

MARQUEST MUTUAL FUNDS INC. EXPLORER SERIES FUND

INTERIM MANAGEMENT
REPORT OF FUND PERFORMANCE

Period ended June 30, 2023



INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE | For the Period Ended June 30, 2023

#### 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.

## INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE | For the Period Ended June 30, 2023

This interim management report of fund performance ("MRFP") contains financial highlights but does not contain the complete interim financial statements of the Marquest Mutual Funds Inc. Explorer Series Fund (the "Fund"). You can get a copy of the interim financial statements at your request, and at no cost, from Marquest Asset Management Inc. (the "Manager") by calling 1-877-777-1541, by writing to us at Suite 4010, 161 Bay Street, Toronto, Ontario, M5J 2S1 or by visiting our website at <a href="https://www.marquest.ca">www.marquest.ca</a> or SEDAR at <a href="https://www.sedar.com">www.sedar.com</a>.

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.

# Results of Operations<sup>1</sup>

For the six-month period ended June 30, 2023, the Fund's Series A/Rollover shares gained 5.2%. By comparison, the return for the S&P/TSX Metals & Mining Index was 2.3% and the broad-based S&P/TSX Composite Index was up 4.0% (not inclusive of dividends). The Fund's return is after the deduction of fees and expenses, while the benchmarks' returns do not include investing costs. See the Financial Highlights section for the management expense ratios and the Past Performance section for the returns of any other series, which may vary because of differences in management fees and expenses.

The Fund's positive return was in part a result of general market strength, which began in March of this year as equity markets gained more certainty that 40-year high inflation levels were not only trending lower but were also showing signs that global central banks were keeping prices contained (US CPI Index peaked at 9.1% year-over-year ending June 30, 2023, while Canada's consumer price index rose to 8.1% for the same period). With the belief that a period of monetary easing was in front of the market and that central banks are at or near the end of this hiking cycle, markets in the first half of this year found some strength. Also, economists in the US and Canada began rethinking their calls for a recession this year and became more confident that both countries could skirt a downturn altogether.

The gold and silver sectors were relatively flat during the year as the S&P/TSX Gold Index gained just 0.9% during the period, while the price of gold traded up approximately 5%. With 63% of the Fund invested in precious metals closely matching the S&P/TSX Metals and Mining Index, this fact neither helped nor detracted from the overall performance. However, certain securities within this sector did appreciate substantially, leading to the Fund's outperformance. Copper prices dropped only slightly during the first half of the year (~1%) and as a result, copper and other base metal stocks were range-bound during the period as the market attempted to decern if a recession was imminent or not. The Fund's weight in base metals closely matched that of the Metals and Mining Index and was not a major factor in outperformance. As of June 30, 2023, the sector weightings of the portfolio were 56.8% precious metals, 11.2% base metals, 6.9% rare earth metals, 8.5% lithium and 7.1% short-term securities.

As of June 30, 2023, the Fund's total NAV was \$8,235,819, a decrease of 2.50% since the prior year end (December 2022: \$8,447,184). The change is primarily due to net change in unrealized appreciation of \$2,479,142, net realized loss on sale of investments of \$2,182,020, and net redemptions of \$636,380.

During the period, subscriptions and redemptions were as follows: Series A Rollover \$7,023,811 and \$7,332,066 respectively (June 2022: \$6,312,162 and \$7,626,654); Series A Regular \$0 and \$0 respectively (June 2022: \$0 and \$2,328) and Series F \$1,216,016 and \$1,544,141 respectively (June 2022: \$1,807,782 and \$1,364,370).

Subscriptions and redemptions of Series A rollover shares and Series F shares are attributable to the rollover of Marquest Mining Québec 2022-I Super Flow-Through Limited Partnership. For more details, please see the "Related Party Transactions" section of the MRFP.

<sup>&</sup>lt;sup>1</sup> All references to net assets or net asset value in this section refer to Transactional NAV as defined in the Financial Highlights section, which may differ from Net Assets reported under International Financial Reporting Standards ("IFRS")

#### INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE | For the Period Ended June 30, 2023

## Recent Developments

At the June 14 FOMC meeting, the committee held the federal funds rate steady, with no increase in the key lending rate. However, while the absence of a hike did provide some relief, the higher rate forecast sent a hawkish signal to equity markets as policymakers saw at least two more 25 basis-point rate hikes this year. The committee's forecasts, which are typically a function of forecasted inflation levels, are what led to the initial market uneasiness. However, equity markets eventually found strength again as investors realized that once the recent series of rate hikes have worked their way into the economy, inflation will likely be lower than these projections by year-end. Ultimately central banks will therefore need to be less aggressive, which will be supportive for markets. During the press conference, Chairman Powell also struck a balanced tone noting that while core inflation has been persistent, it is moving in the right direction.

The rate environment generally plugs into the gold market. Gold prices have more recently been under pressure by rising real rates as market projections for restrictive monetary policy conditions have been extended. Thus, current market conditions are less supportive of gold as nominal rates rise and inflation comes down. Base metal prices such as copper remain range-bound as demand concerns from slowing global growth and weak economic indicators from China are offset by hopes of stimulus and some positive signals from the physical market (such as extremely low inventory levels). In the longer term, the Manager continues to have a view that commodity prices will be well-supported as we move into a "commodities super cycle" driven by the growing demand for critical minerals as countries address climate change.

With supportive commodity prices, a more positive rate environment, and moderate growth in both Canada and the US, the near-term outlook for the Metals & Mining sector is favourable, and longer term, the sector remains deeply discounted.

# Related Party Transactions

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 automatically renewed annually for one year terms, unless terminated by either party on at least 60 days prior notice. The Management Agreement may be terminated by either party if the other party is in material default of the performance of any of its duties under the Management Agreement and such default has not been remedied, or if the other party goes into liquidation, bankruptcy or ceases to hold appropriate regulatory approvals. The Manager may also be removed by an extraordinary resolution of unitholders. Management fees are paid by the Fund as set out under "Management Fees" below.

During the period, \$85,806 (2022 - \$121,954) in management fees (including HST) was paid to the Manager.

The table below summarizes the rollover transactions into the Fund for the period ended June 30, 2023.

Terminating fund	Merger	Continuing fund	Series	Net assets	Shares	Exchange
	date			acquired \$	issued	ratio %
Marquest Mining Québec 2022-I Super Flow-Through LP - Class A	19-May-2023	Explorer Series Fund	A-Rollover	7,023,809	12,264,377	91.72
Marquest Mining Québec 2022-l Super Flow-Through LP - Class F	19-May-2023	Explorer Series Fund	F	1,206,526	2,015,243	85.83

From time to time, the Manager may earn fees and commissions on securities transactions in which the Fund participates. For the period ended June 30, 2023, \$3,200 (2022 – \$9,150) was received by the Manager in related fees and commissions under the standing instructions given by the Independent Review Committee ("IRC").

## INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE | For the Period Ended June 30, 2023

# 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 Mutual Funds Inc.	- Explorer Series F	und (Series A	-Rollover)*			
Net Assets per Share (\$) (1)						
	2023**	2022	2021	2020	2019	2018
Net assets, beginning of the period <sup>(2)</sup>	0.64	1.02	0.89	0.40	0.43	0.59
Increase (decrease) from operations:						
Total revenue	-	-	-	-	-	-
Total expenses (excluding distributions)	(0.02)	(0.04)	(0.06)	(0.04)	(0.03)	(0.03)
Realized gains (losses) for the year	(0.16)	(0.07)	0.37	0.23	(0.02)	(0.10)
Unrealized gains (losses) for the year	0.19	(0.26)	(0.18)	0.26	0.01	(0.02)
Total increase (decrease) from operations <sup>(2)</sup>	0.01	(0.36)	0.13	0.45	(0.04)	(0.15)
Distributions:						
From net investment income (excluding dividends)	-	-	-	-	-	-
From dividends	-	-	-	-	-	-
From capital gains	-	-	-	-	-	-
Return of capital	-	-	-	-	-	-
Total annual distributions <sup>(3)</sup>	-	-	-	-	-	-
Net assets, end of the period	0.65	0.64	1.02	0.89	0.40	0.43

<sup>(1)</sup> This information is derived from the Fund's audited annual financial statements. 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.

<sup>(2)</sup> 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.

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

<sup>\*</sup>Series A-Rollover shares were first issued on January 15, 2005.

<sup>\*\*</sup>The financial information is for the six-month period ended June 30, 2023

#### INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE | For the Period Ended June 30, 2023

## Financial Highlights (continued)

Marquest Mutual Funds Inc	c Explorer Series Fund	(Series A-Re	gular)*			
Net Assets per Share (\$) (1)						
	2023**	2022	2021	2020	2019	2018
Net assets, beginning of the period (2)	0.71	1.15	0.97	0.43	0.47	0.64
Increase (decrease) from operations:						
Total revenue	-	-	-	-	-	-
Total expenses (excluding distributions)	(0.02)	(0.05)	(0.07)	(0.04)	(0.03)	(0.03)
Realized gains (losses) for the year	(0.18)	0.05	0.64	-	(0.01)	(0.12)
Unrealized gains (losses) for the year	0.20	(0.48)	(0.35)	0.38	0.02	(0.03)
Total increase (decrease) from operations (2)	-	(0.48)	0.22	0.34	(0.02)	(0.18)
Distributions:						
From net investment income (excluding dividends)	-	-	-	-	-	-
From dividends	-	-	-	-	-	-
From capital gains	-	-	-	-	-	-
Return of capital	-	-	-	-	-	-
Total annual distributions <sup>(3)</sup>	-	-	-	-	-	-
Net assets, end of the period	0.71	0.71	1.15	0.97	0.43	0.47

<sup>(1)</sup> This information is derived from the Fund's audited annual financial statements. 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.

<sup>(2)</sup> 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.

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

<sup>\*</sup>Series A-Regular shares were first issued on November 27, 2007

<sup>\*\*</sup>The financial information is for the six-month period ended June 30, 2023

#### INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE | For the Period Ended June 30, 2023

#### Financial Highlights (continued)

Marquest Mutual Fu	ınds Inc Explorer Series F	und (Series F)	*				
Net Assets per Share (\$) (1)							
	2023**	2022	2021	2020	2019	2018	
Net assets, beginning of the period (2)	0.67	1.05	0.90	0.40	0.43	0.58	
Increase (decrease) from operations:							
Total revenue	-	-	-	-	-	-	
Total expenses (excluding distributions)	(0.02)	(0.04)	(0.05)	(0.03)	(0.02)	(0.02)	
Realized gains (losses) for the year	(0.16)	(0.09)	0.20	0.16	(0.08)	(0.10)	
Unrealized gains (losses) for the year	0.18	(0.17)	(0.18)	0.39	(0.03)	(0.03)	
Total increase (decrease) from operations (2)	-	(0.30)	(0.03)	0.52	(0.13)	(0.15)	
Distributions:							
From net investment income (excluding dividends)	-	-	-	-	-	-	
From dividends	-	-	-	-	-	-	
From capital gains	-	-	-	-	-	-	
Return of capital	-	-	-	-	-	-	
Total annual distributions <sup>(3)</sup>	-	-	-	-	-	-	
Net assets, end of the period	0.68	0.67	1.05	0.90	0.40	0.43	

<sup>(1)</sup> This information is derived from the Fund's audited annual financial statements. 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.

<sup>(2)</sup> 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.

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

<sup>\*</sup>Series F units were first issued on November 27, 2007.

<sup>\*\*</sup>The financial information is for the six-month period ended June 30, 2023

#### INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE | For the Period Ended June 30, 2023

#### Financial Highlights (continued)

Ratios and Supplemental Data							
Series A-Rollover*		2023****	2022	2021	2020	2019	2018
Total net asset value (000's) <sup>(1)</sup>	\$	6,743	\$ 6,702	\$ 11,721	\$ 10,778	\$ 6,958	\$ 9,353
Number of shares outstanding <sup>(1)</sup>	1	0,723,311	11,205,134	12,037,868	12,332,219	17,274,341	21,657,036
Management expense ratio <sup>(2)</sup>		5.65%	5.16%	4.50%	6.03%	5.94%	4.14%
Management expense ratio before waivers or absorption <sup>(5)</sup>		5.65%	5.16%	4.50%	6.03%	5.94%	4.14%
Trading expense ratio <sup>(3)</sup>		0.70%	0.53%	0.98%	0.02%	1.22%	1.06%
Portfolio turnover rate <sup>(4)</sup>		42.62%	103.75%	205.16%	186.66%	237.54%	243.96%
Net asset value per share <sup>(1)</sup>	\$	0.63	\$ 0.60	\$ 0.97	\$ 0.87	\$ 0.40	\$ 0.43
Series A-Regular**		2023****	2022	2021	2020	2019	2018
Total net asset value (000's) <sup>(1)</sup>	\$	1	\$ 1	\$ 4	\$ 14	\$ 6	\$ 8
Number of shares outstanding <sup>(1)</sup>		1,332	1,332	3,740	14,687	14,098	18,269
Management expense ratio <sup>(2)</sup>		5.89%	4.94%	4.45%	6.45%	5.97%	4.22%
Management expense ratio before waivers or absorption <sup>(5)</sup>		5.89%	4.94%	4.45%	6.45%	5.97%	4.22%
Trading expense ratio <sup>(3)</sup>		0.70%	0.53%	0.98%	0.02%	1.22%	1.06%
Portfolio turnover rate <sup>(4)</sup>		42.62%	103.75%	205.16%	186.66%	237.54%	243.96%
Net asset value per share <sup>(1)</sup>	\$	0.69	\$ 0.67	\$ 1.10	\$ 0.95	\$ 0.43	\$ 0.47
Series F***		2023****	2022	2021	2020	2019	2018
Total net asset value (000's) <sup>(1)</sup>	\$	1,491	\$ 1,744	\$ 1,778	\$ 930	\$ 72	\$ 783
Number of shares outstanding <sup>(1)</sup>		2,268,630	2,801,279	1,776,100	1,049,179	180,810	1,837,483
Management expense ratio <sup>(2)</sup>		4.57%	4.27%	3.34%	3.86%	4.32%	3.07%
Management expense ratio before waivers or absorption <sup>(5)</sup>		4.57%	4.27%	3.34%	3.86%	4.32%	3.07%
Trading expense ratio <sup>(3)</sup>		0.70%	0.53%	0.98%	0.02%	1.22%	1.06%
Portfolio turnover rate <sup>(4)</sup>		42.62%	103.75%	205.16%	186.66%	237.54%	243.96%
Net asset value per share <sup>(1)</sup>	\$	0.66	\$ 0.62	\$ 1.00	\$ 0.89	\$ 0.40	\$ 0.43

<sup>&</sup>lt;sup>(1)</sup> The information is provided as at December 31st of the year shown.

<sup>(2)</sup> 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.

<sup>(3)</sup> 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.

<sup>(4)</sup> 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.

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

<sup>\*</sup>Series A-Rollover units were first issued on January 15, 2005.

<sup>\*\*</sup>Series A-Regular units were first issued on November 27, 2007.

<sup>\*\*\*</sup>Series F units were first issued on November 27, 2007.

<sup>\*\*\*\*</sup>The financial information is for the six-month period ended June 30, 2023

## INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE | For the Period Ended June 30, 2023

## Management and Performance 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.

	As a percent	age of Management fees			
	Maximum Annual Management Fee Rate (%)	Sales & Trailer Commissions (%)	Investment Advisory and Portfolio Management Services (%)		
Series A /Rollover Shares	2.00%	19.26%	80.74%		
Series A/Regular Shares	2.00%	20.73%	79.27%		
Series F Shares	1.00%	0.00%	100.00%		

There are no performance fees or incentive fees paid by the Fund.

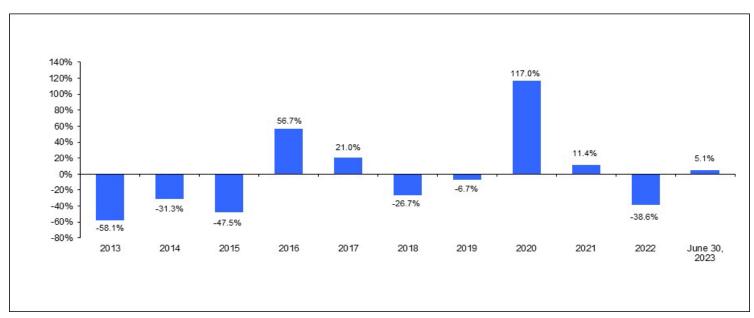
#### Past Performance

The performance information shown assumes that all distributions made by the Fund in the periods 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 units are mainly attributable to management fees charged to each series.

## Year-by-Year Returns

The following bar charts show the Fund's annual Series A Rollover, Series A Regular and Series F shares performance for each of the periods 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 or period.

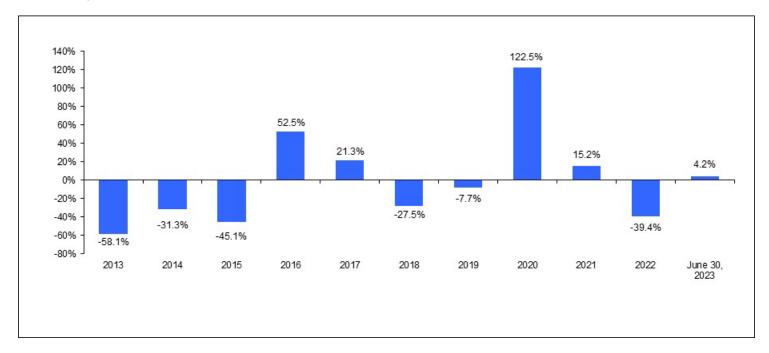
#### Series A Rollover



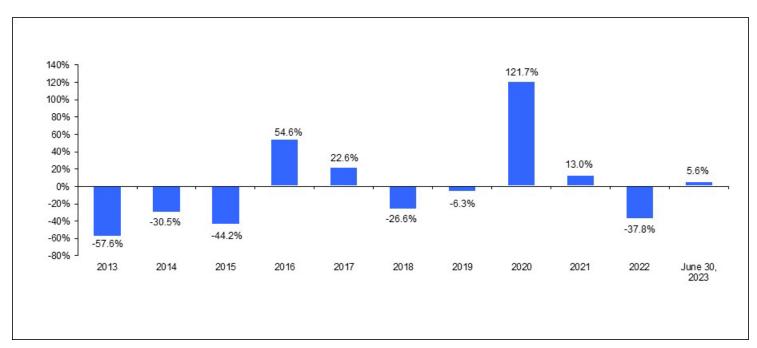
INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE | For the Period Ended June 30, 2023

# Past Performance (continued)

#### Series A Regular



#### Series F



## INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE | For the Period June 30, 2023

Summary of Investment portfolio as at June 30, 2023

Total Net Asset Value: \$ 8,235,819

	% of Fund's
	Net Asset Value
Precious Metals	56.81%
Base Metals	11.22%
Lithium	8.53%
Rare Earths	6.93%
Cash	7.07%
Net Other Assets (Liabilities)	9.44%
	100.00%

То	p 25 Holdings	
		% of Fund's
		Net Asset Value
1	Vortex Energy Corp.	17.18%
2	Orford Mining Corp.	7.42%
3	Cash	7.07%
4	Surge Battery Metals Inc.	6.75%
5	Surge Battery Metals Inc.	4.60%
6	Commerce Resources Corp.	4.11%
7	Consolidated Lithium Metals Inc.	3.52%
8	Metalex Ventures Ltd.	3.29%
9	Defense Metals Corp.	2.67%
10	Gold Terra Resource Corp.	2.06%
11	St-Georges Eco-Mining Corp.	2.00%
12	Granada Gold Mine Inc.	1.82%
13	Renforth Resources Inc.	1.81%
14	Comet Lithium Corp.	1.59%
15	Canada Carbon Inc.	1.43%
16	G.E.T.T. Gold Inc.	1.32%
17	Medaro Mining Corp.	1.12%
18	Temas Resources Corp.	1.09%
19	West High Yield WHY Resources Ltd.	1.09%
20	Sirios Resources Inc.	1.06%
21	Starr Peak Mining Ltd.	1.06%
22	Class 1 Nickel & Technologies Ltd.	1.01%
23	1844 Resources Inc.	0.96%
24	Stria Lithium Inc.	0.95%
25	ALX Resources Corp.	0.90%
		77.88%

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, 2023. 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 <a href="www.marquest.ca">www.marquest.ca</a> or SEDAR at <a href="www.sedar.com">www.sedar.com</a>.

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