risks by employing experienced portfolio managers who manage the security portfolios of the Fund's on a daily basis according to market events and the Fund's investment objectives. The Manager further moderates these risks through a careful selection of securities within specified limits and the Fund's market price risk is managed through diversification of the investment portfolio. The Fund's overall risk management program seeks to minimize the potentially adverse effect of risk on the Fund's financial performance in a manner consistent with the Fund's investment objective.

These risks and related risk management practices employed by the Fund are further discussed below:

(i) Currency Risk

Currency risk is the risk that the value of financial instruments denominated in currencies other than the functional currency of the Fund will fluctuate due to changes in foreign exchange rates.

The Fund holds all of its assets in Canadian Dollar denominated investments, the functional currency of the Fund.

At June 30, 2024 and December 31, 2023, the Fund did not have significant exposure to currency risk.

(ii) 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 market interest rates.

The majority of the Fund's financial assets and liabilities are non-interest bearing. The Fund invests excess cash in cash and cash equivalents, the latter being short-term and bearing market interest rates at the time of purchase. As a result, the Fund is not subject to significant interest rate risk due to fluctuations in the prevailing level of market interest rates.

At June 30, 2024 and December 31, 2023, the Fund did not have significant exposure to interest rate risk.

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(iii) Other Price Risk

Other 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 those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market.

The investments of the Fund are subject to normal market fluctuations and the risks inherent in investment in financial markets. The maximum risk resulting from financial instruments held by the Fund is determined by the fair value of the financial instruments. The Manager monitors the Fund's overall market positions on a daily basis and positions are maintained within established ranges as disclosed in the Fund's Offering Memorandum.

The Fund's other price risk is affected by changes in actual market prices. At June 30, 2024 and December 31, 2023, if the S&P/TSX Composite Total Return index had increased or decreased by 5%, with all other variables held constant, then the approximate increase or decrease to net assets attributable to holders of redeemable units would have been as follows:

	June 30, 2024	December 31, 2023
Market Sensitivity Analysis	Estimated Impact on net assets attributable to holders of redeemable units	Estimated Impact on net assets attributable to holders of redeemable units
Bellwether Canadian Performance Fund	\$ 3,091,193	\$ 3,608,771

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

(iv) Credit Risk

Credit risk is the risk that the counterparty to a financial instrument will fail to discharge a commitment that it has entered into with the Fund. The fair value of a financial instrument takes into account the credit rating of its issuer.

All transactions in listed securities are settled or paid for upon delivery using approved brokers. Credit risk is considered minimal in the Fund because 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.

The Fund also invests in cash, cash equivalents and short-term investments. The Fund limits exposure to credit loss by placing cash and cash equivalents and other short-term investments with high credit quality government and financial institutions.

As at June 30, 2024 and December 31, 2023, the Fund did not have significant exposure to credit risk.

(v) Liquidity Risk

Liquidity risk is defined as the risk that the Fund may not be able to settle or meet their obligations on time or at a reasonable price.

The Fund's exposure to liquidity risk is concentrated in the Fund's ability to satisfy the weekly cash redemptions of units. Further liquidity risk arises from the fact that redeemable units are redeemable on demand at the unitholder's option. The Fund's investments are considered readily realizable and highly liquid. In addition, the Fund retains sufficient cash and cash equivalent positions to maintain liquidity.

As at June 30, 2024 and December 31, 2023, the Fund did not have significant exposure to liquidity risk.

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9. Classification of financial instruments – fair value measurements:

The following table summarizes the levels within the fair value hierarchy in which the fair value measurements of the Fund's investments fall as of June 30, 2024 and December 31, 2023:

June 30, 2024

	Level 1	Level 2	Level 3	Total
Assets				
Equities	\$ 81,347,177	\$ –	\$ –	\$ 81,347,177
	\$ 81,347,177	\$ –	\$ –	\$ 81,347,177

December 31, 2023

	Level 1	Level 2	Level 3	Total
Assets				
Equities	\$ 71,460,803	\$ –	\$ –	\$ 71,460,803
	\$ 71,460,803	\$ –	\$ –	\$ 71,460,803

There were no transfers between levels during the six-months ended June 30, 2024 and year ended December 31, 2023.

10. Increase in Net in Net Assets Attributable to Holders of Redeemable Units per Unit

The Increase in in net assets attributable to holders of redeemable units per unit for the periods ended June 30, 2024 and 2023 is calculated as follows:

	Increase in Net Assets Attributable to Holders of Redeemable Units per Series	Weighted Average of Redeemable Units Outstanding During the Period	Increase in Net Assets Attributable to Holders of Redeemable Units per Unit
June 30, 2024			
Series F	\$ 17,556	16,729 \$	1.05
Series O	6,232,942	5,415,308	1.15
June 30, 2023			
Series F	\$ 3,640	16,509 \$	0.22
Series O	1,546,970	4,988,397	0.31

11. Filing Exemption

The Fund has advised the Ontario Securities Commission that the Fund is relying on the exemption from the filing requirements pursuant to Section 2.11 of National Instrument 81-106.

12. Contributions receivable and redemptions payable

Contributions receivable and redemptions payable consists of units purchased/redeemed during the period for which cash has not been received/paid at period end.