



**MARQUEST CORPORATE
CLASS FUNDS LTD.**

MARQUEST CANADIAN RESOURCE FUND
(CORPORATE CLASS)

**MARQUEST CORPORATE CLASS FUNDS LTD.
MARQUEST CANADIAN RESOURCE FUND (CORPORATE CLASS)**

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE | For the Year Ended December 31, 2016

A NOTE ON FORWARD-LOOKING STATEMENTS

This report contains forward looking statements. These statements primarily relate to assessments of future economic and market conditions. Such information has been included to assist readers with assessing recent developments in the Fund's operating climate and possible future developments that may affect Fund performance. All forward looking statements are based on management's current beliefs and assumptions which are subject to numerous risks and uncertainties. Statements with respect to future economic and market conditions are based on management's beliefs and assumptions with respect to a range of factors, including market conditions generally and within the sectors in which the Fund's investments operate. While management considers such beliefs and assumptions to be reasonable based on information currently available to it, no assurance can be given that such beliefs and assumptions will prove to be correct. As a result, these forward looking statements would typically include words such as "anticipates, believes, intended or estimated". Events or circumstances may cause actual results to differ materially from those expressed or implied by such forward looking statements as a result of numerous known and unknown risks and uncertainties, including, but not limited to, those associated with economic and market conditions, political stability and other risks identified in the Fund's prospectus. Most of these factors are beyond the control of the Fund and its Manager. Neither the Fund nor its Manager assumes any obligation to update any of the forward looking statements made in this report.

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This annual management report of fund performance contains financial highlights but does not contain the complete annual financial statements of the Marquest Corporate Class Funds Ltd. - Marquest Canadian Resource Fund (Corporate Class) (the "Fund"). You can get a copy of the annual financial statements at your request, and at no cost, from the manager Marquest Asset Management Inc. (the "Manager") by calling 1-888-964-3533, by writing to us at Suite 4420, 161 Bay Street, PO Box 204, Toronto, Ontario, M5J 2S1 or by visiting our website at www.marquest.ca or SEDAR at www.sedar.com.

Securityholders 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 quarterly portfolio disclosure.

Management Discussion of Fund Performance

Investment Objectives and Strategies

Investment Objectives

The Fund seeks long-term capital growth by investing primarily in a diversified portfolio of equity securities of Canadian resource companies. To achieve this objective, the Fund invests solely in Class F units of the Marquest Canadian Resource Fund. The Fund and the Marquest Canadian Resource Fund have consistent investment objectives and are both managed by the same manager.

Investment Strategies

The Fund invests solely in Class F units of the Marquest Canadian Resource Fund.

Risk

There are risks associated with investing in the Fund. There have been no changes to the Fund which affected the risks associated with investing in the Fund during the year. Specific risk information can be found in the Fund's prospectus available through our website at www.marquest.ca or at SEDAR's website www.sedar.com.

Results of Operations

As at December 31, 2016 the Fund's total NAV was \$3,973,208, a decrease of 8.16% since the prior year end (December 2015: \$4,326,097). This decrease was primarily due to net realized loss on sale of investments of \$567,827, management fees of \$48,690, operating fees of \$32,212 and net redemptions of \$1,158,675. These were partially offset by net appreciation on investments of \$1,446,267.

The Marquest Canadian Resource Fund – Corporate Class Series A gained 18.5% for the year ended December 31, 2016. This is compared to the S&P/TSX Composite Index which gained 17.5% and the S&P/TSX Materials Capped Index and the S&P/TSX Energy Capped Index which had gains of 39.0 and 31.2% respectively. The Fund's strong results' was due to its Underlying Fund focus on the mining sector for the majority of the year.

The Underlying Fund Portfolio Manager believes the mining sector is in the early stages of a recovery which will be driven by improved commodity prices, an expansion of demand and relatively cheap valuations of mining stocks. The improvement in both pricing and volumes will have a significant impact on the profit margins of the industry due to the rationalization of costs undertaken by the industry over the past five years.

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Results of Operations (continued)

Commodity prices had been under pressure from 2011 to 2016 due in the portfolio manager's view, from excess inventories created by the massive investment in the commodity industries between 2004 and 2010. In the past five years inventories have been worked down due to a combination of industry restructuring, a reduction in production of marginal mines and a significant slowing of investment in the mining industry. The supply/demand balance is critical to the outlook of metal prices. Copper for example has recently moved into a deficit position at the same time that production has declined due in part to a decline in capital spending. The Portfolio Manager believes that the improved outlook for global economic growth will support higher base metal prices. As at year end the Underlying Fund held 31% of the portfolio in base metal companies.

The energy sector is also in the early stages of a recovery. The challenge for the oil sector is the ability of producers to increase production as pricing improves which will likely limit the upside potential for the oil price. Our strategy has been to focus on the oil and gas service sector which has significant operating leverage to any increase in production activity.

Recent Developments

2016 was a turning point for the economy as global growth reaccelerated in mid-year. This improvement in economic growth has had a significant impact on the capital markets. Interest rates turned up in the second half of the year as witnessed by the 84 bp increase in US 10 Year Treasury yields in the fourth quarter closing the year at 2.27%. The improved economic outlook and the strong employment conditions have given a green light to monetary authorities to finally begin normalizing monetary policy by increasing interest rates. We expect to see a series of rate hikes over the next year. The rising interest rate environment will be a challenge for bond investors.

The stronger economy will cause a significant shift in relative corporate earnings performance. The cyclical sectors which have been under pressure over the past few years due to slow growth and weak pricing will now have the benefit of stronger pricing and increasing volumes. Given the rising rate environment equity markets will be more challenging from a valuation standpoint as rising interest rates will put pressure on valuations. Therefore, superior performance in equities will depend on an improving earnings outlook. The cyclical sectors have outperformed the overall market in 2016 reflecting both the improved earnings outlook for cyclical stocks and their depressed relative valuations. We expect the cyclical sectors to continue to outperform over the next year.

The shift in the investment environment from slow growth/low interest rates to rising rates and stronger cyclical earnings will cause a significant shift in asset allocation from bonds to equities. In addition, within the equity market investors are expected to focus on the sectors with the strongest earnings outlook. We are now in the late stages of the economic cycle where interest rates rise, employment is strong, commodity prices are firm and cyclical sectors outperform. Stock selection will be a key to performance in the next year as well as smaller cap stocks tend to outperform in late cycle environments.

Taxation of Switch Fund Shares

On March 22, 2016, the federal government announced in its budget that, beginning after September 2016, an exchange of shares of a mutual fund corporation that results in the holder of such shares switching between funds will be considered for income tax purposes to be a disposition at fair market value (the "2016 Budget Proposal"). The 2016 Budget Proposal will not apply to a switch where the shares received in exchange differ only in respect of management fees or expenses to be borne by investors and otherwise derive their value from the same portfolio or fund within the mutual fund corporation. Accordingly, if the 2016 Budget Proposal is enacted into law, the conversion by a holder of Shares of one Corporate Fund to Shares of another Corporate Fund may result in that holder realizing a capital gain or a capital loss.

On August 3, 2016, the Department of Finance released an updated version of the Legislative Proposals Relating to Income Tax, Sales Tax and Excise Duties which changed the effective date of the proposal to January 1, 2017.

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Related Party Transactions

The Fund invests solely in Class F units of the Underlying Fund. As a result, the Fund does not pay management fees on its assets that it invests in the Underlying Fund that would duplicate a fee payable by the Underlying Fund for the same service. The Fund will also not pay any sales fees or redemptions fees with respect to its purchase or redemptions of securities of the Underlying Fund. The rates set out under “Management Fees” below indicate the management fee directly borne by the Fund.

Marquest Asset Management Inc. is the Manager (“the Manager”) of the Fund.

The Manager of the Fund is responsible for managing all of the Fund’s activities, including investment advisory and portfolio management services under a Management Agreement. The Management Agreement is subject to automatic renewal for additional one year terms. The Management Agreement may be terminated during its term if the Manager defaults in its performance of any of its duties or obligations thereunder and if the holders pass a resolution at a meeting of holders terminating the Management Agreement as a result of such default. Further, the holders of a Fund may, by resolution passed at a meeting of holders at least 180 days before the end of the initial term or each anniversary thereof, elect not to renew the Management Agreement, whereupon the Management Agreement will not be renewed beyond its existing term.

During the year, \$48,690 in management fees (including HST) was paid to the Manager. The Fund reimbursed the Manager for operating costs incurred in administering the Fund of approximately \$24,571.

As disclosed in the Fund’s prospectus, the Manager may voluntarily waive, absorb or pay a portion of the Fund’s fees and expenses, at its discretion. During the year the Manager absorbed \$37,455 in expenses of the Fund.

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Financial Highlights

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

| Marquest Canadian Resource Fund - Corporate Class (Series A)* | | | | | |
|--|-------------|---------------|---------------|---------------|---------------|
| Net Assets per Share (\$) ⁽¹⁾ | | | | | |
| | 2016 | 2015 | 2014 | 2013 | 2012 |
| Net assets, beginning of the year ⁽²⁾ | 3.51 | 4.11 | 5.13 | 7.83 | 9.97 |
| Increase (decrease) from operations: | | | | | |
| Total revenue | - | - | - | 0.01 | - |
| Total expenses (excluding distributions) | (0.07) | (0.06) | (0.09) | (0.14) | (0.15) |
| Realized gains (losses) for the year | (0.52) | (1.07) | (1.84) | (2.97) | (1.34) |
| Unrealized gains (losses) for the year | 1.33 | 0.56 | 0.99 | 0.43 | (0.77) |
| Total increase (decrease) from operations ⁽²⁾ | 0.74 | (0.57) | (0.94) | (2.67) | (2.26) |
| Distributions: | | | | | |
| From net investment income (excluding dividends) | - | - | - | - | - |
| From dividends | - | - | - | - | - |
| From capital gains | - | - | - | - | - |
| Return of capital | - | - | - | - | - |
| Total annual distributions ⁽³⁾ | - | - | - | - | - |
| Net assets at December 31st of year shown | 4.16 | 3.51 | 4.11 | 5.13 | 7.83 |

Notes:

⁽¹⁾ (1) This information is derived from the Fund's audited annual financial statements. Periods beginning on or after January 1, 2013 follow International Financial Reporting Standards (IFRS) and prior to January 1, 2013 follow Canadian Generally Accepted Accounting Principles (Canadian GAAP). The net assets attributable to holders of redeemable units per unit presented in the financial statements may differ from the net asset value calculated for fund pricing purposes. An explanation of these differences can be found in the notes to financial statements, if applicable.

⁽²⁾ Net assets and distributions are 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.

⁽³⁾ Distributions were paid in cash or re-invested in additional shares of the Fund, or both.

*Series A shares were first issued on June 25, 2004.

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Financial Highlights (continued)

| Marquest Canadian Resource Fund - Corporate Class (Series F)* | | | | | |
|--|-------------|---------------|---------------|---------------|---------------|
| <i>Net Assets per Share (\$) ⁽¹⁾</i> | | | | | |
| | 2016 | 2015 | 2014 | 2013 | 2012 |
| Net assets, beginning of the year ⁽²⁾ | 3.70 | 4.29 | 5.30 | 7.99 | 10.07 |
| Increase (decrease) from operations: | | | | | |
| Total revenue | - | - | - | 0.01 | - |
| Total expenses (excluding distributions) | (0.02) | (0.02) | (0.03) | (0.08) | (0.05) |
| Realized gains (losses) for the year | (0.51) | (1.11) | (1.87) | (3.07) | (1.53) |
| Unrealized gains (losses) for the year | 0.68 | 0.52 | 0.78 | 0.41 | 0.42 |
| Total increase (decrease) from operations ⁽²⁾ | 0.15 | (0.61) | (1.12) | (2.73) | (1.16) |
| Distributions: | | | | | |
| From net investment income (excluding dividends) | - | - | - | - | - |
| From dividends | - | - | - | - | - |
| From capital gains | - | - | - | - | - |
| Return of capital | - | - | - | - | - |
| Total annual distributions ⁽³⁾ | - | - | - | - | - |
| Net assets at December 31st of year shown | 4.44 | 3.70 | 4.29 | 5.30 | 7.99 |

Notes:

⁽¹⁾ This information is derived from the Fund's audited annual financial statements. Periods beginning on or after January 1, 2013 follow International Financial Reporting Standards (IFRS) and prior to January 1, 2013 follow Canadian Generally Accepted Accounting Principles (Canadian GAAP). The net assets attributable to holders of redeemable units per unit presented in the financial statements may differ from the net asset value calculated for fund pricing purposes. An explanation of these differences can be found in the notes to financial statements, if applicable.

⁽²⁾ Net assets and distributions are 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.

⁽³⁾ Distributions were paid in cash or re-invested in additional shares of the Fund, or both.

*Series F shares were first issued on July 22, 2010.

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Financial Highlights (continued)

| Ratios and Supplemental Data | | | | | |
|--|-------------|-------------|-------------|-------------|-------------|
| Series A* | 2016 | 2015 | 2014 | 2013 | 2012 |
| Total net asset value (000's) ⁽¹⁾ | \$ 3,889 | \$ 4,298 | \$ 6,847 | \$ 11,409 | \$ 16,422 |
| Number of shares outstanding ⁽¹⁾ | 934,166 | 1,224,638 | 1,667,680 | 2,222,105 | 2,096,073 |
| Management expense ratio ⁽²⁾ | 2.54% | 2.46% | 2.60% | 3.70% | 2.86% |
| Management expense ratio before waivers or absorption ⁽⁵⁾ | 3.36% | 2.69% | 2.64% | 4.03% | 3.16% |
| Trading expense ratio ⁽³⁾ | 1.31% | 1.11% | 1.94% | 1.60% | 3.62% |
| Portfolio turnover rate ⁽⁴⁾ | 82.34% | 61.54% | 402.22% | 305.77% | 85.69% |
| Net asset value per share ⁽¹⁾ | \$ 4.16 | \$ 3.51 | \$ 4.11 | \$ 5.13 | \$ 7.83 |
| Series F** | 2016 | 2015 | 2014 | 2013 | 2012 |
| Total net asset value (000's) ⁽¹⁾ | \$ 84 | \$ 29 | \$ 39 | \$ 43 | \$ 63 |
| Number of shares outstanding ⁽¹⁾ | 18,980 | 7,705 | 9,175 | 8,046 | 7,944 |
| Management expense ratio ⁽²⁾ | 1.49% | 1.40% | 1.57% | 2.66% | 1.91% |
| Management expense ratio before waivers or absorption ⁽⁵⁾ | 1.96% | 1.53% | 1.60% | 2.89% | 2.11% |
| Trading expense ratio ⁽³⁾ | 1.31% | 1.11% | 1.94% | 1.60% | 3.62% |
| Portfolio turnover rate ⁽⁴⁾ | 82.34% | 61.54% | 402.22% | 305.77% | 85.69% |
| Net asset value per share ⁽¹⁾ | \$ 4.44 | \$ 3.70 | \$ 4.29 | \$ 5.30 | \$ 7.99 |

Notes:

⁽¹⁾ The information is provided as at December 31st of the year shown.

⁽²⁾ Management expense ratio is based on total expenses (excluding commissions and other portfolio transaction costs) for the stated period and is expressed as an annualized percentage of daily average net asset value during the period

⁽³⁾ The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average net assets during the period.

⁽⁴⁾ The Fund's portfolio turnover rate indicates how actively the Fund's portfolio adviser manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Fund buying and selling all of the securities in its portfolio once in the course of the year. The higher a Fund's portfolio turnover rate in a year, the greater the trading costs payable by the Fund in the year, and the greater the chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a high turnover rate and the performance of a Fund.

⁽⁵⁾ Waivers and absorption of certain expenses associated with the Fund are at the Manager's discretion and may be terminated at any time.

* Series A shares were first issued on June 25, 2004.

** Series F shares were first issued on July 22, 2010.

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Management Fees

The Management fees for each applicable series are calculated daily and are based on the Fund's ending total NAV per series; cumulative daily totals are then paid on a weekly basis. The Manager uses these management fees to pay sales and trailing commissions to registered dealers on the distribution of the Fund shares, as well as for the general investment management expenses.

| | Maximum Annual Management Fee Rate (%) | As a percentage of Management fees | |
|-----------------|--|------------------------------------|---|
| | | Sales & Trailer Commissions (%) | Investment Advisory and Portfolio Management Services (%) |
| Series A Shares | 2.00% | 91.77% | 8.23% |
| Series F Shares | 1.00% | 0.00% | 100.00% |

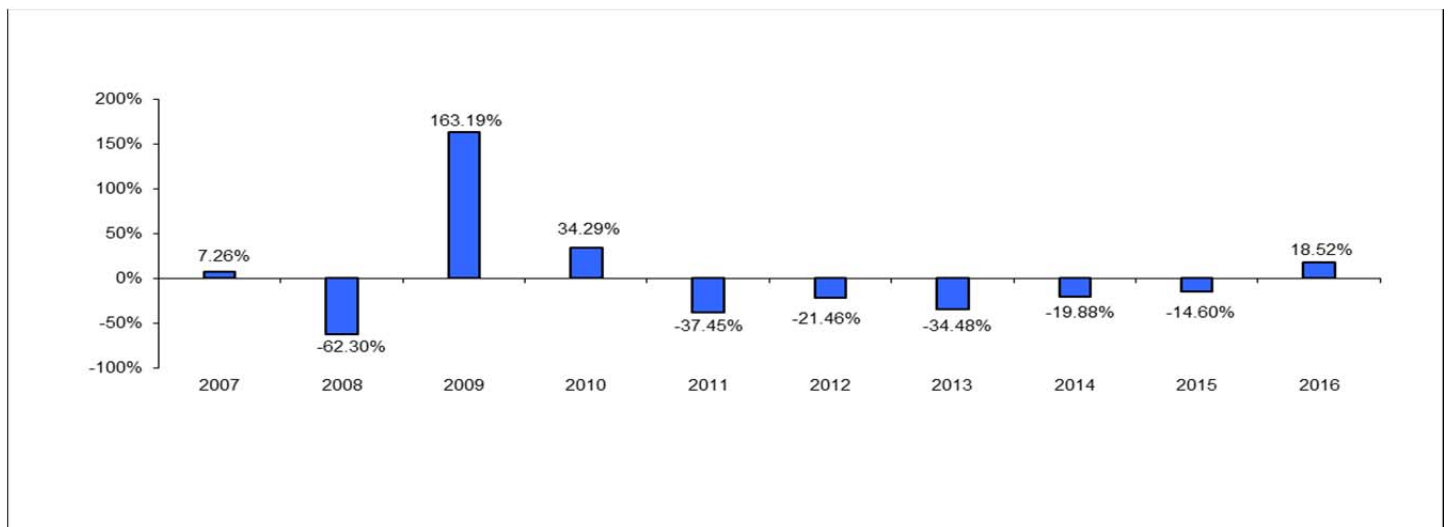
Past Performance

The performance information shown assumes that all distributions made by the Fund in the years shown were reinvested in additional securities of the Fund. The performance information does not take into account sales, redemptions, distributions or other optional charges that would have reduced returns or performance. How the Fund has performed in the past does not necessarily indicate how it will perform in the future. Performance differences between series of shares are mainly attributable to management fees charged to each series.

Year-by-Year Returns

The following bar chart shows the Fund's annual Series A and Series F performance for each of the years shown, and illustrates how the Fund's performance has changed from year to year. In percentage terms, the bar chart shows how much an investment made on the first day of each financial year would have grown or decreased by the last day of each financial year.

Series A



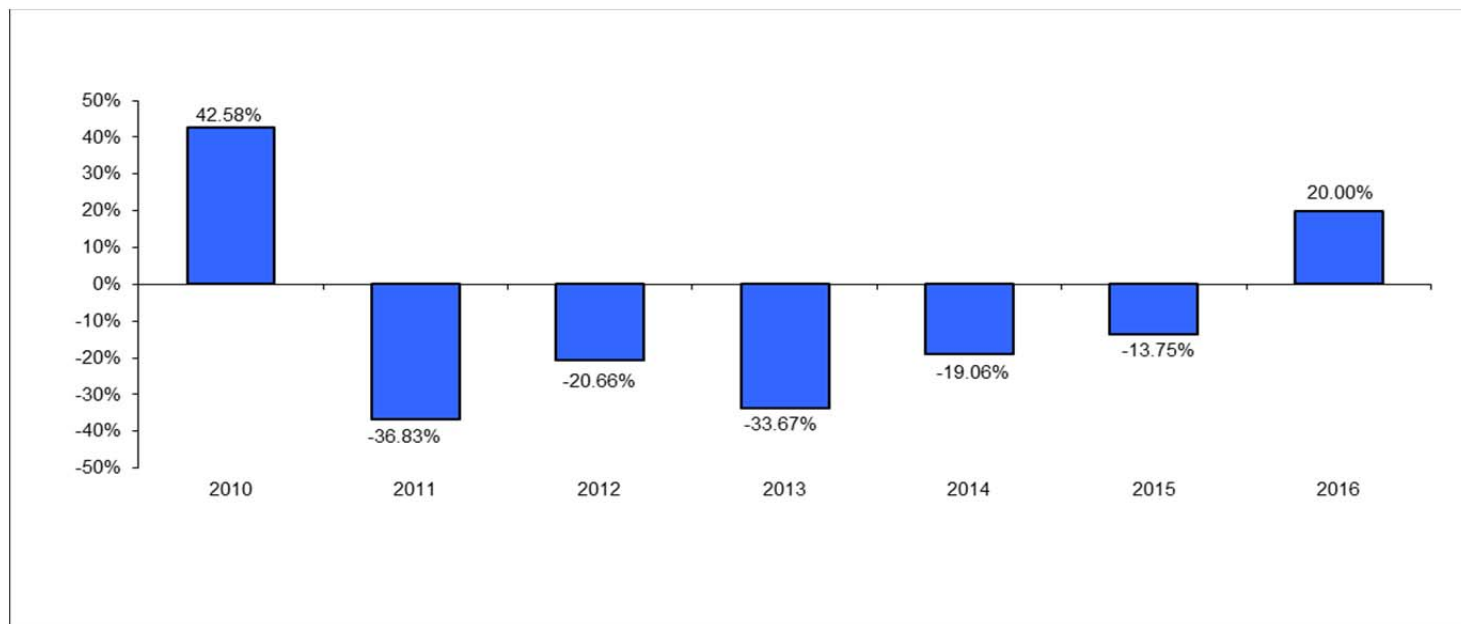
* Inception date for Series A shares was June 25, 2004.

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Past Performance (continued)

Series F



* Inception date for Series F shares was July 22, 2010.

Annual Compound Returns

The table below compares the annual compounded performance of the Fund against the S&P/TSX Capped Materials Index. This new index has been selected as the best comparative index as a result based on a review of the types of portfolio assets and similarities between the index and the fund. The S&P/TSX Capped Materials Index is a modified cap-weighted index, whose equity weights are capped at 25%. This index's constituents are derived from a subset stock pool of S&P/TSX Composite Index stocks. For performance purposes, the index assumes the reinvestment of all dividends.

As the index is made up of a group of securities from various resource asset classes and market capitalizations, it does not share the same holdings or in the same weighted proportions as the Underlying Fund and compounded total returns between the two may differ. For greater in-depth discussion regarding the Underlying Fund's asset class holdings and performance over the year please see the "Results of Operations – Investment Portfolio" section of the MRFP.

| | 1 Year % | 3 Years % | 5 Years % | 10 Years % | Since Inception % |
|--------------------------------------|----------------|-----------------|-----------------|------------------|-------------------------|
| Series A | 18.5% | -6.7% | -16.0% | -9.4% | -6.6% |
| S&P/TSX Capped Materials Index | 39.0% | 0.8% | -7.9% | -1.2% | 3.2% |
| Morningstar Canadian Resource Equity | 32.9% | 0.0% | -6.0% | -2.4% | 10.4% |
| Series F | 20.0% | -5.7% | -15.1% | - | -13.4% |
| S&P/TSX Capped Materials Index | 39.0% | 0.8% | -7.9% | - | -5.3% |
| Morningstar Canadian Resource Equity | 32.9% | 0.0% | -6.0% | - | 9.9% |

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Summary of Investment portfolio

The tables below provide information about the investment portfolio of the Underlying Fund, including a breakdown of the Underlying Fund's portfolio into subgroups and the Top 25 positions held by the Underlying Fund as a percentage of NAV.

Total Net Asset Value: \$ 3,973,208

Portfolio Allocation

| | % of Fund's Net Asset Value |
|--------------------------------|--------------------------------|
| Oil & Gas | 31.59% |
| Base Metals | 31.22% |
| Cash | 20.55% |
| Precious Metals | 17.24% |
| Net Other Assets (Liabilities) | -0.60% |
| | 100.00% |

Top 25 Holdings

| | % of Fund's Net Asset Value |
|---|--------------------------------|
| 1 Cash | 20.55% |
| 2 NexGen Energy Ltd. | 6.66% |
| 3 Cordillera Gold Ltd. | 5.09% |
| 4 Northern Dynasty Minerals Ltd. | 3.95% |
| 5 Athabasca Oil Corp. | 3.65% |
| 6 Canadian Energy Services & Technology Corp. | 3.56% |
| 7 Calfrac Well Services Ltd. | 3.42% |
| 8 Ensign Energy Services Inc. | 3.41% |
| 9 Savanna Energy Services Corp. | 3.16% |
| 10 Canyon Services Group Inc. | 3.14% |
| 11 Wolfden Resources Corp. | 3.08% |
| 12 Wallbridge Mining Company Ltd. | 3.04% |
| 13 Nemaska Lithium Inc. | 3.02% |
| 14 Balmoral Resources Ltd. | 2.96% |
| 15 Capstone Mining Corp. | 2.93% |
| 16 Leucrotta Exploration Inc. | 2.93% |
| 17 Integra Gold Corp. | 2.67% |
| 18 First Quantum Minerals Ltd. | 2.66% |
| 19 Noront Resources Ltd. | 2.51% |
| 20 Niocorp Developments Ltd. | 2.42% |
| 21 Teck Resources Ltd. | 2.39% |
| 22 Commerce Resources Corp. | 2.17% |
| 23 Toachi Mining Inc. | 2.14% |
| 24 Trigon Metals Inc. | 1.90% |
| 25 Shore Gold Inc. | 1.74% |
| | 95.15% |

This summary of investment portfolio may change due to the ongoing portfolio transactions of the Fund and a quarterly update is available at www.marquest.ca. The sole investment of the Fund is Class F units of the Marquest Canadian Resource Fund. The holdings indicated in the Summary of Investment Portfolio and Top 25 Holdings represent the holdings of the Marquest Canadian Resource Fund. The weightings of the positions are calculated based on total NAV of the portfolio as at December 31, 2016. The Fund does not hold short positions. The prospectus and other information of Marquest Canadian Resource Fund (Corporate Class) and Marquest Canadian Resource Fund are available on the internet www.sedar.com.

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