Financial Statements of

McELVAINE VALUE FUND

Six months ended June 30, 2024

Manager's comments on unaudited interim financial statements

These interim financial statements of McElvaine Value Fund (the "Trust"), for the six months ended June 30, 2024 have been prepared by the Manager. These interim financial statements have not been reviewed or audited by KPMG LLP, the independent external auditors of the Trust.

MCELVAINE VALUE FUND

Statements of Financial Position
As at June 30, 2024 (unaudited) and December 31, 2023

		2024		2023
Assets				
Cash	$	3,832,183	$	3,427,272
Interest and dividends receivable		25,000		24,000
Investments and derivatives		21,710,987		21,520,991
	$	**25,568,170**	**$**	**24,972,263**
Liabilities				
Due to broker		-		324,109
Accrued liabilities		41,361		58,540
	$	**41,361**	**$**	**382,649**
Net assets attributable to holders of redeemable units	**$**	**25,526,809**	**$**	**24,589,614**
Represented by:				
Series A	$	351,394	$	148,331
Series B		15,108,283		15,529,613
Series F		6,252,800		5,102,594
Series G		1,642,038		1,636,833
Series U		2,172,294		2,172,243
	$	**25,526,809**	**$**	**24,589,614**
Net assets attributable to holders of redeemable units per units:				
Series A	$	12.73	$	12.74
Series B		8.35		8.37
Series F		15.67		15.67
Series G		17.54		17.48
Series U (2024 - US$10.81; 2023 - US$11.16)		14.78		14.78

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

Approved on behalf of the Investment Manager,
McElvaine Investment Management Ltd.

"Tim McElvaine"

Tim McElvaine, Director

MCELVAINE VALUE FUND

Statements of Comprehensive Income
For the six months ended June 30, 2024 and June 30, 2023 (unaudited)

	Note		2024		2023
Income:					
Dividend income		$	150,199	$	189,772
Net interest income			49,923		22,783
Net foreign currency gain (loss)			7,019		(16,287)
Changes in fair value of investments and derivatives:					
Net realized gain			156,089		680,466
Net change in unrealized (depreciation) appreciation			(88,611)		546,052
Total Income			**274,619**		**1,422,786**
Expenses:					
Operating expenses paid to third parties	**7**	$	114,991	$	98,574
Management, performance, and trustee fees (including HST/GST)	**5**		111,441		135,229
Commissions and portfolio transaction costs			35,853		12,574
Investment committee fees and expenses			22,457		22,815
Regulatory fees			20,564		18,101
Withholding taxes	**6**		7,022		3,026
Total operating expenses			**312,328**		**290,319**
(Decrease) increase in net assets attributable to holders of redeemable units from operations excluding distributions		**$**	**(37,709)**	**$**	**1,132,467**

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

MCELVAINE VALUE FUND

Statement of Comprehensive Income (continued)
For the six months ended June 30, 2024 and June 30, 2023 (unaudited)

	Note	2024	2023
Increase (decrease) in net assets attributable to holders of redeemable units, from operations:			
Series A		$ (1,430)	$ (812)
Series B		(30,980)	771,442
Series D		-	13,743
Series F		(10,555)	152,473
Series G		5,205	96,239
Series U		51	99,382
		(37,709)	**1,132,467**
Increase (decrease) in net assets attributable to holders of redeemable units per unit before distributions:			
Series A		$ (0.06)	$ (0.16)
Series B		(0.02)	0.41
Series D		-	0.73
Series F		(0.03)	0.74
Series G		0.06	0.86
Series U		-	0.68

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

MCELVAINE VALUE FUND

Statements of Changes in Net Assets Attributable to Holders of Redeemable Units
For the six months ended June 30, 2024 and June 30, 2023 (unaudited)

					2024
			Unit Transactions		
Series	**Net assets attributable to holders of redeemable units, beginning of period**	**Increase (decrease) in net assets attributable to holders of redeemable units**	**Proceeds from redeemable units issued**	**Redemption of redeemable units**	**Net assets attributable to holders of redeemable units, end of period**
Series A	$ 148,331	$ (1,430)	$ 204,493	$ -	$ 351,394
Series B	15,529,613	(30,980)	70,970	(461,320)	15,108,283
Series F	5,102,594	(10,555)	1,391,863	(231,102)	6,252,800
Series G	1,636,833	5,205	-	-	1,642,038
Series U	2,172,243	51	-	-	2,172,294
Total	**$ 24,589,614**	**$ (37,709)**	**$ 1,667,326**	**$ (692,422)**	**$ 25,526,809**

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

MCELVAINE VALUE FUND

Statements of Changes in Net Assets Attributable to Holders of Redeemable Units (continued)
For the six months ended June 30, 2024 and June 30, 2023 (unaudited)

					2023
			Unit Transactions		
Series	**Net assets attributable to holders of redeemable units, beginning of period**	**Increase (decrease) in net assets attributable to holders of redeemable units**	**Proceeds from redeemable units issued**	**Redemption of redeemable units**	**Net assets attributable to holders of redeemable units, end of period**
Series A	$ 27,254	$ (812)	$ 58,000	$ -	$ 84,442
Series B	15,037,009	771,442	263,038	(133,766)	15,937,723
Series D	279,640	13,743	19,200	-	312,583
Series F	2,915,018	152,473	602,563	(295,341)	3,374,713
Series G	1,873,210	96,239	-	-	1,969,449
Series U	2,098,910	99,382	-	-	2,198,292
Total	**$ 22,231,041**	**$ 1,132,467**	**$ 942,801**	**$ (429,107)**	**$ 23,877,202**

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

MCELVAINE VALUE FUND

Statements of Cash Flows
For the six months ended June 30, 2024 and June 30, 2023 (unaudited)

	2024	2023
Cash (used in) provided by:		
Operating activities:		
(Decrease) increase in net assets attributable to holders of redeemable units from operations	$ (37,709)	$ 1,132,467
Adjustments for:		
Net interest income	(49,923)	(22,783)
Dividend income	(150,199)	(189,772)
Withholding taxes	7,022	3,026
Net foreign currency (gain) loss	(7,019)	16,287
Net realized gain on investments and derivatives	(156,089)	(680,466)
Net change in unrealized depreciation (appreciation) on investments and derivatives	88,611	(546,052)
Purchase of investments	(4,925,401)	(1,841,801)
Proceeds from sale of investments	4,802,883	2,051,554
Net decrease in due from broker	-	623,756
Net decrease in due to broker	(324,109)	(95,031)
Net (decrease) increase in accrued liabilities	(17,179)	5,074
	(769,112)	**456,259**
Interest received	49,923	22,783
Dividends received	142,177	186,746
	(577,012)	**665,788**
Financing activities:		
Proceeds from issuance of redeemable units	1,667,326	942,801
Payment on redemption of redeemable units	(692,422)	(429,107)
	974,904	**513,694**
Net increase in cash	397,892	1,179,482
Cash, beginning of the period	3,427,272	244,887
Effect of exchange rate fluctuations on cash	7,019	(16,287)
Cash, end of the period	**$ 3,832,183**	**$ 1,408,082**

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

MCELVAINE VALUE FUND

Schedule of Investments

June 30, 2024 (unaudited)

	Number of shares / par value	Cost	Fair Value
Canadian - Equities:			
Fairfax India Holdings Corp.	50,000	$ 923,536	$ 981,468
Glacier Media Inc.	5,418,000	4,571,672	487,620
Knight Therapeutics Inc.	100,000	533,675	567,000
Maxim Power Corp.	1,000,000	2,567,416	3,990,000
Onex Corp.	15,000	986,617	1,395,300
PrairieSky Royalty Ltd.	100,000	797,229	2,600,000
Unisync Corp.	250,000	633,005	470,000
Wintaai Holdings Ltd.	85,000	1,568,250	4,014,550
Total Canadian equities		**12,581,400**	**14,505,938**
United States - Equities			
American Costal Insurance Corp.	75,000	773,943	1,082,351
Bausch & Lomb Corp.	50,000	982,067	993,095
EXCO Resources Inc.	159,250	1,964,402	1,753,597
Scott's Liquid Gold-Inc.	232,106	284,071	333,373
Warner Bros. Discovery Inc.	75,000	1,040,241	763,288
Total United States equities		**5,044,724**	**4,925,704**
Foreign - Equities			
CK Hutchinson Holdings Ltd.	200,000	1,595,041	1,310,419
Jardine Matheson Holdings Ltd.	20,000	1,069,507	967,926
Total Foreign equities		**2,664,548**	**2,278,345**
Total Investment Portfolio		**$ 20,290,672**	**$ 21,709,987**
Canadian - Warrants			
Sagicor Financial Company Ltd., Warrants	200,000	95,251	1,000
Total Canadian warrants		95,251	1,000
Total Investments and Derivatives		**$ 20,385,923**	**$ 21,710,987**
Other Net Assets			3,815,822
Total Net Assets			**$ 25,526,809**

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

1. Reporting entity:

The reporting entity, formerly The McElvaine Investment Trust, name changed to McElvaine Value Fund (the "Fund") on July 27, 2021. The Fund which is governed by the laws of British Columbia, was formed pursuant to a Declaration of Fund dated September 27, 1996, amended May 15, 2002, January 1, 2008, April 23, 2012, June 30, 2019 (collectively, the "Fund Agreement"), between McElvaine Investment Management Ltd. and the Fund.

The Fund is an open-end investment fund established under the laws of British Columbia as a trust.. McElvaine Investment Management Ltd. (the "Manager") is the manager, promoter, portfolio advisor and trustee of the Fund. RBC Investor Services Trust ("RBC IS") is the custodian of the Fund. SS&C Fund Administration Company ("SS&C") is the record keeper and administrator of the Fund. The head office of the Fund is located Suite 214, 2186 Oak Bay Avenue, Victoria, BC V8R 1G3.The fundamental investment objective of the Fund is to achieve long-term capital appreciation by investing primarily in equity securities of businesses that are trading below their intrinsic value.

2. Basis of preparation:

(a) Statement of compliance:

These financial statements have been prepared in compliance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards"). The financial statements were authorized for issue by the Manager on August 16, 2024.

(b) Basis of measurement:

The financial statements have been prepared on a historical cost basis except for investments and derivatives, which are measured at fair value.

(c) Functional and presentation currency:

These financial statements are presented in Canadian dollars, which is the Fund's functional currency.

(d) Use of estimates and judgment:

The preparation of financial statements in conformity with IFRS Accounting Standards requires the Manager to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized in the period in which the estimates are revised and in any future period affected.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next fiscal year is included in note 9 and relates to the determination of fair value of investments with unobservable inputs.

2. Basis of preparation (continued):

(e) Newly adopted accounting policies:

The Fund adopted Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2) from 1 January 2023. The amendments did not result in any changes to the accounting policies or accounting policy information disclosed in the financial statements.

The amendments require the disclosure of 'material' rather than 'significant' accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements.

(f) Accounting standards issued but not yet effective:

A number of new accounting standards and amendments to accounting standards are effective for the annual period beginning after 1 January 2023 and earlier application is permitted; however, the Fund has not early adopted the new or amending accounting standards in preparing these financial statements. The following new or amended accounting standards and interpretations are not expected to have a significant impact on the Fund's financial statements:

Lack of Exchangeability (Amendments to IAS 21):

In August 2023, the IASB issued Amendments to IAS 21, whereby stating that when a currency is not exchangeable, the fund needs to estimate a spot rate by using an observable exchange rate or using acceptable technique for estimating the exchange rate. The amendments also introduced new disclosure requirements relating to the nature and financial impacts of the currency not being exchangeable, the spot exchange rate used, the estimation process, and the related risks. The amendments are effective for the year beginning January 1, 2025, with early application permitted. The fund is in the process of assessing the impact of these amendments.

3. Material accounting policies:

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

(a) Financial instruments:

(*i*) Recognition and measurement:

Financial instruments are required to be classified into one of the following categories: amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL"). All financial instruments are measured at fair value on initial recognition. Measurement in subsequent periods depends on the classification of the financial instrument. Transaction costs are included in the initial carrying amount of financial instruments except for financial instruments classified as FVTPL in which case transaction costs are expensed as incurred.

Financial assets and financial liabilities are recognized initially on the trade date, which is the date on which the Fund becomes a party to the contractual provisions of the instrument. The Fund derecognizes a financial liability when its contractual obligations are discharged, cancelled or expired.

3. Material accounting policies (continued):

(a) Financial instruments (continued):

(i) Recognition and measurement (continued):

Financial assets and liabilities are offset and the net amount presented in the statement of financial position only when the Fund has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

A financial asset is measured at amortized cost if it meets both of the following conditions:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal interest on the principal amount outstanding.

A financial asset is measured at FVOCI if it meets both of the following conditions:

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

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. On initial recognition the Fund may irrevocably elect to measure financial assets that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL when doing so results in more relevant information. Equity instruments are measured at FVTPL unless an election is made to measure at FVOCI.

Financial assets are not reclassified subsequent to their initial recognition, unless the Fund changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

The Fund has not classified any of its financial assets as FVOCI.

A financial liability is generally measured at amortized cost, with exceptions that may allow for classification as FVTPL. These exceptions include financial liabilities that are mandatorily measured at fair value through profit or loss, such as derivatives liabilities, The Fund may also, at initial recognition, irrevocably designate a financial liability as measured at FVTPL when doing so results in more relevant information.

(ii) Fair value through profit and loss:

Financial instruments classified as FVTPL are subsequently measured at fair value at each reporting period with changes in fair value recognized in the statement of comprehensive income in the period in which they occur. The Fund's derivative financial assets and derivative financial liabilities and investments in securities are classified as FVTPL.

3. Material accounting policies (continued):

(a) Financial instruments (continued):

(*ii*) Fair value through profit and loss (continued):

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of financial assets and liabilities traded in active markets (such as publicly traded derivatives and marketable securities) are based on quoted market prices at the close of trading on the reporting date. The Fund uses the last traded market price for both financial assets and financial liabilities where the last traded price falls within that day's bid-ask spread. In circumstances where the last traded price is not within the bid-ask spread, the Manager determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances. The Fund's policy is to recognize transfers into and out of the fair value hierarchy levels as of the date of the event or change in circumstances giving rise to the transfer.

The fair value of financial assets and liabilities that are not traded in an active market, including non-publicly traded derivative instruments, is determined using valuation techniques. Valuation techniques also include the use of comparable recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and others commonly used by market participants and which make the maximum use of observable inputs. Should the value of the financial asset or liability, in the opinion of the Manager, be inaccurate, unreliable or not readily available, the fair value is estimated on the basis of the most recently reported information of a similar financial asset or liability.

(*iii*) Amortized cost:

Financial assets and liabilities classified as amortized cost are recognized initially at fair value plus any directly attributable transaction costs. Subsequent measurement is at amortized cost using the effective interest method, less any impairment losses. The Fund classifies cash, interest and dividends receivable and accrued liabilities as amortized cost.

(b) Redeemable units:

The Fund classifies financial instruments issued as financial liabilities or equity instruments in accordance with the substance of the contractual terms of the instruments. The redeemable units, which are classified as financial liabilities at FVTPL and measured at redemption amount, provide investors with the right to require redemption, subject to available liquidity, for cash at a unit price based on the Fund's valuation policies at each redemption date. Distributions to holders of redeemable units are recognized in comprehensive income when they are authorized and no longer at the discretion of the Manager.

(c) Net assets attributable to holders of redeemable units:

The net assets of a particular series of units is computed by calculating the value of that series' proportionate share of the assets and liabilities of the Fund common to all series less the liabilities of the Fund attributable only to that series. Expenses directly attributable to a series are charged directly to that series. Income, realized and unrealized gains and losses from investment transactions and other expenses are allocated proportionately to each series based upon the relative net asset value of each series.

3. Material accounting policies (continued):

(d) Income recognition:

Interest income shown on the statement of comprehensive income represents interest received by the Fund accounted for on an accrual basis. Dividend income is recognized on the date that the right to receive payment is established, which for quoted equity securities is usually the ex-dividend date. Portfolio transactions are recorded on the trade date. Realized gains and losses arising from the sale of investments are determined on the average cost basis of the respective investments.

(e) Foreign exchange:

The financial statements of the Fund are denominated in Canadian dollars, unless otherwise stated. Foreign denominated investments and other foreign denominated assets and liabilities are translated into Canadian dollars using the exchange rates prevailing on each valuation date. Purchases and sales of investments, as well as income and expense transactions denominated in foreign currencies, are translated using exchange rates prevailing on the date of the transaction. Foreign currency gains and losses are recognized in the statement of comprehensive income.

(f) Income taxes:

The Fund qualifies as a unit Fund under the Income Tax Act (Canada). All of the Fund's net income for tax purposes and net capital gains realized in any period are required to be distributed such that no income tax is payable by the Fund. As a result, the Fund does not record income taxes.

4. Derivative financial instruments:

The Fund holds the following derivative instruments.

Warrants:

A warrant is a contractual arrangement under which the issuer grants the holder the right, but not the obligation, either to buy at or by a set date or during a set period, a specific amount of securities or a financial instrument at a predetermined price directly from the issuer of the underlying securities. The Fund is exposed to credit risk on purchased warrants only to the extent of their carrying amount, which is their fair value.

5. Related party transactions:

Management fees:

The Fund pays a monthly fee to the Manager for management and administration services rendered, based on the net asset value ("NAV") of the respective series (prior to the calculation of any performance incentive fees, described below, on the last business day of the preceding month). The monthly fee payable to the Manager is based upon the following rates:

Series A	1/12 of 1.60% per annum
Series B	1/12 of 1.00% per annum
Series F	1/12 of 0.60% per annum
Series U	1/12 of 0.60% per annum

5. Related party transactions (continued):

Management fees (continued):

There are no management fees charged on Series G units. Series D was discounted on June 30, 2023 and prior to that it had a management fee payable rate of 0.85%.

For the six months ended June 30, 2024, management fees including GST were $110,472 (2023 – $96,852).

Performance fees:

The Fund will pay the Manager an annual performance incentive fee in respect of Series A, Series B, Series D, Series F, Series G and Series U units of the Fund, as set forth below.

(*i*) Series B - 20% of the amount (if any) by which any increase in the Series B net asset value during the fiscal year (adjusted for contributions and redemptions of Series B units and for any shortfall from previous fiscal years) exceeds a 6% return.

(*ii*) Series A, Series D and Series F - 20% of the amount by which the net asset value of each unit of the series (or sub-series within the series) on the last business day of June each year exceeds the applicable High Water Mark plus a 6% hurdle.

(*iii*) Series G - 20% per annum of the amount (if any) by which any increase in the Series G net asset value during the fiscal year (after certain adjustments, including any prior period "shortfalls" in net asset value) exceeds 6%.

(*iv*) Series U – 20% per annum of the amount by which the net asset value of each Unit of the series (or sub-series within the series) on the last business day of December each year (the "Performance Valuation Date") exceeds the applicable High Water Mark plus a 6% hurdle.

For the purpose of determining the performance incentive fee in respect of Series A, Series B, Series D, Series F, Series G and Series U units, (i) the calculation of the net asset value per unit of a series will be adjusted to include distributions made on units of the series, (ii) appropriate adjustments will be made to address any subdivisions or consolidations of units, and (iii) the 6% hurdle will be pro-rated for periods of less than 12 months, but will not compound annually.

The performance incentive fee for Series A, Series D, Series F, Series G and Series U units will accrue on each Purchase Date and will be payable annually within 15 business days of the Performance Valuation Date. The performance incentive fee for Series B units, if any, will be determined on each Purchase Date during a fiscal year for the purposes of calculating the Series B net asset value per unit, but will be paid to the Investment Manager annually within one month of the fiscal year-end of the Fund. The performance incentive fee (if any) is payable in either cash or units, at the discretion of the Investment Manager and is subject to applicable taxes, including GST or HST.

The adjusted shortfall carried forward in respect of Series B of the Fund at June 30, 2024 and December 31, 2023, as applicable, was as follows:

		2024		2023
Series B	$	2,295,598	$	1,860,095

5. Related party transactions (continued):

Performance fees (continued):

As at June 30, 2024 there is a high water mark for Series A of $12.39, Series G of $16.79, Series F of $15.96 and Series U of U.S. $10.63 (December 31, 2023 – A - $12.39, G - $16.79, F - $15.96 and U - $10.63).

For the six months ended June 30, 2024, performance fees were $(921) (2023 – $36,487).

Trustee fees:

The Fund pays $3,600 per annum plus GST to the Manager to be Trustee of the Fund.

For the six months ended June 30, 2024, trustee fees were $1,890 (2023 – $1,890).

Related party shareholdings:

As at June 30, 2024 and December 31, 2023, parties related to the Manager directly or indirectly held the following percentages of the Fund's outstanding units. Subscriptions and redemptions are subject to the same terms and conditions as arms-length investors in the Fund.

	June 30, 2024	December 31, 2023
Series B	5%	4%
Series F	1%	1%

As at June 30, 2024 and December 31, 2023 the aggregate investment in all investee companies owned by the Manager's directors and officers did not exceed 1% of the respective investee companies' issued and outstanding shares.

6. Withholding tax expense:

Certain dividend and interest income received by the Fund is subject to withholding tax imposed in the country of origin. During the period, the average effective withholding tax rate was 15.00% (2023 – 15.00%).

7. Operating expenses paid to third parties:

For the six months ended June 30, 2024, operating expenses paid to third parties includes audit and tax fees of $38,218 (2023 – $30,190), recordkeeping and valuations expenses of $30,293 (2023 – $21,001), legal fees of $18,952 (2023 – $22,777), custodial fees of $16,081 (2023 – $5,096), fundserv fees of $10,240 (2023 – $18,134) and other operating expenses of $1,207 (2023 – $1,376).

8. Redeemable units:

Pursuant to the Fund Agreement, the Fund is authorized to issue an unlimited number of units. Each series of units is described further below:

- Series B units are available from the Manager or through authorized dealers. These units may qualify for redesignation by the unitholder as Series G or I units.
- Series F units are available to investors who have fee-based accounts with their dealer and whose dealer has signed a Series F agreement with the Manager. Instead of paying sales charges, investors in Series F units pay an annual fee to their dealer for investment advice and other services.
- Series G units are no longer being offered to investors. These units may qualify for redesignation by the unitholder as Series B, or I units.

8. Redeemable units (continued):

- Series I units are available only to investors who have entered into an agreement with the Manager and meet certain other conditions and are offered only on a private placement basis. These units may qualify for redesignation by the unitholder as Series B, or G units. There are no Series I units outstanding in 2024 and 2023.
- Series U Units are being distributed on a private placement basis through the Manager September 30, 2021.
- Series D units have been terminated as of June 30, 2023 and no longer being offered to investors. All issued and outstanding Series D Units have been redesignated as Series F Units.

Series A, Series B and Series F units are the only units offered under the Simplified Prospectus, and Series I and U units are offered only on a private placement basis. The unit transactions for the Fund during the periods ended June 30 are as follows:

June 30, 2024

	Outstanding redeemable units, beginning of period	Issuance of redeemable units	Redemption of redeemable units	Transfer in/out of units	Outstanding redeemable units, end of period
Series A	11,640	15,974	-	-	27,614
Series B	1,856,181	8,411	(54,797)	-	1,809,795
Series F	325,682	88,011	(14,606)	-	399,087
Series G	93,630	-	-	-	93,630
Series U	146,969	-	-	-	146,969
	2,434,102	112,396	(69,403)	-	2,477,095

June 30, 2023

	Outstanding redeemable units, beginning of period	Issuance of redeemable units	Redemption of redeemable units	Transfer in/out of units	Outstanding redeemable units, end of period
Series A	2,163	4,271	-	-	6,434
Series B	1,851,799	30,815	(15,836)	-	1,866,778
Series D	17,862	1,165	-	-	19,027
Series F	191,733	38,514	(18,779)	-	211,468
Series G	111,593	-	-	-	111,593
Series U	146,969	-	-	-	146,969
	2,322,119	74,765	(34,615)	-	2,362,269

9. Capital management:

The redeemable units issued by the Fund represent the capital of the Fund. The Fund is not subject to any internally or externally imposed restrictions on its capital. The Fund's objectives in managing the redeemable units are to ensure a stable base to maximize returns to all investors, and to manage liquidity risk arising from distributions, if any, and redemptions.

10. Financial risk management:

(a) Risk management framework:

The Fund may be exposed to a variety of financial risks. The Fund's exposures to financial risks are concentrated in its investment holdings, including derivative instruments. The Schedule of Investments groups securities by asset type and geographic region. The Manager manages the potential effects of these financial risks on the Fund's performance by overseeing and regularly monitoring the Fund's position and market events and diversifies the investment portfolio within the constraints of the investment guidelines. The fundamental investment objective of the Fund is to provide long-term capital appreciation by acquiring primarily securities that are trading below their intrinsic value.

(b) Credit risk:

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Fund, resulting in a financial loss to the Fund. It arises principally from debt securities held, and also from derivative financial assets, cash, and other receivables due to the Fund. The carrying value of these financial instruments as recorded in the statements of financial position reflects the Fund's maximum exposure to credit risk.

Credit risk is managed by the Manager through a careful selection of securities and diversification of the Fund's portfolio. The Manager monitors the Fund's overall market positions on a daily basis and investment positions are maintained within an established range.

In the Manager's opinion, the Fund does not have significant exposure to credit risk.

(c) Liquidity risk:

Liquidity risk is the risk that the Fund will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The Fund's policy and the Manager's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, including estimated redemptions of shares, without incurring unacceptable losses or risking damage to the Fund's reputation.

The Fund's Prospectus provides for the monthly subscription and redemption of units and it is therefore exposed to the liquidity risk of meeting unitholder redemptions at each redemption date.

The Fund primarily invests in investments in listed securities that are considered to be readily realizable because they are traded on major global stock exchanges. In addition, the Fund retains sufficient cash and deposit positions to maintain liquidity. The Fund may, from time to time, enter into over-the-counter derivative contracts or invest in unlisted securities, which are not traded in an organized market and may be illiquid.

10. Financial risk management (continued):

(c) Liquidity risk (continued):

The Fund's non-derivative liabilities are generally expected to be due and paid within 90 days, with the exception of net assets attributable to holders of redeemable units. Redeemable units are redeemable on demand at the holder's option, however in the Manager's opinion the redeemable units do not represent significant liquidity risk as holders of these instruments typically retain them for the medium to long term.

(d) Market risk:

Market risk is the risk that changes in market prices, such as interest rates, foreign exchange rates and equity prices will affect the Fund's income or the fair value of its holdings of financial instruments.

(*i*) 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. The Fund's primary interest rate risk relates to the investment of cash and deposits. From time to time, the Fund may also hold convertible debt securities of portfolio investees that the Fund will expect to be converted into equity investments. On this basis, the fair value of these investments is derived primarily from the fair value of the underlying equity of the portfolio investee. As at June 30, 2024 and December 31, 2023, the Fund did not hold any debt securities.

(*ii*) Currency risk:

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

The Fund's currency risk is managed on a daily basis by the Manager in accordance with the policies and procedures in place. The Fund may use foreign currency contracts to hedge some foreign currency exposure and engage in the buying and selling of currencies through forward contracts in order to achieve the desired currency exposure. At the reporting date, the carrying value of the Fund's net financial assets and financial liabilities held in respective currencies expressed in Canadian dollars are as follows.

June 30, 2024

Currency	Investments	Derivatives	Cash	Net other assets	Total
Canadian Dollars	$ 13,524,470	$ 1,000	$ 1,920,034	$ (16,361)	$ 15,429,143
Hong Kong Dollars	1,310,419	-	-	-	1,310,419
United States Dollar	6,875,098	-	1,912,149	-	8,787,247
	$ 21,709,987	$ 1,000	$ 3,832,183	$ (16,361)	$ 25,526,809

10. Financial risk management (continued):

(d) Market risk (continued):

(*ii*) Currency risk (continued):

December 31, 2023

Currency	Investments	Derivatives	Cash	Net other assets	Total
Canadian Dollars	$ 13,858,165	$ 1,000	$ 2,429,881	$ (358,649)	$ 15,930,397
Hong Kong Dollars	1,064,687	-	-	-	1,064,687
United States Dollar	6,597,139	-	997,391	-	7,594,530
	$ 21,519,991	$ 1,000	$ 3,427,272	$ (358,649)	$ 24,589,614

As at June 30, 2024 had the Canadian dollar strengthened or weakened by 5% in relation to all foreign currencies, with all other factors remaining constant, net assets would have increased or decreased by approximately $504,883 (December 31, 2023 - increased or decreased by approximately $432,961). In practice, actual results may differ from this sensitivity analysis and the difference could be material.

(*iii*) Other price risk:

Other price risk is the risk that the fair value of the financial instrument will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or currency risk), whether caused by factors specific to an individual investment or its issuer or factors affecting all instruments traded in the market.

The Manager manages price risk on a daily basis. The Manager moderates this risk through a careful selection of securities and other financial instruments within the parameters of the investment strategy of the Fund. Except for written options and securities sold short, the maximum risk resulting from financial instruments is equivalent to their fair values as set forth in the Fund's statement of financial position. Possible losses from written options and securities sold short can be unlimited.

The geographical breakdown of securities is disclosed in the Fund's Schedule of Investments.

As at June 30, 2024, had the respective benchmark of the Fund increased or decreased by 10%, with all other variables held constant, net assets attributable to redeemable units would have increased or decreased, respectively by approximately $2.2 million (December 31, 2023 - $2.1 million) or 8.5% (December 31, 2023 – 8.8%) of net assets attributable to redeemable units.

11. Fair value of financial instruments:

(a) Valuation models:

The fair values of financial assets and financial liabilities that are traded in active markets are based on quoted market prices or dealer price quotations. For all other financial instruments, the Fund determines fair values using other valuation techniques.

For financial instruments that trade infrequently and have little price transparency, fair value is less objective, and requires varying degrees of judgment depending on liquidity, concentration, uncertainty of market factors, pricing assumptions and other risks affecting the specific instrument.

11. Fair value of financial instruments (continued):

(a) Valuation models (continued):

The Fund measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements.

- Level 1*:* inputs that are quoted market prices (unadjusted) in active markets for identical instruments.
- Level 2*:* inputs other than quoted prices included within Level 1 that are observable either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3*:* inputs that are unobservable.

Valuation techniques include net present value and discounted cash flow models, comparison with similar instruments for which observable market prices exist and other valuation models. Assumptions and inputs used in valuation techniques include risk-free and benchmark interest rates, credit spreads and other premia used in estimating discount rates, bond and equity prices, foreign currency exchange rates, equity and equity index prices and expected price volatilities and correlations. The objective of valuation techniques is to arrive at a fair value measurement that reflects the price that would be received to sell the asset or paid to transfer the liability in an orderly transaction between market participants at the measurement date. The Fund uses widely recognized valuation models for determining the fair value of common and more simple financial instruments, such as forward contracts and options that use only observable market data and require little management judgment and estimation. Observable prices and model inputs are usually available in the market for listed debt and equity securities, exchange-traded derivatives and simple OTC derivatives such as forward contracts. The availability of observable market prices and model inputs reduces the need for management judgment and estimation and reduces the uncertainty associated with the determination of fair values. The availability of observable market prices and inputs varies depending on the products and markets and is prone to changes based on specific events and general conditions in the financial markets.

For more complex instruments, the Fund uses proprietary valuation models, which are usually developed from recognized valuation models. Some or all of the significant inputs into these models may not be observable in the market, and are derived from market prices or rates or are estimated based on assumptions. Valuation models that employ significant unobservable inputs require a higher degree of management judgment and estimation in the determination of fair value. Management judgment and estimation are usually required for the selection of the appropriate valuation model to be used, determination of expected future cash flows on the financial instrument being valued, determination of the probability of counterparty default and prepayments and selection of appropriate discount rates.

Fair value estimates obtained from models are adjusted for any other factors, such as liquidity risk or model uncertainties; to the extent that the Fund believes that a third party market participant would take them into account in pricing a transaction. Fair values reflect the credit risk of the instrument and include adjustments to take account of the credit risk of the Fund and the counterparty where appropriate. For measuring derivatives that might change classification from being an asset to a liability or vice versa, such as interest rate swaps, fair values include adjustment for both own credit risk and counterparty credit risk.

11. Fair value of financial instruments (continued):

(a) Valuation models (continued):

Model inputs and values are calibrated against historical data and published forecasts and, when possible, against current or recent observed transactions and broker quotes. This calibration process is inherently subjective and it yields ranges of possible inputs and estimates of fair value, and management judgment is required to select the most appropriate point in the range.

(b) Fair value hierarchy - financial instruments measured at fair value:

The table below analyses financial instruments measured at fair value at the reporting date by the level in the fair value hierarchy into which the fair value measurement is categorized. The amounts are based on the values recognized in the statement of financial position.

All fair value measurements below are recurring.

June 30, 2024

	Level 1	Level 2	Level 3	Total
Financial assets:				
Equities	$ 15,941,840	$ 1,753,597	$ 4,014,550	$ 21,709,987
Warrants	-	1,000	-	1,000
Total	$ 15,941,840	$ 1,754,597	$ 4,014,550	$ 21,710,987
Total	**$ 15,941,840**	**$ 1,754,597**	**$ 4,014,550**	**$ 21,710,987**

December 31, 2023

	Level 1	Level 2	Level 3	Total
Financial assets:				
Equities	$ 16,495,780	$ 1,581,711	$ 3,442,500	$ 21,519,991
Warrants	-	1,000	-	1,000
Total	$ 16,495,780	$ 1,582,711	$ 3,442,500	$ 21,520,991
Total	**$ 16,495,780**	**$ 1,582,711**	**$ 3,442,500**	**$ 21,520,991**

The carrying amount of the Fund's net assets attributable to redeemable units also approximates fair value as they are measured at the redemption amount and are classified as Level 2 in the fair value hierarchy.

There were no transfers between Level 1, Level 2 and Level 3 during the period ended June 30, 2024. There was transfer of from Level 1 to Level 2 for an equity and warrant amounting to $1,582,711 during the year ended December 31, 2023 due to use of a market price approach for valuation.

11. Fair value of financial instruments (continued):

(b) Fair value hierarchy - financial instruments measured at fair value (continued):

The following is a reconciliation of Level 3 investments for which significant unobservable inputs were used to determine fair value for the periods ended June 30, 2024 and December 31, 2023:

June 30, 2024

		Level 3
Balance, beginning of period	$	3,442,500
Change in unrealized appreciation		572,050
Total investments	**$**	**4,014,550**

December 31, 2023

		Level 3
Balance, beginning of year	$	3,059,150
Change in unrealized depreciation		383,350
Total investments	**$**	**3,442,500**

(c) Significant unobservable inputs used in measuring fair value:

The table below sets out information about significant unobservable inputs used at period-end in measuring financial instruments categorized as Level 3 in the fair value hierarchy.

June 30, 2024

Description		Fair value	Valuation technique	Unobservable input	Amount	Sensitivity to change in signifcant unobservable input
Equities	$	4,014,550	Multiple approach	Book value multiple	1.1x	The estimated fair value would increase if book value multiple increased

December 31, 2023

Description		Fair value	Valuation technique	Unobservable input		Sensitivity to change in signifcant unobservable input
Equities	$	3,442,500	Multiple approach	Book value multiple	1.1x	The estimated fair value would increase if book value multiple increased

The book value multiple represents the Manager’s assessment of the investments fair value in excess of its book value. The Manager determines this multiple in reference to trading multiples of similar companies and the multiple used in the issuance of the investment's shares in arm’s length transactions.

11. Fair value of financial instruments (continued):

(d) Effects of unobservable input on fair value measurement:

Although the Fund believes that its estimates of fair value are appropriate, the use of different methodologies or assumptions could lead to different measurements of fair value.

Holding other assumptions constant, increasing the book value multiple by 5% used in the model to value investments would increase the fair value of the investment by $200,728 (December 31, 2023 - $172,125) and decreasing the book value multiple by 5% would decrease the fair value of the investment by $200,728 (December 31, 2023 - $172,125).

(e) Financial instruments not measured at fair value:

The carrying value of cash, interest and dividends receivable, and accrued liabilities approximates their fair value given their short-term nature. These financial instruments are classified as Level 2 in the fair value hierarchy because while prices are available, there is no active market for these instruments.

12. Income taxes:

As at June 30, 2024 the Fund had net capital loss carry forwards of approximately $44,570 (December 31, 2023 - $44,570) available for utilization against capital gains in future years. Such net capital losses are available to be carried forward indefinitely. The Fund had non-capital loss carry forwards of approximately $104,792 (December 31, 2023 - $104,792). Non-capital losses may be carried forward up to 20 years.