

BASKIN GROWTH EQUITY POOL

Interim Financial Statements

**For the period from the date of establishment on
February 23, 2021 to June 30, 2021
(Unaudited)**

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MANAGEMENT RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying unaudited interim financial statements have been prepared by Baskin Financial Services Inc., in its capacity as the Trustee of the Fund. The Fund's Trustee is responsible for the information and representations contained in these financial statements.

The Trustee maintains appropriate processes to ensure that relevant and reliable financial information is produced. The unaudited interim financial statements have been prepared in accordance with International Financial Reporting Standards and include certain amounts that are based on estimates and judgements made by the Trustee. The significant accounting policies which the Trustee believes are appropriate for the Fund are described in Note 3 to the unaudited interim financial statements.

On behalf of the Trustee

"David P. Baskin", President

August 6, 2021

NOTICE TO UNITHOLDERS

The Auditors of the Fund have not reviewed these financial statements.

Baskin Financial Services Inc., the Trustee of the Fund, appoints an independent auditor to audit the Fund's annual financial statements. Applicable securities laws require that if an auditor has not reviewed the Fund's interim financial statements, this must be disclosed in an accompanying notice.

Management Cover Letter

Since inception from Feb 23, the Baskin Growth Equity Pool (“Pool”) gained 12.8%.

The US Dollar relative to the Canadian Dollar rose by 1.8% to \$0.81 impacting performance by 1.1%. Expenses for the Pool are capped at 20 bps annually.

Contributors	%	Detractors	%
Moody's	31.3%	CN Rail	-4.4%
Facebook	30.8%	Netflix	-3.3%
Domino's Pizza	27.2%	Live Nation	-3.0%

The top contributors to performance from Feb 23 through June 30 were **Moody's, Facebook** and **Domino's Pizza**. Moody's shares benefitted from the opportunistic issuance and refinancing of debt resulting from fears of rising interest rates. Facebook shares benefitted from the dismissal of a government antitrust lawsuit as well as the continued rebound in advertising rates. Shares of Domino's Pizza benefitted from a \$1.5 billion recapitalization as well as the public announcement of a position by a well-followed hedge fund manager.

The top detractors to performance from Feb 23 through June 30 were **Canadian National Railway, Netflix** and **Live Nation Entertainment**. Shares of CN Rail were punished due to potential regulatory issues regarding their proposed acquisition of Kansas City Railway which could lead to a hefty breakup fee. We believe that the market is pricing in a worst-case scenario and remain positive on both the long-term prospects of CN Rail as well as the merits of the deal. Shares of Netflix fell after reporting a weak subscriber growth outlook for the upcoming quarter. Shares of Live Nation remain impacted by worries about COVID-19 variants on concert levels around the world.

We added one new position to the portfolio since launch:

Floor & Décor is a retailer and distributor of hard surface flooring including laminate, wood, tile, and stone in the United States. From a macro perspective, demand for hard-surface flooring will grow as a result of high housing prices and low interest rates while hard-surface flooring benefits from a secular shift away from carpeting. Floor & Décor's model is to offer a wide selection of immediately available inventory at significantly lower pricing, which it achieves by directly sourcing inventory from places such as China, Italy, and Turkey. We believe this will allow Floor & Décor to significantly increase their current 9% market share against independents.

We also materially added to our position in **Topicus.com**. We initially received a small position as a spinoff from **Constellation Software** and added to our position upon doing more research. We believe Topicus.com is in the early stages of replicating Constellation Software's successful M&A strategy in Europe.

We exited our position in **Becton Dickinson** to concentrate the portfolio on higher conviction holdings.

Baskin Financial Services Inc
David P. Baskin, President

Baskin Growth Equity Pool

Statement of Financial Position As at June 30, 2021 (Unaudited)

June 30, 2021

ASSETS

Current assets

Cash	\$	590,016
Investments (Note 4)		76,001,689
Dividends receivable		51,718
Subscriptions receivable (Note 9)		48,553
Expense reimbursement receivable (Note 6)		32,170
Prepaid expenses		32,759
		<hr/>
		76,756,905
		<hr/>

LIABILITIES

Current liabilities

Accounts payable and accrued liabilities		25,238
Payable for investments purchased		151,379
Redemptions payable (Note 10)		8,349
		<hr/>
		184,966
		<hr/>

Net Assets Attributable to Holders of Redeemable Units \$ 76,571,939

Number of Redeemable Units Outstanding (Note 5) 6,787,582

Net Assets Attributable to Holders of Redeemable Units per Unit (Note 11) \$ 11.28

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

Statement of Comprehensive Income

For the period from commencement of operations on February 23, 2021 to June 30, 2021

(Unaudited)

	2021
Income	
Dividends	\$ 292,974
Interest income for distribution purposes	8,894
Net unrealized appreciation in fair value of investments	8,043,705
Net realized gain on sale of investments	8,877
Foreign exchange loss on cash	<u>(55,904)</u>
	<u>8,298,546</u>
Expenses	
Operating costs	64,173
Withholding taxes (Note 6)	20,241
Audit fees	7,635
Offering costs	6,789
Custodial fees	6,222
Commissions and other portfolio transaction costs	4,575
Legal fees	235
Expenses waived/absorbed (Note 6)	<u>(32,170)</u>
	<u>77,700</u>
Increase in Net Assets Attributable to Holders of Redeemable Units	\$ <u>8,220,846</u>
Weighted Average of Redeemable Units Outstanding During the Period	6,348,374
Increase in Net Assets Attributable to Holders of Redeemable Units per Unit	\$ 1.29

Baskin Growth Equity Pool

Statement of Changes in Net Assets Attributable to Holders of Redeemable Units For the period from commencement of operations on February 23, 2021 to June 30, 2021 (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, 2021	\$ —	\$ 70,813,263	\$ (2,462,170)	\$ 8,220,846	\$ 76,571,939

Baskin Growth Equity Pool

Statement of Cash Flows

For the period from commencement of operations on February 23, 2021 to June 30, 2021

(Unaudited)

	2021
Cash provided by (used in):	
Operating Activities	
Increase in Net Assets Attributable to Holders of Redeemable Units	\$ 8,220,846
Adjustments for non-cash items	
Net unrealized appreciation in fair value of investments	(8,043,705)
Net realized gain on sale of investments	(8,877)
Change in non-cash balances	
Increase in dividends and interest receivable	(51,718)
Increase in expense reimbursement receivable	(32,170)
Increase in prepaid expenses	(32,759)
Increase in accounts payable and accrued liabilities	25,238
Proceeds from sale of investments	5,543,502
Purchase of investments	(73,341,230)
Cash used in operating activities	<u>(67,720,873)</u>
Financing Activities	
Proceeds from redeemable units issued	70,764,710
Redemption of redeemable units	(2,453,821)
Cash provided by financing activities	<u>68,310,889</u>
Increase in cash during the period	590,016
Cash, beginning of period	<u>—</u>
Cash, end of period	\$ <u>590,016</u>
Supplemental information*	
Interest paid	\$ 12
Interest received	8,894
Dividends received, net of withholding taxes	221,014

*Included as a part of cash flows from operating activities

Baskin Growth Equity Pool

Schedule of Investment Portfolio

As at June 30, 2021 (Unaudited)

Number of shares/units	Investments owned	Average cost	Fair value	% of net asset value
Canadian equities				
43,942	Brookfield Asset Management Inc.	\$ 2,395,718	\$ 2,778,892	3.63
303	Brookfield Asset Management Reinsurance Partners Ltd.	20,501	19,847	0.03
35,700	Canadian Apartment Properties REIT	1,790,871	2,074,884	2.71
17,700	Canadian National Railway Co.	2,392,273	2,314,983	3.02
1,663	Constellation Software Inc.	2,826,352	3,122,133	4.08
12,451	FirstService Corp.	2,390,141	2,647,207	3.46
23,500	National Bank of Canada	1,840,262	2,180,095	2.85
53,000	Parkland Corp.	2,046,367	2,123,180	2.77
26,336	TFI International Inc.	2,406,584	2,980,445	3.89
18,360	TMX Group Ltd.	2,305,906	2,404,058	3.14
21,390	Topicus.com Inc.	1,723,010	1,926,170	2.52
14,700	Waste Connections Inc.	1,835,265	2,177,070	2.84
		<u>23,973,250</u>	<u>26,748,964</u>	<u>34.94</u>
U.S. equities				
17,800	Activision Blizzard Inc.	2,118,297	2,105,957	2.75
833	Alphabet Inc.	2,127,603	2,588,097	3.38
535	Amazon.com Inc.	2,111,842	2,281,558	2.98
6,700	American Tower Corp.	1,894,417	2,243,690	2.93
13,480	Apple Inc.	2,102,965	2,288,668	2.99
1,955	BlackRock Inc.	1,731,045	2,120,504	2.77
2,600	Charter Communications Inc.	1,977,348	2,325,298	3.04
14,000	Copart Inc.	1,950,219	2,287,923	2.99
4,462	Costco Wholesale Corp.	1,941,105	2,188,577	2.86
4,100	Domino's Pizza Inc.	1,863,298	2,370,966	3.10
5,200	Facebook Inc.	1,706,649	2,241,401	2.93
8,250	Ferrari NV	2,026,470	2,107,297	2.75
16,400	Floor & Decor Holdings Inc.	1,928,352	2,148,908	2.81
10,650	JPMorgan Chase & Co.	2,035,885	2,053,481	2.68
19,650	Live Nation Entertainment Inc.	2,154,669	2,133,616	2.79
7,000	Microsoft Corp.	2,045,681	2,350,748	3.07
5,050	Moody's Corp.	1,787,496	2,268,520	2.96
3,500	Netflix Inc.	2,280,257	2,291,784	2.99
6,750	PayPal Holdings Inc.	2,143,996	2,438,999	3.19
6,700	Stryker Corp.	2,054,998	2,157,228	2.82
5,500	Vail Resorts Inc.	2,092,817	2,158,057	2.82
7,250	Visa Inc.	1,920,895	2,101,448	2.74
		<u>43,996,304</u>	<u>49,252,725</u>	<u>64.34</u>
	Total investments owned	67,969,554	76,001,689	99.28
	Commissions and other portfolio transaction costs	(11,571)	—	—

Baskin Growth Equity Pool

Schedule of Investment Portfolio (continued)

As at June 30, 2021 (Unaudited)

Number of shares/units	Investments owned	Average cost	Fair value	% of net asset value
	Net investments owned	\$ <u>67,957,983</u>	\$ 76,001,689	99.28
	Other assets, net		<u>570,250</u>	<u>0.72</u>
	Net Assets Attributable to Holders of Redeemable Units		\$ <u>76,571,939</u>	<u>100.00</u>

BASKIN GROWTH EQUITY POOL

Notes to Financial Statements

(Expressed in Canadian dollars)

For the period from the date of establishment on February 23, 2021 to June 30, 2021 (Unaudited)

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 judgement, the Fund’s strategy is to identify companies with deep moats, strong growth potential and experienced management and seeks 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 interim financial statements have been prepared in compliance with International Financial Reporting Standards (“IFRS”) applicable to the preparation of financial statements, and International Accounting Standards (“IAS”) 34, *Interim Financial Reporting* as issued by the International Accounting Standards Board (“IASB”).

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 June 30, 2021. The financial statements were authorized for issue by the Trustee on August 6, 2021.

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 period from the date of establishment on February 23, 2021 to June 30, 2021 (Unaudited)

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 June 30, 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 Statement of Comprehensive Income within "Net unrealized appreciation in fair value of investments" in the period in which they arise. Realized gains and losses from sale of investments are presented in the Statement of Comprehensive Income as "Net realized gain 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 period-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 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 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.

BASKIN GROWTH EQUITY POOL

Notes to Financial Statements

(Expressed in Canadian dollars)

For the period from the date of establishment on February 23, 2021 to June 30, 2021 (Unaudited)

3. Summary of significant accounting policies (continued)

a) Financial instruments (continued)

Impairment of financial assets

The Fund's financial assets at amortized cost, including receivable for investments sold, 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 Statement of Comprehensive 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 period. See Note 5.

e) Increase in net assets attributable to holders of redeemable units

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.

BASKIN GROWTH EQUITY POOL

Notes to Financial Statements

(Expressed in Canadian dollars)

For the period from the date of establishment on February 23, 2021 to June 30, 2021 (Unaudited)

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 Statement of Financial Position date.

Foreign exchange gains and losses arising from the translation of foreign currency transactions are included in the Statement of Comprehensive Income within “Net unrealized appreciation in fair value of investments” and “Net realized gain 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 Statement of Comprehensive Income.

j) Significant accounting judgements, estimates and assumptions

The preparation of the Fund’s financial statements requires the Manager to make judgements, 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 judgements, 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 period from the date of establishment on February 23, 2021 to June 30, 2021 (Unaudited)

3. Summary of significant accounting policies (continued)

j) Significant accounting judgements, 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 judgements 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 judgements 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 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 may enter 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.

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.

BASKIN GROWTH EQUITY POOL

Notes to Financial Statements

(Expressed in Canadian dollars)

For the period from the date of establishment on February 23, 2021 to June 30, 2021 (Unaudited)

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 June 30, 2021.

	Level 1	Level 2	Level 3	Total
Assets				
Equities	\$ 76,001,689	\$ –	\$ –	76,001,689
	\$ 76,001,689	\$ –	\$ –	76,001,689

All fair value measurements above are recurring. The carrying values of cash, dividends and interest receivable, receivable for investments sold, subscriptions receivable, expense reimbursement receivable, accounts payable and accrued liabilities, payable for investments purchased 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 period from the date of establishment on February 23, 2021 to June 30, 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.

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.

BASKIN GROWTH EQUITY POOL

Notes to Financial Statements

(Expressed in Canadian dollars)

For the period from the date of establishment on February 23, 2021 to June 30, 2021 (Unaudited)

5. Redeemable units of the Fund (continued)

The changes in outstanding redeemable units from the date of establishment on February 23, 2021 to June 30, 2021 are summarized as follows:

	Redeemable units, beginning of period	Redeemable units issued	Redemptions of redeemable units	Redeemable units, end of period
June 30, 2021	–	7,023,160	(235,578)	6,787,582

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.

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.

BASKIN GROWTH EQUITY POOL

Notes to Financial Statements

(Expressed in Canadian dollars)

For the period from the date of establishment on February 23, 2021 to June 30, 2021 (Unaudited)

5. Redeemable units of the Fund (continued)

Redemptions (continued)

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 June 30, 2021, directors, management, and employees of the Trustee directly or indirectly held 2.2% 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.

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 period from the date of establishment on February 23, 2021 to June 30, 2021, the Trustee absorbed \$32,170 of the Fund's expenses and \$32,170 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 period from the date of establishment on February 23, 2021 to June 30, 2021 (Unaudited)

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.

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 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 June 30, 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 NBIN, which has a S&P Global credit rating of A1 as at June 30, 2021.

BASKIN GROWTH EQUITY POOL

Notes to Financial Statements

(Expressed in Canadian dollars)

For the period from the date of establishment on February 23, 2021 to June 30, 2021 (Unaudited)

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 June 30, 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 June 30, 2021, 99.26% 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 period 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 \$7,600,169. In practice, actual results may differ from this sensitivity analysis and the difference could be material.

BASKIN GROWTH EQUITY POOL

Notes to Financial Statements

(Expressed in Canadian dollars)

For the period from the date of establishment on February 23, 2021 to June 30, 2021 (Unaudited)

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 June 30, 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
June 30, 2021						
U.S. Dollar	\$ (38,262)	\$ 49,252,725	\$ 49,214,463	\$ (1,913)	\$ 2,462,636	\$ 2,460,723
	\$ (38,262)	\$ 49,252,725	\$ 49,214,463	\$ (1,913)	\$ 2,462,636	\$ 2,460,723
% of Net Assets						
Attributable to Holders						
of Redeemable Units	0.0	64.3	64.3	0.0	3.2	3.2

BASKIN GROWTH EQUITY POOL

Notes to Financial Statements

(Expressed in Canadian dollars)

For the period from the date of establishment on February 23, 2021 to June 30, 2021 (Unaudited)

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:

	Percentage of net assets attributable to holders of redeemable units
Market segment	June 30, 2021
Investments owned	
Communications	15.3
Consumer, Cyclical	20.1
Consumer, Non-cyclical	9.0
Energy	2.8
Financial	26.9
Industrial	9.8
Technology	15.4
Total net investments	99.3
Cash and cash equivalents	0.8
Other assets and liabilities	(0.03)
	100.0

COVID-19

The spread of the COVID-19 virus has affected equity and fixed income markets significantly. COVID-19 has led to increased volatility and the ultimate impact on each Fund's net assets and performance is unknown at this time.

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 period that have not been paid out until subsequent to the period end.

BASKIN GROWTH EQUITY POOL

Notes to Financial Statements

(Expressed in Canadian dollars)

For the period from the date of establishment on February 23, 2021 to June 30, 2021 (Unaudited)

11. Comparison of net asset value (Trading NAV) per unit and net assets attributable to holders of redeemable units (IFRS) per unit

The primary reason for the difference between the Trading NAV per unit and the net assets attributable to holders of redeemable units (IFRS) per unit is due to offering costs, which have been expensed for financial reporting purposes but are amortized over five years for the purpose of calculating the Trading NAV.

	Net Asset Value Per Unit (Trading)	Net Assets Per Unit (IFRS)
June 30, 2021	\$ 11.28	\$ 11.28

12. 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.