

Financial Statements of

VENATOR ALTERNATIVE INCOME FUND

June 30, 2024 (Unaudited)

MANAGEMENT RESPONSIBILITY FOR FINANCIAL REPORTING

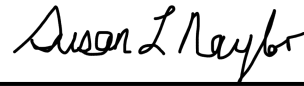
The accompanying unaudited interim financial statements have been prepared by **Venator Capital Management Ltd.**, as manager of the Venator Alternative Income Fund (the “Fund”) and approved by VCM’s board of directors. The manager is responsible for the integrity, objectivity and reliability of the data presented. This responsibility includes selecting appropriate accounting principles and making judgements and estimates consistent with *IFRS Accounting Standards as issued by the International Accounting Standards Board* (“IFRS”); including International Accounting Standard (“IAS”) 34, “*Interim Financial Reporting*”. The manager is also responsible for the development of internal controls over the financial reporting process, which are designed to provide reasonable assurance that relevant and reliable financial information is produced, and the safeguarding of all assets of the Funds.

The board of directors of VCM, is responsible for reviewing and approving the financial statements and overseeing management’s performance of its financial reporting responsibilities.

On behalf of VCM, manager of the Funds



Brandan Osten
Chief Executive Officer
August 13, 2024



Susan Naylor
Chief Financial Officer
August 13, 2024

Notice to Unitholders

The Auditor of the Funds has not reviewed the Venator Alternative Income Fund

VCM, as manager of the Funds, appoints an independent auditor to audit the Funds’ annual financial statements. Applicable securities laws require that if an auditor has not reviewed the Funds’ interim financial report, this must be disclosed in an accompanying notice.

VENATOR ALTERNATIVE INCOME FUND

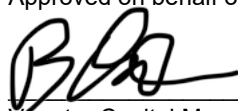
Statements of Financial Position

June 30, 2024, with comparative information for December 31, 2023 (Unaudited)

	June 30, 2024	December 31, 2023
ASSETS		
Current assets		
Cash and cash equivalents	\$ 209,765	\$ 103,117
Investments owned, at fair value (Cost:\$61,302,496 - 2023:\$59,799,151) (note 9)	61,979,294	59,046,866
Interest receivable	1,159,169	1,177,696
Prepaid expenses	14,236	—
Other assets	3,632	2,642
Subscriptions receivable	—	75,000
	<u>63,366,096</u>	<u>60,405,321</u>
LIABILITIES		
Current liabilities		
Due to broker	7,507,287	3,464,319
Accounts payable and accrued liabilities	246,047	267,575
Management fees payable (note 4)	47,212	48,463
Distributions payable	20,176	—
Redemptions payable	87,388	23,100
	<u>7,908,110</u>	<u>3,803,457</u>
Net assets attributable to holders of redeemable units	<u>\$ 55,457,986</u>	<u>\$ 56,601,864</u>
Net assets attributable to holders of redeemable units per Series:		
Series A	\$ 1,459,932	\$ 1,487,003
Series F	<u>53,998,054</u>	<u>55,114,861</u>
	<u>\$ 55,457,986</u>	<u>\$ 56,601,864</u>
Number of redeemable units outstanding (note 5):		
Series A	289,631.08	293,380.77
Series F	9,402,984.33	9,632,351.38
Net assets attributable to holders of redeemable units per unit:		
Series A	\$ 5.04	\$ 5.07
Series F	5.74	5.72

The accompanying notes are an integral part of these financial statements.

Approved on behalf of the Trust:



Trustee

Venator Capital Management Ltd.

VENATOR ALTERNATIVE INCOME FUND

Statements of Comprehensive Income

Period ended June 30, 2024, with comparative information for 2023 (Unaudited)

	2024	2023
Income		
Interest income for distribution purposes	\$ 2,747,541	\$ 2,504,434
Dividends	111,408	167,749
Realized (loss) gain on sale of investments, including foreign exchange adjustments	(717,590)	1,349,980
Net change in unrealized appreciation/depreciation in value of investments	1,429,528	298,414
Other income	—	2,058
	<u>3,570,887</u>	<u>4,322,635</u>
Expenses		
Interest and borrowing fees	1,418,243	1,321,393
Management fees (note 4)	327,703	306,821
Operating costs	58,045	84,924
Legal fees	39,963	3,009
Audit fees	23,434	23,306
Withholding taxes	18,331	16,126
Commissions and other portfolio transaction costs (note 2)	4,343	2,567
	<u>1,890,062</u>	<u>1,758,146</u>
Increase in net assets attributable to holders of redeemable units	<u>\$ 1,680,825</u>	<u>\$ 2,564,489</u>
Increase in net assets attributable to holders of redeemable units per Series (note 10):		
Series A	\$ 35,986	\$ 74,261
Series F	<u>1,644,839</u>	<u>2,490,228</u>
	<u>\$ 1,680,825</u>	<u>\$ 2,564,489</u>
Increase in net assets attributable to holders of redeemable units per unit (note 10):		
Series A	\$ 0.12	\$ 0.23
Series F	0.17	0.26

VENATOR ALTERNATIVE INCOME FUND

Statements of Changes in Net Assets Attributable to Holders of Redeemable Units Period ended June 30, 2024, with comparative information for 2023 (Unaudited)

	Net assets attributable to holders of redeemable units, beginning of period	Proceeds from redeemable units issued	Redemption of redeemable units	Increase in net assets attributable to holders of redeemable units	Distributions paid to holders of redeemable units	Reinvestment of distributions to holders of redeemable units	Net assets attributable to holders of redeemable units, end of period
June 30, 2024							
Series A	\$ 1,487,003	\$ –	\$ (41,785)	\$ 35,986	\$ (43,885)	\$ 22,613	\$ 1,459,932
Series F	55,114,861	1,086,500	(3,758,752)	1,644,839	(1,436,766)	1,347,372	53,998,054
	<u>\$ 56,601,864</u>	<u>\$ 1,086,500</u>	<u>\$ (3,800,537)</u>	<u>\$ 1,680,825</u>	<u>\$ (1,480,651)</u>	<u>\$ 1,369,985</u>	<u>\$ 55,457,986</u>

	Net assets attributable to holders of redeemable units, beginning of period	Proceeds from redeemable units issued	Redemption of redeemable units	Increase in net assets attributable to holders of redeemable units	Distributions paid to holders of redeemable units	Reinvestment of distributions to holders of redeemable units	Net assets attributable to holders of redeemable units, end of period
June 30, 2023							
Series A	\$ 1,624,867	\$ –	\$ (120,989)	\$ 74,261	\$ (38,378)	\$ 24,078	\$ 1,563,839
Series F	47,392,581	4,868,800	(1,482,751)	2,490,228	(1,141,201)	1,062,034	53,189,691
	<u>\$ 49,017,448</u>	<u>\$ 4,868,800</u>	<u>\$ (1,603,740)</u>	<u>\$ 2,564,489</u>	<u>\$ (1,179,579)</u>	<u>\$ 1,086,112</u>	<u>\$ 54,753,530</u>

VENATOR ALTERNATIVE INCOME FUND

Statements of Cash Flows

Period ended June 30, 2024, with comparative information for 2023 (Unaudited)

	2024	2023
Cash provided by (used in):		
Operating Activities		
Increase in net assets attributable to holders of redeemable units	\$ 1,680,825	\$ 2,564,489
Adjustments for non-cash items		
Net realized loss (gain) on sale of investments, including foreign exchange adjustments	717,590	(1,349,980)
Change in unrealized appreciation/depreciation in value of investments	(1,429,528)	(298,414)
Change in non-cash balances		
Decrease (increase) in interest receivable	18,527	(70,454)
Decrease in dividends receivable	–	53,698
Decrease in receivable for investment sold	–	84,497
Increase in prepaid expenses	(14,236)	–
Increase in other assets	(990)	(10,651)
Increase (decrease) in due to broker	4,042,968	(6,966,415)
Decrease in accounts payable and accrued liabilities	(21,528)	(7,565)
(Decrease) increase in management fees payable	(1,251)	1,270
Increase in distributions payable	20,176	15,033
Increase in payable for investment purchased	–	867,810
Proceeds from sale of investments	11,133,109	31,835,961
Purchase of investments	(11,650,324)	(31,224,980)
Cash provided by (used in) operating activities	<u>4,495,338</u>	<u>(4,505,701)</u>
Financing Activities		
Proceeds from redeemable units issued	1,161,500	4,868,800
Amount paid on redemption of redeemable units	(3,736,249)	(1,269,333)
Distributions paid to holders of redeemable units, net of reinvested distributions	(110,666)	(93,467)
Cash (used in) provided by financing activities	<u>(2,685,415)</u>	<u>3,506,000</u>
Increase (decrease) in cash and cash equivalents during the period	1,809,923	(999,701)
Foreign exchange (loss) gain on cash	(1,703,275)	869,652
Cash and cash equivalents, beginning of period	103,117	147,259
Cash and cash equivalents, end of period	<u>\$ 209,765</u>	<u>\$ 17,210</u>
Supplemental information*		
Interest paid	\$ 1,426,711	\$ 1,326,989
Interest received	2,766,068	2,433,980
Dividends received, net of withholding taxes	93,077	205,321

*Included as a part of cash flows from operating activities

VENATOR ALTERNATIVE INCOME FUND

Schedule of Investment Portfolio

As at June 30, 2024 (Unaudited)

Number of shares/units	Investments owned	Average cost	Fair value	% of net asset value
Canadian fixed income				
1,850,000	Advantage Energy Ltd. 5% 30JUN29	\$ 1,850,000	\$ 1,887,001	3.40
1,407,000	Chemtrade Logistics Income Fund 7% 30JUN28	1,408,261	1,414,035	2.55
2,090,000	Dye & Durham Ltd. 3.75% 01MAR2026	2,118,154	2,016,850	3.64
2,000,000	Dye & Durham Ltd. 6.50% 01NOV28	1,682,500	1,740,000	3.14
1,402,000	Extendicare Inc. 5% 30APR2025	1,442,167	1,384,475	2.50
2,000,000	NFI Group Inc. 5% 15JAN2027	1,956,266	1,879,200	3.39
1,100,000	NorthWest Healthcare Properties Real Estate Investment Trust 10% 31MAR25	1,089,532	1,102,200	1.99
725,000	NorthWest Healthcare Properties Real Estate Investment Trust 6.25% 31AUG27	598,954	589,063	1.06
1,400,000	NorthWest Healthcare Properties Real Estate Investment Trust 7.75% 30APR28	1,398,549	1,155,000	2.08
1,065,000	PRO Real Estate Investment Trust 8% 30JUN28	1,063,108	1,063,296	1.92
1,290,000	StorageVault Canada Inc/Alberta 5.75% 31JAN26	1,250,315	1,262,652	2.28
300	Tidewater Midstream and Infrastructure Ltd. 5.50% 30SEP2024	295	299	0.00
1,742,000	Well Health Technologies Corp. 5.50% 31DEC26	1,593,689	1,622,325	2.93
		<u>17,451,790</u>	<u>17,116,396</u>	<u>30.88</u>
U.S. equity				
47,000	Harrow Health Inc. Preferred Shares 11.875%	1,583,126	1,718,994	3.10
U.S. fixed income				
2,000,000	BlueLinx Holdings Inc. 6% 15NOV29	2,159,986	2,549,117	4.60
1,500,000	Bristow Group Inc. 6.875% 01MAR28	1,907,913	2,016,222	3.64
2,000,000	Brookfield Property REIT Inc / BPR Cumulus LLC / BPR Nimbus LLC / GGSi Sellco LL 5.75% 15MAY26	2,491,419	2,686,024	4.84
1,500,000	Chegg Inc. 0.125% 15MAR25	1,785,930	1,919,537	3.46
1,000,000	Cracker Barrel Old Country Store Inc. 0.625% 15JUN26	1,133,780	1,212,264	2.19
1,500,000	CryoPort Inc. 0.75% 01DEC26	1,593,452	1,732,387	3.12
1,000,000	DISH Network Corp. 11.75% 15NOV27	1,365,550	1,347,173	2.43
2,000,000	Diversified Healthcare Trust 0% 15JAN26	2,187,090	2,388,556	4.31
1,000,000	Dye & Durham Ltd. 8.625% 15APR29	1,371,984	1,390,016	2.51
1,500,000	ERO Copper Corp. 6.50% 15FEB30	1,779,537	1,995,608	3.60
1,500,000	G-III Apparel Group Ltd. 7.875% 15AUG25	1,923,715	2,063,466	3.72
1,500,000	Hughes Satellite Systems Corp. 5.25% 01AUG26	1,804,305	1,603,282	2.89
1,500,000	MPT Operating Partnership LP / MPT Finance Corp. 5% 15OCT27	1,680,835	1,697,339	3.06
2,000,000	Porch Group Inc. 6.75% 01OCT28	1,732,606	1,766,245	3.18
1,000,000	RingCentral Inc. 8.50% 15AUG30	1,362,273	1,432,449	2.58
1,500,000	Snap Inc. 0.125% 01MAR28	1,527,199	1,639,993	2.96
2,500,000	Telesat Canada / Telesat LLC 6.50% 15OCT2027	2,902,206	1,041,143	1.88
2,500,000	The Chemours Co. 5.75% 15NOV28	3,035,665	3,161,688	5.70

VENATOR ALTERNATIVE INCOME FUND

Schedule of Investment Portfolio (continued)

As at June 30, 2024 (Unaudited)

Number of shares/units	Investments owned	Average cost	Fair value	% of net asset value
	U.S. fixed income (continued)			
2,000,000	The Gap Inc. 3.625% 01OCT29	\$ 2,015,200	\$ 2,373,143	4.28
2,000,000	Tronox Inc. 4.625% 15MAR29	2,253,275	2,470,191	4.45
2,000,000	Victoria's Secret & Co. 4.625% 15JUL29	2,025,983	2,279,381	4.11
2,000,000	ZipRecruiter Inc. 5% 15JAN30	2,227,677	2,378,290	4.29
		<u>42,267,580</u>	<u>43,143,514</u>	<u>77.80</u>
	U.S. warrants			
51,506	CEC Brands LLC TBD	–	–	–
16,666	Constellation Acquisition Corp I \$11.50 31DEC27	–	390	0.00
		<u>–</u>	<u>390</u>	<u>0.00</u>
	Total investments owned	61,302,496	61,979,294	111.78
	Commissions and other portfolio transaction costs	<u>(2,126)</u>	<u>–</u>	<u>–</u>
	Net investments owned	<u>\$ 61,300,370</u>	61,979,294	111.78
	Other liabilities, net		<u>(6,521,308)</u>	<u>(11.78)</u>
	Net Assets Attributable to Holders of Redeemable Units		<u>\$ 55,457,986</u>	<u>100.00</u>

VENATOR ALTERNATIVE INCOME FUND

Notes to Financial Statements

June 30, 2024 (Unaudited)

Venator Alternative Income Fund (the "Trust") is a trust created under the laws of the Province of Ontario pursuant to a declaration of trust dated July 30, 2008 as amended and restated as at January 8, 2020 (the "Declaration of Trust"). The Trust commenced active operations on August 1, 2008. Venator Capital Management Ltd., a corporation incorporated under the laws of the Province of Ontario, is the manager (the "Manager") and trustee of the Trust (the "Trustee"). The registered office of the Trust is 2 Bloor Street West, Suite 901, Toronto, Ontario M4W 3E2.

The investment objective of the Trust is to provide long-term capital growth through fundamental securities selection focusing on established North American listed companies. In order to meet its investment objective, the Trust will invest in a portfolio of securities that generally have yields in excess of 4%. The Trust may take both long and short positions in equity, debt and derivative securities.

1. Basis of presentation:

These interim financial statements have been prepared on a historical cost basis, except for financial assets and financial liabilities at fair value through profit or loss ("FVTPL"), which are presented at fair value. The policies applied in these interim financial statements are based on IFRS Accounting Standards and International Accounting Standard 34, *Interim Financial Reporting* (together "IFRS"), as published by the International Accounting Standards Board ("IASB"). They were authorized for issue by the Manager on August 13, 2024. These interim financial statements should be read in conjunction with the annual financial statements for the year ended December 31, 2023 which have been prepared in accordance with IFRS. The financial statements are presented in Canadian dollar, which is the Partnership's functional currency.

2. Material accounting policy information:

(a) Use of estimates:

The preparation of financial statements in accordance with IFRS requires management to use accounting estimates. It also requires management to exercise its judgment in the process of applying the Trust's accounting policies. Estimates are continually evaluated and based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from those estimates.

VENATOR ALTERNATIVE INCOME FUND

Notes to Financial Statements (continued)

June 30, 2024 (Unaudited)

2. Material accounting policy information (continued):

(b) Financial assets and financial liabilities:

(i) Valuation:

The fair value of financial assets and financial liabilities traded in active markets (such as publicly traded derivatives and trading securities) is based on quoted market prices. In accordance with the provisions of the Trust's Simplified Prospectus, investment positions are valued based on the last traded market price for the purpose of determining the net asset per unit for subscriptions and redemptions. For financial reporting purposes, the Trust uses the last traded market price for both financial assets and financial liabilities where the last traded price falls within that day's bid-ask spread. In circumstances where the last traded price is not within the bid-ask spread, the Manager determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances. When the Trust holds derivatives with offsetting market risks, it uses mid-market prices as a basis for establishing fair values for the offsetting risk positions and applies this bid or asking price to the net open position, as appropriate.

The fair value of financial assets and financial liabilities that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques. The Trust uses a variety of methods and makes assumptions that are based on market conditions existing at each statements of financial position date. Valuation techniques used include the use of comparable recent arm's-length transactions, discounted cash flow analysis, option pricing models and other valuation techniques commonly used by market participants.

Other financial liabilities are generally settled within twelve months of recognition. Other assets and liabilities are short-term in nature, and are carried at amortized cost, which approximates fair value.

VENATOR ALTERNATIVE INCOME FUND

Notes to Financial Statements (continued)

June 30, 2024 (Unaudited)

2. Material accounting policy information (continued):

(ii) Classification:

The Trust classifies its investments in debt and equity securities as financial assets and financial liabilities at FVTPL.

The Trust classifies its investments at FVTPL based on the Trust's business model for managing those financial assets in accordance with the Trust's documented investment strategy. The portfolio of investments is managed and performance is evaluated on a fair value basis and the portfolio of investments is neither held to collect contractual cash flows nor held both to collect contractual cash flows and to sell financial assets. The Trust is primarily focused on fair value information and uses that information to assess the assets' performance and to make decisions.

Other financial assets including interest receivable and other assets are classified as financial assets and measured at amortized cost. A financial asset is classified and subsequently measured at amortized cost only if both of the following criteria are met:

- (a) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows, and
- (b) the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding.

Due to broker, accounts payable and accrued liabilities, management fees payable, distributions payable and redemptions payable are classified as financial liabilities and reported at amortized cost.

(iii) Recognition/derecognition:

The Trust recognizes regular-way transactions in financial assets or financial liabilities at FVTPL on the trade date which is the date on which the Trust becomes a party to the contractual provisions of the instrument. Other financial assets and financial liabilities are recognized on the date on which they are originated. Any gains and losses arising from changes in fair value of the financial assets or liabilities are recognized in the statements of comprehensive income. Transaction costs are recognized directly in the statements of comprehensive income for financial assets and liabilities at FVTPL and are included in the initial fair value for financial assets at financial liabilities at amortized cost.

VENATOR ALTERNATIVE INCOME FUND

Notes to Financial Statements (continued)

June 30, 2024 (Unaudited)

2. Material accounting policy information (continued):

Financial assets are derecognized when, and only when, the contractual rights to the cash flows from the asset expire; or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. The Trust derecognizes financial liabilities when, and only when, the Trust's obligations are discharged, cancelled or expired.

(c) Offsetting financial instruments:

Financial assets and financial liabilities are offset and the net amount reported in the statements of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously. In the normal course of business, the Trust may enter into various master netting agreements or similar agreements that do not meet the criteria for offsetting in the statements of financial position but still allow for the related amounts to be offset in certain circumstances, such as bankruptcy or termination of the contracts.

(d) Forward foreign currency contracts

The Trust may also enter into forward exchange contracts to hedge against fluctuations in foreign exchange rates. These contracts are valued as the difference between the contractual forward foreign exchange rates and the close forward rate for currency held or sold short at the reporting date. The unrealized gains or losses on the contracts are included in the statements of financial position. Realized gains and losses and changes in unrealized gains and losses are included in the statements of comprehensive income.

(e) Investment transactions and revenue recognition:

Investment transactions are accounted for on a trade date basis and gains and losses from investment transactions are accounted for on the trade date. Interest income is accrued daily and dividend income is recognized on the ex-dividend date.

The interest income for distribution purposes shown on the statements of comprehensive income represents the coupon interest received by the Trust accounted for on an accrual basis. The Trust 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.

Realized (loss) gain on sale of investments, including foreign exchange adjustments, and unrealized appreciation/depreciation in value of investments are determined on an average cost basis. Average cost does not include amortization of premiums or discounts on fixed income securities with the exception of zero coupon bonds.

VENATOR ALTERNATIVE INCOME FUND

Notes to Financial Statements (continued)

June 30, 2024 (Unaudited)

2. Material accounting policy information (continued):

(f) Withholding tax expense:

The Trust generally incurs withholding taxes imposed by certain countries on investment income and capital gains. Such income and gains are recorded on a gross basis and the related withholding taxes are shown as a separate expense in the statements of comprehensive income.

(g) Due to broker:

The Trust has a prime brokerage agreement with its broker to carry its accounts as a customer. The broker has custody of the Trust's securities.

Due to broker is a margin account representing cash loans with brokers that are secured by the underlying investments owned by the Trust.

(h) Commissions and other portfolio transaction costs:

Transaction costs, such as brokerage commissions incurred in the purchase and sale of portfolio securities and other trade execution costs paid to external third parties, such as stamp duties and exchange fees, are recognized as expenses in the statements of comprehensive income based on the trade date.

(i) Fair value hierarchy:

Investments measured at fair value are classified into one of three fair value hierarchy levels, based on the lowest level input that is significant to the fair value measurement in its entirety. The inputs or methodologies used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

The hierarchy of inputs is summarized below:

- Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities. An active market is one in which transactions for the assets occur with sufficient frequency and volume to provide pricing information on an ongoing basis;
- Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

VENATOR ALTERNATIVE INCOME FUND

Notes to Financial Statements (continued)

June 30, 2024 (Unaudited)

2. Material accounting policy information (continued):

(i) Fair value hierarchy (continued):

- Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Refer to note 9 for fair value measurement analysis.

(j) Translation of foreign currency:

The functional and presentation currency of the Trust is the Canadian dollar. The fair value of foreign investments and other assets and liabilities denominated in foreign currencies are translated into Canadian dollars at the exchange rates prevailing at 12:00 p.m. Eastern Standard Time, the closing rate, on each valuation day. Purchases and sales of foreign securities denominated in foreign currencies and the related income are translated into Canadian dollars at rates of exchange prevailing on the respective dates of such transactions. Changes in unrealized appreciation (depreciation) in foreign currencies are recognized in the statements of comprehensive income through net change in unrealized appreciation (depreciation) in value of investments. All other gains and losses related to foreign exchange translations are recognized in the statements of comprehensive income through realized gain (loss) on sale of investments, including foreign exchange adjustments.

(k) Cash and cash equivalents:

Cash and cash equivalents include cash in hand and deposits held with banks with original maturities of three months or less.

(l) Interest and borrowing fees:

As a result of taking both long and short positions, the Trust incurs both interest expense and borrowing fees. While the use of borrowed funds can substantially improve the return on invested capital, its use may also increase the adverse impact to which the investment portfolio of the Trust may be subjected by increasing the Trust's exposure to capital risk and incurring higher expenses.

VENATOR ALTERNATIVE INCOME FUND

Notes to Financial Statements (continued)

June 30, 2024 (Unaudited)

2. Material accounting policy information (continued):

(m) Taxation of the Trust:

The Trust qualifies as a mutual fund trust under the provisions of the Income Tax Act (Canada) (the "Income Tax Act") and, accordingly, is not subject to tax on its net taxable income, including net realized capital gains, which is paid or payable to its unitholders as at the end of the tax year. However, such part of the Trust's net income and net realized capital gains that is not paid or payable is subject to income taxes. It is the intention of the Trust to distribute all of its income and sufficient net realized capital gains so that the Trust will not be subject to income tax.

Non-capital losses are available to be carried forward for 20 years and applied against future taxable income. Capital losses for income tax purposes may be carried forward indefinitely and applied against future capital gains.

(n) Net assets attributable to holders of redeemable units per unit:

The net assets attributable to holders of redeemable units per unit is calculated by dividing the net assets attributable to holders of redeemable units of a particular series of units by the total number of units of that particular series outstanding at the end of the period.

(o) Unit valuation:

The net assets of a particular series of units are computed by calculating the value of that series proportionate share of the assets and liabilities of the Trust common to all series less the liabilities of the Trust attributable only to that series. Expenses directly attributable to a series are charged directly to that series. Income, realized and unrealized gains and losses from investment transactions and other expenses are allocated proportionately to each series based upon the relative net assets of each series.

(p) Increase in net assets attributable to holders of redeemable units per unit:

Increase in net assets attributable to holders of redeemable units per unit is based on the increase in net assets attributable to holders of redeemable units attributed to each series of units, divided by the weighted average number of units outstanding of that series during the period. Refer to note 10 for the calculation.

VENATOR ALTERNATIVE INCOME FUND

Notes to Financial Statements (continued)

June 30, 2024 (Unaudited)

2. Material accounting policy information (continued):

(q) Classification of redeemable units issued by the Trust:

The Trust's units do not meet the criteria in IAS 32, Financial Instruments - Presentation, for classification as equity due to multiple series with different rights and, therefore, have been classified as financial liabilities.

3. Critical accounting estimates and judgments:

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

Classification and measurement of investments:

In classifying and measuring financial instruments held by the Trust, the Manager is required to make significant judgments about whether or not the business of the Trust is to manage its portfolio of investments and evaluate performance on a fair value basis and that the portfolio of investments is neither held to collect contractual cash flows nor held both to collect contractual cash flows and to sell financial assets. The most significant judgments made include assessing and determining the appropriate business model that enables the decision that the Trust's investments are classified as FVTPL.

4. Related party transactions:

(a) Management fees:

The management fee paid by the Trust to the Manager is calculated and payable monthly based on the net asset value of each series daily. The monthly management fee for each series is calculated as follows: (i) 1/12 of 2% of the net asset value of the Series A units; (ii) and 1/12 of 1% of the net asset value of the Series F units, plus applicable taxes. Management fees on Series I units are negotiated and paid directly by the investor.

VENATOR ALTERNATIVE INCOME FUND

Notes to Financial Statements (continued)

June 30, 2024 (Unaudited)

4. Related party transactions (continued):

(a) Management fees (continued):

The Manager will pay, with respect to the Series A units, and out of its management fee, an annual service fee to participating registered dealers whose clients hold Series A units. The service fee is payable quarterly to a maximum of 1% per annum of the net asset value of the Series A units held by clients of the applicable dealer.

Management fees for the period ended June 30, 2024 were \$327,703 (2023 - \$306,821) with \$47,212 payable as at June 30, 2024 (December 31, 2023 - \$48,463).

(b) Performance fee:

The Trust pays a performance fee to the Manager on each Series A, Series D and Series F unit outstanding on the last business day of the period based on the amount by which the net asset value per unit on such date plus the aggregate amount of all distributions declared on such unit ("Adjusted NAV per Unit") exceeds an annualized current year return of 5% over the previous High Water Mark for such unit ("Threshold Rate"), plus applicable taxes. The performance fee is calculated daily. The High Water Mark is defined as the greater of the purchase price of such unit or the Adjusted NAV per Unit after the last date on which a performance fee was paid. In any period in which a performance fee is payable, the Manager will be paid: (i) all of the increase in Adjusted NAV per Unit between the Threshold Rate and the Threshold Rate plus 0.5%; and (ii) 10% of any gains in excess of the Threshold Rate plus 0.5%. Investors in Series I Units may negotiate a different performance fee.

Performance fees for the period ended June 30, 2024 were \$nil (2023 - \$nil) with \$nil payable as at June 30, 2024 (December 31, 2023 - \$nil).

(c) Related party unitholders:

Directors and employees of the Manager own units of the Trust representing 16.07% (December 31, 2023 - 18.01%) of the units outstanding.

VENATOR ALTERNATIVE INCOME FUND

Notes to Financial Statements (continued)

June 30, 2024 (Unaudited)

5. Redeemable units of the Trust:

The Trust is permitted to issue an unlimited number of series of units and an unlimited number of units of each series. The Trust has designated Series A units, Series F units, and Series I units, each of which represents an equal, undivided, beneficial interest in the net asset value of the Trust. Each unit of each series entitles the holder to one vote and to participate equally with respect to any and all distributions made by the Trust. Redeemable units of a series may be consolidated and/or redesignated by the Manager. As at June 30, 2024, Series A and Series F units have been issued.

Unitholders may request that such units be redeemed on the last business day of each weekly period (the "Redemption Date") at their net asset value per unit on such date provided that the request for redemption is submitted at least 5 business days prior to such Redemption Date.

The Manager has the sole discretion to accept or reject redemption requests and intends to accept redemption requests in circumstances where it would not be prejudicial to the Trust. Capital gains, which may arise upon the sale of securities in connection with redemptions of units, will be allocated to the redeeming unitholders.

The unit activity during the period ended June 30 is as follows:

	Redeemable units, beginning of period	Redeemable units issued	Redemptions of redeemable units	Reinvestments of units	Redeemable units, end of period
June 30, 2024					
Series A	293,380.77	–	(8,212.95)	4,463.26	289,631.08
Series F	9,632,351.38	189,196.96	(652,862.78)	234,298.77	9,402,984.33
June 30, 2023					
Series A	339,847.14	–	(24,496.51)	4,909.87	320,260.50
Series F	8,922,388.81	878,972.56	(269,645.26)	194,066.32	9,725,782.43

VENATOR ALTERNATIVE INCOME FUND

Notes to Financial Statements (continued)

June 30, 2024 (Unaudited)

5. Redeemable units of the Trust (Continued):

Capital disclosure:

The capital of the Trust is represented by issued and redeemable units. The redeemable units are entitled to distributions, if any, and to payment of a proportionate share based on the Trust's net asset value per unit upon redemption. The Trust 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. In accordance with its investment objectives and strategies and the risk management practices outlined in note 8, the Trust endeavours to invest the subscriptions received in appropriate investments while maintaining sufficient liquidity to meet redemptions, such liquidity being augmented by short-term borrowings or disposal of investments, where necessary.

6. Distribution policy:

The Manager will allocate and distribute all of the net investment income and net realized gains on investments so that the Trust will not be subject to income taxes under Part 1 of the Income Tax Act. As at June 30, 2024, the Trust intends to pay distributions of \$0.025 per unit (previous month was \$0.025 per unit) to unitholders on a monthly basis within 15 days following the end of each calendar month end.

Unless the unitholder elects to receive cash, all such distributions are automatically reinvested in additional units at the net asset value per unit and on the date of each distribution, the units are automatically consolidated into that number of units outstanding immediately prior to the distribution.

7. Expenses:

The Manager has the power to incur and make payments out of the Trust's property for any charges or expenses, which in the opinion of the Manager are necessary or incidental to or proper for carrying out any of the purposes of the Declaration of Trust, including without limitation all fees and expenses relating to the management and administration of the Trust. The Trust is responsible for any income or excise taxes and brokerage commissions on portfolio transactions.

VENATOR ALTERNATIVE INCOME FUND

Notes to Financial Statements (continued)

June 30, 2024 (Unaudited)

8. Financial instruments and risk management:

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

(a) Credit risk:

Credit risk is the risk that the counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Trust. It arises principally from debt securities held, and also from cash and cash equivalents (through the custodian's credit rating) and balances due from broker. The carrying amount of investments and other assets represents the maximum credit risk exposure as at the date of the Statement of Financial Position.

The cash and cash equivalents are held with a major Canadian bank counterparty which is rated AA as at June 30, 2024 (AA - December 31, 2023).

Balances due from brokers represent margin accounts, cash collateral for borrowed securities and sales transactions awaiting settlement. Credit risk relating to unsettled transactions is considered minimal due to the short settlement period involved and the high credit quality of the broker used. The Trust's prime broker was rated AA at June 30, 2024 (AA - December 31, 2023).

The Trust's investments in debt instruments, including the related interest receivable, represent the main concentration of credit risk. The market value of debt instruments includes consideration of the creditworthiness of the issuer.

VENATOR ALTERNATIVE INCOME FUND

Notes to Financial Statements (continued)

June 30, 2024 (Unaudited)

8. Financial instruments and risk management (Continued):

(a) Credit risk (Continued):

The Trust has invested in debt securities with the following credit quality, as determined by Moody's Investors Service:

	% of net asset value	
	June 30, 2024	December 31, 2023
Rating:		
Ba2	–	1.91
B1	47.12	39.78
B2	4.29	9.66
B3	–	3.73
Caa1	5.32	–
Caa2	4.31	–
Caa3	1.88	2.77
Not rated	45.78	42.35

(b) Liquidity risk:

Liquidity risk is defined as the risk that the Trust may not be able to settle or meet its obligations on time or at a reasonable price.

The Trust's exposure to liquidity risk is concentrated in the periodic cash redemptions of units. The Trust primarily invests in securities that are traded in active markets and can be readily disposed of. In addition, the Trust generally retains sufficient cash and cash equivalent positions to maintain liquidity.

All financial liabilities of the Trust have a maturity of less than three months.

VENATOR ALTERNATIVE INCOME FUND

Notes to Financial Statements (continued)

June 30, 2024 (Unaudited)

8. Financial instruments and risk management (Continued):

(c) Market risk:

(i) Interest rate risk:

Interest rate risk arises when the Trust invests in interest-bearing financial instruments. The Trust is exposed to the risk that the value of such financial instruments will fluctuate due to changes in the prevailing levels of market interest rates. There is minimal sensitivity to interest rate fluctuations on any cash and cash equivalents invested at short-term market interest rates and fixed-rate instruments held for the period ended June 30, 2024 and December 31, 2023.

Investments in bonds are fixed-rate instruments with terms to maturity at June 30, 2024 and December 31, 2023 was as follows:

	June 30, 2024	December 31, 2023
< 1 year	\$ 4,406,511	\$ 296
1 - 3 years	18,467,006	23,414,383
3 - 5 years	24,378,405	17,467,737
> 5 years	13,007,988	15,833,723

As at June 30, 2024, had interest rates increased or decreased by 10 basis points with all other variables remaining constant, the respective decrease or increase in net assets for the period would amount to approximately \$203,635 (December 31, 2023 - \$209,409).

VENATOR ALTERNATIVE INCOME FUND

Notes to Financial Statements (continued)

June 30, 2024 (Unaudited)

8. Financial instruments and risk management (Continued):

(ii) Other price risk:

Other price risk is the risk that the fair value of financial instruments will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk). All investments represent a risk of loss of capital. The Manager aims to moderate this risk through careful selection and diversification of securities and other financial instruments in accordance with the Trust's investment objectives and strategy. Except for written options and securities sold short, the maximum risk resulting from financial instruments is determined by the fair value of the financial instruments. Possible losses from written options and securities sold short can be unlimited.

For the Trust, the most significant exposure to other price risk arises from its investment in equity securities. As at June 30, 2024 had the prices on the respective stock exchanges for these securities increased or decreased by 10%, with all other variables held constant, net assets attributable to holders of redeemable units would have increased or decreased by approximately \$171,938 (December 31, 2023 - \$233,073). In practice, the actual trading results may differ and the difference could be material.

(iii) Currency risk:

Currency risk is the risk that financial instruments which are denominated or exchanged in a currency other than the Canadian Dollar ("CAD"), which is the Trust's reporting currency, will fluctuate due to changes in exchange rates.

Currency to which the Trust had material exposure as at June 30, 2024 and December 31, 2023 is as follows:

Currency	Exposure			Impact if CAD strengthened or weakened by 5% in relation to other currencies		
	Monetary	Non-Monetary	Total	Monetary	Non-Monetary	Total
June 30, 2024						
U.S. Dollar	\$ (45,072,590)	\$ 44,862,898	\$ (209,692)	\$ (2,253,630)	\$ 2,243,145	\$ (10,485)
% of Net Assets						
Attributable to Holders						
of Redeemable Units	(81.27)	80.90	(0.37)	(4.06)	4.04	(0.02)

VENATOR ALTERNATIVE INCOME FUND

Notes to Financial Statements (continued)

June 30, 2024 (Unaudited)

8. Financial instruments and risk management (Continued):

(iii) Currency risk (continued):

Currency	Exposure			Impact if CAD strengthened or weakened by 5% in relation to other currencies		
	Monetary	Non-Monetary	Total	Monetary	Non-Monetary	Total
December 31, 2023						
U.S. Dollar	\$ (45,361,747)	\$ 45,306,399	\$ (55,348)	\$ (2,268,087)	\$ 2,265,320	\$ (2,767)
% of Net Assets						
Attributable to Holders						
of Redeemable Units	(80.14)	80.04	(0.10)	(4.01)	4.00	(0.01)

The amounts in the above tables are based on the fair value of the Trust's financial instruments (including cash), as well as the underlying principal amounts of forward currency contracts, as applicable. Other financial assets (including dividends and interest receivable) and financial liabilities that are denominated in foreign currencies do not expose the Trust to significant currency risk.

As at June 30, 2024 if the Canadian dollar had strengthened or weakened by 5% in relation to all material currencies, with all other variables held constant, net assets attributable to holders of redeemable units would have increased or decreased by approximately \$10,485 (December 31, 2023 - \$2,767). In practice, the actual trading results may differ from this sensitivity analysis and the difference could be material.

VENATOR ALTERNATIVE INCOME FUND

Notes to Financial Statements (continued)

June 30, 2024 (Unaudited)

8. Financial instruments and risk management (Continued):

(d) Concentration risk:

Concentration risk arises because of the concentration exposures within the same category, whether it is geographical location, product type, industry sector or counterparty type. The following table is a summary of the Trust investment portfolio's concentration risk by industry sector:

Market segment	Percentage of net asset value	
	June 30, 2024	December 31, 2023
Investments owned		
Basic Materials	16.3	7.7
Communications	14.4	15.1
Consumer, Discretionary	17.8	25.5
Energy	7.0	3.4
Health Care	11.7	10.5
Industrial	8.0	10.8
Real Estate	21.5	17.8
Technology	15.1	12.2
SPACS	–	1.3

9. Fair value of measurement:

The following is a summary of the inputs used as at June 30, 2024 in valuing the Trust's investments carried at fair values:

	Level 1	Level 2	Level 3	Total
Assets				
Equities	\$ 1,718,994	\$ –	\$ –	\$ 1,718,994
Fixed income securities	1,879,200	58,380,710	–	60,259,910
Warrants	–	390	–	390
	\$ 3,598,194	\$ 58,381,100	\$ –	\$ 61,979,294

There were no significant transfers between the levels during the period ended June 30, 2024.

VENATOR ALTERNATIVE INCOME FUND

Notes to Financial Statements (continued)

June 30, 2024 (Unaudited)

9. Fair value of measurement (Continued):

The following is a summary of the inputs used as at December 31, 2023 in valuing the Trust's investments carried at fair values:

	Level 1	Level 2	Level 3	Total
Assets				
Equities	\$ 2,330,727	\$ –	\$ –	2,330,727
Fixed income securities	1,303,500	55,412,639	–	56,716,139
	\$ 3,634,227	\$ 55,412,639	\$ –	59,046,866

There were no significant transfers between the levels during the year ended December 31, 2023.

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

The increase in net assets attributable to holders of redeemable units per unit for the period ended June 30, 2024 and 2023 is calculated as follows:

	Increase in net assets attributable to holders of redeemable units per Series:	Weighted average of redeemable units outstanding during the period	Increase in net assets attributable to holders of redeemable units per unit:
June 30, 2024			
Series A	\$ 35,986	292,730	\$ 0.12
Series F	1,644,839	9,643,260	0.17
June 30, 2023			
Series A	\$ 74,261	322,166	\$ 0.23
Series F	2,490,228	9,473,070	0.26

VENATOR ALTERNATIVE INCOME FUND

Notes to Financial Statements (continued)

June 30, 2024 (Unaudited)

11. Offsetting financial instruments:

The Trust has provided the prime broker with a general lien over the financial assets in custody as security for the prime broker's exposures relating to provision of prime broker services to the Trust. The terms under which the general lien is provided are usual and customary for prime broker agreements.

The Trust's arrangement with its broker permits offsetting of amounts receivable and payable in respect of securities purchased or sold in the normal course of business.

12. Income taxes:

As at the tax year ended December 31, 2023, the Trust has no non-capital losses carried forward and has capital losses carried forward in the amount of \$7,941,586 (2022 - \$7,230,443) available for income tax purposes.