



EdgePoint Canadian Growth & Income Portfolio

Financial Statements

Years ended December 31, 2010 and 2009

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying financial statements have been prepared by the Manager, EdgePoint Wealth Management Inc., on behalf of EdgePoint Canadian Growth & Income Portfolio (the "Fund"). Management is responsible for the information and representations contained in these financial statements.

Management has maintained appropriate processes to ensure that relevant and reliable financial information is produced. The financial statements have been prepared in accordance with Canadian generally accepted accounting principles and include certain amounts that are based on estimates and assumptions. The significant accounting policies that management believes are appropriate for the Fund are described in note 2 to the financial statements.

KPMG LLP, the external auditor of the Fund, has audited the financial statements in accordance with Canadian generally accepted auditing standards to enable them to express to the unitholders their opinion on the financial statements. Their report, as auditors, is set forth herein.

The Board of Directors is responsible for reviewing and approving the financial statements of the Fund, overseeing management's performance of its financial reporting responsibilities and engaging the independent auditors. The Board of Directors is composed of senior management of the Manager. For all series of units of the Fund, the financial statements have been reviewed and approved by the Board of Directors. The independent auditors have direct and full access to the Board of Directors.



Patrick Farmer
Chief Executive Officer and Director
March 11, 2011



Norman Tang
Director of Finance, as Chief Financial Officer
March 11, 2011

Independent Auditors' Report

To the Unitholders of EdgePoint Canadian Growth & Income Portfolio:

We have audited the accompanying financial statements of EdgePoint Canadian Growth & Income Portfolio, which comprise the statements of net assets as at December 31, 2010 and 2009, the statement of investment portfolio as at December 31, 2010, and the statements of operations and changes in net assets for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian generally accepted accounting principles, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform an audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Fund's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinions.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of EdgePoint Canadian Growth & Income Portfolio as at December 31, 2010 and 2009, its investments held as at December 31, 2010 and the results of its operations and changes in its net assets for the years then ended in accordance with Canadian generally accepted accounting principles.



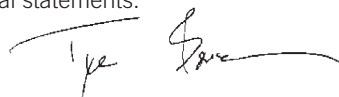
Chartered Accountants, Licensed Public Accountants
Toronto, Canada
March 11, 2011


	2010	2009
Assets		
Investments, at fair value*	\$ 344,149,802	\$ 157,269,499
Net unrealized gain on foreign exchange forward contracts	593,211	89,232
Cash and cash equivalents	28,984,379	20,116,579
Receivable for securities sold	152,990	274,312
Receivable for units subscribed	443,271	838,322
Accrued interest and dividends receivable	1,375,144	567,959
Other accounts receivable	89,083	9,856
	375,787,880	179,165,759
Liabilities		
Payable for securities purchased	1,010,811	2,189,052
Payable for units redeemed	227,755	5,461
Accounts payable and accrued expenses	352,876	166,343
	1,591,442	2,360,856
Net assets	\$ 374,196,438	\$ 176,804,903
Net assets, by series:		
Series A	\$ 194,483,269	\$ 122,550,357
Series B	83,599,871	49,169,473
Series F	8,784,628	4,210,766
Series I	1,965,510	872,081
Series O	1,090,099	2,226
Series A(N)	62,406,438	-
Series B(N)	19,532,366	-
Series F(N)	2,334,257	-
Net assets	\$ 374,196,438	\$ 176,804,903
Number of units outstanding:		
Series A	12,559,650	8,738,147
Series B	5,406,952	3,499,477
Series F	558,442	297,079
Series I	121,725	60,182
Series O	87,987	203
Series A(N)	4,021,432	-
Series B(N)	1,254,733	-
Series F(N)	147,346	-
Net assets per unit:		
Series A	\$ 15.48	\$ 14.02
Series B	15.46	14.05
Series F	15.73	14.17
Series I	16.15	14.49
Series O	12.39	10.96
Series A(N)	15.52	-
Series B(N)	15.57	-
Series F(N)	15.84	-

*Cost of investments is reflected in the Statement of Investments.

See accompanying notes to financial statements.

ON BEHALF OF THE BOARD:


Tye Bousada, Director


Geoff MacDonald, Director

	2010	2009
Income:		
Dividends	\$ 4,275,647	\$ 1,743,471
Interest	4,642,608	1,029,400
	8,918,255	2,772,871
Less foreign withholding taxes	103,683	12,211
	8,814,572	2,760,660
Expenses:		
Management fees (note 3)	4,898,741	1,318,106
Administration and transfer agent fees	438,897	214,564
Fund accounting	74,242	47,318
Audit	52,930	19,928
Filing fees	32,423	17,332
Legal fees	25,478	11,511
Custody	20,940	18,323
Unitholder reporting	19,332	14,149
Independent Review Committee fees	7,172	6,843
Goods and Services Tax/Harmonized Sales Tax	445,090	82,537
	6,015,245	1,750,611
Less expenses absorbed by the Manager	-	184
	6,015,245	1,750,427
Net investment income	2,799,327	1,010,233
Net realized and unrealized gain and transaction costs:		
Net realized gain on sale of investments	13,475,187	2,393,062
Net change in unrealized appreciation of investments	22,021,201	23,009,032
Transaction costs	(316,394)	(196,722)
	35,179,994	25,205,372
Increase in net assets from operations	\$ 37,979,321	\$ 26,215,605
Increase in net assets from operations by series:		
Series A	\$ 20,327,455	\$ 17,780,193
Series B	8,620,224	7,744,251
Series F	954,994	589,622
Series I	223,082	101,314
Series O	76,028	225
Series A(N)	5,869,639	-
Series B(N)	1,670,360	-
Series F(N)	237,539	-
Increase in net assets from operations per unit:		
Series A	\$ 1.71	\$ 4.36
Series B	1.78	4.44
Series F	1.87	4.34
Series I	2.30	4.56
Series O	2.52	1.13
Series A(N)	1.72	-
Series B(N)	1.70	-
Series F(N)	1.82	-

See accompanying notes to financial statements.

EDGEPOINT Canadian Growth & Income Portfolio
*Statements of Changes in Net Assets
Years ended December 31, 2010 and 2009*

	Series A		Series B		Series F	
	2010	2009	2010	2009	2010	2009
Net assets, beginning of year	\$122,550,357	\$ 2,461,321	\$49,169,473	\$ 331,208	\$ 4,210,766	\$ 84,092
Increase in net assets from operations	20,327,455	17,780,193	8,620,224	7,744,251	954,994	589,622
Capital transactions:						
Proceeds from issue of units	116,940,945	104,668,304	41,465,020	41,743,773	6,905,091	3,882,085
Reinvested distributions	6,147,613	1,447,733	2,679,844	642,001	318,656	69,672
Payments on redemption of units	(65,234,845)	(2,347,666)	(15,572,215)	(626,872)	(3,267,355)	(342,452)
	57,853,713	103,768,371	28,572,649	41,758,902	3,956,392	3,609,305
Distributions to unitholders:						
Investment income	(812,075)	(298,639)	(176,882)	(83,246)	(117,195)	(28,682)
Capital gains	(5,436,181)	(1,160,889)	(2,585,593)	(581,642)	(220,329)	(43,571)
	(6,248,256)	(1,459,528)	(2,762,475)	(664,888)	(337,524)	(72,253)
Increase in net assets	71,932,912	120,089,036	34,430,398	48,838,265	4,573,862	4,126,674
Net assets, end of year	\$194,483,269	\$122,550,357	\$83,599,871	\$49,169,473	\$ 8,784,628	\$ 4,210,766

Units issued and outstanding:						
Balance, beginning of year	8,738,147	243,563	3,499,477	32,608	297,079	8,269
Units issued for cash, including reinvested distributions	8,314,716	8,679,177	2,980,747	3,515,695	480,927	317,827
Units redeemed	(4,493,213)	(184,593)	(1,073,272)	(48,826)	(219,564)	(29,017)
Balance, end of year	12,559,650	8,738,147	5,406,952	3,499,477	558,442	297,079

	Series I		Series O		Series A(N)	
	2010	2009	2010	2009	2010	2009
Net assets, beginning of year	\$ 872,081	\$ 38,207	\$ 2,226	\$ -	\$ -	\$ -
Increase in net assets from operations	223,082	101,314	76,028	225	5,869,639	-
Capital transactions:						
Proceeds from issue of units	1,021,381	782,130	1,018,324	2,000	58,371,554	-
Reinvested distributions	65,832	12,240	20,683	34	1,778,883	-
Payments on redemption of units	(136,871)	(49,569)	(6,479)	-	(1,810,822)	-
	950,342	744,801	1,032,528	2,034	58,339,615	-
Distributions to unitholders:						
Investment income	(37,367)	(7,275)	(7,752)	(15)	(132,036)	-
Capital gains	(42,628)	(4,966)	(12,931)	(18)	(1,670,780)	-
	(79,995)	(12,241)	(20,683)	(33)	(1,802,816)	-
Increase in net assets	1,093,429	833,874	1,087,873	2,226	62,406,438	-
Net assets, end of year	\$ 1,965,510	\$ 872,081	\$ 1,090,099	\$ 2,226	\$ 62,406,438	\$ -

Units issued and outstanding:						
Balance, beginning of year	60,182	3,750	203	-	-	-
Units issued for cash, including reinvested distributions	70,410	61,038	88,337	203	4,139,875	-
Units redeemed	(8,867)	(4,606)	(553)	-	(118,443)	-
Balance, end of year	121,725	60,182	87,987	203	4,021,432	-

	Series B(N)		Series F(N)		Total	
	2010	2009	2010	2009	2010	2009
Net assets, beginning of year	\$ -	\$ -	\$ -	\$ -	\$176,804,903	\$ 2,914,828
Increase in net assets from operations	1,670,360	-	237,539	-	37,979,321	26,215,605
Capital transactions:						
Proceeds from issue of units	18,294,138	-	2,393,171	-	246,409,624	151,078,292
Reinvested distributions	456,931	-	62,145	-	11,530,587	2,171,680
Payments on redemption of units	(378,390)	-	(296,453)	-	(86,703,430)	(3,366,559)
	18,372,679	-	2,158,863	-	171,236,781	149,883,413
Distributions to unitholders:						
Investment income	(18,472)	-	(15,859)	-	(1,317,638)	(417,857)
Capital gains	(492,201)	-	(46,286)	-	(10,506,929)	(1,791,086)
	(510,673)	-	(62,145)	-	(11,824,567)	(2,208,943)
Increase in net assets	19,532,366	-	2,334,257	-	197,391,535	173,890,075
Net assets, end of year	\$ 19,532,366	\$ -	\$ 2,334,257	\$ -	\$374,196,438	\$176,804,903

Units issued and outstanding:

Balance, beginning of year	-	-	-	-	-	-
Units issued for cash, including reinvested distributions	1,279,594	-	166,034	-	-	-
Units redeemed	(24,861)	-	(18,688)	-	-	-
Balance, end of year	1,254,733	-	147,346	-	-	-

See accompanying notes to financial statements.

Number of shares/units	Security	Average cost	Fair value	% of net assets
Equities				
268,800	Research In Motion Ltd.	\$ 17,259,405	\$ 15,609,217	4.17
198,200	The Toronto-Dominion Bank	14,099,277	14,686,620	3.92
340,850	Tim Hortons Inc.	10,439,718	14,008,935	3.74
319,700	Shoppers Drug Mart Corp.	12,613,941	12,628,150	3.37
215,700	Bank of Nova Scotia	9,802,040	12,301,371	3.29
327,400	Thomson Reuters Corp.	11,398,586	12,159,636	3.25
387,650	Onex Corp.	8,651,419	11,668,265	3.12
202,000	Intact Financial Corp.	7,533,128	10,273,720	2.75
1,500,200	ATS Automation Tooling Systems Inc.	9,319,169	10,066,342	2.70
157,700	Royal Bank of Canada	8,107,055	8,231,940	2.20
557,200	Newalta Corp.	3,980,285	6,613,964	1.77
887,400	EXFO Inc.	3,952,657	6,211,800	1.66
754,190	Pace Oil and Gas Ltd.	6,934,084	6,169,274	1.65
178,200	Calfrac Well Services Ltd.	2,781,193	6,096,222	1.63
172,000	Altera Corp.	4,828,507	6,085,696	1.63
159,750	Toromont Industries Ltd.	4,033,249	4,913,910	1.31
831,000	Vero Energy Inc.	4,665,760	4,753,320	1.27
110,250	Astral Media Inc. 'A'	3,531,628	4,624,988	1.24
261,000	International Game Technology	4,601,846	4,590,100	1.23
324,100	Pason Systems Inc.	3,431,908	4,521,195	1.21
57,300	Canadian Imperial Bank of Commerce	3,320,265	4,481,433	1.20
240,000	Western Union Co.	3,993,593	4,430,747	1.18
77,000	WellPoint Inc.	4,171,085	4,352,627	1.16
157,050	Power Corp. of Canada	3,799,668	4,336,151	1.16
69,200	Atco Ltd. 'I'	2,870,560	4,093,180	1.09
96,600	Cogeco Inc.	2,182,778	3,574,200	0.96
1,300,000	Ithaca Energy Inc.	2,504,069	3,497,000	0.93
170,000	Cisco Systems Inc.	3,829,649	3,415,616	0.91
238,800	Total Energy Services Inc.	1,522,438	3,371,856	0.90
1,474,000	Essential Energy Services Trust	1,529,147	3,110,140	0.83
104,200	International Rectifier Corp.	1,980,350	3,074,577	0.82
131,200	Corus Entertainment Inc. 'B'	2,232,791	2,902,144	0.78
404,500	Gennum Corp.	2,404,524	2,803,185	0.75
449,000	AMN Healthcare Services Inc.	3,514,981	2,740,744	0.73
4,900,000	The Westaim Corp.	2,564,909	2,695,000	0.72
65,900	Hughes Communications Inc.	1,332,863	2,649,417	0.71
133,750	The Progressive Corp.	2,326,733	2,642,077	0.71
80,000	Ryanair Holdings PLC, ADR	2,192,566	2,446,415	0.65
105,600	Dundee Corp. 'A'	572,057	2,159,520	0.58
263,500	Gran Tierra Energy Inc.	1,048,832	2,108,000	0.56
103,900	Colony Financial Inc.	2,095,022	2,060,688	0.55
70,500	Canadian Energy Services & Technology Corp.	1,032,994	2,058,600	0.55
1,959,800	Anderson Energy Ltd.	2,246,926	2,038,192	0.54
500,500	Aura Minerals Inc.	1,632,968	1,931,930	0.52
182,050	Akita Drilling Ltd. 'A'	1,260,366	1,713,091	0.46
182,500	Neo Material Technologies Inc.	331,433	1,428,975	0.38
270,000	Sprott Resource Corp.	880,385	1,233,900	0.33
96,000	Marsulex Inc.	903,857	1,228,800	0.33
1,485,000	Sandstorm Resources Inc.	616,625	1,188,000	0.32
408,800	PRT Forest Regeneration Income Fund Trust	639,322	985,208	0.26
125,000	Chieftain Metals Inc.	628,105	677,500	0.18
46,800	TVA Group Inc. 'B'	286,543	660,348	0.18
250,000	The Brick Group Income Fund warrants, May 27, 2014	28,750	447,500	0.12
868,200	Compton Petroleum Corp.	1,009,152	377,667	0.10
336,000	Mega Brands Inc. warrants, March 30, 2015	43,680	87,360	0.02
205,200	Sandstorm Resources Inc. warrants, April 23, 2014	31,601	77,976	0.02

Number of shares/units	Security	Average cost	Fair value	% of net assets
Equities (continued)				
768,200	Compton Petroleum Corp. warrants, September 25, 2011	\$ 69,138	\$ 11,523	–
33,000	Sandstorm Resources Inc. warrants, October 19, 2015	9,240	9,735	–
		215,604,820	259,315,687	69.30
Face value (\$)	Fixed income			
8,945,000	Shaw Communications Inc., 7.50%, November 20, 2013	10,060,925	10,074,396	2.69
7,595,000	Hughes Network Systems, LLC/HNS Finance Corp., 9.50%, April 15, 2014	8,171,053	7,795,997	2.08
5,575,000	Cogeco Cable Inc., 5.95%, June 9, 2014	5,857,574	6,009,625	1.61
4,603,000	Molson Coors Capital Finance ULC, 5.00%, September 22, 2015	4,728,606	4,875,406	1.30
4,673,000	Bellatrix Exploration Ltd. convertible debentures, 4.75%, April 30, 2015	4,661,976	4,813,657	1.29
4,400,000	Corus Entertainment Inc., 7.25%, February 10, 2017	4,493,000	4,643,276	1.24
4,150,000	Interpublic Group Cos, 6.25%, November 15, 2014	4,545,083	4,435,171	1.19
3,600,000	Videotron Ltee., 9.125%, April 15, 2018	4,081,476	4,022,675	1.08
3,630,000	Alere Inc., 9.00%, May 15, 2016	3,850,333	3,717,044	1.00
3,200,000	Bear Stearns Cos LLC, 5.45%, November 12, 2014	3,379,552	3,409,856	0.91
2,944,500	Newalta Inc., 7.00%, November 30, 2012	2,989,367	3,035,780	0.81
2,668,600	The Brick Group Income Fund, 12.00%, May 30, 2014	2,590,351	2,935,460	0.79
2,405,000	Talisman Energy Inc., 4.44%, January 27, 2011	2,451,689	2,408,824	0.64
1,850,000	Interpublic Group Cos, 10.00%, July 15, 2017	2,227,869	2,144,950	0.57
2,125,000	Videotron Ltee., 6.875%, January 15, 2014	2,218,391	2,144,520	0.57
2,000,000	Loblaw Companies Ltd., 5.40%, November 20, 2013	2,174,000	2,143,360	0.57
1,952,000	Toromont Industries Ltd., 4.92%, October 13, 2015	1,786,764	2,023,619	0.54
1,750,000	DundeeWealth Inc., 5.10%, September 25, 2014	1,749,930	1,801,730	0.48
1,550,000	Kinetic Concepts Inc., 3.25%, April 15, 2015	1,535,766	1,619,573	0.43
1,500,000	Videotron Ltee, 6.375%, December 15, 2015	1,584,910	1,539,443	0.41
1,504,000	IGM Financial Inc., 6.75%, May 9, 2011	1,583,877	1,529,132	0.41
1,375,000	Livingston International, 10.125%, November 9, 2015	1,375,000	1,446,280	0.39
1,346,000	Shoppers Drug Mart Corp., 4.99%, June 3, 2013	1,424,755	1,419,963	0.38
921,000	Boardwalk REIT, 5.31%, January 23, 2012	901,662	939,613	0.25
670,000	Daylight Energy Ltd., 6.25%, December 31, 2014	670,000	711,875	0.19
570,000	Shaw Communications Inc., 6.50%, June 2, 2014	578,508	626,744	0.17
600,000	BMW Canada Inc., 3.22%, March 28, 2013	599,934	609,654	0.16
420,000	Mega Brands Inc., 10.00%, March 31, 2015	376,320	441,000	0.12
281,000	Thomson Reuters Corp., 5.25%, July 15, 2011	286,347	286,384	0.08
260,000	Loblaw Companies Ltd., 4.85%, May 8, 2014	269,258	274,799	0.07
205,000	Bell Canada Inc., 6.25%, April 12, 2012	211,430	214,949	0.06
35,600	Firstservice Corp., 6.50%, December 31, 2014	38,009	44,196	0.01
12,616	TimberWest Forest Trust convertible debenture, 9.00%, February 11, 2014	12,617	17,063	–
		83,466,332	84,156,014	22.49
	Derivatives (note 10)	933,657	678,101	0.18
	Adjustment for transaction costs	(403,279)	–	–
	Total Investments	\$ 299,601,530	344,149,802	91.97
	Foreign exchange forward contracts			
	Foreign exchange forward contract to buy CDN 7,264,720 for USD 7,100,000 with an exchange rate of 1.0232, maturing January 28, 2011	–	181,027	0.05
	Foreign exchange forward contract to buy CDN 3,540,740 for USD 3,500,000 with an exchange rate of 1.0116, maturing February 18, 2011	–	47,361	0.01

Number of shares/units	Security	Average cost	Fair value	% of net assets
Foreign exchange forward contracts (continued)				
	Foreign exchange forward contract to buy CDN 6,917,390 for USD 6,755,000 with an exchange rate of 1.0240, maturing February 23, 2011	–	174,361	0.05
	Foreign exchange forward contract to buy CDN 15,799,793 for USD 15,525,000 with an exchange rate of 1.0177, maturing March 24, 2011	–	291,288	0.08
	Foreign exchange forward contract to buy USD 3,900,000 for CDN 4,000,230 with an exchange rate of 0.9749, maturing February 23, 2011	–	(100,826)	(0.03)
		–	593,211	0.16
	Other assets, less liabilities		29,453,425	7.87
	Net assets		\$ 374,196,438	100.00

See accompanying notes to financial statements.

1. The Fund:

- (a) EdgePoint Canadian Growth & Income Portfolio (the “Fund”) is an open-ended mutual fund trust created on November 10, 2008 by declaration of trust under the laws of the Province of Ontario. EdgePoint Wealth Management Inc. (“EdgePoint”) is the manager (“Manager”) and trustee of the Fund and EdgePoint Investment Group Inc. is the investment advisor (formerly known as EdgePoint Investment Management Inc.). The Fund commenced operations on November 17, 2008 with four series of units: Series A, Series B, Series F and Series I. On September 1, 2009, the Fund began offering Series O units. On August 3, 2010, the Fund began offering Series A(N) units, Series B(N) units, and Series F(N) units.
- (b) The authorized capital of the Fund consists of an unlimited number of units and series without par value. The number of units of each series outstanding is disclosed in the Statements of Net Assets. Series A and Series B units are available to retail investors. Series F units are available to all investors who participate in fee-based programs through an investment dealer and whose investment dealer has signed an agreement with EdgePoint. Series A(N), Series B(N), and Series F(N) units have the same requirements except that they are available only to investors residing in provinces that have not harmonized their provincial sales taxes with the federal Goods and Services Tax. Series I and Series O units are for investors who meet minimum investment thresholds and have entered into a Series I Subscription Agreement or a Series O Subscription Agreement, respectively, with EdgePoint.
- (c) To establish the Series O, Series A(N), Series B(N), and Series F(N) units of the Fund, EdgePoint made an initial investment. As at December 31, 2010, EdgePoint held units of the Fund with an aggregate market value of \$9,212 (2009: \$2,234).
- (d) The financial statements include the Statement of Investments at December 31, 2010, the Statements of Net Assets at December 31, 2010 and 2009, and the Statements of Operations and the Statements of Changes in Net Assets for the years ended December 31, 2010 and 2009 (the “financial statements”).

2. Significant accounting policies:

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles (“GAAP”) and reflect the following policies:

(a) Accounting estimates:

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements. Actual results could differ from those estimates.

(b) Valuation of investments:

Investments are categorized as held-for-trading and are, therefore, recorded at fair value. Investments in securities listed on a public securities exchange or traded on an over-the-counter market are valued at the closing bid price. Securities with no available closing bid prices are valued at the last sale or close price. Securities for which a closing bid price, last sale or close price are unavailable, or securities for which market quotations are unreliable or not reflective of all available material information, are valued at their fair value, as determined by the Manager using available sources of information and commonly accepted industry valuation techniques, including valuation models. Short-term investments, including short-term debt instruments maturing within less than 90 days from the date of acquisition, are deemed to be held-for-trading and are, therefore, stated at fair value, using amortized cost, which approximates fair value.

(c) Valuation of foreign exchange contracts:

The Fund may enter into foreign exchange contracts for hedging purposes or to establish an exposure to a particular currency. Foreign exchange contracts are valued based on the difference between the contract forward rate and the forward bid rate (for currency held) or the forward ask rate (for currency sold short), on the valuation date. Upon closing of a contract, the gain or loss is included in the net realized gain (loss) on the sale of investments and foreign exchange.

(d) Cash and cash equivalents:

Cash and cash equivalents are cash on deposit and short-term notes with maturities less than 90 days and are carried at cost, which approximates their fair value.

(e) Other assets and liabilities:

All trade receivables and other accounts receivable are designated as receivables. They are recorded at amortized cost, which approximates their fair value. Similarly, all trade payables and accrued expenses are designated as financial liabilities and are recorded at amortized cost, which approximates their fair value.

(f) Investment transactions and income recognition:

All income, net realized and unrealized appreciation, and foreign exchange and transaction costs are attributable to investments and derivatives that are deemed held for trading. Investment transactions are accounted for on the trade date; that is, on the day that a buy or sell order is executed. The cost of investments represents the amount paid for each security, and is determined on an average cost basis, excluding transaction costs. Realized gains and losses on investment transactions are computed as proceeds of disposition less their average cost. The

2. Significant accounting policies: (continued)

unrealized appreciation of investments represents the difference between their average cost and fair value at the year-end date. Dividend income, including stock dividends, is recorded on the ex-dividend date along with withholding taxes on foreign dividends, if any. Interest income is recorded daily on an accrual basis.

Income and realized and unrealized capital gains (losses) are distributed among the different series of securities in proportion to the amount of equity invested in them. For management fees and expenses, refer to note 3.

(g) Transaction costs:

Transactions costs, such as brokerage commissions incurred in the purchase and sale of portfolio securities and other trade execution costs paid to external third parties, such as stamp duty and exchange fees, are recognized as expenses in the Statements of Operations based on trade date.

(h) Translation of foreign currencies:

The fair values of investments and other assets and liabilities denominated in foreign currencies are translated into Canadian dollars at the rate of exchange prevailing on each business day, except for the historical costs of investments, which are translated at the rate of exchange prevailing on the date of purchase. The proceeds from sales of investments, dividends, and interest income received in foreign currencies are translated into Canadian dollars at the approximate rate of exchange prevailing on the dates of such transactions. Gains and losses from transactions and the translation of foreign currencies are considered to be investment transactions and, accordingly, are included in the net realized gain or loss on the sale of investments and foreign exchange, or in the net change in unrealized appreciation of investments.

(i) Capital management:

The Manager manages the capital of the Fund, which consists of the net assets of the Fund, in accordance with the investment objectives set out in the Fund's Simplified Prospectus and Annual Information Form.

(j) Increase in net assets from operations per unit:

Increase in net assets from operations per unit in the Statements of Operations represents the net increase in net assets from operations for the year for each series divided by the average units outstanding for each series during the year.

(k) Future changes in accounting policies:

On January 12, 2011, the Canadian Accounting Standards Board published amendments to The Canadian Institute of Chartered Accountants ("CICA") Handbook that will provide a two-year deferral of the transition to

International Financial Reporting Standards ("IFRS") for investment companies. For fiscal years beginning on or after January 1, 2013, investment companies, including the Fund, will be required to implement IFRS for interim and annual financial statements. Until this date, the Fund will continue to apply the accounting standards in Part V of the CICA Handbook.

Based on the Manager's current evaluation of the differences between GAAP and IFRS, the Manager does not expect that net assets attributable to unitholders or the net asset value per unit will be impacted by the changeover to IFRS. Currently, the Manager expects that the impact of IFRS on the Fund's financial statements will result in additional disclosures and a potentially different presentation of unitholder interests and certain other items.

The Fund's units are puttable financial instruments. Under International Accounting Standard ("IAS") 32, *Financial Instruments Disclosure and Presentation*, for the Fund to continue to classify the units as equity, they must meet certain specific criteria. Due to the Fund's multi-class structure, it is unlikely that the units will meet the criteria as it is currently written. As such, the units will be classified as a liability upon the adoption of IFRS. This will not impact the net asset value per unit used for unitholders' purchase, switch or redemption transactions and is considered a presentation difference only. Certain agreements that refer to net asset value may need to be amended to reflect new terminology that may be adopted; however, calculations for amounts such as management fees will remain the same.

3. Management fees and expenses:

- (a) EdgePoint, the Manager, provides investment management, distribution and administrative services to the Fund. In consideration for the services provided, EdgePoint receives a monthly management fee based on the daily average net assets of each series. The management fee differs among series of units, as outlined in the table below. The Fund pays EdgePoint an aggregate management fee. Management fees for Series I and Series O units are negotiated and paid directly by the investor, not by the Fund. These fees will not exceed Series A management fees of the Fund.

Series A	1.70%
Series B	1.90%
Series F	0.70%
Series A(N)	1.70%
Series B(N)	1.90%
Series F(N)	0.70%

- (b) In addition to management fees, the Fund is responsible for the payment of all expenses relating to its operations. Operating expenses incurred by the Fund may include, but are not limited to: taxes, accounting, legal and

3. Management fees and expenses: (continued)

audit fees, costs relating to the Fund's Independent Review Committee, trustee and custodial fees, portfolio transaction costs, administrative costs excluding any salaries to the principal shareholders of the Manager, investor servicing costs and costs of reports and prospectuses. Each series is responsible for the payment of operating expenses that can be specifically attributed to that series. Except for interest and bank charges, which are paid or are payable directly by the Fund, the Manager incurs such expenses on behalf of the Fund and is then reimbursed by the Fund for such expenses. Common operating expenses of the Fund are allocated among the series based on the average number of unitholders or the average daily net assets of each series, depending on the type of operating expenses being allocated. All operating expenses of Series I units are the responsibility of EdgePoint.

- (c) At its sole discretion, EdgePoint may waive management fees or absorb expenses of the Fund. The expenses absorbed are shown on the Statements of Operations, if any. Such waivers and absorptions can be terminated at any time.
- (d) From time to time, EdgePoint may reduce the effective management fee payable by some unitholders by reducing the management fee it charges to the Fund and directing the Fund to make management fee distributions to these unitholders in amounts equal to the management fee reduction. Management fee distributions are automatically reinvested in additional units of the Fund and are accounted for as distributions for financial statement reporting purposes.

4. Income taxes:

The Fund qualifies as a mutual fund trust under the *Income Tax Act (Canada)* and, accordingly, is not subject to income taxes on the portion of its net income, including net realized gains, which is paid or payable to unitholders. Such distributed income is taxable in the hands of unitholders.

Temporary differences between the carrying value of assets and liabilities for accounting and income tax purposes give rise to future income tax assets and liabilities. The most significant temporary difference is that between the reported fair value of the Fund's investment portfolio and its adjusted cost base for income tax purposes. Since the Fund's distribution policy is to distribute all net realized capital gains, future tax liabilities with respect to unrealized capital gains and future tax assets with respect to unrealized capital losses will not be realized by the Fund and are, therefore, not recorded by the Fund. Unused realized capital losses represent future tax assets to the Fund; however, due to the uncertainty that they will be realized by offsetting future capital gains, no net tax benefit is recorded by the Fund.

As at the most recent taxation year end of December 15, 2010, the Fund had capital losses of nil (2009: nil).

5. Brokerage commissions:

Commissions paid to brokers in connection with portfolio transactions are disclosed in the Statements of Operations of the Fund. Brokerage business is allocated to brokers based on an assessment as to which broker can deliver to the Fund the best results. Subject to these criteria, EdgePoint may allocate business to brokers that provide or pay for, in addition to transaction execution, investment research, statistical or other similar services that may or may not be used by EdgePoint in its investment decision-making process. As at December 31, 2010, EdgePoint has commission-sharing or "soft dollar" arrangements with certain brokers in which third party services were paid for by brokers. These services represent less than 1% of total brokerage commissions paid by the Fund. Other proprietary research services are offered on a "bundled" basis with transaction execution and, as a result, EdgePoint is not able to reasonably ascertain the value of these investment research services.

6. Reconciliation of net asset value:

Net assets reported in these financial statements are accounted for using GAAP ("GAAP Net Assets") and use the closing bid price for the fair value of investments traded in an active market. The net asset value ("NAV") for purposes of unitholders' purchases, switches and redemptions is calculated in accordance with the valuation rules as set out in the Fund's Simplified Prospectus and Annual Information Form and uses the last trade price to value investments traded in an active market. The Canadian Securities Administrators require reconciliation between NAV and GAAP Net Assets.

The difference between NAV and GAAP Net Assets on a per unit basis is as follows:

	NAV	GAAP Net Assets
2010		
Series A	\$ 15.51	\$ 15.48
Series B	15.49	15.46
Series F	15.76	15.73
Series I	16.18	16.15
Series O	12.42	12.39
Series A(N)	15.55	15.52
Series B(N)	15.60	15.57
Series F(N)	15.87	15.84
2009		
Series A	\$ 14.07	\$ 14.02
Series B	14.09	14.05
Series F	14.22	14.17
Series I	14.54	14.49
Series O	11.00	10.96

7. Financial instruments:

Essentially all of the assets and liabilities of the Fund are financial instruments. These financial instruments comprise investments, net unrealized gains on foreign exchange forward contracts, cash and cash equivalents, trade receivables, other accounts receivable, trade payables and accrued expenses. Investments and foreign exchange contracts are recorded at fair value based on the accounting policies described earlier. All other financial instruments are carried at cost or amortized cost, which, given their short-term nature, closely approximates their fair values.

8. Fair value measurements:

The Fund's hierarchy used for disclosing the fair value of the Fund's investments based on the inputs used is summarized below:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., as derived from prices); and
- Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Changes in valuation methods may result in transfers into or out of an investment's assigned level.

The following is a summary of the inputs used as at December 31, 2010 in valuing the Fund's investments and derivatives at fair values:

	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Total
2010			
Equities	\$ 259,315,687	\$ –	\$ 259,315,687
Bonds	–	84,156,014	84,156,014
Options	678,101	–	678,101
Foreign exchange forward contracts	–	593,211	593,211
Total investments	\$ 259,993,788	\$ 84,749,225	\$ 344,743,013
2009			
Equities	\$ 125,385,763	\$ –	\$ 125,385,763
Bonds	–	31,883,736	31,883,736
Short-term notes	–	18,996,964	18,996,964
Foreign exchange forward contracts	–	89,232	89,232
Total investments	\$ 125,385,763	\$ 50,969,932	\$ 176,355,695

During the years ended December 31, 2010 and 2009, there were no investments that were transferred between levels and the Fund held no Level 3 financial instruments.

9. Financial instrument risk:

In the normal course of business, the Fund is exposed to a variety of financial risks: market risk (comprising market price risk, foreign currency risk and interest rate risk), counterparty credit risk and liquidity risk. The value of investments in the Fund's portfolio can fluctuate on a daily basis as a result of changes in interest rates, market and economic conditions, and factors specific to individual securities within the Fund. The level of risk depends on the Fund's investment objectives and the type of securities in which it invests.

Risk management:

The Fund seeks to provide a combination of long-term capital appreciation and income generation by investing primarily in Canadian equity and fixed-income securities. The portfolio management team invests in companies that it believes have strong competitive positions, long-term growth prospects and that are run by strong management teams. The team acquires ownership stakes in these companies at prices below their assessment of each company's true value. The fixed-income approach includes an analysis of macro-economic factors affecting economic growth, as well as credit analysis to uncover relative value opportunities both within and across different sectors of the market.

The investment team takes a conservative approach to risk management by applying in-depth thorough research to each investment idea in order to understand the risks of the individual business, and weighs this against its return potential.

Risk is further managed by investing in a diversified portfolio of companies. The team believes that investing in businesses that have competitive advantages in their respective industries is a more effective approach to diversification than focusing on traditional sector allocations. The team takes a common-sense approach to risk by assessing how much money can be lost and the probability of losing it. While this approach may seem overly simplistic, it provides vital clarity about the true investment risks.

The Manager employs a governance structure that oversees the Fund's investment activities and monitors compliance with the Fund's stated investment strategy, internal guidelines and securities regulations. Monthly reviews by the Chief Compliance Officer and Chief Investment Officer are performed to ensure that pre-trade and post-trade compliance rules are followed. The Governance and Oversight Committee conducts reviews on a quarterly basis to monitor activity within the portfolio to ensure compliance with applicable rules.

(a) Market risk:**(i) Market price risk:**

Market price risk arises primarily from uncertainties about future market prices of the instruments held.

9. Financial instrument risk (continued):

Market price fluctuations may be caused by factors specific to an individual investment, or factors affecting all securities traded in a market or industry sector. All investments present a risk of loss of capital. The maximum risk resulting from financial instruments is equivalent to their fair value. The most significant exposure to market price risk for the Fund arises from its investment in equity securities. If equity prices on the respective stock exchanges for these securities had increased or decreased by 5.0% as at December 31, 2010, with all other variables held constant, the net assets of the Fund would have increased or decreased, respectively, by approximately \$12.97 million (approximately 3.5% of total net assets) (2009 - \$6.27 million or 3.5% of total net assets). In practice, the actual results may differ from this sensitivity analysis and the difference could be material.

(ii) Foreign currency risk:

Foreign currency risk arises from financial instruments that are denominated in a currency other than the Canadian dollar, which is the Fund's functional currency. The Fund is exposed to the risk that the value of securities denominated in other currencies will fluctuate due to changes in exchange rates.

The Fund's investments are denominated primarily in Canadian dollars; therefore, the Fund is not subject to any significant foreign currency risk.

(iii) Interest rate risk:

Interest rate risk arises from interest-bearing financial instruments where the values of those instruments fluctuate due to changes in levels of market interest rates. The majority of the Fund's financial assets are equity shares, which are not interest-bearing. The table below summarizes the Fund's exposure to interest rate risk by remaining term to maturity:

2010	Debt instrument	% of net assets
Less than 1 year	\$ 4,224,340	1.13
1 to 3 years	18,437,714	4.93
3 to 5 years	46,966,016	12.55
Greater than 5 years	14,527,944	3.88
	\$84,156,014	22.49

2009	Debt instrument	% of net assets
Less than 1 year	\$ 15,150	-
1 to 3 years	8,505,571	4.81
3 to 5 years	13,307,089	7.53
Greater than 5 years	10,055,926	5.69
	\$31,883,736	18.03

At December 31, 2010, if the prevailing interest rates had risen or declined by 0.5%, assuming a parallel shift in the yield curve, with all other variables held constant, the net assets of the Fund would have decreased or increased, respectively, by approximately \$1.41 million (approximately 0.38% of total net assets) (2009: \$0.56 million or 0.32% of total net assets). The Fund's sensitivity to interest rate changes was established using the weighted average modified duration of 3.35 (2009: 3.53) (based on the fixed income holdings in the Fund). In practice, actual results may differ from this sensitivity analysis and the difference could be material.

(b) Counterparty credit risk:

Counterparty credit risk is the risk that the counterparty to a financial instrument will fail to honour an obligation or commitment that it has entered into with the Fund.

The Fund's greatest concentration of credit risk is in its holdings of fixed-income debt instruments. The fair value of debt securities includes consideration of the creditworthiness of the debt issuer. The maximum credit risk of these investments is their carrying value at December 31, 2010.

At December 31, 2010, the Fund was invested in debt securities with the following credit ratings:

	% of net assets	% of debt instruments
AA	0.91	4.05
A	0.65	2.88
BBB	12.07	53.69
BB	1.76	7.82
B	3.51	15.61
NR	3.59	15.95
	22.49	100.00

At December 31, 2009, the Fund was invested in debt securities with the following credit ratings:

	% of net assets	% of debt instruments
A	1.06	5.89
BBB	8.99	49.84
B	4.11	22.82
NR	3.87	21.45
	18.03	100.00

The Fund also has exposure to credit risk from its trading of listed securities. It minimizes the concentration of credit risk by trading with a large number of brokers and counterparties on recognized and reputable exchanges. The risk of default is considered minimal as all transactions are settled and paid for upon delivery using approved brokers.

9. Financial instrument risk (continued):

(c) Liquidity risk:

Liquidity risk is the risk that the Fund will encounter difficulty in meeting obligations associated with financial liabilities. Aside from financial liabilities that arise from its normal investing activities, the Fund has no other significant financial liabilities.

The Fund's most significant potential exposure to financial liabilities is the daily cash redemptions of redeemable units. In accordance with securities regulations, the Fund must maintain at least 90.0% of its assets in liquid investments (i.e., investments that are traded in an active market and that can be readily sold). The Fund also has the ability to borrow up to 5.0% of its net assets for the purposes of funding redemptions. No such borrowings occurred during the year.

10. Schedule of derivatives:

Put options Japan–USD	Expiry date	Strike price	Number of shares	Average cost \$	Fair value \$
Sept/100 PO	9/27/11	100.00	4,503,000	140,733	11,075
Sept/115 PO	9/27/11	115.00	4,503,000	35,529	2,498
Mar/125 PO	3/29/13	125.00	9,490,000	72,854	33,540
Mar/125 PO	3/29/13	125.00	18,071,857	97,213	63,869
Mar/125 PO	3/29/13	125.00	9,395,000	72,818	33,204
Mar/140 PO	3/29/13	140.00	11,200,000	36,404	17,826
Aug/115 PO	8/21/13	115.00	28,035,618	239,053	251,264
Aug/115 PO	8/21/13	115.00	29,548,793	239,053	264,825
				\$933,657	\$678,101

11. Comparative figures:

Certain 2009 comparative figures have been reclassified to conform to the financial statement presentation adopted in 2010.

EdgePoint Wealth Management Inc.

1000 Yonge Street, Suite 200

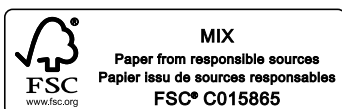
Toronto, ON M4W 2K2

Website: www.edgepointwealth.com

Email: info@edgepointwealth.com

Tel: 416-963-9353 or Toll Free 1-866-757-7207

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