

Statement of Financial Position of

**LEITH WHEELER PREFERRED
SHARE FUND**

Period from commencement of operations on May 22, 2018 to December 31,
2018

MANAGEMENT’S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying financial statements of Leith Wheeler Preferred Share Fund (the “Fund”) have been prepared by the Manager, Leith Wheeler Investment Counsel Ltd. The Manager is responsible for the preparation and presentation of the Fund’s financial statements and the development of internal controls over the financial reporting process.

The Board of Directors of the Manager is responsible for reviewing and approving the financial statements and for overseeing the Manager’s performance of its financial reporting responsibilities. The Board of Directors has approved the accompanying financial statements of the Fund.

KPMG LLP, the external auditors of the Fund, were appointed by the Manager. As explained in their auditors’ report, KPMG LLP have audited the financial statements in accordance with Canadian generally accepted auditing standards to enable them to express to the unitholders their opinion on the financial statements.

Leith Wheeler Investment Counsel Ltd.

“James F. Gilliland”
President and Chief Executive Officer

“Cecilia Wong”
Chief Financial Officer

March 29, 2019



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INDEPENDENT AUDITORS' REPORT

To the Unitholders of the Leith Wheeler Preferred Share Fund

Opinion

We have audited the financial statements of the Leith Wheeler Preferred Share Fund (the "Fund"), which comprise:

- the statement of financial position as at December 31, 2018
- the statement of comprehensive income for the period from commencement of operations on May 22, 2018 to December 31, 2018
- the statement of changes in net assets attributable to holders of redeemable units for the period from commencement of operations on May 22, 2018 to December 31, 2018
- the statement of cash flows for the period from commencement of operations on May 22, 2018 to December 31, 2018
- and notes to the financial statements, including a summary of significant accounting policies

(Hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Fund as at December 31, 2018, and its financial performance and its cash flows for the period from commencement of operations on May 22, 2018 to December 31, 2018 in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "***Auditors' Responsibilities for the Audit of the Financial Statements***" section of our auditors' report.

We are independent of the Fund in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Other Information

The Manager is responsible for the other information. Other information comprises:

- the Annual Management Report of Fund Performance filed with the relevant Canadian securities commissions

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated.

We obtained the information included in the Annual Management Report of Fund Performance filed with the relevant Canadian securities commissions as at the date of this auditors' report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditors' report.

We have nothing to report in this regard.

Responsibilities of the Manager and Those Charged with Governance for the Financial Statements

The Manager is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards (IFRS), and for such internal control as the Manager determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.



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

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Manager.
- Conclude on the appropriateness of the Manager's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Fund to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

KPMG LLP

Chartered Professional Accountants

Vancouver, Canada
March 29, 2019

LEITH WHEELER PREFERRED SHARE FUND

Statements of Financial Position

(Expressed in thousands of dollars except for per unit amounts)

December 31, 2018

	Note	2018
Assets		
Cash		\$ 198
Amounts due from brokers		165
Interest and dividends receivable		19
Subscriptions receivable		165
Investments		29,475
		<u>30,022</u>
Liabilities		
Amounts due to brokers		232
Management fees payable	1	3
		<u>235</u>
Net assets , attributable to holders of redeemable units		<u>\$ 29,787</u>
Represented by:		
Series A		\$ 27,977
Series B		45
Series F		1,765
		<u>\$ 29,787</u>
Net assets, attributable to holders of redeemable units per unit:		
Series A		\$ 8.67
Series B		8.66
Series F		8.56

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

Approved on behalf of the Board of Directors of
Leith Wheeler Investment Counsel Ltd.,
in its capacity as Manager.

“James F. Gilliland” Director “Jonathon D. Palfrey” Director

LEITH WHEELER PREFERRED SHARE FUND

Statements of Comprehensive Income
(Expressed in thousands of dollars except for per unit amounts)

Period from commencement of operations on May 22, 2018 to December 31, 2018

	Note	2018
Revenue:		
Dividend income		\$ 630
Changes in fair value of investments:		
Net realized loss		(656)
Net change in unrealized depreciation		(3,375)
Total loss		(3,401)
Expenses:		
Management fees	1	3
Filing fees		8
Commissions and transaction costs		24
Audit fees		6
Independent review committee fees		1
Total operating expenses		42
Expenses waived or absorbed by Manager		(15)
Net operating expenses		27
Decrease in net assets attributable to holders of redeemable units from operations excluding distributions		(3,428)
Distributions to holders of redeemable units:		
From net investment income		(609)
		(609)
Decrease in net assets attributable to holders of redeemable units		\$ (4,037)
Decrease in net assets attributable to holders of redeemable units:		
Series A		\$ (3,787)
Series B		(8)
Series F		(242)
		\$ (4,037)
Decrease in net assets attributable to holders of redeemable units per unit (excluding distributions):		
Series A		\$ (1.35)
Series B		(2.20)
Series F		(3.52)

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

LEITH WHEELER PREFERRED SHARE FUND

Statements of Changes in Net Assets Attributable to Holders of Redeemable Units
(Expressed in thousands of dollars)

Period from commencement of operations on May 22, 2018 to December 31, 2018

Series A	2018
Balance, beginning of period	\$ -
Decrease in net assets attributable to holders of redeemable units	(3,787)
Redeemable unit transactions:	
Issue of redeemable units	33,154
Reinvestment of distributions	578
Redemption of redeemable units	(1,968)
Net increase from redeemable unit transactions	31,764
Balance, end of period	\$ 27,977
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Series B	2018
Balance, beginning of period	\$ -
Decrease in net assets attributable to holders of redeemable units	(8)
Redeemable unit transactions:	
Issue of redeemable units	52
Reinvestment of distributions	1
Redemption of redeemable units	-
Net increase from redeemable unit transactions	53
Balance, end of period	\$ 45
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Series F	2018
Balance, beginning of period	\$ -
Decrease in net assets attributable to holders of redeemable units	(242)
Redeemable unit transactions:	
Issue of redeemable units	2,073
Reinvestment of distributions	30
Redemption of redeemable units	(96)
Net increase from redeemable unit transactions	2,007
Balance, end of period	\$ 1,765

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

LEITH WHEELER PREFERRED SHARE FUND

Statements of Cash Flows

(Expressed in thousands of dollars)

Period from commencement of operations on May 22, 2018 to December 31, 2018

	2018
Cash provided by (used in):	
Operating activities:	
Decrease in net assets attributable to holders of redeemable units	\$ (4,037)
Adjustments for:	
Net realized loss from investments	656
Net change in unrealized depreciation from investments	3,375
Amounts due from brokers	(165)
Dividend income	(630)
Amounts due to brokers	232
Management fees payable	3
Subscriptions receivable	(165)
Proceeds from sale of investments	11,180
Purchases of investments	(44,686)
Dividends received	611
	(33,626)
Financing activities:	
Proceeds from issue of redeemable units	35,279
Reinvestment of distributions	609
Payments on redemption of redeemable units	(2,064)
	33,824
Net increase in cash	198
Cash, beginning of period	-
Cash, end of period	\$ 198

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

LEITH WHEELER PREFERRED SHARE FUND

Schedule of Investment Portfolio
(Expressed in thousands of dollars)

December 31, 2018

Security	Number of holdings	Cost	Fair value	% of Net assets
PREFERRED SHARES				
Floating Preferred Shares:				
Bank of Nova Scotia Preferred Shares, Series F	500	\$ 12	\$ 12	
		12	12	-
Step Up Preferred Shares:				
AltaGas Ltd Preferred Shares, Series A	41,000	625	602	
AltaGas Ltd Preferred Shares, Series G	23,200	465	400	
AltaGas Ltd Preferred Shares, Series K	5,100	96	96	
Bank of Montreal Preferred Shares, Series C	33,000	837	742	
Bank of Montreal Preferred Shares, Series D	10,000	236	220	
Bank of Montreal Preferred Shares, Series Q	19,629	451	451	
Bank of Montreal Preferred Shares, Series S	1,700	35	34	
Bank of Montreal Preferred Shares, Series Y	18,000	402	387	
Bank of Nova Scotia Preferred Shares, Series Z	25,900	609	604	
BCE Inc Preferred Shares, Series I	8,000	158	131	
BCE Inc Preferred Shares, Series K	8,000	133	123	
BCE Inc Preferred Shares, Series M	81,550	1,590	1,308	
BCE Inc Preferred Shares, Series O	5,900	147	126	
Brookfield Asset Management Inc Preferred Shares, Series Z	5,000	120	110	
Brookfield Asset Management Inc Preferred Shares, Series R	3,200	56	57	
Brookfield Office Properties Inc Preferred Shares, Series N	33,200	679	575	
Brookfield Office Properties Inc Preferred Shares, Series P	400	7	7	
Brookfield Office Properties Inc Preferred Shares, Series R	22,700	503	423	
Brookfield Office Properties Inc Preferred Shares, Series A	9,800	161	175	
Brookfield Renewable Power Preferred Equity Inc Preferred Shares, Series A	64,900	1,326	1,044	
Canadian Imperial Bank of Commerce Preferred Shares, Series R	21,100	532	469	
CU Inc Preferred Shares, Series C	26,700	468	390	
Canadian Utilities Ltd Preferred Shares, Series C	21,000	422	387	
Capital Power Corp Preferred Shares, Series A	7,100	125	106	
Emera Inc Preferred Shares, Series A	16,367	317	256	
Emera Inc Preferred Shares, Series F	4,000	79	77	
Enbridge Inc Preferred Shares, Series P	3,100	53	50	
Enbridge Inc Preferred Shares, Series B	67,570	1,243	1,037	
Enbridge Inc Preferred Shares, Series C	30,200	531	503	
Enbridge Inc Preferred Shares, Series G	42,811	790	722	
Enbridge Inc Preferred Shares, Series J	2,400	48	41	
Enbridge Inc Preferred Shares, Series T	32,200	550	522	
Fortis Inc Preferred Shares, Series K	8,000	149	144	
Fortis Inc Preferred Shares, Series M	41,300	844	805	
Husky Energy Inc Preferred Shares, Series C	14,000	328	280	
Husky Energy Inc Preferred Shares, Series E	32,400	793	662	
Intact Financial Corp Preferred Shares, Series C	50,400	1,152	979	
Kinder Morgan Canada Ltd Preferred Shares, Series A	65,200	1,600	1,431	
Kinder Morgan Canada Ltd Preferred Shares, Series C	4,500	103	96	
Manulife Financial Corp Preferred Shares, Series G	3,900	79	79	
Manulife Financial Corp Preferred Shares, Series H	30,700	756	672	
Manulife Financial Corp Preferred Shares, Series O	32,300	851	828	
National Bank of Canada Preferred Shares, Series C	50,200	1,251	1,112	
Pembina Pipeline Corp Preferred Shares, Series A	4,000	100	91	
Pembina Pipeline Corp Preferred Shares, Series A	200	4	4	
Pembina Pipeline Corp Preferred Shares, Series C	9,300	179	170	
Pembina Pipeline Corp Preferred Shares, Series G	2,000	47	39	
Pembina Pipeline Corp Preferred Shares, Series I	2,700	61	60	
Pembina Pipeline Corp Preferred Shares, Series O	7,100	168	136	
Pembina Pipeline Corp Preferred Shares, Series S	37,219	937	870	
Royal Bank of Canada Preferred Shares, Series J	47,100	1,096	1,001	
Royal Bank of Canada Preferred Shares, Series R	700	18	18	
Sun Life Financial Inc Preferred Shares, Series H	3,500	75	64	
Sun Life Financial Inc Preferred Shares, Series I	89,300	2,008	1,816	

LEITH WHEELER PREFERRED SHARE FUND

Schedule of Investment Portfolio (continued)
(Expressed in thousands of dollars)

December 31, 2018

Security	Number of holdings	Cost	Fair value	% of Net assets
Step Up Preferred Shares (continued):				
Toronto-Dominion Bank Preferred Shares, Series D	20,000	\$ 484	\$ 425	
Toronto-Dominion Bank Preferred Shares, Series E	52,200	1,235	1,136	
Toronto-Dominion Bank Preferred Shares, Series G	700	18	18	
Toronto-Dominion Bank Preferred Shares, Series I	10,200	257	226	
TransCanada Corp Preferred Shares, Series A	13,900	223	230	
TransCanada Corp Preferred Shares, Series D	32,100	666	591	
TransCanada Corp Preferred Shares, Series G	70,900	1,676	1,441	
TransCanada Corp Preferred Shares, Series K	2,700	69	67	
Westcoast Energy Inc Preferred Shares, Series M	2,600	66	65	
		<u>31,087</u>	<u>27,731</u>	<u>93.2</u>
Straight Preferred Shares:				
CU Inc Preferred Shares, Series A	27,700	587	573	
Great-West Lifeco Inc Preferred Shares, Series F	200	5	5	
Great-West Lifeco Inc Preferred Shares, Series G	12,100	265	273	
Great-West Lifeco Inc Preferred Shares, Series L	12,500	316	306	
Great-West Lifeco Inc Preferred Shares, Series P	18,900	459	441	
Sun Life Financial Inc Preferred Shares, Series A	3,100	64	66	
Sun Life Financial Inc Preferred Shares, Series B	3,200	72	68	
		<u>1,768</u>	<u>1,732</u>	<u>5.8</u>
TOTAL CANADIAN EQUITY		32,867	29,475	99.0
TRANSACTION COSTS		(18)		
TOTAL INVESTMENT PORTFOLIO		\$ 32,849	\$ 29,475	99.0
OTHER ASSETS LESS LIABILITIES			312	1.0
NET ASSETS			\$ 29,787	100.0

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

LEITH WHEELER PREFERRED SHARE FUND

Notes to Financial Statements - Fund Specific Information
(Tabular amounts expressed in thousands of dollars)

Period from commencement of operations on May 22, 2018 to December 31, 2018

The Fund Specific Information for the Leith Wheeler Preferred Share Fund (the "Fund") contained herein should be read in conjunction with the "Notes to Financial Statements - General Information related to all Leith Wheeler Investment Funds" beginning after the "Notes to Financial Statements - Fund Specific Information".

1. Management fees and expenses:

Management fees in respect of Series B are calculated at a maximum of 0.90% per annum, before GST/HST, of the daily Net Asset Value of Series B. Management fees in respect of Series F are calculated at a maximum of 0.70% per annum, before GST/HST, of the daily Net Asset Value of Series F. Management fee distributions for the period from commencement of operations on May 22, 2018 to December 31, 2018 were nil. No management fees were paid with respect to Series A units.

2. Withholding tax and other income taxes:

Certain dividends and interest income received by the Fund may be subject to withholding tax imposed in the country of origin. During the year, withholding tax rates were between 0% and 35%.

The Fund has capital losses of approximately \$306,000 available for utilization against capital gains in future years. The Fund has non-capital losses of nil available for utilization against net realized capital gains or non-capital gains in future years.

3. Redeemable units:

The redeemable unit transactions for the Fund during the period from commencement of operations on May 22, 2018 to December 31, 2018 are as follows:

	Outstanding units at beginning of period	Issued during the period	Issued on reinvestment of distributions	Redeemed during the period	Outstanding units at end of period
Series A: 2018	-	3,370	63	(205)	3,228
Series B: 2018	-	5	-	-	5
Series F: 2018	-	213	4	(11)	206

4. Financial risk management:

The investment objective of the Fund is to provide a source of monthly income with the potential for long-term growth through capital appreciation and growth in dividends by investing primarily in a portfolio of common shares, convertible debentures and other equity related securities of Canadian issuers. The Fund is not exposed to significant credit, currency or interest rate risks.

For a comprehensive discussion of the risks applicable to the Fund refer to note 6 under the "General Information related to all Leith Wheeler Investment Funds". Financial risks applicable to the Fund are discussed in more detail below.

LEITH WHEELER PREFERRED SHARE FUND

Notes to Financial Statements - General Information Related to All Leith Wheeler Investment Funds
(Tabular amounts expressed in thousands of dollars)

Period from commencement of operations on May 22, 2018 to December 31, 2018

4. Financial risk management (continued):

(a) Liquidity risk:

The Fund's redeemable units are due on demand. The Fund's remaining liabilities are due within twelve months of the period-end of the Fund.

(b) Market risk:

(i) Other price risk:

For this Fund, the most significant exposure to other price risk arises from its investment in equity instruments. As at December 31, 2018 had the relevant benchmark/broad-based indices increased or decreased by 5%, with all other variables held constant, the net assets attributable to holders of redeemable units would have increased or decreased by approximately \$1,474,000. In practice, actual results may differ from this sensitivity analysis and these differences could be material.

5. Fair value of financial instruments:

For a general discussion of the Fund's fair value measurements, refer to note 7 under the "General Information related to all Leith Wheeler Investment Funds".

(a) 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.

December 31, 2018	Level 1	Level 2	Level 3	Total
Equities - Long	\$ -	\$ 29,475	\$ -	\$ 29,475
	\$ -	\$ 29,475	\$ -	\$ 29,475

During the period, there were no transfers of financial instruments between the three levels.

6. Related party transactions:

At December 31, 2018, the Leith Wheeler Income Advantage Fund and the Leith Wheeler Corporate Advantage Fund owned 747,880 Series A units and 2,139,771 Series A units of the Fund, respectively, which are both under common management. Combined, the holdings represent 84.0% of the Fund.

During the period from commencement of operations on May 22, 2018 to December 31, 2018, the Fund paid approximately \$524,000 in dividend income to these unitholders.

LEITH WHEELER PREFERRED SHARE FUND

Notes to Financial Statements - General Information Related to All Leith Wheeler Investment Funds
(Tabular amounts expressed in thousands of dollars)

Period from commencement of operations on May 22, 2018 to December 31, 2018

1. Reporting entity:

The Leith Wheeler Investment Funds (individually, a "Fund" and collectively, the "Funds") consist of:

Fund	Inception
Leith Wheeler Balanced Fund	September 22, 1987
Leith Wheeler Canadian Dividend Fund	December 21, 2010
Leith Wheeler Canadian Equity Fund	April 27, 1994
Leith Wheeler Carbon Constrained Canadian Equity Fund	September 27, 2017
Leith Wheeler Core Bond Fund	April 27, 1994
Leith Wheeler Corporate Advantage Fund	May 29, 2015
Leith Wheeler Emerging Markets Equity Fund	May 19, 2017
Leith Wheeler High Yield Bond Fund	May 27, 2015
Leith Wheeler Income Advantage Fund	December 21, 2010
Leith Wheeler International Equity Plus Fund	October 31, 2007
Leith Wheeler Money Market Fund	April 27, 1994
Leith Wheeler Multi Credit Fund	May 30, 2017
Leith Wheeler Preferred Share Fund	May 22, 2018
Leith Wheeler Short Term Income Fund	December 15, 2016
Leith Wheeler U.S. Dividend Fund	September 26, 2016
Leith Wheeler U.S. Equity Fund	April 27, 1994
Leith Wheeler U.S. Small/Mid-Cap Equity Fund	October 27, 2016

The Funds were established under the laws of British Columbia pursuant to various trust indentures between Leith Wheeler Investment Counsel Ltd., as manager (the "Manager"), and Canada Trust Company, as trustee. The Funds' current trustee is CIBC Mellon Trust Company and the Funds' custodian is CIBC Mellon.

The trust indentures for all the above Funds allow for an unlimited number of series and an unlimited number of units of each series. Currently authorized series of units are as follows: Series A and Series A (CAD Hedged), Series B and Series B (CAD Hedged), Series F and Series F (CAD Hedged), Series FP1 and Series I1.

Series A and Series A (CAD Hedged) units have no management fees. Unitholders of Series A and Series A (CAD Hedged) units pay a negotiated fee directly to the Manager and are available to investors that satisfy certain criteria related to the nature of the investors and certain other matters as established by the Manager. Series B and Series B (CAD Hedged) units carry management fees and are available to all investors. Series F, Series F (CAD Hedged), Series FP1 and Series I1 units carry reduced management fees and are available to investors who have accounts with dealers who have signed a fee-based agreement with the Manager.

The Leith Wheeler High Yield Bond Fund has Series A, Series A (CAD Hedged), Series B and Series B (CAD Hedged) and Series F and Series F (CAD Hedged) units outstanding. The Leith Wheeler U.S. Dividend Fund has Series A, Series B, Series F and Series FP1 units outstanding. The Leith Wheeler Short Term Income Fund has Series A, Series B, Series F and Series I1 units outstanding. The Leith Wheeler Balanced Fund, Leith Wheeler Canadian Dividend Fund, Leith Wheeler Carbon Constrained Canadian Equity Fund, Leith Wheeler Corporate Advantage Fund, Leith Wheeler Emerging Markets Equity Fund, Leith Wheeler Income Advantage Fund, Leith Wheeler International Equity Plus Fund, Leith Wheeler Multi Credit Fund, Leith Wheeler Preferred Share Fund, Leith Wheeler U.S. Equity Fund and Leith Wheeler U.S.

LEITH WHEELER PREFERRED SHARE FUND

Notes to Financial Statements - General Information Related to All Leith Wheeler Investment Funds
(Tabular amounts expressed in thousands of dollars)

Period from commencement of operations on May 22, 2018 to December 31, 2018

1. Reporting entity (continued):

Small/Mid-Cap Equity Fund have Series A, Series B and Series F units outstanding. All other remaining Funds have Series A and Series B units outstanding.

The information provided in these financial statements and notes thereto is for the years ended December 31, 2018 and 2017. In the year a Fund or series is established, "period" represents the time period from inception to December 31 of that fiscal year

The general information related to all Funds presented here should be read in conjunction with each respective Fund's "Notes to Financial Statements - Fund Specific Information".

The Funds are unit trusts domiciled in Canada. The address of the Funds' registered office is at 1500 - 400 Burrard Street, Vancouver B.C., V6C 3A6.

2. Basis of preparation:

(a) Statement of compliance:

The financial statements of the Funds have been prepared in compliance with International Financial Reporting Standards ("IFRS") as issued by the International Account Standards Board ("IASB"). The financial statements were authorized for issue by the Manager on March 29, 2019.

(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:

The Funds', with the exception of the Leith Wheeler U.S. Dividend Fund, have their subscriptions, redemptions, price and performance denominated in Canadian dollars, which is their functional and presentation currency. The Leith Wheeler U.S. Dividend Fund has its subscriptions, redemptions, price and performance denominated in U.S. dollars, which is the functional and presentation currency of that respective Fund.

(d) Use of estimates and judgment:

The preparation of financial statements in conformity with IFRS 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.

LEITH WHEELER PREFERRED SHARE FUND

Notes to Financial Statements - General Information Related to All Leith Wheeler Investment Funds
(Tabular amounts expressed in thousands of dollars)

Period from commencement of operations on May 22, 2018 to December 31, 2018

3. Significant 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 expire.

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.

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.

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3. Significant accounting policies (continued):

(a) Financial instruments (continued):

(i) Recognition and measurement (continued):

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 and investments sold short are classified as FVTPL.

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.

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3. Significant accounting policies (continued):

(a) Financial instruments (continued):

(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, dividends receivable, interest receivable, subscriptions receivable, balances due from brokers, daily variation margins, other receivables, bank indebtedness, management fees payable, performance fees payable, redemptions payable, balances due to brokers and other accrued liabilities as amortized cost.

(b) Redeemable units:

The Funds classify financial instruments issued as financial liabilities or equity instruments in accordance with the substance of the contractual terms of the instruments. The redeemable units are designated as financial liabilities at FVTPL because they are managed and their performance evaluated on a fair value basis. The redeemable units provide investors with the right to require redemption, subject to available liquidity, for cash at a unit price based on the Funds' 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) Increase (decrease) in net assets attributable to holders of redeemable units per unit (excluding distributions):

The increase (decrease) in net assets attributable to holders of redeemable units per unit (excluding distributions) is calculated by dividing the increase (decrease) in net assets attributable to holders of redeemable units, prior to the deduction of distributions recognized in comprehensive income, by the weighted average number of units outstanding during the period.

(d) Foreign exchange:

The financial statements of the Funds are denominated in Canadian dollars, with the exception of the Leith Wheeler U.S. Dividend Fund, which is denominated in U.S. dollars. 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.

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3. Significant accounting policies (continued):

(e) Income recognition:

Interest income is recognized 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. Income and capital gains distributions from pooled fund investments are recorded at the distribution date and maintain the same classification. Portfolio transactions are recorded on the trade date. Realized gains and losses arising from the sale of investments and unrealized appreciation/depreciation in investments are determined on the average cost basis of the respective investments.

(f) Income taxes:

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

Net capital losses are available to be carried forward indefinitely and applied against future net realized capital gains. Non-capital losses may be carried forward up to 20 years to reduce future taxable income.

(g) New standards and interpretations not yet adopted:

The Manager has determined there are no material implications to the Funds' financial statements arising from IFRS issued but not yet effective.

4. Related party transactions:

(a) Management fees:

The Manager is paid a management fee by the Funds, calculated daily and paid quarterly, as compensation for its services. No management fees are paid by the Funds with respect to Series A and Series A (CAD Hedged) units. Series A and Series A (CAD Hedged) unitholders pay a negotiated fee directly to the Manager outside of the Fund for investment management services.

(b) Operating expenses:

The Manager is also entitled to reimbursement of reasonable operating expenses incurred on behalf of the Fund in connection with charges made for registry and transfer agency services, dividend and distribution crediting services, services required in connection with the provision of information and reports to unitholders and holding unitholders' meetings, interest expense, accounting, audit, recordkeeping and legal fees, and custodian and safekeeping charges. The Funds pay brokerage commissions, transaction costs and taxes.

The Manager has at times absorbed certain expenses incurred on behalf of the Funds, in which case such amounts are shown as a deduction from expenses in the respective Fund's statement of comprehensive income. The Manager is under no legal obligation to continue these arrangements, and may terminate them at any time.

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5. Capital management:

The redeemable units issued by the Funds represent the capital of the Funds. The Funds are not subject to any internally or externally imposed restrictions on its capital. The Funds' 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 redemptions.

6. Financial risk management:

The following is a general discussion of the financial risks to which the Funds are exposed. Refer to the discussion on financial risk management (note 4) in the Fund Specific Information following each Fund's financial statements for information specific to the respective Fund.

Risk management framework:

The Funds use financial instruments in order to achieve their respective investment objectives. The Funds' investments are presented in each Fund's respective schedule of investment portfolio, which groups securities by asset type, geographic region and/or market segment.

The use of financial instruments subjects the Funds to a variety of financial instrument risks. The Funds' risk management practices include setting investment policies to limit exposures to financial instrument risks and employing experienced and professional investment advisors to invest the Funds' capital in securities within the constraints of investment policies. The Manager regularly monitors the Funds' performance and compliance with the investment policies.

The significant financial instrument risks, to which the Funds are exposed, along with the specific risk management practices related to those risks, are discussed below.

(a) 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, 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.

The risk management strategy for the Funds is to invest primarily in debt obligations of high credit quality issuers and to limit the amount of credit exposure with respect to any one corporate issuer.

Credit risk is mitigated by investing primarily in rated instruments. The Funds receive daily rating updates, which are reviewed accordingly. Credit risk is monitored on a daily basis by the Manager in accordance with the Funds' investment policies. If the credit risk is not in accordance with the investment policy or guidelines of the Fund, then the Manager is obliged to rebalance the portfolio as soon as practicable.

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6. Financial risk management (continued):

(a) Credit risk (continued):

The Funds' activities may give rise to settlement risk. Settlement risk is the risk of loss due to the failure of an entity to honor its obligations to deliver cash, securities, or other assets as contractually agreed. For the majority of transactions, the Funds mitigate this risk by conducting settlements through a broker to ensure that a trade is settled only when both parties have fulfilled their contractual settlement obligations.

(b) Liquidity risk:

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

The Funds' 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 units, without incurring unacceptable losses or risking damage to the Funds' reputation.

The Funds' prospectus provides for the daily cash redemptions of redeemable units and the Funds are therefore exposed to the liquidity risk of meeting unitholder redemptions at any time.

Liquidity risk is managed by investing the majority of a Funds' assets in investments that are traded in an active market and can be readily disposed. In addition, the Funds retain sufficient cash positions to maintain liquidity. The Funds are also subject to the requirements of NI 81-102, where each respective Fund shall not purchase an illiquid asset if, immediately after the purchase, more than 10 percent of the net assets of that particular Fund, taken at market value at the time of purchase, would consist of illiquid assets.

(c) 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 Funds' income or the fair value of their holdings of financial instruments.

The Funds' market risk is managed on a daily basis by the Manager in accordance with the policies and procedures in place.

(i) Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of interest-bearing financial instruments will fluctuate as a result of changes in market interest rates. In general, as interest rates rise, the fair value of interest bearing financial instruments will fall. Financial instruments with a longer term to maturity will generally have a higher interest rate risk.

Interest rate risk management practices include setting target durations based on the appropriate benchmark indices and monitoring the Funds' durations relative to the benchmarks. If interest rates are anticipated to rise, the Funds' durations can be shortened to limit potential losses. Conversely, if interest rates are anticipated to fall, the durations can be lengthened to increase potential gains.

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6. Financial risk management (continued):

(c) Market risk (continued):

(ii) Currency risk:

Currency risk is the risk that the value of investments denominated in currencies, other than the functional currency of a Fund, will fluctuate due to changes in foreign exchange rates. Equities in foreign markets are exposed to currency risk as the prices denominated in foreign currencies are converted to a Fund's functional currency in determining fair value.

Currency risk may be moderated by the Manager through the use of foreign currency contacts to hedge foreign currency exposures.

(iii) Other price risk:

Other price risk is the risk that the fair value of financial instruments 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.

Other price risk is moderated by the Manager through a careful selection of securities within specified limits and the Funds' price risk is managed through diversification of the respective Fund. The Manager monitors the Funds' overall market positions on a daily basis and positions are maintained within established ranges.

7. Fair value of financial instruments:

(a) Valuation models:

The Funds measure 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.

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. Observable prices and model inputs are usually available in the market for listed debt and equity securities, and exchange-traded derivatives, such as futures. 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. Where observable market prices and model inputs are not available, the Funds determine fair values using other valuation techniques. 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.

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7. Fair value of financial instruments (continued):

(a) Valuation models (continued):

The Funds equity and futures positions are classified as Level 1 when the security is actively traded and a reliable quoted market price is observable.

Investments in securities of another investment fund are classified as Level 1 when the investment fund is actively traded and a reliable price is observable.

Bonds and other debt securities are valued based on a matrix pricing process using multiple dealer quotations or alternative pricing sources supported by observable inputs and are classified within Level 2.

Forward foreign currency contracts are valued using present value techniques and market observable input data and accordingly are classified as Level 2.

Short-term investments and money market securities are classified as Level 2 as these instruments are valued at amortized cost, which approximates their fair value.

The Funds' net assets attributable to holders of redeemable units are classified as Level 2 since the carrying amount approximates fair value as the units are measured at the redemption amount.

Refer to the fair value of financial instruments (note 5) in the Fund Specific Information following each Fund's respective financial statements for further discussion of the respective Fund's fair value measurements.

(b) Financial instruments not measured at fair value:

The carrying value of cash, subscriptions receivable, amounts due from brokers, interest and dividends receivable, redemptions payable, amounts due to or from brokers, management fees payable, due to Manager, accounts payable, and distributions payable, 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.

8. Change in accounting policy:

The Funds adopted IFRS 9 *Financial Instruments* ("IFRS 9") with a date of initial application of January 1, 2018. The requirements of IFRS 9 represent a significant change from IAS 39 *Financial Instruments: Recognition and Measurement* ("IAS 39"). IFRS 9 specifies the accounting for financial instruments, including: classification and measurement, impairment and hedge accounting. The adoption of IFRS 9 have been applied retrospectively. The nature and effects of the key changes to the Fund's accounting policy are summarized below.

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8. Change in accounting policy (continued):

(i) Classification and measurement of financial assets and liabilities:

IFRS 9 contains three principal classification categories for financial assets: measured at amortized cost, FVOCI and FVTPL. The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. The Funds may also, at initial recognition, irrevocably designate a financial asset as measured at FVTPL when doing so results in more relevant information. IFRS 9 eliminates the previous IAS 39 categories of held to maturity, loans and receivables and available-for-sale.

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 Funds may also, at initial recognition, irrevocably designate a financial liability as measured at FVTPL when doing so results in more relevant information.

The adoption of IFRS 9 did not result in any measurement differences in the Funds' financial assets and liabilities as at the transition date. The following table shows the original classification and measurement categories under IAS 39 and the new classification and measurement categories under IFRS 9 for each class of the Funds' financial assets and financial liabilities as at January 1, 2018.

	Original Classification under IAS 39	New Classification under IFRS 9
Financial assets		
Cash	Loans and receivables	Amortized cost
Amounts due from brokers	Loans and receivables	Amortized cost
Subscriptions receivable	Loans and receivables	Amortized cost
Daily variation margin	Loans and receivables	Amortized cost
Interest and dividends receivable	Loans and receivables	Amortized cost
Other receivables	Loans and receivables	Amortized cost
Derivative assets	Held-for-trading	FVTPL
Investments	FVTPL	FVTPL
Financial liabilities		
Bank indebtedness	Other financial liabilities	Amortized cost
Amounts due to brokers	Other financial liabilities	Amortized cost
Redemptions payable	Other financial liabilities	Amortized cost
Management fees payable	Other financial liabilities	Amortized cost
Other accrued liabilities	Other financial liabilities	Amortized cost
Derivative liabilities	Held-for-trading	FVTPL
Investments sold short	FVTPL	FVTPL

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8. Change in accounting policy (continued):

(ii) Impairment of financial assets:

IFRS 9 replaces the 'incurred loss' model in IAS 39 with an 'expected credit loss' model. As the Funds measure their financial assets at FVTPL or holds only short-term financial assets at amortized cost, the impairment requirements under the new standard do not impact these financial statements.

(iii) Hedge accounting:

As permitted by IFRS 9, an election is available to continue to apply the hedge accounting requirements of IAS 39. However, the Funds have not applied hedge accounting under either standard. Therefore, the hedge accounting requirements under the new standard do not impact these financial statements.