

Management Cover Letter

2022 was a difficult year for the equity markets overall due to concerns about inflation, geopolitical uncertainty, and a rising interest rate environment. Companies that benefitted from COVID-related lockdowns during 2020-2021 are now grappling with slowing demand and rising costs and are focused on improving profitability by conducting layoffs.

While Baskin Wealth Management's portfolio companies remained solidly profitable, they were not immune from the macroeconomic environment. The Baskin Growth Equity Pool returned -21% in 2022 with a +8% return in the second half of 2022. Results in the second half benefitted from improvement in sentiment as well as changes to the portfolio.

Although inflation rates have fallen, the outlook for 2023 remains uncertain with a possible recession. We believe our portfolio is well positioned for a recessionary environment given the fundamental strengths including high margins and strong balance sheets in addition to attractive valuations of the companies owned. Many of our companies such as Alphabet Inc and TFI International are taking advantage of their weak share prices to make share repurchases, while others such as CoStar Group are making acquisitions to gain market share in a weakened competitive landscape.

Contributors	Period Return	Contribution to portfolio
TFI International	32.3%	1.3%
CoStar Group	34.6%	1.2%
Netflix	77.5%	1.0%

Top contributors to the portfolio's performance during the second half of 2022 were **TFI International**, **CoStar Group**, and **Netflix**. **TFI International** benefitted from the sale of their US truckload division, efforts to improve margins at the less-than-truckload division and aggressive share repurchases. **CoStar Group** shares rose due to the inclusion of its shares in the S&P 500 index along with rising real estate vacancies which benefits their Apartments.com and LoopNet marketplaces. Shares of **Netflix** rebounded sharply as subscriber counts stabilized and growth initiatives such as advertising and crackdown on password sharing are rolled out.

Detractors	Period Return	Contribution to portfolio
Alphabet Inc	-16.8%	-0.51%
Amazon.com	-14.7%	-0.43%
Live Nation Entertainment	-11.1%	-0.35%

The largest detractors from the portfolio's performance were **Alphabet**, **Amazon.com**, and **Live Nation Entertainment**. Profitability at both **Alphabet** and **Amazon.com** are impacted by the weak demand due to the uncertain macroeconomic environment along with bloated cost structures resulting from investments made during the COVID-19 pandemic. In response, both companies are cutting costs to improve margins and we believe both companies are attractively valued given Google's dominant positions in digital advertising and Amazon's in e-commerce & cloud computing. Shares of **Live Nation Entertainment** fell due to concerns about slowing demand and regulatory action over ticketing fees. We remain optimistic about Live Nation's vertically integrated business model to capture growth in the live music industry going forward.



Management Cover Letter (Continued)

During the second half of 2022, we exited our positions in **JPMorgan Chase**, **Charter Communications**, and **American Tower**. We sold **JPMorgan Chase** shares over concerns about higher capital requirements and potential loan losses in a recession. We sold our position in **Charter Communications** due to concerns about a maturing subscriber base and its high debt load in a rising interest rate environment. Last, we sold our position in **American Tower** at an elevated valuation given their limited ability to raise rents to offset inflation and questionable track record of acquisitions.

Over the same time period, we initiated new positions in **Canadian Natural Resources**, **CCL Industries**, and **Restaurant Brands International**. **Canadian Natural Resources** is a leading producer of crude oil in Western Canada with a focus on the Canadian oil sands. Canadian Natural Resources has an attractive low-cost reserve base and is run by a skilled management team with a strong track record of capital discipline, and we believe shares are attractively valued under a wide range of commodity price scenarios. **CCL Industries** is a global provider of labels for a very diverse range of end markets. Under Geoffrey Martin, the management has a strong track record of making acquisitions and we believe shares are cheap at current prices. **Restaurant Brands** is the franchisor of well-known brands including Tim Hortons, Burger King, and Popeyes. Its brands have underperformed due to poor execution and cost cuts under private equity control, but we believe the recent hire of Patrick Doyle as the executive chairman is a catalyst towards improving performance given his track record as CEO of Domino's Pizza. With shares trading at a discount to fast food peers, we believe there is upside from both multiple expansion as well as an improved growth profile.

In December, Brookfield Asset Management completed the spinoff of its asset management business and subsequently renamed itself to Brookfield Corporation. We continue to own positions in both Brookfield Corporation and Brookfield Asset Management.

BASKIN GROWTH EQUITY POOL

Annual Financial Statements

For the year ended December 31, 2022

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Independent auditor's report

To the Unitholders of
Baskin Growth Equity Pool

Opinion

We have audited the financial statements of **Baskin Growth Equity Pool** [the "Fund"], which comprise the statements of financial position as at December 31, 2022 and 2021, and the statements of comprehensive (loss) income, statements of changes in net assets attributable to holders of redeemable units and statements of cash flows for the periods then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Fund as at December 31, 2022 and 2021, and its financial performance and its cash flows for the periods then ended in accordance with International Financial Reporting Standards ["IFRSs"].

Basis for opinion

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

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

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

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

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

Auditor's responsibilities for the audit of the financial statements

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



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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Fund to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Ernst + Young LLP

Chartered Professional Accountants
Licensed Public Accountants

Toronto, Canada
March 24, 2023



Baskin Growth Equity Pool

Statements of Financial Position As at December 31, 2022 and 2021

	2022	2021
ASSETS		
Current assets		
Cash	\$ 394,974	\$ 154,186
Investments (Note 4)	84,502,175	97,667,321
Dividends and interest receivable	124,479	73,066
Subscriptions receivable (Note 9)	165,155	178,998
Expense reimbursement receivable (Note 6)	—	47,415
	<u>85,186,783</u>	<u>98,120,986</u>
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	38,742	36,327
Redemptions payable (Note 10)	91,320	11,527
Payable for investments purchased	—	56,076
Distributions payable	—	273
	<u>130,062</u>	<u>104,203</u>
Net Assets Attributable to Holders of Redeemable Units	\$ 85,056,721	\$ 98,016,783
Number of Redeemable Units Outstanding (Note 5)	8,637,330	7,809,277
Net Assets Attributable to Holders of Redeemable Units per Unit	\$ 9.85	\$ 12.55

Approved and authorized for issue on behalf of the Fund by the Trustee:

Baskin Financial Services Inc., signed on its behalf by

David P. Baskin

President, Baskin Financial Services Inc.

Baskin Growth Equity Pool

Statements of Comprehensive (Loss) Income

For the years ended December 31, 2022 and 2021*

	2022	2021*
Income		
Dividends	\$ 961,650	\$ 617,112
Interest income for distribution purposes	(7,761)	22,341
Net unrealized (depreciation) appreciation in fair value of investments	(17,607,746)	18,293,144
Net realized loss on sale of investments	(3,757,927)	(1,043,895)
Foreign exchange loss on cash	(28,198)	(90,192)
	<u>(20,439,982)</u>	<u>17,798,510</u>
Expenses		
Operating costs	119,237	150,534
Withholding taxes (Note 6)	71,933	43,538
Custodial fees	19,037	16,425
Audit fees	17,106	14,973
Commissions and other portfolio transaction costs	4,511	8,170
Legal fees	355	235
Offering costs	—	6,789
	<u>232,179</u>	<u>240,664</u>
Expenses waived/absorbed (Note 6)	<u>(2,528)</u>	<u>(47,415)</u>
	<u>229,651</u>	<u>193,249</u>
(Decrease) Increase in Net Assets Attributable to Holders of Redeemable Units	\$ (20,669,633)	\$ 17,605,261
Weighted Average of Redeemable Units Outstanding During the Year	8,243,877	6,895,802
(Decrease) Increase in Net Assets Attributable to Holders of Redeemable Units per Unit	\$ (2.51)	\$ 2.55

*For the period from date of commencement of operations on February 23, 2021 to December 31, 2021

Baskin Growth Equity Pool

Statements of Changes in Net Assets Attributable to Holders of Redeemable Units For the years ended December 31, 2022 and 2021*

	Net assets attributable to holders of redeemable units, beginning of year	Proceeds from redeemable units issued	Redemption of redeemable units	Distributions to holders of redeemable units - Investment income	Reinvestment of distributions	Decrease in net assets attributable to holders of redeemable units	Net assets attributable to holders of redeemable units, end of year
December 31, 2022	\$ 98,016,783	\$ 16,813,839	\$ (9,101,739)	\$ (647,410)	\$ 644,881	\$ (20,669,633)	\$ 85,056,721

	Net assets attributable to holders of redeemable units, beginning of period	Proceeds from redeemable units issued	Redemption of redeemable units	Distributions to holders of redeemable units - Investment income	Reinvestment of distributions	Increase in net assets attributable to holders of redeemable units	Net assets attributable to holders of redeemable units, end of period
December 31, 2021*	\$ —	\$ 86,206,926	\$ (5,793,213)	\$ (373,448)	\$ 371,257	\$ 17,605,261	\$ 98,016,783

*For the period from date of commencement of operations on February 23, 2021 to December 31, 2021

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

Baskin Growth Equity Pool

Statements of Cash Flows

For the years ended December 31, 2022 and 2021*

	2022	2021*
Cash provided by (used in):		
Operating Activities		
(Decrease) Increase in Net Assets Attributable to Holders of Redeemable Units	\$ (20,669,633)	\$ 17,605,261
Adjustments for non-cash items		
Net unrealized depreciation (appreciation) in fair value of investments	17,607,746	(18,293,144)
Net realized loss on sale of investments	3,757,927	1,043,895
Change in non-cash balances		
Increase in dividends and interest receivable	(51,413)	(73,066)
Decrease (increase) in expense reimbursement receivable	47,415	(47,415)
Increase in accounts payable and accrued liabilities	2,415	36,327
Proceeds from sale of investments	14,302,822	9,422,186
Purchase of investments	(22,559,425)	(89,784,182)
Cash used in operating activities	<u>(7,562,146)</u>	<u>(80,090,138)</u>
Financing Activities		
Proceeds from redeemable units issued	16,827,682	86,027,928
Redemption of redeemable units	(9,021,946)	(5,781,686)
Distributions to holders of redeemable units, net of reinvestments	(2,802)	(1,918)
Cash provided by financing activities	<u>7,802,934</u>	<u>80,244,324</u>
Increase in cash during the year	240,788	154,186
Cash, beginning of year	154,186	—
Cash, end of year	<u>\$ 394,974</u>	<u>\$ 154,186</u>
Supplemental information**		
Interest paid	\$ 100	\$ 39
Interest received	2,198	22,341
Dividends received, net of withholding taxes	838,305	500,508

*For the period from date of commencement of operations on February 23, 2021 to December 31, 2021

**Included as a part of cash flows from operating activities

Baskin Growth Equity Pool

Schedule of Investment Portfolio

As at December 31, 2022

Number of shares/units	Investments owned	Average cost	Fair value	% of net asset value
Canadian equities				
12,390	Brookfield Asset Management Ltd.	\$ 540,787	\$ 480,360	0.56
46,361	Brookfield Corp.	2,259,030	1,974,051	2.32
19,685	Canadian National Railway Co.	2,705,195	3,166,135	3.72
37,041	Canadian Natural Resources Ltd.	2,602,334	2,785,113	3.27
33,766	CCL Industries Inc.	2,236,397	1,953,025	2.30
1,840	Constellation Software Inc.	3,200,274	3,889,686	4.57
16,242	FirstService Corp.	3,093,167	2,693,086	3.17
27,410	National Bank of Canada	2,231,606	2,500,614	2.94
511	Restaurant Brands International Inc.	46,160	44,748	0.05
30,045	TFI International Inc.	2,886,373	4,074,402	4.79
24,680	TMX Group Ltd.	3,140,479	3,344,634	3.93
34,100	Topicus.com Inc.	2,878,132	2,424,169	2.85
19,580	Waste Connections Inc.	2,623,194	3,514,218	4.13
		<u>30,443,128</u>	<u>32,844,241</u>	<u>38.60</u>
U.S. equities				
4,427	Adobe Inc.	2,320,405	2,017,066	2.37
20,050	Alphabet Inc.	2,663,548	2,408,638	2.83
15,755	Amazon.com Inc.	2,998,482	1,791,778	2.11
15,617	Apple Inc.	2,519,073	2,747,221	3.23
7,020	Berkshire Hathaway Inc.	3,012,791	2,935,902	3.45
2,539	BlackRock Inc.	2,349,042	2,435,953	2.86
23,360	Canadian Natural Resources Ltd.	1,840,578	1,756,253	2.06
32,220	Copart Inc.	2,316,266	2,656,184	3.12
34,782	CoStar Group Inc.	3,556,966	3,639,220	4.28
4,707	Costco Wholesale Corp.	2,110,818	2,909,187	3.42
4,980	Domino's Pizza Inc.	2,342,140	2,335,575	2.75
9,558	Ferrari NV	2,378,518	2,772,130	3.26
21,590	Floor & Decor Holdings Inc.	2,576,433	2,035,334	2.39
24,528	Live Nation Entertainment Inc.	2,674,848	2,315,958	2.72
8,396	Microsoft Corp.	2,549,577	2,726,117	3.21
5,769	Moody's Corp.	2,110,957	2,176,203	2.56
4,925	Netflix Inc.	2,861,692	1,966,247	2.31
3,197	Restaurant Brands International Inc.	289,094	279,919	0.33
8,180	Stryker Corp.	2,532,789	2,707,703	3.18
7,096	Vail Resorts Inc.	2,653,829	2,289,894	2.69
10,970	Visa Inc.	2,953,638	3,085,710	3.63
4,945	Watsco Inc.	1,775,039	1,669,742	1.96
		<u>53,386,523</u>	<u>51,657,934</u>	<u>60.72</u>
	Total investments owned	83,829,651	84,502,175	99.32
	Commissions and other portfolio transaction costs	(12,876)	—	—

Baskin Growth Equity Pool

Schedule of Investment Portfolio (continued)

As at December 31, 2022

Number of shares/units	Investments owned	Average cost	Fair value	% of net asset value
	Net investments owned	\$ <u>83,816,775</u>	\$ 84,502,175	99.32
	Other assets, net		<u>554,546</u>	<u>0.68</u>
	Net Assets Attributable to Holders of Redeemable Units		\$ <u>85,056,721</u>	<u>100.00</u>

BASKIN GROWTH EQUITY POOL

Notes to Financial Statements

(Expressed in Canadian dollars)

For the year ended December 31, 2022 and period of commencement of operations on February 23, 2021 to December 31, 2021

1. Organization and nature of operations

Baskin Growth Equity Pool (the “Fund”) was created as an investment trust under the laws of the Province of Ontario pursuant to the terms of the declaration of trust (the “Declaration of Trust”) originally dated January 6, 2020 and amended January 4, 2021 and commenced operations on February 23, 2021. Pursuant to the Declaration of Trust, Baskin Financial Services Inc. (the “Trustee” or the “Manager”), a corporation formed under the laws of Canada, is the trustee and the manager of the Fund. The Fund’s registered office address is 95 St. Clair Avenue West, Suite 900, Toronto, Ontario, Canada.

The Trustee has the power to enter into any and all agreements that it deems necessary for the operation and the investment activities of the Fund and to appoint third-party service providers as it may reasonably require for the proper discharge of its duties under the Declaration of Trust. The Manager is responsible for managing the business and affairs of the Fund and to manage its investment portfolio. The Manager has appointed National Bank Independent Network (a division of National Bank Financial Inc.) (“NBIN”) as the custodian, prime broker and administrator of the Fund. NBIN has in turn contracted SGGG Fund Services Inc. (the “Administrator”) to provide accounting and shareholder recordkeeping services.

The investment objective of the Fund is to provide investors with long term growth. In seeking to achieve its investment objective, the Fund invests primarily in the common stocks of North American companies. Using fundamental analysis and independent judgment, the Fund’s strategy is to identify companies with deep moats, strong growth potential and experienced management, and seek to obtain shares of these firms at a fair price and hold them for the long-term. The Fund invests in a concentrated group of these companies across a range of sectors.

2. Basis of presentation

These financial statements have been prepared in compliance with International Financial Reporting Standards (“IFRS”) as published by the International Accounting Standards Board. The Fund reports under this basis of accounting as required by Canadian Securities Legislation and Canadian Accounting Standards Board. The 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 effective as at December 31, 2022. The financial statements were authorized for issue by the Trustee on March 24, 2023.

3. Summary of significant accounting policies

The following is a summary of significant policies followed by the Fund:

a) Financial instruments

Classification

i) Financial assets and financial liabilities at FVTPL

The Fund classifies its investments based on both the Fund’s business model for managing those financial assets and the contractual cash flow characteristics of the financial assets. The portfolio of financial assets is managed and performance is evaluated on a fair value basis. The Fund is primarily focused on fair value information and uses that information to assess the assets’ performance and to make decisions. As such, the Fund classifies all of its investment portfolio as financial assets as FVTPL.

BASKIN GROWTH EQUITY POOL

Notes to Financial Statements

(Expressed in Canadian dollars)

For the year ended December 31, 2022 and period of commencement of operations on February 23, 2021 to December 31, 2021

3. Summary of significant accounting policies (continued)

a) Financial instruments (continued)

i) Financial assets and financial liabilities at FVTPL (continued)

The Fund has no investments in securities classified as financial liabilities at FVTPL as at December 31, 2022 and 2021.

ii) Other financial assets and financial liabilities

All other financial assets and financial liabilities are recognized initially at fair value and subsequently measured at amortized cost if:

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

Under this method, financial assets and financial liabilities reflect the amounts required to be received or paid, discounted, when appropriate, at the contracts' effective interest rates. The fair values of those financial instruments are approximated by their carrying values.

Recognition, subsequent measurement and derecognition

Purchases and sales of investments are recognized at fair value on the trade date – the date on which the Fund commits to purchase or sell the investment.

Subsequent to initial recognition, all financial assets at FVTPL are measured at fair value, with the exception of receivables, which are measured at amortized cost. Unrealized gains and losses arising from changes in the fair value of the financial assets at FVTPL are presented in the Statements of Comprehensive (Loss) Income within "Net unrealized (depreciation) appreciation in fair value of investments" in the year in which they arise. Realized gains and losses from sale of investments are presented in the Statements of Comprehensive (Loss) Income as "Net realized loss on sale of investments" on the date of sale.

Financial assets and financial liabilities are derecognized when the rights to receive or obligations to pay cash flows from the investments have expired, when contractual rights have been transferred or pass-through criteria met, and the Fund has transferred substantially all risks and rewards of ownership.

Fair values of financial assets and financial liabilities

The fair values of financial assets are determined using the last trading or closing prices that falls within the year-end bid-ask spread. In circumstances where the close price is not within the bid-ask spread, the Manager will determine the point within the bid-ask spread that better reflects the fair value.

The fair values 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 Statements 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.

BASKIN GROWTH EQUITY POOL

Notes to Financial Statements

(Expressed in Canadian dollars)

For the year ended December 31, 2022 and period of commencement of operations on February 23, 2021 to December 31, 2021

3. Summary of significant accounting policies (continued)

a) Financial instruments (continued)

Impairment of financial assets

The Fund's financial assets at amortized cost, including dividends and interest receivable, subscriptions receivable and expense reimbursement receivable, are subject to expected credit loss model for determining impairment per IFRS 9, *Financial Instruments* ("IFRS 9"). The Fund applies the simplified approach to providing for expected credit losses prescribed by IFRS 9, which requires the use of the lifetime expected credit loss provision for all other assets. Impairment losses on financial assets at amortized cost, if any, are recognized in the Statements of Comprehensive (Loss) Income.

b) Investment transactions and revenue recognition

Investment income and expenses, and both realized and unrealized gains and losses on sale of investments are allocated amongst all series in the Fund based on the aggregate net asset value of each series of units.

Interest income is accrued daily and dividend income is recognized on the ex-dividend date. Realized gains and losses on sale of investments and unrealized appreciation and depreciation in fair value of investments are determined on an average cost basis.

c) Valuation and classification of redeemable units

The value of redeemable units is determined on Tuesday of each week and the last business day of each month or such other day determined from time to time by the Trustee (each a "Valuation Date"). The value of redeemable units on a Valuation Date is obtained by dividing the net assets attributable to holders of a specific series of redeemable units by the total number of units outstanding of the series at 4:00 p.m. Eastern Time or such other time that the Trustee deems appropriate ("Valuation Time"). Expenses directly attributable to a series are charged to that series while common Fund expenses are allocated to each series in a reasonable manner as determined by the Trustee. Other income and realized and unrealized gains and losses are allocated to each series of the Fund based on that series' pro rata share of the total net assets of the Fund.

IAS 32, *Financial Instruments: Presentation* ("IAS 32") requires that units or shares of an entity, which include a contractual obligation for the issuer to repurchase or redeem them for cash or another financial asset, be classified as a financial liability. The Fund's units do not meet the criteria in IAS 32 for classification as equity and, therefore, have been classified as financial liabilities.

d) Net assets attributable to holders of redeemable units per series unit

The net assets attributable to unitholders per series unit are calculated by dividing the net assets attributable to unitholders of a particular series of units by the total number of units of that particular series outstanding at the end of the year. See Note 5.

e) (Decrease) increase in net assets attributable to holders of redeemable units

(Decrease) increase in net assets attributable to holders of redeemable units per unit is based on the (decrease) 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 year.

BASKIN GROWTH EQUITY POOL

Notes to Financial Statements

(Expressed in Canadian dollars)

For the year ended December 31, 2022 and period of commencement of operations on February 23, 2021 to December 31, 2021

3. Summary of significant accounting policies (continued)

f) Functional and presentation currency

The functional and presentation currency of the Fund is the Canadian dollar. The Fund receives and pays Canadian dollars for its unit issuances and redemptions.

g) Foreign currency translation

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign currency assets and liabilities are translated into the functional currency using the exchange rate prevailing as at the Statements of Financial Position date.

Foreign exchange gains and losses arising from the translation of foreign currency transactions are included in the Statements of Comprehensive (Loss) Income within "Net unrealized (depreciation) appreciation in fair value of investments" and "Net realized loss on sale of investments".

h) Cash

Cash consists of cash balances held at the Fund's custodian.

i) Commissions and other portfolio transaction costs

Commissions and other portfolio transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of an investment, which include fees and commissions paid to agents, advisors, brokers and dealers, levies by regulatory agencies and securities exchanges, transfer taxes and duties, and any goods and services, harmonized sales, value-added, commodity or other taxes applicable to such expenses. Such costs are expensed and are included in "Commissions and other portfolio transaction costs" in the Statements of Comprehensive (Loss) Income.

j) Significant accounting judgments, estimates and assumptions

The preparation of the Fund's financial statements requires the Manager to make judgments, estimates and assumptions that affect the reported amounts recognized in the financial statements and disclosure of contingent liabilities. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in future periods.

In the process of applying the Fund's accounting policies, the Manager has made the following judgments, which have the most significant effect on the amounts recognized in the financial statements:

BASKIN GROWTH EQUITY POOL

Notes to Financial Statements

(Expressed in Canadian dollars)

For the year ended December 31, 2022 and period of commencement of operations on February 23, 2021 to December 31, 2021

3. Summary of significant accounting policies (continued)

j) Significant accounting judgments, estimates and assumptions (continued)

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:

- a) The Fund has obtained funds from one or more investors for the purpose of providing those investors with investment management services;
- b) 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
- c) The Fund measures and evaluates the performance of substantially all of its investments on a fair value basis.

The Fund also meets the additional characteristics of an investment entity, in that it has more than one investment; the ownership interests are in the form of securities similar to equities to which a proportionate share of the net assets of the Fund are attributed; and they represent, indirectly, the interests of more than one investor.

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

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, per IFRS 9.

k) Offsetting financial instruments

Financial assets and financial liabilities may be offset and the net amount reported in the Statements 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 may enter into various master netting agreements or similar agreements that do not meet the criteria for offsetting in the Statements of Financial Position but still allow for the related amounts to be offset in certain circumstances, such as bankruptcy or termination of the contracts.

4. Classification of financial instruments - fair value measurements

All financial instruments for which fair value is recognized or disclosed are categorized within the fair value hierarchy, in accordance with IFRS 13, *Fair Value Measurements*, based on the lowest level input that is significant to the fair value measurement as a whole, as follows:

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

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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(Expressed in Canadian dollars)

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4. Classification of financial instruments - fair value measurement (continued)

The table below summarizes the fair value hierarchy levels for the Fund's investments as at December 31, 2022.

	Level 1	Level 2	Level 3	Total
Assets				
Equities	\$ 84,502,175	\$ –	\$ –	\$ 84,502,175
	\$ 84,502,175	\$ –	\$ –	\$ 84,502,175

The table below summarizes the fair value hierarchy levels for the Fund's investments as at December 31, 2021.

	Level 1	Level 2	Level 3	Total
Assets				
Equities	\$ 97,667,321	\$ –	\$ –	\$ 97,667,321
	\$ 97,667,321	\$ –	\$ –	\$ 97,667,321

All fair value measurements above are recurring. The carrying values of cash, dividends and interest receivable, subscriptions receivable, accounts payable and accrued liabilities and redemptions payable and the Fund's obligation for net assets attributable to holders of redeemable units approximate their fair values due to their short-term nature. Fair values are classified as Level 1 when the security is actively traded and a quoted price is available. If an instrument classified as Level 1 subsequently ceases to be actively traded, it is transferred out of Level 1. In such cases, instruments are reclassified into Level 2, unless the measurement of its fair value requires the use of significant unobservable inputs, in which case it is classified as Level 3. There were no transfers between levels during the year ended December 31, 2022 and period from commencement of operations on February 23, 2021 to December 31, 2021.

5. Redeemable units of the Fund

Units issued and outstanding represent the capital of the Fund. The Trustee shall have sole discretion in determining whether the capital of the Fund is divided into one or more classes of units and whether a class is issued in one or more series of units, the attributes that shall attach to each class and series of units, and whether any class or series of units should be redesignated as a different class or series of units. The number of units and classes or series of units of the Fund that may be issued is unlimited. Each unit shall be without a nominal or par value and shall entitle the holder thereof to one vote at all meetings of unitholders of the Fund where all series vote together and one vote at all meetings of unitholders of the Fund where that particular series votes separately as a series.

In addition, each unit of a particular series shall entitle the holder thereof to participate pro rata, in accordance with the provisions of the Declaration of Trust, with respect to all amounts payable by the Fund to holders of redeemable units of that series (except with respect to net income and net capital gains paid to holders of redeemable units on the redemption of units). All units shall be redeemable on demand by the holders of redeemable units and shall not be transferrable. Any unit of a particular series of the Fund may, at the option of the holder or the Trustee and without notice to the holder unless required, be redesignated as a unit of any other series of the Fund based on the applicable series net asset value per unit for the two series of units on the date of the redesignation. Fractional units of a series may be issued and shall be proportionately entitled to all the same rights as whole units of that same series, except voting rights.

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5. Redeemable units of the Fund (continued)

Series O units are being offered by the Fund on a continuous basis at the applicable series net asset value per unit. Unless the Trustee otherwise agrees, the Trustee may establish a time on each Valuation Date by which subscriptions must be received, at its principal office in Toronto, Ontario or as it may otherwise direct, in order to be implemented at the series net asset value per unit determined at the next Valuation Time. Subscriptions received after the time established by the Trustee will be implemented at the series net asset value per unit determined at the Valuation Time on the next Valuation Date. The issue price may be paid in cash or, at the discretion of the Trustee, in non-cash assets that are acceptable to the Trustee and are valued in accordance with the valuation principles set out in the Declaration of Trust.

The changes in outstanding redeemable units during the year ended December 31, 2022 and for the period from commencement of operations on February 23, 2021 to December 31, 2021 are summarized as follows:

	Redeemable units, beginning of year	Redeemable units issued	Redemptions of redeemable units	Reinvestments of units	Redeemable units, end of year
December 31, 2022	7,809,277	1,622,607	(858,342)	63,788	8,637,330
December 31, 2021	–	8,286,535	(507,222)	29,964	7,809,277

Distributions

Subject to the provisions of the Declaration of Trust, the Trustee shall have the sole discretion to determine if any distributions of the Fund are to be made to unitholders of the Fund, the classes and series of units such distributions will be paid on, the record date or dates for the purpose of determining the unitholders entitled to receive distributions and the time or times when such distributions will be paid. The Trustee shall declare and credit as due and payable a sufficient amount of the net income and the net capital gains of the Fund for each taxation year so that the Fund will not have any obligation to pay tax under Part I of the *Income Tax Act* (Canada) (the "Tax Act") after taking into account any entitlement to a capital gain refund under the Tax Act. Each holder of redeemable units to whom any distribution has been declared and credited as payable shall be entitled to enforce payment thereof to the extent that such distribution has not been paid to the holder of redeemable units on or before the last day of the taxation year of the Fund in respect of which such amount was declared payable. Any taxes withheld from, or paid or payable on account of, income or capital of the Fund shall be considered to have been paid or payable on behalf of the holders of redeemable units to the extent that related amounts are allocated to such holders of redeemable units for income tax purposes.

To the extent that the Trustee has not allocated all or any portion of the net income and net capital gains of the Fund among the series of units of the Fund, the net income and net capital gains shall be allocated in the same manner as it was allocated for the previous taxation year of the Fund. Such amounts as became due and payable to the holders of redeemable units of a series shall be automatically reinvested in additional units of the same series of units of the Fund on which the amount was payable. Immediately following such reinvestment, the number of units of the relevant series of units outstanding shall be automatically consolidated so that the series net asset value per unit after the reinvestment shall be the same as it was immediately before the amount became due and payable by the Fund.

The Fund intends to distribute income (interest and dividends) and capital gains on an annual basis to qualifying unitholders.

BASKIN GROWTH EQUITY POOL

Notes to Financial Statements

(Expressed in Canadian dollars)

For the year ended December 31, 2022 and period of commencement of operations on February 23, 2021 to December 31, 2021

5. Redeemable units of the Fund (continued)

Redemptions

Holders of redeemable units are entitled at any time and from time to time to require the Fund to redeem all or any part of their units at the series net asset value per unit for the applicable series of units. The Trustee shall establish a time on each Valuation Date by which a completed redemption request must be received by it at its principal office or as it may direct in order to be effective on that Valuation Date. Redemption requests received after the time established by the Trustee will be deemed to be received as of the next Valuation Date and will receive the series net asset value calculated for the applicable series on that next Valuation Date.

Redemption requests will be processed in the order in which they are received. The Trustee, on behalf of the Fund, shall pay to each holder of redeemable units who has requested a redemption of units an amount equal to the applicable series net asset value per unit multiplied by the number of units to be redeemed. Payment in respect of any redemption shall be made within 2 business days from the applicable Valuation Date and shall be paid in cash and made by cheque payable to or to the order of the holder of redeemable unit or shall be paid by such other manner of payment, including the delivery in specie of non-cash assets, approved by the Trustee from time to time.

The Trustee will suspend the right to redeem units of the Fund and the calculation of the series net asset value per unit for each series of units when required to do so under securities legislation or under any exemptive relief granted by the local securities authorities from such securities legislation. The Trustee may also suspend the right to redeem units and the calculation of the series net asset value per unit for each series of units at such other time it deems appropriate, provided that such suspension is permitted under securities legislation or under the terms of any exemptive relief received by the Fund. During any period of suspension, there shall be no calculation of the series net asset value per unit of any series of that Fund and the Fund shall not be permitted to issue, redesignate or redeem any units and the Trustee may postpone the payment of any redemption proceeds.

6. Related party transactions and other expenses

Related party unitholdings

As at December 31, 2022, directors, management, and employees of the Trustee directly or indirectly held 0.9% (December 31, 2021 - 6.7%) of the units issued by the Fund.

Expenses and expense reimbursements

The Fund is responsible for the payment of all fees and expenses relating to its operations including, but not limited to, all regulatory filing fees, registrar and transfer agent fees and expenses, audit fees, accounting fees, administration fees including recordkeeping fees, legal fees, custody and safekeeping charges, costs to provide financial and other reports to unitholders, all taxes including withholding taxes, assessments or other governmental charges levied against the Fund, all brokerage expenses and commissions, all other portfolio transaction costs, and interest expense, if any.

In the event that the Fund's expenses exceed 0.20% of the net asset value of the Fund, the Trustee will absorb such additional expenses. The amount of absorbed expenses, if any, has been reflected in the Statements of Comprehensive (Loss) Income.

Each class or series of units is responsible for the expenses specifically related to that class or series of units and a proportionate share of expenses that are common to all classes and series. No management fees are being charged to the Fund by the Manager.

During the year ended December 31, 2022, the Trustee absorbed \$2,528 (period from commencement of operations on February 23, 2021 to December 31, 2021 - \$47,415) of the Fund's expenses and \$nil (December 31, 2021 - \$47,415) is receivable from the Trustee in respect of the expenses absorbed.

BASKIN GROWTH EQUITY POOL

Notes to Financial Statements

(Expressed in Canadian dollars)

For the year ended December 31, 2022 and period of commencement of operations on February 23, 2021 to December 31, 2021

7. Income taxes

The Fund has met the necessary requirements to qualify at all relevant times as a mutual fund trust within the meaning of the Tax Act. The taxation year of the Fund is the calendar year ending on December 15 each year. The Fund will be subject to tax in each taxation year under Part I of the Tax Act on the amount of its net income for the year, including net realized taxable capital gains and dividends received in the year on shares of corporations, less the portion thereof that it claims in respect of amounts paid or payable to unitholders (whether in cash or in units) in the year. The Fund intends to make sufficient distributions in each year of its net income and net capital gains for tax purposes, thereby permitting the Fund to deduct sufficient amounts so that the Fund will generally not be liable in such year for non-refundable income taxes under Part I of the Tax Act.

As at December 31, 2022, the Fund had gross capital loss carry-forwards of \$5,098,223 (December 31, 2021 - \$1,128,023) and non-capital loss carry-forwards of \$nil (December 31, 2021 - \$nil).

8. Financial risk management

In the normal course of business, the Fund is exposed to a variety of financial risks, which may include credit risk, liquidity risk, market risk (including interest rate risk, market price risk and currency risk) and concentration risk. The value of the investments within the Fund's portfolio can fluctuate on a daily basis as a result of changes in interest rates, economic conditions, the market and, company news related to specific securities within the Fund. The level of risk depends on the Fund's investment objective and strategies and the type of securities in which it invests. The Manager aims to minimize potential adverse effects of these risks on the Fund's performance by ongoing monitoring of market events and the Fund's position against the Fund's mandates.

The Fund's performance has been and may continue to be impacted by market volatility, inflationary pressures, increase in credit risk, strain on commodity markets, foreign currency exchange rate volatility and disruption of business operations. In light of the current environment of heightened uncertainty and market volatility, the Manager continues to closely monitor its impact on the Fund's risk exposures from the portfolio holdings.

The various financial risks and the level of the Fund's exposure to those risks are described below. For a complete list of risks associated with an investment in the Fund, see the Fund's offering documents.

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. Where the Fund invests in debt instruments and derivatives, this represents the main concentration of credit risk. The fair value of debt instruments and derivatives includes consideration of the credit worthiness of the issuer, and accordingly, represents the maximum credit risk exposure of the Fund.

As at December 31, 2022 and 2021, the Fund did not have investments in debt instruments or derivatives.

All transactions executed by the Fund in listed securities are settled or paid for upon delivery using approved brokers. The risk of default is considered minimal, as delivery of securities sold is only made once the broker has received payment. Payment is made on a purchase once the securities have been received by the broker. The trade will fail if either party fails to meet its obligations.

The Fund maintains an account with National Bank Independent Network ("NBIN"), a division of National Bank of Canada which has a S&P Global credit rating of A1 as at December 31, 2022.

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(Expressed in Canadian dollars)

For the year ended December 31, 2022 and period of commencement of operations on February 23, 2021 to December 31, 2021

8. Financial risk management (continued)

Liquidity risk

Liquidity risk is defined as the risk that a company may not be able to settle or meet its obligations on time or at their full amount. Liquidity risk also applies where a company invests in securities that are not traded in an active market and may be illiquid.

The Fund's exposure to liquidity risk is concentrated in the weekly cash redemptions of units. The Fund primarily invests in securities that are traded in active markets as well as securities that are infrequently traded on public markets or may be subject to hold periods under applicable securities laws.

Further, the Fund's liabilities are short-term trade payables and are expected to mature within twelve months.

Market risk

Interest rate risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or fair values of financial instruments. Interest rate risk arises when a company invests in interest-bearing financial instruments. The Fund would be exposed to the risk that the value of such financial instruments would fluctuate due to changes in the prevailing levels of market interest rates.

As at December 31, 2022 and 2021, the Fund did not have significant exposure to interest rate risk.

Market price risk

Market price risk is the risk that the value of any securities invested in by a company will be affected by changes to the market price of those securities. The price of each security is influenced by the outlook of the issuer and by general economic and political conditions, as well as industry and market trends. All investments represent a risk of loss of capital. The maximum risk resulting from financial instruments is determined by the fair value of the financial instruments. Financial instruments held by the Fund are susceptible to market price risk arising from uncertainties about future prices of the instruments.

As at December 31, 2022, 99.35% (December 31, 2021 - 99.64%) of the Fund's net investments were exposed to market price risk. If prices of these instruments listed on the U.S. and Canadian stock exchanges had increased or decreased by 10% as at the year end, with all other factors remaining constant and assuming a 100% market correlation, net assets attributable to holders of redeemable units could possibly have increased or decreased by approximately \$8,450,218 (December 31, 2021 - 9,766,732). In practice, actual results may differ from this sensitivity analysis and the difference could be material.

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Notes to Financial Statements

(Expressed in Canadian dollars)

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8. Financial risk management (continued)

Market risk (continued)

Currency Risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Currency risk arises from financial instruments (including cash) that are denominated in a currency other than the functional currency of a company.

As at December 31, 2022 and 2021, the Fund's exposure to foreign currencies were as follows:

Currency	Exposure			Impact if CAD strengthened or weakened by 5% in relation to other currencies		
	Monetary	Non-Monetary	Total	Monetary	Non-Monetary	Total
December 31, 2022						
U.S. Dollar	\$ 83,257	\$ 51,657,934	\$ 51,741,191	\$ 4,163	\$ 2,582,897	\$ 2,587,060
	\$ 83,257	\$ 51,657,934	\$ 51,741,191	\$ 4,163	\$ 2,582,897	\$ 2,587,060
% of Net Assets Attributable to Holders of Redeemable Units						
	0.1	60.7	60.8	0.0	3.0	3.0

Currency	Exposure			Impact if CAD strengthened or weakened by 5% in relation to other currencies		
	Monetary	Non-Monetary	Total	Monetary	Non-Monetary	Total
December 31, 2021						
U.S. Dollar	\$ (113,912)	\$ 65,552,217	\$ 65,438,305	\$ (5,696)	\$ 3,277,611	\$ 3,271,915
	\$ (113,912)	\$ 65,552,217	\$ 65,438,305	\$ (5,696)	\$ 3,277,611	\$ 3,271,915
% of Net Assets Attributable to Holders of Redeemable Units						
	(0.1)	66.9	66.8	0.0	3.3	3.3

Monetary assets include cash. As at December 31, 2021, monetary exposure is negative because of overdraft position. Non-monetary assets are comprised of equities.

At December 31, 2022, had the exchange rate between the U.S. dollar and the Canadian dollar increased or decreased by 5% with all other variables held constant, the decrease or increase respectively in net assets attributable to holders of redeemable units would amount to approximately \$2,587,060 (December 31, 2021 - \$3,271,915).

BASKIN GROWTH EQUITY POOL

Notes to Financial Statements

(Expressed in Canadian dollars)

For the year ended December 31, 2022 and period of commencement of operations on February 23, 2021 to December 31, 2021

8. Financial risk management (continued)

Concentration risk

Concentration risk arises as a result of the concentration of exposures within the same category, whether it is a geographical location, product type, industry sector or counterparty type. The table below shows concentration risk by industry sector:

Market segment	Percentage of net assets attributable to holders of redeemable units	
	December 31, 2022	December 31, 2021
Investments owned		
Communications	7.3	14.6
Consumer, Cyclical	22.7	22.5
Consumer, Non-cyclical	10.0	11.7
Energy	5.3	–
Financial	22.9	26.5
Industrial	14.9	10.4
Technology	16.2	14.0
Total net investments	99.3	99.7
Cash and cash equivalents	0.5	0.2
Other assets and liabilities	0.2	0.1
	100.0	100.0

9. Subscriptions receivable

Subscriptions receivable relate to the issuance of Fund units in advance of cash received.

10. Redemptions payable

Redemptions payable consists of units redeemed during the year that have not been paid out until subsequent to the year end.

11. Filing exemption

In reliance upon the exemption in Section 2.11 of National Instrument 81-106, the financial statements of the Fund will not be filed with the securities regulatory authorities.