



Tier One Capital Limited Partnership
Management Discussion and Analysis
Nine Months Ended September 30, 2016

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MANAGEMENT'S DISCUSSION AND ANALYSIS

September 30, 2016

This Management's Discussion and Analysis ("MD&A"), dated November 18, 2016, presents an analysis of the financial position of Tier One Capital Limited Partnership (the "Limited Partnership") as at September 30, 2016 and the results of operations for the three month period ended September 30, 2016 compared to the financial statements for the period ended September 30, 2015 and the financial position of the Limited Partnership as at December 31, 2015. This MD&A should be read in conjunction with the financial statements of the Limited Partnership. All dollar amounts in this MD&A are reported in Canadian dollars, unless otherwise stated. Regulatory filings for the Limited Partnership may be found on SEDAR at www.sedar.com, while other information related to the Limited Partnership is published on the Limited Partnership's website at www.tier1capital.ca.

Forward-looking Statements

Certain information contained in this MD&A constitutes forward-looking information, which is information relating to possible events, conditions or results of operations of the Limited Partnership, which are based on assumptions about future economic conditions and courses of action and which are inherently uncertain. All information other than statements of historical fact may be forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "target", "intend", "could", "might", "should", "believe", and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. Forward-looking information in this MD&A includes, but is not limited to, statements with respect to: the Limited Partnership's investment approach, objectives and strategy, including its focus on specific sectors; the structuring of its investments and its plans to manage its investments; the Limited Partnership's financial performance; and its expectations regarding the performance of certain sectors.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Limited Partnership believes that the expectations reflected in the forward-looking information are reasonable but no assurance can be given that these expectations will prove to be correct. Some of the risks and other factors which could cause results to differ materially from those expressed in forward-looking information contained in this MD&A include, but are not limited to: the nature of the Limited Partner's investments; the available opportunities and competition for its investments; the concentration of its investments in certain industries and sectors; the Limited Partnership's dependence on its manager and management team; risks affecting the Limited Partnership's investments; global political and economic conditions; investments by the Limited Partnership in private issuers which have illiquid securities; management of the growth of the Limited Partnership; exchange rate fluctuations; and other risks and factors discussed in this MD&A under "Risk Factors".

Although the Limited Partnership has attempted to identify important factors that could cause actual events or results to differ materially from those described in forward-looking information, there may be other factors that cause events or results to differ from those intended, anticipated or estimated. Readers are cautioned that the foregoing list of risks and factors is not exhaustive. The forward-looking information contained in this MD&A is provided as at the date of this MD&A, based upon the opinions and estimates of management and information available to management as at the date of this MD&A, and the Limited Partnership undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by law. Readers are cautioned not to place undue reliance on forward-looking information contained in this MD&A.

International Financial Reporting Standards

The financial statements of the Limited Partnership have been prepared in compliance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board including International Accounting Standard 34, Interim Financial Reporting (“IAS 34”). The accounting policies followed in the financial statements are consistent with those applied in the Company’s audited annual financial statements for the period ended December 31, 2015.

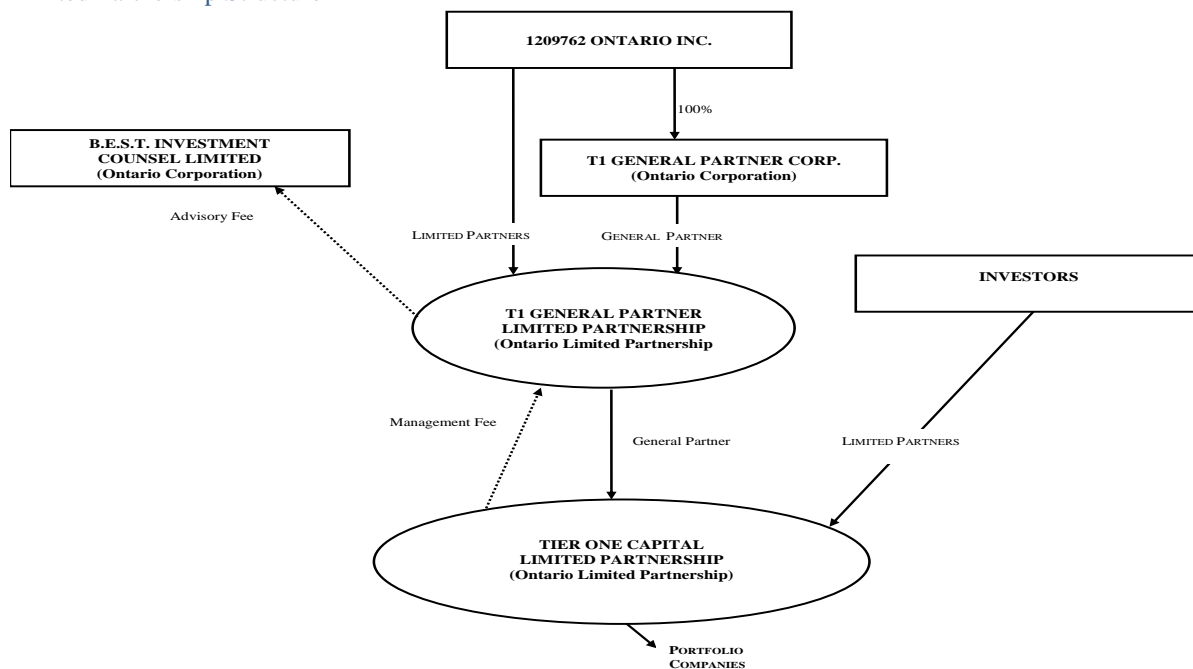
About Tier One Capital Limited Partnership

Tier One Capital Limited Partnership (the “Limited Partnership”) is a limited partnership formed under the laws of the Province of Ontario. The Limited Partnership became a limited partnership effective on February 21, 2014, the date of filing of its declaration of Limited Partnership. The General Partner of the Limited Partnership is T1 General Partner LP (the “General Partner”), a limited partnership formed under the laws of the Province of Ontario. The general partner of the General Partner is T1 General Partner Corp., a corporation incorporated under the laws of Ontario.

The Limited Partnership is focused on funding rapidly-growing private Canadian companies by providing them with the capital needed to execute their growth strategies and acquisition plans. Its primary focus is on companies with recurring revenue streams in the technology, healthcare and financial services industry. The Limited Partnership focuses its investments on companies in the mid to late expansion phase of development. The Limited Partnership is not subject to any investment restrictions regarding any particular sector, industry or stage of development.

The principal address of the Limited Partnership, the General Partner and the general partner of the General Partner is 15 Toronto Street, Suite 400, Toronto, Ontario, M5C 2E3.

Limited Partnership Structure



Business Strategy

Investment Objectives

The Limited Partnership's investment objective is to provide a return on investment for Limited Partners and provide regular cash distributions. The General Partner intends to make regular quarterly distributions to the Limited Partners depending on the income received or anticipated to be received from the portfolio companies held by the Limited Partnership and the fees, expenses and other obligations of the Limited Partnership.

Investment Strategies

The Limited Partnership primarily invests in senior debt, preferred shares and debt obligations which are convertible into equities of businesses which have the greatest potential for long-term growth. The Limited Partnership may also invest in equity and other equity-related securities. The Limited Partnership is focused on funding rapidly-growing Canadian companies by providing them with the capital needed to execute their growth strategies and acquisition plans. Target companies typically have strong, growing and recurring revenue streams in the technology, healthcare and financial services industries. The Limited Partnership is focused on companies in the expansion phase of development. In addition, the Limited Partnership may acquire previously issued securities of portfolio companies from the holders of such securities. The Limited Partnership is not subject to any investment restrictions regarding any particular sector, industry or stage of development. The investment size is usually in the range of \$1 million to \$5 million per investment, and the investment portfolio of the Limited Partnership is intended to be diversified.

The Limited Partnership's investments are selected on the basis of various criteria including a review of industry economics, management capability, product or service competitiveness and growth potential.

Investment Characteristics

The Limited Partnership is most interested in rapidly-growing emerging markets and in businesses that can achieve dominance in their respective niches.

Anticipated holding periods for investments will vary from short-term (being 1-3 years) to long-term (being 3-5 years) depending on the nature of the investment, although the Limited Partnership may hold investments for a shorter or longer time period. Debt investments held by the Limited Partnership will tend to have durations of 1-3 years, while equity investments will have longer-term investment horizons.

Source of Investment Opportunities

The General Partner uses a variety of resources to source investment opportunities including, but not limited to, industry related research, trade publications, discussions with industry participants, legal and financial professionals, and its existing database.

Outlook

The focus of the Limited Partnership continues to be on investing in interest generating securities in rapidly-growing companies. The Limited Partnership will continue to seek new opportunities which generate a yield for investors and allow the Limited Partnership to make regular distributions. The Limited Partnership has been able to maintain distributions to Limited Partners at the rate of \$0.125 per Unit for distributions in February 2016, April 2016, July 2016 and October 2016. The annualized yield on the Units based on the closing price of the Units at September 30, 2016 was 8.00%.

The Limited Partnership intends to move out of its equity positions to focus on interest generating securities. The Limited Partnership will do this in a manner and over a time period that generates the best possible return for the

Limited Partnership. During the nine months ended September 30, 2016, the Limited Partnership disposed of its investment equity investment in XPI Holdings Inc. and expects to have further sales in the next twelve months. This will allow the Limited Partnership to continue to invest in high-yield interest bearing securities.

As at September 30, 2016, the Limited Partnership had \$21,673,810 or approximately 72% of its venture portfolio, invested in interest generating securities. The weighted average yield on these investments was 17.81%. The Limited Partnership has been able to maintain a high average yield in its debt securities despite increased competition from other lenders and investment funds that provide debt financing. The Limited Partnership expects that competition for good quality high yield securities will continue which could have the effect of lowering the average yield earned by the Limited Partnership

In addition to interest income, most of the Limited Partnerships debt investments are accompanied by warrants or common shares of the related portfolio company. The Limited Partnership expects that these equity instruments will generate additional returns when the portfolio company is sold.

Results of Operations

Highlights

	September 30, 2016	June 30, 2016	March 31, 2016	December 31, 2015	September 30, 2015	June 30, 2015	March 31, 2015	December 31, 2014
Closing Trading Price on CSE	\$6.25	\$6.80	\$6.80	\$8.00	\$7.00	\$7.35	\$6.00	\$5.50
Trading Volume	63,455	71,511	63,921	79,456	130,231	105,505	137,274	119,580
Trading Value	\$422,739	\$488,434	\$452,532	\$576,184	\$962,354	\$686,026	\$751,527	\$606,021
Three month Average Historical Volatility	13%	23%	23%	24%	21%	N/A	N/A	N/A
Beta	0.127	0.133	0.177	-	-	-	-	-

Footnotes:

1. The Limited Partnership began trading on the Canadian Securities Exchange (CSE) under the symbol "TLP.UN" on July 14, 2014.
2. Volatility and Beta data is from Bloomberg.
3. Beta is the unadjusted Beta benchmarked against the S&P/TSX Composite Index.

The Limited Partnership continues to generate interest income for Limited Partners and make distributions on a quarterly basis. As at the date of this report, the Limited Partnership had distributed \$0.50 per Unit in cash to the Limited Partners in fiscal 2016. The Limited Partnership has issued 68,701 Units to Limited Partners under the Distribution Reinvestment Plan.

The closing price of the Units on the Canadian Securities Exchange (CSE: TLP.UN) was \$6.25 on September 30, 2016 compared to the closing price of \$7.00 on September 30, 2015 and \$8.00 on December 31, 2015. The Limited Partnership reported a loss of \$0.10 per Unit for the three months ended September 30, 2016 compared to earnings of \$0.45 per Unit for the three months ended September 30, 2015. Earnings were \$0.22 per Unit for the nine months ended September 30, 2016 compared to \$0.77 per Unit for the nine months ended September 30, 2015.

The Limited Partnership aims to be fully invested in accordance with its stated investment objectives. During the three months ended September 30, 2016, the Limited Partnership made four new and follow-on investments in the amount of \$1,309,201 and received \$66,630 from the repayment and maturity of debt investments. The General Partner continues to seek new investment opportunities and evaluate investment strategies that will allow the Limited Partnership to achieve high returns and make regular cash distributions.

Quarterly Results

Quarter ended

	September 30, 2016	June 30, 2016	March 31, 2016	December 31, 2015	September 30, 2015	June 30, 2015	March 31, 2015	December 31, 2014
Interest income	\$1,162,035	\$1,155,159	\$881,035	\$927,501	\$910,058	\$899,261	\$706,751	\$420,430
Other income (loss)	\$51,114	\$60,551	\$6,036	(\$16,985)	-	\$1,500	\$18,847	\$70,476
Net realized gain (loss) on disposals of investments and marketable securities	(\$96,518)	\$708,435	-	(\$504,074)	\$503,497	\$24,870	-	(\$4,971,643)
Net change in unrealized gain (loss)	(\$1,257,502)	(\$1,356,201)	\$501,661	(\$1,386,870)	\$562,229	(\$14,995)	(\$33,012)	\$5,018,425
Net gain on investments at fair value through profit and loss	(\$140,871)	\$567,944	\$1,388,732	(\$980,428)	\$1,975,784	\$910,636	\$692,586	\$537,688
Total expenses	\$249,845	\$490,187	\$263,470	\$325,281	\$312,194	\$237,700	\$8201,205	\$257,124
Net and comprehensive income (loss)	(\$390,716)	\$77,757	\$1,125,262	(\$1,305,709)	\$1,663,590	\$672,936	\$491,381	\$280,564
Earnings (loss) per Unit (share)	(\$0.10)	\$0.02	\$0.30	(\$0.35)	\$0.45	\$0.18	\$0.13	\$0.08
Distributions to Limited Partners	\$468,278	\$466,147	\$464,418	\$463,198	\$457,451	\$457,450	\$457,451	-
Distributions to General Partner	\$282,234	\$263,450	\$263,917	\$278,066	\$270,159	\$356,545	\$257,178	\$257,178
Total assets	\$36,401,521	\$37,509,743	\$39,428,990	\$39,086,067	\$41,089,783	\$40,500,798	\$38,458,058	\$38,696,171
Limited Partners Interest/Net Asset Value	\$33,463,542	\$34,744,720	\$35,561,916	\$35,407,004	\$37,617,223	\$36,726,357	\$37,045,110	\$37,377,563
Units outstanding	3,763,750	3,746,222	3,729,176	3,715,400	3,705,530	3,659,605	3,659,605	3,659,605
Limited Partners Interest per Unit	\$8.89	\$9.27	\$9.54	\$9.53	\$10.15	\$10.04	\$10.12	\$10.21

Footnotes:

1. The above figures have been generated from the financial statements of the Limited Partnership which have been prepared in compliance with International Financial Reporting Standards ("IFRS") as published by the International Accounting Standards Board and applied consistently throughout all periods presented.
2. The presentation and functional currency is the Canadian dollar.

Three months ended September 30, 2016

The Limited Partnership reported a net loss on investments at fair value through profit and loss of \$140,871 for the three month period ended September 30, 2016. This compares to a net gain on investments of \$1,975,784 in the same period last year. The net loss on investments at fair value through profit and loss is composed of interest and other income on investments, realized gains and losses on the disposal of investments and marketable securities and the change in unrealized gain (loss) during the period. Interest and other income for the period was \$1,213,149 which is an increase of approximately 33% from the three month period ended September 30, 2015. The Limited Partnership's interest and other income was offset by a realized loss on the sale of investments of \$96,518 and a change in unrealized loss of \$1,257,502 during the three months ended September 30, 2016. The net realized loss resulted from the sale of one of the Limited Partnership's investments. The unrealized loss was mainly the result of the write-down of one of the Limited Partnership's investments in the Other Technology and Financial sector. The company was placed into receivership after it failed to meet its obligations and debt covenants. The Limited

Partnership is the senior secured creditor to the company and is working with the receiver to recover as much as possible of its originally invested capital.

Total expenses for the three month period ended September 30, 2016 were \$249,845 compared to \$312,194 in the same period last year and \$490,187 in the three months ended June 30, 2016. The expenses are lower in the quarter due to lower management fees, legal fees and transfer agent, registrar and administrative expenses. Also, during the quarter, the Limited Partnership did not incur any interest expense as the Limited Partnership had repaid the credit facility at the end of June 2016. Audit fees are higher due to higher compliance costs and expected higher costs for the annual audit of the financial statements.

Nine months ended September 30, 2016

The Limited Partnership reported a net gain on investments at fair value through profit and loss of \$1,815,805 for the nine-month period ended September 30, 2016. This compares to a net gain on investments of \$3,579,005 in the same period last year. The net gain on investments at fair value through profit and loss is composed of interest and other income on investments, realized gains and losses on the disposal of investments and marketable securities and the change in unrealized gain (loss) during the period. Interest and other income for the nine-month period was \$3,315,930 compared to \$2,536,417 during the same period last year. This increase of approximately 30% is due to the larger proportion of the portfolio concentrated in high yield debt of private companies as the Limited Partnership continued to move out equity investments to concentrate on debt investments. The Limited Partnership reported a net realized gain on the sale of investments of \$611,917 during the nine months ended September 30, 2016. The net realized gain resulted from the sale of two of the Limited Partnership's investments. The Limited Partnership was able to realize a gain on the sale of its investment in preferred shares in XPI Holdings Inc. in the amount of \$1,357,615. The Limited Partnership has no further interest in this company. The net realized gain was partially offset by the realized loss on the disposal of Clayco Capital Ventures LLC., one of the Limited Partnership's debt investments also in the Financial and eCommerce sector, in the amount of \$745,635.

The Limited Partnership also recorded net unrealized losses in the amount of \$2,112,042 during the nine months ended September 30, 2016. The unrealized loss was due to the reversal of unrealized gains in the amount of \$1,062,702 and the reversal of unrealized losses of \$645,231 which were recorded in prior periods for the investments that were sold during the period. In addition, the Limited Partnership recognized net unrealized losses of \$1,664,566 for changes in value of its investments during the period. One company in the Security Software and Services sector was written down by \$1,021,901 to reflect lower values presented by potential acquirers of the company. The company continues to operate profitably and grow revenues and as such the Limited Partnership is not considering an immediate sale of this investment. Another company in the Other Technology and Financial Sector was written down by \$1,350,000. The write-down was recorded as the company was placed into receivership after it failed to meet its obligations and debt covenants. The Limited Partnership is the senior secured creditor to the company and is working with the receiver to recover as much as possible of its originally invested capital. The Limited Partnership also reported unrealized losses of \$30,001 on its investments in public company securities. The unrealized losses were somewhat offset by a change in the unrealized gains on one equity investment in the Media Technology sector in the amount of \$873,900 and an unrealized gain of \$211,964 on a company in the Other Technology and Financial sector. The gains are a result of planned equity financings for the investee companies at a valuation which would represent an increase in the value of the Limited Partnership's investment.

Total expenses for the six months ended June 30, 2016 were \$1,003,502 compared to \$751,099 in the same period last year. The increase in expenses is due to interest expense and administrative fees on the credit facility of \$222,323 compared to \$42,453 for the nine months ended September 30, 2015. The credit facility was established in June 2015 and was repaid in June 2016. Legal and audit fees were higher during the period resulting from higher compliance and transaction costs. Director's fees were higher for the nine-months ended September 30, 2016 as the Limited Partnership had more meetings during the period.

Liquidity and Capital Resources

As at September 30, 2016, the Limited Partnership had cash on hand of \$1,187,470. The Limited Partnership realizes cash flow from the collection of interest on its debt investments, up-front fees on new debt investments and from the sale and maturity of portfolio investments. The Limited Partnership's primary liquidity needs include: paying operating expenses of the Limited Partnership, funding distributions to Limited Partners and the General Partner, and making new investments.

Operating Activities

Cash flow from operating activities consists of net income, plus non-cash items such as unrealized depreciation on investments, non-cash interest and other income and adjustments for non-cash items. Cash flow from operating activities also includes purchases, sales and maturities of investments. During the nine-month period ended September 30, 2016, the Limited Partnership reported a net inflow of cash from operating activities of \$4,339,947. This compares to a net inflow of cash from operating activities of \$529,157 during the nine-month period ended September 30, 2015. The increase in cash flow from operating activities is due mainly to the lower level of investing during the nine-month period ended September 30, 2016 compared to the same period last year when \$17,528,101 was invested in short-term and venture investments. During the period ended September 30, 2016, the Limited Partnership invested \$6,823,201 in venture investments and placed \$5,796,550 in short-term investments. The balance of the cash flow from operating activities in the amount of \$1,567,724 (September 30, 2015: \$1,860,585) is due to the net inflow of cash from interest earned on the Limited Partnership's investments in the amount of \$2,306,922 (nine months ended September 30, 2015: \$2,350,404) less operating expenses including interest paid on the credit facility in the amount of \$111,603 (September 30, 2015: \$34,201).

Credit Facility

The Limited Partnership is able to borrow up to 50.00% of the Limited Partnerships net asset value to provide additional capital to the Limited Partnership, together with the capital provided by its limited partners, to permit the Limited Partnership to continue to undertake its investment activities. The Limited Partnership had a credit facility with B.E.S.T. Leveraged Tier One Capital LP (the "Lender"). During the nine-month period ended September 30, 2016, the Limited Partnership borrowed \$3,915,000 on the credit facility. The balance outstanding on the credit facility on December 31, 2015 was \$1,615,913. On June 30, 2016, the outstanding advances to the Limited Partnership under the credit facility in the amount of \$5,530,913 were repaid in full and the credit facility was terminated.

Each advance was subject to interest at the rate of 7.50% per annum, accrued daily and payable monthly in arrears. The Limited Partnership also paid an administration fee of up to 4.50% of the amount advanced and an advance fee of \$2,500 at the time of each advance. The term of each advance was up to 24 months from the date of the advance. The credit facility was secured by a fixed security interest in all of the Limited Partnership's assets as set out in a General Security Agreement. Neither the General Partner nor John Richardson was paid a fee for the coordination of the limited partners of the credit facility or the management and administration of the credit facility.

Distributions to Limited Partners

On January 19, 2016, the Limited Partnership announced the approval of its 2016 distribution plan which included plans to make distributions of \$0.125 per unit on each of February 2, 2016 April 29, 2016, and July 29, 2016. The February 2, 2016 distribution was made to holders of record on January 26, 2016. The April 29, 2016 distribution was made to holders of record on April 19, 2016. The July 29, 2016 distribution was made to holders of record on July 19, 2016. Total cash distributions to the Limited Partners for the nine months ended September 30, 2016 was \$1,077,323. On October 6, 2016, the Limited Partnership announced the approval of its fourth quarter 2016 distribution. A distribution in the amount of \$0.125 per unit was made to unitholders of record on October 18, 2016. The total cash distributions made to Limited Partners as of the date of this report is \$1,430,377. The distribution plan is subject to further review and amendment by the General Partner.

Annualized Distribution Amount per Unit	\$0.50
Quarterly Distribution Amount Per Unit	\$0.125
Share Price at June 30, 2016	\$6.25
Annualized Yield (based on price at June 30, 2016)	8.00%

Distributions to General Partner

The General Partner may share in the profits of the Limited Partnership by receiving a priority share of the net income of the Limited Partnership (the “Priority Profit Allocation”). Distributions may be made to the General Partner (the “Priority Profit Distribution”) in respect of its established or potential future Priority Profit Allocation, calculated as of the last day of each calendar quarter, equal to one quarter of 2.68% of the total assets of the Limited Partnership as at the last day of each calendar quarter.

The General Partner may be entitled to an additional share of the net income of the Limited Partnership if certain conditions are satisfied (the “Performance Allocation”). The Performance Allocation shall be calculated as an amount equal to the aggregate of: (a) 100% of the realized gains and income earned on investments in portfolio companies in excess of a 12% annual average rate of return on such investments up to and including a 15% annual average rate of return on such investments; and (b) 20% of the realized gains and income earned on such investments in excess of the 15% annual average rate of return earned on such investments.

In order for the Performance Allocation to be allocable to the General Partner, the following conditions (the “Performance Allocation Conditions”) must be satisfied: (a) the total net realized and unrealized gains and income from the Limited Partnership from its portfolio of investments since January 1, 1997 must have generated a return greater than the annualized average rate of return on five year Guaranteed Investment Certificates offered by a Schedule 1 Canadian chartered bank plus 2%; (b) the compounded annual rate of return (including realized and unrealized gains and income) from the particular eligible investment since its acquisition must equal or exceed 12% per annum; and (c) the Limited Partnership must have recouped an amount equal to all capital or principal invested in the particular investment.

To the extent that the net income of the Limited Partnership is insufficient in any year or period to fully allocate an amount equal to the Priority Profit Allocation and the Performance Allocation for the year or period to the General Partner, the differential may be carried forward and factored into the allocation of the net income of the Limited Partnership in subsequent years or periods, including in the year or period in which the termination of the General Partner occurs. The Priority Profit Allocation and the Performance Allocation must be approved by the independent directors of the Board of Directors of the general partner of the General Partner. Under the Limited Partnership Agreement there is no mandatory distribution of these amounts, but rather there is discretion as to whether these amounts can be paid out of the Limited Partnership, depending on whether it is in the best interest of the Limited Partnership with consideration for the current and expected future net income and cash resources of the Limited Partnership.

During the three month period ended September 30, 2016 the Limited Partnership made cash distributions to the General Partner in the amounts of \$282,234 (2015: \$270,159) for the Priority Profit Allocation. For the nine-month period ended September 30, 2016, the Limited Partnership made distributions to the General Partner in the amount of \$809,601 (2015: \$781,221). As at September 30, 2016, the Limited Partnership had allocated \$2,538,447 (December 31, 2015: \$1,669,606) for the Priority Profit Allocation and the Performance Allocation to the General Partner. During the nine-month period ended September 30, 2016, the Limited Partnership did not pay any Performance Allocation to the General Partner (September 30, 2015: \$102,661).

Portfolio Update

Capital deployed during the three month period ended September 30, 2016 was \$1,309,201 in the following investments:

New Investments

Company	Industry	Security	Amount
Dejero Labs Inc.	Media Technology	Promissory Note, 13.75%, due October 14, 2018	\$500,000
Garner Distributed Workflow Inc.	Other Technology and Financial	Promissory Note, 16.50%, due December 8, 2018, Common Share Purchase Warrants due December 8, 2021	\$267,000
Iogen Biogas Investment Corp.	Other Technology and Financial	Common Shares	\$416,201
Roadhouse Holdings Inc.	Media Technology	Promissory Note, 24.00%, due August 31, 2017	\$126,000
Total			\$1,309,201

Total capital deployed during the nine month period ended September 30, 2016 was \$6,823,201.

Garner Distributed Workflow Inc.

Founded in 2001, Garner has developed a collaboration software platform that it has mainly targeted to the oil & gas sector. Clients use the Garner exdocs platform as a centralized source to manage project logistics, ultimately delivering projects on-time and on-budget, by coordinating scheduling among the many stakeholders of a project. With the increasing price pressure on oil & gas companies, there is a growing demand for solutions that promise to lower project costs. With Exxon Mobil as an anchor customer, the company is seeing growing demand for its solutions during the current oil & gas downturn.

Iogen Biogas Investment Corp.

Iogen Biogas Investment Corp. was established to fund an investment in a structured biogas transaction where the company will acquire landfill biogas that can generate fuel credits under the U.S. Renewable Fuel Standard and, through a series of transactions, sell the biogas to transportation fuel distributors and the fuel credits to a major refiner.

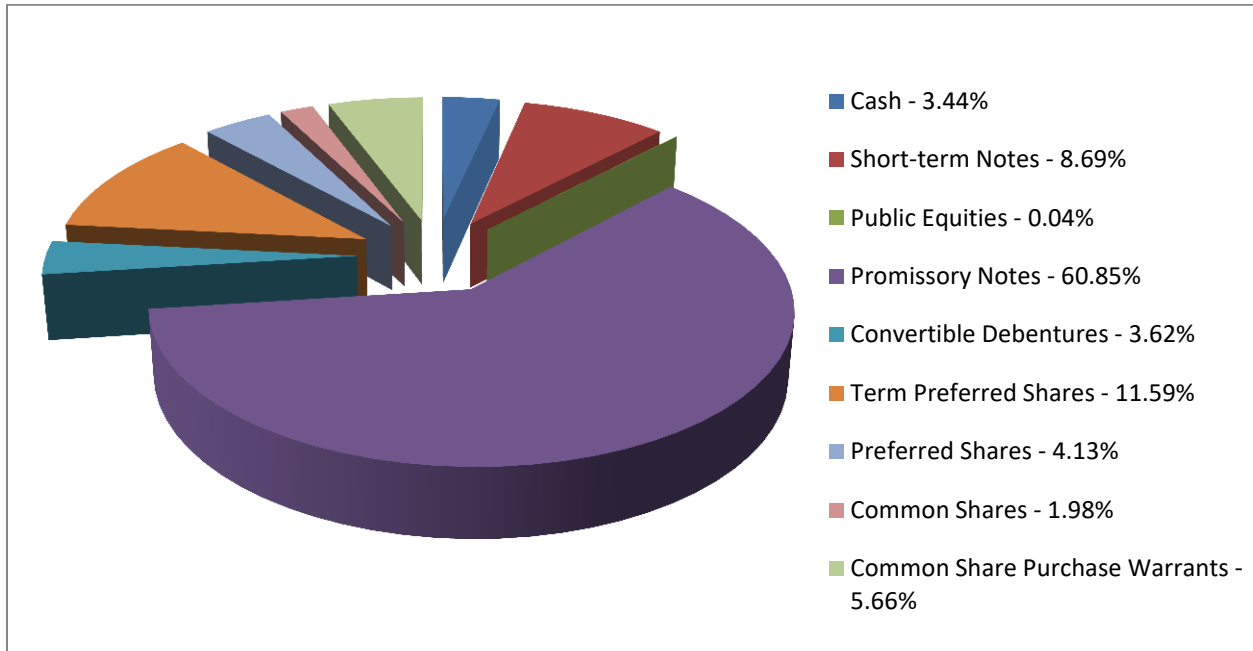
Dispositions, Repayments and Maturities

Company	Security	Amount
ArcticAx Inc.	Promissory Note, 17.00%, due March 26, 2016	\$54,010
Health Care Services International Inc.	Promissory Note, 18.00%, due January 22, 2019	\$3,880
PitchPoint Solutions Inc.	Convertible Debenture, 14.00%, due November 18, 2016	\$8,740
Total		\$66,630

Total cash proceeds on the disposal of venture investments during the nine month period ended September 30, 2016 was \$12,593,654.

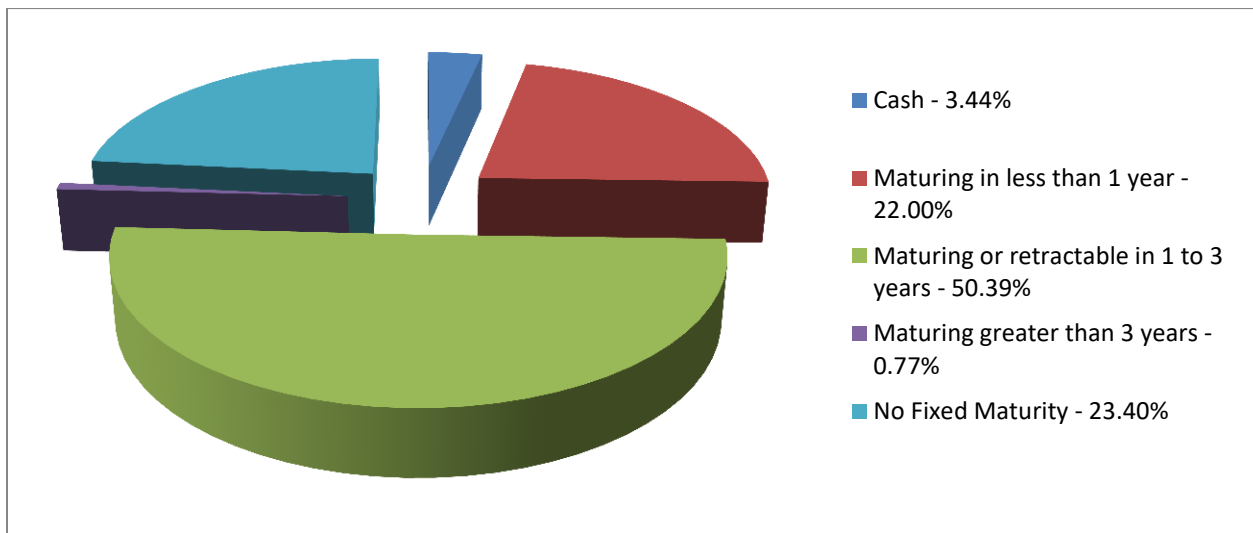
Investments

Investments by Security Type



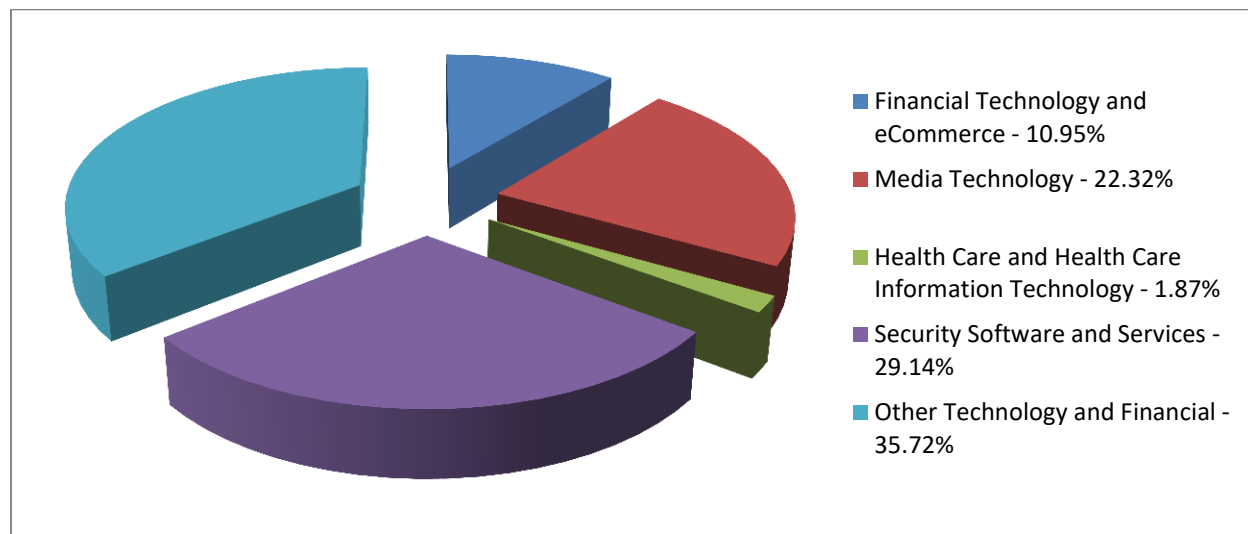
The table above shows the allocation of the Limited Partnership's investments by type of security plus cash based on the proportion of the total fair value of the investment portfolio plus cash held by the Limited Partnership.

Investments by Date Maturity



The table above shows the allocation of the Limited Partnership's investments by maturity date of the security plus cash based on the proportion of the total fair value of the investment portfolio plus cash held by the Limited Partnership.

Venture Investments by Industry Classification



The table above shows the allocation of the Limited Partnership's venture investments by industry classification based on the proportion of the total fair value of the venture investment portfolio.

Outstanding Capital

The interests of the Limited Partners are represented by Units. The Units are treated as equity as they are not redeemable at the option of the Limited Partner.

Issued	Number of Units September 30, 2016	Number of Units December 31, 2015
Limited Partner Units:		
Balance forward from prior period	3,715,400	3,659,605
Issued on the exercise of broker warrants	-	45,925
Issued on Distribution Reinvestment Plan	48,350	9,870
Balance at end of period	3,763,750	3,715,400

Distribution Reinvestment Plan

The Limited Partnership has implemented a distribution reinvestment plan (the "DRIP"). Unitholders that participate in the plan can choose to have their cash distributions reinvested in new Units of the Limited Partnership. The price for the new Units is determined by the General Partner and is equal to 96% of the volume weighted average trading price of Units on the Canadian Securities Exchange for the twenty trading days immediately preceding the relevant distribution date. Fractional Units are not distributed. During the nine-month period ended September 30, 2016, the Limited Partnership issued 48,350 Units pursuant to the Distribution Reinvestment Plan.

Related Party Transactions

T1 General Partner Corp. is a wholly-owned subsidiary of 1209762 Ontario Inc. The General Partner's sole business activity is the management of the Limited Partnership.

B.E.S.T. Investment Counsel Limited is deemed to be a related party. See section “Contractual Obligations”.

John Richardson, the Chief Executive Officer of T1 General Partner Corp., is a director, officer and indirectly controls all of the voting securities of B.E.S.T. Investment Counsel Limited.

Mr. Richardson owns or controls, directly and indirectly through BEST Capital Administration Inc., 466,870 Units or approximately 12.40% of the total Units issued and outstanding as at September 30, 2016.

B.E.S.T Leveraged Tier One Capital LP (the “Lender”) provided a credit facility to the Limited Partnership. The general partner of the Lender is B.E.S.T. Funds Inc. which is wholly owned by John Richardson.

Contractual Obligations

The General Partner and the Limited Partnership have entered into an investment advisory agreement (the “LP Advisory Agreement”) pursuant to which B.E.S.T. Investment Counsel Limited (the “LP Investment Advisor”) is engaged to: (i) provide oversight and advice to the General Partner in respect of the investment activities of the Limited Partnership; (ii) assist the General Partner in the formulation of the investment objectives, restrictions and procedures of the Limited Partnership; and (iii) assist the General Partner in analyzing and evaluating potential investments. The LP Investment Advisor will provide these services subject to the supervision of the General Partner, and the provisions of the LP Advisory Agreement. The General Partner will pay to the Advisor an advisory fee equal to an amount agreed to in a separate letter agreement between the General Partner and the Advisor commensurate with the Services provided under this Agreement.

TMX Equity Transfer Services, (the “LP Transfer Agent”), has been appointed as registrar and transfer agent in respect of the Units.

The Limited Partnership has retained CIBC Mellon Trust Company (and certain of its affiliates) as custodian, and will pay for custodial services on a direct cost basis.

Convexus Managed Services Inc. performs accounting and certain administrative services for the Limited Partnership.

Conflicts of Interest

B.E.S.T. Investment Counsel Limited has been engaged to provide investment management and advisory services to other clients. B.E.S.T. Investment Counsel Limited shall, in providing investment management and/or advisory services, treat all its clients and any conflicts that may arise in a fair and equitable manner. In the event that B.E.S.T. Investment Counsel Limited is aware of or involved in a proposed investment opportunity which it believes meets the investment criteria of more than one client, then the investment opportunity shall be offered to all clients of B.E.S.T. Investment Counsel Limited on a pro rata basis based on the amount each client is willing to invest. If one of B.E.S.T. Investment Counsel Limited’s clients has a pre-existing stake in a proposed investment opportunity, such client may participate in the investment opportunity, in priority to other of B.E.S.T. Investment Counsel Limited’s clients, to the extent necessary to maintain its proportionate undiluted ownership interest in the investment.

Critical Accounting Estimates and Judgements

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts in the financial statements and accompanying notes. Significant

estimates include the fair value of venture investments. The valuation of venture investments determines the amount of expenses such as the management fees and the incentive participation amount. While management believes that the estimates used in preparing its financial statements are reasonable and prudent, actual results could differ from these estimates. The process of valuing venture investments is inevitably based on inherent uncertainties and the resulting values will differ, perhaps materially, from the amounts ultimately realized. Also, because these venture investments have been valued on a going concern basis, the values may differ materially from those realized on forced sale or liquidation.

The Limited Partnership has adopted the amendments made to IFRS 10 Consolidated financial statements and IFRS 12 Disclosure of interests in other entities for investment entities. A significant judgment made in preparing the Limited Partnership's financial statements relate to the determination that the Limited Partnership is an investment entity, including that its objective is to invest in Canadian venture investments solely for the purpose of generating investment income and that fair value is the primary measurement attribute to measure and evaluate the performance of substantially all of its investments. This also includes management's judgment that investment related activities with its subsidiaries do not represent a substantial business activity or source of income.

The Limited Partnership has determined that the General Partner allocations as described in the notes to the financial statements which are comprised of the General Partner Priority Profit allocation and the Performance allocation represent equity allocations to the General Partner rather than compensation for services provided. The Performance allocation amount includes an unrealized component that might become distributable at a future date on the realized income and gains and unrealized appreciation in the investment portfolio, based on the assumption that all the investments are liquidated at the estimated fair value as at the date of the financial statements.

Changes in Accounting Presentation

The Limited Partnership has made some changes to the presentation of some financial information for the period ended September 30, 2015. Details of the changes are included in note 12 to the financial statements for the period ended September 30, 2016.

Future Accounting Changes

IFRS 9, Financial Instruments

The final version of IFRS 9, Financial instruments, was issued by the IASB in July 2014 and will replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 introduces a model for classification and measurement, a single, forward-looking "expected loss" impairment model and a substantially reformed approach to hedge accounting. The new single, principle based approach for determining the classification of financial assets is driven by cash flow characteristics and the business model in which an asset is held. The new model also results in a single impairment model being applied to all financial instruments, which will require more timely recognition of expected credit losses. It also includes changes in respect of own credit risk in measuring liabilities elected to be measured at fair value, so that gains caused by the deterioration of an entity's own credit risk on such liabilities are no longer recognized in profit or loss. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, however is available for early adoption. In addition, changes in the entities own credit risk can be early applied in isolation without otherwise changing the accounting for financial instruments. The Limited Partnership is in the process of assessing the impact of IFRS 9 and has not yet determined when it will adopt the new standard.

IFRS 15, Revenue from Contracts with Customers

IFRS 15, Revenue from Contracts with Customers, was issued by IASB in May 2014 and will replace IAS 18, Revenue and IAS 11 construction contracts. IFRS 15 establishes a five-step model that will apply to revenue earned from a contract with a customer, regardless of the type of revenue transaction or the industry. The standard's requirements will also apply to the recognition and measurement of gains and losses on the sale of some non-

financial assets that are not an output of the entity's ordinary activities. IFRS 15 is effective for annual periods beginning on or after January 1, 2018. The Limited Partnership is in the process of evaluating the impact of IFRS 15 on the Company's financial statements.

Risk Factors and Risk Management

Investors in Units of the Limited Partnership should consider the following risk factors which could have a material adverse effect on the Limited Partnership's investments, future prospects, cash flows, results of operations or financial condition and the Limited Partnership's ability to make cash distributions to holders of the Limited Partnership Units. The list of risk factors is not exhaustive and other risks may exist that may have a material effect on the value of Limited Partnership Units.

Nature of Investments

The Units are highly speculative in nature. The business of the Limited Partnership is to make debt and equity-related investments in growing Canadian companies, focusing on companies in the expansion phase of development in mid to late stages. There is no assurance that sufficient suitable investments will be found in order for the Limited Partnership to fulfil its investment objective. There is no guarantee that an investment in Units will earn a specified rate of return or any return in the short or the long term. An investment in Units is only appropriate for investors who are prepared to hold their investment in the Limited Partnership for a long period of time and who have the capacity to absorb a loss of some or all of their investment.

There can be no assurance that the Limited Partnership will be able to achieve its investment objectives. Furthermore, there is no assurance that the Limited Partnership will be able to pay distributions in the short or long-term. Changes in the investments in the portfolio of the Limited Partnership can affect the overall yield to Limited Partners. The distributions received by the Limited Partnership from issuers whose securities are held as investments may vary from month to month and certain of these issuers may pay distributions less frequently than monthly, with the result that revenue generated by the portfolio and available for distributions to Limited Partners could vary substantially.

The Limited Partnership will not be subject to any investment restrictions directed at ensuring liquidity and diversification of investments. The Limited Partnership may take positions in small and medium-sized businesses which will represent a larger percentage of the equity than a mutual fund would normally be permitted to take, and this may increase the risk per investment.

Composition of Limited Partnership Investments

The composition of the portfolio companies held by the Limited Partnership taken as a whole may be concentrated by type of security, industry or geography, resulting in those investments being less diversified than anticipated. Overweighting investments in certain sectors or industries involves risk that the Limited Partnership will suffer a loss because of declines in the prices of securities in those sectors or industries.

Investments in Privately-Held Small and Mid-Sized Companies

The Limited Partnership invests in small and mid-sized Canadian companies, many of which are privately held. Investments in such companies involve a number of significant risks, including that these companies may have limited financial resources and may be unable to meet their obligations, which may be accompanied by a deterioration in the value of any collateral and a reduction in the likelihood of the Limited Partnership realizing on its investments. They may have less predictable operating results and may have difficulty accessing the capital markets to meet future capital needs. Such companies typically have shorter operating histories, narrower product lines and smaller market shares than larger businesses, which tend to render them more vulnerable to competitors' actions and market conditions, as well as general economic downturns. There is also generally little public information about these companies, and their financial information is not subject to securities or other regulation that

govern public companies, and as a result the Limited Partnership may not be able to receive all material information about these companies. Such companies may also be particularly dependent on a number of key personnel.

Follow-On Financings

It is likely that the portfolio companies of the Limited Partnership will require additional financing after the investments made by the Limited Partnership in order to fully implement their business strategies. If the Limited Partnership is unable to raise additional capital, it will be reliant upon third parties to provide such financing in order to realize on investments in the portfolio companies. The ability of the Limited Partnership to raise additional capital will be dependent on a number of factors including the state of the capital markets and legislative changes. Units of the Limited Partnership are not be in continuous distribution.

External Factors

The value of the securities and investments of the Limited Partnership will fluctuate with certain factors over which the Limited Partnership has no control, such as general economic conditions including the level of interest rates, corporate earnings, economic activity, the Canadian dollar and other factors. Smaller businesses, by virtue of their size and stage of development, will be affected more than larger, more mature entities by external events, including downturns in general economic conditions. Although the Limited Partnership intends to invest in portfolio companies with strong management teams, there can be no assurance that the company will be operated successfully.

Early Stage Portion of Portfolio

Many of the businesses that the Limited Partnership invests in are developing products which will require significant additional development, testing and investment prior to any final commercialization and therefore should be considered early stage investments with greater levels of risk. There can be no assurance that such products will be successfully developed, be capable of being produced in commercial quantities at reasonable costs or be successfully marketed.

Use of Leverage

The Limited Partnership may use leverage in order to enhance returns for Limited Partners. Leverage (or borrowing) magnifies the potential for gain or loss on amounts invested and, therefore, increases the risks associated with investing in the Limited Partnership. The Limited Partnership may borrow from banks, insurance companies, funds, institutional investors and other lenders and investors. Lenders will have fixed dollar claims on the Limited Partnership's assets that are superior to the claims of the Limited Partners.

Illiquid Securities

The Limited Partnership invests in illiquid securities including those of public issuers. A considerable period of time may elapse between the time a decision is made to sell such securities and the time the Limited Partnership is able to do so, and the value of such securities could decline during such period. Illiquid investments are subject to various risks, particularly the risk that the Limited Partnership will be unable to realize its investment objectives by sale or other disposition at attractive prices or otherwise be unable to complete any exit strategy. In some cases, the Limited Partnership may be prohibited by contract from selling such securities for a period of time or otherwise be restricted from disposing of such securities. Furthermore, the types of investments made may require a substantial length of time to liquidate. If the Limited Partnership is required to liquidate all or a portion of its portfolio quickly, it could realize significantly less than the value at which it has recorded its investments. In addition, the Limited Partnership may face other restrictions on its ability to liquidate an investment in a portfolio company to the extent it has material non-public information regarding such portfolio company.

Credit Risk

Credit risk is the risk that the company, government or other entity (including a special purpose vehicle) that issued a bond or other fixed income security cannot pay interest or repay principal when it is due. This risk is lowest among issuers that have a high credit rating from a credit rating agency. It is highest among issuers that have a low credit rating or no credit rating. Investments with a lower credit rating usually offer a better return than higher grade investments, but have the potential for substantial loss as well as gain. High yielding, higher risk income securities in which the Limited Partnership invests are subject to greater risk of loss of principal and income than higher rated fixed income securities, and are considered to be less certain with respect to the issuer's capacity to pay interest and repay principal.

Interest Rate Risk

The market price for the Units at any given time may be affected by the level of interest rates prevailing at such time. A rise in interest rates may have a negative effect on the market price of the Units. Limited Partners who wish to sell their Units may, therefore, be exposed to the risk that the sale price of the Units may be negatively affected by interest rate fluctuations. In addition, general interest rate fluctuations may have a substantial negative impact on the Limited Partnership's investments and investment opportunities and, accordingly, may have a material adverse effect on the Limited Partnership's investment objective. As the Limited Partnership may borrow to make investments, the Limited Partnership's investment income may be dependent upon the difference between the rate at which the Limited Partnership borrows funds and the rate at which it invests these funds. As a result, there can be no assurance that a significant change in market interest rates will not have a material adverse effect on the Limited Partnership's investment income.

Subordination of Investments

The Limited Partnership's portfolio companies may have, or may be permitted to incur, other debt, or issue other equity securities, that rank equally with, or senior to, the investments held by the Limited Partnership. By their terms, such instruments may provide that the holders are entitled to receive payment of dividends, interest or principal on or before the dates on which the Limited Partnership is entitled to receive payments in respect of its investments. These debt instruments would usually prohibit the portfolio companies from paying interest or repaying the Limited Partnership's investments in the event and during a continuance of a default under such debt. Also, in the event of insolvency, liquidation, dissolution, reorganization or bankruptcy of a portfolio company, holders of securities ranking senior to the Limited Partnership's investment in that portfolio company typically are entitled to receive payment in full before the Limited Partnership receives any distribution in respect of its investment. After repaying such holders, the portfolio company may not have any remaining assets to use for repaying its obligations to the Limited Partnership. In the case of securities ranking equally with the Limited Partnership's investments, the Limited Partnership would have to share on an equal basis any distributions with other security holders in the event of an insolvency, liquidation, dissolution, reorganization or bankruptcy of the relevant portfolio company.

Fluctuations in Quarterly Results

The Limited Partnership could experience fluctuations in quarterly operating results due to a number of factors, including the interest rates payable on the debt investments made by the Limited Partnership, the default rates on such investments, the level of the Limited Partnership's expenses, variations in and the timing of the recognition of realized and unrealized gains or losses, the degree to which the Limited Partnership encounters competition in its markets and general economic conditions. As a result of these factors, results for any period should not be relied upon as being indicative of performance in future periods.

Management

Investors will be relying on the business judgment, expertise and integrity of the General Partner and B.E.S.T. Investment Counsel Limited. The unexpected loss or departure of any key officers, employees or consultants from the General Partner or B.E.S.T. Investment Counsel Limited could be detrimental to the Limited Partnership's future

operations. In addition, there is no assurance that the Limited Partnership will continue to have access to key persons or their information and deal flow.

Performance Allocation

The Performance Allocation may create an incentive for the General Partner to cause the Limited Partnership to make investments that are riskier or more speculative than would be the case in the absence of such an approach to allocating the Net Income of the Limited Partnership.

Possible Effect of Distributions to the General Partner

The General Partner may receive quarterly distributions in respect of its entitlement to a portion of the Net Income of the Limited Partnership (as represented by the Priority Profit Allocation and the Performance Allocation).

In the event any amounts distributed to the General Partner exceed the General Partner's share, if any, of the Net Income of the Limited Partnership, the Limited Partnership will not be entitled to claim such difference as an expense, nor will the General Partner have an immediate obligation to the Limited Partnership to repay any such distributions, which may have an adverse effect on the Limited Partnership.

Allocations of Net Income

The amount of Net Income allocated to Limited Partners for income tax purposes may exceed the amount of distributions received by the Limited Partners. As a result, Limited Partners may be liable to pay income tax exceeding the amount of cash distributed by the Limited Partnership.

Possible Loss of Limited Liability of Limited Partners

The Limited Partnerships Act (Ontario) provides that a limited partner benefits from limited liability unless, in addition to exercising rights and powers as a limited partner, such limited partner takes part in the control of the business of a limited partnership of which such limited partner is a partner. A Limited Partner is liable for such Limited Partner's contributed capital, pro rata share of undistributed income retained by the Limited Partnership, and for any portion of the Limited Partner's contributed capital returned to such Limited Partner by the Limited Partnership. In order that the liability of the Limited Partners be limited to the extent described, certain legal requirements under the Limited Partnerships Act (Ontario) and other applicable provincial legislation must be satisfied.

The limitation of liability conferred under the Limited Partnerships Act (Ontario) may be ineffective outside Ontario, except to the extent it is given extra-territorial recognition or effect by the laws of other jurisdictions. There may also be requirements to be satisfied in each jurisdiction to maintain limited liability. If limited liability is lost, Limited Partners may be considered to be general partners (and therefore be subject to unlimited liability) in such jurisdiction by creditors, including potentially any lender to the Limited Partnership providing leverage for investment purposes, and others having claims against the Limited Partnership.

While the General Partner has agreed to indemnify the Limited Partners in certain circumstances, the General Partner has only nominal assets, and it is unlikely that the General Partner will have sufficient assets to satisfy any claims pursuant to such indemnity.

Status of the Limited Partnership

As the Limited Partnership is not a mutual fund or an investment fund as defined under Canadian securities laws, the Limited Partnership is not subject to the Canadian policies and regulations that apply to mutual funds or other investment funds. In particular, rules directed at ensuring liquidity and diversification of investments and certain other investment restrictions and practices normally applicable to mutual funds will not apply to the Limited Partnership. The Limited Partnership may take positions in small and medium sized businesses which will represent a larger percentage of the equity than a mutual fund would normally be permitted to take, and this may increase the risk per investment.

Nature of Investment

Holders of Units will not have statutory rights normally associated with ownership of shares of a corporation, including the right to bring “oppression” or “derivative” actions and rights of dissent. The rights of a Limited Partner are based primarily on the Limited Partnership Agreement.

Restriction on Ownership of Units

The Limited Partnership Agreement contains provisions limiting the ownership of Units by “non-residents” and partnerships that are not “Canadian partnerships” (as defined in the Tax Act). As a result, these restrictions may limit the demand for Units or limit the ability to transfer the Units, thereby adversely affecting the liquidity and market value of the Units. To the extent non-residents or non-Canadian partnerships are or become members of the Limited Partnership, persons that pay dividends, interest, rent, royalties or other amounts to the Limited Partnership may seek to withhold and remit non-resident withholding tax from such payments, resulting in a decrease in the amounts paid to the Limited Partnership. There can be no assurance that members of the Limited Partnership will be able to obtain a refund, credit or deduction in respect of such tax withholdings. If the Limited Partnership has non-resident members and, therefore, does not constitute a “Canadian partnership” for the purposes of the Tax Act, certain other adverse tax consequences or limitations may arise.

Valuations

The valuation process for the Limited Partnership’s investments is inevitably based on inherent uncertainties and the resulting values may differ from values that would have been used had a ready market existed for the investments. To the extent that these valuations are too high, new unitholder investment will provide a benefit to existing investors; similarly, to the extent these valuations are too low, existing investors will suffer a dilution in the value of their Units. The value attributed to investments of the Limited Partnership may be significantly lower than the value which may be realized in the event that the Limited Partnership has to liquidate such investments. The fair value of investments that are not publicly traded may not be readily determinable and may fluctuate over short periods of time and be based on estimates.

Conflicts of Interest

The services of the officers, directors, employees, affiliates and associates of T1 General Partner Corp. and B.E.S.T. Investment Counsel Limited and its officers, directors and employees will not be exclusive to the Limited Partnership. Such persons will be providing similar services and devoting a portion of their time to other investment activities, directorships and offices. These activities may subject such parties to conflicting demands in respect of allocating management time, services and other functions. In circumstances in which other clients or funds on behalf of which the directors, officers, affiliates and associates of T1 General Partner Corp. have the same or substantially similar investment objectives as the Limited Partnership, the General Partner will endeavour to ensure that the Limited Partnership and such other clients or funds are treated in a fair and equitable manner. It is possible, however, that the Limited Partnership may not be given the opportunity to participate in certain investments made by funds managed by B.E.S.T. Investment Counsel Limited or its affiliates. The Limited Partnership will not have an Independent Review Committee.

The Limited Partnership pays management fees to the General Partner, and reimburses the General Partner for certain expenses it incurs. The General Partner’s management fee is based on a percentage of the Limited Partnership’s total assets (including assets purchased with borrowed funds) and, consequently, the General Partner may have conflicts of interest in connection with decisions that could affect the Limited Partnership’s total assets, such as decisions as to whether to incur indebtedness or to make future investments.

Part of the allocation payable by the Limited Partnership to the General Partner is computed and paid on income that may include interest that is accrued but not yet received in cash. If a portfolio company defaults on a loan that is structured to provide accrued interest, it is possible that accrued interest previously used in the calculation of the General Partner Priority Profit allocation will become uncollectible.

Additional Financings

In future and subject to any necessary regulatory approvals, the Limited Partnership may seek to obtain additional funding to support growth through public or private financing. There are no assurances that additional funding will be available at all, on acceptable terms or at an acceptable level. Any additional financing may cause Limited Partners to experience dilution.

Taxation of the Limited Partnership

Limited Partners will share in the net profits and losses of the Limited Partnership as set out in the Limited Partnership Agreement.

The Net Income for tax purposes, if any, of the Limited Partnership will be allocated to the Limited Partners on a pro rata basis among the Limited Partners who are shown as such on the record of Limited Partners on the last day of such fiscal year. In any fiscal year, Limited Partners may be allocated Net Income and be liable for taxes on the Net Income for which they have not received cash distributions.

Any determination made by the General Partner as to the allocation of Net Income and Net Losses of the Limited Partnership is final and binding on the Limited Partners.

It is possible that some of the portfolio companies held by the Limited Partnership maybe classified as “non-portfolio property” of the Limited Partnership, which will cause the Limited Partnership to be a “SIFT partnership” for the purposes of the SIFT rules in the Tax Act. For so long as such investments are held by the Limited Partnership and remain “non-portfolio property”, the Limited Partnership will be subject to SIFT Tax on its “taxable non-portfolio earnings”, which may result in a reduction in the after-tax returns to Limited Partners.

The Canada Revenue Agency (“CRA”) may challenge the asserted characterization or quantum of certain payments or allocations made by the Limited Partnership for tax purposes.

Canadian tax legislation, including the Income Tax Act (Canada) and the Excise Tax Act (Canada), also contain a number of anti-avoidance and characterization rules that may permit the CRA to challenge the characterization or quantum of certain payments or allocations made by the Limited Partnership for tax purposes. If such challenges were successful, the tax liabilities of the Limited Partnership and/or the Limited Partners may be increased materially, resulting in a material reduction in the after-tax returns to Limited Partners. Such challenges, if successful, may also result in the imposition of material liabilities for interest and penalties.

There can be no assurance that tax laws respecting the treatment of limited partnerships will not be changed in a manner which adversely affects the Limited Partners. The Limited Partnership will generally be subject to harmonized sales tax in respect of fees and expenses incurred by the Limited Partnership, including the management fee payable to the General Partner. Any increase in such taxes payable by the Limited Partnership, whether through the application of the anti-avoidance provisions of any applicable tax legislation or otherwise, or as a result of a change of law or CRA administrative policy, will be borne by those persons who are Limited Partners at the time such liability is established to be payable.

Legislative Changes

Changes may be introduced to federal, provincial or territorial legislation that may be unfavourable and impair the Limited Partnership’s ability to attract future investment capital and impair its investment performance or otherwise adversely affect the Limited Partnership. As a result, the availability of funds for investment by the Limited Partnership and the return to investors in the Limited Partnership could be reduced, thereby decreasing the Limited Partnership’s ability to fulfil its investment objectives.

Financial Resources of the General Partner

The General Partner has unlimited liability for the obligations of the Limited Partnership and has agreed to indemnify and hold harmless each Limited Partner against losses, liabilities, expenses and damages suffered by such

Limited Partner if the Limited Partners' liabilities are not limited as provided herein, provided that such loss of liability was caused by an act or omission of the General Partner or by the gross negligence or wilful misconduct in the performance of, or wilful disregard or breach of, the obligations or duties of the General Partner under the Limited Partnership Agreement. However, such indemnity will apply only with respect to losses in excess of the agreed capital contribution of the Limited Partner. The General Partner is expected to have only nominal assets and, therefore, the indemnity of the General Partner will have nominal value. Limited Partners also will not be able to rely upon the General Partner to provide any additional capital or loans to the Limited Partnership.

Competition

The Limited Partnership will compete with companies and investment funds in the venture capital industry, some of which may have greater capital resources, including commercial and investment banks, commercial financing companies, high yield investors and venture capital funds. Some of these competitors may have a lower cost of funds and access to funding sources that may not be available to the Limited Partnership, and there is no assurance that the competitive pressures the Limited Partnership will face will not have a material adverse effect on its business, financial condition or results of operations. As a result of this competition, the Limited Partnership may not be able to pursue attractive investment opportunities from time to time. The Limited Partnership may lose investment opportunities if it does not match its competitors' pricing, terms and structure, and thus the Limited Partnership may make investments that are on less favourable terms than originally anticipated, which may impact the Limited Partnership's return on these investments.

Disclosure Controls and Internal Controls over Financial Reporting

The Limited Partnership's disclosure controls and procedures are designed to provide reasonable assurance the information required to be disclosed by the Limited Partnership is recorded, processed, summarized and reported within the time periods specified under securities laws and include controls and procedures that are designed to ensure that information is accumulated and communicated to management including the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO) to allow timely decisions regarding disclosure. The CEO and CFO, together with management, are responsible for the design of the Limited Partnership's disclosure control and procedures (as defined in National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings). Management, under the direction of the CEO and CFO, has evaluated the effectiveness of the disclosure controls and procedures as at September 30, 2016, and has concluded that they are reasonably assured that such controls and procedures were effective.

Management, under the supervision of the CEO and CFO, is responsible for the design and maintenance of adequate internal controls over financial reporting for the purposes of providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. However, due to its inherent limitations, internal controls over financial reporting can only provide reasonable, not absolute, assurance that the financial statements are free of misstatements. Management, under the direction of the CEO and CFO, evaluated the effectiveness of the Limited Partnership's internal controls over financial reporting as at September 30, 2016 and has concluded that internal control over financial reporting was appropriately designed and operating effectively. There have been no changes during the period ended September 30, 2016 in the Limited Partnership's internal controls over financial reporting that have materially affected, or are reasonable likely to materially affect, the Limited Partnership's internal controls over financial reporting.