

S A S K W O R K S

SEMI-ANNUAL REPORT

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RECENT TRANSACTIONS



MATRIX ENERGY TECHNOLOGIES INC.

\$4.5 MILLION | NEW INVESTMENT

Matrix Energy Technologies Inc. is a publicly traded drilling company that operates a contract drilling and directional drilling business. The Company is being used as a consolidation vehicle for drilling rigs and recently acquired the assets of Vortex Drilling and Stampede Drilling. In November, the Company conducted a \$20 million private placement in which SaskWorks participated. The raise was used to finance the aforementioned acquisitions, working capital, and future capital expenses. Matrix is backed by a management team and board that has a history of creating shareholder value and we believe they are well positioned to repeat their success.



TURNSTONE ENERGY INC.

\$1.6 MILLION | FOLLOW-ON INVESTMENT

Turnstone Energy Inc. is an oil and gas producer operating in South East and South West Saskatchewan. The Company was capitalized in late 2015 and is led by a strong management team with a history of creating shareholder value. SaskWorks made its first investment in early 2017 through the grey market. The Fund continues to add to its position through secondary transactions as we believe this Company has strong growth potential and is well positioned to succeed in the current energy market.



WESTCON EQUIPMENT & RENTALS LTD.

\$562,500 | EXIT (EQUITY)

Westcon Equipment & Rentals Ltd. sells, services, and rents equipment in the construction, road building, utilities, and mining sectors. SaskWorks' original investment was in 2004 when the Fund partnered with a local manager to buyout the Saskatchewan and Manitoba assets of Strongco Equipment Ltd. After holding the investment for nearly 14 years, the Company agreed to buy the Funds shares at the beginning of the year. Despite weakness in the sector and the economic climate, the investment performed well over the holding period.

DEAR SHAREHOLDER

THANK YOU FOR YOUR INVESTMENT IN SASKWORKS VENTURE FUND.

Our shareholders have demonstrated their confidence in SaskWorks once again by contributing \$40 million to the fund in 2017. Saskatchewan residents invested faster and earlier than previous years, causing the fund to become fully-subscribed for 2017 tax credit investment by February 27, 2018.

SaskWorks' benefits are twofold: the Fund allows Saskatchewan residents to invest in our province's economy, while creating a pool of capital that is deployed with the goal of growing local, privately-owned businesses. In addition to economic growth, the program actively encourages affordable saving and investing activities by Saskatchewan residents.

Since 2001, SaskWorks has evolved to anticipate and meet the investment needs of a growing number of shareholders and portfolio companies across the province. Our fund was founded on the conviction that bringing together a committed group of investment professionals with strong ties to Saskatchewan's business community would drive competitive returns and the province's economy.

Today, we are Saskatchewan's largest* and top-performing** retail venture capital corporation. Our established platform offers high-quality private equity exposure to investors seeking portfolio diversification, providing access to a broad range of private investments that are identified and managed using rigorous due diligence, governance and monitoring procedures. The low correlation of Saskatchewan's private sector to the comparatively volatile public markets has helped SaskWorks generate attractive returns to investors through varied economic cycles.

SaskWorks' diversification efforts allow a greater variety of Saskatchewan companies to benefit from the fund's participation while mitigating risk for the fund's shareholders. With over \$516 million in assets under management, SaskWorks has earned the flexibility to structure investments with a combination of debt and equity instruments.

SaskWorks' board and management team, PFM Capital Inc., are committed to the Fund's mandate of providing sound stewardship of shareholder capital to generate positive returns, and consequently stimulate growth in Saskatchewan's economy.

With over **\$516 million** in assets under management, SaskWorks has earned the flexibility to structure investments with a combination of debt and equity instruments.

* Based on Fund size in both Diversified share Class and Resources share Class per Morningstar.com as at February 28, 2018.

** Based on 1 year, 3 year, 5 year, 10 year and since inception returns in Diversified share Class and 1 year, 3 year, 10 year returns in Resources share class per Morningstar.com as at February 28, 2018.

STAMPEDE DRILLING LTD.

\$1.9 MILLION | EXIT

With over sixteen years of experience, SaskWorks has strengthened its ability to identify profitable opportunities and add value to investee companies.

We leverage our collective experience to maintain a rigorous process of identifying, qualifying and monitoring investments to achieve meaningful results for our investees and shareholders.

With over sixteen years of experience, SaskWorks has strengthened its ability to identify profitable opportunities and add value to investee companies. We've identified continued demand for management buyout (MBO) financing, a type of investment where SaskWorks funds an employee group or management team to purchase their company from its existing owners. MBOs capitalize on employees' understanding of and commitment to their company. With SaskWorks' input, investments of this type reinvigorate businesses' growth potential and drive operational efficiencies, allowing the business's original owners to benefit from an attractive succession plan while retaining the operations, assets and human capital of the company in the province in which it was founded.

As active stewards of our shareholder's investments, it is our goal to consistently preserve value across market cycles. As a risk-management measure, we structure diverse investments across industries with a combination of debt and equity instruments, working with investees to provide capital that is well-suited to their business plan. Many portfolio companies demonstrate consistently strong cash flow and are well suited to a loan from the Fund. Lending to a portfolio company often complements ownership interests and represents ongoing fixed repayment obligations, helping to achieve long-term, consistent returns.

In the 2017-2018 budget, the Provincial Government amended the maximum allowable LSVCC tax credit for each taxation year after 2017 from 20% to 17.5%. In addition, SaskWorks' annual sales cap has been reduced from \$40 million to \$35 million. The Federal tax credit will remain at 15%, meaning SaskWorks investors will receive a 32.5% combined tax credit for 2018 and subsequent tax years.

SaskWorks' board and management team proactively engage on legislation and regulation affecting the fund and its shareholders, encouraging and participating in constructive dialogue with policymakers to achieve mutually-beneficial ends. Despite recent regulatory amendments, the fund's core principle – to provide sound stewardship of private capital in the interest of driving shareholder returns – remains constant. SaskWorks is proud that many of our earliest shareholders have demonstrated their continued confidence in our Saskatchewan-focused mandate by reinvesting back into the fund once their shares have reached the eight-year maturity date.

Achieving yet another sell-out year is an indicator of our shareholders' confidence in SaskWorks' growth prospects. We remain committed to a long-term investment perspective and our emphasis on maintaining prudent governance standards, best practices consistent with our industry and an overarching goal to create and support opportunity within our province. Saskatchewan's economy is poised for continued growth; together, we've proven that investing in Saskatchewan works.



Doug Frondall
Chair, Board of Directors



Randy Beattie
President and CEO



INVESTEE HIGHLIGHT

ALL-FAB BUILDING COMPONENTS LP

\$9.7 MILLION | NEW INVESTMENT

All-Fab Building Components LP (“All-Fab”) designs, manufactures and distributes structural wood building components for residential, commercial and agricultural applications as well as ready-to-move homes and buildings in Canada and the United States. The Company operates under three brands: All-Fab, Olympic, and Nu-Fab, with manufacturing facilities in Winnipeg, Regina, Saskatoon, Edmonton, Brandon, and Stony Mountain, Manitoba. The investment was a management buyout which allowed the original owners to exit and the management team to invest alongside the Fund. SaskWorks’ investment will help position the Company to continue to grow, while upholding All-Fab’s commitment to excellence in customer service and product quality.

INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE

This interim management report of fund performance contains financial highlights but does not contain the complete semi-annual financial statements of the Fund. The complete semi-annual financial statements of the Fund are included later in this semi-annual report or can be obtained, at no cost to you, by calling 1-306-791-4833, by writing to us at 1925 Victoria Avenue, 2nd Floor, Regina, Saskatchewan, S4P 0R3, or by visiting our website at www.saskworks.ca or SEDAR at www.sedar.com.

Shareholders may also contact us using one of these methods to request a copy of the Fund's proxy voting policies and procedures, proxy voting disclosure record, or annual report.

The purpose of this section is to summarize the performance of SaskWorks Venture Fund Inc. ("SaskWorks" or "the Fund") for the six months ended February 28, 2018.

Unless otherwise indicated, references to amounts at February 28, 2018 or to the six month period ended February 28, 2018 are specific to the Fund's Class A shares and Class R shares in aggregate.

SaskWorks is a publicly accountable enterprise and investment fund to which the Canadian Securities Administrators' National Instrument 81-106, "Investment Fund Continuous Disclosure" is applicable. Therefore, the Fund adopted International Financial Reporting Standards ("IFRS") for the first time for beginning September 1, 2014.

Beginning January 1, 2016 the Fund began offering its Class A and Class R shares in series. Class A Series A and Class R Series A shares have a sales and trailer commission associated with them while Class A Series F and Class R Series F do not.

Net asset value per share for each series is calculated at the end of each week by dividing the net asset value of each series by its outstanding shares. The net asset value of each series of a class is computed by calculating the value of the series-specific assets and series' proportionate share of the class' common assets less the series-specific liabilities and less the series' proportionate share of the class' common liabilities. Income and expenses directly attributable to a series are charged to that series while common class income and expenses and realized and unrealized gains and losses are allocated to each series. A proportionate share of or allocation to each series of a class is based on that series' pro rata share of the total share capital of that class as at the latest available weekly net asset valuation.

INVESTMENT OBJECTIVE AND STRATEGIES

The Fund invests in small and medium-sized Saskatchewan eligible businesses, with the objective of achieving long term capital appreciation. In addition, the Fund may participate in investment groups and consortia in situations where the investment opportunity involves a larger investment than the Fund is allowed or believes prudent to make by itself.

Under *The Labour-sponsored Venture Capital Corporations Act* (Saskatchewan) ("the Saskatchewan Act"):

- ▶ eligible investments for the Fund ("eligible investments") are investments in eligible businesses, defined as taxable corporations or limited partnerships that carry on business in Saskatchewan, that together with related corporations or limited partnerships, do not have more than 500 employees, and that in the taxation year preceding the investment paid at least 25% of all their wages and salaries to employees of their permanent establishment in Saskatchewan;
 - ▶ direct investments in public companies with a market capitalization of \$500,000 or more are prohibited. If an investment is acquired through acquisitions or mergers and the resulting investment has over \$500,000 in capitalization, such investment must be disposed of within two years from the end of the fiscal year of the Fund of such acquisition or merger;
 - ▶ new investment in agricultural land acquired primarily for rental or leasing purposes is prohibited; and
 - ▶ the Fund is required to have innovation sector investment exposure of 25% of annual net capitalization defined as annual capital raised within the Fund less annual capital redeemed, multiplied by the Fund's 75% pacing requirement.
- The Fund may not invest more than 10% of the net asset value attributable to the Class A and Class R shares of the Fund in any one eligible business, and may not invest in an eligible business if the Fund and the eligible business are not at arm's length, within the meaning of the Saskatchewan Act. In respect of any investment, the Fund will take into consideration any anticipated follow-on or subsequent investment, either by way of debt or equity. Such a subsequent investment will typically be made only if the investee meets certain tests, such as timing and performance targets that were fixed at the date of the original investment in the eligible business.
- The Fund will seek out eligible investments in both rural and urban centres throughout Saskatchewan.
- Desirable investment opportunities for the Fund are businesses that provide an opportunity for a return on investment commensurate with the perceived risk. It is anticipated that investments will be in businesses which are at one of the following stages of development:
- ▶ **Expansion Financing.** Investments in businesses that require financing to expand sales, or to launch a new product or service.
 - ▶ **Management/Employee Buyouts.** Investments where the proceeds of the financing are used to acquire control of a business that has significant expansion potential that can be realized by adding new management and capital.
 - ▶ **Restructurings or Turnarounds.** Investment in businesses which have the potential to succeed if additional investment is received and/or changes in management, staffing, operations or marketing strategies are made.

› **Early-Stage Investments.** Investments will be in businesses which have been in operation for a period of time, but have not yet fully developed their product or service. Typically, funding will be required to address limitations or opportunities that have been identified subsequent to the initial business plan.

Prospective eligible investments will be expected to demonstrate some or all of the following characteristics:

- › a strong and experienced management team which is financially committed to and rewarded by the company's success;
- › a strong competitive position as a result of superior technology, innovative products, comparative cost advantage, established market position, significant barriers to entry and/or dominant distribution in its market;
- › with respect to expansion funding, a reasonable expectation of earnings growth based on past financial performance or a strong likelihood of new market success;
- › with respect to start up or early stage funding, a sound business concept or plan which presents a convincing opportunity to establish a comparative business advantage in a growth market;
- › with respect to term debt, a reasonable level of unencumbered and disposable net asset security coverage and good interest/principal coverage being generated from current cash flows;
- › with respect to subordinated debt funding, a satisfactory level of current cash flow interest coverage with the likelihood for near term coverage improvement; and
- › with respect to management buyout opportunities, a strong current cash flow position coupled with the opportunity for near term earnings improvement resulting from a competitively enhanced new business or operating environment.

The Fund's Class A shares will attempt to reduce overall risk by diversification of investments in various sectors within Saskatchewan as follows:

- › Value-added agricultural;
- › Manufacturing;
- › Oil and gas development and related services;
- › Industrial minerals;
- › Forestry;
- › Destination tourism; and,
- › Information technology.

The Fund's Class R shares focus on investments in the Province's resources sector - specifically oil and gas development, related services, and mining.

The particular form of the Fund's investments are selected and negotiated after taking into account the investment criteria and guidelines of the Fund, the long-term requirements of the investee business, the stage of development of the investee business, the investee business' requirements, the ability to negotiate downside protection, and tax considerations. The Fund diversifies its investment portfolio through the use of such instruments, among others, as common shares, convertible debentures, convertible preferred shares, debt with equity participation, secured debt, funded loan guarantees and bridge loans.

Where the Fund makes an investment by way of a loan, such investment is expected to be secured by a charge over the investee business' assets but may be subordinated to other lenders' security.

The Fund may guarantee loans of eligible businesses and in such circumstances the making of such loan would permit the growth and development of the business without the Fund being the primary investor. The aggregate of loan guarantees may not exceed 10% of the Fund's total assets at the time each loan guarantee is provided. The Fund intends to maintain a liquid reserve of

25% of the guaranteed amount on any loan guarantees. The Fund will maintain liquid reserves in high-quality government and corporate debt obligations and term deposits.

To the extent possible, investments are diversified by the expected holding period of the investment. Generally, the average holding period is expected to be five to eight years. The Fund may choose to refinance its investment through an arm's length third party where the expected return can be achieved in a shorter time frame. All investment recommendations will include a strategy for realization on investments made. Possible exit strategies include the following:

- › refinancing with conventional lenders or leasing companies;
- › sale of the business or investment to a third party;
- › a public offering; and,
- › sale of the investment back to the business or its principals through exercise of a put or call contractual provision included within the equity securities arrangement.

SaskWorks' consistent investment philosophy and underwriting standards have created a strong portfolio that includes some of Saskatchewan's best companies.

Rob Duguid, CFO
SaskWorks Venture Fund

INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE (CONTINUED)

RISK

(in thousands of dollars)

The primary risk related to an investment in the Fund is the fact that the Fund must continually identify and evaluate investment opportunities that meet its eligibility criteria. A further risk is that many of these investments are made in small and medium sized private companies and are therefore illiquid. In addition, the process of valuing private investments is more complex and subjective than that of valuing publicly traded securities which are valued using available market prices.

During the six months ended February 28, 2018, the Fund continued to demonstrate its ability to identify and close on eligible venture investment opportunities. The Fund's Class A shares purchased \$26,623 and the

Class R shares purchased \$5,526 of venture investments over the period. In addition, \$4,407 has been committed by the Fund's Class A shares and \$1,297 by Class R shares to approved, but not yet disbursed, transactions.

With respect to liquidity risk, the Fund continues to demonstrate its ability to exit its investments, with \$11,029 (2017 - \$1,031) at cost dispositions of venture investments from Class A and \$1,409 (2017 - 1,920) at cost from Class R shares over the six month period ended February 28.

With regard to valuation risk, since inception, the Fund has not exited an investment, whether at a loss or for a gain, at an amount materially less than the carrying value of that investment.

RESULTS OF OPERATIONS

(in thousands of dollars, except for per share amounts)

The Fund increased its venture investment portfolio at fair value by \$75,220 (Class A) and \$6,654 (Class R) over the six months ended February 28, 2018.

Venture investments, at cost, made up 50.2% of Class A's and 76.1% of Class R's net assets at February 28, 2018, as compared to 52.3% of Class A's and 70.0% of Class R's net assets at August 31, 2017. Venture investments at fair value (cost plus/minus unrealized appreciation/depreciation) comprised 85.2% of Class A's and 79.2% of Class R's net assets at February 28, 2018, as compared to 74.6% of Class A's and 67.7% of Class R's net assets at August 31, 2017.



T2C tax receipts are now
available through the
Shareholder portal.
Sign up today at
saskworks.ca

The Fund's cash, long-term, and short-term investments totaled \$92,785 in Class A and \$17,017 in Class R (August 31, 2017 - \$114,166 in Class A and \$25,623 in Class R). When the Fund's objective of maintaining a proportion of share capital in investment grade securities and approved but undisbursed transactions are considered, \$45,258 (Class A) and \$2,808 (Class R) of these cash, long-term, and short-term investment balances are available for investment in venture transactions. A relatively large cash balance must be maintained in order to support follow on investments with the Fund's growing portfolio of investee companies. In addition, the end of the reporting period coincides with the Fund's primary fund-raising cycle. Lastly, a reserve is maintained to satisfy potential redemption requests related to shares that have matured, but which remain outstanding.

The loan receivable attributable to Class A shares decreased from \$10,243 at August 31, 2017 to \$8,662 at February 28, 2018 and the loan receivable attributable to Class R shares decreased from \$2,663 to \$1,978 over the same period. These decreases are a result of a repayment from Conexus Credit Union. The loan receivable is due from Conexus which is the party responsible for administering and paying commissions to the Fund's agent and subagents.

The accrued provision for incentive participation amount in Class A increased from \$33,961 and at August 31, 2017 to \$42,861 in Class A and decreased from \$3,887 to \$3,843 in Class R at February 28, 2018. These changes are due to the performance of the portfolio over the six month period ended February 28, 2018 and payment to the fund manager in September 2017 of a portion of the accrued bonus pertaining to realized gains that had occurred in the 2017 fiscal year. Of the total incentive participation amount as at February 28, 2018, \$359 (Class A) and \$68 (Class R) relates to profitably exited investments which meet the incentive participation amount criteria, whereas the balance is an accrual

amount which may change based on the future carrying values and performance of the venture investment portfolio.

Proceeds on the issue of Class A Series A shares were \$23,759 during the six month period ending February 28, 2018, a 20.2% increase over the same period in 2017. Proceeds on the issue of Class R Series A shares were \$1,790 during the six month period ending February 28, 2018, a 38.2% decrease over 2017. Proceeds on issue of Class A Series F shares were \$1,587 (2017 - \$1,224) and proceeds on issue of Class R Series F were \$24 (2017 - \$25) for the same period.

Redemptions of Class A Series A shares were \$25,520 during the six month period ending February 28, 2018 compared to \$20,058 during the same period in 2017. Redemptions of Class R Series A shares were \$4,598 during the six month period ending February 28, 2018, as compared to \$4,067 for the same period in 2017. As in past years, a significant portion of the shareholders who redeemed shares during the period re-invested in the Fund.

The Fund's revenues related to Class A shares increased from \$4,850 for the six months ended February 28, 2017 to \$5,344 for the same period in 2018 and the revenues related to Class R shares decreased from \$581 in 2017 to \$499 in 2018. As a component of revenues, income from the Fund's venture investments increased from \$3,995 to \$4,351 for Class A shares and decreased from \$332 to \$311 for Class R shares over the reporting period. The increase in income from venture investments in Class A shares was a result of a change in the number of income-producing investments in the portfolio. The decrease in Class R shares was a result of fewer interest-paying investments in the portfolio.

The expenses of the Fund, excluding provision for incentive participation amount, related to Class A shares increased from \$6,668 for the six months ended February 28, 2017 to \$7,893 in 2018 and the expenses of the

Fund related to Class R shares decreased from \$1,852 in 2017 to \$1,799 in 2018. Most of the recurring expenses of the Fund are a function of net assets or share activity. As the Fund's net assets or share activity increase/decrease so do expenses increase/decrease. Professional fees in both Class A and Class R shares increased from 2017 to 2018 due to Board development work and commissions associated with an investee acquisition. Legal fees increased in 2018 due to work associated with several investees.

The net investment loss of the Fund attributable to Class A shares for the six month period, before gains and losses on dispositions of venture investments, net changes in unrealized appreciation on venture investments and provision for incentive participation amount, was \$1,870 (2017 - \$2,799). Once gains and losses on dispositions of venture investments, the net change in unrealized appreciation on venture investments, and the provision for incentive participation amount are considered, the Class A shares had an increase in net assets from operations for the first six months of 2018 to \$44,200 (2017 - \$14,892). The comparative period in 2018 featured significantly more unrealized gains, than the same period in 2017, primarily attributable to two investees.

The net investment loss of the Fund attributable to Class R shares for the six month period, before gains and losses on dispositions of venture investments, net changes in unrealized appreciation on venture investments and provision for incentive participation amount, was \$1,365 (2017 - \$1,405). When gains and losses on dispositions of venture investments, the net change in unrealized appreciation on venture investments, and the provision for incentive participation amount are factored in, the Class R shares had an increase in net assets attributable to the R shares from operations for the first six months of 2018 of \$541 (2017 - \$92). The change is a result of increased unrealized appreciation due to a more favourable outlook for the energy sector.

INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE (CONTINUED)

RECENT DEVELOPMENTS

(in thousands of dollars)

At the Fund's Annual General Meeting of Shareholders held on December 15, 2017, the Fund's sponsor, as the holder of the Class B shares, resolved to re-elect Daryl Schwartz and Kathy Zwick as directors for three-year terms. The holders of Class A and R shares resolved to re-elect Brent Banda as a director for a three-year term.

National Instrument 81-107 ("NI 81-107") requires an Independent Review Committee to be established which is mandated to review conflict of interest situations which may arise for a fund manager, particularly in cases where management involves different segments within a fund and/or management of related funds.

In accordance with NI 81-107, the initial members of the Independent Review Committee were appointed by SaskWorks by May 1, 2007 and full compliance with NI 81-107 was achieved by November 1, 2007.

Effective May 1, 2007 the Manager established an Independent Review Committee comprised of three independent and unrelated persons, appointed on a rotating term basis. The three members of the Independent Review Committee are Berny Gross, of Regina, Saskatchewan, an entrepreneur and owner of a mechanical contracting company, (term expires December 2019); William Johnson, Q.C., B.A., LL.B., B.C.L. (OXON), lawyer and partner of the law firm of Gerrard Rath Johnson of Regina, Saskatchewan (term expires November 2020); and Douglas Johnson, CPA, CA, of Regina, Saskatchewan (term expires November 2020).

The Independent Review Committee is responsible to report annually to shareholders and an annual committee report is required to be filed on SEDAR. This annual committee report was made available to shareholders following the August 31, 2017 fiscal year end.

The Provincial Government announced, beginning April 1, 2018, a decrease in the provincial tax credit to 17.5% and a decrease in the maximum annual sales to \$35 million. The federal tax credit remains at 15%.

RELATED PARTY TRANSACTIONS

(in thousands of dollars)

PFM Venture Capital Operations Inc., the manager of the Fund, was paid \$4,839 (2017 - \$4,004) in management fees related to Class A shares and \$958 (2017 - \$1,012) related to Class R in the six months ended February 28, 2018. In addition, the provision for the incentive participation amount payable to the manager, subject to the fulfillment of specific payment criteria, increased by \$8,900 related to Class A shares and decreased \$44 related to Class R shares for the first six months of the 2018 fiscal year, to a total provision of \$42,861 related to Class A shares and \$3,843 related to Class R shares.



FINANCIAL HIGHLIGHTS

(in thousands of dollars except number of shares and per share amounts)

The following tables show selected key financial information about the Fund's share class series and are intended to help you understand the Fund's financial performance for the past five years. This information is derived from the Fund's unaudited semi-annual and audited annual financial statements.

The Fund's Net Assets per Class A Shares

Series A	2018 Semi	2017	2016	2015	2014
Net Assets, beginning of period ⁽¹⁾	\$ 18.24	\$ 15.82	\$ 15.64	\$ 15.12	\$ 14.71
Increase from operations: ⁽²⁾					
Total revenue	\$ 0.28	\$ 0.57	\$ 0.57	\$ 0.55	\$ 0.61
Total expenses	\$ (1.06)	\$ (1.61)	\$ (1.09)	\$ (0.89)	\$ (0.91)
Realized gains (losses) for the period	\$ (0.05)	\$ 1.45	\$ 0.58	\$ (0.04)	\$ 0.42
Unrealized gains for the period	\$ 3.12	\$ 2.02	\$ 0.13	\$ 0.93	\$ 0.30
Total increase from operations	\$ 2.29	\$ 2.43	\$ 0.19	\$ 0.55	\$ 0.42
Net Assets, end of period ⁽¹⁾	\$ 20.54	\$ 18.24	\$ 15.82	\$ 15.64	\$ 15.12

Series F	2018 Semi	2017	2016	2015	2014
Net Assets, beginning of period ⁽¹⁾	\$ 18.96	\$ 16.01	\$ -	\$ -	\$ -
Increase from operations: ⁽²⁾					
Total revenue	\$ 0.35	\$ 1.02	\$ 0.54	\$ -	\$ -
Total expenses	\$ (1.35)	\$ (2.84)	\$ (0.73)	\$ -	\$ -
Realized gains (losses) for the period	\$ (0.06)	\$ 2.56	\$ (0.19)	\$ -	\$ -
Unrealized gains for the period	\$ 3.96	\$ 3.57	\$ 1.00	\$ -	\$ -
Total increase from operations	\$ 2.90	\$ 4.31	\$ 0.62	\$ -	\$ -
Net Assets, end of period ⁽¹⁾	\$ 21.70	\$ 18.96	\$ 16.01	\$ -	\$ -

⁽¹⁾ This information is derived from the Fund's audited annual and unaudited interim (if applicable) financial statements.

⁽²⁾ Net assets is based on the actual number of shares outstanding at the relevant time. The increase from operations is based on the weighted average number of shares outstanding over the financial period.

Note: The accounting principles applicable to 2015 and later are International Financial Reporting Standards (IFRS). Those applicable to 2014 and earlier are pre-changeover Canadian GAAP.

INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE (CONTINUED)

Ratios and Supplemental Data - Class A Shares

Series A	2018 Semi	2017	2016	2015	2014
Total net asset value (000's) ⁽¹⁾	\$ 390,941	\$ 348,978	\$ 301,374	\$ 287,668	\$ 262,492
Number of shares outstanding ⁽¹⁾	19,037,439	19,128,069	19,049,874	18,388,551	17,366,306
Management expense ratio ⁽²⁾	11.19%	9.64%	6.89%	5.78%	6.02%
Management expense ratio excluding IPA ⁽³⁾	4.30%	4.32%	4.33%	4.38%	4.36%
Trading expense ratio ⁽⁴⁾	0.00%	0.40%	0.00%	0.00%	0.05%
Net asset value per share	\$ 20.54	\$ 18.24	\$ 15.82	\$ 15.64	\$ 15.12

Series F	2018 Semi	2017	2016	2015	2014
Total net asset value (000's) ⁽¹⁾	\$ 5,020	\$ 2,966	\$ 900	\$ -	\$ -
Number of shares outstanding ⁽¹⁾	231,328	156,362	56,221	-	-
Management expense ratio ⁽²⁾	9.49%	7.81%	5.79%	-	-
Management expense ratio excluding IPA ⁽³⁾	3.58%	3.43%	3.13%	-	-
Trading expense ratio ⁽⁴⁾	0.00%	0.40%	0.00%	-	-
Net asset value per share	\$ 21.70	\$ 18.96	\$ 16.01	\$ -	\$ -

⁽¹⁾ This information is provided as at end of fiscal period shown. Series F was first offered for sale January 1, 2016.

⁽²⁾ Management expense ratio is based on total expenses for the stated period and is expressed as an annualized percentage of average weekly net asset value during the period.

⁽³⁾ Management expense ratio excluding Incentive Participation Amount (IPA) is based on total expenses, less incentive participation amount, for the stated period and is expressed as an annualized percentage of average weekly net asset value during the period.

⁽⁴⁾ The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of weekly average net asset value during the period.

Note: The accounting principles applicable to 2015 and later are International Financial Reporting Standards (IFRS). Those applicable to 2014 and earlier are pre-changeover Canadian GAAP.

The Fund's Net Assets per Class R Shares

Series A	2018 Semi	2017	2016	2015	2014
Net Assets, beginning of period ⁽¹⁾	\$ 11.43	\$ 11.85	\$ 13.53	\$ 14.35	\$ 14.06
Increase (decrease) from operations: ⁽²⁾					
Total revenue	\$ 0.08	\$ 0.17	\$ 0.18	\$ 0.18	\$ 0.19
Total expenses	\$ (0.39)	\$ (0.70)	\$ (0.62)	\$ (0.74)	\$ (0.91)
Realized gains (losses) for the period	\$ (0.21)	\$ 0.48	\$ (0.09)	\$ (0.46)	\$ 0.55
Unrealized (losses) gains for the period	\$ 0.60	\$ (0.37)	\$ (1.14)	\$ 0.19	\$ 0.46
Total increase (decrease) from operations	\$ 0.08	\$ (0.42)	\$ (1.67)	\$ (0.83)	\$ 0.29
Net Assets, end of period ⁽¹⁾	\$ 11.51	\$ 11.43	\$ 11.85	\$ 13.53	\$ 14.35

Series F	2018 Semi	2017	2016	2015	2014
Net Assets, beginning of period ⁽¹⁾	\$ 11.73	\$ 12.03	\$ -	\$ -	\$ -
Increase (decrease) from operations: ⁽²⁾					
Total revenue	\$ 0.09	\$ 0.23	\$ 0.15	\$ -	\$ -
Total expenses	\$ (0.43)	\$ (0.94)	\$ (0.33)	\$ -	\$ -
Realized gains for the period	\$ (0.23)	\$ 0.65	\$ -	\$ -	\$ -
Unrealized losses for the period	\$ 0.67	\$ (0.49)	\$ (0.69)	\$ -	\$ -
Total increase (decrease) from operations	\$ 0.10	\$ (0.55)	\$ (0.87)	\$ -	\$ -
Net Assets, end of period ⁽¹⁾	\$ 11.85	\$ 11.73	\$ 12.03	\$ -	\$ -

⁽¹⁾ This information is derived from the Fund's audited annual and unaudited interim (if applicable) financial statements.

⁽²⁾ Net assets is based on the actual number of shares outstanding at the relevant time. The increase (decrease) from operations is based on the weighted average number of shares outstanding over the financial period.

Note: The accounting principles applicable to 2015 and later are International Financial Reporting Standards (IFRS). Those applicable to 2014 and earlier are pre-changeover Canadian GAAP.

Ratios and Supplemental Data - Class R Shares

Series A	2018 Semi	2017	2016	2015	2014
Total net asset value (000's) ⁽¹⁾	\$ 71,141	\$ 73,411	\$ 78,051	\$ 89,610	\$ 92,199
Number of shares outstanding ⁽¹⁾	6,182,073	6,425,411	6,587,598	6,624,193	6,423,262
Management expense ratio ⁽²⁾	6.88%	6.07%	4.85%	5.27%	6.31%
Management expense ratio excluding IPA ⁽³⁾	4.96%	4.79%	4.62%	4.53%	4.50%
Trading expense ratio ⁽⁴⁾	0.02%	0.00%	0.00%	0.00%	0.03%
Net asset value per share	\$ 11.51	\$ 11.43	\$ 11.85	\$ 13.53	\$ 14.35

Series F	2018 Semi	2017	2016	2015	2014
Total net asset value (000's) ⁽¹⁾	\$ 77	\$ 50	\$ 12	\$ -	\$ -
Number of shares outstanding ⁽¹⁾	6,346	4,321	1,000	-	-
Management expense ratio ⁽²⁾	5.32%	4.49%	3.42%	-	-
Management expense ratio excluding IPA ⁽³⁾	3.83%	3.53%	3.20%	-	-
Trading expense ratio ⁽⁴⁾	0.02%	0.00%	0.00%	-	-
Net asset value per share	\$ 11.85	\$ 11.73	\$ 12.03	\$ -	\$ -

⁽¹⁾ This information is provided as at end of fiscal period shown. Series F was first offered for sale January 1, 2016.

⁽²⁾ Management expense ratio is based on total expenses for the stated period and is expressed as an annualized percentage of average weekly net asset value during the period.

⁽³⁾ Management expense ratio excluding Incentive Participation Amount (IPA) is based on total expenses, less incentive participation amount, for the stated period and is expressed as an annualized percentage of average weekly net asset value during the period.

⁽⁴⁾ The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of weekly average net asset value during the period.

Note: The accounting principles applicable to 2015 and later are International Financial Reporting Standards (IFRS). Those applicable to 2014 and earlier are pre-changeover Canadian GAAP.

INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE (CONTINUED)

MANAGEMENT FEES

The manager (PFM Venture Capital Operations Inc.), as compensation to manage and administer the business affairs of SaskWorks, including management of its' venture investment portfolio, receives an annual management fee equal to 2.5% of the aggregate net asset value of the Class A Series A, Class A Series F, Class R Series A and Class R Series F shares, as at each weekly valuation date. The fee is calculated and payable monthly in arrears.

The manager is also entitled to an incentive participation amount, subject to satisfying certain conditions, equal to 20% of the return, before expenses, based on realized gains and cumulative performance of individual venture investments. An incentive participation amount is due only upon realization of an individual venture investment and payable on an annual basis.

PAST PERFORMANCE

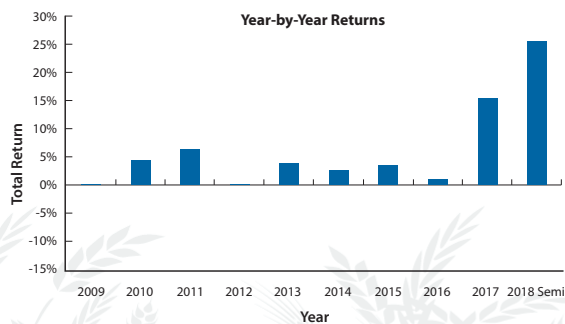
General

The past performance of the Fund does not necessarily indicate how the Fund will perform in the future.

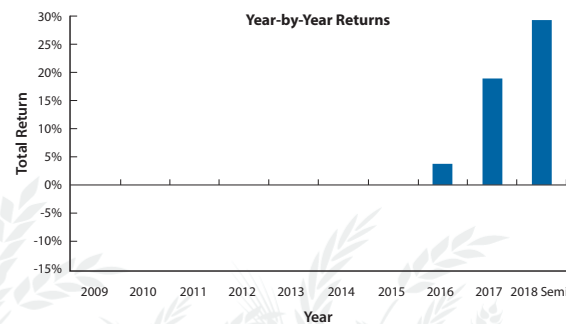
The charts below illustrate:

- ▶ the annualized performance of each series of shares for the periods shown, and how the series' performance has changed from period to period (September 1 to August 31 or September 1 to February 28/29 for interim); and
- ▶ in percentage terms, how much an investment made in each series of shares on the first day of each fiscal period (September 1) would have increased or decreased by the last day of the fiscal period (August 31 or February 28/29 for interim).

Class A Series A Shares

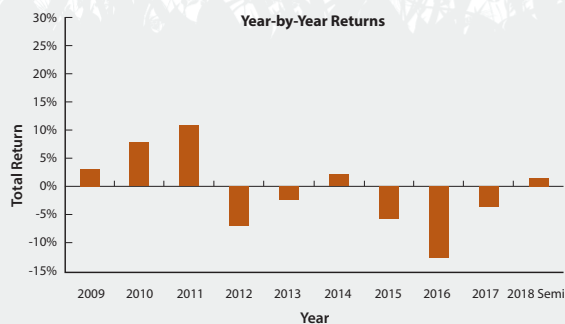


Class A Series F Shares



Class A Series F shares were first available for sale beginning January 1, 2016.

Class R Series A Shares



Class R Series F Shares



Class R Series F shares were first available for sale beginning January 1, 2016.

SUMMARY OF INVESTMENT PORTFOLIO

(in thousands of dollars)

The table below summarizes the 25 largest investment holdings of the Fund's Class A Shares.

Investee	Coupon	Description of Security/Maturity	Investment at cost	% of net asset value
1 Steel Reef Infrastructure Fund		Class A common, voting shares	\$ 19,690	4.97%
2 Moody's Equipment Partnership		Partnership units	14,551	3.67%
3 Auctus Property Fund LP		Partnership units	14,000	3.54%
4 Agco Ag Ventures LP		Partnership units	12,605	3.18%
5 StorageVault Canada Inc.		Class A common, voting shares	11,868	3.00%
6 Cornerstone Credit Union Term Deposit	2.03%	10-Aug-18	10,388	2.62%
7 Hospitality Network Canada (2011) Inc.		Class A common, voting shares	10,053	2.54%
8 Al-Fab Building Components Inc.		Class A common, voting shares	9,726	2.46%
9 Caltex Resources Ltd.		Class A common, voting shares	8,313	2.10%
10 Hi-Tec Profiles Inc.		Class A common, voting shares	7,772	1.96%
11 Firesky Energy Inc.		Class A common, voting shares	7,480	1.89%
12 Cannimed Therapeutics Ltd,		Class A common, voting shares	7,065	1.78%
13 Affinity Credit Union Term Deposit	2.35%	28-Nov-18	6,847	1.73%
14 Affinity Credit Union Term Deposit	2.25%	27-Oct-18	6,817	1.72%
15 Affinity Credit Union Term Deposit	2.15%	2-Sep-18	6,631	1.67%
16 Affinity Credit Union Term Deposit	1.85%	15-May-18	5,210	1.32%
17 James Hill Road Villa LP		Partnership units	4,827	1.22%
18 Prairie Soil Services Inc.		Partnership units	4,359	1.10%
19 Foundation Developments Inc.	12.00%	Subordinated loan	4,205	1.06%
20 Conexus Credit Union Term Deposit	2.20%	7-Jan-19	4,123	1.04%
21 Conexus Credit Union Term Deposit	1.95%	7-Oct-18	4,105	1.04%
22 Conexus Credit Union Term Deposit	2.00%	7-Jul-18	4,088	1.03%
23 Conexus Credit Union Term Deposit	2.00%	9-Apr-19	4,066	1.03%
24 Conexus Credit Union Term Deposit	2.35%	8-Apr-19	4,062	1.03%
25 255 2nd Ave. North Properties Ltd.	8.75%	Subordinated loan	4,050	1.02%
			\$ 196,901	49.72%

The following table provides a breakdown of the Fund's Class A Shares venture investment portfolio by industry sector.

Sector	Cost	% of Venture Portfolio
Energy	\$ 64,374	32.38%
Financials	48,270	24.28%
Consumer discretionary	43,106	21.68%
Industrials	42,863	21.56%
Telecommunications	194	0.10%
	\$ 198,807	100.00%

INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE (CONTINUED)

The table below summarizes the investment holdings of the Fund's Class R Shares.

Investee	Coupon	Description of Security/Maturity	Investment at cost	% of net asset value
1 Steel Reef Infrastructure Fund		Class A common, voting shares	\$ 9,201	12.92%
2 Firesky Energy Inc.		Class A common, voting shares	9,166	12.87%
3 Caltex Resources Ltd.		Class A common, voting shares	6,951	9.76%
4 Tamarack Valley Energy Ltd.		Class A common, voting shares	6,310	8.86%
5 Avalon Oil & Gas Ltd.		Class A common, voting shares	5,670	7.96%
6 Matrxix Energy Technologies Inc.		Class A common, voting shares	4,736	6.65%
7 Karve Energy Inc.		Class A common, voting shares	3,000	4.21%
8 Spur Petroleum Ltd.		Class A common, voting shares	1,801	2.53%
9 Affinity Credit Union Term Deposit	2.15%	2-Sep-18	1,530	2.15%
10 Affinity Credit Union Term Deposit	2.35%	28-Nov-18	1,521	2.14%
11 Affinity Credit Union Term Deposit	2.25%	27-Oct-18	1,515	2.13%
12 Chronos Resources Ltd.		Class A common, voting shares	1,474	2.07%
13 Crusader Drilling Corp.		Class A common, voting shares	1,033	1.45%
14 Sun Country Well Servicing Inc.		Class A common, voting shares	1,000	1.40%
15 Villanova 4 Oil Corp.		Class A common, voting shares	959	1.35%
16 Turnstone Energy Inc.		Class A common, voting shares	891	1.25%
17 Plains Environmental Inc.		Class A common, voting shares	714	1.00%
18 Burgess Creek Exploration Inc.		Class A common, voting shares	514	0.72%
19 Plains Environmental Inc.	10.50%	Subordinated loan	296	0.42%
20 Terra Grain Fuels Inc.	12.00%	Subordinated loan	266	0.37%
21 Plains Environmental Inc.	13.00%	Subordinated loan	237	0.33%
22 Terra Grain Fuels Inc.		Class A common, voting shares	1	0.00%
			\$ 58,786	82.54%

The following table provides a breakdown of the Fund's Class R Shares venture investment portfolio by industry sector.

Sector	Cost	% of Venture Portfolio
Energy	\$ 54,220	100.00%
	\$ 54,220	100.00%

SASKWORKS VENTURE FUND INC.

INTERIM FINANCIAL STATEMENTS

As at February 28, 2018 and for the six-month period ended February 28, 2018

To the Shareholders of SaskWorks Venture Fund Inc.:

The attached statement of financial position of SaskWorks Venture Fund Inc. (the "Fund") as at February 28, 2018, statements of comprehensive income, changes in net assets attributable to holders of redeemable shares and cash flows for the periods ended February 28, 2018 and February 28, 2017 and statements of investment portfolio as at February 28, 2018 were not audited. The Fund's auditor has not performed a review of these interim financial statements.

SASKWORKS VENTURE FUND INC.
(Incorporated under the laws of Saskatchewan)

STATEMENT OF FINANCIAL POSITION

(in thousands of dollars except number of shares and per share amounts)

Unaudited

	February 28, 2018			August 31, 2017		
	Class A	Class R	Total	Class A	Class R	Total
Assets						
Venture investments (Note 5)	\$ 337,606	\$ 56,400	\$ 394,006	\$ 262,386	\$ 49,746	\$ 312,132
Loan receivable (Note 6)	8,662	1,978	10,640	10,243	2,663	12,906
Long-term investments	8,979	-	8,979	4,525	-	4,525
Short-term investments	49,471	4,566	54,037	53,358	4,473	57,831
Other assets	91	17	108	80	17	97
Accounts receivable and accrued income	1,808	37	1,845	2,235	81	2,316
Cash	34,335	12,451	46,786	56,283	21,150	77,433
	<u>440,952</u>	<u>75,449</u>	<u>516,401</u>	<u>389,110</u>	<u>78,130</u>	<u>467,240</u>
Liabilities						
Accrued provision for incentive participation amount	42,861	3,843	46,704	33,961	3,887	37,848
Accounts payable and accrued liabilities	2,130	388	2,518	3,205	782	3,987
	<u>44,991</u>	<u>4,231</u>	<u>49,222</u>	<u>37,166</u>	<u>4,669</u>	<u>41,835</u>
Net assets attributable to holders of redeemable shares	<u>\$ 395,961</u>	<u>\$ 71,218</u>	<u>\$ 467,179</u>	<u>\$ 351,944</u>	<u>\$ 73,461</u>	<u>\$ 425,405</u>
Shares outstanding (Note 7)						
Series A	\$ 19,037,439	\$ 6,182,073		\$ 19,128,069	\$ 6,425,411	
Series F	231,328	6,346		156,362	4,321	
Net assets attributable to holders of redeemable shares						
Series A	\$ 390,941	\$ 71,141		\$ 348,978	\$ 73,411	
Series F	5,020	77		2,966	50	
Net assets attributable to holders of redeemable shares per share						
Series A	\$ 20.54	\$ 11.51		\$ 18.24	\$ 11.43	
Series F	21.70	11.85		18.96	11.73	

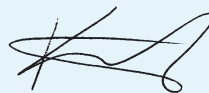
Commitments (Note 15)

See accompanying notes to the financial statements

On behalf of the Board:



Director



Director

STATEMENT OF COMPREHENSIVE INCOME

For the Six Month Period Ended

(in thousands of dollars except per share amounts)

Unaudited

	February 28, 2018			February 28, 2017		
	Class A	Class R	Total	Class A	Class R	Total
Income						
Investment income - Dividends, royalties and distributions	\$ 2,246	\$ 311	\$ 2,557	\$ 2,006	\$ 307	\$ 2,313
Investment income - Interest	2,105	-	2,105	1,989	25	2,014
Interest income - Cash and term investments	964	185	1,149	840	221	1,061
Other income	29	3	32	15	28	43
	<u>5,344</u>	<u>499</u>	<u>5,843</u>	<u>4,850</u>	<u>581</u>	<u>5,431</u>
Expenses						
Management fees (Note 8)	4,839	958	5,797	4,004	1,012	5,016
Service fees	1,153	354	1,507	1,163	393	1,556
Trailer commissions	876	176	1,052	760	193	953
Provision for incentive participation amount (Note 8)	(679)	65	(614)	981	134	1,115
Shareholder recordkeeping and marketing	505	170	675	418	141	559
Shareholder reporting	143	45	188	149	51	200
Professional fees	133	47	180	55	23	78
Legal fees	165	26	191	45	15	60
Audit fees	28	9	37	26	9	35
Directors fees and expenses	24	7	31	19	6	25
Independent review committee fees	1	1	2	1	1	2
Other	26	6	32	28	8	36
	<u>7,214</u>	<u>1,864</u>	<u>9,078</u>	<u>7,649</u>	<u>1,986</u>	<u>9,635</u>
Net investment loss	(1,870)	(1,365)	(3,235)	(2,799)	(1,405)	(4,204)
Realized gain on disposition of venture investments	14	-	14	2,383	3,865	6,248
Realized loss on disposition of venture investments	(989)	(1,330)	(2,319)	-	-	-
Net change in unrealized appreciation of venture investments	60,351	3,867	64,218	20,840	(1,811)	19,029
Provision for incentive participation amount (Note 8)	(13,306)	(631)	(13,937)	(5,532)	(557)	(6,089)
	<u>44,200</u>	<u>541</u>	<u>44,741</u>	<u>14,892</u>	<u>92</u>	<u>14,984</u>
Increase in net assets attributable to holders of redeemable shares from operations						
Increase in net assets attributable to holders of redeemable shares from operations						
Series A	\$ 43,724	\$ 539		\$ 14,812	\$ 91	
Series F	476	2		80	1	
Increase in net assets attributable to holders of redeemable shares from operations per average share outstanding						
Series A	\$ 2.29	\$ 0.09		\$ 0.78	\$ 0.01	
Series F	2.46	0.05		0.86	0.14	

See accompanying notes to the financial statements

STATEMENT OF CHANGES IN NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE SHARES

For the Six Month Period Ended

(in thousands of dollars)

Unaudited

	February 28, 2018			February 28, 2017		
	Class A	Class R	Total	Class A	Class R	Total
Series A						
Operating activities						
Increase in net assets attributable to holders of redeemable shares from operations	\$ 43,724	\$ 539	\$ 44,263	\$ 14,812	\$ 91	\$ 14,903
Capital transactions						
Proceeds on issue of shares	23,759	1,790	25,549	19,758	2,898	22,656
Redemption of shares	(25,520)	(4,598)	(30,118)	(20,058)	(4,067)	(24,125)
	<u>(1,761)</u>	<u>(2,808)</u>	<u>(4,569)</u>	<u>(300)</u>	<u>(1,169)</u>	<u>(1,469)</u>
Increase (decrease) in net assets attributable to holders of redeemable shares	41,963	(2,269)	39,694	14,512	(1,078)	13,434
Net assets attributable to holders of redeemable shares, beginning	348,978	73,410	422,388	301,374	78,050	379,424
Net assets attributable to holders of redeemable shares, ending	\$ 390,941	\$ 71,141	\$ 462,082	\$ 315,886	\$ 76,972	\$ 392,858
Series F						
Operating activities						
Increase in net assets attributable to holders of redeemable shares from operations	\$ 476	\$ 2	\$ 478	\$ 80	\$ 1	\$ 81
Capital transactions						
Proceeds on issue of shares	1,587	24	1,611	1,224	25	1,249
Redemption of shares	(7)	-	(7)	(5)	-	(5)
	<u>1,580</u>	<u>24</u>	<u>1,604</u>	<u>1,219</u>	<u>25</u>	<u>1,244</u>
Increase in net assets attributable to holders of redeemable shares	2,056	26	2,082	1,299	26	1,325
Net assets attributable to holders of redeemable shares, beginning	2,964	51	3,015	900	12	912
Net assets attributable to holders of redeemable shares, ending	\$ 5,020	\$ 77	\$ 5,097	\$ 2,199	\$ 38	\$ 2,237

See accompanying notes to the financial statements

STATEMENT OF CASH FLOWS

For the Six Month Period Ended

(in thousands of dollars)

Unaudited

	February 28, 2018			February 28, 2017		
	Class A	Class R	Total	Class A	Class R	Total
Cash provided by (used in):						
Operating activities						
Increase in net assets attributable to holders of redeemable shares from operations	\$ 44,200	\$ 541	\$ 44,741	\$ 14,892	\$ 92	\$ 14,984
Purchases of venture investments	(26,623)	(5,526)	(32,149)	(5,720)	(104)	(5,824)
Repayments from venture investments	192	-	192	303	-	303
Repayments on disposition of venture investments	10,837	1,409	12,246	728	1,920	2,648
Purchase of long-term and short-term investments	(29,753)	(4,566)	(34,319)	39,012	4,416	43,428
Matured long-term and short-term investments	29,187	4,473	33,660	(28,820)	(4,473)	(33,293)
Items not affecting cash:						
Realized gain on disposition of venture investments	-	-	-	(1,337)	(3,527)	(4,864)
Realized loss on disposition of venture investments	989	1,330	2,319	-	-	-
Net amortization of discount/premium on venture investment debt	(267)	-	(267)	(287)	(14)	(301)
Amortization of discount on short-term investments	-	-	-	-	-	-
Net change in unrealized appreciation of venture investments	(60,351)	(3,867)	(64,218)	(20,840)	1,811	(19,029)
Net change in balances other than cash and investments (Note 9)	9,822	291	10,113	4,171	2,101	6,272
	<u>(21,767)</u>	<u>(5,915)</u>	<u>(27,682)</u>	<u>2,102</u>	<u>2,222</u>	<u>4,324</u>
Financing activities						
Proceeds on issue of shares	25,346	1,814	27,160	20,982	2,923	23,905
Redemption of shares	(25,527)	(4,598)	(30,125)	(20,063)	(4,067)	(24,130)
	<u>(181)</u>	<u>(2,784)</u>	<u>(2,965)</u>	<u>919</u>	<u>(1,144)</u>	<u>(225)</u>
(Decrease) increase in cash	(21,948)	(8,699)	(30,647)	3,021	1,078	4,099
Cash, beginning	56,283	21,150	77,433	34,250	14,572	48,822
Cash, ending	<u>\$ 34,335</u>	<u>\$ 12,451</u>	<u>\$ 46,786</u>	<u>\$ 37,271</u>	<u>\$ 15,650</u>	<u>\$ 52,921</u>
See accompanying notes to the financial statements						
Interest received	\$ 1,898	\$ -	\$ 1,898	\$ 2,310	\$ 27	\$ 2,337
Dividends received	1,410	311	1,721	1,197	307	1,504

STATEMENT OF INVESTMENT PORTFOLIO - CLASS A SHARES

As at February 28, 2018 (in thousands of dollars)

Unaudited

Venture Investments

Investee	Instrument	Interest Rate	Maturity Date	Outstanding at Cost	Fair Value
Energy					
Avalon Oil & Gas Ltd.	Class A common, voting shares			\$ 2,726	
Burgess Creek Exploration Inc.	Class A common, voting shares			514	
Caltex Resources Ltd.	Class A common, voting shares			8,313	
Chronos Resources Ltd.	Class A common, voting shares			3,300	
Crusader Drilling Corp.	Class A common, voting shares			1,930	
Firesky Energy Inc.	Class A common, voting shares			7,480	
Karve Energy Inc.	Class A common, voting shares			3,000	
Matrix Energy Technologies Inc.	Class A common, voting shares			1,729	
Plains Environmental Inc.	Class A common, voting shares			1,009	
	Subordinated loan	13.00%	1-May-18	2,430	
	Subordinated loan	10.50%	1-May-18	806	
Spur Petroleum Ltd.	Class A common, voting shares			683	
Steel Reef Infrastructure Fund	Class A common, voting shares			19,690	
Tamarack Valley Energy Ltd.	Class A common, voting shares			2,393	
Terra Grain Fuels Inc.	Class A common, voting shares			1	
	Subordinated loan	12.00%	1-Jan-20	3,632	
Turnstone Energy Inc.	Class A common, voting shares			891	
Villanova 4 Oil Corp.	Class A common, voting shares			3,848	
				\$ 64,375	\$ 68,504

Financials

2310 Millar Ave. Properties Ltd.	Class A common, voting shares			\$ 250	
	Subordinated loan	12.50%	18-Dec-18	1,650	
255 2nd Ave. North Properties Ltd.	Class A common, voting shares			590	
	Subordinated loan	8.75%	1-Sep-21	4,050	
Agco Ag Ventures LP	Partnership units			12,605	
Auctus Property Fund LP	Partnership units			14,000	
Elgin Development GP Inc.	Subordinated loan	14.00%	23-Nov-17	770	
	Class A common, voting shares			28	
Elgin Development LP	Partnership units			176	
Foundation Developments Inc.	Class A common, voting shares			1,235	
	Subordinated loan	12.00%	1-Jun-22	4,205	
HL Carriage Homes LP	Partnership units			800	
Innovative Residential Investment Inc.	Subordinated loan	12.00%	30-Apr-19	1,500	
James Hill Road Villa LP	Partnership units			4,827	
	Subordinated loan	15.00%	1-Dec-21	1,191	
Kensington Flats Developments LP	Partnership units			48	
Parkside Townhomes	Class B preferred, cumulative, non-voting shares			707	
	Class A common, voting shares			2,915	
Saskatchewan Entrepreneurial Fund Inc.	Joint venture units			117	
Urban Heights Inc.	Preferred shares			1,140	
	Class A common, voting shares			1,257	
Yorkterra Development LP	Partnership units			225	
				\$ 54,286	\$ 58,747

STATEMENT OF INVESTMENT PORTFOLIO - CLASS A SHARES (CONTINUED)

As at February 28, 2018 (in thousands of dollars)

Unaudited

Venture Investments

Investee	Instrument	Interest Rate	Maturity Date	Outstanding at Cost	Fair Value
Consumer Discretionary					
Cannimed Therapeutics Ltd,	Class A common, voting shares			\$ 7,065	
Factory Optical Holdings Inc.	Class B common, voting shares			206	
Hospitality Network Canada (2011) Inc.	Class A common, voting shares			10,053	
	Subordinated loan	15.00%	31-Jul-19	2,593	
Pines Power Sports & Marine Ltd.	Class A common, voting shares			300	
	Subordinated loan	12.00%	1-Jul-18	1,869	
	Subordinated loan	6.00%	1-Jul-18	718	
StorageVault Canada Inc.	Class A common, voting shares			11,868	
Visima Holdings Inc.	Class A common, voting shares			294	
	Subordinated loan	13.00%	1-Jun-18	1,225	
Visima II Holdings Inc.	Class C preferred, convertible, non voting shares			733	
	Class A common, voting shares			1	
	Subordinated loan	13.00%	1-Apr-19	164	
				\$ 37,089	\$ 165,930
Industrials, Telecommunications and Consumer Staples					
Al-Fab Building Components Inc.	Class A common, voting shares			\$ 9,726	
Community Electric Ltd.	Subordinated loan	10.50%	12-Jul-19	2,000	
Crestline Coach Ltd.	Class B convertible, redeemable preferred shares			443	
Hi-Tec Profiles Inc.	Class A common, voting shares			7,772	
Hi-Tec Profiles Limited Partnership	Partnership units			330	
IM Wireless Communications Ltd.	Class A common, voting shares			194	
Lazar Equipment Ltd.	Class A common, voting shares			892	
Moody's Equipment Partnership	Partnership units			14,551	
PM Power Group Holdings Ltd.	Class A common, voting shares			1	
Prairie Soil Services Inc.	Subordinated loan	12.00%	24-Mar-20	2,790	
	Partnership units			4,359	
				\$ 43,058	\$ 44,425
				\$ 198,808	\$ 337,606

STATEMENT OF INVESTMENT PORTFOLIO - CLASS A SHARES (CONTINUED)

As at February 28, 2018 (in thousands of dollars)

Unaudited

Long-term Investments

Issuer	Interest Rate	Maturity Date	Cost	Fair Value
New Community Credit Union Term Deposit	2.20%	1-Apr-19	\$ 425	
New Community Credit Union Term Deposit	2.20%	1-Apr-19	426	
Conexus Credit Union Term Deposit	2.35%	8-Apr-19	4,062	
Conexus Credit Union Term Deposit	2.00%	9-Apr-19	4,066	
Total long-term investments			\$ 8,979	\$ 8,979

Short-term Investments

Issuer	Interest Rate	Maturity Date	Cost	Fair Value
Affinity Credit Union Term Deposit	1.85%	15-May-18	\$ 5,210	
New Community Credit Union Term Deposit	2.20%	1-Jul-18	419	
Conexus Credit Union Term Deposit	2.00%	7-Jul-18	4,088	
Cornerstone Credit Union Term Deposit	2.03%	10-Aug-18	10,388	
Affinity Credit Union Term Deposit	2.15%	2-Sep-18	6,631	
New Community Credit Union Term Deposit	2.25%	1-Oct-18	420	
Conexus Credit Union Term Deposit	1.95%	7-Oct-18	4,105	
Affinity Credit Union Term Deposit	2.25%	27-Oct-18	6,817	
Affinity Credit Union Term Deposit	2.35%	28-Nov-18	6,847	
New Community Credit Union Term Deposit	2.20%	1-Jan-19	423	
Conexus Credit Union Term Deposit	2.20%	7-Jan-19	4,123	
Total short-term investments			\$ 49,471	\$ 49,471

STATEMENT OF INVESTMENT PORTFOLIO - CLASS R SHARES

As at February 28, 2018 (in thousands of dollars)

Unaudited

Venture Investments

Investee	Instrument	Interest Rate	Maturity Date	Outstanding at Cost	Fair Value
Energy					
Avalon Oil & Gas Ltd.	Class A common, voting shares			\$ 5,670	
Burgess Creek Exploration Inc.	Class A common, voting shares			514	
Caltex Resources Ltd.	Class A common, voting shares			6,951	
Chronos Resources Ltd.	Class A common, voting shares			1,474	
Crusader Drilling Corp.	Class A common, voting shares			1,033	
Firesky Energy Inc.	Class A common, voting shares			9,166	
Karve Energy Inc.	Class A common, voting shares			3,000	
Matrix Energy Technologies Inc.	Class A common, voting shares			4,736	
Plains Environmental Inc.	Class A common, voting shares			714	
	Subordinated loan	13.00%	1-May-18	237	
	Subordinated loan	10.50%	1-May-18	296	
Spur Petroleum Ltd.	Class A common, voting shares			1,801	
Steel Reef Infrastructure Fund	Class A common, voting shares			9,201	
Sun Country Well Servicing Inc.	Class A common, voting shares			1,000	
Tamarack Valley Energy Ltd.	Class A common, voting shares			6,310	
Terra Grain Fuels Inc.	Class A common, voting shares			1	
	Subordinated loan	12.00%	1-Jan-20	266	
Turnstone Energy Inc.	Class A common, voting shares			891	
Villanova 4 Oil Corp.	Class A common, voting shares			959	
Total venture investments				\$ 54,220	\$ 56,400

Short-term Investments

Issuer	Interest Rate	Maturity Date	Cost	Fair Value
Affinity Credit Union Term Deposit	2.15%	2-Sep-18	\$ 1,530	
Affinity Credit Union Term Deposit	2.25%	27-Oct-18	1,515	
Affinity Credit Union Term Deposit	2.35%	28-Nov-18	1,521	
Total short-term investments			\$ 4,566	\$ 4,566

STATEMENT OF INVESTMENT PORTFOLIO

As at February 28, 2018 (in thousands of dollars)

Unaudited

The venture investments of the Fund were comprised of the following:

Class A Shares

as at February 28, 2018

Industry sector	Cost	Fair Value	% of Cost	% of Fair Value
Energy	\$ 64,375	\$ 68,504	32.4	20.3
Financials	54,286	58,747	27.3	17.4
Consumer Discretionary	37,089	165,930	18.6	49.1
Industrials, Telecommunications and Consumer Staples	43,058	44,425	21.7	13.2
	\$ 198,808	\$ 337,606	100.0	100.0

as at August 31, 2017

Industry sector	Cost	Fair Value	% of Cost	% of Fair Value
Energy	\$ 62,856	\$ 65,438	34.1	24.9
Financials	54,087	59,249	29.4	22.6
Consumer Discretionary	35,164	104,837	19.1	40.0
Industrials, Telecommunications and Consumer Staples	32,096	32,862	17.4	12.5
	\$ 184,203	\$ 262,386	100.0	100.0

Class R Shares

as at February 28, 2018

Industry sector	Cost	Fair Value	% of Cost	% of Fair Value
Energy	\$ 54,220	\$ 56,400	100.0	100.0

as at August 31, 2017

Industry sector	Cost	Fair Value	% of Cost	% of Fair Value
Energy	\$ 51,434	\$ 49,746	100.0	100.0

STATEMENT OF INVESTMENT PORTFOLIO (CONTINUED)

As at February 28, 2018 (in thousands of dollars)

Unaudited

The venture investments of the Fund were comprised of the following:

Class A Shares

as at February 28, 2018

	Cost	Fair Value	% of Cost	% of Fair Value
Private debt securities	\$ 31,595	\$ 25,425	15.9	7.5
Private equity securities	144,159	170,675	72.5	50.6
Publicly traded equity securities	23,054	141,506	11.6	41.9
	\$ 198,808	\$ 337,606	100.0	100.0

as at August 31, 2017

	Cost	Fair Value	% of Cost	% of Fair Value
Private debt securities	\$ 40,949	\$ 33,810	22.2	12.9
Private equity securities	124,007	150,551	67.4	57.4
Publicly traded equity securities	19,247	78,025	10.4	29.7
	\$ 184,203	\$ 262,386	100.0	100.0

Class R Shares

as at February 28, 2018

	Cost	Fair Value	% of Cost	% of Fair Value
Private debt securities	\$ 1,217	\$ 133	2.2	0.2
Private equity securities	41,957	45,419	77.4	80.6
Publicly traded equity securities	11,046	10,848	20.4	19.2
	\$ 54,220	\$ 56,400	100.0	100.0

as at August 31, 2017

	Cost	Fair Value	% of Cost	% of Fair Value
Private debt securities	\$ 1,217	\$ 322	2.4	0.6
Private equity securities	43,907	45,242	85.3	91.0
Publicly traded equity securities	6,310	4,182	12.3	8.4
	\$ 51,434	\$ 49,746	100.0	100.0

NOTES TO THE FINANCIAL STATEMENTS

As at February 28, 2018 and for the Six-Month Period Ended February 28, 2018

(in thousands of dollars except number of shares and per share amounts)

Unaudited

1. Status of the corporation

SaskWorks Venture Fund Inc. ("SaskWorks" or the "Fund") was incorporated under the laws of the Province of Saskatchewan by articles of incorporation dated September 1, 1999 under the name Prairie Ventures Fund Inc. Effective December 18, 2000 the articles of the Fund were amended to change its corporate designation to Crown Ventures Fund Inc. and effective March 16, 2005 the articles of the Fund were amended to change its corporate designation to SaskWorks Venture Fund Inc. The Fund has received approval for registration as a labour-sponsored venture capital corporation under *The Labour-sponsored Venture Capital Corporations Act* (Saskatchewan) (the "Act"). The Fund commenced active operations on January 29, 2001.

In February 2006 the Fund began offering a second class of shares, Class R, in addition to its Class A shares, for sale to the public.

Beginning January 1, 2016, the Fund offered its Class A and Class R shares in series. The existing Class A and Class R shares were renamed Class A Series A and Class R Series A shares respectively. New shares, Class A Series F and Class R Series F, began sale to the public. Class A Series A and Class R Series A have a sales and trailer commission associated with them while Class A Series F and Class R Series F do not.

A separate net asset value is calculated for each of the Class A Series A, Class A Series F, Class R Series A and Class R Series F shares. The holders of Class A Series A, Class A Series F, Class R Series A, and Class R Series F shares have recourse only to the net assets attributable to the capital raised through the issuance of Class A Series A, Class A Series F, Class R Series A, and Class R Series F shares respectively.

The Fund was formed to make debt and equity investments in Saskatchewan small and medium-sized businesses. The objective of the Fund is to realize long-term capital appreciation from its investments. Targeted investment opportunities include early stage and mature businesses with substantial growth prospects as well as restructurings and management buy-out opportunities that offer superior investment return prospects.

PFM Venture Capital Operations Inc. ("PFMV" or the "Manager") is responsible for the management of the Fund and has engaged TBW Holdings Inc. and PFM Capital (2010) Inc. to assist it to carry out its management obligations.

2. Basis of presentation and adoption of IFRS

(a) Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The Fund's significant accounting policies under IFRS are presented in Note 3.

The financial statements of the Fund were approved by the Board of Directors' on April 5, 2018.

(b) Basis of measurement

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

(c) Investment entity

The Fund has determined that it meets the definition of investment entity and as a result, it measures subsidiaries at FVTPL. An investment entity is an entity that: obtains funds from one or more investors for the purpose of providing them with investment management services, commits to its investors that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both, and measures and evaluates the performance of substantially all of its investments on a fair value basis. The most significant judgement that the Fund has made in determining that it meets this definition is that fair value is used as the primary measurement attribute to measure and evaluate the performance of substantially all of its investments.

(d) Functional and presentation currency

The financial statements are presented in Canadian dollars, which is the Fund's functional currency, and all values are rounded to the nearest thousand dollars except where otherwise indicated.

(e) Use of judgements and estimates

The preparation of financial statements requires management to use judgement in applying policies and to make estimates and assumptions about the future. The following are the most significant accounting judgements and estimates that the Fund has made in preparing the financial statements:

Fair value of investments not quoted in an active market

The Fund holds financial instruments for which no public market exists ("private companies"). Fair values of such instruments are determined using valuation techniques. Where no market data is available, the Fund will value positions using its own models, which are usually based on valuation methods and techniques generally recognized as standard within the industry. The models used for private companies are based mainly on earnings multiples adjusted for a lack of marketability as appropriate.

Investment entity

In determining whether the Fund is an investment entity, the Fund may be required to make significant judgments about whether the Fund has the typical characteristics of an investment entity. The Fund primarily obtains funds from investors for the purpose of providing investment management services, commits to its investors that the business purpose is to invest the funds solely for returns from capital appreciation, investment income or both, and measures and evaluates the performance of its investments on a fair value basis.

3. Significant accounting policies

The following policies are considered significant:

(a) Financial instruments

Initial recognition and measurement

The Fund recognizes financial instruments at fair value upon initial recognition, plus transaction costs in the case of financial instruments measured at amortized cost. Financial assets are initially recognized on the trade date, which is the date on which the Fund becomes a party to the contractual provisions of the instrument. Other financial assets are recognized on the date on which they originated. The Fund's venture investments are measured at FVTPL, including investments in debt instruments which have been designated at FVTPL. All other financial assets and liabilities, including redeemable shares, are measured at amortized cost. Under this method, financial assets and liabilities reflect the amount required to be received or paid, discounted, when appropriate, at the contract's effective interest rate. The Fund's accounting policies for measuring the fair value of its venture investments are identical to those used in measuring its net asset value ("NAV") for transactions with shareholders.

Fair value measurement

The fair values of venture investments in eligible businesses, having quoted market values and being publicly traded on a recognized stock exchange ("publicly traded companies"), are recorded at values based on the closing bid price on the last Thursday of each month, except August, and on the last business day of August.

The fair value of the Fund's venture investments for which no public market exists ("private companies") is determined as at the last business day of each fiscal quarter based on policies and procedures established by the Board for determining the fair value of such investments. These valuations are updated monthly to take into account any material changes in the investments of the Fund since the most recent quarterly valuation.

In determining the fair value of equity investments in private companies ("shares") material changes would include, but are not limited to: a subsequent round of financing; an independent valuation; where performance varies adversely relative to the Fund's expectations; where performance indicates the value of the investment has changed; or, a share transaction by an independent third party. Equity investments are carried at fair value and an estimate of fair value is determined on the basis of the expected realizable value of the shares if they were disposed of in an orderly manner over a reasonable period. Fluctuations in fair value are recorded as unrealized appreciation or depreciation until disposal of the equity investment.

Investments in debt instruments ("loans") are carried at fair value. For productive loans an estimate of fair value is determined using a discounted cash flow methodology with fluctuations in the fair value recorded as a premium or discount, through unrealized appreciation, that is amortized to income using the effective interest method.

A loan is considered impaired if, because of deterioration in credit quality, there is no longer reasonable assurance of the timely collection of the full amount of outstanding principal and interest. On principal impaired loans a write-down or other provision is established, through unrealized depreciation, to reduce their carrying value to the estimated fair value of the underlying security.

(b) Investments in associates, joint ventures and subsidiaries

An associate is defined as an investee over whom the Fund has significant influence, being the power to participate in the financial and operating policy decisions of the investee (but not control or joint control). Significant influence exists when the Fund owns between 20% and less than a majority of the voting rights of the investee.

Joint control involves contractually agreed sharing of control and arrangements subject to joint control are classified as a joint venture.

A subsidiary is defined as an investee over whom the Fund has the ability to control. The Fund controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Control over an investee:

- exists when the Fund owns a majority of the voting rights of the investee; or
- exists when the Fund has a majority position in any borrowings of the investee and the conditions attached to the borrowings confer on it the right to assume control of the investee in the event of default.

The Fund meets the criteria required to be considered an “investment entity” under IFRS 10 – *Consolidated Financial Statements* and, as such, it accounts for subsidiaries at fair value. Associates and joint ventures have been designated at FVTPL.

Information about the Fund’s interest in associates or unconsolidated subsidiaries is as follows:

Class A

Investee	Relationship	Ownership & voting interest %	Senior debt
2310 Millar Ave. Properties Ltd.	Associate	50.00%	Yes
255 2nd Ave. Properties Ltd.	Associate	50.00%	Yes
Al-Fab Building Components Inc.	Subsidiary	60.04%	-
Crusader Drilling Corp.	Associate	24.47%	-
Elgin Development	Associate	25.81%	Yes
Foundation Developments Inc.	Associate	30.40%	Yes
Hi-Tec Profiles Inc.	Associate	37.73%	-
HL Carriage Homes LP	Associate	50.00%	-
Hospitality Network Canada Inc.	Subsidiary	69.02%	Yes
James Hill Road Villa LP	Subsidiary	56.04%	Yes
Lazar Equipment Ltd.	Subsidiary	53.94%	-
Moody’s Equipment LP	Subsidiary	71.36%	-
Parkside Townhomes	Subsidiary	84.26%	-
Pines Sports & Marine Ltd.	Subsidiary	54.55%	Yes
Prairie Soil Services Inc.	Subsidiary	68.65%	Yes
Terra Grain Fuels Inc.	Associate	33.25%	Yes
Urban Heights Inc.	Associate	34.93%	-
Visima Holdings Inc.	Associate	28.72%	Yes
Visima Holdings II Inc.	Associate	28.72%	Yes
YorkTerra Development LP	Associate	32.37%	Yes

Class R

Investee	Relationship	Ownership & voting interest %	Senior debt
None			

All investee companies have Canada as their principal place of business and country of incorporation.

All investee companies for which the Fund is a subordinate lender may have restrictions on dividend and loan repayments if the investee is not within covenants imposed on it by its senior lender(s).

With respect to the above associates and unconsolidated subsidiaries:

- subject to senior lender covenants, if any, there are no significant restrictions on the ability of the associates or subsidiaries to transfer funds to the Fund in the form of cash dividends or to repay loans or advances made to the associates or subsidiaries by the Fund;
- there are no current commitments or intentions to provide financial or other support to the subsidiaries, including commitments or intentions to assist them in obtaining financial support;
- the Fund has not, without the contractual obligation to do so, provided any financial or other support to the subsidiaries; and
- other than the original amount approved for investment, there are no contractual arrangements that would require the Fund to provide financial support to the subsidiaries.

(c) Cash

Pending venture investments being made, subscription proceeds are invested in interest bearing accounts yielding interest at the rate of prime minus 1.60% to 1.95%.

(d) Redeemable shares

The Fund classifies financial instruments issued as financial liabilities or equity instruments in accordance with the substance of the contractual terms of the instruments.

The shares, which are classified as financial liabilities and measured at redemption amount, provide shareholders with the right to request redemption, subject to available liquidity.

See Note 7 for details of the Fund's shares.

(e) Net assets attributable to holders of redeemable shares per share

The net assets attributable to shareholders per Class A Series A, Class A Series F, Class R Series A and Class R Series F share is determined by dividing the net assets attributable to shareholders of Class A Series A, Class A Series F, Class R Series A and Class R Series F shares by the number of Class A Series A, Class A Series F, Class R Series A and Class R Series F shares outstanding as at that date.

(f) Increase (decrease) in net assets attributable to holders of redeemable shares from operations per share

The increase (decrease) in net assets attributable to holders of redeemable shares from operations per Class A Series A, Class A Series F, Class R Series A and Class R Series F share is calculated by dividing the increase (decrease) in net assets attributable to holders of redeemable Class A Series A, Class A Series F, Class R Series A and Class R Series F shares from operations by the average number of Class A Series A, Class A Series F, Class R Series A and Class R Series F shares outstanding during the period.

(g) Revenue recognition

Revenue related to the Fund's productive venture investments is recorded on an accrual basis. Negotiation fees are recognized upon receipt. A loan on which payments are in arrears for 90 days or more is usually classified as income impaired. Recognition of interest income ceases on income impaired loans until interest is received. Recognition of interest income ceases on principal impaired loans with all cash received applied first to principal, until fully recovered, and then as income.

(h) Short-term and long-term investments

Pending venture investments being made, subscription proceeds are invested in high-quality government and corporate debt obligations or other investments permitted under the Act. Purchases and sales of short-term and long-term investments are recorded on a trade date basis. Term deposits are valued at cost, which approximates fair value.

(i) Commissions

An annual trailer commission, based on net assets attributable to the holders of redeemable shares, is paid quarterly to the selling agent for each year that a subscription for Class A Series A and Class R Series A shares is maintained.

(j) Incentive participation amount

As described in Note 8, an incentive participation amount ("IPA") will accrue on unrealized eligible venture investments and be paid annually only upon realization of the eligible venture investment.

This amount is an estimate and can vary significantly from year to year. It will be paid only on gains that arise on the realization of an eligible venture investment and the income earned from an eligible venture investment over its life.

(k) Income taxes

SaskWorks uses the liability method of tax allocation for accounting for income taxes. Under this method, future income tax assets and liabilities are determined based on differences between the financial statement and tax bases of assets and liabilities, and measured using the tax rates and laws that will be in effect when differences are expected to reverse.

(l) Transaction costs

Transaction costs associated with an investment (incremental costs that are directly attributable to acquisition or disposition) are, in most cases, borne by the investee. In those cases where the Fund pays these costs they are expensed in the Statements of Comprehensive Income.

(m) Application of new and revised International Financial Reporting Standards

The following new and revised standards are not considered significant to the Fund:

- Amendments to IFRS 11 *Joint Arrangements* re: *Accounting for Acquisitions of Interests in Joint Operations*
- New IFRS 14 *Regulatory Deferral Accounts*
- New IFRS 15 *Revenue from Contracts with Customers*
- Amendments to IAS 1 *Presentation of Financial Statements* re: *Disclosure Initiative*
- Amendments to IAS 16 *Property, Plant and Equipment* and IAS 38 *Intangible Assets* re: *Clarification of Acceptable Methods of Depreciation and Amortization*
- Amendments to IAS 16 *Property, Plant and Equipment* and IAS 41 *Agriculture* re: *Agriculture: Bearer Plants*
- Amendments to IAS 27 *Separate Financial Statements* re: *Equity Method in Separate Financial Statements*
- Annual Improvements (2012 – 2014 Cycle)

(n) New and revised International Financial Reporting Standards in issue but not yet effective

The following new and revised standards issued but not yet effective are not expected to be significant to the Fund:

Effective for annual periods beginning on or after January 1, 2019

- New IFRS 16 *Leases*

4. Financial instruments

The Fund 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: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2: Inputs other than quoted prices within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3: Inputs are unobservable for the asset or liability.

As at February 28, 2018 and for the Six-Month Period Ended February 28, 2018 • (in thousands of dollars except number of shares and per share amounts)

Class A

As at February 28, 2018

	Level 1	Level 2	Level 3	Total
Equity investments	\$ 141,506	\$ -	\$ 170,675	\$ 312,181
Debt investments	-	-	25,425	25,425
	\$ 141,506	\$ -	\$ 196,100	\$ 337,606

As at August 31, 2017

	Level 1	Level 2	Level 3	Total
Equity investments	\$ 78,025	\$ -	\$ 150,551	\$ 228,576
Debt investments	-	-	33,810	33,810
	\$ 78,025	\$ -	\$ 184,361	\$ 262,386

Class R

As at February 28, 2018

	Level 1	Level 2	Level 3	Total
Equity investments	\$ 10,848	\$ -	\$ 45,419	\$ 56,267
Debt investments	-	-	133	133
	\$ 10,848	\$ -	\$ 45,552	\$ 56,400

As at August 31, 2017

	Level 1	Level 2	Level 3	Total
Equity investments	\$ 4,182	\$ -	\$ 45,242	\$ 49,424
Debt investments	-	-	322	322
	\$ 4,812	\$ -	\$ 45,564	\$ 49,746

The table below summarizes the movement in Level 3 venture investments at fair value using unobservable inputs.

	2018		August 31, 2017	
	Class A	Class R	Class A	Class R
Balance, beginning	\$ 184,361	\$ 45,564	\$ 179,301	\$ 49,637
Transfer to Level 1	-	-	(5,885)	-
Venture investments purchased	22,122	790	17,715	3,246
Venture investments repaid	(10,336)	(1,409)	(4,733)	(6,809)
Realized loss on disposition of venture investments	(989)	(1,330)	-	-
Net change in unrealized appreciation of venture investments	942	1,937	(2,037)	(510)
Balance, ending	\$ 196,100	\$ 45,552	\$ 184,361	\$ 45,564

For the purposes of the following tables, that disclose Level 3 investment details, debt investments that are current with respect to principal and interest are classified as productive and those that are not current are classified as non-productive. With respect to equity investments, those investments on which the Fund expects to recover the full amount of capital invested are classified as productive while those equity investments on which the Fund does not expect to recover the full amount of capital invested are classified as non-productive.

Class A

As at February 28, 2018

Classification	Fair value	Valuation technique	Unobservable Inputs	Weighted average input	Sensitivity +/-	Change in valuation +/-
Productive debt	\$24,239	Discounted cash flow	Discounted rate	11.80%	1%	\$240/\$(240)
Non-productive debt	1,186	Estimated realizable value	Impairment provision	25.00%	25.00%	297/(297)
Productive equity	142,047	Asset value	% variance	93%	7.50%	112/(112)
		Capitalization rate	NOI cap rate	6.63%	0.42%	3,164/(2,728)
		Cost	% variance	100%	10%	1,602/(1,602)
		Equity raise	Cost	100%	10%	451/(451)
		Multiple of EBITDA	EBITDA multiple	5.57x	0.57x	7,360/(8,757)
		Multiple of production	\$/boe/d multiple	\$43	\$5	2,322/(2,073)
		NAV/unit	% variance	100%	10%	2,434/(2,434)
Non-productive equity	28,628	Capitalization rate	NOI cap rate	6.75%	0.50%	1,287/(1,120)
		Cost	% variance	100%	10%	9/(9)
		Equity raise	Cost	100%	10%	347/(347)
		Multiple of EBITDA	EBITDA multiple	4.63x	0.50x	2,274/(2,285)
		Multiple of production	\$/boe/d multiple	\$40	\$8	332/(253)
		Multiple of reserves	\$/boe multiple	\$15	\$5	371/(371)
		Multiple of TBV	TBV multiple	0.12x	0.08x	259/(272)

boe/d = Barrels of oil equivalent per day

EBITDA = Earnings before interest, taxes, depreciation and amortization

NAV = Net asset value

NOI cap rate = Net operating income capitalization rate

TBV = Tangible book value

As at August 31, 2017

Classification	Fair value	Valuation technique	Unobservable Inputs	Weighted average input	Sensitivity +/-	Change in valuation +/-
Productive debt	\$31,353	Discounted cash flow	Discounted rate	10.19%	1%	\$333/\$(333)
Non-productive debt	2,457	Estimated realizable value	Impairment provision	25.00%	25.00%	615/(615)
Productive equity	137,571	Asset value	% variance	96.50%	7.50%	220/(219)
		Capitalization rate	NOI cap rate	6.95%	0.38%	1,925/(1,683)
		Cost	% variance	100%	10%	2,008/(2,008)
		Equity raise	% variance	100%	11%	4,985/(4,985)
		Liquidation proceeds	% variance	100%	10%	1/(1)
		Multiple of EBITDA	EBITDA multiple	5.06x	0.70x	5,407/(4,792)
		NAV/unit	% variance	100%	10%	2,303/(2,303)
Non-productive equity	12,980	Cost	% variance	100%	10%	15/(15)
		Equity raise	Cost	100%	10%	469/(469)
		Multiple of EBITDA	EBITDA multiple	4.21x	0.50x	1,113/(1,113)
		Multiple of production	\$/boe/d multiple	\$50	\$10	236/(275)
		Multiple of reserves	\$/boe multiple	\$15.00	\$5.00	387/(363)
		Multiple of TBV	TBV multiple	0.55x	0.18x	552/(4,470)

boe/d = Barrels of oil equivalent per day

EBITDA = Earnings before interest, taxes, depreciation and amortization

NOI cap rate = Net operating income capitalization rate

TBV = Tangible book value

As at February 28, 2018 and for the Six-Month Period Ended February 28, 2018 • (in thousands of dollars except number of shares and per share amounts)

Class R

As at February 28, 2018

Classification	Fair value	Valuation technique	Unobservable Inputs	Weighted average input	Sensitivity +/-	Change in valuation +/-
Non-productive debt	\$133	Estimated realizable value	Impairment provision	25%	25%	\$33/\$(33)
Productive equity	37,100	Cost	% variance	100%	10%	89/(89)
		Equity raise	Cost	100%	10%	451/(451)
		Multiple of EBITDA	EBITDA multiple	10.00x	1.00x	1,333/(2,222)
		Multiple of production	\$/boe/d multiple	\$43	\$5	1,681/(1,524)
Non-productive equity	8,319	Equity raise	Cost	100%	10%	475/(475)
		Multiple of production	\$/boe/d multiple	\$40	\$8	329/(165)
		Multiple of reserves	EV/boe multiple	\$15	\$5	165/(165)
		Multiple of TBV	TBV multiple	0.31x	0.14x	313/(319)

boe/d = Barrels of oil equivalent per day

EBITDA = Earnings before interest, taxes, depreciation and amortization

TBV = Tangible book value

As at August 31, 2017

Classification	Fair value	Valuation technique	Unobservable Inputs	Weighted average input	Sensitivity +/-	Change in valuation +/-
Non-productive debt	\$322	Estimated realizable value	Impairment provision	25%	25%	\$81/\$(81)
Productive equity	33,882	Equity raise	Cost	100%	10%	3,142/(3,142)
		Multiple of EBITDA	EBITDA multiple	6.50x	0.50x	117/(139)
Non-productive equity	11,360	Equity raise	Cost	100%	10%	730/(730)
		Multiple of production	\$/boe/d multiple	\$50	\$10	59/(69)
		Multiple of reserves	EV/boe multiple	\$15.00	\$5.00	173/(162)
		Multiple of TBV	TBV multiple	0.55x	0.18x	1,102/(997)

boe/d = Barrels of oil equivalent per day

EBITDA = Earnings before interest, taxes, depreciation and amortization

TBV = Tangible book value

5. Venture investments

Venture investments are comprised of the following:

	2018		August 31, 2017	
	Class A	Class R	Class A	Class R
Equity instruments at cost	\$ 167,213	\$ 53,003	\$ 143,254	\$ 50,217
Debt instruments at cost	31,595	1,217	40,949	1,217
Venture investments at cost	198,808	54,220	184,203	51,434
Unrealized appreciation (depreciation)	138,798	2,180	78,183	(1,688)
Venture investments at fair value	\$ 337,606	\$ 56,400	\$ 262,386	\$ 49,746

During the year, venture investments changed as follows:

	2018		August 31, 2017	
	Class A	Class R	Class A	Class R
Venture investments at fair value, begin	\$ 262,386	\$ 49,746	\$ 211,023	\$ 50,449
Venture investments purchased	26,623	5,526	22,555	9,557
Venture investments repaid	(11,029)	(1,409)	(10,576)	(7,163)
Realized loss on disposition of venture investments	(989)	(1,330)	-	(697)
Net change in unrealized appreciation of venture investments	60,351	3,867	38,819	(2,412)
Amortization of discount on venture investment debt	264	-	565	12
Venture investments at fair value, end	\$ 337,606	\$ 56,400	\$ 262,386	\$ 49,746

6. Loan receivable

Beginning February 1, 2004, the Fund engaged Conexus Credit Union to pay the base commission and additional commission on the sale of shares. The Fund has invested sufficient money in Conexus in the form of non-interest bearing promissory notes to enable it to pay these commissions.

The loan receivable balance is subject to a maximum total limit of \$22,800 (August 31, 2017 - \$25,600) and consists of eight non-interest bearing promissory notes each repayable in eight equal annual instalments, based on the balance of the note at December 31 of the year issued, beginning January 10 of the year following issuance.

Loan receivable at August 31 is comprised of the following:

Note issued	Instalment	2018		August 31, 2017	
		Class A	Class R	Class A	Class R
January 1, 2010	\$ 326	\$ -	\$ -	\$ 240	\$ 86
January 1, 2011	456	282	174	564	348
January 1, 2012	493	621	365	931	547
January 1, 2013	485	1,148	308	1,530	411
January 1, 2014	352	1,159	247	1,449	309
January 1, 2015	318	1,324	265	1,589	318
January 1, 2016	319	1,612	304	1,881	354
January 1, 2017	324	1,986	284	2,059	290
January 1, 2018	TBD	530	31	-	-
		\$ 8,662	\$ 1,978	\$ 10,243	\$ 2,663

As remuneration to Conexus for managing the payment of commissions, the Fund has agreed to pay a service fee equal to an annual percentage based payment of 0.875% of the gross proceeds raised in any calendar year on the sale of Class A Series A and Class R Series A shares and 0.125% of the gross proceeds raised in any calendar year on the sale of Class A Series F and Class R Series F shares over eight consecutive years.

7. Share capital and net assets

Subscription proceeds from the issuance of Class A and Class R shares will be used to make eligible venture investments of that respective class of shares. Venture investments made by each class of shares are held only within that class of shares. Income or losses attributable to a particular venture investment are allocated only to the specific class of shares within which the venture investment is held.

Net asset value per share for each series is calculated at the end of each week by dividing the net asset value of each series by its outstanding shares. The net asset value of each series of a class is computed by calculating the value of the series-specific assets and series' proportionate share of the class' common assets less the series-specific liabilities and the series' proportionate share of the class' common liabilities. Income and expenses directly attributable to a series are credited to that series while common class income and expenses and realized and unrealized gains and losses are allocated to each series. A proportionate share of or allocation to each series of a class is based on that series' pro rata share of the total share capital of that class as at the latest available weekly net asset valuation.

Venture investments (Class A and Class R) and share subscription activity (Class A Series A, Class A Series F, Class R Series A, and Class R Series F) have a separate accounting such that the net assets attributable to each of the Class A Series A, Class A Series F, Class R Series A, and Class R Series F shares are reflected individually in these financial statements.

Class A Series A, Class A Series F, Class R Series A and Class R Series F shares have, in all material respects, the same rights, redemption features, tax credit eligibility, and attributes except for the following:

- The net proceeds from the issuance of Class A shares will be invested in Saskatchewan eligible businesses in a broad section of the economy whereas the net proceeds from the issuance of Class R shares will be invested in Saskatchewan eligible businesses in the energy and mining sectors;
- Class A Series A and Class R Series A shares have sales and trailer commissions associated with them while Class A Series F and Class R Series F do not;
- A separate net asset value is calculated for each of the Class A Series A, Class A Series F, Class R Series A and Class R Series F shares. The holders of Class A Series A, Class A Series F, Class R Series A, and Class R Series F shares have recourse only to the net assets attributable to the capital raised through the issuance of Class A Series A, Class A Series F, Class R Series A, and Class R Series F shares respectively.

The authorized share capital of the Fund is:

Class A Series A, Class A Series F, Class R Series A and Class R Series F – Unlimited number of Class A Series A, Class A Series F, Class R Series A and Class R Series F shares. The shares are voting, entitled to receive non-cumulative dividends at the discretion of the directors, entitled to elect all of those directors who are not elected by the holder of the Class B shares and have restrictions on redemption. Such restrictions include a provision that the Fund is not required to redeem Class A Series A, Class A Series F, Class R Series A or Class R Series F shares if total redemptions in the fiscal year exceed 50% of the Class A Series A, Class A Series F, Class A Series A or Class R Series F shares' net earnings after tax for the previous fiscal year. In the event of a redemption before the eighth anniversary of issue, holders of Class A Series A or Class R Series A shares are charged a redemption fee of 1% of the net asset value per Class A Series A or Class R Series A share for each year or part year remaining before the eighth anniversary of the date of issue, and the Fund is required to withhold and remit to the applicable authorities an amount equal to the Federal tax credit and Saskatchewan tax credit, if any, on the Class A Series A, Class A Series F, Class R Series A or Class R Series F shares.

Class B – 10 Class B shares. Issuable only to the sponsor of the Fund. The shares are voting, redeemable at the purchase price and entitled to elect a simple majority of the directors of the Fund, including replacing or removing any directors elected by the sponsor.

Class C – Unlimited number of Class C shares. The shares are issuable in series with rights, privileges, restrictions and conditions subject to directors' resolution. No Class C shares have been issued.

Issued share capital at the end of the period is:

	2018		August 31, 2017	
	Shares	\$	Shares	\$
Class A Series A				
Balance, beginning	19,128,069	275,935	19,049,874	266,794
Issued	1,191,677	23,759	1,941,797	32,076
Redeemed (at cost)	(1,282,307)	(16,366)	(1,863,602)	(22,935)
Balance, ending	19,037,439	283,328	19,128,069	275,935
Class A Series F				
Balance, beginning	156,362	2,558	56,221	879
Issued	75,378	1,587	100,781	1,689
Redeemed (at cost)	(412)	(7)	(640)	(10)
Balance, ending	231,328	4,138	156,362	2,558
Class R Series A				
Balance, beginning	6,425,411	89,323	6,587,598	91,536
Issued	155,731	1,790	406,972	4,778
Redeemed (at cost)	(399,069)	(5,108)	(569,159)	(6,991)
Balance, ending	6,182,073	86,005	6,425,411	89,323
Class R Series F				
Balance, beginning	4,321	53	1,000	13
Issued	2,025	24	3,321	40
Redeemed (at cost)	-	-	-	-
Balance, ending	6,346	77	4,321	53
Class B				
Balance, ending	10	1	10	1

At the end of the period the net assets attributable to the holders of the Fund's Class A Series A redeemable shares consist of issued share capital of \$283,328 (August 31, 2017 - \$275,935) and retained earnings of \$107,613 (August 31, 2017 - \$72,955). The net assets attributable to the holders of the Fund's Class A Series F redeemable shares consist of issued share capital of \$4,138 (August 31, 2017 - \$2,558) and retained earnings of \$882 (August 31, 2017 - \$406). The net assets attributable to the holders of the Fund's Class R Series A redeemable shares consist of issued share capital of \$86,005 (August 31, 2017 - \$89,323) and deficit of \$14,861 (August 31, 2017 - \$15,903). The net assets attributable to the holders of the Fund's Class R Series F redeemable shares consist of issued share capital of \$77 (August 31, 2017 - \$53) and deficit of \$3 (August 31, 2017 - \$3).

The value of redeemed shares is treated as a reduction of share capital and adjustment to retained earnings or deficit. The original cost of the shares is a reduction of share capital. The difference between redemption value and original cost of the shares is treated as either a decrease to retained earnings or increase to deficit, if redemption value exceeds original cost, or an increase to retained earnings or decrease to deficit, if redemption value is less than original cost.

8. Related party transactions

The Fund has retained the Manager as the fund manager to manage and administer the business affairs of the Fund, including, among other duties, the management of the Fund's eligible venture investments and short-term and long-term investments and determining the fair value of the Fund's venture investment portfolio. The officers of the Fund are the principals of the Manager and shareholders in the Fund.

The Manager receives an annual management fee, calculated and payable monthly in arrears, equal to 2.5% of the aggregate net assets attributable to holders of redeemable shares of the Class A Series A, Class A Series F, Class R Series A and Class R Series F shares, as at each weekly valuation date.

With respect to Class A Series A and Series F shares \$4,609 (2017 - \$3,813) in management fees, plus applicable taxes, was earned, pursuant to the management agreement, by the Fund Manager.

With respect to Class R Series A and Series F shares \$912 (2017 - \$963) in management fees, plus applicable taxes, was earned, pursuant to the management agreement, by the Fund Manager.

IPA is a provision for fees payable to the Manager and is based on the realized/unrealized gains and income earned from eligible venture investments and is payable annually only upon disposition of an eligible venture investment. Before any IPA is paid on the realization of an eligible venture investment, the Fund must have:

- (a) earned sufficient income, on all eligible venture investments, to generate a rate of return, before expenses, greater than the five-year average GIC rate plus 1% on an annualized basis. The income on eligible venture investments includes investment gains and losses (realized and unrealized) earned and incurred since the inception of the Fund, and negotiation fees, interest, dividends, royalties, distributions and earnings of any other kind from eligible venture investments;
- (b) earned sufficient income from the particular eligible venture investment to provide a cumulative investment return, before expenses, at an average annual rate in excess of 10% since investment; and
- (c) fully recouped an amount from the eligible venture investment, through income earned, liquidation of the investment, or otherwise, equal to or greater than the entire principal invested in the particular eligible investee.

Subject to satisfying all of the above conditions, the IPA is equal to 20% of the return derived from the eligible venture investment.

For Class A shares \$3,550 (2017 - \$3,538), plus applicable taxes, of IPA was paid to the Fund Manager and for Class R shares \$706 (2017 - \$nil), plus applicable taxes, of IPA was paid to the Fund Manager.

For Class A shares the accrued provision for incentive participation amount is \$42,861 (August 31, 2017 - \$33,961), a net increase, after payments, of \$8,900 (2017 - \$2,797). In respect of realized and unrealized gains, the provision for IPA increased by \$13,306 (2017 - \$5,532) and in respect of income earned, the provision for IPA decreased by \$679 (2017 - increased \$981) during the year.

For Class R shares the accrued provision for incentive participation amount is \$3,843 (August 31, 2017 - \$3,887), a net decrease of \$44 (2017 - net increase \$692). In respect of realized and unrealized gains, the provision for IPA increased by \$631 (2017 - \$557) and in respect of income earned, the provision for IPA increased by \$65 (2017 - \$134) during the year.

Other amounts and transactions due to (from) related parties are described separately in these financial statements.

These transactions are in the normal course of operations and have been valued in these financial statements at the exchange amount which is the amount of consideration established and agreed to by the related parties.

9. Net change in balances other than cash and investments

	2018		February 28, 2017	
	Class A	Class R	Class A	Class R
Loan receivable	\$ 1,581	\$ 685	\$ 1,720	\$ 695
Accounts receivable and accrued income	427	44	690	1,119
Other	(11)	-	7	17
Accrued provision for incentive participation amount	8,900	(44)	2,797	692
Accounts payable and accrued liabilities	(1,075)	(394)	(1,043)	(388)
	\$ 9,822	\$ 291	\$ 4,171	\$ 2,101

10. Risks associated with financial instruments

The Fund's financial instruments consist primarily of cash, accounts receivable and accrued income, loan receivable, short-term and long-term investments, venture investments, provision for accrued incentive participation amount, and accounts payable and accrued liabilities. Short-term and long-term investments consist of term deposits. Venture investments in public and private companies consist of equity and debt instruments. The Fund focuses on investing in eligible Saskatchewan businesses with emphasis on expansion financing, management buyouts, restructurings, turnarounds, and early-stage investments. There is no assurance that the Fund will be able to find enough suitable investment opportunities and the Fund may face competition from other funds and investors.

There is no guarantee that an investment in shares of the Fund will earn a specified rate of return or any return in the short or long term. The shares are not eligible for resale and are subject to redemption restrictions resulting in a longer commitment than for freely tradable securities.

SaskWorks' primary business is the raising of capital from Saskatchewan residents and placing these funds in new and expanding Saskatchewan businesses. This entails exposure to market risk, credit risk, interest rate risk and liquidity risk. These risk factors may impact upon SaskWorks' ability to redeem its Class A Series A, Class A Series F, Class R Series A and Class R Series F shares when required.

Market Risk

The market risk faced by SaskWorks is the risk that the fair value of its venture investments may decline due to a reduction in the anticipated earnings generated by the businesses in which SaskWorks invests or a decrease in the quoted market share price of publicly-traded venture investments held by SaskWorks. Class A shares invest in a diversified portfolio of companies in various sectors of the economy while Class R shares invest in the oil & gas sector. Some of the companies in which SaskWorks invests are dependent upon a single product or industry. SaskWorks manages these risks through careful due diligence prior to committing funds to the investment, ensuring that the overall portfolio is properly diversified across various industry sectors, and investing no more than 10% of the Class A shares' and Class R shares' total net assets attributable to holders of redeemable shares in any one eligible business.

The Fund's venture investments in publicly traded companies are companies which were private when the Fund made its initial investment and which became publicly traded shares through initial public offerings, reverse takeovers or acquisitions by public companies. The fair values of these venture investments in publicly traded companies are based on movements in the stock market and to the success or failure of the companies. In some circumstances, it may prove difficult for the Fund to quickly liquidate investments in restricted or thinly traded publicly traded securities without unduly affecting the market prices of those securities. For these publicly traded companies, the Fund attempts to limit its exposure to fluctuations in market prices through managing the sales of these shares on the open market.

Credit Risk

Credit risk arises from the potential that a venture investment will fail to perform its obligations. SaskWorks conducts a thorough due diligence process prior to committing to the venture investment and actively monitors the financial health of its investments on an on-going basis. Changes in commodity prices and foreign currency exchange rates may significantly affect the financial position of investee companies. SaskWorks manages credit risk by diversifying its investments among industries. Although all investee companies are based primarily in Saskatchewan, most of the companies have significant sales in other provinces and/or international markets thereby mitigating most of the economic risks specific to Saskatchewan.

The maturity of each debt investment is disclosed in the respective share class Statement of Investment Portfolio. Such debt investments represent the main concentration of credit risk for the respective share class and, accordingly, represent the maximum credit risk exposure of the respective share class.

Interest Rate Risk

Interest rate risk reflects the risk that SaskWorks' earnings will be affected by fluctuations in interest rates. SaskWorks primary interest rate risk relates to the investment of cash in short-term investments, long-term investments, and venture investment debt instruments. Based on average cash balances and holdings of long-term and short-term investments held during the period, a 1% increase/decrease in interest rates (with all other variables held constant) would have resulted in an increase/decrease in net assets of \$526 (2017 - \$474) with respect to Class A shares and \$148 (2017 - \$139) with respect to Class R shares respectively. The effective of a change in interest rates on venture debt investments is detailed in Note 4.

SaskWorks manages the risk of interest rate changes by matching the duration of short-term investments, long-term investments, and venture debt investments to known liquidity requirements.

Liquidity Risk

Liquidity risk is the risk that SaskWorks will encounter difficulty in liquidating its venture investments at an amount close to fair value at the time it requires liquidity to satisfy requests by holders of Class A Series A, Class A Series F, Class R Series A and Class R Series F shares for redemption. There is no assurance that any venture investment will be able to successfully complete its business plan or sustain operations over the short term or an extended period. The Fund manages liquidity risk by becoming, if necessary, actively involved in their venture investments and continually monitoring the value of their investments. In the event of difficulty in liquidating its venture investments, SaskWorks may be required to delay the redemption of Class A Series A, Class A Series F, Class R Series A and Class R Series F shares tendered for redemption.

The financial liabilities of the Fund mature in less than one year with the exception of accrued provision for incentive participation amount. The maturity of accrued provision for incentive participation amount is uncertain and is dependent upon realization of venture investments.

11. Restrictions

Under the Act:

- Eligible businesses for the Fund are investments in businesses, defined as taxable corporations or limited partnerships that carry on business in Saskatchewan, that together with related corporations or limited partnerships, do not have more than 500 employees, and that in the taxation year preceding the investment, paid at least 25% of all their wages and salaries to employees of their permanent establishment in Saskatchewan;
- An amount equal to the tax credits paid by the Saskatchewan government, being 20% of the capital raised by the sale and issuance of Class A Series A, Class A Series F, Class R Series A and Class R shares to Saskatchewan residents, must be set aside until such time as the Fund has met its pacing requirement. In 2018 and 2017 the Fund met the investment requirement;

- Direct investments in public companies with a market capitalization of \$500,000 or more are prohibited. If an investment is acquired through acquisitions or mergers and the resulting investment has over \$500,000 in capitalization, such investment must be disposed of within two years from the end of the fiscal year of the Fund of such acquisition or merger;
- New investment in agricultural land acquired primarily for rental or leasing purposes is prohibited; and
- The Fund is required to maintain a level of innovation sector investment exposure of 25% of annual net capitalization defined as annual capital raised within the Fund less annual capital redeemed, multiplied by the Fund's 75% pacing requirement.

The Fund may not invest more than 10% of the Class A Series A, Class A Series F, Class R Series A and Class R Series F shares' total net assets attributable to holders of redeemable shares in any one eligible business, and may not invest in an eligible business if the Fund and the eligible business are not at arm's length;

Class A Series A, Class A Series F, Class R Series A and Class R Series F shares issued by the Fund can be redeemed at the option of the holder after a specific hold period, or earlier in limited circumstances. Class A Series A and Class R Series A shares redeemed before expiration of the hold period may be subject to a redemption fee.

As part of its banking relationship with Conexus Credit Union, the Fund is required to maintain a minimum of \$22,800 (August 31, 2017 - \$25,600) on deposit.

The Fund is in compliance with all the above restrictions.

12. Management expense ratio

The ratios of all fees and other expenses paid or payable by the Class A Series A, Class A Series F, Class R Series A and Class R Series F shares expressed as a percentage of the average net assets attributable to the holders of redeemable Class A Series A, Class A Series F, Class R Series A and Class R Series F shares respectively during the period are:

	2018		February 28, 2017	
	IPA included	IPA excluded	IPA included	IPA excluded
Class A Series A	11.19%	4.30%	8.68%	4.39%
Class A Series F	9.49%	3.58%	6.95%	3.45%
Class R Series A	6.88%	4.96%	6.62%	4.82%
Class R Series F	5.32%	3.83%	4.98%	3.61%

13. Income taxes

Under the Income Tax Act (Canada), no income taxes are payable by the Fund on dividends received from Canadian corporations, and income taxes payable on capital gains will be fully refundable on a formula basis when Class A Series A, Class A Series F, Class R Series A or Class R Series F shares of the Fund are redeemed or capital gains dividends are paid or deemed to be paid by the Fund to its Class A Series A, Class A Series F, Class R Series A or Class R Series F shareholders. Income taxes payable on investment income are partially refundable upon the payment or deemed payment of taxable dividends.

The Fund's Class A Series A, Class A Series F, Class R Series A and Class R Series F shares record the refundable portion of their income taxes as an asset, as they intend to recover all of the refundable income taxes through the deemed payment of a dividend by capitalizing the appropriate amount of its income or realized capital gains pro-rata to the stated capital account for its Class A Series A, Class A Series F, Class R Series A or Class R Series F shares. If the Fund increases the stated capital of the Class A Series A, Class A Series F, Class R Series A or Class R Series F shares, the holder of the Class A Series A, Class A Series F, Class R Series A or Class R Series F shares will be deemed to have received a dividend or a realized capital gain and the adjusted cost base of the shareholders' Class A Series A, Class A Series F, Class R Series A or Class R Series F shares will be increased by the amount of any deemed dividend.

The Fund's Class A and Class R shares have estimated non-capital losses that may be carried forward and used to reduce taxable income in future years. These losses, if not utilized, expire as follows:

	Class A	Class R
2030	\$ -	\$ 539
2031	-	1,339
2032	-	1,434
2033	-	3,968
2034	-	2,677
2035	2,733	3,315
2036	4,138	3,591
2037	-	2,319
	<u>\$ 6,871</u>	<u>\$ 19,182</u>

The potential income tax benefit of these losses has not been recognized in the financial statements.

14. Non-cash transactions

The Fund, as part of regular purchases and dispositions of venture investments, will at times receive non-cash consideration on the disposition of some venture investments. The non-cash consideration can be debt instruments, shares in a publicly traded company, shares in a private company, or, on occasion, a combination of them.

15. Commitments

The Fund's Class A shares have committed to advance \$1,579 (August 31, 2017 - \$1,662) of additional financing to existing investees, provided certain conditions are met. The Fund's Class R shares have committed to advance \$617 (August 31, 2017 - \$700) of additional financing to existing investees, provided certain conditions are met.

16. Investment portfolio

The Fund will provide promptly and without charge a Statement of Portfolio Transactions – Short-term, Long-term and Venture Investments (unaudited) upon request by any shareholder of the Fund at 1925 Victoria Avenue, 2nd Floor, Regina, Saskatchewan, S4P 0R3.

17. Subsequent events

During the ten business days following the end of the period, the Fund received Class A Series A subscriptions of \$6,317 (2017 - \$7,620) and redemptions of \$4,286 (2017 - \$4,055), Class A Series F subscriptions of \$515 (2017 - \$340), Class R Series A subscriptions of \$387 (2017 - \$927) and redemptions of \$1,025 (2017 - \$1,072), and Class R Series F subscriptions of \$2 (2017 - \$12).

18. Capital management

Share capital is considered to be the source of capital for the Fund. The Province of Saskatchewan has authorized the Fund to issue up to \$40,000 (2017 - \$40,000) of share capital during the period from April 1, 2017 to March 31, 2018. For the period April 1, 2018 to March 31, 2019, and in subsequent years, the Fund is authorized to issue up to \$35,000.

The Fund's capital management objectives are to enhance the net assets of the Fund through managing its funds to maximize cash flows from investments and for sufficient liquidity to:

- fund venture investments in new eligible companies and follow-on investments in existing companies;
- meet the annual investment obligations required in The Labour-sponsored Venture Capital Corporations Act (Saskatchewan);
- fund the redemption of shares requested by shareholders; and
- fund ongoing operations.

The Fund actively monitors the cash position and financial performance of the Fund to ensure there are sufficient resources to meet venture investment requirements and shareholder redemptions. However, in the event of insufficient resources, SaskWorks may be required to delay the redemption of Class A Series A, Class A Series F, Class R Series A and Class R Series F shares tendered for redemption.

There were no changes in capital management policies during the year.

19. Net assets of the Fund

In 2017 and 2016, the Fund's auditors, MNP LLP, Chartered Professional Accountants, as an integral part of their audit procedures, reviewed the fair value of the Fund's portfolio in the aggregate, as presented in the Statements of Investment Portfolio, to determine that such fair value is, in all material respects, reasonable. The auditors employ a Chartered Business Valuator as a member of the audit team.

CORPORATE INFORMATION

DIRECTORS

Doug Frondall ¹
Chair

Terry Schneider ²
Vice-Chair

Brent Banda ²

Ron Carlson ^{2, 3}

Michael Fix ^{1, 3}

David Meyers

Daryl Schwartz

Kevin Stangeland ^{1, 2}

Kathy Zwick ³

¹ Audit/Valuation Committee

² Investment Committee

³ Governance and Nominating
Committee

OFFICERS

Randy Beattie
*President and
Chief Executive Officer*

Chris Selness
Vice President, Investments

Rob Duguid
*Vice President, Chief Financial
Officer and Corporate Secretary*

AGENT

Industrial Alliance Securities Inc.
Saskatoon, Saskatchewan

AUDITORS

MNP LLP
Regina, Saskatchewan

LEGAL COUNSEL

MLT Aikins LLP
Regina, Saskatchewan

REGISTRAR & TRANSFER AGENT

Prometa Fund Support Services Inc.
Winnipeg, Manitoba

CUSTODIAN

Concentra Trust
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SPONSOR



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