



Tier One Capital Limited Partnership

Financial Statements

Year ended December 31, 2017



April 27, 2018

Independent Auditor's Report

**To the Partners of
Tier One Capital Limited Partnership** (the Limited Partnership)

We have audited the accompanying financial statements of the Limited Partnership, which comprise the statements of financial position as at December 31, 2017 and 2016 and the statements of comprehensive (loss) income, changes in equity and cash flows for the years then ended, and the related notes, which comprise a summary of significant accounting policies and other explanatory information (together the financial statements).

Management's responsibility for the financial statements

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

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Limited Partnership as at December 31, 2017 and 2016 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

PricewaterhouseCoopers LLP

Chartered Professional Accountants, Licensed Public Accountants

*PricewaterhouseCoopers LLP
PwC Tower, 18 York Street, Suite 2600, Toronto, Ontario, Canada M5J 0B2
T: +1 416 863 1133, F: +1 416 365 8215*

Tier One Capital Limited Partnership
STATEMENTS OF FINANCIAL POSITION

As at December 31, 2017 and December 31, 2016

	December 31, 2017	December 31, 2016
ASSETS		
Cash	\$ 1,182,475	\$ 498,991
Accrued interest and other receivables	856,574	850,688
Receivable on the sale of investments (note 10)	961,285	521,196
Investments	30,925,652	35,628,569
Total Assets	33,925,986	37,499,444
LIABILITIES		
Accounts payable and accrued liabilities	140,723	157,472
General partner priority profit allocation payable (note 7)	235,927	252,891
Deferred income on venture investments	51,434	276,423
Performance allocation payable (note 7)	-	460,000
Total Liabilities	428,084	1,146,786
EQUITY		
Limited partnership units	38,800,370	38,323,723
General partner interest (note 7)	2,356,826	2,117,204
Deficit	(7,659,294)	(4,088,269)
Total Equity	33,497,902	36,352,658
Total Liabilities & Equity	\$ 33,925,986	\$ 37,499,444

Approved by the Board of Directors of T1 General Partner Corp.



Robert Roy
Director



John Richardson
Director

Tier One Capital Limited Partnership

STATEMENTS OF COMPREHENSIVE (LOSS) INCOME

For the years ended December 31, 2017 and December 31, 2016

	2017	2016
INCOME		
Net gain on investments at fair value through profit and loss	\$ 340,953	\$ 3,698,632
	<u>340,953</u>	<u>3,698,632</u>
EXPENSES		
Management fees (note 7)	414,031	433,778
Audit fees	158,736	184,007
Legal fees	105,031	126,551
Directors' fees and expenses	50,403	52,497
Transfer agent, registrar and administrative (note 7)	39,145	193,585
Custodian fees (note 7)	11,229	9,176
Unitholder reporting costs	1,551	2,051
Interest expense and administration fee on credit facility (note 6 and 7)	-	222,323
	<u>780,126</u>	<u>1,223,968</u>
Net (loss) income before general partner priority profit allocation	\$ (439,173)	\$ 2,474,664
General partner priority profit allocation (note 7)	982,462	1,044,322
Net and comprehensive (loss) income	<u>\$ (1,421,635)</u>	<u>\$ 1,430,342</u>
Net (loss) income per unit attributable to limited partners per limited partnership unit	\$ (0.43)	\$ 0.07
Net income per unit attributable to the general partner per limited partnership unit	\$ 0.06	\$ 0.31

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

Tier One Capital Limited Partnership

STATEMENTS OF CHANGES IN EQUITY

For the years ended December 31, 2017 and December 31, 2016

2017	Limited partners units	Limited partners (deficit)/retained earnings	General partner interest	Total
Total equity - balance beginning of year	\$ 38,323,723	\$ (4,088,269)	\$ 2,117,204	\$ 36,352,658
Net and comprehensive (loss) income for the year	-	(1,421,635)	-	(1,421,635)
Issuance of limited partnership units	476,647	-	-	476,647
Performance allocation (note7)	-	(239,622)	239,622	-
Distributions to limited partners	-	(1,909,768)	-	(1,909,768)
Total equity - balance end of year	\$ 38,800,370	\$ (7,659,294)	\$ 2,356,826	\$ 33,497,902

2016	Limited partners units	Limited partners (deficit)/retained earnings	General partner interest	Total
Total equity - balance beginning of year	\$ 37,884,788	\$ (2,477,784)	\$ 1,405,689	\$ 36,812,693
Net and comprehensive income for the year	-	1,430,342	-	1,430,342
Issuance of limited partnership units	438,935	-	-	438,935
Performance allocation (note7)	-	(1,171,515)	1,171,515	-
Performance allocation declaration of distribution	-	-	(460,000)	(460,000)
Distributions to limited partners	-	(1,869,312)	-	(1,869,312)
Total equity - balance end of year	\$ 38,323,723	\$ (4,088,269)	\$ 2,117,204	\$ 36,352,658

Tier One Capital Limited Partnership

STATEMENTS OF CASH FLOWS

For the years ended December 31, 2017 and December 31, 2016

	2017	2016
Cash flows from operating activities		
Net and comprehensive (loss) income	\$ (1,421,635)	\$ 1,430,342
Adjustments for:		
Change in unrealized depreciation on investments	1,646,910	912,281
Realized losses (gains) on sale of investments	182,646	(421,787)
Non-cash interest and other income	(30,242)	(23,166)
Net change in non-cash balances related to operations	(264,588)	(457,755)
Proceeds from maturities of short-term investments	47,465,010	5,796,550
Proceeds from disposal of venture investments	14,431,689	16,069,934
Purchase of short-term investments	(53,956,180)	(10,293,280)
Purchase of venture investments	(5,477,005)	(9,818,201)
	<u>2,576,605</u>	<u>3,194,918</u>
Cash flows from financing activities		
Proceeds from credit facility	-	3,915,000
Repayment of credit facility	-	(5,530,913)
Distributions to limited partners, net of reinvestments **	(1,433,121)	(1,430,377)
Performance allocation distribution	(460,000)	-
	<u>(1,893,121)</u>	<u>(3,046,290)</u>
Increase in cash during the year	683,484	148,628
Cash - Beginning of year	498,991	350,363
Cash - End of year	<u>\$ 1,182,475</u>	<u>\$ 498,991</u>
Supplemental Information *		
Interest Paid	\$ -	\$ 111,603
Interest Received	\$ 1,532,068	\$ 3,372,478

* classified as cash flows from operations

** excludes non-cash reinvestment of \$476,647 (2016: \$438,935)

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

Tier One Capital Limited Partnership

SCHEDULE OF INVESTMENT PORTFOLIO

As at December 31, 2017

Par value/ number of shares	Issuer	Maturity date/ expiration date	Cost \$	Fair value \$
PUBLIC COMPANY INVESTMENTS (0.04%)*				
31,000	Cymat Technologies Ltd., common shares		55,800	6,665
16,953	Findev Inc. Common Shares		69,731	7,629
Total public company investments			125,531	14,294
SHORT TERM INVESTMENTS (32.80%)*				
11,000,000	Royal Bank of Canada, Bankers Acceptance, 1.26%	January 22, 2018	10,987,900	10,987,900
Total short term investments			10,987,900	10,987,900
Par value/ number of shares	Investee companies	Maturity date/ expiration date	Cost \$	Fair value \$
VENTURE INVESTMENTS (59.48%)*				
Financial Technology and eCommerce (0.47% of total venture investments)				
Carta Solution Holding Corporation				
107,936	Common shares purchase warrant	November 20, 2018	-	
FinanceIT Canada Inc.				
69,000	Common shares		93,258	
103,680	Common shares purchase warrant	April 21, 2018	-	
Mobify Research and Development Inc.				
243,364	Common shares purchase warrant	April 1, 2021	-	
31,814	Common shares purchase warrant	December 22, 2021	-	
Total Financial Technology and ecommerce			93,258	93,258
Media Technology (9.55% of total venture investments)				
Dejero Labs Inc.				
91,944	Common shares		91,944	
103,300	Common shares purchase warrant	October 14, 2020	-	
Electronic Systems Software Solutions Inc.				
1,512,429	Promissory note, 16.50%	November 30, 2018	1,512,429	
146,154	Common shares purchase warrant	June 30, 2021	-	
Findev Inc.				
51,785	Common shares purchase warrant	July 5, 2018	137,524	
GroupBy Inc.				
763,232	Common shares purchase warrant	June 15, 2020	-	
Hipplay Inc.				
1,048	Common shares		-	
2315257 Ontario Inc. (One Up Sports)				
1,760,000	Promissory note, 0.00%	April 19, 2018	1,760,000	
4,484,368	Common shares purchase warrant	October 19, 2020	-	
Total Media Technology			3,501,897	1,902,823

Tier One Capital Limited Partnership

SCHEDULE OF INVESTMENT PORTFOLIO

As at December 31, 2017

Par value/ number of shares	Issuer	Maturity date/ expiration date	Cost \$	Fair value \$
Health Care and Health Care Information Technology (3.67% of total venture investments)				
ArcticAx Inc.				
179,663	Common shares		180	
84,333	Common shares purchase warrant	March 23, 2021	-	
55,000	Common shares purchase warrant	March 23, 2021	-	
Health Care Services International Inc.				
1	Common shares purchase warrant	December 31, 2020	-	
Infonaut Inc.				
508	Common shares		-	
Whut Inc. (formerly Skura Corp.)				
31,350	Common shares, Class E		-	
Total Health Care and Health Care Information Technology			180	730,206
Security Software and Services (12.37% of total venture investments)				
ERMS Corporation				
264,464,964	Common shares		1,111,338	
Geminare Inc.				
3,603,604	Preferred shares		4,000,000	
3,599,560	Common shares, Class B		-	
75,313	Common shares, Class A		-	
Interset Software Inc.				
2,144,005	Preferred shares, Class A		2,189,904	
1,317,650	Preferred shares, Class A1		332,947	
60,795	Common shares		1,000,000	
PitchPoint Solutions Inc.				
855,000	Promissory note, 13.50%	December 9, 2019	855,000	
277,677	Common shares		-	
1,166,667	Common shares purchase warrant	November 18, 2020	190,628	
155,007	Common shares purchase warrant	December 9, 2021	-	
Total Security Software and Services			9,679,817	2,464,860

Tier One Capital Limited Partnership
SCHEDULE OF INVESTMENT PORTFOLIO
As at December 31, 2017

Par value/ number of shares	Issuer	Maturity date/ expiration date	Cost \$	Fair value \$
Other Technology and Financial (54.96% of total venture investments)				
Garner Distributed Workflow Inc.				
50,219	Promissory note, 16.50%	December 8, 2018	50,219	
213,600	Common shares purchase warrant	July 8, 2021	-	
Intelligent Mechatronic System Inc.				
3,768,250	Promissory note, 0.00%	July 31, 2017	3,768,250	
1	Common shares purchase warrant	December 31, 2025	-	
Iogen Biogas Investment Corporation				
478,392	Common shares		416,201	
Iogen Corporation				
2,677,988	Class A Common shares		3,349,210	
MAC Financial Recovery (Canada) Inc.				
136,959	Promissory note, 11.50%	February 1, 2019	136,959	
Ridetones Inc.				
600,000	Promissory note, 0.00%	July 31, 2017	600,000	
530,000	Promissory note, 0.00%	July 31, 2017	530,000	
415,000	Promissory note, 0.00%	July 31, 2017	415,000	
800,000	Promissory note, 0.00%	July 31, 2017	800,000	
1,205,000	Promissory note, 0.00%	July 31, 2017	1,205,000	
1	Common shares purchase warrant	December 31, 2025	-	
Shareholderco (7182171 Canada Inc.)				
5,843,131	Non-Voting common shares		-	
5,843,131	Special voting shares		3	
Spinco (4515218 Canada Inc.)				
1,000,000	Series A exchangeable preferred shares		1,522,797	
1,463,195	Series B exchangeable preferred shares		977,471	
3,379,936	Series C exchangeable preferred shares		790,305	
5,843,131	Special voting shares		5	
Trakopolis IoT Corp. (Can Telematics Inc.)				
593,443	Promissory note, 11.00%	April 28, 2019	593,443	
242,029	Common shares purchase warrant	October 28, 2019	-	
Total Other Technology and Financial			15,154,863	10,949,025
Limited Partnerships (18.99% of total venture investments)				
Multiplier Capital II LP (USD)				
400,000	Limited partner interest		502,732	
PA Direct Credit Opportunities Fund II (Offshore) LP (USD)				
680,411	Limited partner interest		916,939	
WHL (Canada) I LP (USD)				
2,000,048	Limited partner interest		2,650,623	
Total Limited Partnership Units			4,070,294	3,783,286
Total venture investments (59.48%)*			32,500,309	19,923,458
Total investments (92.32%)*			43,613,740	30,925,652
Other net assets (7.68%)*				2,572,250
Total equity (100.00%)*				33,497,902

* Percentages shown relate to investments at fair value to total equity.

TIER ONE CAPITAL LIMITED PARTNERSHIP

NOTES TO FINANCIAL STATEMENTS

As at December 31, 2017

1. STATUS AND OPERATIONS

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. T1 General Partner Corp. is a wholly-owned subsidiary of 1209762 Ontario Inc. John Richardson, the Chief Executive Officer of T1 General Partner Corp., indirectly controls 1209762 Ontario Inc. The interests of the limited partners of the Limited Partnership are represented by limited partnership units (the “Units”).

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 investments held by the Limited Partnership as well as the fees, expenses and other obligations of the Limited Partnership.

The Units are listed and traded on the Canadian Securities Exchange under the symbol “TLP.UN.”

The principal address of the Limited Partnership, the General Partner and the general partner of the General Partner is 181 Bay Street, Suite 810, Toronto, Ontario, M5J 2T3.

These financial statements were authorized for issue by the General Partner on April 27, 2018.

2. BASIS OF PRESENTATION

These 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. 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.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these financial statements are set out below:

Financial instruments

The Limited Partnership recognizes financial instruments at fair value upon initial recognition plus transaction costs in the case of financial instruments measured at amortized cost.

Regular way purchases and sales of financial assets are recognized at their trade date. The Limited Partnership’s investments in financial assets, excluding derivatives, have been designated at fair value through profit and loss (FVTPL) at inception and are measured at fair value.

Short-term liquid debt investments are valued at amortized cost which approximates fair value.

Publicly traded investments are valued based on close price that is between the bid and ask price.

Investments in securities not having quoted market values are recorded at estimated fair value determined on a going concern basis, or if appropriate, assuming an orderly disposition over a reasonable period of time. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is determined using an appropriate valuation methodology after considering the history and nature of the business, operating results and financial conditions, the general economic and market conditions, capital market and transaction market conditions, independent valuations of businesses, contractual rights relating to the investment, public market comparable transactions and other pertinent considerations.

TIER ONE CAPITAL LIMITED PARTNERSHIP

NOTES TO FINANCIAL STATEMENTS

As at December 31, 2017

Investments in limited partnership interests which represent fund of fund investments are valued using the net asset values of the underlying funds provided by the portfolio managers of the limited partnerships on a quarterly basis and adjusted for capital calls, distributions and valuation changes during the period.

Derivatives, including warrants are classified as held for trading and measured at fair value through profit or loss. For warrants which are not traded on a recognized securities exchange, no market value is readily available. When there are sufficient and reliable observable market inputs, a valuation technique such as the Black-Scholes model is used; if no such market inputs are available, other appropriate methodologies are used.

Cash and receivables represent loans and receivables and are measured at amortized cost, which approximates fair value due to their short-term nature.

Accounts payable and accrued liabilities are classified as other financial liabilities and are measured at amortized cost, which approximates fair value due to their short-term nature.

Units of the Limited Partnership and the General Partner interest are non-redeemable, do not carry any fixed dividends and have been classified as equity.

Broker warrants issued to dealers on the issuance of new Units have been classified as equity.

Investments in subsidiaries, associates and joint ventures

Subsidiaries are all entities over which the Limited Partnership has control. The Limited Partnership controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Limited Partnership has determined that it is an investment entity and as such, it accounts for subsidiaries at fair value through profit and loss with the exception of any subsidiaries which provide services related to the Limited Partnership's investment activities, which are consolidated. Associates and joint ventures are investments over which the Limited Partner has significant influence or joint control, which have been designated at fair value through profit or loss.

Income recognition, transaction costs and expenses

Gains and losses on investments include realized gains (losses), changes in unrealized appreciation (depreciation) and interest income and are recorded as Net gain on investments at fair value through profit and loss in the Statements of Comprehensive (Loss) Income. Interest income is recorded on an accrual basis based on the coupon rate of interest.

Transaction fees on investments, if incurred, are expensed in the Statements of Comprehensive (Loss) Income. Transaction fees are incremental costs that are directly attributable to the acquisition, issue or disposal of an investment, which include fees and commission paid to agents, advisors, brokers and dealers.

Interest in Unconsolidated Structured Entities

A structured entity is an entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, such as when any voting rights relate to administrative tasks only and the relevant activities are directed by means of contractual arrangements. The Fund has determined that all of the underlying funds in which the Fund invests are unconsolidated structured entities. In making this determination, the Fund evaluated the fact that decision making about underlying funds' activity is generally not governed by voting or similar rights held by the Fund and other investors in any underlying funds. Details of any investments in a structured entity are provided in the Fund's Schedule of Investment Portfolio.

TIER ONE CAPITAL LIMITED PARTNERSHIP

NOTES TO FINANCIAL STATEMENTS

As at December 31, 2017

December 31, 2017

Investments in Structured Entities	Fair Value of Fund's Investment in Underlying Fund	Net Assets Attributable to Holders of Redeemable Units %	Ownership of Underlying Fund %
Multiplier Capital II LP	\$428,025	1.07%	1.78%
PA Direct Credit Opportunities Fund II (Offshore) L.P.	\$851,705	2.14%	0.66%
WHL (Canada) I LP	\$2,503,557	6.28%	4.35%
Total	\$3,783,287	9.50%	

Deferred income on venture investments

Fees received by the Limited Partnership on the initiation of venture investments are deferred and amortized over the term of the investment. The amortization of the deferred balance is included in Net gain on investments at fair value through profit and loss in the Statements of Comprehensive (Loss) Income.

Net income (loss) per Unit

The Net income (loss) per unit attributable to limited partners per limited partnership unit is determined by subtracting the portion of net income allocated to the General Partner for the performance allocation from the net and comprehensive income (loss) for the period divided by the weighted average number of limited partnership units outstanding during the period. As there are no General Partner units, the Net income (loss) per unit attributable to the General Partner per limited partnership unit is determined by dividing the Performance allocation by the weighted average number of limited partnership units outstanding during the period to give a measurement of the General Partner's return for the period.

Income taxes

These financial statements represent the assets and liabilities of the Limited Partnership and do not include the other assets, liabilities, income and expenses of the partners. Income taxes are the responsibility of the partners and not the Limited Partnership. Accordingly, no provisions for income taxes have been recorded in the financial statements.

Functional Currency and Foreign Currency Translation

Assets and liabilities denominated in foreign currencies are translated into Canadian dollars at period-end exchange rates. Purchase and sales of investments, investment income and expenses are calculated at the exchange rates prevailing on the dates of the transactions. The Canadian dollar is the Fund's functional and presentation currency as it is the primary economic environment in which the Fund operates.

Foreign exchange gains or losses relating to investments are presented within net gain on investments at fair value through profit and loss.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Management's estimates

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 and limited partnership investments. The valuation of venture investments and limited partnership investments impacts the management fees, the distributions to the General Partner under the General Partner Priority Profit Allocation and the Performance Allocation to the General Partner within equity (note 7). While management believes that the estimates used in preparing its financial statements are reasonable and prudent, actual results could differ from these estimates and these differences could be significant.

TIER ONE CAPITAL LIMITED PARTNERSHIP

NOTES TO FINANCIAL STATEMENTS

As at December 31, 2017

The process of valuing venture investments and limited partnership 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 and limited partnership investments have been valued on a going concern basis, the values may differ materially from those realized on forced sale or liquidation. Refer to note 8 for more information on the inputs and assumptions used in this valuation.

The Limited Partnership may recognize a Performance Allocation amount which includes an unrealized component that may 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.

Investment entity status

The Limited Partnership has multiple unrelated investors and holds multiple investments. Ownership interests in the partnership are in the form of limited partnership interests (LP Units) which are classified as liabilities under the provisions of IAS 32. The Limited Partnership has been deemed to meet the definition of an investment entity per IFRS 10 as the following conditions exist:

- (a) The Limited Partnership has obtained funds for the purpose of providing investors with professional investment management services;
- (b) The Limited Partnership's business purpose, which was communicated directly to investors, is investing for capital appreciation and investment income;
- (c) The investments are measured and evaluated on a fair value basis.

General Partner allocations

The Limited Partnership presents the General Partner Priority Profit Allocation (the "Priority Profit Allocation") as described in note 7 of the financial statements, in the Statement of Comprehensive (Loss) Income. The Limited Partnership has determined that the Performance Allocation, described in note 7, represents an equity allocation to the General Partner rather than compensation for services provided and is presented in the Statement of Changes in Equity.

5. NET ASSETS ATTRIBUTABLE TO PARTNERS

Authorized and issued Units of the Limited Partnership:

Issued	Number of Units For the year ended December 31, 2017	Number of Units For the year December 31, 2016
Limited Partner Units		
Balance forward from prior period	3,784,101	3,715,400
Issued on the Distribution Reinvestment Plan	92,413	68,701
Balance at end of period	3,876,514	3,784,101

The weighted average number of Units outstanding during the year ended December 31, 2017 was 3,834,313 (December 31, 2016: 3,747,342).

John Richardson, the Chief Executive Officer of the general partner of the General Partner of the Limited Partnership, owns or controls, directly and indirectly through BEST Capital Administration Inc., 523,224 Units or approximately 13.50% of the total Units issued and outstanding as at December 31, 2017 (December 31, 2016: 476,767 Units, 12.60%).

TIER ONE CAPITAL LIMITED PARTNERSHIP

NOTES TO FINANCIAL STATEMENTS

As at December 31, 2017

General Partner Performance Allocation

Included in the General Partner interest amount are the Performance Allocation amounts which are attributed to the General Partner based on the terms of the Limited Partnership Agreement but have not been authorized for distribution to the General Partner.

Distribution Reinvestment Plan

The Limited Partnership has implemented a distribution reinvestment plan (the “DRIP”). Unitholders that participate in the plan can chose 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.

Capital risk management

Units issued and outstanding are considered to be the capital of the Limited Partnership. The Units are not redeemable. The Units are entitled to distributions, if any, at the discretion of the General Partner. The Limited Partnership’s objective is to invest the Limited Partnership’s capital in order to provide a return to the partners in accordance with the objective and strategy of the Limited Partnership. The Limited Partnership is not subject to any externally imposed capital requirements.

6. CREDIT FACILITY

The Limited Partnership is able to borrow up to 50.00% of the Limited Partnership’s net asset value. The Limited Partnership had established a credit facility with B.E.S.T. Leveraged Tier One Capital LP (the “Lender”), a limited partnership formed in accordance with the Limited Partnership Act (Ontario). The terms of the credit facility were detailed in the Credit Facility Agreement dated June 12, 2015. 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 maturity date of each advance was no later than 24 months from the date of the advance. The purpose of the credit facility was 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. Advances under the credit facility were secured by a fixed security interest on all of the Limited Partnership’s assets as set out in a General Security Agreement. The credit facility was terminated on June 30, 2016.

7. OPERATING ARRANGEMENTS AND RELATED PARTIES

Management Fees

The General Partner, which provides key personnel to the Limited Partnership, will be entitled to receive an annual management fee (the “LP Management Fee”) equal to 0.995%, plus applicable taxes, of the total assets of the Limited Partnership. The LP Management Fee will be calculated and paid monthly in arrears based on the total assets of the Limited Partnership as at the end of the applicable month.

General Partner Priority Profit Allocation

The General Partner may share in the profits of the Limited Partnership by receiving, among other things, 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 allocation is included in the Statements of Comprehensive (Loss) Income.

TIER ONE CAPITAL LIMITED PARTNERSHIP

NOTES TO FINANCIAL STATEMENTS

As at December 31, 2017

Performance Allocation

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 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.

Allocation of Income to the General Partner

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 General Partner Priority Profit Allocation and the Performance Allocation for the year or period to the General Partner, the differential will 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 General Partner 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.

Custodian Fees

The Limited Partnership and the General Partner have retained CIBC Mellon Trust Company to provide custody services to the Limited Partnership. The fees paid to CIBC Mellon Trust Company are included in Custodian fees.

Transfer agent, registrar and administrative fees

The Limited Partnership pays all direct costs and expenses incurred in the operation of the Limited Partnership, including: transfer agent and registrar fees, insurance, legal, audit, director fees, valuation, administration fees and marketing expenses. The Limited Partnership and the General Partner have retained TSX Trust Company to provide transfer agent and registrar services.

Related Parties

During the year ended December 31, 2017, the Limited Partnership incurred management fees of \$414,031 (December 31, 2016: \$433,778). Included in accounts payable and accrued liabilities as at December 31, 2017 are accrued Management fees owing to the General Partner of \$33,352 (December 31, 2016: \$35,750).

The Limited Partnership incurred a Priority Profit Allocation to the General Partner during the year ended December 31, 2017 of \$982,462 (December 31, 2016: \$1,044,322) which is included in the Statements of Comprehensive (Loss) Income. At December 31, 2017, the Limited Partnership had an unpaid amount of Priority Profit Allocation to the General Partner of \$235,927 (December 31, 2016: \$252,891).

The Limited Partnership allocated a Performance Allocation amount to the General Partner during the year ended December 31, 2017 of \$239,622 (December 31, 2016: \$1,171,515). At December 31, 2017, the Limited Partnership had an allocated but not approved for distribution Performance Allocation amount of \$2,356,826 (December 31, 2016: \$2,117,204) included in

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General Partner interest in the Statements of Changes in Equity. As at December 31, 2017, the Limited Partnership had a Performance Allocation declared for distribution of \$Nil (December 31, 2016: \$460,000).

During the year ended December 31, 2017, the Limited Partnership incurred interest and administration fees of \$Nil (December 31, 2016: \$222,323) for the credit facility provided by B.E.S.T. Leveraged Tier One Capital LP (the "Lender"). The credit facility was terminated on June 30, 2016. The general partner of the Lender was B.E.S.T. Funds Inc. which is a corporation wholly owned by John Richardson. As at December 31, 2017, \$Nil (December 31, 2016: \$Nil) of interest payable to the Lender was included in accounts payable and accrued liabilities. No amount was paid to the General Partner or B.E.S.T. Funds Inc. for the provision or administration of the credit facility.

8. FINANCIAL INSTRUMENTS

The Limited Partnership's investment objectives are to provide a return on investment for Limited Partners and provide regular cash distributions. The Limited Partnership's financial instruments consist primarily of marketable securities, venture investments and limited partnership interests.

Venture investments in private companies consist of debt instruments, convertible debt, preferred shares, common shares or equity equivalents. These investments in private companies are typically illiquid. The Limited Partnership seeks to reduce the risks typically associated with such investments by diversifying the investment portfolio, by investing in eligible companies that are in differing stages of development in a variety of high growth potential industries, by using a disciplined investment decision process and by working with investee companies through, among other things, providing business advice and other services, aiding in the recruitment process, and helping in the process of raising additional capital.

The Limited Partnership's investments in limited partnerships consist of interests in underlying limited partnerships which in turn invest in limited partnerships, private companies and other fund of fund investments. Each of the limited partnership investments was made in a currency other than the Canadian dollar. The Limited Partnership seeks to reduce the risks of the limited partnership investments by sourcing limited partnerships which offer investment managers with a successful track record of portfolio management, regular distributions of capital and income, diversified underlying portfolio investments, structures which focus on downside protection, high expected returns and ability to generate attractive investment opportunities.

The Limited Partnership's activities expose it to a variety of financial risks: market risk (comprising currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The General Partner seeks to minimize potential adverse effects of these risks on the Limited Partnership's performance by employing professional experience, daily monitoring of the Limited Partnership's positions and market events, by diversifying the investment portfolio within the constraints of the investment objectives and by structuring investments to provide the Limited Partnership with the maximum protection in the event of problems with the issuer of the security. The Limited Partnership's venture investment portfolio is primarily comprised of small and medium-sized private Canadian companies, many of which are at an early stage of development. Investments of this type, by their nature, involve a longer investment time horizon than that which is typical for other types of investments. There is no assurance that the portfolio companies will be successful in developing and bringing their products to market in commercially viable quantities at reasonable costs and consequently, there is no assurance that the Limited Partnership's holdings in these portfolio companies will achieve desired returns.

Sensitivity analyses are provided for information purposes only. In practice, the actual results may differ from the sensitivity analysis and the differences may be material.

Currency Risk

Currency risk arises from financial instruments that are denominated in a currency other than the Canadian dollar, which is the Limited Partnership's functional and presentation currency. The Limited Partnership is exposed to the risk that the fair value of securities denominated in other currencies will fluctuate due to changes in the exchange rates.

The Limited Partnership has financial instruments denominated in a currency other than the Canadian dollar. Foreign currency risk, as defined in IFRS 7, arises as the value of future transactions, recognized monetary assets and monetary liabilities denominated in other currencies fluctuate due to changes in foreign exchange rates. IFRS 7 considers the foreign

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exchange exposure relating to non-monetary assets and liabilities to be a component of other price risk not foreign currency risk. However, management monitors the exposure on all foreign currency denominated assets and liabilities.

The Limited Partnership does not enter into any foreign exchange hedging transactions for the purpose of managing its exposure to foreign exchange movements.

While the Limited Partnership has direct exposure to foreign exchange rate changes on the price of non-Canadian dollar denominated securities, it may also be indirectly affected by the impact of foreign exchange rate changes on the earnings of certain companies in which the Limited Partnership invests, even if those companies' securities are denominated in Canadian dollars. For that reason, the below sensitivity analysis may not necessarily indicate the total effect on the Limited Partnership's net assets.

The table below summarizes the Limited Partnership's financial instruments denominated in a currency other than the Canadian dollar.

December 31, 2017

Asset	Value of US\$ denominated Instrument in CDN\$	Reasonable possible shift	Movement in value in CDN\$
Accounts Receivable	\$11,711	+/- 5%	\$586/(\$586)
Receivable on the sale of investments	\$146,140	+/- 5%	\$7,307/(\$7,307)
Investments in Limited Partnership Interests	\$3,783,286	+/- 5%	\$189,164/(\$189,164)

As at December 31, 2017, the Limited Partnership had three investments denominated in US dollars.

December 31, 2016

Asset	Value of US\$ denominated Instrument in CDN\$	Reasonable possible shift	Movement in value in CDN\$
Accounts Receivable	\$20,821	+/- 5%	\$1,041/(\$1,041)

As at December 31, 2016, the Limited Partnership did not have any investments denominated in currencies other than the Canadian dollar.

Interest Rate Risk

Interest rate risk arises on interest-bearing financial instruments held in the investment portfolio such as promissory notes and debentures. The Limited Partnership is exposed to the risk that the value of interest-bearing financial instruments will fluctuate due to changes in the prevailing levels of market interest rates. The table below summarizes the Limited Partnership's exposure to interest rate risks. It includes the Limited Partnership's financial assets and liabilities, categorized by the earlier of contractual re-pricing or maturity dates.

December 31, 2017

	Less than 1 year	1 -5 years	Non-interest bearing	Total
Investments	\$19,868,798	\$1,585,402	\$9,471,452	\$30,925,652
Cash			\$1,182,475	\$1,182,475
Other financial assets			\$1,817,859	\$1,817,859
Financial liabilities			\$376,650	\$376,650

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December 31, 2016	Less than 1 year	1 -5 years	Non-interest bearing	Total
Investments	\$12,289,878	\$14,062,006	\$9,276,685	\$35,628,569
Cash			\$498,991	\$498,991
Other financial assets	\$269,829		\$1,102,055	\$1,371,884
Financial liabilities			\$870,363	\$870,363

Refer to tables below which present significant unobservable inputs used in the fair value measurements of investments classified as Level 3 for the impact of interest rate increases or decreases on the change in valuation of these investments.

The interest bearing securities with a maturity of less than one year are comprised of short-term investments in the amount of \$10,987,900 (December 31, 2016: \$4,496,730) and debt securities of private companies in the amount of \$8,880,898 (December 31, 2016: \$7,793,148) which mature in less than one year.

Other Price Risk

Other price risk is the risk that the value of financial instruments will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or currency risk), whether caused by factors specific to an individual investment, its issuer, or all factors affecting all instruments traded in a market or market segment. All securities present a risk of loss of capital. The General Partner moderates this risk through careful selection of securities and other financial instruments within the parameters of the investment strategy. The maximum risk resulting from financial instruments is equivalent to their fair value. The Limited Partnership's equity instruments are susceptible to other price risk arising from uncertainties about future prices of the instruments.

As at December 31, 2017, if equity prices on the TSX Venture Exchange had increased or decreased by 5%, all other variables held constant, the net assets of the Limited Partnership attributed to public portfolio companies would have increased or decreased, respectively, by approximately \$715 or approximately 0.002% of total equity (December 31, 2016: \$977 or 0.003%).

The Limited Partnership's venture investments (unlisted) are susceptible to other price risk arising from uncertainties about future values of the investment securities. The General Partner and the Advisor provide the Limited Partnership with investment advice and its portfolio companies with business advice to limit and manage market risk.

As at December 31, 2017, if the value of the Limited Partnership's equity venture investments had increased or decreased by 5%, all other variables held constant, the total equity of the Limited Partnership attributed to venture investments would have increased or decreased respectively by approximately \$283,694 or approximately 0.85% of total equity (December 31, 2016: \$462,858 or 1.27%).

As at December 31, 2017, if the value of the Limited Partnership's investment in limited partnership interests had increased or decreased by 5%, all other variables held constant, the total equity of the Limited Partnership attributed to limited partnership investments would have increased or decreased respectively by approximately \$189,164 or approximately 0.56% of total equity (December 31, 2016: \$Nil or 0.00%)

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The Limited Partnership's equity venture investments on fair value basis were concentrated in the following sectors:

Industry	December 31, 2017		December 31, 2016	
	% of total equity venture investments	# of companies	% of total equity venture investments	# of companies
Financial Technology and eCommerce	1.64%	1	-	-
Media Technology	6.88%	2	0.85%	1
Health Care and Health Care Information Technology	12.87%	1	4.67%	1
Security Software and Services	28.37%	2	64.27%	3
Other Technology and Financial	50.23%	4	30.21%	4

Credit Risk and Concentration Risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Limited Partnership. The fair value of debt securities includes consideration of the credit worthiness of the debt issuer. The carrying amount of the debt investments as presented below and the accrued interest and other receivables represents the maximum credit risk exposure as at December 31, 2017 and December 31, 2016.

All transactions in listed securities are settled/paid for upon delivery using approved brokers. The risk of default is considered minimal as delivery of securities sold is only made once the broker has received payment. Payment is made on a purchase once the securities have been received by the broker. The trades will fail if the other party fails to meet its obligations. All transactions in private issuers are settled/paid for upon delivery using a third party agent such as a law firm as an intermediary. The risk of default is considered minimal as delivery of the securities sold is only made once the agent or legal counsel acting as the intermediary has received payment.

The Limited Partnership's financial assets exposed to credit risk were concentrated in the following asset categories:

December 31, 2017			
Asset	Security	Counterparty	Amount
Cash		CIBC Mellon	\$1,182,475
Short-term Investments	Banker's Acceptance	Royal Bank of Canada	\$10,987,900
Receivable on sale of investments		DisclosureNet Inc., ERMS Corporation, WHL (Canada) I LP, Trakopolis IoT Corp.	\$961,285
Debt Securities	Secured by General Security Agreement	Trakopolis IoT Corp., Electronic Systems Software Solutions Inc., Garner Distributed Workflow Inc., Intelligent Mechatronic Systems Inc., PitchPoint Solutions Inc., Ridetones Inc., 2315257 Ontario Inc., MAC Financial Recovery (Canada) Inc.	\$10,466,300
Total cash and debt securities			\$23,597,960

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December 31, 2016			
Asset	Security	Counterparty	Amount
Cash		CIBC Mellon	\$498,991
Short-term Investments	Banker's Acceptance	Royal Bank of Canada, Canadian Imperial Bank of Commerce	\$4,496,730
Debt Securities	Secured by General Security Agreement	ArticAX Inc., Can Telematics Inc., Dejero Labs Inc., Electronic Systems Software Solutions Inc., Garner Distributed Workflow Inc., Health Care Services International Inc., Intelligent Mechatronic Systems Inc., NuData Security Inc., Mobify Research and Development Inc., PitchPoint Solutions Inc., Ridetones Inc., Indegene Skura Inc., 2315257 Ontario Inc., ERMS Corporation, Roadhouse Holdings Inc.	\$17,358,424
Total cash and debt securities			\$22,354,145

The Fund holds a significant portion of its investment portfolio in private debt instruments, which can be considered high yield debt instruments. These instruments are not rated by any of the market bond rating services and are subject to valuation risk. The credit risk is mitigated by obtaining a general security agreement on the assets of the issuing portfolio company.

Credit risk arising on short-term debt instruments is partially mitigated by investing primarily in rated instruments of R1 for commercial paper instruments. The R1 ratings is a credit rating scale developed by Dominion Bond Rating Services (DBRS) which provides an opinion on the risk that an issuer will not meet its short-term financial obligations in a timely manner. Ratings are based on quantitative and qualitative considerations relevant to the issuer and the relative ranking of claims. The R1 rating signifies that, according to DBRS, the issuer has substantial capacity for the payment of short-term financial obligations as they come due.

Investments in the debt securities in the venture portfolio are non-investment grade and therefore subject to higher credit risk. Credit risk on debt securities in the venture portfolio is assessed by reviewing the financial position and cash flows of the venture portfolio company. The Limited Partnership mitigates the credit risk on debt securities in the venture portfolio by seeking companies with sufficient assets available as collateral and current and expected cash flows to support the payment of interest and repayment of the debt security.

Other than outlined above, there were no significant concentrations of credit risk to counterparties as at December 31, 2017 or December 31, 2016.

The business of the Limited Partnership is to make investments in small and medium-sized eligible businesses in order to generate interest and dividend income and long-term capital appreciation. In order to achieve this objective, the Limited Partnership invests in several broad industry sectors: i) financial technology and eCommerce, ii) media technology, iii) healthcare and health care information technology, iv) security software and services, and v) other technology and financial. The General Partner and Advisor seek out eligible investments which will meet the investment objectives of the Limited Partnership while maintaining risk at acceptable levels. The Limited Partnership attempts to limit the risk to any one venture investment by limiting the amount invested in any one company or any one industry.

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The Limited Partnership's venture investments exposed to credit risk were concentrated in the following sectors:

Industry	December 31, 2017		December 31, 2016	
	% of total venture investments	# of companies	% of total venture investments	# of companies
Financial Technology and eCommerce	-	-	7.41%	1
Media Technology	7.59%	1	15.31%	3
Health Care and Health Care Information Technology	-	-	1.46%	2
Security Software and Services	4.29%	1	5.74%	3
Other Technology and Financial	40.65%	4	31.42%	5
Total Venture Debt Investments	52.53%	6	61.34%	14

Liquidity Risk

Liquidity risk is the risk that the Limited Partnership may not be able to settle or meet its obligations on time or at a reasonable price. Liquidity risk is considered to be low. The Limited Partnership maintains adequate cash balances to meet short term requirements. In addition, the Limited Partnership is not exposed to daily cash redemptions of the Units.

All the financial liabilities of the Limited Partnership as at December 31, 2017 and December 31, 2016 fall due within twelve months.

Fair value measurement

The Limited Partnership classifies its investments within a fair value hierarchy, based on the inputs used in their fair value measurement. The hierarchy of inputs is summarized as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2: Inputs other than quoted prices included with Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3: Inputs are unobservable for the asset or liability.

In determining the value of assets for which there does not exist a published market, the General Partner will be guided, where appropriate, by the following criteria:

- Investments are valued at fair value (the highest price available in an open and unrestricted market between fully informed and prudent parties, acting at arm's length, under no compulsion to transact, expressed in terms of cash).
- The fair value of investments is determined on the basis of expected realizable value of the investments on a going concern basis or if they were disposed of in an orderly disposition over a reasonable period of time, as appropriate.
- Where the investment is progressing satisfactorily in relation to the Limited Partnership's expectations, a reasonable multiple of sustainable earnings, cash flow, revenue or discounted cash flow (as considered appropriate) with a cross-reference to, and an assessment of, tangible asset value may be used. Such valuation multiples are developed through reference to comparable public entities discounted to reflect the inherent differences between private and public holdings such as size, performance and lack of marketability. Consideration will be given to the planned timing of an initial public offering of the investee company.

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- New investments are valued at fair value giving consideration to whether there is a substantial arm's length transaction which establishes a different value or there is a significant change from the General Partner's expectations.
- If there is a significant arm's length enforceable offer or transaction with respect to an investment, values used in such offer or transaction may be used in the valuation of the investment. In such circumstances, consideration will be given to whether new or existing investors participated in the offer or transaction and the current level of market interest in the investment. Similarly, if there is a valuation prepared by a qualified independent party, such valuation will be considered to provide a valid indication of the estimated fair market value of an investment.
- Debt instruments, other than short-term liquid debt instruments will be valued at fair value (with accrued interest and discounts earned included in interest receivable) and giving consideration to whether the instrument is in arrears or whether a write-down or other provision is considered prudent due to the unlikelihood of full realization on the investment. Where there is a decline in the carrying value of a debt instrument, the instrument and related accrued interest will be written down.
- Short-term liquid debt instruments (having a term to maturity of 365 days or less) are valued at amortized cost which approximates fair value with accrued interest earned included in interest receivable.
- Investments in limited partnership interests which represent fund of fund investments are valued using the available net asset values of the underlying funds provided by the portfolio managers of the limited partnerships on a quarterly basis adjusted for valuation changes made during the intervening periods, capital calls and distributions. The Limited Partnership reviews the details of the reported information obtained from the limited partnerships and considers the liquidity of the limited partnership interest and its underlying investments, the value date of the net asset value provided, any restrictions on redemption or transfers of the limited partnership interest and the basis of accounting applied by the limited partnership.

The following tables indicate the fair value hierarchy of the inputs used in valuing the Limited Partnership's investments.

December 31, 2017	Quoted Prices in Active Market (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Fixed Term	-	\$10,987,900	\$10,466,300	\$21,454,200
Equities and limited partnership interests	\$14,294	-	\$9,457,158	\$9,471,452
Total	\$14,294	\$10,987,900	\$19,923,458	\$30,925,652

December 31, 2016	Quoted Prices in Active Market (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Fixed Term	-	\$4,496,730	\$21,855,154	\$26,351,884
Equities	\$19,530	-	\$9,257,155	\$9,276,685
Total	\$19,530	\$4,496,730	\$31,112,309	\$35,628,569

The carrying value of all other financial instruments of the Limited Partnership, which include cash, receivable on the sale of investments, accrued interest and other receivables, accounts payable and accrued liabilities, General Partner Priority Profit Allocation payable and Performance Allocation payable approximates their fair value. During the year ended December 31, 2017 and the year ended December 31, 2016 there were no investments transferred between Level 1, Level 2, or Level 3. The Limited Partnership's policy is to recognize transfers into and out of the fair value hierarchy as of the date of the event or change in circumstances giving rise to the transfer.

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Level 3	December 31, 2017	December 31, 2016
Balance - beginning of year	\$31,112,309	\$37,805,357
Purchases	\$5,507,247	\$9,841,367
Sales, maturities and repayments	(\$14,871,778)	(\$16,049,963)
Realized (Losses) Gains	(\$182,646)	\$421,787
Change in Unrealized Gains (Losses)	(\$1,641,674)	(\$906,239)
Balance – end of year	\$19,923,458	\$31,112,309
Change in Unrealized Gains (Losses) during the period attributed to investments held at end of the year	(\$4,298,606)	(\$109,815)

The equity investments are valued with reference to the last round of equity financing, comparable public companies, transactions involving similar companies and reference to third party valuations among other things. If the equity investment includes a put right the investment may be valued by applying a discount for the expected time to exercise the Limited Partnership's put right to realize on this investment.

The Limited Partnership considers the following factors to identify "comparable companies": the same or similar industries, business models, size in terms of revenues and market capitalization, geographic location, market focus and financial structure. The General Partner will also consult with management of the investee companies to help identify comparable companies which are often direct competitors to the investee company.

Comparable multiples such as enterprise value to revenue multiple is applied to the trailing twelve months actual revenues of the investee company to determine the enterprise value of the investee company. An additional discount may be applied to the enterprise value to take into consideration that the investee company is a private company and therefore its securities are illiquid. Once the enterprise value of the investee company is determined the net debt is removed (total debt less cash) and the remaining equity value is allocated to the capital of the investee company in order of ranking (e.g., preferred shares, common shares).

The fixed term securities are valued at fair value. Adjustments to fair value are made in cases where the operating results and financial condition of the investee company suggest that the Limited Partnership may not be able to realize the full amount of the investment. The Limited Partnership reviews the investee company's compliance with financial covenants, ability to make interest and principal payments, changes in the market interest rates for similar investments, operating performance relative to budget, the need for further financing and the availability of collateral to secure the debt among other factors in determining the fair value of the investment.

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The following tables present significant unobservable inputs used in the fair value measurements of investments classified as Level 3:

December 31, 2017

Debt Securities Valuation Metrics	Fair Value	Valuation Technique	Unobservable Inputs	Input Range	Weighted Average Input	Reasonable Possible Shift	Change in Valuation +/-(-)
Performing debt	\$10,466,300	Discounted cash flow	Discount rate	11.00 – 16.50%	14.83%	1.00%	\$523,473/(\$412,156)
Impaired	-	Estimated realizable value	Impairment provision	-	100.00%	10.00%	\$176,000
Equity and Limited Partnership Securities Valuation Metrics	Fair Value	Valuation Technique	Unobservable Inputs	Input Range	Weighted Average Input	Reasonable Possible Shift	Change in Valuation +/-(-)
Limited Partnership Interests	\$3,783,286	Third Party Valuations	Net Asset Value of Limited Partnership	-	-	5%	\$63,987/(\$63,987)
			Liquidity Discount	5% - 10%	7.50%	7.50%	(\$283,746)
Common Shares and Preferred Shares	\$1,000,000	Comparable Multiples	Enterprise value/revenue multiple	7.00-8.00	7.80	20%	\$200,000/(\$200,000)
Common Shares and Common Share Purchase Warrants	\$4,559,417	Transaction Value	Transaction Value	-	-	10%	\$455,942/(\$455,942)
Common Share Purchase Warrants	\$114,455	Black Scholes	Volatility	72.00 – 120%	93.00%	20%	\$17,619/(\$50,573)

December 31, 2016

Debt Securities Valuation Metrics	Fair Value	Valuation Technique	Unobservable Inputs	Input Range	Weighted Average Input	Reasonable Possible Shift	Change in Valuation +/-(-)
Performing debt	\$21,279,154	Discounted cash flow	Discount rate	11.00% - 24.00%	15.20%	1.00%	\$3,413,315/(\$2,619,618)
Impaired	\$576,000	Estimated realizable value	Impairment provision	-	70.00%	20%	\$115,200/(\$115,200)
Equity Securities Valuation Metrics	Fair Value	Valuation Technique	Unobservable Inputs	Input Range	Weighted Average Input	Reasonable Possible Shift	Change in Valuation +/-(-)
Common Shares and Preferred Shares	\$5,425,123	Comparable Multiples	Enterprise value/revenue multiple	1.90 – 6.50	5.29	20%	\$1,085,025/(\$1,085,025)
Common Shares and Common Share Purchase Warrants	\$3,753,807	Transaction Value	Transaction Value	-	-	10%	\$375,381/(\$375,381)
Common Share Purchase Warrants	\$78,225	Black Scholes	Volatility	120%	120%	20%	\$16,629/(\$19,385)

In practice, the actual results may differ from the sensitivity analysis above and the differences could be material.

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9. COMMITMENTS TO INVEST IN LIMITED PARTNERSHIPS

The Limited Partnership has made investments in two limited partnership entities. There is additional capital that the Limited Partnership has committed to provide. As at December 31, 2017 (December 31, 2016: \$Nil), the Limited Partnership had the following commitments:

December 31, 2017

Limited Partnership Investment	Total Committed Capital	Total Invested	Remaining Capital Commitment	Remaining Capital Commitment (in CDN\$)
Multiplier Capital II, LP	US\$2,000,000	US\$400,000	US\$1,600,000	\$2,004,720
PA Direct Credit Opportunities Fund II (Offshore) LP	US\$2,000,000	US\$625,081	US\$1,374,919	\$1,722,705
WHL (Canada) I LP	US\$3,000,000	US\$2,012,331	US\$987,669	\$1,237,500

10. RECEIVABLE ON SALE OF INVESTMENTS

Included in the receivable on sale of investments is a portion of the proceeds from the sale of venture investments which are being held in escrow in accordance with escrow agreements between the purchasers and the investors of the venture companies. The escrow agreements were established to protect the purchasers of the venture companies against unforeseen claims at the time of the purchase. The proceeds held in escrow will be received based on the escrow agreements release provisions and any legitimate claims against these funds. As at December 31, 2017, the Limited Partnership had recorded a receivable of \$784,864 (December 31, 2016: \$500,375) for proceeds held in escrow based on its best estimate of the timing and amount of the cash flows that the Limited Partnership expects to ultimately recover. In addition, the Limited Partnership has included in the receivable on the sale of investments an amount of \$Nil (December 31, 2016: \$20,821) for a revenue share agreement from the purchaser of the assets of one of the Limited Partnership's venture investments. The estimates of amounts to be received from the funds held in the escrow and from the revenue share agreement are based on inherent uncertainties and the resulting values may differ from the amounts ultimately realized.

11. INTERESTS IN UNCONSOLIDATED SUBSIDIARIES, ASSOCIATES AND STRUCTURED ENTITIES

Information about the Limited Partnership's interests in unconsolidated subsidiaries, associates and structured entities are as follows:

December 31, 2017

Investment	Principal Place of Business	Country of Incorporation	Nature of Limited Partnership's Interests	Number of Units	Ownership %	Voting %
ERMS Corporation	Ontario	Canada	Common Shares	264,464,964	71.30	71.30
Geminare Inc.	Ontario	Canada	Preferred Shares Common Shares	3,603,604 3,674,873	22.12	22.12

December 31, 2016

Investment	Principal Place of Business	Country of Incorporation	Nature of Limited Partnership's Interests	Number of Units	Ownership %	Voting %
ERMS Corporation	Ontario	Canada	Preferred Shares Common Shares	2,824 264,464,964	71.30	71.30
Geminare Inc.	Ontario	Canada	Preferred Shares Common Shares	3,603,604 3,674,873	22.12	22.12

TIER ONE CAPITAL LIMITED PARTNERSHIP

NOTES TO FINANCIAL STATEMENTS

As at December 31, 2017

Each of the unconsolidated entities presented as at December 31, 2017 and December 31, 2016 has outstanding debt instruments which could impact the entities ability to pay dividends on the equity interest to the Limited Partnership. These debt instruments may be held by the Limited Partnership or other parties.

12. 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

In May 2014 the IASB approved IFRS 15, Revenue from Contracts with Customers, which specifies how and when an IFRS reporter will recognize revenue as well as requiring such entities to provide users of financial statements with more informative, relevant disclosures. The standard supersedes IAS 18, Revenue, IAS 11, Construction Contracts, and a number of revenue related interpretations. Application of the standard is mandatory for all IFRS reporters and it applies to nearly all contracts with customers, except for leases, financial instruments and insurance contracts. Application of IFRS 15 is mandatory for annual periods beginning on or after January 1, 2018. The Limited Partnership is in the process of assessing the impact of IFRS 15.

13. SUBSEQUENT EVENTS

The Limited Partnership made a distribution of \$0.125 per Unit on January 30, 2018 to Unitholders of record on January 19, 2018. Following the January 30, 2018 distribution, the Limited Partnership issued 28,449 Units to participants in the Distribution Reinvestment Plan.