



**VALUE
PARTNERS**
INVESTMENTS

VPI TOTAL EQUITY POOL

ANNUAL FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2024 AND 2023

MANAGER

VALUE PARTNERS INVESTMENTS INC.

PORTFOLIO MANAGER

DIXON MITCHELL INVESTMENT COUNSEL INC.

MANAGEMENT REPORT

Management's Responsibility for Financial Reporting

The accompanying financial statements have been prepared by the management of Value Partners Investments Inc. (Value Partners), the Manager of the Value Partners Pools (the Pools), and approved by the Board of Directors of Value Partners.

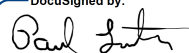
Management is responsible for the information and representations contained in these financial statements. The Board of Directors of Value Partners is responsible for reviewing and approving the financial statements and overseeing management's performance of its financial reporting responsibilities. The Board of Directors will also review the adequacy of internal controls, the audit process and financial reporting with management and the external auditor.

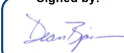
Value Partners maintains appropriate processes to ensure that relevant and reliable financial information is produced. The financial statements have been prepared in accordance with IFRS Accounting Standards and include certain amounts that are based on estimates and judgments. The material accounting policies which management believes are appropriate for the Pools, are described in note 3 of the financial statements.

KPMG LLP is the external auditor of the Pools. The external auditor has 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. Their report is set out below.

On behalf of Value Partners Investments Inc.

Manager of the Pools

DocuSigned by:

E66D091891F842A
Paul Lawton
Chief Operating Officer and Secretary

Signed by:

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Dean Bjarnarson
Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT

To the Unitholders of VPI Total Equity Pool

Opinion

We have audited the financial statements of VPI Total Equity Pool (the Entity), which comprise:

- the statements of financial position as at December 31, 2024 and 2023
- the statements of comprehensive income for the years then ended
- the statements of changes in net assets attributable to holders of redeemable units for the years then ended
- the statements of cash flows for the years then ended
- and notes to the financial statements, including a summary of material accounting policy information (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 Entity as at December 31, 2024 and December 31, 2023, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards.

Basis for Opinion

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

We are independent of the Entity 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

Management is responsible for the other information. Other information comprises:

- the information included in the 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 Management Report of Fund Performance filed with the relevant Canadian Securities Commissions as at the date of this auditor's 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 auditor's report.

We have nothing to report in this regard.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of 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 Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity 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.

The image shows a handwritten signature in black ink that reads "KPMG LLP". The signature is written in a cursive, slightly slanted style. Below the signature, there is a single horizontal line that starts under the 'K' and extends to the right, ending under the 'P'.

Chartered Professional Accountants

Winnipeg, Canada

March 13, 2025

VPI TOTAL EQUITY POOL

Statements of Financial Position

(In thousands of dollars and units, except for per unit amounts)

As at	December 31, 2024	December 31, 2023
Assets		
Financial assets at fair value through profit or loss (note 8)	\$ 156,376	\$ 76,108
Cash and cash equivalents	3,864	4,174
Accrued dividends receivable	129	95
Subscription receivable	654	172
	<u>\$ 161,023</u>	<u>\$ 80,549</u>
Liabilities		
Accounts payable and accrued liabilities	\$ 67	\$ 59
Redemptions payable	5	1
Management fees payable (note 5)	191	84
	<u>263</u>	<u>144</u>
Net assets attributable to holders of redeemable units	\$ 160,760	\$ 80,405
Net assets attributable to holders of redeemable units per series:		
Series A	\$ 100,521	\$ 50,496
Series F	28,376	13,613
Series I	17,424	9,883
Series O	14,439	6,413
Net assets attributable to holders of redeemable units per unit:		
Series A	\$ 14.39	\$ 12.12
Series F	14.86	12.39
Series I	15.51	12.77
Series O	15.69	12.96
Series P (note 1)	11.05	—
Number of redeemable units outstanding:		
Series A	6,983	4,168
Series F	1,909	1,099
Series I	1,124	774
Series O	920	495

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

VPI TOTAL EQUITY POOL

Statements of Comprehensive Income
(In thousands of dollars, except for per unit amounts)

Years ended December 31, 2024 and 2023

	2024	2023
Investment income:		
Interest income for distribution purposes	\$ 349	\$ 164
Dividend income	1,735	1,048
Foreign exchange loss on cash	(62)	(31)
Other changes in fair value on financial assets and financial liabilities at fair value through profit or loss:		
Net realized gain on sale of investments	1,790	325
Change in unrealized appreciation in value of investments	18,857	9,571
	<u>22,669</u>	<u>11,077</u>
Expenses:		
Administration	110	116
Audit fees	20	15
Independent review committee fees	3	8
Security holder reporting costs	59	29
Custodian fees	6	7
Filing fees	21	23
Legal fees	11	5
Management fees (notes 4 and 5)	1,655	804
Registered plan fees	2	1
Trustee fees	7	5
Withholding taxes	71	36
Transaction costs	25	15
	<u>1,990</u>	<u>1,064</u>
Absorbed expenses (note 5)	<u>(38)</u>	<u>(36)</u>
	<u>1,952</u>	<u>1,028</u>
Increase in net assets attributable to holders of redeemable units	\$ 20,717	\$ 10,049
Increase in net assets attributable to holders of redeemable units per series:		
Series A	\$ 12,512	\$ 6,244
Series F	3,764	1,814
Series I	2,581	1,472
Series O	1,860	519
Increase in net assets attributable to holders of redeemable units per unit:		
Series A	\$ 2.22	\$ 1.87
Series F	2.43	1.98
Series I	2.69	2.20
Series O	2.65	2.23

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

VPI TOTAL EQUITY POOL

Statements of Changes in Net Assets Attributable to Holders of Redeemable Units
(In thousands of dollars and units)

Years ended December 31, 2024 and 2023

	Series A		Series F		Series I		Series O		Total	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Net assets attributable to holders of redeemable units, beginning of year	\$ 50,496	\$ 25,841	\$ 13,613	\$ 7,501	\$ 9,883	\$ 5,785	\$ 6,413	\$ 119	\$ 80,405	\$ 39,246
Increase in net assets attributable to holders of redeemable units per series	12,512	6,244	3,764	1,814	2,581	1,472	1,860	519	20,717	10,049
Redeemable unit transactions:										
Proceeds from redeemable units issued	44,206	20,241	12,020	5,249	6,433	3,261	7,457	5,839	70,116	34,590
Reinvestment of distributions to holders of redeemable units	270	124	49	20	–	3	–	6	319	153
Redemption of redeemable units	(6,963)	(1,954)	(1,070)	(966)	(1,473)	(620)	(1,291)	(61)	(10,797)	(3,601)
	37,513	18,411	10,999	4,303	4,960	2,644	6,166	5,784	59,638	31,142
Distributions to holders of redeemable shares:										
Net investment income	–	–	–	(5)	–	(18)	–	(9)	–	(32)
Total distributions paid to holders of redeemable units	–	–	–	(5)	–	(18)	–	(9)	–	(32)
Net increase in net assets attributable to holders of redeemable units	50,025	24,655	14,763	6,112	7,541	4,098	8,026	6,294	80,355	41,159
Net assets attributable to holders of redeemable units, end of year	\$ 100,521	\$ 50,496	\$ 28,376	\$ 13,613	\$ 17,424	\$ 9,883	\$ 14,439	\$ 6,413	\$ 160,760	\$ 80,405
Increase (decrease) in redeemable units outstanding:										
Beginning of year	4,168	2,513	1,099	720	774	544	495	11	6,536	3,788
Issued	3,312	1,816	883	463	447	284	517	488	5,159	3,051
Issued on reinvestment of distributions	20	11	3	2	–	–	–	1	23	14
Redeemed	(517)	(172)	(76)	(86)	(97)	(54)	(92)	(5)	(782)	(317)
Redeemable units outstanding, end of year	6,983	4,168	1,909	1,099	1,124	774	920	495	10,936	6,536
Weighted average units outstanding, during the year	5,637	3,343	1,548	918	958	670	702	233		

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

VPI TOTAL EQUITY POOL

Statements of Cash Flows
(In thousands of dollars)

Years ended December 31, 2024 and 2023

	2024	2023
Cash flows from (used in) operating activities:		
Increase in net assets attributable to holders of redeemable units	\$ 20,717	\$ 10,049
Adjustments for:		
Foreign exchange loss on cash	62	31
Net realized gain on sale of investments	(1,790)	(325)
Transaction costs	25	15
Change in unrealized appreciation in value of investments	(18,857)	(9,571)
Purchase of investments	(75,658)	(37,089)
Proceeds from sale of investments	16,012	8,207
Dividends receivable	(34)	(59)
Interest receivable for distribution purposes	–	1
Due from Manager	–	12
Accounts payable and accrued liabilities	8	10
Management fees payable	107	38
Net cash used in operating activities	(59,408)	(28,681)
Cash flows from (used in) financing activities:		
Distributions paid to holders of redeemable units, net of reinvested distributions	319	121
Proceeds from redeemable units issued	68,732	33,837
Redemption of redeemable units	(9,891)	(3,002)
Net cash from financing activities	59,160	30,956
Foreign exchange loss on cash	(62)	(31)
Net increase (decrease) in cash and cash equivalents	(310)	2,244
Cash and cash equivalents, beginning of year	4,174	1,930
Cash and cash equivalents, end of year	\$ 3,864	\$ 4,174
Supplementary information:		
Dividends received, net of withholding tax	\$ 1,630	\$ 953
Interest received, net of withholding tax	349	165

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

VPI TOTAL EQUITY POOL

Schedule of Investment Portfolio

(In thousands of dollars, except for unit amounts)

December 31, 2024

Number of units, shares	Description	Average cost	Fair value	% of net assets
Equities:				
Banks:				
41,899	Bank of Nova Scotia	\$ 3,003	\$ 3,234	
39,009	Canadian Western Bank	1,321	2,292	
35,792	Royal Bank of Canada	4,928	6,203	
80,461	Toronto-Dominion Bank	6,771	6,158	
		16,023	17,887	11.12
Capital Goods:				
18,881	AMETEK Inc.	4,383	4,895	
23,678	Badger Infrastructure Solutions Ltd.	843	850	
		5,226	5,745	3.57
Commercial and Professional Services:				
23,334	Boyd Group Services Inc.	5,140	5,058	
125,779	Element Fleet Management Corp.	2,327	3,655	
13,030	Thomson Reuters Corp.	2,430	3,008	
		9,897	11,721	7.29
Consumer Discretionary Distribution and Retail:				
58,608	Aritzia Inc.	1,888	3,132	
42,298	Dollarama Inc.	4,217	6,775	
11,449	Lowe's Companies Inc.	3,276	4,064	
		9,381	13,971	8.69
Communication Services:				
6,754	Domino Pizza Inc.	3,786	4,077	
62,181	MTY Food Group Inc.	3,299	2,846	
		7,085	6,923	4.31
Consumer Staples Distribution and Retail:				
77,964	Alimentation Couche Tard Inc.	5,161	6,215	3.87
Energy:				
90,722	Canadian Natural Resources Ltd.	3,680	4,026	2.50
Financial Services:				
10,495	Berkshire Hathaway Inc., Class B	4,966	6,842	
81,315	Brookfield Corp.	3,875	6,718	
44,933	Intercontinental Exchange Inc.	7,620	9,629	
19,841	Visa Inc., Class A	6,488	9,018	
		22,949	32,207	20.03
Materials:				
22,481	Methanex Corp.	1,324	1,615	
33,401	Stella-Jones Inc.	2,099	2,378	
40,454	Wheaton Precious Metals Corp.	2,493	3,273	
		5,916	7,266	4.52

VPI TOTAL EQUITY POOL

Schedule of Investment Portfolio (continued)
(In thousands of dollars, except for unit amounts)

December 31, 2024

Number of units, shares	Description	Average cost	Fair value	% of net assets
Media and Entertainment:				
44,274	Alphabet Inc., Class A	\$ 8,451	\$ 12,054	7.50
Pharmaceuticals, Biotechnology & Life Sciences:				
162,989	DRI Healthcare Trust	2,014	1,928	
5,129	Thermo Fisher Scientific Inc.	3,686	3,838	
		5,700	5,766	3.59
Semiconductor and Semiconductor Equipment:				
10,495	Texas Instruments Inc.	2,307	2,830	1.76
Software and Services:				
21,421	Kinaxis Inc.	3,385	3,709	
8,465	Microsoft Corp.	4,088	5,132	
5,088	Roper Technologies Inc.	3,408	3,804	
		10,881	12,645	7.87
Technology Hardware and Equipment:				
9,868	Apple Inc.	2,344	3,554	2.21
Transportation:				
34,268	Canadian National Railway Co.	5,431	5,002	
27,260	TFI International Inc.	4,440	5,295	
		9,871	10,297	6.41
Utilities:				
71,561	Brookfield Infrastructure Partners LP	3,075	3,269	2.03
Summary:				
Equities		127,937	156,376	97.27
Transaction costs		(42)		
Total financial assets at FVTPL		127,895	156,376	97.27
Cash:				
Domestic		3,684	3,684	
Foreign		180	180	
Total cash		3,864	3,864	2.40
Other assets, net of liabilities			520	0.33
Total net assets attributable to holders of redeemable units			\$ 160,760	100.00

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

VPI TOTAL EQUITY POOL

Notes to Financial Statements

(In thousands of dollars, except for unit amounts)

Years ended December 31, 2024 and 2023

1. Reporting entity:

- (a) VPI Total Equity Pool (the Pool) is an open-ended mutual fund trust, established on July 2, 2021 by declaration of trust under the laws of the Province of Ontario. As of July 2021, the registered office of the Pool is located at 300-175 Hargrave St., Winnipeg, Manitoba. The trustee of the Pool is RBC Investor Services Trust and the Manager of the Pool is Value Partners Investments Inc. (VPI or the Manager).

The Pool commenced operations on July 2, 2021 with Series A, Series F, and Series O. Effective June 15, 2022 all Series O units were renamed as Series I units. Effective June 28, 2022, Series O units of the Pool were qualified for distribution. Effective June 27, 2024, Series P units of the Pool were qualified for distribution and as at December 31, 2024, one unit has been issued.

The Pool's objective is to generate longer term growth in value through the increase in the value of its holdings, and through the receipt and reinvestment of dividend income from its holdings. It invests primarily in equity securities.

On September 8, 2023, Great-West Lifeco Inc. and a wholly owned subsidiary of The Canada Life Assurance Company, 14894821 Canada Inc. acquired all the issued and outstanding shares of Value Partners Group Inc. ("VPGI"), the parent company of the Manager, from the previous shareholders of VPGI ("the acquisition"). As a result of the acquisition, there was a change in control of the Manager of the Pool.

- (b) Redeemable units issued and outstanding are considered to be capital of the Pool. The Pool's authorized capital consists of an unlimited number of units and series without par value. The number of outstanding units of each series is disclosed in the statements of financial position.

Series A units are subject to a negotiated sales commission payable by the investor at the time of purchase. Series F units are only available to investors that have a fee-based account with a dealer that has signed a Series F agreement with the Manager. Series I units are available to investors who have, or whose dealer has, entered into an agreement directly with the Manager to purchase Series I units and who make the required minimum investment and minimum additional investment as set out by the Manager from time to time.

VPI TOTAL EQUITY POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

Years ended December 31, 2024 and 2023

1. Reporting entity (continued):

- (b) Such investors may include investors who opened a discretionary investment management account with the Manager prior to on or about September 30, 2022, certain institutional investors as approved by the Manager and other mutual funds managed by the Manager. Series O units of the Pool are available to investors who have entered into a discretionary investment management account with the Manager. Series P units are available to investors who have a discretionary investment management account with a dealer who has signed a Series P agreement with the Manager.

Except for Series I, each series of units pays its proportionate share of common expenses of the Pool, in addition to expenses that are unique to that series. Proportionate fund expenses for Series I, both common fund expenses, as well as expenses unique to Series I, are paid by the Manager. Distributions of each series may vary due to the differences in expenses between the series.

- (c) Unitholders may redeem all or part of their units by delivering a written request to do so to the Manager or Trustee or to an investment dealer, securities dealer or mutual fund dealer for delivery to the Manager or Trustee. Units will be redeemed at the net asset value per unit as determined on the next valuation date. Requests for redemption received after 4:00 p.m., Toronto time, on any day are deemed to be received on the first business day following the date of the actual receipt.

2. Basis of preparation:

These financial statements have been prepared in compliance with IFRS Accounting Standards (IFRS).

The financial statements were authorized for issue by the Manager on behalf of the board of directors on March 13, 2025.

- (a) Basis of measurement:

The financial statements have been prepared on an historical cost basis except for investments at fair value through profit or loss, which are measured at fair value.

- (b) Functional and presentation currency:

These financial statements are presented in Canadian dollars, which is the Pool's functional currency. All financial information presented in Canadian dollars has been rounded to the nearest thousand.

VPI TOTAL EQUITY POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

Years ended December 31, 2024 and 2023

2. Basis of preparation (continued):

(c) Use of estimates and judgments:

The preparation of the financial statements in conformity with IFRS requires management 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 accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

The most significant judgments made by the Manager in preparing these financial statements is in determining the fair value of financial instruments not traded in an active market under IFRS 13 - *Fair Value Measurement* (IFRS 13).

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) Classification and measurement:

Financial assets are required to be classified into one of the following categories: fair value through profit or loss (FVTPL), amortized cost or fair value through other comprehensive income (FVOCI) based on the entity's business model for managing financial assets and the contractual cash flow characteristics of the financial assets. Financial liabilities are measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is derivative or it is designated as such on initial recognition.

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.

VPI TOTAL EQUITY POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

Years ended December 31, 2024 and 2023

3. Material accounting policies (continued):

(a) Financial instruments (continued):

(i) Classification and measurement (continued):

Financial instruments held-for trading or at FVTPL are recognized initially on the trade date, which is the date on which the Pool becomes a party to the contractual provisions of the instrument. Other financial assets and financial liabilities are recognized on the date on which they are originated. The Pool 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 statements of financial position only when the Pool 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.

At December 31, 2024 and 2023, no amounts have been offset in the statements of financial position.

(ii) FVTPL:

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 Pool has classified its investments in securities, derivative financial assets and derivative financial liabilities 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 Pool 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 Pool'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.

VPI TOTAL EQUITY POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

Years ended December 31, 2024 and 2023

3. Material accounting policies (continued):

(a) Financial instruments (continued):

(ii) FVTPL (continued):

The fair value of financial assets and liabilities that are not traded in an active market, including 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.

The Pool's accounting policies for measuring the fair value of investments are consistent with those used for measuring its net asset value for transactions with unitholders.

(iii) Amortized cost:

Financial instruments classified under amortized cost include financial assets that are held to collect contractual cash flows and are expected to give rise to cash flows representing solely payments of principal and interest and financial liabilities not classified as FVTPL. Such financial assets and liabilities are recognized initially at fair value plus any directly attributable transaction costs.

Subsequent measurement of these financial assets and financial liabilities is at amortized cost using the effective interest method, less any impairment losses. Interest income is recognized by applying the effective interest rate.

The Pool classifies cash, accrued dividends receivable, subscriptions receivable, accounts payable and accrued liabilities, redemptions payable and management fees payable as amortized cost. Cash includes cash on deposit with the custodian.

The effective interest method is a method of calculating the amortized cost of a financial asset or liability and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

VPI TOTAL EQUITY POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

Years ended December 31, 2024 and 2023

3. Material accounting policies (continued):

(a) Financial instruments (continued):

(iv) Impairment:

For financial assets measured at amortized cost, the Pool uses an expected credit loss (ECL) impairment model. The ECL model uses an allowance for expected credit losses being recorded regardless of whether or not there has been an actual loss event.

The Pool measures the loss allowance at an amount equal to lifetime ECL for trade and other receivables. Lifetime ECL's are the ECL's that result from all possible default events over the expected life of the trade and other receivables. ECL's are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (that being the difference between the cash flows due to the Pool in accordance with the contract and the cash flows that the Pool expects to receive). ECL's are discounted at the effective interest rate of the financial asset.

(b) Redeemable units:

The Pool classifies financial instruments issued as financial liabilities or equity instruments in accordance with the substance of the contractual terms of the instruments. The Pool has multiple classes of redeemable units that do not have identical features and therefore, does not qualify as equity under International Accounting Standard (IAS) 32, *Financial Instruments - presentation* (IAS 32).

The redeemable units, which are measured at the redemption amounts and are considered a residual amount of the net assets attributable to holders of redeemable units, provide investors with the right to require redemption, subject to available liquidity, for cash at a unit price based on the Pool's valuation policies at each redemption date.

VPI TOTAL EQUITY POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

Years ended December 31, 2024 and 2023

3. Material accounting policies (continued):

(c) Foreign currency:

The Pool's subscriptions and redemptions are denominated in Canadian dollars, which is also its functional and presentation currency. 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 exchange gains and losses relating to cash are presented as 'Foreign exchange gain (loss) on cash' and those relating to other financial assets and liabilities are presented within 'Net realized gain' and 'Change in unrealized appreciation (depreciation)' in the statement of comprehensive income.

(d) Investment transactions and revenue recognition:

Interest income for distribution purposes from investments in bonds and short-term investments represents the coupon interest received by the Pool accounted for on an accrual basis. The Pool does not use the effective interest method to amortize premiums paid or discounts received on the purchase of fixed-income securities. 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) Increase (decrease) in net assets attributable to holders of redeemable units, per unit:

Increase (decrease) in net assets attributable to holders of redeemable units, per unit in the statement of comprehensive income represents the net increase (decrease) in the net assets from operations for each series for the period divided by the weighted average units outstanding for each series for the period.

VPI TOTAL EQUITY POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

Years ended December 31, 2024 and 2023

3. Material accounting policies (continued):

(f) Income taxes:

The Pool qualifies as a Mutual Fund Trust as defined in the *Income Tax Act* (Canada). Pursuant to the terms of the Declaration of Trust establishing the Pool, it is considered to distribute annually to the unitholders all of the net taxable income, including net realized gains on sale of investments, and such distributions are immediately reinvested in units of the Pool.

In general, the Pool is subject to income tax, however no income tax is payable on net income and/or net realized capital gains which are distributed to unitholders. In addition, income taxes payable on net realized capital gains is refundable on a formula basis when units of the Pool are redeemed.

Capital losses are available to be carried forward indefinitely and applied against future capital gains. Any non-capital losses that are realized in the taxation year 2006 and after may be carried forward for 20 years and applied against future income and capital gains.

(g) Accounting standards issued but not yet effective:

The International Accounting Standards Board issued IFRS 18, *Presentation and Disclosure in Financial Statements* (IFRS 18) on April 9, 2024, which will replace IAS 1, *Presentation of Financial Statements*.

This new standard, effective for annual periods beginning on or after January 1, 2027, aims to improve financial statement comparability and transparency by introducing a more structured statement of comprehensive income.

Key changes include new categories for income and expenses (operating, investing, and financing), defined subtotals like operating profit, and requirements for management-defined performance measures. The Manager is assessing the implications of IFRS 18 and its impact on the Pool's financial statements and disclosures.

VPI TOTAL EQUITY POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

Years ended December 31, 2024 and 2023

4. Management fees and expenses:

Except for Series I, Series O and Series P units, the Manager of each series of units is entitled to a monthly management fee from the Pool based on a percentage of the net asset value of each series of units as of the close of business on each business day calculated at the following annual rates:

Series A	1.80%
Series F	0.90%

The Manager offers a management fee reduction program to qualified investors in Series A and Series F units. If the unitholder qualifies under this program, the management fee charged to the Pool is reduced and the Pool distributes the amount of the reduction to the investor by way of a management fee distribution. Management fee distributions are automatically reinvested in additional units of a particular series of the Pool unless negotiated otherwise with the Manager.

No management fee is charged to the Pool with respect to Series I and Series P units. For Series I units, each investor negotiates a separate fee that is paid directly to the Manager. For Series P units, the dealer pays a fee directly to the Manager on behalf of its discretionary investment management accounts. Series O units of the Pool pay a portfolio management fee based on a percentage of the net asset value of Series O units as of the close of business on each business day calculated at a rate of 0.20% annually.

Except for Series I units, in addition to the management fee, each series of units pays its proportionate share of common operating expenses of the Pool, in addition to expenses that are unique to that series. These expenses include, but are not limited to audit, legal and filing fees, custodial, recordkeeping and trustee fees, transfer agent fees, investor servicing costs, taxes, compensation and expenses of the Independent Review Committee, and costs of unitholder reports, financial reporting, prospectuses, regulatory filings, and other communications. Brokerage commissions and transaction costs for buying and selling investments for the Pool's portfolio are also paid by the Pool, as well as the costs and expenses related to holding any meeting convened by unitholders. The Manager may, at its own discretion, absorb a portion of the operating expenses of Series A, Series F, Series O or Series P units from time to time.

Proportionate fund expenses for Series I units, both common fund expenses, as well as expenses unique to Series I, are fully absorbed by the Manager.

The Manager absorbed a portion of the operating expenses (note 5) of the Pool during the years ended December 31, 2024 and 2023.

VPI TOTAL EQUITY POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

Years ended December 31, 2024 and 2023

5. Related party transactions:

Related party balances of the Pool as at December 31, 2024 and 2023 are as follows:

	2024	2023
Management fees payable	\$ 191	\$ 84

Related party transactions of the Pool for the years ended December 31, 2024 and 2023 are as follows:

	2024	2023
Management fees	\$ 1,655	\$ 804
Absorbed expenses	(38)	(36)

These transactions are in the normal course of operations and are measured at the exchange amount which is the amount of consideration established and agreed to by the related parties.

As of December 31, 2024 and 2023, the Manager or parent company of the Manager held the following number of units in the Pool:

	2024	2023
Series O	1	1
Series P	1	-

VPI TOTAL EQUITY POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

Years ended December 31, 2024 and 2023

6. Brokerage commissions:

Commissions paid to brokers for portfolio transactions for the years ended December 31, 2024 and 2023 is disclosed in the statement of comprehensive income.

There were \$8 of soft dollar commissions paid during the year ended December 31, 2024 (2023 - \$6)

7. Income taxes:

As of December 31, 2024 and 2023, there were no non-capital losses available for carry forward.

Capital losses available for carry forward as of December 31, 2024 and 2023 are as follows:

	2024	2023
Capital losses	\$ 8	\$ 8

8. Financial risk management:

The investment activities of the Pool expose the Pool to various types of financial risks. The Manager seeks to minimize potential adverse effects of these risks on the Pool by contracting a professional, experienced portfolio manager, by monitoring the Pool and market events on a daily basis, and by diversifying the investment portfolio within the parameters of the investment objective and strategy.

The most significant risks include market risk (other price risk, interest rate risk and currency risk), credit risk and liquidity risk. These risks and related risk management practices employed by the Pool are discussed below:

(i) Other price risk:

Other price risk is the risk that the 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, its issuer, or all factors affecting all instruments traded in a market or market segment. The maximum risk resulting from financial instruments held by the Pool is determined by the fair value of the financial instruments.

VPI TOTAL EQUITY POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

Years ended December 31, 2024 and 2023

8. Financial risk management (continued):

(i) Other price risk (continued):

The portfolio manager moderates this risk through a careful selection of securities within specified parameters established for the Pool.

For the Pool, the most significant exposure to other price risk arises from investments in equity securities.

The following table shows the exposure of the Pool to equity securities and indicates the impact on net assets if the prices of the equity securities on the respective stock exchanges increased or decreased by 5 percent, with all other variables held constant.

	Fair value of equities	% of net assets	Impact on net assets (\$)	Impact on net assets (%)
As at December 31, 2024	\$ 156,376	97.27%	\$ 7,819	4.86%
As at December 31, 2023	76,108	94.66%	3,805	4.73%

(ii) Interest rate risk:

Interest rate risk arises on interest-bearing financial instruments such as bonds. The majority of the Pool's financial assets and liabilities are non-interest bearing. As a result, the Pool is not subject to a significant amount of interest rate risk due to fluctuations in the prevailing level of market interest rates.

(iii) Credit risk:

Credit risk is the risk that the counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Pool.

At December 31, 2024 and 2023, the Pool had no significant investments in debt instruments and/or derivatives.

VPI TOTAL EQUITY POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

Years ended December 31, 2024 and 2023

8. Financial risk management (continued):

(iv) Liquidity risk:

The Pool is exposed to liquidity risk to the extent that it is subject to daily cash redemptions of redeemable units. Therefore, the Pool invests the majority of its assets in investments that are traded in an active market and can be readily disposed. In addition, the Pool retains sufficient cash positions to maintain liquidity.

(v) Currency risk:

The Pool uses the Canadian dollar as its functional and reporting currency. Currency risk is the risk that the value of monetary assets and liabilities denominated in currencies other than the Canadian dollar (the functional currency of the Pool), will fluctuate due to changes in exchange rates.

The only foreign currency to which the Pool was exposed at December 31, 2024 and 2023 was the U.S. dollar. The following tables illustrate the potential impact to the Pool's net assets, all other variables held constant, as a result of a 5 percent change in these currencies relative to the Canadian dollar. .

As at December 31, 2024	Foreign currencies (\$)	Impact on net assets (\$)	Impact on net assets (%)
Financial assets at FVTPL	\$ 69,737	\$ 3,487	2.17%
Cash	180	9	0.01%
Other assets less liabilities	40	2	0.00%
	<u>\$ 69,957</u>	<u>\$ 3,498</u>	<u>2.18%</u>

As at December 31, 2023	Foreign currencies (\$)	Impact on net assets (\$)	Impact on net assets (%)
Financial assets at FVTPL	\$ 32,443	\$ 1,622	2.02%
Cash	51	3	0.00%
Other assets less liabilities	42	2	0.00%
	<u>\$ 32,536</u>	<u>\$ 1,627</u>	<u>2.02%</u>

VPI TOTAL EQUITY POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

Years ended December 31, 2024 and 2023

8. Financial risk management (continued):

(vi) Concentration risk:

Concentration risk arises as a result of the concentration of exposures within the same category, whether it is geographical location, product type, industry sector or counterparty type. The market segments are represented as a percentage of financial assets at FVTPL. The following is a summary of the Pool's concentration risk:

Market segment	December 31,	December 31,
Long	2024	2023
	%	%
Banks	11.45	12.07
Capital goods	3.67	0.89
Commercial and professional services	7.50	5.65
Consumer discretionary distribution and retail	8.93	9.12
Consumer services	4.43	2.59
Consumer staples distribution and retail	3.97	4.31
Energy	2.57	2.79
Financial services	20.60	21.85
Health care equipment and services	—	2.84
Materials	4.65	7.91
Media and entertainment	7.71	6.09
Pharmaceuticals, biotechnology and life sciences	3.69	4.48
Semiconductor and semiconductor equipment:	1.81	2.56
Software and services	8.08	6.60
Technology hardware and equipment	2.27	1.78
Telecommunication services	—	0.87
Transportation	6.58	7.60
Utilities	2.09	—
	100.00	100.00

(vii) Other risk:

Unexpected volatility or illiquidity could occur due to legal, political, regulatory, economic or other developments, such as public health emergencies, including an epidemic or pandemic, natural disasters, tariffs, war and related geopolitical risks, and may impair the portfolio manager's ability to carry out the objectives of the Pool or cause the Pools to incur losses. Neither the duration nor ultimate effect of any such market conditions, nor the degree to which such conditions may worsen can be predicted.

VPI TOTAL EQUITY POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

Years ended December 31, 2024 and 2023

9. Fair value disclosure:

(i) Valuation models:

The Pool's assets and liabilities recorded at fair value have been categorized based upon a fair value hierarchy. The fair value of a financial instrument 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 Pool's financial instruments are recorded at fair value or at amounts that approximate fair value in the financial statements. The Pool classifies fair value measurements within a hierarchy which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are:

Level 1: Inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities that the Manager has the ability to access at the measurement date.

Level 2: Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, including inputs in markets that are not considered to be active.

Level 3: Inputs that are unobservable. There is little if any market activity. Inputs into the determination of fair value require significant management judgment or estimation.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Changes in valuation methods may result in transfers into, or out of, a financial instrument's assigned level.

VPI TOTAL EQUITY POOL

Notes to Financial Statements (continued)
(In thousands of dollars, except for unit amounts)

Years ended December 31, 2024 and 2023

9. Fair value disclosure (continued):

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

The following tables present information about the Pool's assets which are recorded at fair value on a recurring basis as of December 31, 2024 and 2023:

Financial assets at fair value as at December 31, 2024:

December 31, 2024	Level 1	Level 2	Level 3	Total
Equities - long	\$ 156,376	\$ -	\$ -	\$ 156,376

Financial assets at fair value as at December 31, 2023:

December 31, 2023	Level 1	Level 2	Level 3	Total
Equities - long	\$ 76,108	\$ -	\$ -	\$ 76,108

During the years ended December 31, 2024 and 2023, there were no transfers between levels. The financial instruments not measured at FVTPL are short-term financial assets and financial liabilities whose carrying amounts approximate fair value.