

Vertex Arbitrage Fund

Annual Financial Statements
December 31, 2018



Independent auditor's report

To the Unitholders and Trustee of
Vertex Arbitrage Fund (the Fund)

Our opinion

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Fund as at December 31, 2018 and 2017 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS).

What we have audited

The Fund's financial statements comprise:

- the statements of financial position as at December 31, 2018 and 2017;
- the statements of comprehensive income for the years then ended;
- the statements of changes in net assets attributable to holders of redeemable units for the years then ended;
- the statements of cash flows for the years then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies.

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report.

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

Independence

We are independent of the Fund in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

Responsibilities of management and those charged with governance for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the

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preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Fund's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Fund or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Fund's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Fund to cease to continue as a going concern.



- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

(Signed) “PricewaterhouseCoopers LLP”

Chartered Professional Accountants, Licensed Public Accountants

Toronto, Ontario

April 4, 2019

Vertex Arbitrage Fund

Statements of Financial Position

As at December 31

	2018	2017
Assets		
Current assets		
Investments	\$ 59,384,409	\$ 51,676,350
Investments, pledged as collateral	7,669,256	22,100,109
Cash	87,856,796	96,770,086
Due from broker	-	1,335,684
Accrued interest	69,350	24,087
Dividends receivable	98,440	114,519
Subscriptions receivable	2,052,875	16,488,401
Derivative financial instruments		
Options	165,301	106,276
	<u>157,296,427</u>	<u>188,615,512</u>
Liabilities		
Current liabilities		
Securities sold short	\$ 5,515,032	\$ 20,618,295
Management fees payable (Note 9)	86,262	139,222
Accrued performance fees (Note 9)	72,689	-
Interest payable on securities sold short	-	356
Dividends payable on securities sold short	21,819	49,801
Loan payable (Note 3)	56,707,977	45,742,017
Redemptions payable	2,677,728	3,393,242
Due to broker	-	1,746,075
Derivative financial instruments		
Written Options	30,437	433,755
	<u>65,111,944</u>	<u>72,122,763</u>
Net Assets attributable to holders of redeemable units	<u>\$ 92,184,483</u>	<u>\$ 116,492,749</u>
Net Assets attributable to holders of redeemable units per Class		
Class B	\$ 7,024,174	\$ 12,267,302
Class F	<u>\$ 85,160,309</u>	<u>\$ 104,225,447</u>
Net Assets attributable to holders of redeemable units per unit		
Class B	\$ 10.78	\$ 10.48
Class F	<u>\$ 10.77</u>	<u>\$ 10.41</u>

Approved on behalf of the Board of Directors of Vertex One Asset Management Inc., the Investment Manager

"Signed" _____
John W. Thiessen
Director

"Signed" _____
Jeffrey McCord
Director

(The accompanying notes are an integral part of the financial statements.)

Vertex Arbitrage Fund

Statements of Comprehensive Income

For the years ended December 31

	2018	2017
Investment income		
Foreign exchange gain (loss) on cash	\$ (2,885,630)	\$ 2,524,214
Change in unrealized foreign exchange gain (loss) on cash	8,045	(3,360)
Change in unrealized foreign exchange gain (loss) on loan payable	(1,972,501)	798,163
Net gain (loss) on investments and derivatives		
Dividends	937,407	1,347,576
Dividends, paid on shorts	(680,642)	(892,596)
Interest for distribution purposes	1,257,181	1,169,039
Interest, paid on shorts	(5,364)	(20,871)
Net realized gain	6,801,184	5,851,299
Net change in unrealized appreciation (depreciation)	3,492,180	(3,305,603)
Net gains/losses on financial instruments at fair value through profit or loss	6,951,860	7,467,861
Expenses (Note 9)		
Management fees	1,149,600	1,417,968
Securities borrowing fees	245,725	334,923
Performance fees	429,479	863,856
Securityholder reporting costs	63,055	73,961
Other administrative expenses	56,712	27,237
Audit fees	33,619	33,193
Custody fees	-	7,680
Legal fees	1,965	5,913
Trustee fees	5,746	4,468
Interest expense on loan payable	1,206,341	863,921
Transaction costs (Note 3)	309,815	440,437
Withholding tax	66,463	(5,818)
Total expenses	3,568,520	4,067,739
Increase in net assets attributable to holders of redeemable units	3,383,340	3,400,122
Increase in net assets attributable to holders of redeemable units per Class		
Class B	\$ 264,928	\$ 284,837
Class F	\$ 3,118,412	\$ 3,115,285
Increase in net assets attributable to holders of redeemable units per Class per unit		
Class B	\$ 0.30	\$ 0.23
Class F	\$ 0.35	\$ 0.30

(The accompanying notes are an integral part of the financial statements.)

Vertex Arbitrage Fund

Statements of Changes in Net Assets Attributable to Holders of Redeemable Units
For the years ended December 31

	Class B			
	2018	2017		
Net Assets attributable to holders of redeemable units, beginning of the year	\$ 12,267,302	\$ 13,245,894		
Increase in net assets attributable to holders of redeemable units	264,928	284,837		
Capital transactions (Note 8)				
Proceeds from issuance of redeemable units	-	3,308,650		
Redemption of redeemable units	(5,508,056)	(4,572,079)		
Reinvestment of distributions to holders of redeemable units	-	446,243		
	<u>(5,508,056)</u>	<u>(817,186)</u>		
Distributions to holders of redeemable units (Note 3)				
From net realized gains	-	(446,243)		
	<u>-</u>	<u>(446,243)</u>		
Net Assets attributable to holders of redeemable units, end of the year	\$ 7,024,174	\$ 12,267,302		
	Class F		Total	
	2018	2017	2018	2017
Net Assets attributable to holders of redeemable units, beginning of the year	\$ 104,225,447	\$ 109,756,002	\$ 116,492,749	\$ 123,001,896
Increase in net assets attributable to holders of redeemable units	3,118,412	3,115,285	3,383,340	3,400,122
Capital transactions (Note 8)				
Proceeds from issuance of redeemable units	21,014,004	60,715,298	21,014,004	64,023,948
Redemption of redeemable units	(43,197,554)	(69,361,138)	(48,705,610)	(73,933,217)
Reinvestment of distributions to holders of redeemable units	-	3,712,202	-	4,158,445
	<u>(22,183,550)</u>	<u>(4,933,638)</u>	<u>(27,691,606)</u>	<u>(5,750,824)</u>
Distributions to holders of redeemable units (Note 3)				
From net realized gains	-	(3,712,202)	-	(4,158,445)
	<u>-</u>	<u>(3,712,202)</u>	<u>-</u>	<u>(4,158,445)</u>
Net Assets attributable to holders of redeemable units, end of the year	\$ 85,160,309	\$ 104,225,447	\$ 92,184,483	\$ 116,492,749

(The accompanying notes are an integral part of the financial statements.)

Vertex Arbitrage Fund

Statements of Cash Flows

For the years ended December 31

	2018	2017
Operating activities		
Increase in net assets attributable to holders of redeemable units	\$ 3,383,340	\$ 3,400,122
Adjustment for non-cash items:		
Net change in unrealized (appreciation) depreciation on investments and derivatives	(3,492,180)	3,305,603
Net realized gain on investments and derivatives	(6,801,184)	(5,851,299)
Change in unrealized foreign exchange (gain) loss on cash	(8,045)	3,360
Change in unrealized foreign exchange (gain) loss on loan payable	1,972,501	(798,163)
	<u>(4,945,568)</u>	<u>59,623</u>
Changes in operating assets and liabilities:		
Decrease (increase) in accrued interest	(45,263)	167,538
Decrease (increase) in dividends receivable	16,079	(44,690)
Increase (decrease) in management fee payable	(52,960)	34,856
Increase (decrease) in interest payable on securities sold short	(356)	356
Decrease in dividends payable on securities sold short	(27,982)	(138,835)
Increase (decrease) in accrued performance fees	72,689	(362,100)
	<u>(37,793)</u>	<u>(342,875)</u>
Proceeds on disposition of investments and derivatives, including proceeds received on shorts	546,888,357	735,232,265
Purchase of investments and derivatives, including cover for shorts	<u>(545,848,196)</u>	<u>(718,473,222)</u>
	<u>1,040,161</u>	<u>16,759,043</u>
Net cash provided to (from) operating activities	<u>(3,943,200)</u>	<u>16,475,791</u>
Financing activities		
Proceeds from issuance of redeemable units**	35,219,060	52,058,770
Redemption of redeemable units**	(49,190,654)	(70,651,494)
Loan Payable	8,993,459	(15,484,735)
Net cash provided to financing activities	<u>(4,978,135)</u>	<u>(34,077,459)</u>
Decrease in Cash	(8,921,335)	(17,601,668)
Change in unrealized foreign exchange (gain) loss on cash	8,045	(3,360)
Cash, Beginning of period	<u>96,770,086</u>	<u>114,375,114</u>
Cash, End of period	<u>\$ 87,856,796</u>	<u>\$ 96,770,086</u>
Supplemental Information (included in operating activities)		
Cash interest expense paid on loan	1,206,341	863,921
Cash interest paid on short positions	5,720	(20,871)
Cash dividend paid on short positions	708,624	1,031,431
Cash received from interest, net of withholding taxes	1,211,918	1,336,577
Cash received from dividends, net of withholding taxes	887,023	1,308,704

** The amounts of proceeds and redemptions exclude non cash items such as switches and exchanges between classes for the year ending December 31, 2018 amounting to \$230,470 (December 31, 2017 -\$2,333,938)

(The accompanying notes are an integral part of the financial statements.)

Vertex Arbitrage Fund

Schedule of Investments

As at December 31, 2018

Number of Shares/ Par Value	Description	Coupon Rate %	Maturity Date	Average Cost \$	Fair Value \$	% of Total
LONG						
BONDS						
Corporate Bonds						
470,500	Hydro One Ltd., Convertible	4.000%	30-Sep-27	48,532	150,090	
1,260,000	Resolute Energy Corp., Callable	8.500%	1-May-20	1,687,060	1,696,500	
450,000	Travelport Corporate Finance PLC, Callable	6.000%	15-Mar-26	609,582	622,019	
920,000	Tribune Media Co., Callable	5.875%	15-Jul-22	1,254,030	1,268,544	
Total Corporate Bonds				3,599,204	3,737,153	4.05
TOTAL BONDS				3,599,204	3,737,153	4.05
STOCKS						
CONSUMER DISCRETIONARY						
53,300	LF Capital Acquisition Corp.			709,663	732,381	
45,900	MTech Acquisition Corp., Warrants, (01Jan24)			-	37,566	
23,700	Opes Acquisition Corp.			306,879	323,067	
86,100	Pandora Media Inc.			971,861	950,929	
20,600	Tribune Media Co., Class 'A'			1,209,803	1,276,227	
44,500	Trinity Merger Corp.			572,582	620,576	
TOTAL CONSUMER DISCRETIONARY				3,770,788	3,940,746	4.28
CONSUMER STAPLES						
4,900	SodaStream International Ltd.			909,202	961,144	
TOTAL CONSUMER STAPLES				909,202	961,144	1.04
ENERGY						
157,200	MEG Energy Corp.			1,562,083	1,212,012	
17,892	TransMontaigne Partners L.P.			976,045	991,214	
43,385	Valero Energy Partners L.P.			2,397,313	2,497,695	
TOTAL ENERGY				4,935,441	4,700,921	5.10
FINANCIALS						
64,000	Acasta Enterprises Inc., Warrants, (30Jul23)			1,610	960	
154,800	Agellan Commercial REIT			2,203,995	2,184,229	
23,000	Alberton Acquisition Corp.			300,104	316,822	
53,100	Alignvest Acquisition II Corp., Class 'A'			524,873	531,000	
33,000	Allegro Merger Corp.			433,538	464,933	
13,166	Altus Midstream Co., Class 'A', Warrants, (12Nov23)			-	11,863	
58,000	AMCI Acquisition Corp.			763,106	787,857	
17,200	ARYA Sciences Acquisition Corp.			222,671	242,798	
35,500	Big Rock Partners Acquisition Corp.			454,666	512,513	
2,900	Black Ridge Acquisition Corp.			39,118	39,749	
26,100	Boxwood Merger Corp.			343,398	353,823	
32,500	Cannabis Strategies Acquisition Corp., Rights, (21Dec25)			1,950	39,000	
11,248	Cannabis Strategies Acquisition Corp., Warrants, (21Dec25)			47,764	42,180	
43,600	Capitol Investment Corp. IV			553,829	615,465	
27,600	CF Finance Acquisition Corp.			368,488	376,795	
20,700	Chardan Healthcare Acquisition Corp.			276,956	284,575	
23,000	ChaSerg Technology Acquisition Corp.			297,758	313,682	
41,400	Churchill Capital Corp.			546,064	571,975	
4,600	CM Seven Star Acquisition Corp., Rights			2,967	2,512	
34,500	Collier Creek Holdings			455,984	473,349	
37,000	DD3 Acquisition Corp.			482,332	506,134	
47,400	DFB Healthcare Acquisitions Corp.			595,060	660,047	
23,000	Edtechx Holdings Acquisition Corp.			297,758	313,682	
35,500	Far Point Acquisition Corp.			462,175	489,008	
59,700	Federal Street Acquisition Corp.			727,518	833,770	
14,200	Federal Street Acquisition Corp., Class 'A', Warrants, (24Jul22)			52,221	15,509	
39,150	FinTech Acquisition Corp. III			516,298	536,079	
26,000	Forum Merger II Corp.			341,107	359,034	
32,500	GigCapital Inc.			418,210	468,980	
33,200	Gordon Pointe Acquisition Corp.			410,551	470,447	
24,000	Gores Holdings III Inc.			316,308	329,286	
46,000	Graf Industrial Corp.			595,562	627,992	
23,800	GS Acquisition Holdings Corp.			307,805	333,041	
151,000	Haymaker Acquisition Corp.			1,932,497	2,063,513	
9,350	Haymaker Acquisition Corp., Class 'A', Warrants, (16Nov22)			22,315	10,468	
14,000	HL Acquisitions Corp.			185,710	197,817	
52,200	Legacy Acquisition Corp.			668,552	725,462	
23,700	Leisure Acquisition Corp.			300,895	327,759	
47,400	Leo Holdings Corp.			596,956	661,341	
26,000	Megalith Financial Acquisition Corp.			338,702	357,792	
29,600	Mosaic Acquisition Corp.			369,423	408,948	
52,400	MTech Acquisition Corp.			680,728	720,372	
23,700	Mudrick Capital Acquisition Corp.			298,833	333,259	
12,042	Navigators Group Inc. (The)			1,132,722	1,142,397	
35,500	Nebula Acquisition Corp.			445,277	489,977	
23,700	New Frontier Corp.			314,381	328,406	
58,700	One Madison Corp.			790,806	803,777	
20,725	One Madison Corp., Class 'A', Warrants, (22Jan25)			-	22,066	
29,100	Pensare Acquisition Corp.			364,041	419,123	
24,400	Platinum Eagle Acquisition Corp.			279,661	335,774	
6,300	Platinum Eagle Acquisition Corp., Warrants, (05Mar25)			32,045	11,181	
80,800	Pure Acquisition Corp.			1,018,565	1,147,205	

(The accompanying notes are an integral part of the financial statements.)

Vertex Arbitrage Fund

Schedule of Investments

As at December 31, 2018 (continued)

Number of Shares/ Par Value	Description	Average Cost \$	Fair Value \$	% of Total
47,400	Regalwood Global Energy Ltd.	601,790	659,400	
27,600	Schultze Special Purpose Acquisition Corp.	369,674	375,853	
49,800	Sentinel Energy Services INC	636,968	700,266	
21,850	Social Capital Hedosophia Holdings Corp.	294,237	298,296	
72,500	Social Capital Hedosophia Holdings Corp.	928,083	1,012,535	
78,600	Spartan Energy Acquisition Corp.	1,031,664	1,073,047	
56,000	Thunder Bridge Acquisition Ltd.	743,988	753,044	
54,500	Tiberius Acquisition Corp.	713,623	753,334	
40,500	TKK Symphony Acquisition Corp.	533,021	557,882	
47,300	TPG Pace Holdings Corp.	617,975	681,255	
23,500	Trident Acquisitions Corp.	302,657	325,314	
49,600	Twelve Seas Investment Co.	660,399	694,251	
13,821	U.S. Well Services Inc., Warrants, (09Nov23)	12,559	11,321	
20,600	Vantage Energy Acquisition Corp.	274,938	289,668	
47,400	VectrolQ Acquisition Corp.	606,530	652,282	
	TOTAL FINANCIALS	31,461,959	33,453,474	36.29
	HEALTH CARE			
12,217	athenahealth Inc.	2,153,593	2,200,413	
2	Cigna Corp.	493	519	
1,665	Shire PLC, ADR	357,000	395,603	
18,200	Tesaro Inc.	1,796,176	1,844,863	
	TOTAL HEALTH CARE	4,307,262	4,441,398	4.82
	INDUSTRIALS			
11	Enbridge Inc.	462	467	
77	L3 Technologies Inc.	18,420	18,255	
19,847	Randgold Resources Ltd., ADR	2,211,883	2,320,426	
	TOTAL INDUSTRIALS	2,230,765	2,339,148	2.54
	INFORMATION TECHNOLOGY			
13,310	Apptio Inc.	673,133	689,764	
38,000	ARRIS International PLC	1,539,830	1,585,898	
10,910	Imperva Inc.	809,182	829,465	
9,200	Integrated Device Technology Inc.	596,718	608,273	
2,983	Orbotech Ltd.	237,390	230,253	
18,400	Red Hat Inc.	4,233,520	4,412,021	
15,393	SendGrid Inc.	878,123	907,197	
	TOTAL INFORMATION TECHNOLOGY	8,967,896	9,262,871	10.05
	MATERIALS			
14,912	Havilah Mining Corp.	8,947	4,324	
11,500	Neo Performance Materials Inc.	182,634	177,022	
176,748	Sirios Resources Inc.	51,257	24,745	
	TOTAL MATERIALS	242,838	206,091	0.22
	COMMUNICATIONS			
25,000	Kew Media Group Inc., Warrants, (20Mar22)	2,500	12,500	
25,150	Twenty-First Century Fox Inc., Class 'A'	1,572,265	1,652,190	
	TOTAL COMMUNICATIONS	1,574,765	1,664,690	1.81
	UTILITIES			
23,874	Vectren Corp.	2,274,124	2,346,029	
	TOTAL UTILITIES	2,274,124	2,346,029	2.55
	TOTAL STOCKS	60,675,040	63,316,512	68.69
	TOTAL INVESTMENTS	64,274,244	67,053,665	72.74
	OPTIONS			
	Call Options			
230	Encana Corp., January 2019, \$10.00 USD	13,018	785	
24	WestRock Co., January 2019, \$70.00 USD	329	1,638	
	Total Call Options	13,347	2,423	0.00
	Put Options			
87	ARRIS Group Inc., May 2019, \$27.50 USD	8,310	7,719	
4	Aspen Insurance Holdings Ltd., March 2019, \$35.00 USD	77	27	
55	athenahealth Inc., March 2019, \$125.00 USD	4,359	17,458	
69	CVS Health Corp., January 2019, \$190.00 USD	33,527	1,743	
57	Endocyte Inc., April 2019, \$23.00 USD	2,284	195	
23	Integrated Device Technology Inc., May 2019, \$40.00 USD	1,824	314	
690	MEG Energy Corp., January 2019, \$8.00 CAD	37,270	63,480	
52	Red Hat Inc., January 2020, \$165.00 USD	66,153	53,953	
146	Tesaro Inc., March 2019, \$65.00 USD	14,785	12,956	
10	Tesaro Inc., March 2019, \$70.00 USD	945	887	
2	Tribune Media Co., Class 'A', January 2020, \$40.00 USD	107	143	
250	Twenty-First Century Fox Inc., Class 'A', January 2019, \$40.00 USD	28,356	1,707	
126	Twenty-First Century Fox Inc., Class 'A', January 2019, \$45.00 USD	22,660	1,720	
2	United Technologies Corp., January 2019, \$135.00 USD	991	576	
	Total Put Options	221,648	162,878	0.18
	TOTAL OPTIONS	234,995	165,301	0.18
	TOTAL LONG	64,509,239	67,218,966	72.92

(The accompanying notes are an integral part of the financial statements.)

Vertex Arbitrage Fund

Schedule of Investments

As at December 31, 2018 (continued)

Number of Shares/ Par Value	Description	Average Cost \$	Fair Value \$	% of Total
	TOTAL SHORT (Schedule 1)	(5,646,256)	(5,545,469)	(6.02)
	TOTAL INVESTMENTS BEFORE TRANSACTION COSTS	58,862,983	61,673,497	66.90
	Transaction Costs (Note 2)	(19,578)		
	TOTAL INVESTMENTS	58,843,405	61,673,497	66.90
	CASH		87,856,796	95.31
	LOAN PAYABLE		(56,707,977)	(61.52)
	OTHER ASSETS, LESS LIABILITIES		(637,833)	(0.69)
	TOTAL NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE UNITS		92,184,483	100.00

(The accompanying notes are an integral part of the financial statements.)

Vertex Arbitrage Fund

Schedule of Investments

As at December 31, 2018 (continued)

Schedule 1

Number of Shares	Description	Proceeds \$	Fair Value \$	% of Total
SHORT				
STOCKS				
ENERGY				
(30,403)	Husky Energy Inc.	(560,567)	(428,986)	
	TOTAL ENERGY	(560,567)	(428,986)	(0.47)
HEALTH CARE				
(8,399)	Takeda Pharmaceutical Co. Ltd., ADR	(222,079)	(192,863)	
	TOTAL HEALTH CARE	(222,079)	(192,863)	(0.21)
INDUSTRIALS				
(4,540)	Luxfer Holdings PLC	(109,104)	(109,271)	
	TOTAL INDUSTRIALS	(109,104)	(109,271)	(0.12)
INFORMATION TECHNOLOGY				
(100)	Harris Corp.	(18,677)	(18,382)	
(745)	KLA-Tencor Corp.	(104,925)	(91,018)	
(7,466)	Twilio Inc.	(884,816)	(910,198)	
	TOTAL INFORMATION TECHNOLOGY	(1,008,418)	(1,019,598)	(1.11)
MATERIALS				
(121,637)	Barrick Gold Corp.	(2,161,196)	(2,248,437)	
	TOTAL MATERIALS	(2,161,196)	(2,248,437)	(2.44)
COMMUNICATIONS				
(123,985)	Sirius XM Holdings Inc.	(990,317)	(966,499)	
(3,670)	Walt Disney Co. (The)	(525,970)	(549,378)	
	TOTAL COMMUNICATIONS	(1,516,287)	(1,515,877)	(1.64)
	TOTAL STOCKS	(5,577,651)	(5,515,032)	(5.99)
OPTIONS				
Call Options				
	ARRIS Group Inc., February 2019, \$30.00 USD	(11,308)	(11,775)	
	ARRIS Group Inc., February 2019, \$32.50 USD	(1,663)	(3,771)	
	MEG Energy Corp., January 2019, \$11.00 CAD	(27,300)	(3,850)	
	Red Hat Inc., January 2019, \$175.00 USD	(9,708)	(6,963)	
	Tesaro Inc., March 2019, \$75.00 USD	(4,578)	(2,648)	
	Twenty-First Century Fox Inc., Class 'A', January 2019, \$50.00 USD	(2,166)	(287)	
	Total Call Options	(56,723)	(29,294)	(0.03)
Put Options				
	Red Hat Inc., January 2019, \$170.00 USD	(11,882)	(1,143)	
	Total Put Options	(11,882)	(1,143)	
	TOTAL OPTIONS	(68,605)	(30,437)	(0.03)
	TOTAL SHORT	(5,646,256)	(5,545,469)	(6.02)

(The accompanying notes are an integral part of the financial statements.)

Vertex Arbitrage Fund

Notes to Financial Statements

December 31, 2018

1. Establishment of the Fund

Vertex Arbitrage Fund (the "Fund") was created on October 31, 2013 under the laws of British Columbia. The address of the Fund's registered office is 1200 Waterfront Centre, 200 Burrard Street, PO Box 48600, Vancouver, BC, V7X 1T2. Vertex One Asset Management Inc. is the Manager, CIBC Mellon is the Trustee and Co-Custodian of the Fund. The Fund commenced operations on October 31, 2013. The Fund offers an unlimited number of Class B and Class F Units.

The Fund invests in securities in Canada, the United States and in other foreign jurisdictions. The investment objective of the Fund is to generate consistent, positive returns, with low volatility and low correlation to equity markets. The Fund attempts to achieve its investment objective by using risk arbitrage strategies, short selling and trading in options. Leveraging is restricted to 30% of the net asset value of the Fund.

2. Basis of accounting

These financial statements have been prepared in compliance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board ("IASB"). The financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities (including derivative financial instruments) at fair value through profit and loss.

The annual financial statements were authorized for issue by the Manager on April 4, 2019.

3. Significant accounting policies

Financial assets and financial liabilities at fair value through profit or loss

a) Classification

i. Assets

The Fund classifies its investments based on both Fund's business model for managing those financial assets and contractual cash flow characteristics of the financial assets. The portfolio of financial assets is managed and performance is evaluated on a fair value basis. The Fund is primarily focused on fair value information and uses that information to assess the assets' performance and to make decisions. The Fund has not taken the option to irrevocably designate any equity securities as fair value through other comprehensive income. The contractual cash flows of the Fund's debt securities are solely principal and interest, however, these securities are neither held for the purpose of collecting contractual cash flows nor held both for collecting contractual cash flows and for sale. The collection of contractual cash flows is only incidental to achieving the Fund's business model's objective. Consequently, all investment are measured at fair value through profit or loss.

ii. Liabilities

The fund makes short sales in which borrowed security is sold on anticipation of a decline in the market value of that security, or it may use short sales for various arbitrage transactions. Short sales are held for trading and are consequently classified as financial liabilities at fair value

Vertex Arbitrage Fund

Notes to Financial Statements

December 31, 2018

through profit or loss. Derivative contracts that have a negative fair value are presented as liabilities at fair value through profit or loss.

iii. Other financial assets and other financial liabilities

Other financial assets (held for collection) and other financial liabilities are measured at amortized cost. Under this method, financial assets and liabilities reflect the amount required to be received or paid, discounted, where appropriate at the contract's effective interest rate. Due to their short-term nature, the fair value of other financial assets and financial liabilities carried at amortized cost approximates their carrying amount

As such, the Fund classifies all of its investment portfolio as financial assets or liabilities as fair value through profit or loss.

The Fund's policy requires the Manager and the Board of Directors to evaluate the information about these financial assets and liabilities on a fair value basis together with other related financial information.

b) Recognition, derecognition and measurement

Regular purchases and sales of investments are recognized on the trade date – the date on which the Fund commits to purchase or sell the investment. Financial assets and financial liabilities are initially recognized at fair value. Transaction costs related to financial instruments at FVTPL are expensed as incurred in the Statements of Comprehensive Income.

Financial assets are derecognized when the rights to receive cash flows from the investments have expired or the Fund has transferred substantially all risks and rewards of ownership.

When the Fund purchases an option, an amount equal to fair value which is based on the premium paid is recorded as an asset. When the Fund writes an option, an amount equal to fair value which is based on the premium received by the Fund is recorded as a liability. When options are closed, the difference between the premium and the amount paid or received, net of brokerage commissions, or the full amount of the premium if the option expires worthless, is recognized as a gain or loss and is presented in the Statements of Comprehensive Income within net realized gain (loss) on investments and derivatives.

Subsequent to initial recognition, all financial assets and financial liabilities at fair value through profit or loss are measured at fair value. Gains and losses arising from changes in the fair value of the 'financial assets or financial liabilities at fair value through profit or loss' category are presented in the Statements of Comprehensive Income within changes in unrealized appreciation (depreciation) in value of investments and derivatives in the period in which they arise.

All other financial assets and liabilities are measured at amortized cost due to their short term nature.

c) Revenue Recognition

Dividend income from financial assets at fair value through profit or loss is recognized in the Statements of Comprehensive Income within dividend income when the Fund's right to receive

Vertex Arbitrage Fund

Notes to Financial Statements

December 31, 2018

payments is established. Interest on debt securities at fair value through profit or loss is recognized in the Statements of Comprehensive Income as interest income for distribution purposes which represents the coupon interest on debt instruments held by the Fund determined on an accrual basis. The Fund does not amortize premiums paid or discounts received on the purchase of fixed income securities. Net realized gain (loss) and net change in unrealized appreciation (depreciation) of investments are determined on an average cost basis. Average cost does not include amortization of premiums or discounts on fixed income securities with the exception of zero coupon bonds. Transaction costs are costs incurred to acquire financial assets or liabilities at fair value through profit or loss. They include fees and commissions paid to agents, advisers, brokers and dealers. Transaction costs, when incurred, are immediately recognized in profit or loss as an expense.

Fair value measurement

For financial statement purposes, investments traded on a recognized exchange, are recorded at fair value, established by last traded market price where the last traded market price falls within the day's bid ask spread. In circumstances where the last traded price is not within that day's bid-ask spread, the Manager determines the point within the bid-ask spread that is most representative of fair value based on specific facts and circumstances.

The value of any security which is not listed or traded on an exchange, but which is listed or traded on another market, including an over-the-counter market, being a marketplace other than an exchange where securities are normally purchased and sold and quotations are in common use in respect thereof, shall be determined in the same manner as a listed security by reference to prices on that market.

Warrants if listed on a recognized exchange are valued at the latest available close price. If the warrants are not listed, but a secondary market exists then the independent broker prices (if available), who trade in such market will be used. If no secondary market exists, the warrants will be valued using the Black Scholes option pricing model.

The value of any security or property for which, in the opinion of the Manager the published market quotations are not readily available shall be the fair value as determined by the Manager based on valuation techniques. The fair value of certain securities are determined by using valuation models that are based, in part, on assumptions that are not supported by observable market inputs. These methods and procedures may include, but are not limited to, performing comparisons with prices of comparable or similar securities, discounted cash flow analysis, obtaining valuation related information from issuers and/or other analytical data relating to the investment and using other available indicators of value. These values are independently assessed internally to ensure that they are reasonable. However, because of the inherent uncertainty of valuation, the estimated fair values for the aforementioned securities and interests may be materially different from the values that would have been used had a ready market for the investment existed. The fair values of such securities are affected by the perceived credit risks of the issuer, predictability of cash flows and the length of time to maturity.

Cash

Cash is comprised of cash on deposit.

Vertex Arbitrage Fund

Notes to Financial Statements

December 31, 2018

Collateral

Cash collateral provided by the Fund is identified in the Statements of Financial Position as ‘cash, pledged as collateral’, if any. For collateral other than cash, if the party to whom the collateral is provided has the right by contract or custom to sell or re-pledge the collateral, the Fund classifies that asset in its Statements of Financial Position separately from other assets and identifies the asset as pledged collateral. Where the party to whom the collateral is provided does not have the right to sell or re-pledge, the collateral provided is disclosed in the notes to the financial statements.

Options

Option premiums paid or received by the Fund are, so long as the options are outstanding, reflected in the Schedule of Investments. Exchange traded options are valued at their last traded market price where the last traded market price falls within the day’s bid-ask spread. In cases where the last traded price is not within the day’s bid-ask spread, the Manager determines the point within the bid-ask spread that is most representative of fair value based on specific facts and circumstances. Over the counter options are valued using industry-accepted modeling techniques on each valuation day.

Unlisted options are valued using the Black Scholes model.

Realized gains and losses relating to purchased options may arise from:

- i) Expiration of purchased options – realized losses will arise equal to the premium paid;
- ii) Exercise of the purchased options – for put options, realized gains will arise up to the intrinsic value of the option net of premiums paid and for call options, the premium will be added to the cost base of the security purchased; or
- iii) Closing of the purchased options – realized gains or losses will arise equal to the proceeds from selling the options to close the position, net of any premium paid.

Realized gains and losses relating to written options may arise from:

- i) Expiration of the written options – realized gains will arise equal to the premium received;
- ii) Exercise of the written options – for call option, realized gains or losses will arise equal to the sum of the premium received and the realized gain or loss from the disposition of the related portfolio investment at the exercise price of the option and for put option, the premium will be deducted from the cost base of the security purchased; or
- iii) Closing of the written options – realized gains or losses will arise equal to the cost of purchasing options to close the position net of any premium received.

Realized gains and losses related to options are included in “Net realized gain (loss) on investments and derivatives” in the Statements of Comprehensive Income.

Foreign currency translation

The Fund’s subscriptions and redemptions are denominated in Canadian dollars which is also its functional and presentation currency. Assets and liabilities in foreign currencies are translated into Canadian dollars at the rate of exchange prevailing at the year end. Purchases and sales of investments

Vertex Arbitrage Fund

Notes to Financial Statements

December 31, 2018

and income and expenses are translated into Canadian dollars at the rate of exchange prevailing at the transaction date. Foreign exchange gains and losses relating to cash are presented as 'foreign exchange gain (loss) on cash' and those related to investments and derivatives are included in 'net realized gain (loss) on investments and derivatives' and 'change in unrealized (depreciation) appreciation in value investments and derivatives'.

Securities sold short

The Fund may sell a security it does not own in anticipation of a decline in the fair value of that security. It may also enter short positions to hedge against long positions. When the Fund sells a security short, it must deliver the security sold short to the purchaser at a future date. A gain, limited to the proceeds received on the security sold short, or a loss, unlimited in size, will be realized when the securities to cover the short sale obligation are acquired by the Fund. Securities sold short are reported in the financial statements as a liability at fair value through profit or loss as described above under recognition. Dividends and interest on these securities sold short are payable to the purchaser and are recognized as 'Dividends, paid on shorts' and 'Interest, paid on shorts', respectively. Withholding taxes, if applicable, are shown separately.

Under the terms of the prime brokerage service level agreement with Toronto Dominion Securities Inc. (TDSI), the margin for the investments sold short can be represented by a combination of cash, government debt securities and high quality common shares. To the extent that the Fund is indebted to TDSI, an equivalent amount on securities is desegregated. Desegregated assets can be used by TDSI in the regular course of its business, including rehypothecation.

Loan Payable

Pursuant to an agreement with TDSI, the Fund maintains a 365-day revolving loan facility. The loan facility provides for borrowing at the US Federal Credit Union (U.S FED) funds effective rate, plus 0.25%. The U.S. FED effective rate fluctuates and is marked daily, ranging between 2.25% to 2.50% (December 31, 2017 – 1.25% to 1.50%) for the year ending December 31, 2018. The loan was made in accordance with Investment Industry Regulatory Organization of Canada ("IIROC") guidelines associated with margin borrowing purposes where qualifying principal cash and security borrowing and lending agreements are subject to margin requirements that reflect the risk of loss associated with such arrangements. The securities held with TDSI form collateral for the loan facility. The amounts due to TDSI are payable on demand. During the year ended December 31, 2018, the Fund borrowed a minimum of US\$33,193,961 (CAD\$41,248,476) and a maximum of US\$53,397,933 (CAD\$68,894,013) [December 31, 2017 – minimum US\$36,273,800 (CAD\$45,860,965) and a maximum of US\$66,162,042 (CAD\$86,913,767)] under this loan facility. As at December 31, 2018, there were US\$41,538,219 (CAD\$56,707,977) borrowings [December 31, 2017 – US\$36,389,830 (CAD\$45,742,017)]. During the year ended December 31, 2018, the Fund paid US\$929,775 (CAD\$1,206,341) [December 31, 2017 – US \$225,880 (CAD \$299,453)] of interest.

Increase (decrease) in net assets attributable to holders of redeemable units for each Class

Increase (decrease) in net assets attributable to holders of redeemable units per unit in the Statements of Comprehensive Income represents the increase (decrease) in net assets attributable to holders of

Vertex Arbitrage Fund

Notes to Financial Statements

December 31, 2018

redeemable units for the year per class, divided by the weighted average units outstanding during the year for that class.

Net Assets attributable to holders of redeemable units and related per unit amounts

The Fund issues two classes of redeemable units, which are redeemable at the holder's option and do not have identical rights. Such units are classified as financial liabilities. Redeemable units can be put back to the Fund at any dealing date for cash equal to a proportionate share of the Fund's net asset value attributable to the unit class. Units are redeemable at the end of any month. The redeemable units are carried at the redemption amount that is payable at the Statements of Financial Position date if the holder exercises the right to put the share back to the Fund. Redeemable units are issued and redeemed at the holder's option at prices based on the Fund's net asset value per share at the time of issue or redemption. The Fund's net asset value per share is calculated by dividing the net assets attributable to the holders of each class of redeemable units with the total number of outstanding redeemable units for each respective class. Investment positions are valued based on the last traded market price for the purpose of determining the net asset value per share (NAV) for transactions with unitholders. As at December 31, 2018 and December 31, 2017, there were no differences between the Fund's net asset value per security and its net assets per security calculated in accordance with IFRS.

A separate NAV is calculated for each Class of units of the Fund by taking the Class' proportionate share of the Fund's common assets less that Class' proportionate share of the Fund's common liabilities and deducting from this amount all liabilities that relate solely to a specific Class. The NAV per unit for each Class is determined by dividing the NAV of each Class by the number of units of that Class outstanding on the valuation date.

Classification of redeemable units issued by the Fund

Under IFRS, IAS 32 requires that units or shares of an entity which include a contractual obligation for the issuer to repurchase or redeem them for cash or another financial asset be classified as financial liability. The Fund's units do not meet the criteria in IAS32 for classification as equity and therefore, have been classified as financial liabilities.

Taxation

The Fund qualifies as a mutual fund trust under the Income Tax Act (Canada). All of the Fund's net income for tax purposes and sufficient net capital gains realized in any period are required to be distributed to unitholders such that no income tax is payable by the Fund. As a result, the Fund has determined that it is in substance not taxable and therefore does not record income taxes in the Statements of Comprehensive Income nor does it recognize any deferred tax assets or liabilities in the Statements of Financial Position. As at December 31, 2018 and December 31, 2017, the Fund had \$nil of unused capital losses which have no expiry and \$nil of non-capital losses.

The Fund currently incurs withholding taxes imposed by certain countries on investment income and capital gains. Such income and gains are recorded on a gross basis and the related withholding taxes are shown as a separate expense in the Statements of Comprehensive Income.

Vertex Arbitrage Fund

Notes to Financial Statements

December 31, 2018

4. Adoption of IFRS 9

IFRS 9, Financial Instruments

IFRS 9 'Financial Instruments' became effective for annual periods beginning on or after January 1, 2018. It addresses the classification, measurement and derecognition of financial assets and liabilities and replaces the multiple classification and measurement models in IAS 39.

Classification and measurement of debt assets is driven by the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. A debt instrument is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of the contractual cash flows and contractual cash flows under the instrument solely represent payments of principal and interest (SPPI). A debt instrument is measured at fair value through other comprehensive income if the objective of the business model is to hold the financial asset both to collect contractual cash flows from SPPI and to sell. All other debt instruments must be recognized at fair value through profit or loss. An entity may however, at initial recognition, irrevocably designate a financial asset as measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency. Derivative and equity instruments are measured at fair value through profit or loss unless, for equity instruments not held for trading, an irrevocable option is taken to measure at fair value through other comprehensive income. IFRS 9 also introduces a new expected credit loss (ECL) impairment model.

IFRS 9 has been applied retrospectively by the Fund and did not result in a change to measurement of financial instruments as outlined in note 3. The Fund's investment portfolio previously designated as FVTPL or held for trading are now classified as fair value through profit or loss and other financial assets held for collection previously classified as loans and receivables are now classified at amortized cost. There were no material impact on the adoption from application of the new impairment model. There were no other standards, amendment to standards or interpretations that are effective for annual periods beginning January 1, 2018 that have a material effect on the financial statements of the Fund.

5. Critical accounting estimates and judgments

The preparation of financial statements requires management to make judgments in applying its accounting policies and to make estimates and assumptions that affect the reported amounts and disclosures in the financial statements. Actual amounts could differ from those estimates.

Fair value measurement of derivatives and securities not quoted in an active market

The Fund holds financial instruments that are not quoted in active markets, including derivatives. Fair values of such instruments are determined using valuation techniques and may be determined using reputable pricing sources. Broker quotes as obtained from the pricing sources may be indicative and not executable. Where no market data is available, the Fund may value positions using its own models, which are usually based on valuation methods and techniques generally recognized as standard within the industry. The models used to determine fair values are validated and periodically reviewed by the Manager, independent of the party that created them. The models used for private equity securities are based mainly on earnings multiples adjusted for a lack of marketability as appropriate.

Vertex Arbitrage Fund
Notes to Financial Statements
December 31, 2018

Models use observable data, to the extent practicable. However, areas such as credit risk, volatilities and correlations require the Manager to make estimates. Changes in assumptions about these factors could affect the reported fair values of financial instruments. The Fund considers observable data to be market data that is readily available, regularly distributed and updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market. See Note 6 for more information on the fair value measurement of the Fund’s financial statements.

6. Fair value disclosure

The Fund classifies fair value measurements within a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are as follows.

Level 1- quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2- inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3- unobservable inputs for the asset or liability.

The Fund’s financial instruments which are recorded at fair value have been categorized based upon this fair value hierarchy. The following fair value hierarchy table presents information about the Fund’s financial instruments measured at fair value as at December 31, 2018 and December 31, 2017.

Financial Assets at fair value as at December 31, 2018				
	Level 1	Level 2	Level 3	Total
Stocks - Long	\$ 63,099,385	-	-	\$ 63,099,385
Bonds - Long	-	3,737,153	-	3,737,153
Rights	41,512	-	-	41,512
Warrants	175,615	-	-	175,615
Options	165,301	-	-	165,301
	\$ 63,481,813	\$ 3,737,153	\$ -	\$ 67,218,966

Financial Liabilities at fair value as at December 31, 2018				
	Level 1	Level 2	Level 3	Total
Stocks - Short	\$ (5,515,032)	-	-	\$ (5,515,032)
Options	(30,437)	-	-	(30,437)
	\$ (5,545,469)	\$ -	\$ -	\$ (5,545,469)

Vertex Arbitrage Fund
Notes to Financial Statements
December 31, 2018

Financial Assets at fair value as at December 31, 2017				
	Level 1	Level 2	Level 3	Total
Stocks - Long	\$ 71,511,825	127,125	-	\$ 71,638,950
Bonds - Long	-	1,887,983	-	1,887,983
Warrants	249,525	-	-	249,525
Options	106,276	-	-	106,276
	<u>\$ 71,867,626</u>	<u>\$ 2,015,108</u>	<u>\$ -</u>	<u>\$ 73,882,734</u>
Financial Liabilities at fair value as at December 31, 2017				
	Level 1	Level 2	Level 3	Total
Stocks - Short	\$ (20,122,791)	-	-	\$ (20,122,791)
Bonds - Short	-	(495,504)	-	(495,504)
Options	(433,755)	-	-	(433,755)
	<u>\$ (20,556,546)</u>	<u>\$ (495,504)</u>	<u>\$ -</u>	<u>\$ (21,052,050)</u>

All fair value measurements above are recurring. Fair values are classified as Level 1 when the related security or derivative is actively traded and a quoted price is available. If an instrument classified as Level 1 subsequently ceases to be actively traded, it is transferred out of Level 1. In such cases, instruments are reclassified into Level 2, unless the measurement of its fair value requires the use of significant unobservable inputs, in which case it is classified as Level 3.

The Fund uses the following techniques to determine the Level 2 fair value measurements:

Equities - The fair value of equities are determined using inputs other than quoted prices included in level 1 that are observable for the asset or liability directly or indirectly. This includes transaction prices in markets that are not active for identical instruments, quoted prices in markets for similar, but not identical, instruments and transaction prices in markets that are not active for similar, but not identical, instruments.

Bonds - The fair value of bonds are determined by obtaining the quoted market prices or executable dealer quotes for identical or similar instruments in inactive markets, or other inputs that are observable or can be corroborated by observable market data. In addition, the Fund also values these instruments using the net present value of estimated future cash flows.

Forward contracts - The fair value of forward foreign exchange contracts is determined using the forward exchange rates at the measurement date, with the resulting value discounted back to present value.

Options and other over-the-counter derivatives - Options and other over-the-counter derivatives are classified as level 1 when they are exchange traded and prices are readily available on the market. Where they are not traded, the Fund uses a variety of methods and makes assumptions that are based on market conditions existing at each at each end date. Valuation techniques used for these non-standardized financial instruments such as options and other over-the-counter derivatives, include the use of comparable recent arm's length transactions, reference to other instruments that are substantially the same, option pricing models and other valuation techniques commonly used by market participants

Vertex Arbitrage Fund

Notes to Financial Statements

December 31, 2018

making the maximum use of market inputs and relying as little as possible on entity-specific inputs. Where the inputs are observable, the options and other over-the-counter derivatives are classified into level 2. Where the inputs are not observable, they are classified into level 3.

Warrants - The fair value of warrants are valued using the Black Scholes options pricing model. The warrants are classified as Level 2 where the underlying security is listed and the other inputs are observable.

Level 3 fair value measurements and sensitivity analysis

There were no level 3 securities held for assets and liabilities as at December 31, 2018 and December 31, 2017.

Reconciliation of Level 3 fair value measurements

There were no level 3 securities held for assets and liabilities as at December 31, 2018 and December 31, 2017.

There were no transfers between levels 1 and 2 for assets and liabilities held at December 31, 2018 and December 31, 2017.

7. Interest in unconsolidated structured entities

The Fund has determined that its investments in underlying funds, securitizations, asset-backed securities and mortgage-backed securities, if any, are unconsolidated structured entities. The determination is based on the fact that decision making about the underlying funds, securitizations, asset-backed securities and mortgage-backed securities is not governed by the voting right or other similar right held by the Fund.

The Fund may invest in underlying funds whose investment objectives range from achieving short-term to long-term income and capital growth potential. Underlying funds may use leverage in a manner consistent with their respective investment objectives and as permitted by Canadian securities regulatory authorities. Underlying funds finance their operations by issuing redeemable units which are puttable at the holders' option and entitles the holder to a proportionate value in the respective fund's Net Assets. The change in fair value of each of the underlying funds during the periods is included in "Change in unrealized appreciation (depreciation)" in the Statement of Comprehensive Income (Loss).

The Fund does not provide and has not committed to providing any additional significant financial or other support to the unconsolidated structured entities other than its investments in the unconsolidated structured entities. There were no investments in unconsolidated structured entities as at December 31, 2018.

The tables below set out interests held by the Fund in unconsolidated structured entities as at December 31, 2017. The maximum exposure to loss is the carrying amount of the financial assets held:

Vertex Arbitrage Fund

Notes to Financial Statements

December 31, 2018

As at December 31, 2017

Holding	% of Net Assets	Country of Establishment & Principal Place of Business	% of Ownership Interest
iShares Silver Trust	-0.65%	United States	-0.01%
SPDR Gold Trust	-1.11%	United States	0.00%

Investment Entity

The fund has determined that it meets the definition of an "investment entity" and as a result, it measures subsidiaries, if any, at FVTPL. An investment entity is an entity that: obtains funds from one or more investors for the purposes of providing them with investment management services, commits to its investors that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both, and measures and evaluates the performance of substantially all of its investments on a fair value basis. The most significant judgement that the Fund has made in determining that it meets this definition is that fair value is the primary measurement attribute used to measure and evaluate the performance of substantially all of its investments.

8. Redeemable units

Redeemable units transactions include amounts representing unit subscriptions, unit redemptions, and units reinvested. Units are redeemable monthly. The Fund generally has no restrictions or specific capital requirements on the subscription and redemptions of units. In accordance with the objectives and the risk management policies outlined in note 11, the Fund endeavours to invest the subscriptions received in appropriate investments while maintaining sufficient liquidity to meet redemptions, such liquidity being managed by investing the majority of assets in investments that can be readily disposed. The following table summarizes the changes in the number of redeemable units during the year:

	December 31, 2018		December 31, 2017	
	Class B	Class F	Class B	Class F
Units - Beginning of year	1,170,646	10,007,958	1,242,684	10,362,438
Redeemable units issued	-	1,989,945	309,552	5,686,485
Redeemable units reinvested	-	-	42,624	356,953
Redeemable units redeemed	(519,072)	(4,087,507)	(424,214)	(6,397,918)
Units - End of year	651,574	7,910,396	1,170,646	10,007,958

Certain directors and/or related parties of the Fund held 0.24% of the Fund units at December 31, 2018 (December 31, 2017 - 0.18%).

Vertex Arbitrage Fund

Notes to Financial Statements

December 31, 2018

9. Fees and expenses

a) *Management fees*

Pursuant to the terms of the management agreement, the Fund pays the Manager a monthly management fee for services, including the provision of key management personnel, calculated as a percentage of the Net Asset Value (NAV) of each class of units that comprise the Fund on the last business day of the month. The management fee may vary from class to class and will be deducted as an expense of the Fund in the calculation of the net profits of the Fund. The management fee for each of the classes of units is as follows:

Class B: 1/12 of 1.5% (1.5% per annum) of the NAV of Class B Units of the Fund on the last business day of the month plus applicable taxes.

Class F: 1/12 of 1% (1% per annum) of the NAV of Class F Units of the Fund on the last business day of the month plus applicable taxes.

Management fees amounting to \$1,149,600 were incurred for the year ended December 31, 2018 (December 31, 2017 - \$ 1,417,968) of which \$86,262 (December 31, 2017 - \$139,222) were outstanding at year end.

b) *Performance fees*

The Manager is entitled to a performance fee equal to 15% of the amount by which the performance of the Fund exceeds the previous high-water mark for each class of units. The performance fee is accrued monthly and is payable for each calendar quarter, provided that the high-water mark is exceeded, as referred to below. The performance fee plus applicable taxes will be payable by the Fund within 10 business days from the quarter-end. Upon the redemption of units of a particular class, the accrued portion of the performance fee allocated to the redeemed units for that class will be payable by the Fund within 10 business days of the end of the month in which the units were redeemed.

The highest quarter-end NAV per unit for each class of units from time to time establishes a high-water mark for each class of units which must be exceeded in subsequent quarters for the performance fee applicable to each class of units to be payable.

No change in the Manager's performance fee payment policy will be made without at least 60 days' notice to the unitholders. The Manager has reserved the right to change the period for which any performance fee may be paid by the Fund to the Manager.

Performance fees amounting to \$429,479 were incurred for the period ended December 31, 2018 (December 31, 2017 – \$863,856) of which \$72,689 (December 31, 2017 – \$nil) were outstanding at year end.

c) *Other fees and expenses*

The Fund is responsible for the payment of all fees and expenses relating to its operation, including the fees and expenses of the recordkeeper, audit, accounting, administration (other than advertising and

Vertex Arbitrage Fund

Notes to Financial Statements

December 31, 2018

promotional expenses which are paid for by the Manager), record keeping and legal fees and expenses, custody and safekeeping charges, all costs and expenses associated with the qualification for sale of units, providing financial and other reports to Unitholders and convening and conducting meetings of Unitholders, all taxes, assessments or other governmental charges levied against the Fund, interest and all brokerage and other fees relating to the purchase and sale of the assets of the Fund. The Manager will pay for all expenses associated with the identification and management of the Fund's investments (other than direct expenses such as interest charges on margin borrowings and brokerage fees, which are the responsibility of the Fund).

At the discretion of the Manager, certain expenses were absorbed during the year in the amount of \$nil (December 31, 2017 – \$nil).

10. Soft dollar commissions

Soft dollar commissions relate to amounts paid to brokers in exchange for research or other services provided to the manager. The Fund paid \$7,061 (December 31, 2017 – \$6,853) in soft dollar commissions during the year.

11. Financial risk management

The Fund's financial instruments consist of investments, investments pledged as collateral, cash, accrued interest and dividends receivable, subscriptions receivable, other assets, accrued performance fees, accrued management fees, accounts payable and accrued liabilities, due to/from broker, redemptions payable and loan payable. The Fund is exposed to various types of risks that are associated with its investment strategies, financial instruments and markets in which it invests. The Manager maintains a risk management practice that includes quarterly monitoring of the returns based risk profile of the Fund. The purpose of such practices is to minimize the potential adverse effect of each risk on the Fund's financial performance while being consistent with the Fund's investment objective. The risks include market risk (including interest rate risk, other price risk, and currency risk), credit risk and liquidity risk. These risks and related risk management practices employed by the Fund are discussed below:

a) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The investments of the Fund are subject to normal market fluctuations and the risks inherent in investment in financial markets. The maximum risk resulting from financial instruments held by the Fund is determined by the fair value of the financial instruments. The Manager moderates this risk through a careful selection of securities within specified limits and the Fund's other price risk is managed through diversification of the investment portfolio. The Manager monitors the Fund's overall market positions on a daily basis and positions are maintained within established ranges. As at December 31, 2018 and December 31, 2017, the overall market exposures were as follows:

Vertex Arbitrage Fund
Notes to Financial Statements
December 31, 2018

	At December 31 2018		At December 31, 2017	
	Fair Value	% Net Assets	Fair Value	% Net Assets
Equity securities (Long)	\$ 63,316,512	68.69%	\$ 71,888,476	61.71%
Derivative assets				
Option contracts	165,301	0.18%	106,276	0.09%
Total market exposure	\$ 63,481,813	68.87%	\$ 71,994,752	61.80%

	At December 31 2018		At December 31, 2017	
	Fair Value	% Net Assets	Fair Value	% Net Assets
Equity securities (Short)	\$ (5,515,032)	(5.99%)	\$ (20,122,791)	(17.27%)
Derivative liabilities				
Option contracts	(30,437)	(0.03%)	(433,755)	(0.37%)
Total market exposure	\$ (5,545,469)	(6.03%)	\$ (20,556,546)	(17.64%)

Short selling risk is the risk of loss related to short selling transactions. The Fund will profit from a short sale transaction if the value of the borrowed security declines in value from the time the Fund sells the stock to the time the Fund closes out its short position. There is no certainty that the security price will decline, and unlike long positions, where the risk of loss is limited to the amount of the initial investment, short positions may be closed out at a price that would result in a significant loss for the Fund. The Fund's discretion may be limited in an open short sale transaction. For example, the lender may recall the security unexpectedly, or go bankrupt thereby jeopardizing the recoverability of collateral. As well, the Fund may encounter difficulty repurchasing the security should that security's liquidity become compromised in the marketplace. The Fund mitigates such risk by shorting only liquid securities, and by depositing the appropriate collateral against the short positions.

As of December 31, 2018, if the Fund's net equity position and option investments had increased or decreased by 5%, with all other variables held constant, this would have approximately increased or decreased net assets by \$2,896,817 (December 31, 2017 – \$2,571,910). Actual results may differ from this sensitivity analysis and those results could be material.

b) Interest rate risk

As at December 31, 2018, 4.05% (December 31, 2017 – 1.19%) of the Fund's investment portfolio includes interest bearing corporate bonds and foreign bonds, as well as cash. As a result, the Fund is subject to interest rate risk due to fluctuations in the prevailing level of market interest rates which could impact the Fund's cash flows.

The table below summarizes the Fund's exposure to interest rate risk. It includes the Fund's financial assets and liabilities at fair value, categorized by the earlier of contractual re-pricing or maturity dates.

Vertex Arbitrage Fund
Notes to Financial Statements
December 31, 2018

	Less than 1 year	1 - 5 years	More than 5 years	Total
As at December 31, 2018				
Financial Assets				
Bonds*	\$ -	\$ 2,965,044	\$ 772,109	\$ 3,737,153
Financial Liabilities				
Loan payable	\$(56,707,977)	\$ -	\$ -	\$(56,707,977)
As at December 31, 2017				
Financial Assets				
Bonds*	\$ -	\$ 1,392,479	\$ -	\$ 1,392,479
Financial Liabilities				
Loan payable	\$ (45,742,017)	\$ -	\$ -	\$(45,742,017)

* The amount of bonds is net of short securities, if any

At December 31, 2018, should interest rates have increased or decreased by 25 basis points with all other variables remaining constant, the increase or decrease in net assets for the year would amount to approximately \$25,253 (December 31, 2017 - \$14,275). Actual results may differ from this sensitivity analysis and those results could be material. The Fund's managers review the interest rate exposure on a regular basis.

c) Currency risk

Currency risk is the risk that the value of net investments denominated in currencies, other than Canadian Dollars, the functional currency of the Fund, will fluctuate due to changes in foreign exchange rates. The Fund holds assets and liabilities, including cash, short-term investments, equities, options and loans that are denominated in currencies other than the Canadian Dollar. It is therefore exposed to currency risk, as the value of and cash flows associated with the securities denominated in other currencies fluctuate due to changes in exchange rates. The Fund's manager reviews the currency positions of the Fund on a regular basis and the Fund may enter into foreign exchange forward contracts for hedging purposes to reduce its foreign currency exposure or to establish exposure to foreign currencies.

The currency risk reflects the net impact after taking into consideration the forward contracts. Actual results may differ from this sensitivity analysis and those results could be material. As at December 31, 2018 and December 31, 2017, if the Canadian dollar strengthened or weakened by 5% in relation to all other currencies, with all other variables held constant the decrease or increase respectively in net assets would approximately amount to values as disclosed in the tables below:

Vertex Arbitrage Fund
Notes to Financial Statements
December 31, 2018

As at December 31, 2018					
	Monetary exposure	Non-monetary exposure *	Net currency exposure	% of Net assets attributable to holders of redeemable units	5% Decrease /increase
US Dollar	\$ (52,980,071)	\$ 54,254,752	\$ 1,274,681	1.38%	\$ 63,734
Total	\$ (52,980,071)	\$ 54,254,752	\$ 1,274,681	1.38%	\$ 63,734

As at December 31, 2017					
	Monetary exposure	Non-monetary exposure *	Net currency exposure	% of Net assets attributable to holders of redeemable units	5% Decrease /increase
US Dollar	\$ (44,386,128)	\$ 45,434,452	\$ 1,048,325	0.90%	\$ 52,416
Total	\$ (44,386,128)	\$ 45,434,452	\$ 1,048,325	0.90%	\$ 52,416

* The non-monetary exposure is net of short securities, if any.

* The monetary exposure is net of loan payable, if any.

d) Liquidity risk

Liquidity risk is the risk that a fund may not be able to settle or meet its obligations on time or at a reasonable price. Fund's exposure to liquidity risk is concentrated in the cash redemptions of units, loan payable and securities sold short at the monthly valuation date. The Fund invests primarily in securities that are traded in active markets and can be readily disposed. The Fund may, from time to time, invest in derivative contracts traded over the counter or in unlisted securities, which are not traded in an organized market and may be illiquid. As a result, the Fund may not be able to quickly liquidate its investments in these instruments at an amount close to their fair value to meet its liquidity requirements or to respond to specific events such as deterioration in the creditworthiness of any particular issuer. Investments held as at December 31, 2018 that may be subject to liquidity risk have been identified on the Schedule of Investments. In addition, the Fund retains sufficient cash to maintain liquidity.

The tables below analyze the Fund's financial liabilities as at December 31, 2018 and December 31, 2017 into relevant groupings based on contractual maturity dates. The amounts are contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant. The net assets attributable to holders of redeemable units are

Vertex Arbitrage Fund
Notes to Financial Statements
December 31, 2018

redeemable on demand. However, the Manager does not expect that the contractual maturity disclosed below will be representative of the actual cash outflows as holders of the redeemable units typically retain them for a longer period.

	On demand	Less than 3 months	3 - 12 months	More than 12 months	Total
As at December 31, 2018					
Liabilities					
Financial liabilities at fair value					
Securities sold short	\$ -	\$ 5,515,032	\$ -	\$ -	\$ 5,515,032
Written options	-	30,437	-	-	30,437
Management fees payable	-	86,262	-	-	86,262
Accrued performance fees	-	72,689	-	-	72,689
Dividends payable on securities sold short	-	21,819	-	-	21,819
Loan payable	56,707,977	-	-	-	56,707,977
Redemptions payable	-	2,677,728	-	-	2,677,728
Redeemable units	92,184,483	-	-	-	92,184,483

	On demand	Less than 3 months	3 - 12 months	More than 12 months	Total
As at December 31, 2017					
Liabilities					
Financial liabilities at fair value					
Securities sold short	\$ -	\$ 20,618,295	\$ -	\$ -	\$ 20,618,295
Written options	-	433,755	-	-	433,755
Management fees payable	-	139,222	-	-	139,222
Interest payable on securities sold short	-	356	-	-	356
Dividends payable on securities sold short	-	49,801	-	-	49,801
Loan payable	45,742,017	-	-	-	45,742,017
Due to broker	-	1,746,075	-	-	1,746,075
Redemptions payable	-	3,393,242	-	-	3,393,242
Redeemable units	116,492,749	-	-	-	116,492,749

Vertex Arbitrage Fund
Notes to Financial Statements
December 31, 2018

e) Credit risk

Credit risk is the risk that a loss could arise when a security issuer or counterparty to a financial instrument is unable to meet its financial obligations. The Fund’s main credit risk is from corporate bonds, and derivative contracts. To maximize the credit quality of its investments, the Fund’s managers perform ongoing credit evaluations based upon factors surrounding the credit risk of customers, historical trends and other information. Cash and collateral are held with a prime broker bearing a credit rating of Aa3 or better.

The Fund invests in debt securities, which have an investment grade as rated primarily by Dominion Bond Rating Service and Standard & Poor’s. Ratings for securities that subject the Fund to credit risk at December 31, 2018 and December 31, 2017 are noted below:

Rating	Percentage of net assets	
	December 31, 2018	December 31, 2017
A/A	0.16%	-0.43%
BBB/Bbb	0.00%	0.00%
Below BBB	3.89%	0.00%
N/R	0.00%	1.62%
Total	4.05%	1.19%

All transactions in listed securities are settled for upon delivery using approved brokers. The risk of default is considered minimal, as delivery of securities sold/lent is only made once the broker has received/made payment. Payment is made/received on securities purchased/borrowed once the securities have been received by the broker. The trade will fail if either party fails to meet its obligation.

(f) Concentration risk

Concentration risk arises as a result of the concentration of exposures within the same category, whether it is geographical location, product type, industry sector or counterparty type. The following is a summary of the Fund’s concentration risk:

Vertex Arbitrage Fund
Notes to Financial Statements
December 31, 2018

Portfolio by Category	Percentage of Net Assets (%)	
	December 31, 2018	December 31, 2017
Long - Bonds - Corporate Bonds	4.05	1.62
Long - Stocks - Consumer Discretionary	4.28	9.70
Long - Stocks - Consumer Staples	1.04	-
Long - Stocks - Energy	5.10	4.33
Long - Stocks - Financials	36.29	20.94
Long - Stocks - Health Care	4.82	3.12
Long - Stocks - Industrials	2.54	6.45
Long - Stocks - Information Technology	10.05	10.55
Long - Stocks - Materials	0.22	2.20
Long - Stocks - Telecommunications Services	1.81	0.34
Long - Stocks - Utilities	2.55	4.08
Long - Call Options	-	0.01
Long - Put Options	0.18	0.08
Short - Bonds - Corporate Bonds	-	(0.43)
Short - Stocks - Consumer Discretionary	-	(4.76)
Short - Stocks - Energy	(0.47)	(3.95)
Short - Stocks - Health Care	(0.21)	(1.08)
Short - Stocks - Industrials	(0.12)	(0.93)
Short - Stocks - Information Technology	(1.11)	(2.63)
Short - Stocks - Materials	(2.44)	(0.76)
Short - Stocks - Telecommunications Services	(1.64)	(0.60)
Short - Stocks - Utilities	-	(1.45)
Short - Mutual Funds	-	(1.11)
Short - Call Options	(0.03)	(0.37)
Cash	95.31	83.07
Other Assets, Less Liabilities excluding Loan Payable	(0.69)	10.85
Loan Payable	(61.52)	(39.27)
	<u>100.0</u>	<u>100.00</u>

12. Exemption from regulatory filing

In accordance with section 2.11 (c) of National Instrument 81-106 ("NI 81-106"), Vertex One Asset Management Inc., as manager to the Fund, has provided notice to the securities regulatory authority that it is relying on the exemption granted by section 2.11 of NI 81-106 whereby Vertex One Asset Management Inc. will not be filing the annual financial statements for the Fund with the regulator.

13. Increase in net assets attributable to holders of redeemable units per unit

The increase in net assets attributable to holders of redeemable units per unit for the years ended December 31, 2018 and December 31, 2017 is calculated as follows:

Vertex Arbitrage Fund
Notes to Financial Statements
December 31, 2018

Class B	December 31, 2018	December 31, 2017
Increase in net assets attributable to holders of redeemable units	\$ 264,928	\$ 284,837
Weighted average units outstanding during the year	887,822	1,239,076
Increase in net assets attributable to holders of redeemable units per unit	\$ 0.30	\$ 0.23

Class F	December 31, 2018	December 31, 2017
Increase in net assets attributable to holders of redeemable units	\$ 3,118,412	\$ 3,115,285
Weighted average units outstanding during the year	8,853,120	10,326,046
Increase in net assets attributable to holders of redeemable units per unit	\$ 0.35	\$ 0.30