



**Healthcare Special Opportunities Fund**

Management Report of Fund Performance

December 31, 2018

*Class A units and Class U units of Healthcare Special Opportunities Fund*

## **Healthcare Special Opportunities Fund**

For the Year ended December 31, 2018

All figures are reported in Canadian dollars unless otherwise noted.

This management report of fund performance contains financial highlights but does not contain either the complete interim financial report or annual financial statements of the investment fund. You can get a copy of the financial statements at your request and at no cost, by contacting LDIC Inc. in one of the methods below.

Unitholders may contact LDIC Inc. to request a copy of the investment fund's proxy voting policies and procedures, proxy voting disclosure record or quarterly portfolio disclosure by calling 416-362-4141, by writing to us at 130 King Street West, Suite 2130, Toronto, ON, M5X 1E2 or by visiting our website at [www.ldic.ca](http://www.ldic.ca) (email at [info@ldic.ca](mailto:info@ldic.ca)), or SEDAR at [www.sedar.com](http://www.sedar.com).

### **Investment Objectives and Strategies**

The Fund's investment objective is to provide holders of Units ("Unitholders") with long-term total return through distributions and capital appreciation of the Fund's investment portfolio (the "Portfolio") by investing in equity and debt securities of issuers that derive a significant portion of their revenue or earnings from medical and healthcare products and/or services. Such issuers may include, but will not be limited to, issuers operating in the following healthcare industry sub-sectors: (i) healthcare services, financials and insurance; (ii) healthcare products and technology; (iii) healthcare facilities and real estate investment trusts; and (iv) retirement lifestyle, wellness and entertainment (collectively, the "Healthcare Issuers").

The Fund has been created to invest in an actively managed Portfolio comprised primarily of publicly traded issuers and private issuers that derive a significant portion of their revenue or earnings from medical and healthcare products and/or services. The Fund will be invested primarily in publicly traded healthcare equity securities (the "Public Portfolio"), but may also invest up to 20% of the Fund's total assets in private equity investments (the "Private Portfolio"). It is expected that the Public Portfolio will be comprised of securities of 20 to 30 large, mid, and small capitalization publicly-listed Healthcare Issuers based in developed markets.

Through the Private Portfolio, LDIC Inc. ("LDIC" or the "Manager") will seek to enhance returns by investing in "late-stage" private equity investments in healthcare and healthcare related businesses. "Late-Stage" means an investment in a revenue-generating or soon-to-be revenue-generating business that is expected to go public or achieve another liquidity event within 12 to 24 months following the initial investment. The goal of the Manager is to provide investors with exposure to a limited number of investments in the Private Portfolio that it believes have potential for significant upside because the Fund will be investing at "pre-Initial Public Offering" prices. The Fund expects to make Private Portfolio investments at a point where the capital will be used to grow revenues of the healthcare business investee company. The healthcare business investee company may then seek to raise additional capital in public markets, or in some instances consider a sale of the business to a strategic or financial buyer.

## **Risk**

An investment in the Fund involves risks. Certain risk factors relating to the Fund and the Units are listed below. Additional risks and uncertainties not currently known to the Manager or Industry Advisor, or that are currently considered immaterial, may also impair the operations of the Fund. An investment in the Fund is appropriate only for investors who have the capacity to absorb a loss on their investment and who can withstand the effect of potentially having no distribution being paid in any period. As the value of the Units of the Fund will be based upon the value of the Portfolio, risks relating to the Portfolio will affect investors in the Fund. The following are certain risk factors and considerations related to the Fund which prospective investors should consider before purchasing Units:

- No assurance on achieving investment objective
- Loss of investment
- No guaranteed return
- Equity securities risk
- Illiquid securities and private securities
- Fluctuations in value of securities underlying portfolio
- Fluctuations in Net Asset Value
- Risk related to healthcare issuers
- Regulatory risk
- Risks related to healthcare issuers operating in the real estate sector
- Sensitivity to interest rate fluctuations
- Use of derivative instruments
- Portfolio concentration risk
- Reliance on the manager Trading at a discount and risks relating to redemptions
- Taxation of the Fund

Further details on these risks can be found in the Funds' prospectus filed on SEDAR [www.sedar.com](http://www.sedar.com)

## **Result of Operations**

Healthcare remains a sector with strong long term fundamentals. The most powerful tailwind for the healthcare sector – remains demographics. There are now more people in Canada age 65 and over than there are under the age of 15, according to Statistics Canada. There are 5.7 million Canadians and nearly 45 million Americans who have entered their retirement years – a time when healthcare and related spending is expected to soar. Each day 1,000 Canadians and over 10,000 Americans turn 65. This aging trend is expected to continue to propel greater health spending and to benefit the Healthcare Special Opportunities Fund holdings in 2019 and subsequent years.

For the year ended December 31, 2018, the Class A units increased in value from \$10.69 to \$11.62. The Class U units increased in value from \$13.86 CAD to \$14.80 CAD and showed a return of 10.9% for Class A and 8.9% for Class U.

The Class A units are listed for trading on the Toronto Stock Exchange under ticker symbol of MDS.UN. As at December 31, 2018, 86.7% of the fund is invested in healthcare, and 6.6% is in cash.

The Fund had a net gain on financial instruments of \$5,890,836 for the year ended December 31, 2018 compared to a net gain of \$9,749,169 one year prior. The total operating expenses decreased in 2018 by \$838,793 mainly due to a decrease in performance fees and a decrease in management fees from a lower net asset value which was the result of the annual redemption. The increase in the net assets per unit from operations for the period ended December 31, 2018 was \$1.33 and \$1.25 for Class A and Class U respectively. Overall, the Fund had an increase in Net Assets attributable to holders of redeemable units from operations of \$4,852,068

### **Recent Developments**

With health spending expected to increase moderately over the coming years, many companies are aggressively positioning themselves to take advantage. M&A activity remained high in 2018. The manager expects this trend of M&A to continue as interest rates climb gradually and the potential for synergies is high.

Other developments in 2019 are likely to see new entrants into the healthcare sector. Early in 2018, Amazon, Berkshire Hathaway and J.P. Morgan announced a partnership to seal more effective healthcare. Since then Amazon has acquired capacity by acquiring online pharmacy PillPack.

Celgene which was a HSOH holding was a takeover target for Bristol-Myers Squibb. We exited our position after the announcement of the takeover at a significant gain. As well Aetna, a significant holding was acquired by CVS at a gain to the fund.

For 2018 the S&P Healthcare index rose 6.47% while the S&P500 declined 4.39%. This underscores the solid performance of healthcare equities in a negative equity market.

### **Related Party Transactions**

The Manager of the Fund is LDIC Inc. The Manager provides investment and administrative services to the Fund. In consideration for these services the Manager receives a fee based on a percentage of the Net Assets of the Fund calculated daily and payable monthly, as follows:

Class A - 1.25% per annum

Class U - 1.25% per annum

The Manager will receive a performance fee (the "Performance Fee") from the Fund in respect of investments in the Private Portfolio including, for the purpose of calculating the Performance Fee, securities of private issuers in the Private Portfolio that have become publicly traded and public securities received on the disposition of securities of a private issuer in the Private Portfolio. The amount of the Performance Fee shall be determined as of the date of disposition (the "Determination Date") for cash proceeds for each such investment. The Performance Fee in respect of each investment will be equal to 20% of the amount by which the cash proceeds of disposition exceed 106% of the Threshold Amount (as defined below) calculated on a cumulative annual basis plus applicable taxes. Where an investment is held for a portion of any year, the calculation of the required 106% return for that year is made on a partial year basis.

The Performance Fee shall be calculated and accrued daily and be paid upon each Determination Date; however, no Performance Fee shall be paid in respect of any dispositions of securities of private issuers in the

Private Portfolio unless on the Determination Date the proceeds of disposition of the investment exceed 107% of the original book value of the investment (the "Threshold Amount").

As of December 31, 2018, the Manager of the Fund and certain Directors and Officers of the manager held a total of 294,328 Class A units of the Fund.

### **Management Fees**

The Manager is entitled to be paid a management fee by the Fund at an annual rate of 1.25% of the NAV of the Fund, plus applicable taxes, provided that the management fee payable to the Manager shall not be paid in respect to assets of the Fund invested in the securities of any investment funds (including mutual funds) managed by the Manager or an affiliate of the Manager. The Management Fee payable to the Manager will be calculated and accrued daily and be payable monthly in arrears based on the average NAV for that month. The Management Fee will be paid in cash.

## 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 year ended December 31, 2018 and the period from the date of inception to December 31, 2015 as applicable. In the year a fund or a series is established, 'Period' represents inception to December 31 of that year. Per unit data is derived from the Fund's financial statements.

### The Fund's Net Assets per unit <sup>(1)</sup>

	Class A			
	2018	2017	2016	2015 <sup>(4)</sup>
<b>Net Assets, beginning of year</b>	<b>\$ 10.69</b>	<b>\$ 9.16</b>	<b>\$ 8.76</b>	<b>\$ 9.38</b>
<b>Increase (decrease) from operations:</b>				
Net Asset Value per share (\$)	0.13	0.15	0.14	0.06
Total expenses	(0.27)	(0.32)	(0.17)	(0.08)
Realized gains (losses) for the year	2.70	0.58	(0.20)	(0.71)
Unrealized gains (losses) for the year	(1.23)	0.96	0.63	0.14
<b>Total increase (decrease) from operations<sup>(2)</sup></b>	<b>\$ 1.33</b>	<b>\$ 1.37</b>	<b>\$ 0.40</b>	<b>\$ (0.59)</b>
From income (excluding dividends)	-	-	-	-
From dividends	-	-	-	-
From capital gains	-	-	-	-
Return of capital	(0.24)	(0.10)	-	-
<b>Total annual distributions<sup>(3)</sup></b>	<b>(0.24)</b>	<b>(0.10)</b>	<b>-</b>	<b>-</b>
<b>Net Assets, end of year</b>	<b>\$ 11.62</b>	<b>\$ 10.69</b>	<b>\$ 9.16</b>	<b>\$ 8.76</b>
				<b>Class U</b>
	<b>2018</b>	<b>2017</b>	<b>2016</b>	<b>2015 <sup>(4)</sup></b>
<b>Net Assets, beginning of year</b>	<b>\$ 13.86</b>	<b>\$ 11.90</b>	<b>\$ 11.38</b>	<b>\$ 12.09</b>
<b>Increase (decrease) from operations:</b>				
Total revenue	0.17	0.20	0.18	0.08
Total expenses	(0.44)	(0.28)	(0.23)	(0.10)
Realized gains (losses) for the year	3.67	1.41	(0.33)	(0.91)
Unrealized gains (losses) for the year	(2.15)	(0.37)	0.88	0.19
<b>Total increase (decrease) from operations<sup>(2)</sup></b>	<b>\$ 1.25</b>	<b>\$ 0.96</b>	<b>\$ 0.50</b>	<b>\$ (0.74)</b>
<b>Distributions:</b>				
From income (excluding dividends)	-	-	-	-
From dividends	-	-	-	-
From capital gains	-	-	-	-
Return of capital	(0.31)	(0.10)	-	-
<b>Total annual distributions<sup>(3)</sup></b>	<b>(0.31)</b>	<b>(0.10)</b>	<b>-</b>	<b>-</b>
<b>Net Assets, end of year</b>	<b>\$ 14.80</b>	<b>\$ 13.86</b>	<b>\$ 11.90</b>	<b>\$ 11.38</b>

(1) This information is derived from the Fund's audited annual financial statements and unaudited interim financial statements.

- (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 year.
- (3) Distributions were paid in cash/reinvested in additional units of the Fund, or both
- (4) Units A and U for this Fund were first issued on July 15, 2015.

### Ratios and Supplemental Data

	<b>Class A</b>			
	<b>Dec 31, 2018</b>	<b>Dec 31, 2017</b>	<b>Dec 31, 2016</b>	<b>Dec 31, 2015</b>
Total Net Asset Value (\$) <sup>(1)</sup>	34,671,576	42,578,398	56,975,850	53,360,987
Number of units outstanding <sup>(1)</sup>	2,984,572	3,982,457	6,217,302	6,091,181
Management expense ratio <sup>(2) (5)</sup>	2.05%	3.04%	1.72%	1.61%
Management expense ratio before waivers or absorption <sup>(2) (5)</sup>	2.05%	3.04%	1.72%	1.61%
Management expense ratio excluding performance fees <sup>(5)</sup>	1.75%	1.67%	1.70%	1.61%
Trading expense ratio <sup>(3) (5)</sup>	0.29%	0.27%	0.29%	1.71%
Portfolio turnover rate <sup>(4)</sup>	106.52%	82.73%	69.32%	32.37%
Net Asset Value per share (\$)	11.62	10.69	9.16	8.76

	<b>Class U</b>			
	<b>Dec 31, 2018</b>	<b>Dec 31, 2017</b>	<b>Dec 31, 2016</b>	<b>Dec 31, 2015</b>
Total Net Asset Value (\$) <sup>(1)</sup>	901,096	857,833	10,910,684	11,716,611
Number of units outstanding <sup>(1)</sup>	60,900	61,900	916,757	1,029,757
Management expense ratio <sup>(2) (5)</sup>	2.59%	1.97%	1.76%	1.61%
Management expense ratio before waivers or absorption <sup>(2) (5)</sup>	2.59%	1.97%	1.76%	1.61%
Management expense ratio excluding performance fees <sup>(5)</sup>	1.79%	1.77%	1.73%	1.61%
Trading expense ratio <sup>(3) (5)</sup>	0.29%	0.27%	0.29%	1.71%
Portfolio turnover rate <sup>(4)</sup>	106.52%	82.73%	69.32%	32.37%
Net Asset Value per share (\$)	14.80	13.86	11.90	11.38

- (1) The information is provided as at December 31 of the period(s) shown, as applicable.
- (2) Management expense ratio is based on total expenses (excluding broker commissions and other portfolio transaction costs before income taxes) for the stated period and is expressed as an annualized percentage of daily average Net Asset Value during the year. The decision to waive and/or absorb management fees and operating expenses is at the discretion of the Manager. The practice of waiving and/or absorbing management fees and operating expenses may continue indefinitely or may be terminated any time without notice to shareholders.
- (3) The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average Net Asset Value during the year.
- (4) The Fund's portfolio turnover rate indicates how actively the Fund's portfolio advisor 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 in a period, the greater the trading costs payable by the Fund in the year, and the greater the chance of an

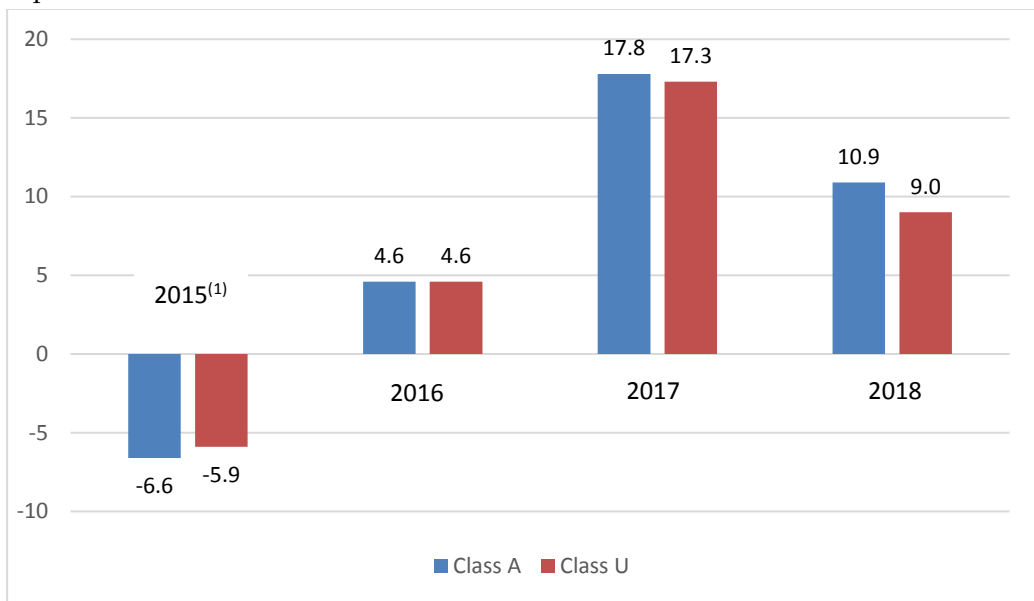
investor receiving taxable capital gains in the year. There is not necessarily a relationship between a high turnover rate and the performance of the Fund.

- (5) Percentages are annualized.
- (6) Units A and U for this Fund were first issued on July 15, 2015.

**Past Performance**

**A) Annual Total Returns (%)**

The performance information shown is based on Net Asset Value. The bar chart shows the investment fund’s performance in percentage terms of Class A and Class U of the Fund for the period ending December 31, 2018, and since inception to December 31, 2018



(1) Returns for Class A and Class U, are from July 15, 2015 to December 31, 2015.

**B) Annual Compound Returns**

The table below shows the annual compound return of each class of units of the Fund, for each period indicated.

	Class A		Class U	
	Since Inception (July 15/15)	1 year	Since Inception (July 15/15)	1 year
Healthcare Special Opportunities Fund	7.3%	10.9%	6.8%	8.9%
MSCI World Health Care Index	3.9%	10.9%	3.9%	10.9%



Summary of Investment Portfolio as at December 31, 2018

Top 25 Investments as of December 31, 2018

	<b>% of Fund's Net Asset Value</b>
01 Akumin Inc.	10.6
02 UnitedHealth Group Inc.	9.2
03 R1 RCM Inc.	9.1
04 Merck & Co., Inc.	8.9
05 Becton Dickinson and Co.	8.8
06 Amgen Inc.	5.0
07 Boston Scientific Corp.	4.7
08 Centene Corp.	4.6
09 CVS Health Corp.	4.3
10 Morneau Shepell Inc.	3.9
11 Medtronic PLC	3.7
12 Celgene Corp.	3.3
13 TRC Management Holdings Corp.	3.2
14 Gilead Sciences Inc.	3.2
15 Grey Wolf Animal Health Inc.	3.1
16 Park Lawn Corp.	2.9
17 Knight Therapeutics Inc.	2.2
18 2576560 Ontario Inc.	1.0
19 Arthritis Innovation Corp.	0.7
20 Cairn Memory Care Opportunities Fund LP	0.7
21 TECSYS Inc.	0.6
22 2576560 Ontario Inc., 8.000%, December 13, 2019	0.4
23 Avricore Health Inc.	0.3
24 Savaria Corp.	0.2
25 RISE Life Science Corp.	0.1
	<hr/> <b>94.7</b> <hr/> <hr/>

Total Net Asset Value of the Fund as at December 31, 2018: 35,572,672

As of December 31, 2018, all investments were only long positions.

Sector Mix	% of Fund's Net Asset Value	Geographic Mix	% of Fund's Net Asset Value
Consumer Discretionary	2.9	Canada	29.9
Corporate Bonds	0.4	Ireland	3.7
Health Care	86.7	United States of America	61.1
Industrials	4.1	Cash	6.6
Information Technology	0.6	Net Other Assets/Liabilities	(1.3)
Cash	6.6		<b>100.0</b>
Net Other Assets/Liabilities	(1.3)		
	<b>100.0</b>		

### **Corporate Information**

#### **Corporate Address**

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