

## Independent Review Committee

### SaskWorks Venture Fund Inc.

Report to Securityholders for the Fiscal Year Ended August 31, 2018

October 15, 2018

#### Funds Managed by the Manager or Affiliated Entities ("Managed Funds")

SaskWorks Venture Fund Inc. ("the Fund")  
Prairie Ventures Limited Partnership  
Apex Investment Limited Partnership  
Apex II Investment Limited Partnership  
Saskatchewan Entrepreneurial Fund  
Topsoil Farm Land Management Fund Limited Partnership  
Topsoil Farm Land Management Fund (II) Limited Partnership

#### Manager

PFM Venture Capital Operations Inc. ("the Manager")

#### The Independent Review Committee

The Manager appointed three individuals to act as the Independent Review Committee for the Fund. All members of the Independent Review Committee are independent from the Manager and persons and companies related to the Manager. Since their appointment as the Independent Review Committee for the Fund on April 30, 2007, the Independent Review Committee has carried out the mandate for the independent review committees of publicly offered investment funds as required by the Canadian securities regulators.

Member	Term of Appointment	Holdings exceeding 10% in a Fund Managed by the Manager or Associated Entities	Holdings of the Manager	Holdings in a person or company that provides services to a Managed Fund or the Manager
Bernard Gross	Expires November 30, 2019	None	None	None
Douglas Johnson, CPA, CA	Expires November 30, 2020	None	None	None
William Johnson, Q.C., B.A, LL.B, B.C.L. (OXON)	Expires November 30, 2020	None	None	None

The members of the Independent Review Committee have a broad range of expertise, which includes business operations, accounting, law, and governance.

There have been no changes to the composition of the Independent Review Committee since its formation.

### **Compensation and Indemnities Paid to the Independent Review Committee**

The compensation paid to the Independent Review Committee during the fiscal year ended August 31, 2018 was approved by the Committee.

The aggregate compensation paid to the members of the Independent Review Committee for the fiscal year ended August 31, 2018 was \$2,950.

The Independent Review Committee will continue to set its own compensation for subsequent periods. It is expected that any decisions in this regard will be based on its assessment of the amount of time and effort involved in acting as the Independent Review Committee.

No payments were made to a member of the Independent Review Committee under any indemnity granted in their favour during the fiscal year ended August 31, 2018.

### **Duties of the Independent Review Committee**

As of and from April 30, 2007, the Independent Review Committee carried out the mandate prescribed by the Canadian securities regulators for independent review committees of publicly offered investment funds. It considers conflict of interest matters that the Manager refers to it for its recommendations, and where applicable, its approval. The Independent Review Committee considers conflicts of interest matters referred to it and makes recommendations back to the Manager on whether the Independent Review Committee believes the proposed action of the Manager will achieve a fair and reasonable result for the applicable fund entities. Where appropriate, the Independent Review Committee gives the Manager standing instructions to comply with its policies and procedures established to manage any conflict of interest matter and to report periodically to the Independent Review Committee on the matter.

## **Charter**

The Independent Review Committee adopted a written charter that includes its mandate, responsibilities and functions, and the policies and procedures that it will follow when performing its functions.

## **Conflict of Interest Matters**

The Independent Review Committee is not aware of any instance in which the Manager acted contrary to the recommendations of the Committee, or instances where the Manager acted in a conflict of interest matter which was not addressed by a previously approved standing instruction.

The Manager has policies and procedures in place to address each of the conflict of interest matters listed in this report. For each such matter, the Independent Review Committee has issued standing instructions to the Manager that requires the Manager to comply with its related policies and procedures and to report periodically to the IRC.

The Manager has confirmed its reliance on the standing instructions provided by the Committee for the following conflict of interest matters identified by the Manager:

1. Syndication Policy (as revised at the November 20, 2013 meeting)
2. Change of Auditor
3. Change of Compensation Under the Management Agreement
4. Ownership by the Manager or Affiliates in Service Providers to the Fund
5. Insider Trading and Trading of Securities in Which the Fund Has a Direct or Indirect Interest
6. Soft Dollars
7. Sale of Assets from One Managed Fund to Another
8. Allocation of Insurance Premiums and Future Shared Costs of the Fund and the Manager

## **Availability of this Report**

This Report is required to be filed on SEDAR (the System for Electronic Document Analysis and Retrieval), found at [www.sedar.com](http://www.sedar.com) and on the Fund's website at [www.saskworks.ca](http://www.saskworks.ca). A copy was delivered to the Manager on the date hereof. The Fund is required to provide a copy of this Report to securityholders of the Fund free

of charge upon request to the Fund at Investor Relations, SaskWorks Venture Fund Inc., Second Floor, 1925 Victoria Avenue, Regina, Saskatchewan S4P 0R3.

A handwritten signature in blue ink, appearing to read 'Daryl J. ...', with a long horizontal flourish extending to the right.

Chair  
October 15, 2018