



**Tier One Capital Limited Partnership**  
**Management Discussion and Analysis**  
**Nine months ended September 30, 2017**

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## MANAGEMENT'S DISCUSSION AND ANALYSIS

### September 30, 2017

*This Management's Discussion and Analysis ("MD&A"), dated November 17, 2017, presents an analysis of the financial position of Tier One Capital Limited Partnership (the "Limited Partnership") as at September 30, 2017 and the results of operations for the nine month period ended September 30, 2017 compared to the financial statements for the nine month period ended September 30, 2016 and the financial position of the Limited Partnership as at December 31, 2016. 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](http://www.sedar.com), while other information related to the Limited Partnership is published on the Limited Partnership's website at [www.tier1capital.ca](http://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 (“IAS34”). The financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain financial assets and financial liabilities (including derivative financial instruments) at fair value through profit or loss. The accounting policies followed in these financial statements are consistent with those applied in the Limited Partnership’s audited financial statements for the year ended December 31, 2016.

## 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 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.

## Business Strategy

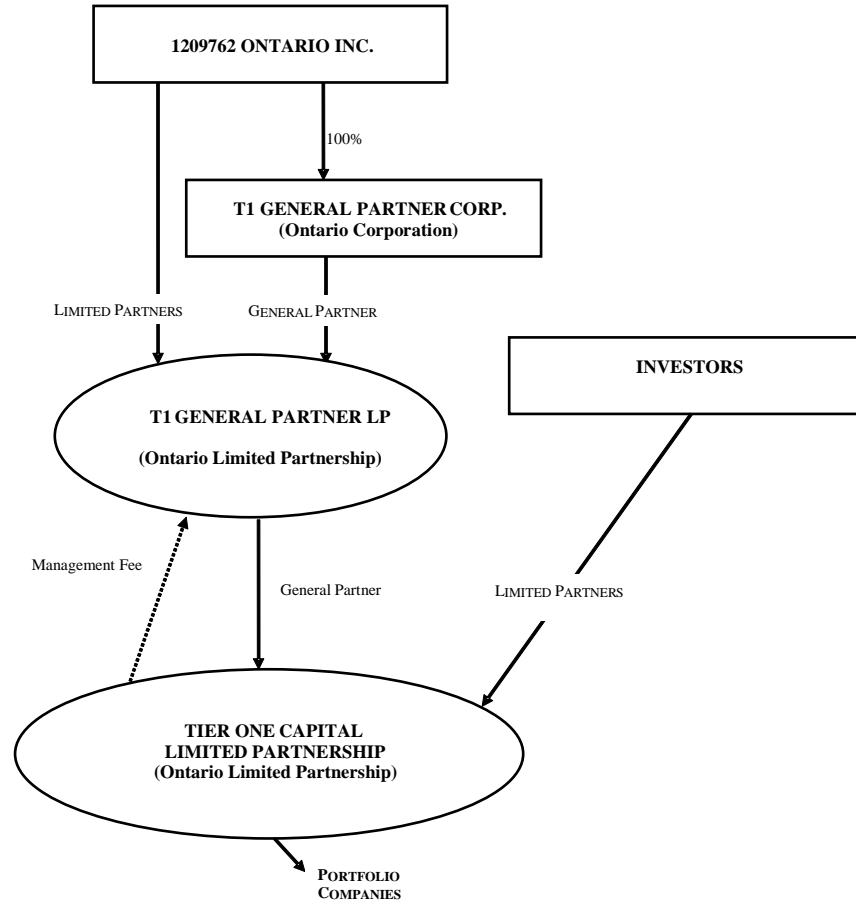
### *Investment Objectives*

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 distributions, which would be assessed on a quarterly basis, to the Limited Partners, having regard to the income received or anticipated to be received from the Portfolio Companies held by the Limited Partnership as well as the fees, expenses and other obligations of the Limited Partnership.

### *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.

## Limited Partnership Structure



## Corporate Governance

### *Board of Directors*

As the General Partner is itself a limited partnership, it has a general partner, T1 General Partner Corp., that is responsible for the operations of the General Partner. References herein to the directors, the board of directors, the audit committee, the chief executive officer, the chief financial officer, executive officer and/or officers of the Limited Partnership or otherwise are in fact references to such position(s) with and/or committees of T1 General Partner Corp.

The term of office of each of the present directors of T1 General Partner Corp. expires at the close of the next annual meeting of shareholders of T1 General Partner Corp. or until their successors are appointed, unless a director's office is earlier vacated.

The board of directors of T1 General Partner Corp. is composed of four individuals: John Nyholt, John Richardson, Robert Roy and Steven Watzeck. All of the directors are independent within the meaning of Section 1.4 of National Instrument 52-110 with the exception of John Richardson who is the designated Chief Executive Officer of the Limited Partnership. The board of directors of T1 General Partner Corp. facilitates its exercise of supervision of the Limited Partnership management through frequent meetings. The Audit Committee of the Board is composed of

three individuals: John Nyholt, Robert Roy and Steven Watzeck. Each of the Audit Committee members is independent within the meaning of National Instrument 52-110.

John Nyholt is the Chairman of the Board. Robert Roy is the Chairman of the Audit Committee.

New directors will attend a briefing with existing directors on all aspects of the nature and operation of the Limited Partnership's business from senior management of T1 General Partner Corp. Directors will be given the opportunity to attend and participate in seminars and continuing education programs. Outside experts may be retained as appropriate to provide directors with ongoing education on ongoing and/or specific subject matters.

The board will set the roles and responsibilities of any chair of the board or of any committee by consensus among the directors from time to time.

T1 General Partner Corp. believes that the fiduciary duties placed on each of the individuals on the board of directors of T1 General Partner Corp. by the governing corporate legislation, the common law and restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the board of directors in which the director has an interest, is sufficient to ensure that the board of directors of T1 General Partner Corp. operates in the best interests of the Limited Partnership. Directors who have or may be reasonably perceived to have a personal interest in a transaction or agreement being contemplated by T1 General Partner Corp. or the Limited Partnership are required to submit such interest in writing or declare such interest at any meeting at which the matter is being considered and, where appropriate, leave the meeting during discussion and abstain from voting on such matter. T1 General Partner Corp. encourages and promotes a culture of ethical business conduct by expecting each director and officer to act in a manner that exemplifies ethical business conduct.

If a director ceases to hold office, the remaining directors will identify potential candidates for nomination to the board, with a view to ensuring overall diversity of experience and skill. 1209762 Ontario Inc., as sole shareholder of T1 General Partner Corp., will be entitled to elect all directors.

The board of directors is responsible for determining compensation for the directors of T1 General Partner Corp. to ensure it reflects the responsibilities and risks of being a director. The board does not have a compensation committee or any committee other than the audit committee.

Different methods are used to assess the board of director's effectiveness including annual surveys, interviews and group discussions. These also form the basis, for the Board as a whole, to assess the need for new board members.

## Outlook

The focus of the Limited Partnership continues to be on investing in interest generating securities in rapidly-growing companies. The Limited Partnership will also 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 quarterly distributions in January 2017, April 2017, July 2017 and October 2017. The annualized yield on the Units based on the closing price of the Units at September 30, 2017 was 9.98% compared to a yield of 8.13% as at December 31, 2016. The higher yield reflects the lower closing price for the Units at September 30, 2017 of \$5.01 compared to the closing price at December 31, 2016 of \$6.15. The Limited Partnership expects to be able to continue to make distributions to investors with the cash provided by interest bearing securities and from the sale of the Limited Partnership's investments.

As at September 30, 2017, the Limited Partnership had \$10,715,239 or approximately 46% of its venture portfolio invested in interest generating securities. The weighted average yield on these investments was 14.77%. 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	June 30	March 31	December 31,	September 30,	June 30,	March 31,	December 31,
	2017	2017	2017	2016	2016	2016	2016	2015
<b>Closing Trading Price on CSE</b>	\$5.01	\$5.25	\$5.35	\$6.15	\$6.25	\$6.80	\$6.80	\$8.00
<b>Trading Volume</b>	61,086	50,976	76,373	76,715	63,455	71,511	63,921	79,456
<b>Trading Value</b>	\$311,246	\$273,563	\$429,584	\$461,091	\$422,739	\$488,434	\$452,532	\$576,184
<b>Three month Average Historical Volatility</b>	11%	31%	8%	17%	13%	23%	23%	24%
<b>Beta</b>	0.029	0.259	0.004	0.224	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. The Limited Partnership distributed \$0.125 per Unit in cash to the Limited Partners during the three month period ended September 30, 2017 and issued 19,588 Units to Limited Partners under the Distribution Reinvestment Plan.

The closing price of the Units on the Canadian Securities Exchange (CSE: TLP.UN) was \$5.01 on September 30, 2017 compared to the closing price of \$6.15 on December 31, 2016. Net income per Unit attributable to limited partners after allocations to the General Partner was \$0.10 for the three month period ended September 30, 2017 compared to a net loss after allocations to the General Partner of \$0.25 per Unit for the three month period ended September 30, 2016. Net income per Unit attributable to limited partners after allocations to the General Partner was \$0.29 for the nine month period ended September 30, 2017 compared to a net loss after allocations to the General Partner of \$0.23 per Unit for the nine month period ended September 30, 2016.

During the nine month period ended September 30, 2017, the Limited Partnership made cash investments in two existing portfolio investments in the amount of \$180,522, new investments in three limited partnerships in the amount of \$4,438,570, exercised a common share purchase warrant for \$93,258 and made one new venture investment in the amount of \$280,000. The Limited Partnership received \$13,467,699 cash proceeds from the sale, repayment and maturity of venture investments. The Limited Partnership also received \$548,227 in cash from the collection of receivables on the sale of investments for an investment sold in a prior period. 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

	September 30	June 30	March 31,	December 31,	September 30,	June 30,	March 31,	December 31,
	2017	2017	2017	2016	2016	2016	2016	2015
Interest income	\$474,004	\$470,840	\$831,125	\$866,319	\$1,162,035	\$1,155,159	\$881,035	\$927,501
Other income (loss)	\$54,751	\$57,043	\$363	\$6,877	\$51,114	\$60,551	\$6,036	(\$16,985)
Net realized gain (loss) on disposals of investments and marketable securities	(\$853,341)	\$142,857	\$257,150	\$79,699	(\$96,518)	\$708,435	-	(\$504,074)
Net change in unrealized gain (loss)	\$1,236,052	(\$1,021)	\$189,324	\$929,932	(\$1,257,502)	(\$1,356,201)	\$501,661	(\$1,386,870)
Net gain on investments at fair value through profit and loss	\$911,466	\$669,719	\$1,277,962	\$1,882,827	(\$140,871)	\$567,944	\$1,388,732	(\$980,428)
Expenses before General Partner Priority Profit Allocation	\$127,256	\$289,826	\$233,783	\$220,466	\$249,845	\$490,187	\$263,470	\$325,281
Net and comprehensive income (loss) before Priority Profit Allocation	\$784,210	\$379,893	\$1,044,179	\$1,662,361	(\$390,716)	\$77,757	\$1,125,262	(\$1,305,709)
General Partner Priority Profit Allocation	\$251,419	\$247,834	\$247,282	\$252,891	\$245,747	\$282,234	\$263,450	\$263,918
Net and comprehensive income (loss)	\$532,791	\$132,059	\$796,897	\$1,409,470	(\$636,463)	(\$204,477)	\$861,812	(\$1,569,627)
Performance allocation to General Partner	\$143,576	\$126,576	\$90,972	\$284,504	\$291,328	\$257,797	\$337,886	\$244,936
Net income (loss) attributable to Limited Partners	\$389,215	\$5,483	\$705,925	\$1,124,966	(\$927,791)	(\$462,274)	\$523,926	(\$1,814,563)
Net income (loss) attributable to Limited Partners per Unit	\$0.10	\$0.00	\$0.19	\$0.30	(\$0.25)	(\$0.12)	\$0.14	(\$0.49)
Distributions to Limited Partners	\$479,104	\$476,098	\$473,013	\$470,469	\$468,278	\$466,147	\$464,418	\$463,198
Performance Allocation paid or payable to General Partner	-	-	-	\$460,000	-	-	-	-
Total assets	\$37,219,321	\$37,091,725	\$37,420,425	\$37,499,444	\$36,401,521	\$37,509,743	\$39,428,990	\$39,086,067
Limited Partners Interest	\$34,268,132	\$34,259,279	\$34,606,150	\$34,235,454	\$33,463,542	\$34,744,720	\$35,561,916	\$35,407,004
Units outstanding	3,852,425	3,832,837	3,808,789	3,784,101	3,763,750	3,746,222	3,729,176	3,715,400
Limited Partners Interest per Unit	\$8.90	\$8.94	\$9.08	\$9.05	\$8.89	\$9.27	\$9.54	\$9.53

### Footnotes:

1. The above figures have been generated from the interim 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, 2017*

The Limited Partnership reported a net gain on investments at fair value through profit and loss of \$911,466 for the three month period ended September 30, 2017. This compares to a net loss on investments of \$140,871 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 appreciation (depreciation) on investments during the period. Interest and other income for the period was \$528,755 which is down from interest and other income of \$1,213,149 reported for the three month period ended September 30, 2016. Interest and other income is down for the period due to the lower balance of interest generating venture investments. The Limited Partnership also reported a realized loss on the sale of investments of \$853,341 during the three month period ended September 30, 2017. The realized loss was the result of the sale of the Limited Partnership's investment in ERMS Corporation preferred shares. On July 21, 2017, ERMS Corporation closed the sale of all its operating assets. The Limited Partnership recognized total proceeds of \$2,413,939 on the sale of its holding of preferred shares of the company and also received \$105,522 on the repayment of its investment in a promissory note issued by the company. The Limited Partnership recorded a realized loss of \$410,061 on the sale of the preferred shares. The Limited Partnership still holds its investment in the common shares of the company. The Limited Partnership also realized a loss of on the Limited Partnership's interest in Roadhouse Holdings Inc. which was liquidated following bankruptcy. The Limited Partnership does not have any continuing interest in Roadhouse Holdings Inc.

The Limited Partnership recorded an increase in net unrealized appreciation on investments in the amount of \$1,236,052 during the three month period ended September 30, 2017 which was composed of the following adjustments:

<b>Change in unrealized appreciation/(depreciation)</b>	<b>Description</b>
\$669,149	Reversal of the unrealized depreciation of the Limited Partnership's investment in ERMS Corporation preferred shares. The preferred shares were sold during the period.
\$915,121	Reversal of unrealized depreciation of the Limited Partnership's investment in Roadhouse Holdings Inc. Roadhouse was previously placed into receivership and was liquidated during the period. The Limited Partnership has no continuing interest in the company.
\$157,184	Increase in the value of common share purchase warrants of a company in the Media Technology sector to reflect the value of a transaction.
(\$394,000)	Decrease in the value of the promissory note of a company in the Media Technology sector. During the quarter, the prospects for the company continued to deteriorate after the failure of a merger transaction and failure of the company to attain further financing.
(\$3,381)	Decrease in the value of common share purchase warrants of a company in the Other Technology sector based on change in value of underlying security.
(\$106,090)	Decrease in the value of limited partnership units to reflect the change in currency exchange rates.
(\$1,931)	Change in value of public equity investments based on market prices.
\$1,236,052	Total net change in unrealized appreciation/(depreciation) of investments during the period.

Total expenses before the General Partner Priority Profit Allocation for the three month period ended September 30, 2017 were \$127,256 compared to \$249,845 in the same period last year. The expenses are lower in the quarter due to lower transfer agent, registrar and administrative expenses. The Limited Partnership was able to recoup transfer and administration fees from its RRSP client name accounts for past service in the amount of approximately \$60,000 plus fees for the current year during the three month period ended September 30, 2017. Also, during the quarter, the Limited Partnership accrued lower audit expenses. In the same period last year the Limited Partnership was accruing higher audit fees for increased review and compliance costs. The General Partner Priority Profit Allocation for the

three month period ended September 30, 2017 was \$251,419 compared to \$245,747 during the same period last year.

*Nine months ended September 30, 2017*

The Limited Partnership reported a net gain on investments at fair value through profit and loss of \$2,859,147 for the nine month period ended September 30, 2017. This compares to a net gain on investments of \$1,815,805 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 appreciation (depreciation) on investments during the period. Interest and other income for the period was \$1,888,126 which is down from interest and other income of \$3,315,930 reported for the nine month period ended September 30, 2016. The lower interest and other income is due to the lower balance of interest generating venture investments and also due to the write-off of interest previously accrued on one of its venture investments in the media technology sector in the amount of \$304,484. The Limited Partnership's investment in the company was written down during the period resulting in an unrealized loss of \$1,714,000. This unrealized loss was offset by unrealized appreciation on several investments and the reversal of unrealized losses on investments disposed of during the period in the amount of \$3,138,355. The Limited Partnership also reported a net realized loss on the disposal of investments of \$453,334 during the nine month period ended September 30, 2017. The realized loss was primarily the result of the sale of the Limited Partnership's investment in ERMS Corporation preferred shares (\$410,060) and the disposal of the Limited Partnerships interest in Roadhouse Holdings Inc. (\$425,521).

The Limited Partnership recorded net unrealized appreciation on investments in the amount of \$1,424,355 during the nine month period ended September 30, 2017 which was composed of the following adjustments:

<b>Change in unrealized appreciation/(depreciation)</b>	<b>Description</b>
\$1,398,877	Reversal of the unrealized depreciation of the Limited Partnership's investment in ERMS Corporation preferred shares. The preferred shares were sold during the period.
\$1,350,000	Reversal of unrealized depreciation of the Limited Partnership's investment if Roadhouse Holdings Inc. Roadhouse was previously placed into bankruptcy and was in the process of being liquidated. The Limited Partnership has no continuing interest in the company.
\$85,542	Increase in the number of common share purchase warrants of a company in the Security and Software Services sector. The warrants are being valued based on the value of a recent arms-length financing transaction.
\$297,918	Increase in the value of common share purchase warrants of one company in the Health Care and Health Care Technology sector to reflect the value of a transaction.
\$157,184	Increase in the value of common share purchase warrants of a company in the Media Technology sector to reflect the value of a transaction.
(\$1,714,000)	Decrease in the value of the promissory note of a company in the Media Technology sector. During the quarter, the prospects for the company became very uncertain after the failure of a merger transaction and failure of the company to attain further financing.
(\$16,724)	Decrease in value of common share purchase warrants of a company in the Media Technology sector to reflect change in value of underlying security.
\$78,890	Increase in the value of common share purchase warrants of company in the Other Technology sector based on change in value of underlying security.
(\$208,789)	Decrease in the value of limited partnership units to reflect the change in currency exchange rates.
(\$4,543)	Change in value of public equity investments based on market prices.
\$1,424,355	Total net change in unrealized appreciation/(depreciation) of investments during the period.

Total expenses before the General Partner Priority Profit Allocation for the nine month period ended September 30, 2017 were \$650,865 compared to \$1,003,502 in the same period last year. The expenses are lower in the period due to lower management fees, transfer agent, registrar and administrative expenses. The Limited Partnership was able to recoup transfer and administration fees from its RRSP client name accounts for past service in the amount of approximately \$60,000 during the period. Also, during the period, the Limited Partnership did not incur any interest expense as the Limited Partnership had repaid the credit facility at the end of June 2016. Legal fees are higher due to higher compliance costs incurred by the Limited Partnership. The General Partner Priority Profit Allocation for the nine month period ended September 30, 2017 was \$746,535 compared to \$791,431 during the same period last year.

## Liquidity and Capital Resources

As at September 30, 2017, the Limited Partnership had cash on hand of \$1,775,333 and short-term investments of \$10,989,330. 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 and comprehensive income, plus non-cash items such as unrealized appreciation/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, 2017, the Limited Partnership reported a net inflow of cash from operating activities of \$2,804,287. This compares to a net inflow of cash from operating activities of \$3,530,343 during the same period in the prior year. The decrease in cash flow from operating activities is due mainly to lower interest income during the period. Interest received during the nine month period ended September 30, 2017 totaled \$1,671,476 compared to \$2,306,922 received in the same period last year.

During the period ended September 30, 2017, the Limited Partnership invested \$4,992,350 (2016: \$6,823,201) in venture investments and placed \$42,968,280 (2016: \$5,796,550) in short-term investments. During the period ended September 30, 2017, the Limited Partnership realized \$14,015,926 (2016: \$12,593,654) on the disposal of venture investments and \$36,475,680 (2016: \$2,798,320) on the maturity of short-term investments. The balance of the cash outflow from operating activities in the amount of \$1,201,297 (2016: outflow of \$1,548,802) is due to operating expenses and the General Partner Priority Profit Allocation in the amount of \$748,007 (2016: \$809,601).

### *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"). The general partner of the Lender is B.E.S.T. Funds Inc., which is 100% owned by John Richardson. 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. The Limited Partnership did not have any outstanding balance on the credit facility at September 30, 2017 and December 31, 2016.

Advances under the credit facility were 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*

The Limited Partnership made a distribution of \$0.125 per unit on January 28, 2017, April 28, 2017 and July 31, 2017. The total cash distributions made to Limited Partners for the nine month period ended September 30, 2017 was \$1,067,945 (2016: \$1,077,323). Distributions to Limited Partners in the amount of \$360,271 (2016: \$321,520) were reinvested under the Distribution Reinvestment Plan.

Annualized Distribution Amount per Unit	\$0.50
Quarterly Distribution Amount Per Unit	\$0.125
Share Price at September 30, 2017	\$5.01
Annualized Yield (based on price at September 30, 2017)	9.98%

### *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, 2017, the Limited Partnership made cash distributions to the General Partner in the amounts of \$247,834 (2016: \$282,234) for the General Partner Priority Profit Allocation. As at September 30, 2017, the Limited Partnership had a payable to the General Partner for the General Partner Priority Profit Allocation in the amount of \$251,419 (December 31, 2016: \$252,891) and \$Nil (December 31, 2016: \$460,000) for the Performance Allocation. As at September 30, 2017, the Limited Partnership had allocated \$2,478,328 (December 31, 2016: \$2,117,204) for the Performance Allocation to the General Partner. During the three month period ended September 30, 2017, the Limited Partnership did not pay any cash Performance Allocation to the General Partner (2016: \$Nil).

## Portfolio Update

Total capital deployed during the three month period ended September 30, 2017 was \$1,662,948 in the following investment:

### *New Investments*

<b>Company</b>	<b>Industry</b>	<b>Security</b>	<b>Amount</b>
MAC Financial Recovery (Canada) Inc.	Financial Technology and eCommerce	Promissory Note, 11.50% due February 1, 2019	\$280,000
Multiplier Capital II LP	Diversified Limited Partnership	Limited Partnership Interest	\$502,732
WHL (Canada) I LP	Diversified Limited Partnership	Limited Partnership Interest	\$695,561
PA Direct Credit Opportunities Fund II (Offshore) L.P.	Diversified Limited Partnership	Limited Partnership Interest	\$184,655
Total			\$1,662,948

MAC Financial Recovery (Canada) Inc.

MAC Financial Recovery is a nationally licensed Canadian collection agency that specializes in the purchase of delinquent consumer debt. MAC's principals have extensive expertise and knowledge in the debt purchasing arena including the recovery of purchased receivables.

Multiplier Capital II LP

Multiplier Capital II LP is licensed under the U.S. Small Business Administration as a Small Business Investment Corporation (SBIC). The limited partnership makes secured loans to established, high growth companies backed by venture capital and growth equity sponsors.

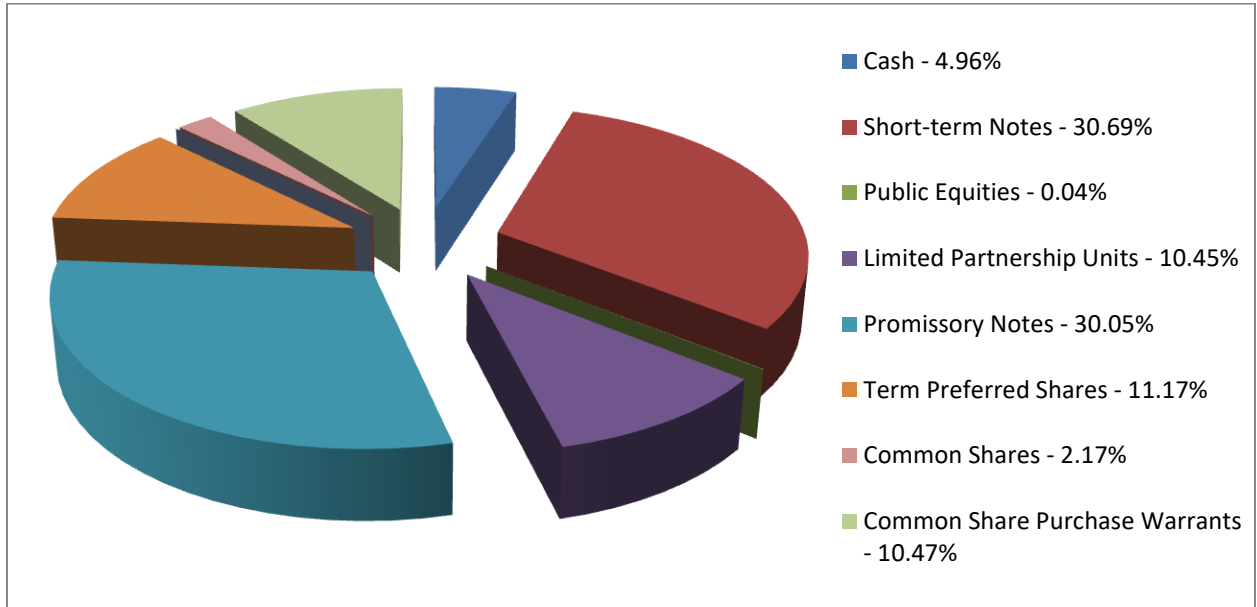
### *Dispositions, Repayments and Maturities*

Total cash proceeds on the disposal of venture investments during the three month period ended September 30, 2017 was \$6,224,473. The total proceeds include amounts withheld in escrow on the sale of venture investments.

<b>Company</b>	<b>Security</b>	<b>Amount</b>
Health Care Services International Inc.	Promissory Note, 17.00%, due January 22, 2019 Promissory Note, 17.00%, due December 31, 2017	\$396,120
ERMS Corporation	Promissory Note, Promissory Note, 20.00%, due June 30, 2017	\$105,522
ERMS Corporation	Preferred Shares	\$2,413,940
Indegene Skura Inc.	Promissory Note, 13.50%, due April 27, 2019	\$2,162,000
Garner Distributed Workflow Inc.	Promissory Note, 16.50%, due December 8, 2018	\$133,333
MAC Financial Recovery (Canada) Inc.	Promissory Note, 11.50%, due February 1, 2019	\$35,258
Roadhouse Holdings Inc.	Promissory Note, 0.00%, due August 31, 2017	\$489,600
PA Direct Credit Opportunities Fund II (Offshore) LP	Limited Partnership Interest	\$93,163
WHL (Canada) LLP	Limited Partnership Interest	\$395,537
Total Proceeds		\$6,224,473

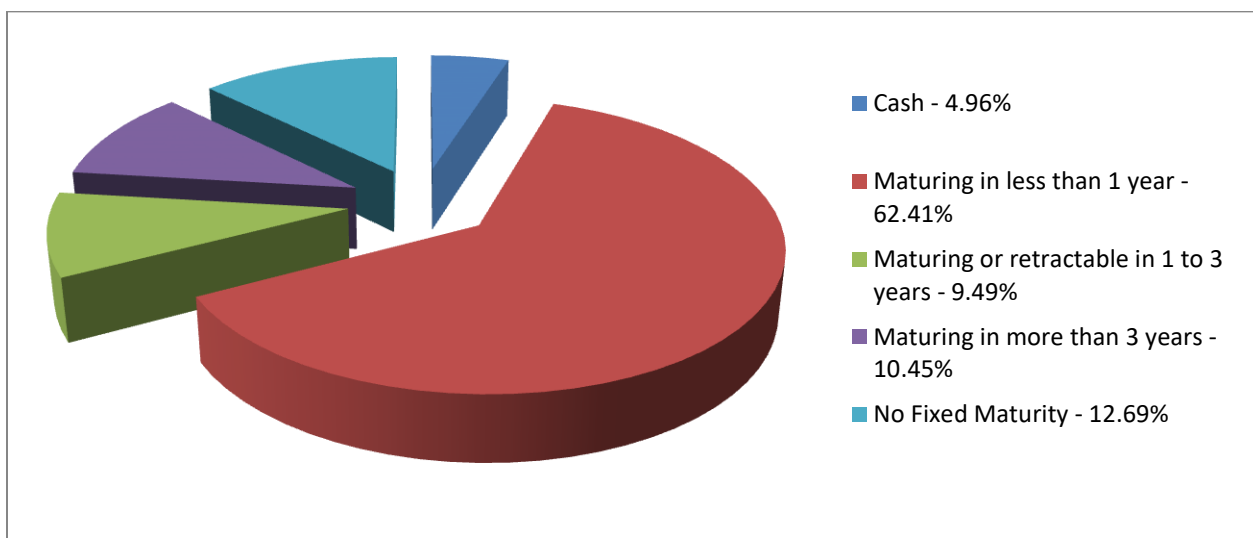
## Investments

### *Investments by Security Type*



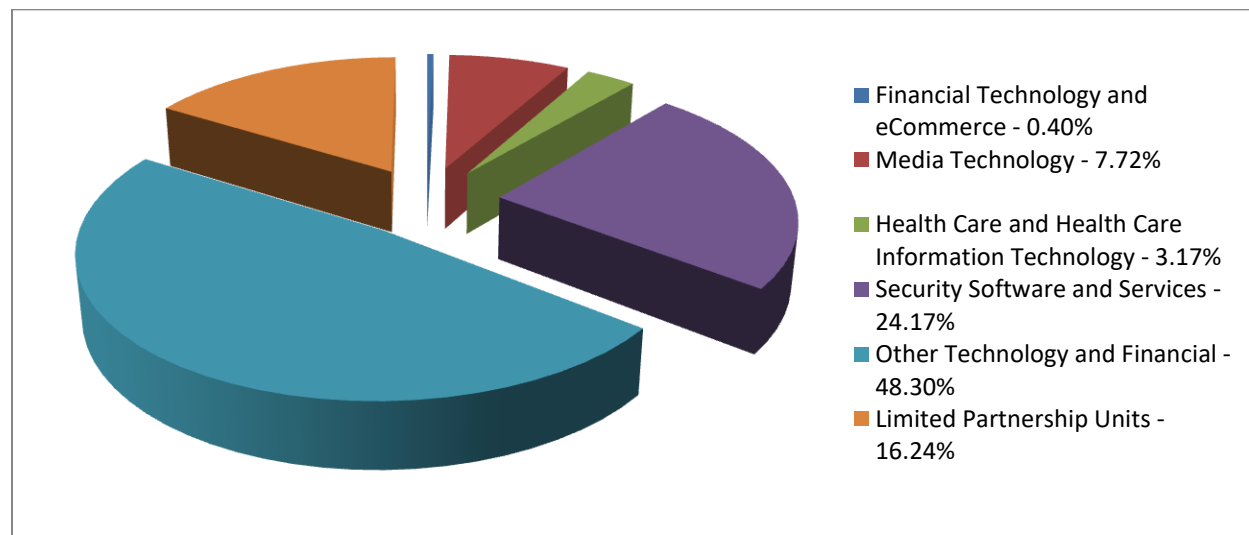
The table above shows the allocation of the Limited Partnership's investments by type of security plus cash based on the proportion of the total fair value of the investment portfolio plus cash held by the Limited Partnership as at September 30, 2017.

### *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 as at September 30, 2017.

*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 as at September 30, 2017.

**Outstanding Capital**

The interests of the Limited Partners are represented by Units.

<b>Issued</b>	<b>Number of Units September 30, 2017</b>	<b>Number of Units December 31, 2016</b>
Limited Partner Units:		
Balance forward from prior period	3,784,101	3,715,400
Issued on Distribution Reinvestment Plan	68,324	68,701
Balance at end of period	3,852,425	3,784,101

*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 three month period ended September 30, 2017, the Limited Partnership issued 19,588 (2016: 17,527) 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.

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., 510,231 Units or approximately 13.24% of the total Units issued and outstanding as at September 30, 2017.

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

TSX Trust Company, (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 may be engaged to provide investment management and advisory services to the Limited Partnership and 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 Performance Allocation as described in the notes to the financial statements represents an equity allocation 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 Policy

The Limited Partnership has made a change to the accounting policy ("Changed in Policy") related to the presentation of the Priority Profit Allocation for the year ended December 31, 2016 and the comparative financial statements for the year ended December 31, 2015 and for the interim periods March 31, 2016, June 30, 2016 and September 30, 2016. Details of the changes are included in note 13 to the financial statements.

This Change in Policy has had no impact on the limited partners' equity, nor on the cash available for limited partner distributions, the timing or amount of distributions declared or the allocations made to the limited partners for tax purposes but results in a change in the manner in which the Limited Partnership presents certain amounts that were previously presented in its statement of changes in equity to be presented in its statement of comprehensive income. Specifically, the Limited Partnership previously presented the general partner's Priority Profit Allocation as an allocation of earnings within equity in the statement of changes in equity, which is now presented in the statement of comprehensive income, with any unpaid Priority Profit Allocation amounts presented as a liability in the statement of financial position. The interim financial statements for the three month period ended September 30, 2016 included with the interim financial statements ended September 30, 2017 for comparative purposes have been restated to reflect this change.

The decision to adopt this Change in Policy arises in connection with a continuous disclosure review by the Ontario Securities Commission (the "OSC"). The Change in Policy resulted in an increase in historical net loss for the three month period ended September 30, 2016 (from \$390,716 to \$636,463), a decrease in net income for the nine month period ended September 30, 2016 (from \$812,303 to \$20,872), an increase in historical total expenses for the three month period ended September 30, 2016 (from \$249,845 to \$495,592), an increase in historical total expenses for the nine month period ended September 30, 2016 (from \$1,003,502 to \$1,794,933), an increase in historical loss per Unit for the three month period ended September 30, 2016 (from \$0.17 to \$0.24), a decrease in historical earnings per Unit for the nine month period ended September 30, 2016 (from \$0.01 to (\$0.23)), a decrease in historical cash inflows from operating activities for the nine month period September 30, 2016 (from \$4,339,944 to \$3,530,343), and a decrease in historical cash outflows from financing activities for the nine month period ended September 30, 2016 (from (\$3,502,837) to (\$2,693,236)).

The Change in Policy does not have any net impact on the limited partners' equity and did not impact on the cash available for limited partner distributions or on the timing or amount of distributions declared, which remain at \$1,077,323 for the nine month period ended September 30, 2016. The cash distribution to the general partner for Priority Profit Allocation was also unaffected and will remain at \$809,601 for the nine month period ended September 30, 2016. There was also no change in the timing or quantum of cash outflows relating to the Priority Profit Allocation. The reduction in earnings per unit relates entirely to the earnings attributable to the general partner's equity interest. There is no impact on the underlying earnings per unit relating to limited partners' equity.

## 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. The Limited Partnership is in the process of assessing the impact of IFRS 9.

### *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 Limited Partnership’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 fulfill 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 to 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.