

PEMBROKE

PRIVATE WEALTH MANAGEMENT

PEMBROKE DIVIDEND GROWTH FUND

INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE
FOR THE SIX-MONTH PERIOD ENDED JUNE 30, 2024

INCEPTION DATE
JANUARY 1, 2012

THE PORTFOLIO MANAGEMENT TEAM
PEMBROKE MANAGEMENT LTD.

This interim 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 Dividend Growth Fund (the “Fund”) seeks to provide long-term growth combined with current dividend income by investing primarily in shares of small and mid-cap Canadian, publicly listed issuers that pay a regular dividend. The Fund may invest in equity securities of small, medium and large capitalization companies with an emphasis on small and mid-sized companies. The strategy aims to identify investment opportunities in companies that have both growth potential while exhibiting the financial ability to support the payment of a regular dividend. The Fund will look to invest primarily in Canadian-listed securities but may invest up to a maximum of 30% of the Fund into American publicly listed issuers traded on a recognised exchange in the United States.

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 six-month period ended June 30, 2024, the Fund posted a return of 9.07%. In comparison, the Fund’s benchmark index, the S&P/TSX Composite posted a return of 6.05% for the same period. For the year ended December 31, 2023, the Fund posted a return of 17.75% compared to the Fund’s benchmark which posted a 11.75% return.

The Fund enjoyed a robust first half of the year, augmenting the strong returns enjoyed in 2023. Macroeconomic concerns remain topical, with the interplay between inflationary pressures, evolving interest rate policy, and decelerating economic growth leading to an uncertain environment for businesses and investors alike. Nonetheless, the portfolio performed well in the quarter, driven by a combination of modest earnings growth, modest multiple expansion, and dividend income.

The Fund has significantly differing constituents compared to the respective benchmark, and as such, relative performance can diverge markedly in shorter time frames.

Two stocks were significant contributors to performance in the first half of 2024.

Shares in Canadian Western Bank (“CWB”), a financial services organization offering deposit and lending products to small-and-medium sized companies and individuals, rose sharply after agreeing to merge with the National Bank of Canada in a deal which valued its shares at a 110% premium to its pre-transaction valuation. CWB shares had been trading at a significant discount to its peers on both price to earnings and book value metrics, and the merger surfaced value for shareholders in a decisive manner. While Pembroke saw a path forward for CWB as an independent entity through geographic expansion and product line extensions, the combination with National Bank is an attractive alternative that they support.

Shares in Hammond Power Solutions (“HPS.A”), a leading manufacturer of dry-type transformers supplying the North American markets, performed well in the first half of 2024 following very strong financial results. The company is benefitting from a secular trend towards electrification, as efforts to address climate change through emissions reductions are leading to burgeoning demand for grid infrastructure. This demand backdrop is translating into record revenues, strong backlog growth, expanding margins, and robust cash generation. While Hammond shares have reflected these attractive fundamentals with significant gains in the past two years, they remain attractively valued in light of the company’s strong position in the North American transformer market, free cash generation, and secularly driven growth prospects.

Two stocks were significant detractors to performance in the first half of 2024.

Shares in Champion Iron (“CIA”), a producer of iron ore with mining assets in the Labrador Trough, were weak in the first half of the year in sympathy with iron prices which have been in a downward trajectory throughout 2024. Global macroeconomic concerns have led to near-term softness in underlying commodity prices, with particular scrutiny on the health of the steel industry in China, a major consumer of global iron ore supply. While near term volatility in iron prices are a headwind for Champion, Pembroke is enthusiastic about the company’s longer-term prospects. The company is embarking on expansion and upgrading projects that will deliver to world markets high quality iron ore that is required as feedstock for electric arc furnaces. Efforts to decarbonize the steel industry hinge on conversion of emission intensive blast furnaces to electric arc furnaces, and this transition cannot take place without iron ore of the quality Champion will produce. We expect Champion to enjoy higher realized selling prices and increasing volumes in the coming years as growth initiatives come to fruition.

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Results of Operations (Cont'd)

Shares in Richards Packaging (“RPI.UN”), a distributor of plastic and glass containers to small and medium sized businesses, healthcare packaging and dispensing systems to pharmacies, and consumables and equipment to aesthetician clinics, were weak in the first half of the year as the company continues to endure the after-effects of unusually high COVID-driven demand that has since dissipated. While the company capitalized on the episodic demand that peaked in 2020 by generating significant windfall earnings and cashflow, comparisons have been difficult and results have failed to match the highwater market set during the height of the pandemic. We remain constructive on shares of RPI, as the valuation has corrected to very attractive levels and management has a strong record of compounding earnings and cash flow per share. The company is well capitalized to execute on acquisition opportunities, which we believe are becoming more prevalent in a challenging macroeconomic and financing environment.

As at June 30, 2024, the total net asset value of the Fund was \$161.9 million as compared to \$150.2 million as at December 31, 2023. The cash position was 3.53% of net asset value. The number of units outstanding in the Fund as at June 30, 2024 was 7.1 million compared with 7 million as at December 31, 2023.

Unrealized appreciation on investments as at June 30, 2024 was \$29.8 million as compared to \$25.2 million as at December 31, 2023 resulting in an increase in unrealized appreciation on investments of \$4.6 million. The Fund had net realized gains on investments sold during the period of \$5.6 million.

Fees and Expenses

During the six-month period, the Fund paid a total of \$0.1 million in operating expenses. The management expense ratio (“MER”) for unitholders was 0.07%. 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 six-month period, \$13.5 million flowed into the Fund by way of subscriptions and \$11.4 million flowed out of the Fund as a result of redemptions.

Related Party Transactions

Pembroke Private Wealth Management Ltd. (“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. 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.

Recent Developments

Outlook

While inflationary pressures have been front of mind for capital market investors since early 2022, the aggressive interest rate hikes implemented by monetary authorities have gained traction and reined in further pricing pressures. Attention is shifting towards decelerating economic growth and a deteriorating employment picture, which suggests that an easing of monetary policy is on the horizon. A moderating rate environment will be conducive to the expansion of valuation multiples, though tepid economic growth and lingering inflation will be a headwind to corporate earnings, interest coverage, and dividend distributions. Nonetheless, Pembroke continues to identify companies with agile business models and management teams that can adjust to uncertainty and grow throughout a business cycle

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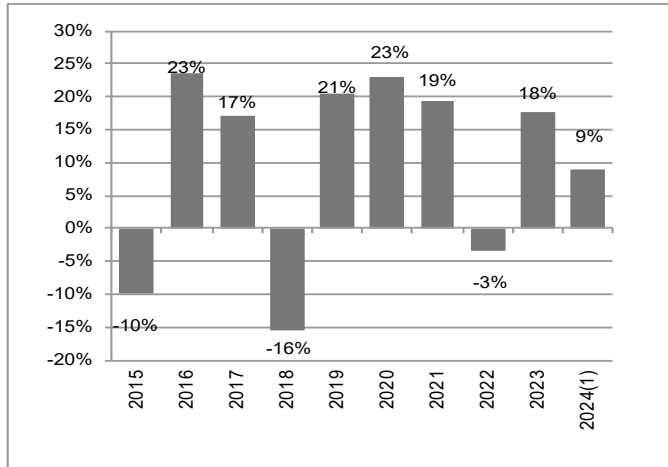
Past Performance

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 have been prepared under the assumption 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) Six-month return to June 30, 2024

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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 |
|--------------------------|----------------------|
| Financials | 35.22% |
| Industrials | 24.71% |
| Information Technology | 9.05% |
| Consumer Discretionary | 6.37% |
| Energy | 5.99% |
| Materials | 4.73% |
| Communication Services | 3.73% |
| Consumer Staples | 3.69% |
| Real Estate | 2.65% |
| Canada Treasury Bill | 1.47% |
| Cash | 3.53% |
| Other Net Current Assets | -1.14% |
| Total | 100.00% |

Top 25 Holdings

| Company | % of Net Asset Value | Industry Sector |
|------------------------------------|----------------------|------------------------|
| 1 Watsco | 4.36 | Industrials |
| 2 Sleep Country Canada | 3.78 | Consumer Discretionary |
| 3 Alaris Equity Partners Income | 3.69 | Financials |
| 4 EQB | 3.66 | Financials |
| 5 AGF Management | 3.42 | Financials |
| 6 Topaz Energy | 3.39 | Energy |
| 7 Guardian Capital Group - Class A | 3.36 | Financials |
| 8 Element Fleet Management | 3.33 | Industrials |
| 9 TMX Group | 3.19 | Financials |
| 10 Canadian Western Bank | 3.17 | Financials |
| 11 Stingray Group | 3.06 | Communication Services |
| 12 Evertz Technologies | 2.92 | Information Technology |
| 13 Mullen | 2.92 | Industrials |
| 14 Calian | 2.81 | Industrials |
| 15 Finning International | 2.78 | Industrials |
| 16 goeasy | 2.75 | Financials |
| 17 Champion Iron | 2.74 | Materials |
| 18 iA Financial | 2.70 | Financials |
| 19 Intact Financial | 2.65 | Financials |
| 20 Information Services | 2.65 | Real Estate |
| 21 Main Street Capital | 2.61 | Financials |
| 22 Parex Resources | 2.60 | Energy |
| 23 Dexterra | 2.55 | Industrials |
| 24 Vecima Networks | 2.53 | Information Technology |
| 25 Russel Metals | 2.52 | Industrials |
| Top 25 Holdings | 76.17 | |

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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 periods indicated. This information is derived from the Fund's audited annual financial statements (excluding June 30, 2024 information). The information presented is based on prescribed regulations and, as a result, is not expected to add up due to the increase (decrease) in net assets attributable to holders of redeemable units being based on the average units outstanding during the period and all other numbers being based on the actual units outstanding at the relevant point in time. The June 30, 2024 interim financial statements are unaudited.

| THE FUND'S NET ASSETS PER UNIT | | | | | | |
|---|------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
| | June 30, 2024 | December 31, 2023 | December 31, 2022 | December 31, 2021 | December 31, 2020 | December 31, 2019 |
| Net assets attributable to holders of redeemable units, beginning of period ⁽¹⁾ | 21.49 | 19.72 | 21.06 | 19.72 | 16.45 | 14.10 |
| Increase (decrease) in net assets attributable to holders of redeemable units: | | | | | | |
| Total revenue | 0.52 | 0.74 | 0.64 | 0.71 | 0.40 | 0.52 |
| Total expenses | (0.02) | (0.04) | (0.03) | (0.01) | (0.04) | (0.01) |
| Realized gains (losses) for the period | 0.79 | 1.14 | (0.03) | 3.79 | 1.03 | (0.24) |
| Unrealized gains (losses) for the period | 0.65 | 1.61 | (1.29) | (0.73) | 1.73 | 2.64 |
| Total Increase (decrease) in net assets attributable to holders of redeemable units ⁽²⁾ | 1.94 | 3.45 | (0.71) | 3.76 | 3.12 | 2.91 |
| Distributions to holders of redeemable units: | | | | | | |
| From income (excluding dividends) | (0.08) | (0.10) | (0.05) | (0.03) | (0.03) | (0.08) |
| From dividends | (0.49) | (0.60) | (0.54) | (0.59) | (0.38) | (0.44) |
| From capital gains | - | (0.95) | - | (1.82) | - | - |
| Return on capital | - | - | - | - | - | - |
| Total distributions to holders of redeemable units ⁽³⁾ | (0.57) | (1.65) | (0.59) | (2.44) | (0.41) | (0.52) |
| Net assets attributable to holders of redeemable units, end of period ⁽⁴⁾ | 22.86 | 21.49 | 19.72 | 21.06 | 19.72 | 16.45 |

(1) 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 redeemable units is based on the weighted average number of units outstanding over the financial period.

(2) Distributions were paid in cash and/or reinvested in additional units of the Fund.

(3) This table is not intended to be a reconciliation of beginning to ending net assets per unit.

RATIOS AND SUPPLEMENTAL DATA (based on Trading NAV)

| | June 30, 2024 | December 31, 2023 | December 31, 2022 | December 31, 2021 | December 31, 2020 | December 31, 2019 |
|---|------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
| Total net asset value (\$) (000's) ⁽¹⁾ | 161,914 | 150,180 | 130,574 | 133,778 | 104,072 | 104,742 |
| Number of redeemable units outstanding (000's) ⁽¹⁾ | 7,082 | 6,988 | 6,622 | 6,352 | 5,277 | 6,367 |
| Management expense ratio (%) ⁽²⁾ | 0.07 | 0.06 | 0.06 | 0.06 | 0.07 | 0.07 |
| Management expense ratio before waivers or absorptions (%) ⁽²⁾ | 0.07 | 0.06 | 0.06 | 0.06 | 0.07 | 0.07 |
| Trading expense ratio (%) ⁽³⁾ | 0.11 | 0.10 | 0.12 | 0.13 | 0.18 | 0.13 |
| Portfolio turnover rate (%) ⁽⁴⁾ | 12.99 | 30.23 | 37.97 | 42.58 | 47.52 | 29.95 |
| Net asset value per unit (\$) | 22.86 | 21.49 | 19.72 | 21.06 | 19.72 | 16.45 |

(1) This information is provided as at June 30 or December 31 of the period shown, as applicable.

(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 was previously a pooled fund and the MER did not account for various fund expenses that will now be incurred as a mutual fund.

(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 period.

(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 period. The higher a Fund's portfolio turnover rate in a period, the greater the trading costs payable by the fund in the period, and the greater the chance of an investor receiving taxable capital gains in the period. There is not necessarily a relationship between a high turnover rate and the performance of a Fund.

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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 \$0.8 million for the six-month period ended June 30, 2024.

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 period ended June 30, 2024, 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
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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.

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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.