

Davis-Rea Equity Fund

Unaudited Financial Statements

For the Periods ended June 30, 2017 and 2016

(Expressed in Canadian dollars)

NOTICE TO READER:

These interim financial statements and related notes for the six-month period ended June 30, 2017 have been prepared by the management of the Fund. The external auditors of the Fund have not audited or reviewed these interim financial statements.

DAVIS-REA EQUITY FUND
Unaudited Statements of Financial Position
As at June 30, 2017 and December 31, 2016
(Expressed in Canadian Dollars)

	June 30, 2017	December 31, 2016
Assets		
Cash	\$ 9,909,983	\$ 16,363,300
Receivable for investments sold	2,538,386	-
Investments at fair value	119,249,546	127,227,730
Subscriptions receivable	146,500	-
Accrued interest receivable	29,938	81,625
Accrued dividends receivable	110,547	98,616
Total assets	131,984,900	143,771,271
Liabilities		
Redemptions payable	40,000	65,200
Accrued management fees	182	4,899
Other accrued expenses	28,107	33,463
Distributions payable to holders of redeemable units	7,512	544
Total liabilities	75,801	104,106
Net assets attributable to holders of redeemable units (Note 5)	\$ 131,909,099	\$ 143,667,165
Net assets attributable to holders of redeemable units per class (Note 5)		
CLASS A	\$ 14	\$ 984,765
CLASS B	\$ 29,091	\$ 30,790
CLASS N	\$ 15,395,030	\$ 16,562,540
CLASS O	\$ 116,484,964	\$ 126,089,070
Net assets attributable to holders of redeemable units per unit		
CLASS A	\$ 13.27	\$ 14.68
CLASS B	\$ 8.21	\$ 8.82
CLASS N	\$ 11.46	\$ 12.23
CLASS O	\$ 11.31	\$ 12.07

DAVIS-REA EQUITY FUND
Unaudited Statements of Comprehensive Income
For the six-month periods ended ended June 30, 2017 and 2016
(Expressed in Canadian Dollars)

	2017	2016
Investment Income		
Interest for distribution purposes	\$ 111,879	\$ 41,841
Dividend income	607,749	309,412
	719,628	351,253
Net Gain (Loss) on Investments		
Net realized gain (loss)	2,515,866	(929,375)
Net foreign exchange gain (loss) on cash	(337,899)	(2,001,704)
Net other gain (loss)	45,079	(104,048)
Change in unrealized appreciation (depreciation)	(9,068,116)	1,976,766
	(6,845,070)	(1,058,361)
	(6,125,442)	(707,108)
Expenses		
Management fees	3,327	7,983
Audit fees	10,204	17,267
Custodial and administrative fees (Note 8)	30,770	32,836
Independent review committee fees	6,756	3,738
Legal fees	4,355	7,219
Registration and other filing fees	495	495
Trustee fees	2,353	2,445
Unitholder communication fees	25,709	28,901
Administration fees	17,912	13,992
Transaction costs	22,103	62,626
Withholding expense	19,272	37,207
Harmonized sales tax	11,594	14,036
Interest expense	1,978	-
	156,828	228,745
Expenses waived/absorbed by the manager	-	-
	156,828	228,745
Increase (decrease) in net assets attributable to holders of redeemable units	\$ (6,282,270)	\$ (935,853)

DAVIS-REA EQUITY FUND
Unaudited Statements of Comprehensive Income
For the six-month periods ended ended June 30, 2017 and 2016
(Expressed in Canadian Dollars)

	2017	2016
Increase (decrease) in net assets attributable to holders of redeemable units per class		
CLASS A	\$ (44,924) \$	(13,141)
CLASS B	\$ (1,699) \$	(452)
CLASS N	\$ (735,010) \$	(116,774)
CLASS O	\$ (5,500,637) \$	(805,486)
Average redeemable units outstanding		
CLASS A	24,456	66,570
CLASS B	3,518	3,466
CLASS N	1,354,402	1,296,033
CLASS O	10,365,376	12,743,693
Increase in net assets attributable to holders of redeemable units per unit		
CLASS A	\$ (1.84) \$	(0.20)
CLASS B	\$ (0.48) \$	(0.12)
CLASS N	\$ (0.54) \$	(0.09)
CLASS O	\$ (0.52) \$	(0.07)

DAVIS-REA EQUITY POOLED FUND**Unaudited Statements of changes in net assets attributable to holders of redeemable units****For the six-month periods ended ended June 30, 2017 and 2016**

(Expressed in Canadian Dollars)

Total	2017	2016
Net assets attributable to holders of redeemable units at beginning of period	\$ 143,667,165	\$ 161,151,272
Increase (decrease) in net assets attributable to holders of redeemable units	(6,282,270)	(935,853)
Distributions paid or payable to holders of redeemable units		
From net investment income	(558,824)	(152,687)
From net realized capital gains	(2,092,642)	(1,480,007)
Return of capital	-	-
Total distributions to holders of redeemable units	(2,651,466)	(1,632,694)
Redeemable unit transactions		
Amount received from the issuance of units	2,199,702	4,819,435
Amount received from reinvestment of distributions	2,598,561	1,611,031
Amount paid on redemptions of units	(7,622,593)	(10,889,444)
Net increase (decrease) from redeemable unit transactions	(2,824,330)	(4,458,978)
Net increase (decrease) in net assets attributable to holders of redeemable units	(11,758,066)	(7,027,525)
Net assets attributable to holders of redeemable units at end of period	\$ 131,909,099	\$ 154,123,747
CLASS A	2017	2016
Net assets attributable to holders of redeemable units at beginning of period	\$ 984,765	\$ 922,373
Increase (Decrease) in Net Assets from Operations	(44,924)	(13,141)
Distributions Paid or Payable to Unitholders		
From net realized capital gains	-	(8,562)
Total distributions to holders of redeemable units	-	(8,562)
Changes Due to Unitholder Transactions		
Amount received from the issuance of units	3	-
Amount received from reinvestment of distributions	-	8,562
Amount paid on redemptions of units	(939,830)	-
Net increase (decrease) from redeemable unit transactions	(939,827)	8,562
Net increase (decrease) in net assets attributable to holders of redeemable units	(984,751)	(13,141)
Net assets attributable to holders of redeemable units at end of period	\$ 14	\$ 909,232

DAVIS-REA EQUITY POOLED FUND**Unaudited Statements of changes in net assets attributable to holders of redeemable units****For the six-month periods ended ended June 30, 2017 and 2016**

(Expressed in Canadian Dollars)

CLASS B	2017	2016
Net assets attributable to holders of redeemable units at beginning of period	\$ 30,790	\$ 28,922
Increase (Decrease) in Net Assets from Operations	(1,699)	(452)
Distributions Paid or Payable to Unitholders		
From net realized capital gains	(455)	(268)
Total distributions to holders of redeemable units	(455)	(268)
Changes Due to Unitholder Transactions		
Amount received from reinvestment of distributions	455	268
Net increase (decrease) from redeemable unit transactions	455	268
Net increase (decrease) in net assets attributable to holders of redeemable units	(1,699)	(452)
Net assets attributable to holders of redeemable units at end of period	\$ 29,091	\$ 28,470
CLASS N	2017	2016
Net assets attributable to holders of redeemable units at beginning of period	\$ 16,562,540	\$ 15,583,328
Increase (Decrease) in Net Assets from Operations	(735,010)	(116,774)
Distributions Paid or Payable to Unitholders		
From net investment income	(64,984)	(13,877)
From net realized capital gains	(243,256)	(135,379)
Total distributions to holders of redeemable units	(308,240)	(149,256)
Changes Due to Unitholder Transactions		
Amount received from the issuance of units	(1)	-
Amount received from reinvestment of distributions	308,241	149,256
Amount paid on redemptions of units	(432,500)	(1,325,000)
Net increase (decrease) from redeemable unit transactions	(124,260)	(1,175,744)
Net increase (decrease) in net assets attributable to holders of redeemable units	(1,167,510)	(1,441,774)
Net assets attributable to holders of redeemable units at end of period	\$ 15,395,030	\$ 14,141,554

DAVIS-REA EQUITY POOLED FUND**Unaudited Statements of changes in net assets attributable to holders of redeemable units****For the six-month periods ended ended June 30, 2017 and 2016**

(Expressed in Canadian Dollars)

CLASS O	2017	2016
Net assets attributable to holders of redeemable units at beginning of period	\$ 126,089,070	\$ 144,616,649
Increase (Decrease) in Net Assets from Operations	(5,500,637)	(805,486)
Distributions Paid or Payable to Unitholders		
From net investment income	(493,840)	(138,810)
From net realized capital gains	(1,848,931)	(1,335,798)
Total distributions to holders of redeemable units	(2,342,771)	(1,474,608)
Changes Due to Unitholder Transactions		
Amount received from the issuance of units	2,199,700	4,819,435
Amount received from reinvestment of distributions	2,289,865	1,452,945
Amount paid on redemptions of units	(6,250,263)	(9,564,444)
Net increase (decrease) from redeemable unit transactions	(1,760,698)	(3,292,064)
Net increase (decrease) in net assets attributable to holders of redeemable units	(9,604,106)	(5,572,158)
Net assets attributable to holders of redeemable units at end of period	\$ 116,484,964	\$ 139,044,491

DAVIS-REA EQUITY POOLED FUND
Unaudited Statements of Cash Flows
For the six-month periods ended ended June 30, 2017 and 2016
(Expressed in Canadian Dollars)

	2017	2016
Cash flows from operating activities		
Increase (decrease) in net assets attributable to holder of redeemable units	\$ (6,282,270)	\$ (935,853)
Adjustments for:		
Foreign exchange gain (loss) on cash	337,899	2,001,704
Net realized gain (loss) on sale of investments	(2,515,866)	929,375
Net change in unrealized appreciation (depreciation) of investments	9,068,116	(1,976,766)
Purchase of investments	(21,863,872)	(42,356,663)
Proceeds from the sale of investments	20,751,420	39,765,810
Interest receivable	51,687	(11,080)
Dividends receivable	(11,931)	305,299
Other liabilities	(10,073)	(13,062)
	(474,890)	(2,291,236)
Financing activities		
Amount received from the issuance of units	2,053,202	4,819,435
Amount paid on redemptions of units	(7,647,793)	(10,708,926)
Distributions paid to unitholders	(45,937)	(32,755)
	(5,640,528)	(5,922,246)
Increase (decrease) in cash during the period	(6,115,418)	(8,213,482)
Change in unrealized foreign exchange (gain) loss on cash	(337,899)	(2,001,704)
Cash at beginning of period	16,363,300	23,246,180
Cash at end of period	\$ 9,909,983	\$ 13,030,994
Interest received	\$ 163,566	\$ 29,946
Dividends received, net of withholding taxes	576,546	577,504

DAVIS-REA EQUITY FUND
Unaudited Statement of Investment Portfolio
As of June 30, 2017

(Expressed in Canadian Dollars)

	Number of Shares / Par Value	Average Cost* \$	Fair Value \$
Canadian Equities - 48.23%			
Energy - 31.91%			
Gear Energy Ltd.	10,603,313	13,979,893	7,846,452
Kelt Exploration Ltd.	1,554,315	16,440,395	9,761,098
Keyera Corp.	102,100	3,811,637	4,167,722
Raging River Exploration Inc.	141,000	1,159,753	1,140,690
Spartan Energy Corp.	1,334,913	11,192,248	8,209,715
Tourmaline Oil Corp.	393,330	13,624,132	10,966,040
		60,208,058	42,091,717
Financials - 1.76%			
Automotive Properties REIT	209,460	1,912,551	2,325,006
		1,912,551	2,325,006
Utilities - 14.56%			
AltaGas Ltd.	384,035	11,843,135	11,325,193
Brookfield Infrastructure Partners L.P.	148,500	5,298,283	7,876,440
		17,141,418	19,201,633
Total Canadian Equities		79,262,027	63,618,356
Canadian Bonds - 3.58%			
Kelt Exploration Ltd., Convertible, 5.000%, 2021/05/31	3,375,000	3,375,000	4,725,000
Total Canadian Bonds		3,375,000	4,725,000
Foreign Equities - 37.01%			
Consumer Discretionary - 8.72%			
Amazon.com Inc.	4,500	4,594,462	5,657,137
McDonald's Corp.	11,500	1,121,241	2,287,452
Walt Disney Co. (The)	25,800	2,651,731	3,560,061
		8,367,434	11,504,650
Financials - 2.08%			
Goldman Sachs Group Inc. (The)	9,500	2,857,890	2,737,725
		2,857,890	2,737,725

DAVIS-REA EQUITY FUND
Unaudited Statement of Investment Portfolio
As of June 30, 2017

(Expressed in Canadian Dollars)

	Number of Shares / Par Value	Average Cost* \$	Fair Value \$
Health Care - 12.14%			
Celgene Corp.	49,000	6,599,418	8,264,446
Cerner Corp.	23,000	1,937,316	1,985,466
Stryker Corp.	32,000	2,264,428	5,767,475
		10,801,162	16,017,387
Industrials - 3.46%			
Stanley Black & Decker Inc.	25,000	2,130,233	4,569,151
		2,130,233	4,569,151
Information Technology - 10.61%			
Alphabet Inc., Class 'A'	3,400	2,414,397	4,105,076
Apple Inc.	16,200	2,265,436	3,030,028
Facebook Inc., Class 'A'	35,000	4,411,271	6,862,720
		9,091,104	13,997,824
Total Foreign Equities		33,247,823	48,826,737
Foreign Bonds - 1.58%			
PepsiCo Inc., 1.125%, 2017/07/17	400,000	529,053	519,470
Reynolds American Inc., 2.300%, 2017/08/21	1,200,000	1,588,907	1,559,983
		2,117,960	2,079,453
Total Foreign Bonds		2,117,960	2,079,453
Total Cost and Fair Value of Investments - 90.40%		118,002,810	119,249,546
Transaction Cost Included in Average Cost		(30,274)	
Total Investments - 90.40%		117,972,536	119,249,546
Other Assets and Liabilities, Net - 9.60%			12,659,553
Net Assets Attributable to Holders of Redeemable Units - 100.00%			131,909,099

*Cost includes transaction costs

Percentage shown relate to investments at fair value at Net Assets Attributable to Holders of Redeemable Units (Net Assets) as at June 30, 2017

Davis-Rea Equity Fund

Notes to the Financial Statements

June 30, 2017

(Expressed in Canadian Dollars)

1. ESTABLISHMENT OF TRUST

The Davis-Rea Equity Fund (the "Fund" formerly known as Davis-Rea Equity Pooled Fund) is an open ended unincorporated unit trust that was established under the laws of the Province of Ontario by a declaration of trust dated May 31, 2011. CIBC Mellon Trust Company is the trustee (the "Trustee") and the custodian (the "Custodian") of the Fund. Davis-Rea Ltd. is the manager (the "Manager") of the Fund. The Fund began to issue Class A, Class F, Class N and Class O units on June 19, 2011. Prior to March 20, 2013, Class A units of the Fund were intended for accredited investors in units of the Fund, Class F units of the Fund were intended for investors who participate in a fee based program through their dealer, and Class O units of the Fund were intended for investors who entered into an investment management agreement with the Manager. Class N units of the Fund can only be purchased by another Davis-Rea Fund. On and after March 20, 2013, Class A, Class F and Class O units of the Fund can be bought by any retail investor, provided that in the case of Class F units of the Fund, the investor is participating in a fee based program with their dealer, and in the case of Class O units of the Fund, the investor has entered into a Class O investment management agreement with the Manager.

The financial statements of the Fund for the period ended June 30, 2017 were authorized for issue on August 15, 2017.

2. BASIS OF PRESENTATION

The Fund meets the definition of an investment entity and its purpose is to provide investment management services to its shareholders by investing its net assets for capital growth and/or investment income and by measuring its investment performance on a fair value basis. Refer to the Financial Instruments risk note for the Fund's investment objective.

These financial statements have been prepared in compliance with International Financial Reporting Standards (IFRS) as published by the International Accounting Standards Board (IASB). The financial statements are prepared on the historical cost basis except for certain assets, liabilities and financial instruments which are measured at their fair values, as explained in the relevant accounting policies.

3. SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of the significant accounting policies followed by the Fund.

Financial Instruments

The Fund recognizes a financial asset or a financial liability when it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Fund commits to purchase or sell the asset.

The Fund classifies its financial assets and financial liabilities at initial recognition into the following categories, in accordance with IAS 39 Financial Instruments: Recognition and Measurement.

Financial Assets and Liabilities at Fair Value through Profit or Loss

The Fund classifies its investments as financial assets at fair value through profit and loss. These financial assets are designated upon initial recognition on the basis that they are in accordance with risk management and investment strategies of the Fund, as set out in the Fund's simplified prospectus.

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 Statement of Comprehensive Income within changes in unrealized appreciation(depreciation) in the period in which they arise. Interest and dividend earned or paid on these instruments are recorded separately in interest revenue or expense and dividend revenue or expense.

Davis-Rea Equity Fund

Notes to the Financial Statements

June 30, 2017

(Expressed in Canadian Dollars)

Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Financial assets classified as loans and receivables are initially measured at fair value and subsequently measured at amortized cost. Transaction costs are included in the initial carrying amount of the asset. The Fund includes in this category accrued interest, dividends receivable and cash.

Other Financial Liabilities

This category includes all financial liabilities, other than those classified at fair value through profit or loss. Financial liabilities classified as other financial liabilities are subsequently measured at amortized cost. Transaction costs are included in the initial carrying amount of the liability. The Fund includes in this category accrued management fees, distributions payable to holders of redeemable units, redemptions payable and other accrued expenses.

Impairment of Financial Assets

Financial assets are de-recognized when the rights to receive cash flows from the investments have expired or the Fund has transferred substantially all risks and rewards of ownership. The Fund de-recognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. On de-recognition of a financial asset, the difference between the carrying amount of the asset and the consideration received is recognized in Statement of Comprehensive Income.

A financial asset not classified at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence of impairment. A financial asset or a group of financial assets is 'impaired' if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset(s) and that loss event(s) had an impact on the estimated future cash flows of that asset(s) that can be estimated reliably.

Objective evidence that financial assets are impaired includes significant financial difficulty of the borrower or issuer, default or delinquency by a borrower, restructuring of the amount due on terms that the Fund would not otherwise consider, indications that a borrower or issuer will enter bankruptcy, or adverse changes in the payment status of the borrowers.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in profit or loss and reflected in an allowance account against receivables. If an event occurring after the impairment was recognized causes the amount of impairment loss to decrease, then the decrease in impairment loss is reversed through profit or loss to a maximum of the carrying amount of the asset had the impairment not been recognized.

Investment Transactions and Income Recognition

The accrual method of recording income and expenses is followed by the Fund, with investment transactions accounted for on the trade date basis and dividend income recorded on the ex-dividend date. Gains and losses on the sale of investments are determined using an average cost basis. Distributions from income trusts are recognized on the ex-distribution date and are recorded as income, capital gains or return of capital, based on the best information available. Those treated as return of capital reduce the average costs of the underlying investment. Interest for distribution purposes, as disclosed in statement of comprehensive income on debt securities at fair value through profit or loss, is recognized on accrual basis and represents the coupon interest received. The Fund does not amortize premiums paid or discounts received on the purchase of fixed income securities except for zero coupon bonds which are amortized on a straight line basis.

Davis-Rea Equity Fund

Notes to the Financial Statements

June 30, 2017

(Expressed in Canadian Dollars)

Valuation of Investments

Investments held that are traded in an active market through recognized public stock exchanges, over-the-counter markets, or through recognized investment dealers, are valued at their 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 Fund's policy is to recognize transfers into and out of the fair value hierarchy levels as of the date of the event or change in circumstances giving rise to the transfer. Investments held, such as bonds, with no active market or available bid prices are valued at their closing sale prices.

For all other financial instruments not traded in an active market, the fair value is determined by using valuation techniques deemed to be appropriate in the circumstances. Valuation techniques include discounted cash flow analysis and option pricing models, which considers factors such as the market value of the underlying security, strike price, volatility and terms of the warrants or options.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The breakdown of the Fund into the three-level hierarchy is provided in Note 12.

Distributions

Each unitholders' share of income, net of the Fund's expenses and net capital gain is distributed quarterly.

Income Taxes

The Fund qualifies as a unit trust under the Income Tax Act (Canada), and accordingly, is not subject to income tax on the portion of its income, including net realized capital gains, that is distributed to unit holders other than Alternative Minimum Tax. A unit trust may be subject to Alternative Minimum Tax in certain circumstances. All or substantially all of the income for income tax purposes of the Fund is distributed to unit holders in each taxation year.

Foreign Currency Translation

The Fund's subscriptions and redemptions are denominated in Canadian dollars (CAD), which is also its functional and presentation currency.

Portfolio securities and other assets and liabilities denominated in foreign currencies are translated into Canadian dollars at the prevailing rate of exchange on each valuation date. Purchases and sales of investments, income and expenses are translated at the rate of exchange prevailing on the respective dates of such transactions. Foreign exchange gains and losses on the sale of investments are included in net foreign exchange gain (loss) on the Statement of Comprehensive Income.

Commissions and Other Transaction Costs

Commissions and other transaction costs are incremental costs that are directly attributable to the acquisition, issue, or disposal of an investment, which include fees and commissions paid to agents, advisors, levies by regulatory agencies and securities exchanges, and transfer taxes and duties. Commissions and transaction costs are expensed in the Statement of Comprehensive Income.

Davis-Rea Equity Fund

Notes to the Financial Statements

June 30, 2017

(Expressed in Canadian Dollars)

Valuation of Fund Units

Net asset value per unit for each class is calculated at the end of each day on which the Funds' Manager is open for business ("valuation day") by dividing the net asset value of each class by its outstanding units. The net asset value of each class is computed by calculating the value of the class' proportionate share of a fund's assets less the class' proportionate share of the fund's common liabilities and less class-specific liabilities. Expenses directly attributable to a class are charged to that class while common fund expenses are allocated to each class in a reasonable manner as determined by the Manager. Other income and realized and unrealized gains and losses are allocated to each class of a fund based on that class' prorata share of total net asset value of that fund. Amounts received on the issuance of units and amounts paid on the redemption of units are included on the Statement of Changes in Net Assets Attributable to Holders of Redeemable Units.

Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units per Unit

The increase (decrease) in net assets attributable to holders of redeemable units per unit in the Statement of Comprehensive Income represents the increase (decrease) in net assets attributable to holders of redeemable units for the year divided by the weighted average units outstanding during the year for each class.

Other Assets and Liabilities

Accrued interest receivable, accrued dividends receivable and other assets are recorded at amortized cost. Similarly, redemptions payable, accrued management fees, other accrued expenses and distributions payable to holders of redeemable units are designated as other financial liabilities and are recorded at amortized cost. These balances are short term in nature, therefore, amortized cost approximates fair value for these assets and liabilities.

Cash

Cash is comprised of deposits with financial institutions. For the purpose of the Statement of Cash Flows, cash is presented net of outstanding bank overdrafts when applicable.

Redeemable Participating Shares/Units

Redeemable units are redeemable at the unitholder's option and are classified as other financial liabilities and are recorded at present value of redeemable amount. Net asset value per unit of each series is calculated daily (unless such day is not a business day, in which case the last business day prior to such day is used) (each a "valuation day") by dividing the net asset value of each series by the outstanding units of that series. The net asset value of each series is computed by calculating the fair value of the assets less liabilities of the series.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements requires management to use judgement in applying its accounting policies and to make estimates and assumptions about the future. The following discusses the most significant accounting judgements and estimates that the Fund has made in preparing the financial statements:

Fair Value Measurement of Derivatives and Securities not Quoted in an Active Market

When the fund holds financial instruments that are not quoted in active markets, the 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.

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.

Davis-Rea Equity Fund

Notes to the Financial Statements

June 30, 2017

(Expressed in Canadian Dollars)

Classification and Measurement of Investments and Application of the Fair Value Option

In classifying and measuring financial instruments held by the Fund, the Manager is required to make significant judgments on the classification of these investments as either held for trading or designated as fair value through profit and loss under IAS 39, Financial Instruments. Due to the fact the investments have not been acquired or incurred principally for the purpose of selling or repurchasing in the near term and there is no evidence of a recent actual pattern of short term profit taking, the investments are designated as FVTPL and are not considered to be held for trading. Designation is made by being part of a group of financial assets which are managed and have their performance evaluated on a fair value basis.

5. REDEEMABLE UNITS

The capital of the Fund is represented by Class A, B, F, N and O issued redeemable units with no par value. There were no Class F units issued or outstanding during the period. Unitholders are entitled to distributions, if any, and to payment of a proportionate share of the net assets based on the Fund's Net Asset Value per unit upon redemption. The Fund has no restrictions or specific capital requirements on the subscription and redemption of units. Capital movements are disclosed in the Statements of Changes in Net Assets Attributable to Holders of Redeemable Units. In accordance with the investment strategies and risk management policies outlined in Note 10, the Fund endeavours to invest its subscriptions received in appropriate investments while maintaining sufficient liquidity to meet redemptions.

There were no Class F units issued or outstanding during the period.

The following table summarizes the changes in the number of units for the period ended June 30, 2017:

	Class A Number of units	Class B Number of units	Class N Number of units	Class O Number of units
Balance, beginning of period	67,067	3,492	1,354,595	10,446,208
Units issued	-	-	-	190,597
Units redeemed	(67,066)	-	(37,135)	(535,370)
Reinvestments	-	52	26,159	196,853
Balance, end of period	1	3,544	1,343,619	10,298,288

The following table summarizes the changes in the number of units for the year ended December 31, 2016:

	Class A Number of units	Class B Number of units	Class N Number of units	Class O Number of units
Balance, beginning of year	66,245	3,449	1,365,420	12,835,741
Units issued	-	-	119,139	864,850
Units redeemed	-	-	(150,669)	(3,452,993)
Reinvestments	822	43	20,705	198,610
Balance, end of year	67,067	3,492	1,354,595	10,446,208

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6. DISTRIBUTIONS PER UNIT

Distributions may be made by the Fund of all or any part of its net income and net realized gains or as a return of capital to unitholders of record as of the close of business on or before the last valuation date in the year or at such other dates as determined by the Fund Manager, according to each unitholders' proportionate share of the Fund less any tax required to be deducted. The Manager intends to automatically reinvest such distributions of the Fund in additional units of the same class of the Fund on behalf of each unitholder.

The Fund had the following distributions:

	2017	2016
From net realized capital gain	\$ 2,092,642	\$ 1,480,007
From net investment income	\$ 558,824	\$ 152,687

7. INCOME TAXES

The Fund qualifies as a unit trust under the Income Tax Act (Canada) and thus is not subject to income tax on its net taxable capital gains and its net investment income for the year if it allocates net capital gains and net investment income to unitholders. It is the intention of the Fund Manager to allocate the taxable income and realized gains of the Fund annually to unitholders so as to eliminate any income taxes otherwise payable by the Fund. Occasionally, the Funds may distribute more than it earns. This excess distribution is a return of capital and reduces the cost base of the units at the unitholder level.

The Fund may be subject to alternative minimum tax in a year in which it has a net investment loss for tax purposes as well as net realized capital gain. This alternative minimum tax can be carried forward indefinitely to be applied against future taxes otherwise payable. There was no alternative minimum tax as at December 31, 2016.

8. MANAGEMENT FEES AND OTHER EXPENSES AND RELATED PARTY TRANSACTIONS

In accordance with a management agreement, the Manager is responsible for providing investment management administrative services and facilities to the Fund, including general portfolio management, maintenance of accounting records and preparation of reports to unitholders.

The Management fee for Class A, Class B and Class F, is computed at 1.75%, 2.00% and 1.50% respectively, per annum of the net asset value of the Fund plus applicable taxes. The management fee is calculated daily, accrued daily and payable quarterly to the Manager. Class O unitholders pay management fees directly to the Manager and no management fees are charged to Class N unitholders, as these units can only be purchased by another Davis Rea Fund.

These transactions are 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.

Other expenses include accounting, record keeping charges, trustee, custodial, printing, and HST.

Custodian fees are fixed and payable to the Custodian, and are computed at a per annum rate of 0.07% on the first \$10 million, 0.06% on the next \$40 million, and 0.05% on the remaining average net asset value of the Fund. In addition, transaction fees are payable to the Custodian.

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9. ECONOMIC DEPENDENCE

As at June 30, 2017, 11.67% of total net assets are held by one investor (December 31, 2016 – 11.41%).

10. SOFT DOLLAR COMMISSIONS

The brokerage commissions paid on securities transactions may include "soft dollar" amounts, such as the value of research and other services provided by the broker. Although the Manager uses best efforts to determine the soft dollar portion of commissions paid on portfolio transactions of the Fund, the soft dollar portion, in some instances, is not ascertainable. The Fund paid soft dollar amounts during the period ended June 30, 2017 of \$1,733 (2016 - \$16,044).

11. FINANCIAL INSTRUMENTS AND RISK DISCLOSURES

The Fund is exposed to a variety of financial risks: credit risk, liquidity risk, and market risk (including other price risk, interest rate risk and currency risk), in the normal course of business. The value of investments held within the Fund will fluctuate on a daily basis as a result of changes in interest rates, economic conditions, market, and company specific news. The level of risk depends on the Fund's investment objectives and the type of securities in which it invests.

The Fund's overall risk management program seeks to minimize the potentially adverse effect of risk on the Fund's financial performance in a manner consistent with the Fund's investment objectives. The risk management practices

include monitoring compliance to investment guidelines. The Manager manages the potential effects of these financial risks on the Fund's performance by employing and overseeing professional and experienced portfolio advisors that regularly monitor the Fund's positions and market events, and diversifying investment portfolios within the constraints of the investment guidelines.

Credit Risk

Credit risk is the risk that a security issuer or counterparty to a financial instrument will fail to honour its financial obligation or commitment that it has entered into with a Fund. The Fund minimizes credit risk by maintaining its primary bank account at a reputable financial institution.

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 is only made once the broker has received payment. Payment is made on a purchase once the securities have been received by the broker. The trade will fail if either party fails to meet its obligation.

A Fund's source of credit risk is its investments in debt instruments. The fair value of debt instruments includes consideration of the credit worthiness of the issuer, and accordingly represents the maximum credit risk exposure of the Fund. The Fund's maximum exposure to credit risk relates to Kelt Exploration Ltd. in the amount of \$4,725,000 which represents 3.59% of the net assets of the Fund (December 31, 2016 – Air Canada in the amount of \$5,943,750 which represents 4.14% of the net assets of the Fund).

As at June 30, 2017 and December 31, 2016, the Fund invested in debt instruments with the following credit ratings:

Debt securities by credit rating*	% of Net Assets	
	2017	2016
A	0.39%	0.00%
BBB	1.19%	0.00%
Below BBB	0.00%	4.14%
Unrated (U)	3.59%	3.40%
Total	5.17%	7.54%

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*Extracted the blended composite debt securities ratings from Bloomberg, which is a blend of a security's Moody's, S&P, Fitch, and DBRS ratings. The rating agencies are evenly weighted when calculating the composite. It is calculated by taking the average of the existing ratings, rounded down to the lower rating in case the composite is between two ratings. A composite is not to be generated if the debt security is rated by only one of the four rating agencies.

Liquidity Risk

Liquidity risk is the risk that a Fund may not be able to settle or meet its obligation on time or at a reasonable price. The Fund is exposed to monthly cash redemptions of redeemable units. The units of the Fund are issued and redeemed on demand at the then current net asset value per unit at the option of the unitholder. Liquidity risk is managed by investing the majority of the Fund's assets in investments that are traded in an active market and can be readily disposed. In addition, the Fund aims to retain sufficient cash and cash equivalent positions to maintain liquidity for the purpose of funding redemptions. The Fund's financial liabilities are all due within one year, and the Fund has sufficient cash on hand to settle these in due course.

Interest Rate Risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or fair values of financial instruments. The Fund holds securities with fixed interest rates that expose the Fund to fair value interest rate risk. The Fund's policy requires the Manager to manage this risk by calculating and monitoring the average effective duration of the portfolio of these securities. The Fund also holds a limited amount of cash subject to variable interest rates which exposes the Fund to cash flow interest rate risk.

The table below summarizes the Fund's exposure to interest rate risks by remaining term to maturity as at June 30, 2017 and December 31, 2016.

	2017		2016	
Less than 1 year	\$	2,079,453	\$	-
1-3 years	\$	-	\$	-
3-5 years	\$	4,725,000	\$	4,893,750
>5 years	\$	-	\$	5,943,750
Total	\$	6,804,453	\$	10,837,500

As at June 30, 2017, had the prevailing interest rates raised or lowered by 1%, with all other variables held constant, net assets would have decreased or increased, respectively, by approximately \$175,016 (December 31, 2016 - \$544,518). In practice, the actual results may differ from this sensitivity analysis and the difference could be material.

Market Risk

Other Price Risk

Other price risk is the risk that the market value or future cash flows of financial instruments will fluctuate due to changes in market conditions (other than those arising from interest rate risk or currency risk).

All investments represent a risk of loss of capital. The maximum risk resulting from financial instruments is determined by the market value of the financial instruments held by the Fund. Financial instruments held by the Fund are susceptible to market price risk arising from uncertainties about future prices of the instruments.

As at June 30, 2017, a 5% increase or decrease in stock prices would have increased or decreased the Fund's Net Assets by \$5,622,255 (December 31, 2016 - \$5,819,512). In practice, the actual results may differ from this sensitivity analysis and the difference could be material.

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Currency Risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates.

Currency risk arises from financial instruments (including cash and cash equivalents) that are denominated in a currency other than Canadian dollars, which represents the Fund's functional currency. Changes in the value of the Canadian dollar compared to foreign currencies will affect the value, in Canadian dollar terms, of any foreign securities held in the Fund. These fluctuations may reduce, or even eliminate, any return the Fund has earned on foreign securities. Currency exposure may increase the volatility of foreign investments relative to Canadian investments.

The table below indicates the currencies to which the Fund had significant exposure as at June 30, 2017:

	Cash	Investments	Total
U.S. Dollar	\$ 9,674,883	\$ 50,906,190	\$ 60,581,073

The table below indicates the currencies to which the Fund had significant exposure as at December 31, 2016:

	Cash	Investments	Total
U.S. Dollar	\$ 15,343,705	\$ 42,801,987	\$ 58,145,692

As at June 30, 2017, had the Canadian dollar strengthened or weakened by 5% in relation to all currencies, with all other variables held constant, net assets would have decreased or increased, respectively, by approximately \$3,551,326 (December 31, 2016 - \$2,907,285). In practice, the actual trading results may differ from this sensitivity analysis and the difference could be material.

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.

Portfolio by Category	Percentage of Net Assets (%)	
	2017	2016
Canadian Equities		
Consumer Discretionary	-	0.70
Energy	31.90	42.80
Financials	1.80	3.10
Health Care	-	-
Utilities	14.50	4.70
Canadian Bonds	3.60	7.50
Foreign Equities		
Consumer Discretionary	8.70	5.40
Financials	2.10	-
Health Care	12.10	9.90
Industrials	3.50	2.70
Information Technology	10.60	11.80
Foreign Bonds	1.60	-
Other Assets and Liabilities, Net	9.60	11.40
	100.00	100.00

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12. FAIR VALUE DISCLOSURE

Financial instruments recorded at fair value on the Statement of Financial Position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements.

The following fair value hierarchy table presents information about the Fund's assets measured at fair value on a recurring basis at June 30, 2017:

	Level 1	Level 2	Level 3	Total
Canadian Equities	\$ 63,618,356		\$ 63,618,356	
Foreign Equities	48,826,737		48,826,737	
Canadian Bonds	-	4,725,000		4,725,000
Foreign Bonds	-	2,079,453	-	2,079,453
	\$ 112,445,093	\$ 6,804,453	\$ -	\$ 119,249,546

The following fair value hierarchy table presents information about the Fund's assets measured at fair value on a recurring basis at December 31, 2016:

	Level 1	Level 2	Level 3	Total
Canadian Equities	\$ 73,588,243	\$ -	\$ -	\$ 73,588,243
Foreign Equities	42,801,987	-	-	42,801,987
Canadian Bonds	-	10,837,500	-	10,837,500
	\$ 116,390,230	\$ 10,837,500	\$ -	\$ 127,227,730

There have been no transfers into or out of level 1, 2 or 3 during the periods ended June 30, 2017 and December 31, 2016.

13. FINANCIAL INSTRUMENTS BY CATEGORY

The following tables present the carrying amounts of the Fund's financial instruments by category as at June 30, 2017:

Assets	Financial Assets at FVTPL Designated at Inception	Financial Assets at Amortized Cost	Total
Investments	119,249,546	-	119,249,546
Cash	-	9,909,983	9,909,983
Receivable for investments sold	-	2,538,386	2,538,386
Subscriptions receivable	-	146,500	146,500
Accrued interest receivable	-	29,938	29,938
Accrued dividends receivable	-	110,547	110,547
Total	119,249,546	12,735,354	131,984,900

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Liabilities	Financial Liabilities at FVTPL designated at Inception	Financial Liabilities at Amortized Cost	Total
Redemptions Payable	-	40,000	40,000
Distributions payable to holders of redeemable units	-	7,512	7,512
Accrued liabilities	-	28,289	28,289
Total	-	75,801	75,801

The following tables present the carrying amounts of the Fund's financial instruments by category as at December 31, 2016:

Assets	Financial assets at FVTPL designated at inception	Financial assets at amortized cost	Total
Investments	127,227,730	-	127,227,730
Cash	-	16,363,300	16,363,300
Accrued interest receivable	-	81,625	81,625
Accrued dividends receivable	-	98,616	98,616
Total	127,227,730	16,543,541	143,771,271

Liabilities	Financial liabilities at FVTPL designated at inception	Financial liabilities at amortized cost	Total
Redemptions payable	-	65,200	65,200
Distributions payable to holders of redeemable units	-	544	544
Accrued liabilities	-	38,362	38,362
Total	-	104,106	104,106

The following table presents the net gains (losses) on financial instruments at FVTPL by category for the six months period ended June 30, 2017 and 2016.

	Net gains (losses)	
	2017	2016
Financial assets at FVTPL		
Designated at inception	\$ (5,832,622)	\$ 1,400,676
	(5,832,622)	1,400,676
Financial liabilities at FVTPL		
Designated at inception	-	(106,080)
Total	\$ (5,832,622)	\$ 1,294,596

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14. CAPITAL MANAGEMENT

The capital of the Fund is represented by issued redeemable units with no par value. The units of the Fund are entitled to distributions, if any, and any redemptions are based on the Fund's NAV per unit. The Fund has no restrictions or specific capital requirements on the subscriptions and redemptions of units. The relevant movements are shown on the statements of changes in net assets attributable to holders of redeemable units. The Fund endeavors to invest its subscriptions received in appropriate investments while maintaining sufficient liquidity to meet redemptions. There has been no change in the capital management policy during the year.

15. FUTURE ACCOUNTING CHANGES

Standards issued but not yet effective up to the date of issuance of the Fund's financial statements are listed below. The Fund will adopt any applicable standards when they become effective.

Financial Instruments - Classification and Measurement (“IFRS 9”)

In July 2014, the IASB issued the final version of IFRS 9 Financial Instruments, bringing together the classification and measurement, impairment and hedge accounting phases of the IASB's project to replace IAS 39 Financial Instruments: Recognition and Measurement and all previous versions of IFRS 9. IFRS 9 introduces a logical, single

classification and measurement approach for financial assets that reflects the business model in which they are managed and their cash flow characteristics. Built upon this is a forward-looking expected credit loss model, that will result in more timely recognition of loan losses and is a single model that is applicable to all financial instruments subject to impairment accounting. In addition, IFRS 9 also removes the volatility in profit or loss that was caused by changes in the credit risk of liabilities elected to be measured at fair value, such that gains caused by the deterioration of an entity's own credit risk on such liabilities are no longer recognized in profit or loss. IFRS 9 also includes an improved hedge accounting model to better link the economics of risk management with its accounting treatment. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. In addition, the own credit changes can be early applied in isolation without otherwise changing the accounting for financial instruments. The Fund is in the process of assessing the impact of IFRS 9.

16. STATEMENT OF PORTFOLIO TRANSACTION

A statement of portfolio transactions for the period ended June 30, 2017 will be provided without charge by writing to:

Davis-Rea Ltd.
Investment Counsel
79 Wellington Street West
Suite 3535, P.O. Box 239
Toronto, Ontario M5K 1J3