



2019 ANNUAL REPORT

DEAR SHAREHOLDER

Thank you again for helping us to sell out early in 2019.

SaskWorks' government mandated sales cap of \$35 million for each provincial fiscal year ending March 31 was reached on February 3, 2019. For the current year, we are expecting to see robust sales and could sell out earlier than last year. If you are planning to take advantage of the Fund's tax credit to reduce your 2019 income tax payable, purchase your units early to ensure you don't miss out.

The continued support of our shareholders, who believe that investing in our province is important for all of us, has allowed us to work with both our existing portfolio companies and potential new investees to strengthen their businesses. Everywhere you look in Saskatchewan today, small and medium-sized businesses are working hard to make their companies more resilient. They are implementing cost saving measures in order to offer better pricing to their clients. They are looking for new customers in markets around the world and they are finding new suppliers and vendors.

The Saskatchewan economy, while headwinds exist, seems to be settling in for a period of steady growth, unlike five to ten years ago, when the Province was growing at exceptional rates. But a steady growth environment is not new to Saskatchewan or to SaskWorks. The Fund has been able to place capital and achieve appropriate returns for investors throughout the business cycle.

Economic challenges do not stop businesses from growing, hiring, launching new products or services, or from needing additional capital to execute on opportunities. SaskWorks' portfolio of companies is no exception. We continue to support our investee companies to invest in their businesses and execute on their opportunities for growth. Capital preservation has always been an important tenet of SaskWorks' investment philosophy. We, therefore, always look to make investments in companies that are strong enough to withstand volatile times. Because of this, our investment portfolio is made up of some of the most resilient companies in the Province.

Many of our portfolio companies are doing the hard work today of improving their business so that they can take advantage of growth opportunities as they arise.

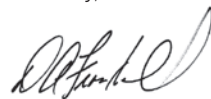
A steady growth economy will often lead to more consolidation within industries, which can be an opportunity for SaskWorks to exit investee companies or invest further to help a company acquire another. It is important for the Fund to exit investments on a periodic basis, in order to ensure that our shareholders can redeem their shares after the eight-year holding period has lapsed.

In fiscal 2019, the Fund exited a number of companies – many through consolidation in their industries. As an example, a competitor to long-time portfolio company, Crestline Coach of Saskatoon, purchased Crestline from its existing shareholders (including SaskWorks). Crestline Coach was in SaskWorks' portfolio for 14 years. This new ownership group is able to help the company continue to grow in the province while also allowing SaskWorks to reinvest its capital into new portfolio companies.

In the year, SaskWorks invested more than \$47,000,000 into portfolio companies throughout Saskatchewan. There are more than 30 companies in our portfolio today that are driving growth and investment throughout our Province.

Thank you again for your continued support of SaskWorks. We will continue to invest your capital judiciously throughout the regions and industries that drive Saskatchewan's economy, aimed at generating good returns, and spurring growth and job creation in our Province for years to come. Please remember that the Fund may sell out earlier than it did in the previous year, and that you may need to invest early to receive your 2019 tax credit.

Sincerely,



Doug Frondall
Chair, Board of Directors



Randy Beattie
*President and
Chief Executive Officer*

MANAGEMENT REPORT OF FUND PERFORMANCE

This management report of fund performance contains financial highlights but does not contain the complete annual financial statements of the Fund. The complete annual financial statements of the Fund are included later in this 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 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.

The purpose of this section is to summarize the performance of SaskWorks Venture Fund Inc. ("SaskWorks" or "the Fund") for the year ended August 31, 2019.

Unless otherwise indicated, references to amounts at August 31, 2019 or to the year ended August 31, 2019 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 and International Financial Reporting Standards ("IFRS") apply.

Beginning January 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 assets attributable to holders of redeemable shares per share for each series is calculated at the end of each week by dividing the net assets attributable to holders of redeemable shares for each series by its outstanding shares. The net assets attributable to holders of redeemable shares of each series of a class is computed by calculating the value of the series-specific assets and the 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 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 weekly net asset valuation.

INVESTMENT OBJECTIVE AND STRATEGIES

(in thousands of dollars)

The Fund invests in small and medium-sized Saskatchewan eligible businesses, with the objective of achieving long term capital appreciation and/or a recurring income stream. The Fund may also participate in investment groups and consortia in situations where an 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 five 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 assets attributable to the holders of redeemable 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 centers 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.** Investment in businesses that require financing to expand sales, or to launch a new product or service.
 - ▶ **Management/Employee Buyouts.** Investment 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.

MANAGEMENT REPORT OF FUND PERFORMANCE (CONTINUED)

› **Early-Stage Investments.**

Investment will be in businesses which have been in operation for a period but have not yet fully developed their product or service. Typically, funding will be required to address limitations or opportunities that have been identified after 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 because 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 including:

- › 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 form of the Fund's investments is 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 down-side protection, and tax considerations. The Fund diversifies its investment portfolio using 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 term deposits and high-quality government and corporate debt obligations.

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.

The Fund invests in small and medium-sized eligible Saskatchewan businesses, with the objective of achieving long term capital appreciation.

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 that are by their nature illiquid. In addition, the process of valuing private investments is more complex and subjective than that of valuing publicly traded securities.

Over the course of the year ended August 31, 2019, the Fund continued to demonstrate its ability to identify and close on eligible venture investment opportunities. The Fund's Class A shares purchased \$48,524 (2018 - \$30,384) and the Class R shares purchased \$709 (2018 - \$6,783) of venture

investments. In addition, \$7,053 has been committed by the Fund's Class A shares and \$544 by Class R shares to future, but not yet disbursed, transactions.

With respect to liquidity risk, the Fund continues to exit its investments, with \$16,012 (2018 - \$90,721) at cost in dispositions of venture investments from Class A and \$7,859 (2018 - \$6,431) at cost from Class R shares during the year ended August 31, 2019. These exits resulted in a \$12,253 (2018 - \$76,851) net gain for the Class A shares and a \$8,463 net gain (2018 - \$2,019 net loss) for the Class R shares over the life of those investments.

With respect 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 Class A venture investment portfolio at fair value by \$37,023 (2018 - decreased \$6,416) and decreased its Class R portfolio by \$11,780 (2018 - increased \$4,737) over the year ended August 31, 2019.

Venture investments, at cost, made up 53.4% of Class A's and 68.1% of Class R's net assets attributable to holders of redeemable shares at August 31, 2019, as compared to 45.4% of Class A's and 69.8% of Class R's net assets at August 31, 2018. Venture investments at fair value (cost plus/minus unrealized appreciation/depreciation) comprised 73.3% of Class A's and 69.7% of Class R's net assets at August 31, 2019, as compared to 63.8% of Class A's and 77.7% of Class R's net assets at August 31, 2018.



PFM Capital Inc., the fund manager of SaskWorks Venture Fund, is a proud partner of Women Entrepreneurs Saskatchewan (WESK) and specifically, the Saskatchewan Advisory Committee (SAC). The Committee was created to address the unique barriers women entrepreneurs in Saskatchewan experience in scaling up their business. The Committee will draw on new and existing evidence, utilizing the expertise of the committee members to advise on the development of strategy, policy and activity to level the playing field. The number one barrier women experience is lack of access to capital and Venture Capital funds. PFM Capital is part of a group of Venture Capital firms/investors who are supporting the initiative financially and have formed the "Circle of Builders". The Circle of Builders is pivotal in enabling the work of the Committee and helping to shape the future business climate for women entrepreneurs.

"Research indicates that women entrepreneurs contribute \$148 billion to our economy. Advancing gender equality in the creation of economic activity has the potential to add another \$150 to \$420 billion. The Saskatchewan Advisory Committee has an opportunity to move the needle in Saskatchewan."

– Prabha Mitchell, WESK CEO and Chair of the Saskatchewan Advisory Committee



Photo: Andrea Norberg Photography

MANAGEMENT REPORT OF FUND PERFORMANCE (CONTINUED)

The Fund's cash, long-term, and short-term investments totaled \$135,129 (2018 - \$185,064) in Class A and \$23,657 in Class R (2018 - \$19,186). When the Fund's objective of maintaining a proportion of share capital in investment grade securities and approved but undisbursed transactions are considered, \$83,232 (2018 - \$138,674) for Class A and \$12,255 (2018 - \$6,105) for 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 to support follow on investments with the Fund's portfolio of investee companies. 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 to \$10,057 (2018 - \$10,366) at August 31, 2019 and the loan receivable attributable to Class R shares decreased to \$1,551 (2018 - \$2,107). The loan receivable is due from Conexus Credit Union which is the party responsible for administering and paying the base and additional commissions to the Fund's agent and subagents. The loan increases as commissions are paid on new share sales and decreases as Conexus makes annual repayments.

The accrued provision for incentive participation amount decreased from \$49,558 in Class A and increased from \$5,047 in Class R at August 31, 2018 to \$38,994 in Class A and \$6,066 in Class R at August 31, 2019. These changes are due to the performance of the portfolio over the year ended August 31, 2019 and the payment to the fund manager in September 2018 of a portion of the accrued bonus that pertained to realized gains occurring in the 2018 fiscal year. Of the incentive participation amount at August 31, 2019, \$3,934 (Class A) and \$1,609 (Class R) relates to profitably exited investments

which meet the incentive participation amount criteria. The balance is an accrual amount dependent on the future carrying values and performance of the remaining venture investment portfolio.

Proceeds from the issuance of Class A Series A shares was \$32,256 during the year ending August 31, 2019, an 8.7% decrease over the same period in 2018. Proceeds from the issuance of Class R Series A shares was \$1,949 during the year ending August 31, 2019, a 31.1% decrease over 2018. Proceeds on the issue of Class A Series F shares were \$2,103 (2018 - \$2,202) and proceeds on issue of Class R Series F were \$54 (2018 - \$27) for the same period. Overall, proceeds from the issuance of shares was down due to a government-imposed reduction in maximum sales to \$35 million from \$40 million during the period April 1 to March 31.

Redemptions of Class A Series A shares were \$41,145 during the year ending August 31, 2019 compared to \$37,729 during the same period in 2018. Redemptions of Class R Series A shares were \$11,301 during the year ending August 31, 2019, as compared to \$7,128 for the same period in 2018. Redemptions of Class A Series F shares were \$29 (2018 - \$14) during the period. Redemptions are expected to increase over the next several years as shares purchased during the Fund's highest sales years begin to mature. 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 decreased from \$12,588 for the year ended August 31, 2018 to \$11,913 for the same period in 2019 and the revenues related to Class R shares increased from \$1,013 in 2018 to \$1,044 in 2019. As a component of revenues, income from the Fund's venture investments decreased from \$9,696 to \$7,677 for Class A shares and decreased

from \$667 to \$519 for Class R shares over the reporting period. The decrease in income from venture investments in Class A and Class R was a result of a change in the number of income-producing investments in the portfolio and a change in the number of equity investments that characteristically produce more irregular income streams.

The expenses of the Fund related to Class A shares increased from \$16,519 for the year ended August 31, 2018 to \$16,875 in 2019 and the expenses related to Class R shares decreased from \$3,600 in 2018 to \$3,170 in 2019. Most of the Fund's recurring expenses are a function of net assets or share activity. As net assets and/or share activity increase or decrease so do those recurring expenses increase or decrease.

The net investment loss of the Fund attributable to Class A shares for the year, before gains and losses on dispositions of venture investments, net changes in unrealized appreciation on venture investments and provision for incentive participation amount, was \$4,962 (2018 - \$3,931). 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 is considered, the Class A shares had an increase in net assets from operations for the year of \$5,490 (2018 - \$49,204). The comparative period in 2018 featured significantly more realized gains than the same period in 2019.

The net investment loss of the Fund attributable to Class R shares for the year, before gains and losses on dispositions of venture investments, net changes in unrealized appreciation on venture investments and provision for incentive participation amount, was \$2,126 (2018 - \$2,587). 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 considered, the Class R shares had an increase in net assets attributable to the R shares from operations for the year of \$469 (2018 - \$892).

RECENT DEVELOPMENTS

(in thousands of dollars)

At the Fund's Annual General Meeting of Shareholders held on December 14, 2018, the Fund's sponsor, as the holder of the Class B shares, resolved to re-elect Ron Carlson and David Meyers as directors for three-year terms. The holders of Class A and R shares resolved to re-elect Doug Frondall 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 Gerrand 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, 2018 fiscal year end.

The 2019 sales year (April 1, 2018 to March 31, 2019) was the first year for the Fund operating under a decreased provincial tax credit of 17.5%, from 20%, and decreased maximum annual sales of \$35 million, from \$40 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 \$10,334 (2018 - \$10,232) in management fees, including applicable taxes, related to Class A shares and \$1,711 (2018 - \$1,914) in management fees, including applicable taxes, related to Class R during the year ended August 31, 2019. In addition, the provision for the incentive participation amount payable to the manager, subject to the fulfillment of specific payment criteria, decreased \$10,564 related to Class A shares and increased \$1,019 related to Class R shares for the 2019 fiscal year, to a total provision, including applicable taxes, of \$38,994 in Class A and \$6,066 in Class R.

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 annual (or interim if indicated) financial performance for the past five years. This information is derived from the Fund's annual audited or interim financial statements.



MANAGEMENT REPORT OF FUND PERFORMANCE (CONTINUED)

THE FUND'S NET ASSETS PER CLASS A SHARES

Series A	2019	2018	2017	2016	2015
Net Assets, beginning of period ⁽¹⁾	\$ 20.79	\$ 18.24	\$ 15.82	\$ 15.64	\$ 15.12
Increase from operations: ⁽²⁾					
Total revenue	\$ 0.60	\$ 0.65	\$ 0.57	\$ 0.57	\$ 0.55
Total expenses	\$ (1.19)	\$ (1.84)	\$ (1.61)	\$ (1.09)	\$ (0.89)
Realized gains (losses) for the period	\$ 0.61	\$ 3.97	\$ 1.45	\$ 0.58	\$ (0.04)
Unrealized (losses) gains for the period	\$ 0.26	\$ (0.24)	\$ 2.02	\$ 0.13	\$ 0.93
Total increase from operations	\$ 0.28	\$ 2.54	\$ 2.43	\$ 0.19	\$ 0.55
Net Assets, end of period ⁽¹⁾	\$ 21.07	\$ 20.79	\$ 18.24	\$ 15.82	\$ 15.64

Series F	2019	2018	2017	2016	2015
Net Assets, beginning of period ⁽¹⁾	\$ 22.20	\$ 18.96	\$ 16.01	\$ -	\$ -
Increase from operations: ⁽²⁾					
Total revenue	\$ 2.21	\$ 0.80	\$ 1.02	\$ 0.54	\$ -
Total expenses	\$ (4.43)	\$ (2.26)	\$ (2.84)	\$ (0.73)	\$ -
Realized gains (losses) for the period	\$ 2.28	\$ 4.88	\$ 2.56	\$ (0.19)	\$ -
Unrealized (losses) gains for the period	\$ 0.96	\$ (0.29)	\$ 3.57	\$ 1.00	\$ -
Total increase from operations	\$ 1.02	\$ 3.13	\$ 4.31	\$ 0.62	\$ -
Net Assets, end of period ⁽¹⁾	\$ 23.04	\$ 22.20	\$ 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.

RATIOS AND SUPPLEMENTAL DATA - CLASS A SHARES

Series A	2019	2018	2017	2016	2015
Total net asset value (000's) ⁽¹⁾	\$ 391,481	\$ 395,181	\$ 348,978	\$ 301,374	\$ 287,668
Number of shares outstanding ⁽¹⁾	18,576,382	19,006,174	19,128,069	19,049,874	18,388,551
Management expense ratio ⁽²⁾	6.06%	9.29%	9.64%	6.89%	5.78%
Management expense ratio excluding IPA ⁽³⁾	4.22%	4.25%	4.32%	4.33%	4.38%
Trading expense ratio ⁽⁴⁾	0.01%	0.07%	0.40%	0.00%	0.00%
Net asset value per share	\$ 21.07	\$ 20.79	\$ 18.24	\$ 15.82	\$ 15.64

Series F	2019	2018	2017	2016	2015
Total net asset value (000's) ⁽¹⁾	\$ 8,131	\$ 5,756	\$ 2,966	\$ 900	\$ -
Number of shares outstanding ⁽¹⁾	352,955	259,165	156,362	56,221	-
Management expense ratio ⁽²⁾	5.26%	7.82%	7.81%	5.79%	-
Management expense ratio excluding IPA ⁽³⁾	3.64%	3.53%	3.43%	3.13%	-
Trading expense ratio ⁽⁴⁾	0.01%	0.07%	0.40%	0.00%	-
Net asset value per share	\$ 23.04	\$ 22.20	\$ 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.

THE FUND'S NET ASSETS PER CLASS R SHARES

Series A	2019	2018	2017	2016	2015
Net Assets, beginning of period ⁽¹⁾	\$ 11.57	\$ 11.43	\$ 11.85	\$ 13.53	\$ 14.35
Increase (decrease) from operations: ⁽²⁾					
Total revenue	\$ 0.18	\$ 0.16	\$ 0.17	\$ 0.18	\$ 0.18
Total expenses	\$ (0.76)	\$ (0.85)	\$ (0.70)	\$ (0.62)	\$ (0.74)
Realized (losses) gains for the period	\$ 1.45	\$ (0.32)	\$ 0.48	\$ (0.09)	\$ (0.46)
Unrealized gains (losses) for the period	\$ (0.79)	\$ 1.15	\$ (0.37)	\$ (1.14)	\$ 0.19
Total increase (decrease) from operations	\$ 0.08	\$ 0.14	\$ (0.42)	\$ (1.67)	\$ (0.83)
Net Assets, end of period ⁽¹⁾	\$ 11.65	\$ 11.57	\$ 11.43	\$ 11.85	\$ 13.53

Series F	2019	2018	2017	2016	2015
Net Assets, beginning of period ⁽¹⁾	\$ 11.96	\$ 11.73	\$ 12.03	\$ -	\$ -
Increase (decrease) from operations: ⁽²⁾					
Total revenue	\$ 0.54	\$ 0.26	\$ 0.23	\$ 0.15	\$ -
Total expenses	\$ (2.29)	\$ (1.40)	\$ (0.94)	\$ (0.33)	\$ -
Realized (losses) gains for the period	\$ 4.34	\$ (0.53)	\$ 0.65	\$ -	\$ -
Unrealized gains (losses) for the period	\$ (2.35)	\$ 1.89	\$ (0.49)	\$ (0.69)	\$ -
Total increase (decrease) from operations	\$ 0.24	\$ 0.22	\$ (0.55)	\$ (0.87)	\$ -
Net Assets, end of period ⁽¹⁾	\$ 12.16	\$ 11.96	\$ 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.

RATIOS AND SUPPLEMENTAL DATA - CLASS R SHARES

Series A	2019	2018	2017	2016	2015
Total net asset value (000's) ⁽¹⁾	\$ 61,118	\$ 70,004	\$ 73,411	\$ 78,051	\$ 89,610
Number of shares outstanding ⁽¹⁾	5,245,264	6,052,222	6,425,411	6,587,598	6,624,193
Management expense ratio ⁽²⁾	6.82%	7.50%	6.07%	4.85%	5.27%
Management expense ratio excluding IPA ⁽³⁾	4.69%	4.85%	4.79%	4.62%	4.53%
Trading expense ratio ⁽⁴⁾	0.03%	0.08%	0.00%	0.00%	0.00%
Net asset value per share	\$ 11.65	\$ 11.57	\$ 11.43	\$ 11.85	\$ 13.53

Series F	2019	2018	2017	2016	2015
Total net asset value (000's) ⁽¹⁾	\$ 135	\$ 78	\$ 50	\$ 12	\$ -
Number of shares outstanding ⁽¹⁾	11,072	6,582	4,321	1,000	-
Management expense ratio ⁽²⁾	5.51%	5.89%	4.49%	3.42%	-
Management expense ratio excluding IPA ⁽³⁾	3.80%	3.81%	3.53%	3.20%	-
Trading expense ratio ⁽⁴⁾	0.03%	0.08%	0.00%	0.00%	-
Net asset value per share	\$ 12.16	\$ 11.96	\$ 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.

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

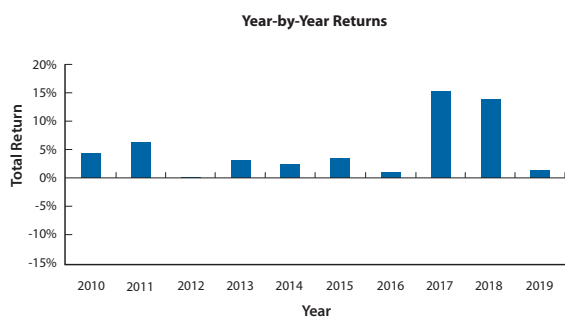
General

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

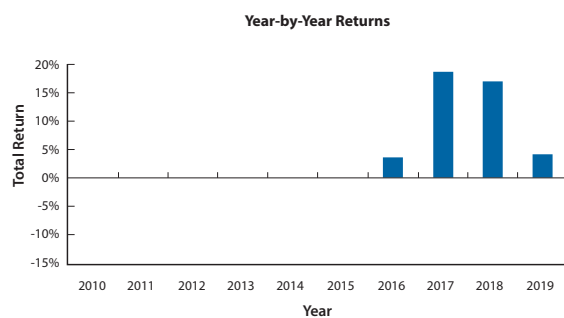
The charts below illustrate:

- ▶ the annualized performance of each series of class 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

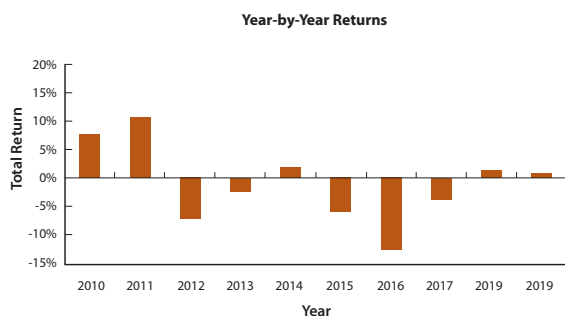


Class A Series F Shares

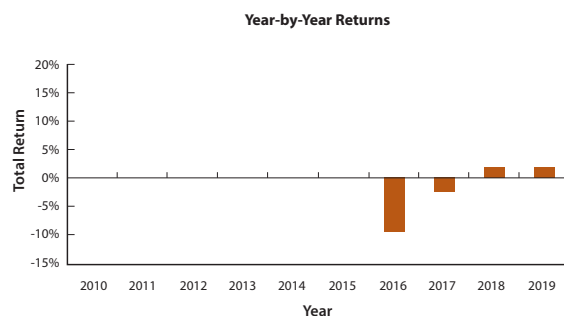


Class A Series F shares were first available for sale beginning January 1, 2016.

Class R Series A Shares



Class R Series F Shares



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

ANNUAL COMPOUND RETURNS

Where applicable, the table below shows the annual compound returns of the Fund for varying time periods for each of the years since the inception of the Fund. The BMO Canadian Small Cap Index or Group Average is used as a reference.

Class A Series A	2019	2018	2017	2016	2015
One year	1.36%	13.97%	15.32%	1.13%	3.50%
Three year	10.03%	9.95%	6.47%	2.46%	3.43%
Five year	6.87%	7.17%	5.23%	2.28%	3.31%
Ten year	5.16%	5.02%	5.55%	4.29%	4.53%
Since inception	4.00%	4.15%	3.60%	2.91%	3.03%
Class A Series F⁽¹⁾					
One year	3.75%	17.09%	18.45%	3.34%	N/A
Three year	12.90%	12.34%			
Since inception	10.59%				
Class R Series A					
One year	0.74%	1.24%	(3.59%)	(12.40%)	(5.75%)
Three year	(0.56%)	(5.09%)	(7.32%)	(5.55%)	(1.98%)
Five year	(4.08%)	(3.83%)	(4.48%)	(5.12%)	(0.53%)
Ten year	(0.99%)	(0.75%)	1.58%	1.78%	3.07%
Since inception	1.10%	1.13%	1.12%	1.56%	3.07%
Class R Series F⁽¹⁾					
One year	1.62%	2.02%	(2.57%)	(9.58%)	N/A
Three year	0.34%	(2.38%)			
Since inception	(1.45%)				
BMO Canadian Small Cap Index/Group Average⁽²⁾					
One year	(6.49%)	2.78%	(0.28%)	(6.54%)	(3.24%)
Three year	(0.65%)	7.16%	(2.91%)	(4.29%)	(1.21%)
Five year	(2.89%)	2.59%	(0.84%)	(2.38%)	(0.50%)
Ten year	3.87%	2.19%	(0.06%)	(0.18%)	(0.04%)

⁽¹⁾ Class A Series F and Class R Series F were first offered for sale beginning January 1, 2016.

⁽²⁾ After 2017, the BMO Canadian Small Cap Index is used. Before 2018, the group average is used.

MANAGEMENT REPORT OF FUND PERFORMANCE (CONTINUED)

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	\$ 39,690	9.90%
2 Conexus Credit Union Term Deposit	3.25%	13-Jun-20	25,000	6.24%
3 Auctus Property Fund LP		Partnership units	14,845	3.70%
4 Moody's Equipment Partnership		Partnership units	14,551	3.63%
5 Agco Ag Ventures LP		Partnership units	12,605	3.14%
6 All-Fab Building Components Inc.		Class A common, voting shares	11,685	2.91%
7 Conexus Credit Union Term Deposit	2.70%	3-Apr-20	10,000	2.49%
8 Affinity Credit Union Term Deposit	2.82%	4-Apr-20	10,000	2.49%
9 StorageVault Canada Inc.		Class A common, voting shares	8,835	2.20%
10 TAM International Inc.		Class A common, voting shares	8,770	2.19%
11 Hi-Tec Profiles Inc.		Class A common, voting shares	8,126	2.03%
12 Caltex Resources Ltd.		Class A common, voting shares	7,521	1.88%
13 Fire Sky Energy Inc.		Class A common, voting shares	7,480	1.87%
14 James Hill Road Villa LP		Partnership units	7,208	1.80%
15 Affinity Credit Union Term Deposit	3.15%	28-Nov-19	7,006	1.75%
16 Affinity Credit Union Term Deposit	2.97%	2-Sep-19	6,773	1.69%
17 Vendasta Technologies Inc.		Preferred shares	6,664	1.66%
18 Affinity Credit Union Term Deposit	2.80%	15-Aug-20	5,453	1.36%
19 James Hill Road Villa LP		Partnership units	5,429	1.35%
20 Conexus Credit Union Term Deposit	2.83%	14-Nov-20	5,000	1.25%
21 Affinity Credit Union Term Deposit	2.55%	15-Dec-19	5,000	1.25%
22 Weyburn Credit Union Term Deposit	3.29%	28-Feb-20	5,000	1.25%
23 Prairie Soil Services Inc.		Class A common, voting shares	4,359	1.09%
24 Foundation Developments Inc.	12.00%	Subordinated loan	4,206	1.05%
25 New Community Credit Union Term Deposit	2.90%	9-Jan-20	4,200	1.05%
			\$ 245,406	61.21%

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	\$ 87,808	41.13%
Industrials, Telecommunications and Consumer Staples	51,930	24.32%
Financials	46,043	21.56%
Consumer discretionary	27,748	12.99%
	\$ 213,529	100.00%

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 Fire Sky Energy Inc.		Class A common, voting shares	\$ 9,166	13.08%
2 Caltex Resources Ltd.		Class A common, voting shares	6,278	8.96%
3 Avalon Oil & Gas Ltd.		Class A common, voting shares	5,670	8.09%
4 Stampede Drilling Inc.		Class A common, voting shares	4,735	6.76%
5 Steel Reef Infrastructure Fund		Class A common, voting shares	3,736	5.33%
6 Karve Energy Inc.		Class A common, voting shares	3,000	4.28%
7 Spur Petroleum Ltd.		Class A common, voting shares	1,801	2.57%
8 Turnstone Energy Inc.		Class A common, voting shares	1,707	2.44%
9 Chronos Resources Ltd.		Class A common, voting shares	1,474	2.10%
10 Burgess Creek Exploration Inc.		Class A common, voting shares	1,430	2.04%
11 Sun Country Well Servicing Inc.		Class A common, voting shares	1,000	1.43%
12 Plains Environmental Inc.	10.50%	Subordinated loan	714	1.02%
13 Plains Environmental Inc.		Class A common, voting shares	296	0.42%
14 Terra Grain Fuels Inc.	12.00%	Subordinated loan	266	0.38%
15 Plains Environmental Inc.	13.00%	Subordinated loan	237	0.34%
16 TAM International Inc.		Class A common, voting shares	186	0.27%
17 Terra Grain Fuels Inc.		Subordinated loan	1	0.00%
			\$ 41,697	59.50%

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	\$ 41,697	100.00%
	\$ 41,697	100.00%

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

To the Shareholders of **SaskWorks Venture Fund Inc.:**

The accompanying financial statements of **SaskWorks Venture Fund Inc.** (the "Fund") and other financial information contained in the annual report are the responsibility of management. The financial statements have been prepared by management based on the information available to October 10, 2019, are in accordance with International Financial Reporting Standards, and reflect management's best estimates and judgments.

Management has established systems of internal controls which are designed to provide reasonable assurance those assets are safeguarded from loss or unauthorized use and to produce reliable accounting records for the preparation of financial information.

The Board of Directors discharges its responsibility for the financial statements primarily through the activities of the Audit and Valuation Committee (the "Committee"), which is comprised of members of the Board of Directors.

The Fund determines the value of its Class A Series A, Class A Series F, Class R Series A, and Class R Series F shares on an annual basis by means of a valuation that is reviewed by the Fund's external auditors.

The Committee meets with management and the external auditors to discuss the results of the valuation and the audit examination with respect to the adequacy of internal controls and to review the financial statements of the Fund. The Committee also considers, for review by the Board of Directors and approval by the shareholders, the engagement or reappointment of the external auditors.

The accompanying financial statements have been approved by the Board of Directors and have been audited by MNP LLP, Chartered Professional Accountants. The auditors' report outlines the scope of their audit and their opinion on the financial statements.

October 10, 2019



Randy Beattie
President and Chief Executive Officer



Rob Duguid
Chief Financial Officer and
Corporate Secretary

INDEPENDENT AUDITORS' REPORT

Independent Auditors' Report

To the Shareholders of SaskWorks Ventures Fund Inc.:

Opinion

We have audited the financial statements of SaskWorks Ventures Fund Inc. (the "Investment Fund"), which comprise the statements of financial position as at August 31, 2019 and August 31, 2018, and the statements of comprehensive income, changes in net assets attributable to holders of redeemable shares and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Investment Fund as at August 31, 2019 and August 31, 2018, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Investment Fund in accordance with the ethical requirements that are relevant to our audits of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audits of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

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

INDEPENDENT AUDITORS' REPORT (CONTINUED)

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Investment Fund's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Investment Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Investment Fund to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Scott Laluk.

Regina, Saskatchewan
October 10, 2019

MNP LLP

Chartered Professional Accountants

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

STATEMENTS OF FINANCIAL POSITION

As at August 31

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

	2019			2018		
	Class A	Class R	Total	Class A	Class R	Total
Assets						
Venture investments (Note 5)	\$ 292,993	\$ 42,703	\$ 335,696	\$ 255,970	\$ 54,483	\$ 310,453
Loan receivable (Note 6)	10,057	1,551	11,608	10,366	2,107	12,473
Long-term investments	7,000	-	7,000	50,431	-	50,431
Short-term investments	82,605	-	82,605	58,551	4,566	63,117
Other assets	80	17	97	80	17	97
Accounts receivable and accrued income	3,976	2	3,978	2,591	89	2,680
Cash	45,524	23,657	69,181	76,081	14,620	90,701
	<u>442,235</u>	<u>67,930</u>	<u>510,165</u>	<u>454,070</u>	<u>75,882</u>	<u>529,952</u>
Liabilities						
Accrued provision for incentive participation amount (Note 8)	38,994	6,066	45,060	49,558	5,047	54,605
Accounts payable and accrued liabilities	3,629	611	4,240	3,575	753	4,328
	<u>42,623</u>	<u>6,677</u>	<u>49,300</u>	<u>53,133</u>	<u>5,800</u>	<u>58,933</u>
Net assets attributable to holders of redeemable shares	<u>\$ 399,612</u>	<u>\$ 61,253</u>	<u>\$ 460,865</u>	<u>\$ 400,937</u>	<u>\$ 70,082</u>	<u>\$ 471,019</u>
Shares outstanding (Note 7)						
Series A	18,576,382	5,245,264		19,006,174	6,052,222	
Series F	352,955	11,072		259,165	6,582	
Net assets attributable to holders of redeemable shares						
Series A	\$ 391,481	\$ 61,118		\$ 395,181	\$ 70,004	
Series F	8,131	135		5,756	78	
Net assets attributable to holders of redeemable shares per share						
Series A	\$ 21.07	\$ 11.65		\$ 20.79	\$ 11.57	
Series F	23.04	12.16		22.20	11.96	

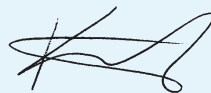
Commitments (Note 15)

See accompanying notes to the financial statements

On behalf of the Board:



Director



Director

STATEMENTS OF COMPREHENSIVE INCOME

For the Years Ended August 31

(in thousands of dollars except per share amounts)

	2019			2018		
	Class A	Class R	Total	Class A	Class R	Total
Revenues						
Investment income - Dividends, royalties and distributions	\$ 5,898	\$ 519	\$ 6,417	\$ 6,250	\$ 667	\$ 6,917
Interest income - Cash and term investments	4,216	521	4,737	2,851	342	3,193
Investment income - Interest	1,779	-	1,779	3,446	-	3,446
Other income	20	4	24	41	4	45
	11,913	1,044	12,957	12,588	1,013	13,601
Expenses						
Management fees (Note 8)	10,334	1,711	12,045	10,232	1,914	12,146
Service fees (Note 6)	2,458	578	3,036	2,399	707	3,106
Trailer commissions	1,934	326	2,260	1,929	357	2,286
Shareholder recordkeeping and marketing	899	240	1,139	880	268	1,148
Professional fees	182	32	214	200	67	267
Incentive participation amount (Note 8)	266	109	375	215	123	338
Shareholder reporting	239	64	303	240	73	313
Legal fees	241	42	283	213	39	252
Custodial fees	108	28	136	14	1	15
Other	102	11	113	67	12	79
Directors fees and expenses	60	15	75	71	21	92
Audit fees	50	13	63	57	17	74
Independent review committee fees	2	1	3	2	1	3
	16,875	3,170	20,045	16,519	3,600	20,119
Net investment loss	(4,962)	(2,126)	(7,088)	(3,931)	(2,587)	(6,518)
Realized gain on disposition of venture investments	12,306	8,463	20,769	84,498	871	85,369
Realized loss on disposition of venture investments	(53)	-	(53)	(7,647)	(2,890)	(10,537)
Net change in unrealized appreciation of venture investments	5,188	(4,582)	606	(4,606)	7,275	2,669
Provision for incentive participation amount (Note 8)	(6,989)	(1,286)	(8,275)	(19,110)	(1,777)	(20,887)
Increase in net assets attributable to holders of redeemable shares from operations	\$ 5,490	\$ 469	\$ 5,959	\$ 49,204	\$ 892	\$ 50,096
Increase in net assets attributable to holders of redeemable shares from operations						
Series A	\$ 5,189	\$ 466		\$ 48,602	\$ 891	
Series F	301	3		602	1	
Increase in net assets attributable to holders of redeemable shares from operations per average share outstanding						
Series A	\$ 0.28	\$ 0.08		\$ 2.55	\$ 0.14	
Series F	0.98	0.34		2.90	0.18	

See accompanying notes to the financial statements

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

For the Years Ended August 31

(in thousands of dollars)

	2019			2018		
	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	\$ 5,189	\$ 466	\$ 5,655	\$ 48,602	\$ 891	\$ 49,493
Capital transactions						
Proceeds on issue of shares	32,256	1,949	34,205	35,330	2,830	38,160
Redemption of shares	(41,145)	(11,301)	(52,446)	(37,729)	(7,128)	(44,857)
	<u>(8,889)</u>	<u>(9,352)</u>	<u>(18,241)</u>	<u>(2,399)</u>	<u>(4,298)</u>	<u>(6,697)</u>
(Decrease) increase in net assets attributable to holders of redeemable shares	(3,700)	(8,886)	(12,586)	46,203	(3,407)	42,796
Net assets attributable to holders of redeemable shares, beginning	395,181	70,004	465,185	348,978	73,411	422,389
Net assets attributable to holders of redeemable shares, ending	<u>\$ 391,481</u>	<u>\$ 61,118</u>	<u>\$ 452,599</u>	<u>\$ 395,181</u>	<u>\$ 70,004</u>	<u>\$ 465,185</u>
Series F						
Operating activities						
Increase in net assets attributable to holders of redeemable shares from operations	\$ 301	\$ 3	\$ 304	\$ 602	\$ 1	\$ 603
Capital transactions						
Proceeds on issue of shares	2,103	54	2,157	2,202	27	2,229
Redemption of shares	(29)	-	(29)	(14)	-	(14)
	<u>2,074</u>	<u>54</u>	<u>2,128</u>	<u>2,188</u>	<u>27</u>	<u>2,215</u>
Increase in net assets attributable to holders of redeemable shares	2,375	57	2,432	2,790	28	2,818
Net assets attributable to holders of redeemable shares, beginning	5,756	78	5,834	2,966	50	3,016
Net assets attributable to holders of redeemable shares, ending	<u>\$ 8,131</u>	<u>\$ 135</u>	<u>\$ 8,266</u>	<u>\$ 5,756</u>	<u>\$ 78</u>	<u>\$ 5,834</u>

See accompanying notes to the financial statements

STATEMENTS OF CASH FLOWS

For the Years Ended August 31

(in thousands of dollars)

	2019			2018		
	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	\$ 5,490	\$ 469	\$ 5,959	\$ 49,204	\$ 892	\$ 50,096
Purchase of venture investments	(48,524)	(709)	(49,233)	(30,384)	(6,783)	(37,167)
Repayments from venture investments	919	48	967	306	-	306
Repayments on disposition of venture investments	16,012	7,859	23,871	90,721	6,431	97,152
Purchase of long-term and short-term investments	(39,174)	-	(39,174)	(104,456)	(4,566)	(109,022)
Matured long-term and short-term investments	58,551	4,566	63,117	53,357	4,473	57,830
Items not affecting cash:						
Realized gain on disposition of venture investments	-	-	-	(66,574)	-	(66,574)
Realized loss on disposition of venture investments	53	-	53	8,145	2,890	11,035
Amortization of discount on venture investment debt	(295)	-	(295)	(404)	-	(404)
Amortization of discount on long-term and short-term investments	-	-	-	-	-	-
Net change in unrealized appreciation of venture investments	(5,188)	4,582	(606)	4,606	(7,275)	(2,669)
Net change in balances other than cash and investments (Note 9)	(11,586)	1,520	(10,066)	15,488	1,679	17,167
	(23,742)	18,335	(5,407)	20,009	(2,259)	17,750
Financing activities						
Proceeds on issue of shares - Series A	32,256	1,949	34,205	35,330	2,830	38,160
Proceeds on issue of shares - Series F	2,103	54	2,157	2,202	27	2,229
Redemption of shares - Series A	(41,145)	(11,301)	(52,446)	(37,729)	(7,128)	(44,857)
Redemption of shares - Series F	(29)	-	(29)	(14)	-	(14)
	(6,815)	(9,298)	(16,113)	(211)	(4,271)	(4,482)
(Decrease) increase in cash	(30,557)	9,037	(21,520)	19,798	(6,530)	13,268
Cash, beginning	76,081	14,620	90,701	56,283	21,150	77,433
Cash, ending	\$ 45,524	\$ 23,657	\$ 69,181	\$ 76,081	\$ 14,620	\$ 90,701

See accompanying notes to the financial statements

Interest received	\$ 1,586	\$ -	\$ 1,586	\$ 2,914	\$ -	\$ 2,914
Dividends received	2,755	519	3,274	2,592	667	3,259

STATEMENT OF INVESTMENT PORTFOLIO - CLASS A SHARES

As at August 31, 2019 (in thousands of dollars)

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			1,430	
Caltex Resources Ltd.	Class A common, voting shares			7,521	
Chronos Resources Ltd.	Class A common, voting shares			3,300	
Fire Sky Energy Inc.	Class A common, voting shares			7,480	
Karve Energy Inc.	Class A common, voting shares			3,000	
Stampede Drilling Inc.	Class A common, voting shares			1,729	
Plains Environmental Inc.	Class A common, voting shares			1,009	
	Subordinated loan	13.00%	1-May-20	2,430	
	Subordinated loan	10.50%	1-May-20	806	
Spur Petroleum Ltd.	Class A common, voting shares			683	
Steel Reef Infrastructure Fund	Class A common, voting shares			39,690	
TAM International Inc.	Class A common, voting shares			8,770	
Terra Grain Fuels Inc.	Subordinated loan	12.00%	1-Jan-20	3,632	
	Subordinated loan			12	
Turnstone Energy Inc.	Class A common, voting shares			3,590	
				\$ 87,808	\$ 102,218

Financials

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			14,845	
Elgin Development GP Inc.	Subordinated loan	14.00%	23-Nov-19	770	
	Class A common, voting shares			28	
Elgin Development LP	Partnership units			176	
Foundation Developments Inc.	Class A common, voting shares			1,236	
	Subordinated loan	12.00%	1-Jun-22	4,206	
Parkside Townhomes	Class B preferred, cumulative, non-voting shares			707	
	Class A common, voting shares			2,915	
Saskatchewan Entrepreneurial Fund Inc.	Joint venture units			20	
Urban Heights Inc.	Preferred shares			1,140	
	Class A common, voting shares			2,530	
Yorkterra Development LP	Partnership units			225	
				\$ 46,043	\$ 62,053

STATEMENT OF INVESTMENT PORTFOLIO - CLASS A SHARES (CONTINUED)

As at August 31, 2019 (in thousands of dollars)

Venture Investments

Investee	Instrument	Interest Rate	Maturity Date	Outstanding at Cost	Fair Value
Consumer Discretionary					
Factory Optical Holdings Inc.	Class B common, voting shares			\$ 206	
James Hill Road Villa LP	Partnership units			7,208	
	Subordinated loan	15.00%	1-Dec-21	1,751	
	Subordinated loan			175	
	Subordinated loan			196	
	Partnership units			5,429	
Pines Power Sports & Marine Ltd.	Class A common, voting shares			300	
	Subordinated loan	12.00%	1-Jul-20	1,869	
	Subordinated loan	6.00%	1-Jul-20	718	
StorageVault Canada Inc.	Class A common, voting shares			8,835	
Village Care Home Inc.	Class A common, voting shares			35	
Visima Holdings Inc.	Class A common, voting shares			293	
	Class C preferred, convertible, non voting shares			733	
Visima Optical Inc.	Class A common, voting shares			-	
				\$ 27,748	\$ 81,790
Industrials, Telecommunications and Consumer Staples					
All-Fab Building Components Inc.	Class A common, voting shares			\$ 11,685	
Community Electric Ltd.	Subordinated loan	11.50%	12-Jul-19	1,750	
Crestline Coach Ltd.	Class B convertible, redeemable preferred shares			-	
Hi-Tec Profiles Inc.	Class A common, voting shares			8,126	
Hi-Tec Profiles Limited Partnership	Partnership units			445	
Hi-Tec Holdings Inc.	Class A common, voting shares			474	
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	
Prairie Soil Services Inc.	Subordinated loan	12.00%	24-Mar-20	2,790	
	Class A common, voting shares			4,359	
Vendasta Technologies Inc.	Preferred shares			6,664	
				\$ 51,930	\$ 46,932
				\$ 213,529	\$ 292,993

STATEMENT OF INVESTMENT PORTFOLIO - CLASS A SHARES (CONTINUED)

As at August 31, 2019 (in thousands of dollars)

Long-term Investments

Issuer	Interest Rate	Maturity Date	Cost	Fair Value
Conexus Credit Union Term Deposit	2.83%	14-Nov-20	\$ 5,000	
New Community Credit Union Term Deposit	3.25%	15-May-21	2,000	
Total long-term investments			\$ 7,000	\$ 7,000

Short-term Investments

Issuer	Interest Rate	Maturity Date	Cost	Fair Value
Affinity Credit Union Term Deposit	2.97%	2-Sep-19	\$ 6,773	
New Community Credit Union Term Deposit	3.00%	21-Sep-19	2,000	
New Community Credit Union Term Deposit	3.00%	1-Oct-19	875	
New Community Credit Union Term Deposit	2.50%	1-Oct-19	431	
New Community Credit Union Term Deposit	3.00%	1-Oct-19	432	
New Community Credit Union Term Deposit	3.00%	1-Oct-19	435	
Affinity Credit Union Term Deposit	3.15%	28-Nov-19	7,006	
Affinity Credit Union Term Deposit	2.55%	15-Dec-19	5,000	
New Community Credit Union Term Deposit	2.90%	9-Jan-20	4,200	
Weyburn Credit Union Term Deposit	3.29%	28-Feb-20	5,000	
Conexus Credit Union Term Deposit	2.70%	3-Apr-20	10,000	
Affinity Credit Union Term Deposit	2.82%	4-Apr-20	10,000	
Conexus Credit Union Term Deposit	3.25%	13-Jun-20	25,000	
Affinity Credit Union Term Deposit	2.80%	15-Aug-20	5,453	
Total short-term investments			\$ 82,605	\$ 82,605

STATEMENT OF INVESTMENT PORTFOLIO - CLASS R SHARES

As at August 31, 2019 (in thousands of dollars)

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			1,430	
Caltex Resources Ltd.	Class A common, voting shares			6,278	
Chronos Resources Ltd.	Class A common, voting shares			1,474	
Fire Sky Energy Inc.	Class A common, voting shares			9,166	
Karve Energy Inc.	Class A common, voting shares			3,000	
Stampede Drilling Inc.	Class A common, voting shares			4,735	
Plains Environmental Inc.	Class A common, voting shares			296	
	Subordinated loan	13.00%	1-May-20	714	
	Subordinated loan	10.50%	1-May-20	237	
Spur Petroleum Ltd.	Class A common, voting shares			1,801	
Steel Reef Infrastructure Fund	Class A common, voting shares			3,736	
Sun Country Well Servicing Inc.	Class A common, voting shares			1,000	
TAM International Inc.	Class A common, voting shares			186	
Terra Grain Fuels Inc.	Subordinated loan	12.00%	1-Jan-20	266	
	Subordinated loan			1	
Turnstone Energy Inc.	Class A common, voting shares			1,707	
Total venture investments				\$ 41,697	\$ 42,703

STATEMENT OF INVESTMENT PORTFOLIO

As at August 31, 2019 (in thousands of dollars)

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

Class A Shares

as at August 31, 2019

Industry sector	Cost	Fair Value	% of Cost	% of Fair Value
Energy	\$ 87,808	\$ 102,218	41.1	34.9
Financials	46,043	62,053	21.6	21.2
Consumer Discretionary	27,748	81,790	13.0	27.9
Industrials, Telecommunications and Consumer Staples	51,930	46,932	24.3	16.0
	\$ 213,529	\$ 292,993	100.0	100.0

as at August 31, 2018

Industry sector	Cost	Fair Value	% of Cost	% of Fair Value
Energy	\$ 58,867	\$ 68,711	32.3	26.8
Financials	55,646	59,949	30.6	23.4
Consumer Discretionary	23,463	80,398	12.9	31.5
Industrials, Telecommunications and Consumer Staples	44,013	46,912	24.2	18.3
	\$ 181,989	\$ 255,970	100.0	100.0

Class R Shares

as at August 31, 2019

Industry sector	Cost	Fair Value	% of Cost	% of Fair Value
Energy	\$ 41,697	\$ 42,703	100.0	100.0

as at August 31, 2018

Industry sector	Cost	Fair Value	% of Cost	% of Fair Value
Energy	\$ 48,895	\$ 54,483	100.0	100.0

STATEMENT OF INVESTMENT PORTFOLIO (CONTINUED)

As at August 31, 2019 (in thousands of dollars)

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

Class A Shares

as at August 31, 2019

	Cost	Fair Value	% of Cost	% of Fair Value
Private equity securities	\$ 177,336	\$ 212,309	83.1	72.5
Private debt securities	25,629	16,222	12.0	5.5
Publicly traded equity securities	10,564	64,462	4.9	22.0
	\$ 213,529	\$ 292,993	100.0	100.0

as at August 31, 2018

	Cost	Fair Value	% of Cost	% of Fair Value
Private equity securities	\$ 138,688	\$ 175,801	76.2	68.7
Private debt securities	32,080	25,356	17.6	9.9
Publicly traded equity securities	11,221	54,813	6.2	21.4
	\$ 181,989	\$ 255,970	100.0	100.0

Class R Shares

as at August 31, 2019

	Cost	Fair Value	% of Cost	% of Fair Value
Private equity securities	\$ 35,744	\$ 39,503	85.7	92.5
Private debt securities	4,735	3,187	11.4	7.5
Publicly traded equity securities	1,218	13	2.9	-
	\$ 41,697	\$ 42,703		

as at August 31, 2018

	Cost	Fair Value	% of Cost	% of Fair Value
Private equity securities	\$ 41,223	\$ 48,281	84.3	88.6
Private debt securities	6,455	6,103	13.2	11.2
Publicly traded equity securities	1,217	99	2.5	0.2
	\$ 48,895	\$ 54,483	100.0	100.0

NOTES TO THE FINANCIAL STATEMENTS

For the years ended August 31, 2019 and 2018

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

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 began offering 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

(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 October 10, 2019.

(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 on the basis of 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 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. If a loan is impaired because there is no longer reasonable assurance of the timely collection of the full amount of principal a write-down or other provision is established, through unrealized depreciation, to reduce the 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
255 2nd Ave. Properties Ltd.	Associate	50.00%	Yes
All-Fab Building Components Inc.	Associate	40.07%	-
Elgin Development	Associate	25.81%	Yes
Foundation Developments	Associate	30.40%	Yes
Hi-Tec Profiles Inc.	Associate	39.96%	-
James Hill Road Villa LP	Subsidiary	60.32%	Yes
Lazar Equipment Ltd.	Subsidiary	53.94%	-
Moody’s Equipment LP	Subsidiary	71.37%	-
Parkside Townhomes	Subsidiary	84.26%	-
Pines Sports & Marine Ltd.	Subsidiary	54.55%	Yes
Prairie Soil Services Inc.	Subsidiary	68.65%	Yes
TAM International Inc.	Associate	43.85%	-
Urban Heights Inc.	Subsidiary	79.93%	-
Visima Holdings Inc.	Associate	28.72%	-
Yorkterra Development LP	Associate	32.37%	-

Class R

Investee	Relationship	Ownership & voting interest %	Senior debt
None			

SASKWORKS VENTURE FUND INC. • NOTES TO THE FINANCIAL STATEMENTS

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%.

(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

A sales commission, based on the value of a subscription, is paid to the selling agent on the sale of Class A Series A and Class R Series A shares.

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.

An annual additional commission, based on the total value of all subscriptions, is paid annually to the agent for the Fund for subscriptions to Class A Series A, Class A series F, Class R Series A, and Class R Series F shares.

(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, subject to the eligible investment and the investment portfolio as a whole meeting certain minimum return thresholds, 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, deferred 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:

- IFRIC 23 *Uncertainty over Income Tax Treatments*
- Amendments to IFRS 9 *Financial Instruments*
- Amendments to IAS 28 *Investments in Associates and Joint Ventures*
- Amendments to IAS 19 *Employee Benefits*
- Annual Improvements (2015 - 2017 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, 2020 and beyond

- New IFRS 16 *Leases*
- Amendments to IFRS 3 *Business Combinations*
- Amendments to IAS 1 *Presentation of Financial Statements*
- Amendments to IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*
- New IFRS 17 *Insurance Contracts*

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.

SASKWORKS VENTURE FUND INC. • NOTES TO THE FINANCIAL STATEMENTS

Class A

As at August 31, 2019

	Level 1	Level 2	Level 3	Total
Equity investments	\$ 64,462	\$ -	\$ 212,309	\$ 276,771
Debt investments	-	-	16,222	16,222
	\$ 64,462	\$ -	\$ 228,531	\$ 292,993

As at August 31, 2018

	Level 1	Level 2	Level 3	Total
Equity investments	\$ 54,813	\$ -	\$ 175,801	\$ 230,614
Debt investments	-	-	25,356	25,356
	\$ 54,813	\$ -	\$ 201,157	\$ 255,970

Class R

As at August 31, 2019

	Level 1	Level 2	Level 3	Total
Equity investments	\$ 3,188	\$ -	\$ 39,502	\$ 42,690
Debt investments	-	-	13	13
	\$ 3,188	\$ -	\$ 39,515	\$ 42,703

As at August 31, 2018

	Level 1	Level 2	Level 3	Total
Equity investments	\$ 6,103	\$ -	\$ 48,281	\$ 54,384
Debt investments	-	-	99	99
	\$ 6,103	\$ -	\$ 48,380	\$ 54,483

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

	2019		2018	
	Class A	Class R	Class A	Class R
Balance, beginning	\$ 201,157	\$ 48,380	\$ 184,361	\$ 45,564
Venture investments purchased	52,995	709	27,728	2,048
Venture investments repaid	(20,745)	(6,188)	(17,507)	(2,091)
Realized loss on disposition of venture investments	(53)	-	(4,409)	(2,640)
Net change in unrealized appreciation of venture investments	(4,823)	(3,386)	10,984	5,499
Balance, ending	\$ 228,531	\$ 39,515	\$ 201,157	\$ 48,380

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.

For the years ended August 31, 2019 and 2018 • (in thousands of dollars except number of shares and per share amounts)

Class A

As at August 31, 2019

Classification	Fair value	Valuation technique	Unobservable Inputs	Weighted average input	Sensitivity +/-	Change in valuation +/-
Productive debt	\$ 16,053	Discounted cash flow	Discounted rate	10.78%	1%	\$ 162/\$(162)
Non-productive debt	169	Estimated realizable value	Impairment provision	25%	25%	42/(42)
Productive equity	166,231	Capitalization rate	NOI cap rate	6.63%	0.25%	1,072/(999)
		Cost	% variance	100%	10%	1,608/(1,608)
		Equity raise	% variance	100%	10%	6,747/(6,747)
		Multiple of cash flow	Cash flow multiple	4.2x	0.5x	2,205/(2,436)
		Multiple of EBITDA	EBITDA multiple	6.9x	0.5x	2,027/(2,180)
		Multiple of production	EV/boe multiple	\$55/boe/d	\$5/boe/d	85/(85)
		NAV/unit	% variance	100%	10%	2,978/(2,978)
		Put value	% variance	100%	10%	-(/21)
		Secondary market pricing	% variance	100%	10%	408/(408)
Non-productive equity	46,078	Capitalization rate	NOI cap rate	6.17%	0.25%	2,241/(2,064)
		Cost	% variance	100%	10%	798/(798)
		Equity raise	Cost	100%	10%	-(/)
		Multiple of EBITDA	% variance	5.0x	0.5x	1,502/(1,502)
		Multiple of EBITDA	EBITDA multiple	3.9x	0.5x	-(/)
		Multiple of production	\$/boe/d multiple	\$33/boe/d	\$5/boe/d	516/(544)
		Net asset value	% variance	100%	10%	723/(723)

boe = Barrels of oil equivalent

boe/d = Barrels of oil equivalent per day

EBITDA = Earnings before interest, taxes, depreciation and amortization

EV = Enterprise value

NAV = Net asset value

NOI cap rate = Net operating income capitalization rate

TBV = Tangible book value

As at August 31, 2018

Classification	Fair value	Valuation technique	Unobservable Inputs	Weighted average input	Sensitivity +/-	Change in valuation +/-
Productive debt	\$ 22,253	Discounted cash flow	Discounted rate	9.4%	1%	\$ 227/\$(227)
Non-productive debt	3,103	Estimated realizable value	Impairment provision	25%	25%	776/(776)
Productive equity	144,948	Asset value	% variance	94.5%	7.5%	78/(155)
		Capitalization rate	NOI cap rate	7.49%	0.5%	3,060/(2,633)
		Cost	% variance	100%	10%	1,462/(1,462)
		Equity raise	Cost	100%	10%	139/(139)
		Multiple of EBITDA	EBITDA multiple	5.67x	0.5x	4,508/(3,657)
		Multiple of production	EV/boe multiple	\$48/boe/d	\$5/boe/d	2,466/(2,685)
		NAV/unit	% variance	100%	10%	2,434/(2,434)
		Transaction value	% variance	100%	10%	2,335/(2,335)
Non-productive equity	30,853	Capitalization rate	NOI cap rate	6.38%	0.42%	2,981/(2,667)
		Cost	% variance	100%	10%	9/(9)
		Equity raise	Cost	100%	10%	-(/)
		Multiple of EBITDA	EBITDA multiple	4.79x	0.5x	1,454/(1,454)
		Multiple of production	\$/boe/d multiple	\$29/boe/d	\$5/boe/d	222/(165)
		Multiple of reserves	\$/boe multiple	\$12/boe	\$5/boe	658/(658)

boe = Barrels of oil equivalent

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

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Class R

As at August 31, 2018

Classification	Fair value	Valuation technique	Unobservable Inputs	Weighted average input	Sensitivity +/-	Change in valuation +/-
Non-productive debt	\$ 13	Estimated realizable value	Impairment provision	25%	25%	\$ 3/\$ (3)
Productive equity	33,695	Cost	% variance	100%	10%	19/(19)
		Equity raise	Cost	100%	10%	909/(909)
		Multiple of cash flow	Cash flow multiple	4.2x	0.5x	1,551/(1,693)
		Multiple of production	EV/boe multiple	\$55/boe/d	\$5/boe/d	225/(225)
		Secondary market pricing	% variance	100%	10%	200/(200)
Non-productive equity	5,807	Equity raise	Cost	100%	10%	-/(-)
		Multiple of production	EV/boe/d multiple	\$33/boe/d	\$5/boe/d	734/(763)
		Multiple of TBV	TBV multiple	0.5x	0.2x	148/(148)

boe = Barrels of oil equivalent

boe/d = Barrels of oil equivalent per day

EBITDA = Earnings before interest, taxes, depreciation and amortization

EV = Enterprise value

TBV = Tangible book value

As at August 31, 2018

Classification	Fair value	Valuation technique	Unobservable Inputs	Weighted average input	Sensitivity +/-	Change in valuation +/-
Non-productive debt	\$ 99	Estimated realizable value	Impairment provision	25%	25%	\$ 81/\$ (81)
Productive equity	42,233	Cost	% variance	100%	10%	127/(127)
		Equity raise	Cost	100%	10%	139/(139)
		Multiple of EBITDA	EBITDA multiple	10x	0.5x	1,333/(889)
		Multiple of production	EV/boe multiple	\$49/boe/d	\$5/boe/d	1,927/(2,030)
Non-productive equity	6,048	Equity raise	Cost	100%	10%	-/(-)
		Multiple of production	\$/boe/d multiple	\$29/boe/d	\$5/boe/d	299/(174)
		Multiple of reserves	EV/boe multiple	\$12/boe	\$3/boe	901/(901)
		Multiple of TBV	TBV multiple	0.5x	0.2x	181/(181)

boe = Barrels of oil equivalent

boe/d = Barrels of oil equivalent per day

EBITDA = Earnings before interest, taxes, depreciation and amortization

EV = Enterprise value

TBV = Tangible book value

5. Venture investments

Venture investments are comprised of the following:

	2019		2018	
	Class A	Class R	Class A	Class R
Equity instruments at cost	\$ 187,900	\$ 40,479	\$ 149,909	\$ 47,678
Debt instruments at cost	25,629	1,218	32,080	1,217
Venture investments at cost	213,529	41,697	181,989	48,895
Unrealized appreciation	79,464	1,006	73,981	5,588
Venture investments at fair value	\$ 292,993	\$ 42,703	\$ 255,970	\$ 54,483

During the year, venture investments changed as follows:

	2019		2018	
	Class A	Class R	Class A	Class R
Venture investments at fair value, begin	\$ 255,970	\$ 54,483	\$ 262,386	\$ 49,746
Venture investments purchased	53,688	709	98,708	6,783
Venture investments repaid	(22,095)	(7,907)	(93,275)	(6,431)
Realized loss on disposition of venture investments	(53)	-	(7,647)	(2,890)
Net increase/(decrease) in unrealized appreciation of venture investments	5,188	(4,582)	(4,606)	7,275
Amortization of discount on venture investment debt	295	-	404	-
Venture investments at fair value, end	\$ 292,993	\$ 42,703	\$ 255,970	\$ 54,483

6. Loan receivable

Beginning February 1, 2004, the Fund engaged Conexus Credit Union to pay the sales commission and additional commission on the subscription for 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 \$24,300 (2018 - \$24,300) 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	2019		2018	
		Class A	Class R	Class A	Class R
January 1, 2011	\$ 456	\$ -	\$ -	\$ 282	\$ 174
January 1, 2012	493	310	182	621	365
January 1, 2013	485	765	206	1,148	308
January 1, 2014	352	869	185	1,159	247
January 1, 2015	318	1,059	212	1,324	265
January 1, 2016	319	1,343	253	1,612	304
January 1, 2017	324	1,703	243	1,986	284
January 1, 2018	335	2,183	164	2,234	160
January 1, 2019	TBD	1,825	106	-	-
		\$ 10,057	\$ 1,551	\$ 10,366	\$ 2,107

As remuneration to Conexus for managing the payment of sales and additional 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.

For the years ended August 31, 2019 and 2018 • (in thousands of dollars except number of shares and per share amounts)

Issued share capital at the end of the period is:

	2019		2018	
	Shares	\$	Shares	\$
Class A Series A				
Balance, beginning	19,006,174	287,234	19,128,069	275,935
Issued	1,566,287	32,256	1,754,253	35,330
Redeemed (at cost)	(1,996,079)	(27,359)	(1,876,148)	(24,031)
Balance, ending	18,576,382	292,131	19,006,174	287,234
Class A Series F				
Balance, beginning	259,165	4,749	156,362	2,558
Issued	95,144	2,103	103,465	2,202
Redeemed (at cost)	(1,354)	(23)	(662)	(11)
Balance, ending	352,955	6,829	259,165	4,749
Class R Series A				
Balance, beginning	6,052,222	84,201	6,425,411	89,323
Issued	168,148	1,949	246,105	2,830
Redeemed (at cost)	(975,106)	(13,896)	(619,294)	(7,952)
Balance, ending	5,245,264	72,254	6,052,222	84,201
Class R Series F				
Balance, beginning	6,582	80	4,321	53
Issued	4,490	53	2,261	27
Redeemed (at cost)	-	-	-	-
Balance, ending	11,072	133	6,582	80
Class B				
Balance	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 \$292,131 (2018 - \$287,234) and retained earnings of \$99,350 (2018 - \$107,947). The net assets attributable to the holders of the Fund's Class A Series F redeemable shares consist of issued share capital of \$6,829 (2018 - \$4,749) and retained earnings of \$1,302 (2018 - \$1,007). The net assets attributable to the holders of the Fund's Class R Series A redeemable shares consist of issued share capital of \$72,254 (2018 - \$84,201) and deficit of \$11,136 (2018 - \$14,197). The net assets attributable to the holders of the Fund's Class R Series F redeemable shares consist of issued share capital of \$133 (2018 - \$80) and retained earnings of \$2 (2018 - deficit \$2).

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 \$9,842 (2018 - \$9,745) 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 \$1,630 (2018 - \$1,823) 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 enough income from the eligible venture investment to provide a cumulative investment return, before expenses, at an average annual rate more than 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 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 \$16,971 (2018 - \$3,550), plus applicable taxes, of IPA was paid to the Fund Manager and for Class R shares \$357 (2018 - \$705), plus applicable taxes, of IPA was paid to the Fund Manager.

For Class A shares the accrued provision for incentive participation amount is \$38,994 (2018 - \$49,558), a net decrease, after payments, of \$10,564 (2018 - \$15,597). In respect of realized and unrealized gains, the provision for IPA increased by \$6,989 (2018 - \$19,110) and in respect of income earned, the provision for IPA increased by \$266 (2018 - \$215) during the year.

For Class R shares the accrued provision for incentive participation amount is \$6,066 (2018 - \$5,047), an increase, after payments, of \$1,019 (2018 - \$1,160). In respect of realized and unrealized gains, the provision for IPA increased by \$1,286 (2018 - \$1,777) and in respect of income earned, the provision for IPA increased by \$109 (2018 - \$123) 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

	2019		2018	
	Class A	Class R	Class A	Class R
Loan receivable	\$ 309	\$ 556	\$ (123)	\$ 556
Accounts receivable and accrued income	(1,385)	87	(356)	(8)
Accrued provision for incentive participation amount	(10,564)	1,019	15,597	1,160
Accounts payable and accrued liabilities	54	(142)	370	(29)
	\$ (11,586)	\$ 1,520	\$ 15,488	\$ 1,679

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.

The principal and interest associated with Fund's long-term and short-term investments are 100% guaranteed by the Credit Union Deposit Guarantee Corporation of Saskatchewan.

The portion of accounts receivable and accrued income that relates to interest due from investee companies is secured by assets of the investee company.

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 \$1,608 (2018 - \$1,411) with respect to Class A shares and \$233 (2018 - \$191) with respect to Class R shares respectively. The effect 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 17.5% 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 the Fund has met its pacing requirement. In 2019 and 2018 the Fund did not set aside any funds as it met the investment requirement throughout the periods;
- 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 five 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 did meet its innovation pacing requirement at August 31, 2019. If the fund had not met its innovation pacing requirement any new investments will not count towards the Fund's overall 75% pacing requirement until the Fund is onside with the innovation 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 \$24,300 (2018 - \$24,300) 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:

	2019		2018	
	IPA included	IPA excluded	IPA included	IPA excluded
Class A Series A	6.06%	4.22%	9.29%	4.25%
Class A Series F	5.26%	3.64%	7.82%	3.53%
Class R Series A	6.82%	4.69%	7.50%	4.85%
Class R Series F	5.51%	3.80%	5.89%	3.81%

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
2031	\$ -	\$ 806
2032	-	1,786
2033	-	3,282
2034	-	2,677
2035	-	7,234
2036	-	7,728
2039	10,293	-
	\$ 10,293	\$ 23,513

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

14. Non-monetary transactions

The Fund, as part of regular purchases and dispositions of venture investments, will at times receive non-monetary consideration on the disposition of some venture investments. The non-monetary consideration can be debt instruments, shares in a publicly traded company, shares in a private company, or, on occasion, a combination of them. Non-monetary transactions are measured at the fair value of the asset received unless the fair value of the item given up is more clearly measurable. During the period the following non-monetary transactions occurred.

	2019		2018	
	Class A	Class R	Class A	Class R
Non-monetary purchases of ventures investments	\$ 5,164	\$ -	\$ 68,324	\$ 1,409
Non-monetary repayments on disposition of venture investments	5,164	-	2,248	2,739

15. Commitments

The Fund has committed to advance \$7,053 (2018 - \$2,592) of additional financing to existing Class A investees and \$544 (2018 - \$439) of additional financing to existing Class R investees, provided certain conditions are met.

The Fund has issued irrevocable letters of credit in the amount of \$2,854 (2018 - \$1,427) to an investee's financial institution. If the Fund does not pay amounts due the investee's financial institution may present its claim for payment to the Fund's financial institution through which the letter of credit was issued.

The Fund has committed to pay Conexus, subject to the performance of certain duties, an average service fee of \$3,000 as described in Note 6 based on past subscriptions to the Fund.

16. Capital management

Share capital is the source of capital for the Fund. The Province of Saskatchewan has authorized the Fund to issue up to \$35,000 (2018 - \$35,000) of share capital during the period from April 1, 2019 to March 31, 2020 and annually thereafter.

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.

17. Net assets of the Fund

In 2019 and 2018, 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 ¹
President & Chief Executive Officer

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

Chris Selness
Vice President

Mike Merth
Chief Compliance Officer

Eric Clark
Chief Operating Officer

Jeff Linner
Chief Investment Officer

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
Saskatoon, Saskatchewan

SPONSOR



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of Unions
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