



MARQUEST SMALL COMPANIES FUND

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INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE | For the Period Ended June 30, 2017

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.

MARQUEST SMALL COMPANIES FUND

INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE | For the Period Ended June 30, 2017

This interim management report of fund performance contains financial highlights but does not contain the complete interim financial statements of the Marquest Small Companies Fund (the "Fund"). You can get a copy of the interim 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

Results of Operations

As at June 30, 2017, the Fund's total NAV was \$1,712,096, a decrease of 6.83% since the prior year end (December 2016: \$1,837,529). The change is primarily due to net redemptions, unrealized depreciation on investments and management fees of \$200,115, \$97,261 and \$25,061, respectively. This was partially offset by net realized gain on sale of investment of \$205,190.

The Canadian equity market declined 0.7% in the first six months of 2017 underperforming other world markets due in most part to the weakness in the energy and materials sectors following relatively strong results in 2016. The S&P/TSX Capped Energy Sector Index and the S&P/TSX Capped Materials Index declined 22.1% and 1.32% respectively. Meanwhile the S&P 500 Index and the MSCI World Index gained 7.8% and 9.4% in the first half of 2017. The main reason for the strong results in global equities was the synchronized reacceleration in global growth and the positive impact on corporate earnings.

The Class A Units of the Fund gained 3.8% in the first six months of 2017 compared to the S&P/TSX SmallCap Index return of -5.3%. The Portfolio Manager took profits in several holdings and raised cash in the Fund following strong returns early in the first quarter. At midyear the Fund held 29.6% in short term securities.

Recent Developments

The investment environment is well entrenched in the late stages of the economic cycle where interest rates rise, employment conditions are tight, commodity prices are firm and cyclical stocks outperform. The Canadian equity market tends to perform well in this market environment due to our resource based economy. The correction in the equity markets in the past few weeks provides an opportunity to redeploy the cash reserves at more favourable prices.

Related Party Transactions

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. The Manager must give the holders and the Trustee at least 180 days' notice of its intention not to renew a Management Agreement. Management fees are paid by each class at the rates set out under "Management Fees" below.

During the period, \$25,061 in management fees (including HST) was paid to the Manager. The Manager is also the trustee of the Fund and is responsible for certain aspects of the day-to-day administration. The Fund reimbursed the Manager for operating costs (including HST) incurred in administering the Fund of approximately \$7,579.

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 period the Manager absorbed \$30,521 in expenses of the Fund.

MARQUEST SMALL COMPANIES FUND

INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE | For the Period Ended June 30, 2017

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 and the most recent interim period. The information is derived from the Fund's unaudited interim and audited annual financial statements.

Marquest Small Companies Fund (Class A)**						
Net Assets per Unit (\$) ⁽¹⁾						
	2017*	2016	2015	2014	2013	2012
Net assets, beginning of the year ⁽²⁾	10.84	9.49	11.30	10.67	11.56	14.27
Increase (decrease) from operations:						
Total revenue	0.04	0.05	0.05	0.06	0.09	0.06
Total expenses (excluding distributions)	(0.25)	(0.53)	(0.54)	(0.63)	(0.58)	(0.56)
Realized gains (losses) for the year	1.27	(41.46)	(0.66)	0.57	(6.17)	(2.39)
Unrealized gains (losses) for the year	(0.60)	43.29	(0.49)	0.61	5.73	0.22
Total increase (decrease) from operations ⁽²⁾	0.46	1.35	(1.64)	0.61	(0.93)	(2.67)
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	11.25	10.84	9.49	11.30	10.67	11.23

Notes:

⁽¹⁾ This information is derived from the Fund's audited annual and unaudited interim 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 units outstanding at the relevant time. The increase/decrease from operations is based on the weighted average number of units outstanding over the financial period.

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

*The financial information is for the six-month period ending June 30, 2017.

**Class A units were first issued on September 27, 2004.

MARQUEST SMALL COMPANIES FUND

INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE | For the Period Ended June 30, 2017

Financial Highlights (continued)

Marquest Small Companies Fund (Class F)**						
Net Assets per Unit (\$) ⁽¹⁾						
	2017*	2016	2015	2014	2013	2012
Net assets, beginning of the year ⁽²⁾	12.58	10.86	12.74	11.89	12.71	15.48
Increase (decrease) from operations:						
Total revenue	0.05	0.05	0.07	0.06	0.09	0.06
Total expenses (excluding distributions)	(0.19)	(0.38)	(0.36)	(0.45)	(0.40)	(0.38)
Realized gains (losses) for the year	1.52	(50.62)	(1.59)	(0.85)	(6.88)	(2.37)
Unrealized gains (losses) for the year	(0.76)	52.58	0.15	3.06	6.08	(0.15)
Total increase (decrease) from operations ⁽²⁾	0.62	1.63	(1.73)	1.82	(1.11)	(2.84)
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	13.15	12.58	10.86	12.74	11.89	12.34

Notes:

⁽¹⁾ This information is derived from the Fund's audited annual and unaudited interim 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 units outstanding at the relevant time. The increase/decrease from operations is based on the weighted average number of units outstanding over the financial period.

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

*The financial information is for the six-month period ending June 30, 2017.

**Class F units were first issued on February 7, 2006.

MARQUEST SMALL COMPANIES FUND

INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE | For the Period Ended June 30, 2017

Financial Highlights (continued)

Ratios and Supplemental Data						
Class A**	2017*	2016	2015	2014	2013	2012
Total net asset value (000's) ⁽¹⁾	\$ 1,683	\$ 1,808	\$ 1,932	\$ 3,004	\$ 4,658	\$ 8,144
Number of units outstanding ⁽¹⁾	149,598	166,817	203,636	265,894	436,470	704,563
Management expense ratio ⁽²⁾	3.53%	3.52%	3.52%	3.54%	4.09%	3.56%
Management expense ratio before waivers or absorption ⁽⁵⁾	6.83%	6.12%	5.45%	4.87%	4.70%	4.14%
Trading expense ratio ⁽³⁾	0.84%	1.62%	1.30%	2.16%	1.03%	3.13%
Portfolio turnover rate ⁽⁴⁾	44.43%	101.63%	120.45%	156.19%	61.08%	16.57%
Net asset value per unit ⁽¹⁾	\$ 11.25	\$ 10.84	\$ 9.49	\$ 11.30	\$ 10.67	\$ 11.56
Class F***	2017*	2016	2015	2014	2013	2012
Total net asset value (000's) ⁽¹⁾	\$ 29	\$ 29	\$ 22	\$ 14	\$ 48	\$ 147
Number of units outstanding ⁽¹⁾	2,178	2,331	2,044	1,125	4,078	11,553
Management expense ratio ⁽²⁾	2.14%	2.13%	2.13%	2.23%	2.60%	2.22%
Management expense ratio before waivers or absorption ⁽⁵⁾	4.13%	3.70%	3.31%	3.06%	2.98%	2.58%
Trading expense ratio ⁽³⁾	0.84%	1.62%	1.30%	2.16%	1.03%	3.13%
Portfolio turnover rate ⁽⁴⁾	44.43%	101.63%	120.45%	156.19%	61.08%	16.57%
Net asset value per unit ⁽¹⁾	\$ 13.15	\$ 12.58	\$ 10.86	\$ 12.74	\$ 11.89	\$ 12.71

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.

*The financial information is for the six-month period ending June 30, 2017.

**Class A units were first issued on September 27, 2004.

***Class F units were first issued on February 7, 2006.

MARQUEST SMALL COMPANIES FUND

INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE | For the Period Ended June 30, 2017

Management Fees

The Management fees for each applicable class are calculated daily and are based on the Fund's ending total NAV per class; 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 units, 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 (%)
Class A Units	2.50%	92.99%	7.01%
Class F Units	1.25%	0.00%	100.00%

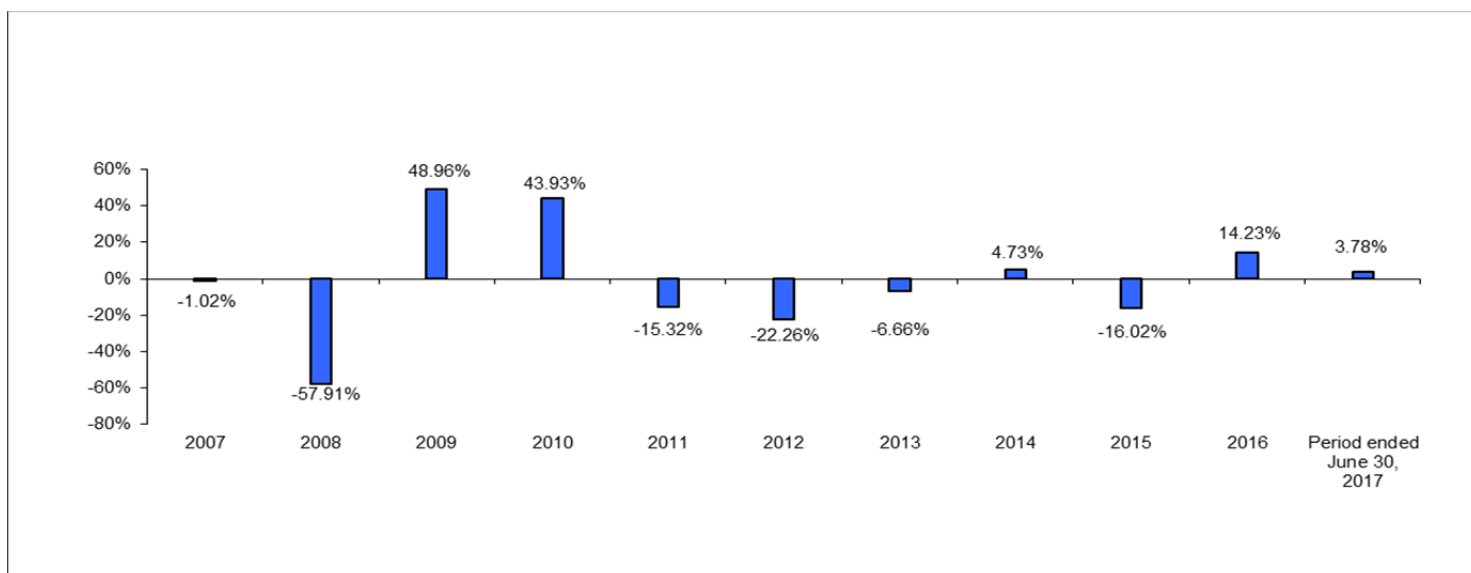
Past Performance

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 classes of units are mainly attributable to management fees charged to each class.

Year-by-Year Returns

The following bar charts show the Fund's annual Class A and Class F unit's performance for each of the years shown, and illustrate 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.

Class A



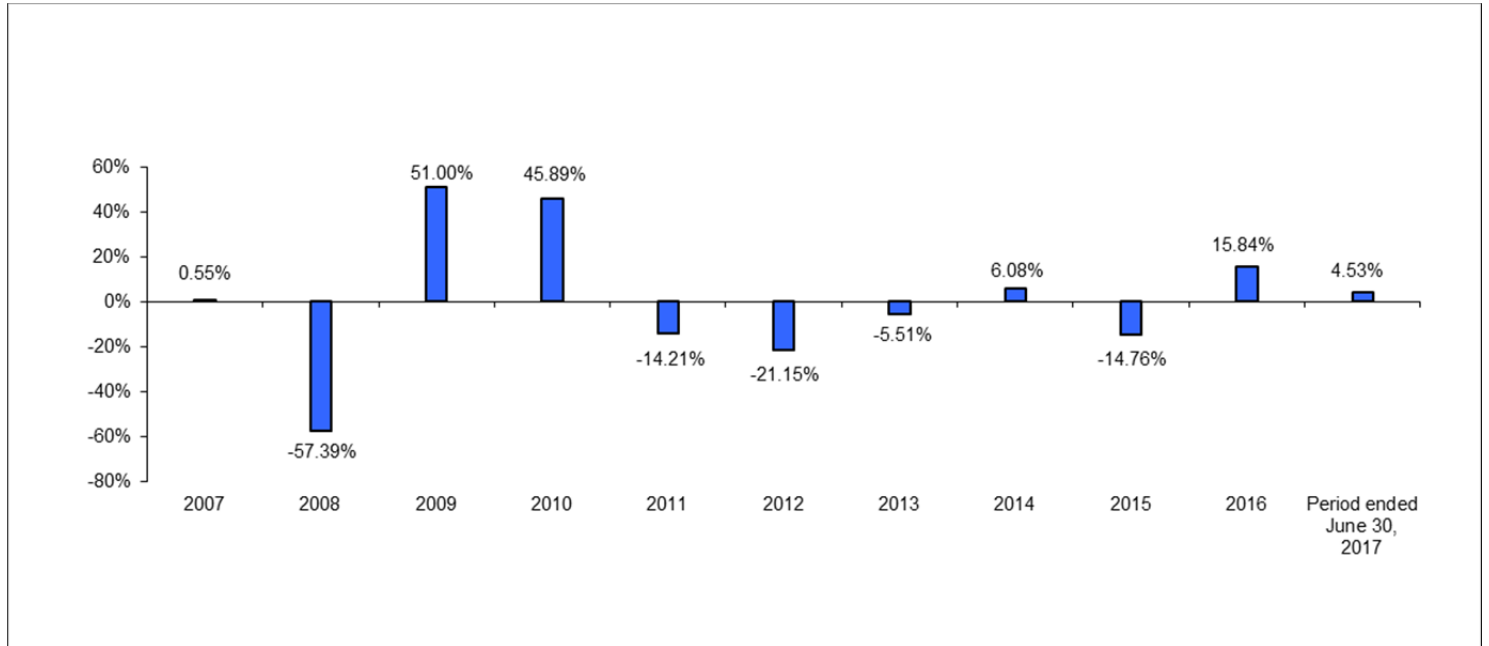
* Inception date for Class A units was September 27, 2004.

MARQUEST SMALL COMPANIES FUND

INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE | For the Period Ended June 30, 2017

Past Performance (continued)

Class F



* Inception date for Class F units was February 7, 2006.

MARQUEST SMALL COMPANIES FUND

INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE | For the Period Ended June 30, 2017

Summary of Investment portfolio as at June 30, 2017

Total Net Asset Value: \$ 1,712,096

Portfolio Allocation

	% of Fund's Net Asset Value
Cash	30.08%
Information Technology	16.55%
Healthcare	16.18%
Materials	15.05%
Energy	9.33%
Industrials	8.09%
Financials	3.49%
Consumer Staples	3.01%
Consumer Discretionary	1.76%
Net Other Assets (Liabilities)	-3.54%
	<hr/> 100.00%

Top 25 Holdings

	% of Fund's Net Asset Value
1 Cash	30.08%
2 People Corporation	5.00%
3 Cordillera Gold Ltd.	4.38%
4 AcuityAds Holding Inc.	4.34%
5 Canopy Growth Corp.	3.68%
6 Parkland Fuel Corp.	3.56%
7 Distinct Infrastructure Group Inc.	3.49%
8 Cargojet Inc.	3.09%
9 Trevali Mining Corp.	3.02%
10 KP Tissue Inc.	3.01%
11 Mullen Group Ltd.	2.97%
12 Enablece Technologies Inc.	2.86%
13 NexGen Energy Ltd.	2.79%
14 Fortune Minerals Ltd.	2.74%
15 Opsens Inc.	2.73%
16 ICC International Cannabis Corp.	2.72%
17 Aequus Pharmaceuticals Inc.	2.57%
18 Aphria Inc.	2.52%
19 Avivagen Inc.	2.36%
20 Theratechnologies Inc., Warrants	2.30%
21 Pioneering Technology Corp. (Restricted)	1.76%
22 Trigon Metals Inc.	1.72%
23 Echoworx Corporation (Restricted)	1.68%
24 DealNet Capital Corp.	1.64%
25 Baylin Technologies Inc.	1.61%
	<hr/> 98.62%

The investments and percentages shown may change from time to time due to the ongoing portfolio transactions of the Fund. The weightings of the positions are calculated based on the total net asset value of the Fund as at June 30, 2017. The Fund does not hold short positions. To obtain a copy of the most recent annual report, semi-annual report, quarterly report or simplified prospectus of the Fund, please contact a member of our client services team or visit our website at www.marquest.ca or SEDAR at www.sedar.com.

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