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INDEPENDENT AUDITORS' REPORT

To the Members of
PORTLAND JSX LIMITED

Opinion

We have audited the financial statements of Portland JSX Limited ("the Company"), set out on pages 7 to 33, which comprise the statement of financial position as at February 28, 2019, the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at February 28, 2019, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Saint Lucia, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

INDEPENDENT AUDITORS' REPORT (CONTINUED)

To the Members of
PORTLAND JSX LIMITED

Key Audit Matter

The key audit matter is that which, in our professional judgement, was of most significance in our audit of the financial statements of the current period. This matter was addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

Valuation of investment in Portland Caribbean Fund II

The valuation of the Company's unquoted equity investment in Portland Caribbean Fund II ('the Fund') has been identified as an area of significant risk and is the key area that our audit has focused on, given that the measurement of unquoted investments includes significant assumptions and judgments about the performance of the underlying investments of the Fund.

Our audit procedures in this area included the following:

- Understanding and challenging the key assumptions and judgments affecting the Fund's valuation prepared by the Management Company, based on observable data.
- Using our own valuation specialists, assessing the reasonableness of the valuation methodologies employed by the Management Company and the fair value conclusions for the underlying investments in the Fund at the valuation date. We considered the provisions of IFRS 13 *Fair Value Measurement* and reviewed the sources of data and underlying assumptions utilised to value the underlying investments.
- Assessing the adequacy and appropriateness of the Company's unquoted investment disclosures, including the valuation techniques and significant inputs in accordance with IFRS 13.

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report but does not include the financial statements and our auditors' report thereon. The annual report is expected to be made available to us after the date of this auditors' report.

INDEPENDENT AUDITORS' REPORT (CONTINUED)

To the Members of
PORTLAND JSX LIMITED

Other Information (Continued)

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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



INDEPENDENT AUDITORS' REPORT (CONTINUED)

To the Members of
PORTLAND JSX LIMITED

Auditors' Responsibilities for the Audit of the Financial Statements (continued)

A further description of our responsibilities for the audit of the financial statements is included in the Appendix to this auditors' report. This description, which is located at pages 5 to 6, forms part of our auditors' report.

The engagement partner on the audit resulting in this independent auditors' report is Lisa Brathwaite.

A handwritten signature in black ink, appearing to read 'KPMG'.

Chartered Accountants
St. Lucia

April 24, 2019

INDEPENDENT AUDITORS' REPORT (CONTINUED)

To the Members of
PORTLAND JSX LIMITED

Appendix to the Independent Auditors' report

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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



INDEPENDENT AUDITORS' REPORT (CONTINUED)

To the Members of
PORTLAND JSX LIMITED

Appendix to the Independent Auditors' report (continued)

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about a matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

PORTLAND JSX LIMITED

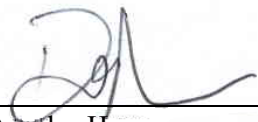
Statement of Financial Position

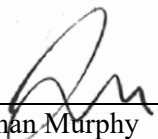
February 28, 2019

(expressed in United States dollars unless otherwise stated)

	<u>Notes</u>	<u>2019</u>	<u>2018</u>
ASSETS			
NON-CURRENT ASSET			
Financial investment, at fair value through profit or loss	6	<u>23,743,995</u>	<u>22,065,065</u>
CURRENT ASSETS			
Cash and short-term deposits	7	237,545	1,635,504
Securities purchased under resale agreements	8	365,473	1,935,759
Receivables	9	53,962	69,693
Taxation recoverable		<u>37,280</u>	<u>31,560</u>
		<u>694,260</u>	<u>3,672,516</u>
Total assets		<u>\$24,438,255</u>	<u>25,737,581</u>
CURRENT LIABILITIES			
Other financial liabilities	10	42,096	43,899
Payables	11	<u>54,895</u>	<u>30,511</u>
Total liabilities		<u>96,991</u>	<u>74,410</u>
EQUITY			
Share capital	12	25,682,953	25,682,953
Accumulated deficit		<u>(1,341,689)</u>	<u>(19,782)</u>
Total equity		<u>24,341,264</u>	<u>25,663,171</u>
Total liabilities and equity		<u>\$24,438,255</u>	<u>25,737,581</u>

The financial statements on pages 7 to 33 were approved for issue by the Board of Directors on April 24, 2019 and signed on its behalf by:


 _____ Chairman
 Douglas Hewson


 _____ Director
 Jonathan Murphy

The accompanying notes form an integral part of the financial statements.

PORTLAND JSX LIMITED

Statement of Profit or Loss and Other Comprehensive Income

Year ended February 28, 2019

(expressed in United States dollars unless otherwise stated)

	<u>Notes</u>	<u>2019</u>	<u>2018</u>
Income and fair value changes:			
Distributions of partnership interest income		93,108	435,612
Interest income, calculated using the effective interest method		55,191	175,283
Net fair value (losses)/gains on financial assets classified as at fair value through profit or loss		(665,282)	2,074,249
Other income		<u>-</u>	<u>86</u>
		(516,983)	2,685,230
Operating expenses	13	(802,675)	(787,309)
(Loss)/profit before taxation		(1,319,658)	1,897,921
Taxation		(2,249)	(306)
(Loss)/profit for the year, being total comprehensive (loss)/income		<u>\$(1,321,907)</u>	<u>1,897,615</u>
(Loss)/profit per stock unit	14	<u>(0.43¢)</u>	<u>0.61¢</u>

The accompanying notes form an integral part of the financial statements.

PORTLAND JSX LIMITEDStatement of Changes in Equity
Year ended February 28, 2019*(expressed in United States dollars unless otherwise stated)*

	<u>Share capital</u> (note 12)	<u>Accumulated deficit</u>	<u>Total</u>
Balances at February 28, 2017	<u>25,682,953</u>	<u>(1,917,397)</u>	<u>23,765,556</u>
Profit for the year, being total comprehensive income	<u>-</u>	<u>1,897,615</u>	<u>1,897,615</u>
Balances at February 28, 2018	25,682,953	(19,782)	25,663,171
Loss for the year, being total comprehensive loss	<u>-</u>	<u>(1,321,907)</u>	<u>(1,321,907)</u>
Balances at February 28, 2019	<u>\$25,682,953</u>	<u>(1,341,689)</u>	<u>24,341,264</u>

The accompanying notes form an integral part of the financial statements.

PORTLAND JSX LIMITED

Statement of Cash Flows

Year ended February 28, 2019

(expressed in United States dollars unless otherwise stated)

	<u>2019</u>	<u>2018</u>
Cash flows from operating activities		
(Loss)/profit for the year	(1,321,907)	1,897,615
Adjustments for:		
Net fair value losses/(gains) on financial assets through profit or loss	665,282	(2,074,249)
Interest income	(55,191)	(175,283)
Distributions of partnership interest income	(93,108)	(435,612)
Taxation	<u>2,249</u>	<u>306</u>
	(802,675)	(787,223)
Changes in current assets and liabilities		
Other financial liabilities at amortised cost Payables	(1,803)	3,060
	<u>24,384</u>	<u>3,911</u>
Cash used in operations	(780,094)	(780,252)
Interest received	70,922	207,485
Partnership distributions received	93,108	435,612
Taxation paid	(7,969)	(15,279)
Net cash used in operating activities	(624,033)	(152,434)
Cash flows from investing activities		
Financial investments, at fair value through profit or loss, net	(2,344,212)	(8,420,101)
Securities purchased under resale agreements, net	<u>1,570,286</u>	<u>3,359,457</u>
Net cash used in investing activities	(773,926)	(5,060,644)
Net decrease in cash and cash equivalents	(1,397,959)	(5,213,078)
Cash and cash equivalents at beginning of year	<u>1,635,504</u>	<u>6,848,582</u>
Cash and cash equivalents at end of year	<u>\$ 237,545</u>	<u>1,635,504</u>
Comprised of:		
Cash at bank	237,545	29,382
Short-term deposits	<u>-</u>	<u>1,606,122</u>
	<u>\$ 237,545</u>	<u>1,635,504</u>

The accompanying notes form an integral part of the financial statements.

PORTLAND JSX LIMITED

Notes to the Financial Statements

Year ended February 28, 2019

(expressed in United States dollars unless otherwise stated)

1. The Company

Portland JSX Limited ("PJX" or "the Company") was incorporated in Saint Lucia on September 15, 2015 as an International Business Company ("IBC") with IBC number 2015-00335, and commenced operations on October 1, 2015. The registered office of the Company is located at the offices of McNamara Corporate Services Inc., 20 Micoud Street, Castries, Saint Lucia. The primary business of the Company is that of a Limited Partner in Portland Caribbean Fund II (the Fund). The Fund has an upfront five year commitment period to make investments within a term of 10 years, ending July 2024, with the possibility of two additional consecutive one-year terms.

PJX is an equity investment vehicle through which Jamaican pension plans, as well as other eligible investors, invest to gain access indirectly to quality investments in the Latin American & Caribbean (LAC) region. The Company is listed on the Jamaica Stock Exchange.

Portland Private Equity II, Ltd., a Barbados exempted limited company (the "Barbados Management Company") and PPEC Inc., a Canadian company (the "Canadian Management Company" and together with the Barbados Management Company, "Management Companies" or "Managers") are responsible for managing the assets of the Fund, including investigating, analysing, structuring and negotiating potential portfolio investments and monitoring the performance of portfolio investments.

Portland JSX Limited and the Partnership

Under the Partnership Agreement, distributions and allocations to the partners and management fees are dealt with in the following manner:

- (1) Distributions and allocations:
 - (a) income, gains, losses, deductions and credits arising in connection with Short-Term Investments, are allocated in proportion to their relative Capital Contributions, and;
 - (b) Distributions of Disposition Proceeds and Other Portfolio Income received in respect of any Portfolio Investment shall initially be apportioned among the Participating Partners based on their respective Capital Contributions attributable to such Investment. The amount apportioned to the General Partner pursuant to the preceding sentence shall be distributed to the General Partner. The remaining amount apportioned to each Limited Partner that is a Participating Partner shall be further apportioned between (i) such Limited Partner on the one hand and (ii) the General Partner on the other hand and, except as otherwise provided in the Agreement, in the following amounts and order of priority:
 - (i) first, 100% to such Limited Partner, until such Limited Partner has received total distributions equal to its total Capital Contributions to the Partnership.
 - (ii) second, 100% to such Limited Partner until such Limited Partner has received total cumulative distributions equal to a preferred return of 8% per annum, compounded annually, on all amounts distributed in accordance with paragraph (i) not previously made to such Limited Partner.

PORTLAND JSX LIMITED

Notes to the Financial Statements (Continued)

Year ended February 28, 2019*(expressed in United States dollars unless otherwise stated)*1. The Company (continued)

(1) Distributions and allocations (continued):

(b) (continued)

(iii) third, 100% to the General Partner until cumulative distributions to the General Partner equals 20% of the aggregate amount of the distributions made under paragraph (ii) and this paragraph.

(iv) thereafter, 20% to the General Partner and 80% to such Limited Partner.

(2) Management fees and other charges:

Management fees are computed at 2% of Limited Partners' commitments. The Management fee will be reduced to 1.75% of unreturned invested capital beginning on the earlier of the end of the commitment period and the date on which a successor fund begins to prepay management fees.

Each Limited Partner is required to bear its portion of management fees and all other partnership fees and expenses, including organisational expenses from the partnership commencement date based on its pro rata share of capital commitments.

In admitting additional Limited Partners or accepting additional Capital Contributions or Capital Commitments from existing Partners, each Limited Partner is treated as having been a party to the Agreement, and each increased Capital Commitment is treated as having been made, as of the Partnership Commencement Date.

2. Statement of compliance and basis of preparation

(a) Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

This is the first set of the Company's annual financial statements in which IFRS 9, *Financial Instruments* and IFRS 15, *Revenue from Contracts with Customers* have been applied. Changes to significant accounting policies are described in Note 3.

New and amended standards that have been issued but not yet effective

At the reporting date, certain new and amended standards and interpretations have been issued which are not yet effective for the current year and which the Company has not early-adopted. The Company has assessed them with respect to its operations and has determined that the following are relevant:

PORTLAND JSX LIMITED

Notes to the Financial Statements (Continued)

Year ended February 28, 2019*(expressed in United States dollars unless otherwise stated)*2. Statement of compliance and basis of preparation (continued)

(a) Statement of compliance (continued)

- (i) Amendments to IFRS 9, *Financial Instruments*, effective retrospectively for annual periods beginning on or after January 1, 2019 clarifies the treatment of:

- (i) Prepayment features with negative compensation:

Financial assets containing prepayment features with negative compensation can now be measured at amortised cost or at fair value through other comprehensive income (FVOCI) if they meet the other relevant requirements of IFRS 9.

- (ii) Modifications to financial liabilities:

If the initial application of IFRS 9 results in a change in accounting policy arising from modified or exchanged fixed rate financial liabilities, retrospective application is required, subject to particular transitional reliefs. There is no change to the accounting for costs and fees when a liability has been modified, but not substantially. These are recognised as an adjustment to the carrying amount of the liability and are amortised over the remaining term of the modified liability.

- (ii) IFRIC 23, *Uncertainty Over Income Tax Treatments*, is effective for annual reporting periods beginning on or after January 1, 2019. IFRIC 23 clarifies that the accounting for income tax treatments that have yet to be accepted by tax authorities is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under IAS 12.

An entity has to consider whether it is probable that the relevant tax authority would accept the tax treatment, or group of tax treatments, that is adopted in its income tax filing.

If the entity concludes that it is probable that the tax authority will accept a particular tax treatment in the tax return, the entity will determine taxable profit (tax loss), tax bases, unused tax losses, unused tax credits or tax rates consistently with the tax treatment included in its income tax filings and record the same amount in the financial statements. The entity will disclose uncertainty.

If the entity concludes that it is not probable that a particular tax treatment will be accepted, the entity has to use the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates. The decision should be based on which method provides better prediction of the resolution of the uncertainty.

- (iii) Amendments to *References to Conceptual Framework in IFRS Standards* is effective retrospectively for annual reporting periods beginning on or after January 1, 2020. The revised framework covers all aspects of standard setting including the objective of financial reporting.

PORTLAND JSX LIMITED

Notes to the Financial Statements (Continued)

Year ended February 28, 2019*(expressed in United States dollars unless otherwise stated)*2. Statement of compliance and basis of preparation (continued)

(a) Statement of compliance (continued)

(iii) Amendments to *References to Conceptual Framework in IFRS Standards* (continued)

The main change relates to how and when assets and liabilities are recognised and de-recognised in the financial statements.

- New ‘bundle of rights’ approach to assets will mean that an entity may recognise a right to use an asset rather than the asset itself;
- A liability will be recognised if a company has no practical ability to avoid it. This may bring liabilities on balance sheet earlier than at present.
- A new control-based approach to de-recognition will allow an entity to derecognize an asset when it loses control over all or part of it; the focus will no longer be on the transfer of risks and rewards.

(iv) Amendment to IAS 1, *Presentation of Financial Statements* and IAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors* is effective for annual periods beginning on or after January 1, 2020, and provides a definition of ‘material’ to guide preparers of financial statements in making judgements about information to be included in financial statements.

“Information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity.”

The Company is assessing the impact that these new and amended standards will have on its financial statements when they are adopted.

(b) Basis of measurement

The financial statements have been prepared on the historical cost basis, modified for the revaluation of financial assets at fair value through profit or loss.

(c) Use of estimates and judgments

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company’s accounting policies.

The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 5.

(d) Functional and presentation currency

Except where indicated to be otherwise, these financial statements are presented in United States dollars, which is the Company’s functional currency.

PORTLAND JSX LIMITED

Notes to the Financial Statements (Continued)

Year ended February 28, 2019*(expressed in United States dollars unless otherwise stated)*3. Changes in accounting policies

The Company has initially applied IFRS 9, *Financial Instruments* from March 1, 2018. A number of other new standards are also effective from March 1, 2018 but they do not have a material effect on the Company's financial statements.

IFRS 9 sets out requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. This standard replaces IAS 39, *Financial Instruments: Recognition and Measurement*. The requirements of IFRS 9 represent a significant change from IAS 39. The new standard brings fundamental changes to the accounting for financial assets and to certain aspects of the accounting for financial liabilities. As a result of the adoption of IFRS 9, the Company has adopted consequential amendments to IAS 1, *Presentation of Financial Statements*, which requires separate presentation in the statement of profit or loss and other comprehensive income of interest revenue calculated using the effective interest method.

Additionally, the Company has adopted consequential amendments to IFRS 7, *Financial Instruments: Disclosures*, which are applied to disclosures about 2018, but have not been applied to the comparative information.

The effect of initially applying IFRS 9 is mainly attributed to additional disclosures [See note 4(d)].

The adoption of IFRS 9 had no material impact on the accumulated deficit of the Company.

(i) Classification and measurement of financial assets and financial liabilities

IFRS 9 contains three principal classification categories for financial assets: measured at amortised cost, fair value through other comprehensive income (FVOCI) and fair value through profit or loss (FVTPL). IFRS 9 classification is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics.

The standard eliminates the previous IAS 39 categories of held-to-maturity, loans and receivables and available-for-sale.

The adoption of IFRS 9 has not had a significant impact on the Company's accounting policies related to financial liabilities as the standard largely retains the existing requirements in IAS 39 for the classification and measurement of financial liabilities as at amortised cost.

For an explanation on how the Company classifies and measures financial instruments and accounts for related gains and losses under IFRS 9 (See Note 4).

PORTLAND JSX LIMITED

Notes to the Financial Statements (Continued)

Year ended February 28, 2019*(expressed in United States dollars unless otherwise stated)*3. Changes in accounting policies (continued)

(i) Classification and measurement of financial assets and financial liabilities (continued)

The following table and the accompanying notes explain the original measurement categories under IAS 39 and the new measurement categories under IFRS 9 for each class of the Company's financial assets as at March 1, 2018. The effect of adopting IFRS 9 did not impact the carrying amounts of financial assets at March 1, 2018 as the amounts determined under the impairment requirements were not deemed material to these financial statements. In addition, there was no impact on the carrying amounts as a result of the new classification requirements.

	Carrying amount at February 28, 2018	Original Classification under IAS 39	New classification under IFRS 9
	\$		
Financial assets			
Financial investment	22,065,065	FVTPL	FVTPL
Cash and short-term deposits	1,635,504	Loans and receivables	Amortised cost
Securities purchased under resale agreements	1,935,759	Loans and receivables	Amortised cost
Interest receivable	<u>16,360</u>	Loans and receivables	Amortised cost
	<u>25,652,688</u>		

(ii) Impairment of financial assets

IFRS 9 replaces the 'incurred loss' model in IAS 39 with a forward-looking 'expected credit loss' (ECL) model. The new impairment model applies to financial assets measured at amortised cost or FVOCI, except for investments in equity instruments. Under IFRS 9, credit losses are recognised earlier than under IAS 39.

The Company has determined that the application of IFRS 9's impairment requirements as at March 1, 2018 was immaterial to these financial statements.

(iii) Transition

Changes in accounting policies resulting from the adoption of IFRS 9 have been applied retrospectively. The Company has taken advantage of the exemption allowing it not to restate comparative information for prior periods with respect to classification and measurement as well as impairment changes.

4. Summary of significant accounting policies

Except for the changes noted in note 3, the Company has consistently applied the accounting policies as set out below to all periods presented in these financial statements.

PORTLAND JSX LIMITED

Notes to the Financial Statements (Continued)

Year ended February 28, 2019*(expressed in United States dollars unless otherwise stated)*4. Summary of significant accounting policies (continued)

(a) Foreign currency translation

Assets and liabilities denominated in foreign currencies are translated into United States dollars at the exchange rates prevailing at the reporting date. Transactions in foreign currencies are converted at the rates of exchange ruling at the dates of those transactions. Gains and losses arising from exchange rate fluctuations are included in profit or loss.

(b) Cash and short-term deposits

Cash and short-term deposits include bank balances and highly liquid financial assets with original maturities of less than ninety days, which are readily convertible to known amounts of cash and are subject to insignificant risk of changes in fair value.

(c) Securities purchased under resale agreements

Securities purchased under agreements to resell the asset at a fixed price on a future date (reverse repurchase agreements) are treated as collateralised lending. The underlying asset is not recognised in the Company's financial statements. The difference between the purchase and resale price is recognised as interest over the life of the agreements using the effective interest method.

(d) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and financial liability or equity instrument of another entity.

Financial instruments carried on the statement of financial position include financial investment, at fair value through profit or loss, securities purchased under resale agreements, receivables and other financial liabilities.

(i) Recognition and initial measurement

Financial instruments at fair value through profit or loss are recognised initially on the trade date, which is the date on which the Company becomes party to the contractual provisions of the instrument. Other financial assets and liabilities are recognised on the date they are originated.

Financial instruments at fair value through profit or loss are measured initially at fair value, with transaction costs recognised in profit or loss. Financial instruments not at fair value through profit or loss are measured initially at fair value, plus transaction costs that are directly attributable to its acquisition or issue.

(ii) Classification

Financial assets- Policy applicable from March 1, 2018

On initial recognition, the Company classifies financial assets as measured at amortised cost or fair value through profit or loss (FVTPL).

PORTLAND JSX LIMITED

Notes to the Financial Statements (Continued)

Year ended February 28, 2019*(expressed in United States dollars unless otherwise stated)*4. Summary of significant accounting policies (continued)

(d) Financial instruments (continued)

(ii) Classification (continued)

Financial assets- Policy applicable from March 1, 2018 (continued)

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

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

All other financial assets of the Company are measured at FVTPL.

Business model assessments:

In making an assessment of the objective of the business model in which a financial asset is held, the Company considers all of the relevant information about how the business is managed, including:

- the documented investment strategy and the execution of this strategy in practice. This includes whether the investment strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how the investment manager is compensated: e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity. However, the information about sales activity is not considered in isolation, but as part of an overall assessment of how the Company's stated objective for managing the financial assets is achieved and how cash flows are realised.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

PORTLAND JSX LIMITED

Notes to the Financial Statements (Continued)

Year ended February 28, 2019*(expressed in United States dollars unless otherwise stated)*4. Summary of significant accounting policies (continued)

(d) Financial instruments (continued)

(ii) Classification (continued)

Financial assets- Policy applicable from March 1, 2018 (continued)

Business model assessments (continued):

The Company has determined that it has two business models.

- Held-to-collect business model: this includes cash and cash equivalents and securities purchased under resale agreements. These financial assets are held to collect contractual cash flows.
- Other business model: this includes financial investment at fair value through profit or loss. This financial asset is managed and its performance is evaluated, on a fair value basis.

Assessment of whether contractual cash flows are solely payments of principal and interest (SPPI):

In assessing whether the contractual cash flows are SPPI, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers the following:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable-rate features;
- leverage features;
- prepayment and extension features;
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features); and
- features that modify consideration for the time value of money (e.g. periodical reset of interest rates).

Reclassifications

Financial assets are not reclassified subsequent to their initial recognition, except in the period after the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the day of the first reporting period following the change in business model.

PORTLAND JSX LIMITED

Notes to the Financial Statements (Continued)

Year ended February 28, 2019*(expressed in United States dollars unless otherwise stated)*4. Summary of significant accounting policies (continued)

(d) Financial instruments (continued)

(ii) Classification (continued)

Financial assets- Policy applicable before March 1, 2018

The Company classified its financial assets into one of the following categories:

- Loans and receivables
- At FVTPL

Financial liabilities

The Company classified financial liabilities as measured at amortised cost.

(iii) Amortised cost measurement

The amortised cost of a financial asset or liability is the amount at which the financial asset or liability is measured at initial recognition, minus principal repayments, plus or minus the cumulative amortisation using the effective interest method, of any difference between the amount recognised and the maturity amount, adjusted for any expected credit loss allowance (or impairment allowance before March 1, 2018).

(iv) Fair value measurement

‘Fair value’ is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk.

When available, the Company measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Company uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Company measures assets and long positions at a bid price and liabilities and short positions at an ask price.

The Company recognises transfers between levels of the fair value hierarchy as of the end of the reporting period during which the change has occurred.

PORTLAND JSX LIMITED

Notes to the Financial Statements (Continued)

Year ended February 28, 2019*(expressed in United States dollars unless otherwise stated)*4. Summary of significant accounting policies (continued)

(d) Financial instruments (continued)

(v) Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognised as a separate asset or liability on the statement of financial position.

On derecognition of a financial asset, the difference between the asset's carrying amount and the consideration received is recognised in profit or loss.

The Company derecognises a financial liability when its contractual obligations expire or are discharged or cancelled.

(vi) Offsetting

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company currently has a legal right to set off the recognised amounts and it intends to settle on a net basis or to realise the asset and settle the liability simultaneously.

(vii) Identification and measurement of impairment

Policy applicable from March 1, 2018

The Company recognises loss allowances for expected credit losses (ECLs) on financial assets measured at amortised cost.

The Company measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- financial assets that are determined to have low credit risk at the reporting date; and
- other financial assets for which credit risk (i.e. the risk of default occurring over the expected life of the asset) has not increased significantly since initial recognition.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

PORTLAND JSX LIMITED

Notes to the Financial Statements (Continued)

Year ended February 28, 2019*(expressed in United States dollars unless otherwise stated)*4. Summary of significant accounting policies (continued)

(d) Financial instruments (continued)

(vii) Identification and measurement of impairment (continued)

Policy applicable from March 1, 2018 (continued)

The Company considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.

The Company considers a financial asset to have low credit risk when the credit rating of the counterparty is equivalent to the globally understood definition of 'investment grade'.

12-month ECLs are the portion of ECLs that result from default events on a financial instrument that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months). Financial instruments for which a 12-month ECL is recognised are referred to as 'Stage 1 financial instruments'.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. Financial instruments for which a lifetime ECL is recognised but which are not credit-impaired are referred to as 'Stage 2 financial instruments'.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as follows:

- *financial assets that are not credit-impaired at the reporting date:* as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive); and
- *financial assets that are credit-impaired at the reporting date:* as the difference between the gross carrying amount and the present value of estimated future cash flows. The Company does not currently have any credit-impaired financial assets.

ECLs are discounted at the effective interest rate of the financial asset.

PORTLAND JSX LIMITED

Notes to the Financial Statements (Continued)

Year ended February 28, 2019

(expressed in United States dollars unless otherwise stated)

4. Summary of significant accounting policies (continued)

(d) Financial instruments (continued)

(vii) Identification and measurement of impairment (continued)

Policy applicable from March 1, 2018 (continued)

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Presentation of allowance for ECLs in the statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof.

Policy applicable before March 1, 2018

The carrying amounts of the Company's assets are reviewed at each reporting date to determine whether there is any objective evidence of impairment. A financial asset or group of financial assets is impaired when objective evidence demonstrates that a loss event has occurred after the initial recognition of the asset(s) and that the loss event has an impact on the future cash flows of the asset(s) that can be estimated reliably.

Objective evidence that financial assets are impaired can include significant financial difficulty of the borrower or issuer, default or delinquency by a borrower, indications that a borrower or issuer will enter bankruptcy, or other observable data relating to a group of assets such as adverse changes in the payment status of borrowers or issuers in the group, or economic conditions that correlate with defaults in the group.

If any such indication exists, the asset's recoverable amount is estimated at each reporting date. An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in profit or loss.

PORTLAND JSX LIMITED

Notes to the Financial Statements (Continued)

Year ended February 28, 2019*(expressed in United States dollars unless otherwise stated)*4. Summary of significant accounting policies (continued)

(d) Financial instruments (continued)

(vii) Identification and measurement of impairment (continued)

Policy applicable before March 1, 2018 (continued)

- Calculation of recoverable amount

The recoverable amount of assets is the greater of their net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

- Reversals of impairment

An impairment loss is reversed, if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(e) Interest income

Interest income is recognised in profit or loss on the accrual basis using the effective interest method. The 'effective interest rate' is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to its gross carrying amount.

When calculating the effective interest rate for financial instruments other than purchased or originated credit impaired assets, the Company estimates future cash flows considering all contractual terms of the financial instrument, but not ECL.

The calculation of the effective interest rate includes transaction costs and fees and points paid or received that are an integral part of the effective interest rate. Transaction costs include incremental costs that are directly attributable to the acquisition of a financial asset.

Amortised cost and gross carrying amount

See definition of amortised cost at Note 4(d)(iii).

The 'gross carrying amount of a financial asset' is the amortised cost of a financial asset before adjusting for any expected credit loss allowance.

PORTLAND JSX LIMITED

Notes to the Financial Statements (Continued)

Year ended February 28, 2019*(expressed in United States dollars unless otherwise stated)*4. Summary of significant accounting policies (continued)

(e) Interest income (continued)

Calculation of interest income

The effective interest rate of a financial asset is calculated on initial recognition of a financial asset. In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired). The effective interest rate is revised as a result of periodic re-estimation of cash flows of floating rate instruments to reflect movements in market rates of interest.

Presentation

Interest income calculated using the effective interest method presented in the statement of profit or loss includes interest on financial assets measured at amortised cost.

(f) Net gain from financial assets classified as at fair value through profit or loss

Net gain from financial instruments classified as at fair value through profit or loss includes all realised and unrealised fair value changes but excludes interest and dividend income. Realised gains and losses are calculated using the specific identification method.

(g) Taxation

The Company is subject to tax at 1% of its taxable income in Saint Lucia. Taxation on the profit or loss for the period comprises current and deferred taxes. Current and deferred taxes are recognised as tax expense or benefit in profit or loss.

(i) Current taxation

Current tax charges are based on the taxable profit or loss for the period, which differs from the profit or loss before tax reported because they exclude items that are taxable or deductible in other periods, and items that are never taxable or deductible. The current tax is calculated at tax rates that have been enacted at the reporting date.

(ii) Deferred tax

Deferred tax liabilities are recognised for temporary differences between the carrying amounts of assets and liabilities and their amounts as measured for tax purposes, which will result in taxable amounts in future periods. Deferred tax assets are recognised for temporary differences which will result in deductible amounts in future periods, but only to the extent it is probable that sufficient taxable profits will be available against which these differences can be utilised. Deferred tax assets are reviewed at each reporting date to determine whether it is probable that the related tax benefit will be realised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the asset will be realised or the liability will be settled based on enacted rates.

PORTLAND JSX LIMITED

Notes to the Financial Statements (Continued)

Year ended February 28, 2019*(expressed in United States dollars unless otherwise stated)*5. Critical accounting estimates and judgements in applying accounting policies

The Company makes estimates and assumptions that could affect the reported amounts of assets and liabilities within the next financial year. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events those are believed to be reasonable under the circumstances.

The fair value of the Company's unquoted investment in Portland Caribbean Fund II ('the Fund') is based on the fair values of the Fund's underlying investments, which include common equity securities and corporate debt. The fair value of such underlying investments uses valuation models that employ significant unobservable inputs for investments that are traded infrequently or not at all. These unobservable inputs require a higher degree of management judgment and estimation in determining the fair value.

Management judgement and estimation are usually required for the selection of the appropriate valuation model to be used, determination of expected future cash flows from the financial instrument being valued, determination of expected volatilities and correlations, and selection of appropriate discount rates. Consequently, the use of different assumptions and inputs could yield materially different results in the fair value of the Company's investment in the Fund from those reflected in the statement of financial position.

6. Financial investment

This represents an unquoted equity investment in the Fund. The Fund is managed by Portland Private Equity II Limited and its principal activity is to make private equity and related investments in companies or other entities located principally in certain member and associate member states of CARICOM, certain Development Assistance Committee Countries and certain Cotonou Agreement Countries (the "Target Region"). Cuba, Mexico and Venezuela are excluded from the Target Region. The Fund will also make investments in businesses, the securities of which have no established market and may be restricted with respect to transfer, with the principal objective of appreciation of invested capital. During the year ended February 28, 2019, the Company invested a further \$2,344,212 in the Fund.

7. Cash and short-term deposits

	<u>2019</u>	<u>2018</u>
Cash at bank (a)	237,545	29,382
Short-term deposit (b)	-	1,181,122
Short-term deposit (c)	<u>-</u>	<u>425,000</u>
	<u>\$237,545</u>	<u>1,635,504</u>

(a) This represents savings accounts held with First Global Bank Limited and Victoria Mutual Wealth Management Limited.

(b) This deposit with First Global Bank Limited earned interest at 2.50% per annum, and matured on June 14, 2018.

(c) This deposit with First Global Bank Limited earned interest at 0.72% per annum, and matured on March 7, 2018.

PORTLAND JSX LIMITED

Notes to the Financial Statements (Continued)

Year ended February 28, 2019*(expressed in United States dollars unless otherwise stated)*8. Securities purchased under resale agreements

At the reporting date, the fair value of securities purchased under resale agreements, are estimated to approximate their carrying value, due to their short-term nature.

9. Receivables

	<u>2019</u>	<u>2018</u>
Interest receivable	629	16,360
Prepayments	<u>53,333</u>	<u>53,333</u>
	<u>\$53,962</u>	<u>69,693</u>

10. Other financial liabilities at amortised cost

This represents amounts payable to Portland Private Equity II Ltd.

11. Payables

This represents accrued expenses.

12. Share capital

	<u>2019</u>	<u>2018</u>
Authorised, issued and fully paid:		
309,968,261 (2018: 309,968,261) ordinary shares	26,392,474	26,392,474
Non-redeemable preference share (i)	1	1
Transaction costs of share issues	<u>(709,522)</u>	<u>(709,522)</u>
	<u>\$25,682,953</u>	<u>25,682,953</u>

(i) Portland Fund II GP, Inc., the general partner of Portland Caribbean Fund II, holds 1 (2018:1) non-redeemable preference share in the Company. The preference share gives Portland Fund II GP, Inc. the right to receive notice of, attend, vote at and demand a poll at general meetings of any class of shareholders of the Company. On all decisions in general meetings and on all resolutions, Portland Fund II GP, Inc. is entitled to 51% of the votes of the shareholders. The preference share gives no right to dividends or distribution of assets in the event of a wind-up of the Company.

13. Operating expenses

	<u>2019</u>	<u>2018</u>
Management fees [see note 1, 18(d)]	640,000	640,789
Legal and professional fees	64,938	55,951
Audit fees	32,500	27,000
General and administrative expenses	31,818	27,779
Directors' fees	27,500	27,500
Accounting fees	5,638	4,589
Bank charges	281	418
Miscellaneous	-	1,849
Travel and entertainment	-	1,384
Penalty and interest	<u>-</u>	<u>50</u>
	<u>\$802,675</u>	<u>787,309</u>

PORTLAND JSX LIMITED

Notes to the Financial Statements (Continued)

Year ended February 28, 2019*(expressed in United States dollars unless otherwise stated)*14. (Loss)/profit per stock unit

(Loss)/profit per share is calculated by dividing the (loss)/profit for the year by the weighted average number of ordinary shares in issue for the year of 309,968,261 (2018: 309,968,261).

15. Financial risk management(a) Overview and risk management framework

The Company's activities expose it to a variety of financial risks and those activities involve the analysis, evaluation, acceptance and management of some degree of risk or combination of risks.

The Company's aim is therefore to achieve an appropriate balance between risks and return and minimise potential adverse effects on its financial performance.

The Company's risk management policies are designed to identify and analyse these risks, to set appropriate risk limits and controls, and to monitor the risks and adherence to limits by means of reliable and up-to date information systems. The Company regularly reviews its risk management policies and systems to reflect changes in markets, products and emerging best practice. Risk management is carried out by the Management Companies under policies approved by the Board of Directors. The Board provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments. The most important types of risk are credit risk, liquidity risk, market risk and other operational risk.

(b) Credit risk(i) Credit risk management

The Company takes on exposure to credit risk, which is the risk that a counterparty will cause a financial loss for the Company by failing to discharge an obligation. Credit exposure arises principally on investment activities that bring debt securities into the Company's asset portfolio.

(ii) Credit risk exposure

Credit risk exposures reflected on the statement of financial position relate to cash and short-term deposits, securities purchased under resale agreements and investments in the Fund.

The Company has a significant concentration of credit risk at the reporting date in respect of certain financial investments with Portland Caribbean Fund II and cash and resale agreements with First Global Bank Limited and Victoria Mutual Wealth Management Limited. The maximum credit exposure is limited to the carrying value of financial assets on the statement of financial position.

PORTLAND JSX LIMITED

Notes to the Financial Statements (Continued)

Year ended February 28, 2019*(expressed in United States dollars unless otherwise stated)*15. Financial risk management (continued)

(c) Market risk

The Company takes on exposure to market risk, which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk arises from open positions in investment products, which are exposed to general and specific market movements and changes in the level of volatility of market rates or prices such as interest rates, credit spreads, foreign exchange rates and equity prices.

The market risk arising from investment activities is determined by the Management Companies and monitored by the Board of Directors separately.

(i) Interest rate risk

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates.

The Company has no exposure to this risk as it has no variable rate interest-bearing financial instruments.

(ii) Currency risk

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

At the reporting date, the Company had no exposure to this risk, as it has no foreign currency assets/liabilities.

(d) Liquidity risk

Liquidity risk, also referred to as funding risk, is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial asset quickly at, or close to, its fair value. The maturities of assets and liabilities and the ability to replace, at an acceptable cost, interest bearing liabilities as they mature, are important factors in assessing the liquidity of the Company and its exposure to changes in interest rates and exchange rates. Assets available to meet all of the liabilities include cash and short term deposits, and securities purchased under resale agreements.

Financial liabilities, are due to be settled within three months at their measurement values.

16. Capital management

The Company is a Limited Partner in Portland Caribbean Fund II, L.P., a Cayman Islands exempted limited partnership which is one of several parallel partnerships that together comprise Portland Caribbean Fund II, a private equity fund with a mandate to make investments in equity or debt securities of private companies located in the Caribbean and Latin America.

PORTLAND JSX LIMITED

Notes to the Financial Statements (Continued)

Year ended February 28, 2019*(expressed in United States dollars unless otherwise stated)*16. Capital management (continued)

The Company has made a capital commitment to the Fund which obligates the Company to remit funds, cumulatively not to exceed the amount of the capital commitment, upon receipt of capital call notices.

The Company may co-invest with the Fund in equity or debt securities of private companies located in the Caribbean and Latin America. The Company is permitted to participate in co-investments on a no fee/ no carry basis up to the amount of its capital commitment and thereafter on a negotiated basis.

Pending the receipt of capital call notices in respect of the Company's commitment to the Fund, which may occur over the period of several months or years, and at any time deemed appropriate by the Manager, the Company will invest in short-term instruments, money market funds, or similar temporary instruments.

In addition, the Company may borrow up to 25% of its total assets after giving effect to the borrowing. The Company has no intention to utilise leverage as a strategy, however, borrowing may be required to fund working capital and act as buffer to cover cash flow timing differences.

17. Fair value of financial instruments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction at the measurement date. Market price is used to determine fair value where an active market exists, as it is the best evidence of the fair value of a financial instrument.

For financial instruments which have no market prices, the fair value has been estimated using present value or other estimation and valuation techniques based on market conditions existing at the reporting date.

The Company measures fair value using the following fair value hierarchy, which reflects the significance of the inputs used in making the measurements.

- Level 1: Inputs that are quoted market prices (unadjusted) in active markets for identical instruments.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable either directly (i.e., as prices) or indirectly (i.e., derived from prices). This category includes instruments valued using quoted market prices in active markets that are considered less than active or other valuation techniques in which all significant inputs are directly or indirectly observable from market data.
- Level 3: Inputs that are unobservable. This category includes all instruments for which the valuation technique includes inputs not based on observable data and those inputs have a significant effect on the instrument valuation. This category includes instruments that are valued based on prices for similar instruments for which significant adjustments or assumptions are made to reflect differences between the instruments.

The values derived from applying these techniques are significantly affected by the underlying assumptions used concerning both the amounts and timing of future cash flows and the discount rates. The valuation of investments at fair value through profit or loss is as described in note 5.

PORTLAND JSX LIMITED

Notes to the Financial Statements (Continued)

Year ended February 28, 2019

*(expressed in United States dollars unless otherwise stated)*17. Fair value of financial instruments (continued)

(a) Accounting classifications and fair values:

The Company's investment in PCF II is measured at fair value and classified at level 3. The following table shows the valuation techniques used in measuring the fair value of the Fund's unquoted investments, as well as the significant unobservable inputs used.

Valuation techniques	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
<i>Investment in unquoted partnership</i> Market - comparable companies	<ul style="list-style-type: none"> • Adjusted EBITDA multiple range of 4.90-11.10 times • 5%-15% liquidity discount 	The estimated fair value would increase/(decrease) if: <ul style="list-style-type: none"> • Adjusted EBITDA was higher/(lower) • The liquidity discount was (higher)/lower
<i>Loan to investee</i> Recoverable value of loan amount	<ul style="list-style-type: none"> • Estimated cash flows from loan • Risk-adjusted discount rate 	The estimated fair value would increase/(decrease) if: <ul style="list-style-type: none"> • Estimated cash flows increased/(declined) • Market interest rates (increased)/decreased

18. Related party balances and transactions

(a) Definition of related party:

A related party is a person or entity that is related to the entity that is preparing its financial statements (referred to in IAS 24, *Related Party Disclosures* as the "reporting entity," in this case, the Company).

- (1) A person or a close member of that person's family is related to the Company if that person:
- (i) has control or joint control over the Company;
 - (ii) has significant influence over the Company; or
 - (iii) is a member of the key management personnel of the Company or of a parent of the Company.

PORTLAND JSX LIMITED

Notes to the Financial Statements (Continued)

Year ended February 28, 2019*(expressed in United States dollars unless otherwise stated)*18. Related party balances and transactions (continued)

(a) Definition of related party (continued):

(2) An entity is related to the Company if any of the following conditions applies:

- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company.
- (vi) The entity is controlled, or jointly controlled by a person identified in (1).
- (vii) A person identified in (1)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity or any member of a group of which it is a part, provides key management personnel services to the Company or to the parent of the Company.

A related party transaction is a transfer of resources, services or obligations between related parties, regardless of whether a price is charged.

(b) Identity of related parties:

The Company has related party relationships with directors, Management companies and funds under the control of the management companies.

(c) The statement of financial position includes balances arising in the ordinary course of business, with related parties as follows:

	<u>2019</u>	<u>2018</u>
	\$	\$
Financial assets at fair value through profit or loss	23,743,995	22,065,065
Due to related entities	<u>(42,096)</u>	<u>(43,899)</u>

PORTLAND JSX LIMITED

Notes to the Financial Statements (Continued)

Year ended February 28, 2019*(expressed in United States dollars unless otherwise stated)*18. Related party balances and transactions (continued)

- (d) The statement of profit or loss and other comprehensive income includes significant transactions in the ordinary course of business, with related parties, as follows:

	<u>2019</u>	<u>2018</u>
	\$	\$
Distributions of partnership interest income	93,108	435,612
(Loss)/gain on financial asset classified as at fair value through profit or loss	(665,282)	2,074,249
Management fees (note 13)	(640,000)	(640,789)
Directors' fees (note 13)	(27,500)	(27,500)
General and administrative expenses (note 13)	<u>(31,818)</u>	<u>(27,779)</u>



**LIST OF SHAREHOLDINGS OF DIRECTORS AND SENIOR MANAGEMENT
AND THEIR CONNECTED PERSONS**

AS AT February 28, 2019

DIRECTOR	SHAREHOLDINGS	CONNECTED PERSONS
Douglas Hewson	Nil	Portland Private Equity II Limited Controlling Shareholder through Preferred Shares
Patricia R. Francis	Nil	-
N. Patrick McDonald	Nil	-
Jonathan Murphy	Nil	-
Holly Hughes-McNamara	Nil	-
SENIOR MANAGEMENT	SHAREHOLDINGS	CONNECTED PERSONS
Portland Private Equity II Limited	Nil	Douglas Hewson
MCSI Inc.	Nil	-



**TOP TEN (10) LARGEST SHAREHOLDERS
AS AT 28 February 2019**

RANK	SHAREHOLDER	HOLDINGS AS AT 30 November 2017	Percentage Holdings of JSX
1	GRACEKENNEDY LIMITED PENSION	40,000,000	12.90%
2	PAM - POOLED EQUITY FUND	24,961,500	8.05%
3	PETER 2 COMPANY LIMITED PENSION	23,727,000	7.65%
4	ATL GROUP PENSION FUND TRUSTEES	23,600,000	7.61%
5	SJIML A/C 3119	20,000,000	6.45%
6	P.A.M. LTD - JPS EMPLOYEES	17,600,510	5.68%
7	WELLJEN LIMITED	11,454,500	3.70%
8	GUARDIAN LIFE LIMITED	11,454,500	3.70%
9	GUARDIAN LIFE LIMITED/PENSIONS FUND	9,540,900	3.08%
10	VMWEALTH EQUITY FUND	9,268,200	2.99%
Total		191,607,110	
Total Shares Outstanding		309,968,261	