

PEMBROKE

PRIVATE WEALTH MANAGEMENT

PEMBROKE CANADIAN ALL CAP FUND

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE DECEMBER 31, 2025

INCEPTION DATE
JANUARY 31, 2019

THE PORTFOLIO MANAGEMENT TEAM
PEMBROKE MANAGEMENT LTD.

This annual Management Report of Fund Performance contains financial highlights, but does not contain either interim or annual financial statements of the investment fund. You can get a copy of the interim or annual financial statements at your request, and at no cost, by calling 1-800-668-7383, by writing to us at 150 King Street West, Suite 1210, Toronto, Ontario M5H 1J9 or by visiting our website at www.pml.ca or SEDAR at www.sedar.com. Unitholders may also contact us using one of these methods (except on the SEDAR website) to request a copy of the investment fund's proxy voting policies and procedures, proxy voting disclosure record, or quarterly portfolio disclosure.

Investment Objective and Strategies

Pembroke Canadian All Cap Fund (the “Fund”) seeks to provide long-term growth through capital appreciation by investing primarily in equity securities of mid to large capitalization Canadian companies. To achieve the Fund’s investment objective, we invest primarily in companies that have sustainable growth opportunities, a solid financial position, and a capable management team. The Fund may invest in equity securities of small, medium and large capitalization companies. The Fund focuses primarily on mid to large capitalization companies but may also invest up to 30% of its assets in small capitalization companies. The strategy involves identifying stocks with either sustainable growth characteristics or unrecognized intrinsic value from a universe of primarily mid to large-sized Canadian companies listed on a recognized exchange in Canada and/or the United States. The Fund may invest a maximum of 10% of its assets in equity securities of foreign publicly listed issuers.

Risk

The overall risk of the Fund is as described in the Simplified Prospectus. There were no material changes to the Fund over the financial period that affected the overall level of risk associated with an investment in the Fund. The Fund is suitable for investors who have a medium tolerance for risk and are seeking long-term capital growth.

Results of Operations

For the year ended December 31, 2025, the Fund posted a return of 19.78%. In comparison, the Fund’s Benchmark index, the S&P/TSX Composite Total Return Index posted a return of 31.68%. For the year ended December 31, 2024, the Fund posted a return of 28.98% compared to the Fund’s benchmark which posted a 21.65% return.

Pembroke’s portfolios are generally differentiated from the benchmarks they seek to outperform. In this case, the Fund is more concentrated and has very different industry exposures than its benchmark, the S&P/TSX Composite Index. By investing in a select group of high-quality growth companies, Pembroke seeks to deliver superior risk-adjusted returns when measured over the long term while accepting that short-term relative performance can vary negatively or positively to a significant degree. Relative performance in 2025 was driven primarily by sector-level dynamics rather than broad-based weakness across individual Fund holdings. The Fund maintained an overweight positioning in quality growth-oriented sectors, including Industrials, Information Technology, and Consumer Discretionary, reflecting Pembroke’s emphasis on businesses with durable earnings growth rather than cyclical recovery-driven opportunities. These exposures contributed mixed results during the year. Consumer Discretionary added to relative performance, supported by strong stock selection, while Technology detracted as market-wide concerns related to artificial intelligence adoption and valuation multiple compression weighed on returns across the sector.

Relative underweight exposure to Financials, Materials, and Energy also influenced performance. The Fund’s underweight to Financials detracted as market leadership rotated toward large-cap banks, while sentiment toward other lending-focused businesses remained subdued. Energy underperformed as the Fund’s exposure was concentrated in natural gas-oriented producers, which lagged oil-weighted peers during the year. In Materials, the Fund performance lagged the benchmark. Overall, relative results in 2025 were meaningfully influenced by the exceptional strength of precious metals within the benchmark, which represented a significant contributor to benchmark returns.

Two stocks were significant contributors to performance in 2025.

Aritzia is a vertically integrated specialty apparel retailer focused on the design, sourcing, and sale of primarily women’s fashion under a portfolio of in-house brands, distributed through a growing network of boutiques and a scalable e-commerce platform. The company’s strong share price performance in calendar 2025 reflected continued operational execution and accelerating demand, particularly in the U.S. market, which has become an increasingly important growth driver. Financial results over the year demonstrated solid revenue growth, strong comparable sales, and expanding profitability as earlier investments in distribution capacity, digital capabilities, and brand marketing began to deliver operating leverage. Improved earnings visibility, resilient consumer demand at the higher end of the apparel market, and confidence in Aritzia’s ability to grow profitably in the U.S. supported positive investor sentiment throughout the period. Pembroke views the 2025 fundamental developments for Aritzia as supportive of our long-term thesis for the company.

Agnico Eagle is a senior gold mining company with a diversified portfolio of long-life producing assets, primarily located in Canada – with select exposure in Central America, Europe, and Australia – geographies that Pembroke would consider lower-risk international jurisdictions. The company’s strong share price performance in calendar 2025 was driven largely by a materially higher gold price, which provided a significant tailwind to the sector and improved the economics of gold production. This favourable commodity environment translated into higher margins, strong free cash flow generation, and further balance sheet strengthening for Agnico Eagle. The company’s disciplined operating approach, focus on cost control, and prudent capital allocation allowed it to capture the benefits of higher gold prices, reinforcing its positioning as a high-quality, lower-risk gold producer in the eyes of investors.

Results of Operations (Cont'd)

Two stocks were significant detractors to performance in 2025.

CGI is a global IT consulting and systems integration firm that provides a broad range of services, including application development, managed IT services, and business process outsourcing, with a meaningful portion of its revenues derived from government and public sector clients. CGI's weaker share price performance in calendar 2025 reflected increased uncertainty around near-term demand, particularly within its U.S. federal government operations. Investor concerns centred on slower bookings activity and delayed contract awards as government agencies reassessed spending priorities amid fiscal scrutiny, while some commercial clients deferred technology projects as they evaluated the impact of emerging AI solutions on longer-term IT strategies. Although CGI continued to report revenue growth and maintained a sizeable backlog, the slowdown in demand indicators and reduced visibility on new contract wins weighed on market confidence during the year. Pembroke does not believe that AI will make the company's business model irrelevant and continues to hold the company in the Fund.

Terravest Industries is a diversified industrial manufacturer serving energy, transportation, agriculture, and industrial end markets, with product offerings that include storage tanks, transportation equipment, and heating and cooling solutions. The company's share price came under pressure in calendar 2025 following a period of significant acquisition-driven expansion that increased balance sheet leverage and broadened exposure to more cyclical end markets. Investor sentiment weakened as operating performance in certain acquired businesses fell short of expectations, particularly in segments linked to the trailer and transportation markets, which experienced softer conditions during the year. While reported revenues benefited from recent acquisitions, higher interest costs, increased financial leverage, and variability in cash flow generation raised concerns around near-term execution, integration risk, and capital allocation discipline. The Fund exited from this position, not so much due to lack of conviction in the business rebounding, but opportunity costs associated with a belief that there existed other opportunities that Pembroke had higher conviction in that was more appropriately suited for the mandate of this Fund.

As at December 31, 2025, the total net asset value of the Fund was \$60.3 million as compared to \$43.2 million as at December 31, 2024. The cash position was 2.37% of net asset value. The number of units outstanding in the Fund as at December 31, 2025, was 2.7 million compared with 2.2 million as at December 31, 2024.

Unrealized appreciation on investments as at December 31, 2025, was \$13.7 million as compared to \$9.7 million as at December 31, 2024, resulting in an increase in unrealized appreciation on investments of \$4 million. The Fund had net realized gains on investments sold during the period of \$5.1 million.

Fees and Expenses

During the year, the Fund paid a total of \$112,409 in operating expenses. The management expense ratio ("MER") for unitholders was 0.16%. There are no management fees charged to the Fund as the management fees are charged directly to the unitholders outside the Fund. Refer to the Management Fees section for further details on this.

The Fund was previously a Pooled Fund, and the MER did not account for various fund expenses that will now be incurred as a mutual fund. For the period the Fund was a pooled fund, the expenses would have been higher if the Fund was a prospectus mutual fund.

Unitholder Activity

Throughout the year, \$19 million flowed into the Fund by way of subscriptions and \$7.9 million flowed out of the Fund as a result of redemptions.

Related Party Transactions

Pembroke Private Wealth Management Inc. ("PPW") is the Fund's Manager. The Fund Manager provides the day-to-day management of the business and operations of the Fund. The fees paid to the Fund Manager are shown in the "Management Fees" section of this report. Pembroke is the portfolio manager of the Fund. Pembroke is the parent company of the Fund Manager, PPW. Pembroke's fees are paid by the Fund Manager, for services including investment, management, administration, advisory and accounting. The related party transactions take place in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

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Recent Developments

Outlook

Following several years of strong absolute performance in Canadian equities, the market environment in 2026 is expected to place greater emphasis on underlying economic and business resilience, particularly in the absence of a clear tailwind from monetary policy easing. Against this backdrop, the Fund remains positioned in businesses with company-specific growth drivers that are less dependent on broad economic acceleration, including exposure to themes such as defence spending, artificial intelligence adoption, energy security, and supply chain resiliency. Overall, the portfolio is expected to benefit from continued earnings growth opportunities, supported by valuations that remain reasonable relative to long-term fundamentals.

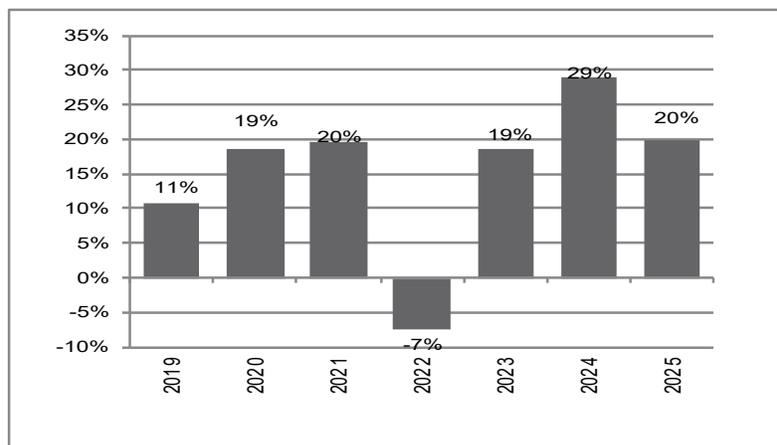
Past Performance

The indicated rates of return are the historical annual compounded total return changes in unit values and reinvestment of all distributions and do not take into account sales, redemptions, distributions or other optional charges that would have reduced returns. Mutual funds are not guaranteed, their values may increase or decrease, and past performance may not be repeated.

The Fund's performance numbers assume that all distributions are reinvested in additional units of the Fund. If you hold this Fund outside of a registered plan, income and capital gains distributions that are paid to you increase your income for tax purposes, whether paid to you in cash or reinvested in additional units. The amount of the reinvested taxable distributions is added to the adjusted cost base of the units that you own. This would decrease your capital gains or increase your capital losses when you later redeem from the Fund, thereby ensuring that you are not taxed on this amount again. Please consult your tax advisor regarding your personal tax situation.

Year-by-year returns

The bar chart indicates the Fund's performance for each of the years shown, and illustrates how the Fund's performance has changed from year to year. The bar chart shows, in percentage terms, how much an investment made on the first day of each financial year would have grown or decreased by the end of the financial year. The percentage figures indicated have been rounded to the nearest whole number due to space constraints.



(1) This chart shows how the units of the Fund have performed since January 31, 2019. The performance of the Fund for the period between January 31, 2019, and December 31, 2019, is not representative as the Fund fundamentally changed its investment objective on January 1, 2020.

Annual compound returns

The following table shows the Fund's annual compound total return for the periods shown ending on December 31, 2025. The annual compound total return is also compared to the S&P/TSX Composite Total Return Index on the same compound basis.

All index returns are calculated in Canadian dollars on a total return basis.

December 31, 2025	1 yr	3 yr	5 yr	10 yr	Since inception
Pembroke Canadian All Cap Fund	19.78%	22.40%	15.21%	N/A	15.78%
S&P/TSX Composite Total Return Index ⁽¹⁾	31.68%	21.42%	16.09%	N/A	14.27%

(1) S&P/TSX Composite Total Return Index is a capitalization-weighted index that represents some of the largest float-adjusted stocks trading on the Toronto Stock Exchange; Company size and liquidity are the chief attributes determining membership.

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Summary of Investment Portfolio

The Summary of Investment Portfolio may change due to ongoing portfolio transactions of the Fund. Updates are available quarterly.

Industry Sector	% of Net Asset Value
Industrials	26.93%
Financials	20.66%
Information Technology	15.58%
Materials	9.93%
Energy	8.94%
Consumer Discretionary	7.87%
Consumer Staples	4.50%
Real Estate	3.15%
Cash	2.37%
Other Net Current Assets	0.07%
Total	100.00%

Top 25 Holdings

Company	% of Net Asset Value	Industry Sector
1 AtkinsRealis Group	5.37%	Industrials
2 Gildan Activewear	5.27%	Consumer Discretionary
3 Boyd Group Services	5.16%	Industrials
4 Royal Bank of Canada	5.15%	Financials
5 Stella-Jones Inc.	4.92%	Materials
6 Alimentation Couche-Tard	4.50%	Consumer Staples
7 CAE	4.28%	Industrials
8 Fairfax Financial Holdings	4.27%	Financials
9 Shopify	4.01%	Information Technology
10 Kinaxis	3.90%	Information Technology
11 MDA Space	3.83%	Industrials
12 Secure Energy Services	3.70%	Energy
13 Tourmaline Oil	3.42%	Energy
14 TMX Group	3.18%	Financials
15 CGI	2.99%	Information Technology
16 Element Fleet Management	2.69%	Industrials
17 Waste Connections	2.65%	Industrials
18 EQB	2.64%	Financials
19 Aritzia	2.59%	Consumer Discretionary
20 FirstService	2.32%	Real Estate
21 Brookfield	2.23%	Financials
22 Intact Financial	2.04%	Financials
23 ARC Resources	1.82%	Energy
24 Agnico Eagle Mines	1.73%	Materials
25 Wheaton Precious Metals	1.69%	Materials
Top 25 Holdings	86.35%	

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Financial Highlights

The following tables show selected key financial information about the Fund and are intended to help you understand the Fund's financial performance for the financial years indicated. This information is derived from the Fund's audited annual financial statements. The information presented is based on prescribed regulations and, as a result, is not expected to sum due to the increase (decrease) in net assets attributable to holders of redeemable units being based on the average units outstanding during the year and all other numbers being based on the actual units outstanding at the relevant point in time.

THE FUND'S NET ASSETS PER UNIT					
	December 31, 2025	December 31, 2024	December 31, 2023	December 31, 2022	December 31, 2021
Net assets attributable to holders of redeemable units, beginning of period ⁽¹⁾	19.75	15.57	13.26	14.48	12.17
Increase (decrease) in net assets attributable to holders of redeemable units:					
Total revenue	0.25	0.28	0.25	0.25	0.18
Total expenses	(0.04)	(0.05)	(0.05)	(0.04)	(0.05)
Realized gains (losses) for the period	2.06	0.59	0.16	(0.51)	0.22
Unrealized gains (losses) for the period	1.62	3.73	2.03	(0.45)	1.52
Total Increase (decrease) in net assets attributable to holders of redeemable units ⁽²⁾	3.89	4.55	2.39	(0.75)	14.99
Distributions to holders of redeemable units:					
From income (excluding dividends)	-	-	-	-	-
From dividends	(0.20)	(0.18)	(0.16)	(0.14)	(0.02)
From capital gains	(1.26)	(0.15)	-	-	(0.05)
Return on capital	-	-	-	-	-
Total distributions to holders of redeemable units ⁽³⁾	(1.46)	(0.33)	(0.16)	(0.14)	(0.07)
Net assets attributable to holders of redeemable units, end of period ⁽⁴⁾	22.18	19.75	15.57	13.26	14.48
<p>(1) This information is derived from the Fund's audited annual financial statements.</p> <p>(2) Net assets and distributions are based on the actual number of units outstanding at the relevant time. The increase (decrease) in net assets attributable to holder's of redeembale units is based on the weighted average number of units outstanding over the financial year.</p> <p>(3) Distributions were paid in cash and/or reinvested in additional units of the Fund.</p> <p>(4) This table is not intended to be a reconciliation of beginning to ending net assets per unit.</p>					
RATIOS AND SUPPLEMENTAL DATA (based on Trading NAV)					
	December 31, 2025	December 31, 2024	December 31, 2023	December 31, 2022	December 31, 2021
Total net asset value (\$) (000's) ⁽¹⁾	60,288	43,223	25,036	14,361	9,792
Number of redeemable units outstanding (000's) ⁽¹⁾	2,718	2,188	1,607	1,083	676
Management expense ratio (%) ⁽²⁾	0.16	0.23	0.33	0.30	0.19
Management expense ratio before waivers or absorptions (%) ⁽²⁾	0.16	0.23	0.33	0.52	0.74
Trading expense ratio (%) ⁽³⁾	0.05	0.03	0.04	0.03	0.15
Portfolio turnover rate (%) ⁽⁴⁾	58.19	29.97	48.25	24.99	14.69
Net asset value per unit (\$)	22.18	19.75	15.57	13.26	14.48
<p>(1) This information is provided as at December 31 of the year shown.</p> <p>(2) The management expense ratio ("MER") is calculated in accordance with National Instrument 81-106, based on expenses for the stated year (including Harmonized Sales Tax, Goods and Service Tax, income tax and interest) but excluding foreign withholding taxes, commissions and other portfolio transaction costs, and is expressed as an annualized percentage of the daily average net asset value during the year. PPW may, at its discretion and without notice to unitholders, waive or absorb certain operating expenses. The Fund has had expenses waived or absorbed for all the years presented. The waiver or absorption of operating expenses is expected to continue for an indefinite period of time and can be terminated by PPW at its discretion and without prior notice.</p> <p>(3) The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average net asset value during the year.</p> <p>(4) The Fund's portfolio turnover rate indicates how actively the Fund's portfolio advisor trades its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Fund buying and selling all of the securities in its portfolio once in the course of the year. The higher a Fund's portfolio turnover rate in a year, the greater the trading costs payable by the fund in the year, and the greater the chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a high turnover rate and the performance of a Fund.</p>					

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Financial Highlights (Cont'd)**Management Fees**

Management fees are charged directly to unitholders. Subject to the maximum fees set forth below, unitholders are charged management fees based on the assets under management of their PPW relationship. Such management fees are payable directly to PPW by the redemption (without charge) of a sufficient number of units of the Fund held.

Assets under management under \$5 million		
Name of the Fund	Assets under management	
	Under \$1 million	Between \$1 million and \$5 million
Pembroke Money Market Fund	-	-
Pembroke Canadian Bond Fund	0.65%	0.50%
Pembroke Corporate Bond Fund	0.75%	0.60%
Pembroke Canadian Balanced Fund	1.30%	1.00%
Pembroke Global Balanced Fund	1.30%	1.00%
Pembroke Canadian All Cap Fund	1.50%	1.50%
Pembroke Canadian Growth Fund	1.70%	1.50%
Pembroke American Growth Fund Inc.	1.50%	1.50%
Pembroke International Growth Fund	1.50%	1.50%
Pembroke Concentrated Fund - Class A Units	1.50%	1.50%
Pembroke Dividend Growth Fund	1.50%	1.50%

Assets under management above \$5 million			
Name of the Fund	Assets under management		
	First \$10 million	Next \$15 million	Above \$25 million
Pembroke Money Market Fund	-	-	-
Pembroke Canadian Bond Fund	0.40%	0.40%	0.40%
Pembroke Corporate Bond Fund	0.50%	0.50%	0.50%
Pembroke Canadian Balanced Fund	0.75%	0.75%	0.65%
Pembroke Global Balanced Fund	0.75%	0.75%	0.65%
Pembroke Canadian All Cap Fund	1.00%	0.85%	0.75%
Pembroke Canadian Growth Fund	1.00%	0.85%	0.75%
Pembroke American Growth Fund Inc.	1.00%	0.85%	0.75%
Pembroke International Growth Fund	1.00%	0.85%	0.75%
Pembroke Concentrated Fund - Class A Units	1.00%	0.85%	0.75%
Pembroke Dividend Growth Fund	1.00%	0.85%	0.75%

Management fees paid directly by unitholders of the Fund to PPW through a redemption of units was \$0.4 million for the year ended December 31, 2025.

Under the Pembroke Family Advantage Program, the value of family holdings of all family members designated by the investor will be considered to determine the management fee applicable to all family members. In order to benefit from the Pembroke Family Advantage Program, family members must be designated by the investor using the form prepared by PPW and must be approved by PPW prior to any management fee reduction being applicable. Management fees are determined based on the amount of assets under management with PPW and Pembroke.

All management fees were used by the Manager to pay costs for managing the investment portfolio, providing investment analysis and recommendations, making investment decisions, and providing other services. For the year ended December 31, 2025, none of the management fees received by the Manager were used to fund commission payments and other dealer compensation (collectively "distribution-related costs") paid to registered dealers and brokers for units of the Fund bought and held by investors.

P E M B R O K E

P E M B R O K E C A N A D I A N A L L C A P F U N D

Caution Regarding Forward-looking Statements

This document may contain forward-looking statements relating to anticipated future events, results, circumstances, performance or expectations that are not historical facts but instead represent our beliefs regarding future events. By their nature, forward-looking statements require us to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that predictions and other forward-looking statements will not prove to be accurate. We caution readers of this document not to place undue reliance on our forward-looking statements as a number of factors could cause actual future results, conditions, actions or events to differ materially from the targets, expectations, estimates or intentions expressed or implied in the forward-looking statements. Actual results may differ materially from management expectations as projected in such forward-looking statements for a variety of reasons, including, but not limited to, market and general economic conditions, interest rates, regulatory and statutory developments and the effects of competition in the geographic and business areas in which the Fund may invest. We caution that the foregoing list of factors is not exhaustive and that when relying on forward-looking statements to make decisions with respect to investing in the Fund, investors and others should carefully consider these factors, as well as other uncertainties and potential events, and the inherent uncertainty of forward-looking statements. Further, it should be noted that the Fund has no specific intention of updating any forward-looking statements whether as a result of new information, future events or otherwise, prior to the release of the next Management Report of Fund Performance.

P E M B R O K E

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Pembroke Private Wealth Management Ltd.
is a mutual fund dealer and manager of the Pembroke Funds.
Pembroke Management Ltd. is an investment adviser.

Custodial service provided by RBC Investor & Treasury Services
Unitholder Recordkeeping provided by RBC Investor & Treasury Services
Annual audit performed by Deloitte LLP.