

**MANAGEMENT'S DISCUSSION & ANALYSIS**

**PENDER PRIVATE INVESTMENTS INC.**

Three months and nine months ended September 30, 2022

**PENDER**

## TABLE OF CONTENTS

	Page
<b>INTRODUCTION</b> .....	<b>1</b>
Caution Regarding Forward-Looking Statements.....	1
Reporting Regime .....	2
Business Strategy .....	3
Non-IFRS Measures.....	3
Risk Factors.....	5
Recent Developments .....	6
Outlook .....	9
<b>PORTFOLIO OF INVESTMENTS</b> .....	<b>9</b>
<b>OVERALL PERFORMANCE AND DISCUSSION OF OPERATIONS</b> .....	<b>11</b>
<b>SELECTED FINANCIAL INFORMATION</b> .....	<b>12</b>
Financial Performance .....	13
Financial Highlights .....	18
Financial Condition.....	20
Cash Flows.....	22
Shareholder Activity .....	22
<b>SUMMARY OF QUARTERLY RESULTS</b> .....	<b>23</b>
<b>PAST PERFORMANCE</b> .....	<b>25</b>
<b>SUMMARY OF INVESTMENT PORTFOLIO</b> .....	<b>26</b>
<b>DIVIDEND POLICY</b> .....	<b>27</b>
<b>OUTSTANDING SHARE DATA</b> .....	<b>27</b>
<b>LIQUIDITY AND CAPITAL RESOURCES</b> .....	<b>29</b>
<b>COMMITMENTS AND CONTINGENCIES</b> .....	<b>30</b>
<b>OFF-BALANCE SHEET ARRANGEMENTS</b> .....	<b>30</b>
<b>CRITICAL ACCOUNTING ESTIMATES</b> .....	<b>30</b>
<b>CHANGES IN ACCOUNTING POLICIES</b> .....	<b>31</b>
<b>FUTURE CHANGES IN ACCOUNTING POLICIES</b> .....	<b>31</b>

## INTRODUCTION

This Management's Discussion and Analysis ("MD&A") dated November 22, 2022 presents a review of the unaudited financial results for Pender Private Investments Inc., (the "Company" or "PPI"), formerly Working Opportunity Fund (EVCC) Ltd. ("WOF"), for the three months and nine months ended September 30, 2022 and assesses factors that may affect future results. The financial condition and results of operations are analyzed and significant factors that affected the Company's statements of financial position, statements of comprehensive income, statements of changes in equity and statements of cash flows are discussed.

The MD&A is supplementary information and should be read in conjunction with the Company's unaudited condensed interim financial statements and the notes thereto for the three months and nine months ended September 30, 2022 (the "Condensed Interim Financial Statements") and the Company's audited financial statements and the notes thereto for the year ended December 31, 2021 (the "Annual Audited Financial Statements"). All amounts shown in this MD&A are presented in Canadian dollars unless otherwise specified.

The Company's issued shares include the Legacy Shares (which were formerly designated as Balance Shares (series 2)) and Commercialization Shares (series 2) ("Commercialization Shares"), each referred to as a "Series" and collectively referred to as "Class A shares". The Legacy Shares participate in a separate venture portfolio from that of the Commercialization Shares.

On March 1, 2019, PenderFund Capital Management Ltd. (the "Manager") became the Company's manager. All information for periods prior to March 1, 2019 included in this document is as reported by the Company's former manager, GrowthWorks Capital Ltd. (the "Initial Manager").

The MD&A has been prepared by the Manager and is the responsibility of management. The Board of Directors carries out its responsibility for the review of this disclosure through its Audit Committee, which is made up of three directors, a majority of whom are independent directors. The Audit Committee has reviewed and recommended approval of the MD&A by the Board of Directors. The Board of Directors has approved this disclosure.

Additional information about the Company is available on the SEDAR website at [www.sedar.com](http://www.sedar.com).

### Caution Regarding Forward-Looking Statements

This MD&A may contain forward-looking statements about the Company, including its strategy, prospects and further actions. Forward-looking statements include statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as "expects", "anticipates", "intends", "plans", "believes", "estimates", or negative versions thereof and similar expressions.

In addition, any statement made concerning future performance, strategies or prospects and possible future Company action is also a forward-looking statement. Forward-looking statements are based on current expectations and projections about future events and are inherently subject to risks, uncertainties and assumptions about the Company and economic factors, among other things. Forward-looking statements in this MD&A include, without limitation: statements with respect to the future performance of the Company and the companies in which it invests (each a "Portfolio Company"); the future impact on markets and the economy of measures taken by central banks to control inflation; the future impact of geopolitical events, global health pandemics and other crises; concentration of the investment portfolio; future economic and market conditions, including mergers and acquisitions ("M&A") and initial public offering ("IPO") market conditions; future realization of value of and/or transactions involving its existing Portfolio Companies

(including public listing or third-party acquisitions of such Portfolio Companies) or potential future transactions; outcomes following the WOF Transaction and the Divestment Objective; the Company's investment approach, objectives and strategies, including its focus on specific sectors; the structuring of the Company's investments and its expectations regarding the performance of certain sectors.

Forward-looking statements are not guarantees of future performance and actual events and results could differ materially from those expressed or implied in any forward-looking statements. While the Manager considers its expectations, assumptions and projections to be reasonable based on information currently available to it, no assurance can be given that its beliefs and assumptions will prove to be correct. Any number of important factors could contribute to these differences, including but not limited to: the risks related to the technology sector and the high proportion of companies from this sector in the portfolio; the ability to dispose of investments in Portfolio Companies rapidly or at favourable prices; the risks inherent in a concentrated portfolio; the lack of an active trading market for the Company's Class A shares; general economic, political and public market factors in North America and internationally; interest and foreign exchange rates; global equity and capital markets; business competition; technological change; changes in government regulations; unexpected judicial or regulatory proceedings; and the impact of inflation, increased interest rates, measures taken by central banks, geopolitical events, global pandemics and other catastrophic events.

We stress that the above-mentioned list of important factors is not exhaustive. We encourage you to consider these and other factors carefully before making any investment decisions and we urge you to avoid placing undue reliance on forward-looking statements. Further, except as may be required under applicable law, the Manager has no specific intention of updating any forward-looking statements, whether as a result of new information or future events, or otherwise, prior to the release of the next MD&A.

### **Reporting Regime**

The Company was incorporated under the Company Act (British Columbia) on November 5, 1991, by filing a memorandum and articles of incorporation with the B.C. Registrar of Companies and began offering common shares to the public on January 8, 1992. The Company was registered as an employee venture capital corporation ("EVCC") under the B.C. Employee Investment Act and as such, purchasers of its shares were eligible to receive both federal and British Columbia tax credits relating to their share purchases.

Effective May 28, 2021 (the "Effective Date"), Pender Growth Fund Inc. ("PTF") acquired 100% of the Company's issued and outstanding Commercialization Series shares and over 97% of the Venture Series shares from shareholders of the Company (the "WOF Transaction") under a plan of arrangement pursuant to the definitive agreement (the "Arrangement Agreement") announced on April 7, 2021. In conjunction with the WOF Transaction, the Company changed its name to Pender Private Investments Inc., resigned as an EVCC, made an election to be a public corporation under the Income Tax Act, and transitioned from the Canadian securities regulatory regime for investment companies to the Canadian securities regulatory regime for reporting issuers who are not investment companies. Accordingly, the Company's financial statements are reported in accordance with National Instrument 51-102 Continuous Disclosure Obligations. As a result of the reclassification, the Company is required to file annual and interim MD&A reports. Under International Financial Reporting Standards ("IFRS"), the Company continues to be treated as an investment entity for accounting purposes. Please also refer to the "Business Strategy", "Recent Developments" and "Risk Factors" sections of this MD&A.

## Business Strategy

The Company has a divestment objective (the “Divestment Objective”) with respect to its investments in Portfolio Companies, and seeks an orderly realization of value to achieve returns for the holders of Legacy Shares and Commercialization Shares, as the case may be, through the divestment of investments. This objective is set out in the amended and restated management agreement that the Company entered into with the Manager (the “Management Agreement”), on the Effective Date of the WOF Transaction that is described in the “Reporting Regime” and “Recent Developments” sections of this MD&A. Prior to the Effective Date of the WOF Transaction, the Company’s investment objective for all Series of Class A shares was to achieve long-term capital appreciation for shareholders. The Company and the Manager may enter into additional management agreements to govern any new investment by the Company.

As a formerly registered EVCC under the British Columbia Employee Investment Act, the Company was required to make certain venture investments in companies that met eligibility requirements. Eligibility requirements were focused on company size, measured by asset value and number of employees, and company location. The primary venture investment strategy for the Venture Series, while it was making new investments, was to diversify its venture portfolio by stage of development and by business sector, with major groupings being in information technologies, life sciences and clean technologies. The Series’ venture investments were structured with the intention of allowing the Series to participate in an appreciation in value of the investee business, as equity or debt instruments or a combination of both, and the Company typically took active minority positions that were frequently larger than the positions mutual funds would ordinarily take. The focus was on entrepreneurial companies believed to have high growth potential capable of supporting the Company’s investment objectives. The Company applied a “true” venture capital investing strategy, having a diversified portfolio of businesses in different sectors and stages of development, implementing a disciplined investment strategy with the goal of adding value to those Portfolio Companies by actively managing them through participation on boards of directors as well as assisting in recruiting key personnel, securing additional financing and formulating long-term strategic plans, for example.

The Commercialization Series assembled a venture portfolio consisting primarily of companies with research and/or development activities in their operations. To help enhance potential return expectations on investments in companies with research and/or development activities, venture investments of the Commercialization Series were generally structured with the intention of making them capable of generating both income (such as interest, royalties or dividends) and capital appreciation (such as conversion rights and warrants to purchase shares in the companies to whom loans were made).

The Company continues to work closely with certain of our private Portfolio Companies with the aim of helping them develop and maintain their intrinsic value.

## Non-IFRS Measures

The Company prepares and releases Condensed Interim Financial Statements and Annual Audited Financial Statements in accordance with IFRS. In this MD&A, we complement those IFRS disclosures with a number of the key indicators that we use to evaluate the performance and condition of our business. These supplementary key performance indicators include Net Assets, Net Assets per Share, Management Expense Ratio and Trading Expense Ratio. These are not recognized under IFRS nor do they have a standard meaning prescribed by IFRS. We present them to enhance the reader’s ability to evaluate the Company. They may not be directly comparable to similar measures used by other companies and readers are cautioned not to view the non-IFRS measures as alternatives to IFRS measures.

*Net Assets*

The Company uses two financial measures that are individually recognized under IFRS, assets and liabilities, to calculate Net Assets, which is a non-IFRS measure. The calculation of Net Assets as at September 30, 2022 and December 31, 2021 is presented in the following table:

<u>Net Assets</u>	<u>September 30, 2022</u>		<u>December 31, 2021</u>	
Assets	\$	63,003,524	\$	192,381,033
LESS: Liabilities		9,709,893		36,238,467
<b>EQUALS Net Assets</b>	<b>\$</b>	<b>53,293,631</b>	<b>\$</b>	<b>156,142,566</b>

*Net Assets per Share*

The Company uses three financial measures that are individually recognized under IFRS, assets, liabilities and number of shares outstanding, to calculate Net Assets per Share, which is a non-IFRS measure. The calculation of Net Assets per Share, as at September 30, 2022 and December 31, 2021 is presented in the following table:

	Legacy Shares (frmly Balanced Shares (series 2))		Commercialization Shares (series 2)	
	September 30 2022	December 31 2021	September 30 2022	December 31 2021
<b>Net Assets per Share</b>				
Assets	\$ 62,706,032	\$ 191,846,530	\$ 297,492	\$ 534,503
LESS: Liabilities	9,688,452	36,190,022	21,441	48,445
<b>EQUALS Net Assets</b>	<b>\$ 53,017,580</b>	<b>\$ 155,656,508</b>	<b>\$ 276,051</b>	<b>\$ 486,058</b>
DIVIDED BY Number of Shares Outstanding	6,579,039	7,131,477	1,002,555	1,002,555
<b>EQUALS Net Assets per Share</b>	<b>\$ 8.06</b>	<b>\$ 21.83</b>	<b>\$ 0.28</b>	<b>\$ 0.48</b>

The Company reports net asset value (“NAV”) per share quarterly. Prior to the Effective Date of the WOF Transaction described in the “Recent Developments” section of this MD&A, the company reported NAV weekly. Total shareholders’ equity calculated using IFRS for financial reporting purposes may have been different from the NAV per share published periodically by the Company prior to the Effective Date. This weekly “Pricing NAV” included the unamortized balance of up-front sales commissions paid by the Company, as the price for purchasing, redeeming or switching shares of the Company, as and if applicable. In the MD&A and financial statements, we use “NAV” to refer to the applicable metric, either the quarterly NAV or the Pricing NAV, that was reported during the applicable period and/or at the applicable period end being presented.

*Management Expense Ratio*

The Company uses Management Expense Ratio (“MER”) a non-IFRS measure, to represent the total amount of operating expenses, including management fees net of fees waived by the Manager, sales taxes and interest but excluding performance fees, corporate taxes, commission and other portfolio transaction costs (together, the “MER Costs”) that is borne by the Class A shareholders. The MER is an annualized percentage calculated by dividing total MER Costs by the average Net Assets.

### *Trading Expense Ratio*

The Company uses Trading Expense Ratio (“TER”) a non-IFRS measure, to represent the total amount of commissions and other portfolio transaction costs (the “TER Costs”) that is borne by the Class A shareholders. The TER is an annualized percentage calculated by dividing total TER Costs by the average Net Assets.

### **Risk Factors**

An investment in the Company is suitable for investors that have a high tolerance for risk and a long-term investment horizon.

### **Global Events**

Certain recent significant global events have increased financial risk: the move by central banks to taper monetary and fiscal stimulus and raise interest rates to control inflation, the conflict between Russia and Ukraine and the effects of the COVID-19 global health pandemic. These events have had an impact on many entities and the markets for the securities that they issue and that impact may continue.

Investment results may be affected by future developments and new information that may emerge as a result of inflation and the impact of central bank measures, geopolitical events, the pandemic and other global events; factors that are beyond the Company’s control.

### **Investments**

The Company’s portfolio is materially concentrated in the shares of one publicly listed Portfolio Company, Copperleaf Technologies Inc. (“Copperleaf”). As at September 30, 2022 the Company held 6,657,541 shares of Copperleaf with a value of \$41,809,357 which is 78.5% of the Company’s total shareholders’ equity of \$53,293,631 (December 31, 2021 – 7,406,124 shares with a value of \$176,636,057, which was 113.1% of the Company’s total shareholders’ equity of \$156,142,566).

As at September 30, 2022, the closing price of Copperleaf was \$6.28 per share, down \$17.57 per share from its December 31, 2021 price of \$23.85 per share. This decrease in price materially reduced the Company’s unrealized gain on the holding as compared to December 31, 2021. The Company’s Legacy shareholders’ equity decreased by \$13.77 per share in the nine months ended September 30, 2022, from \$21.83 per share at December 31, 2021 to \$8.06 per share at the quarter-end. During the nine months ended September 30, 2022, the Company sold 748,583 shares of Copperleaf. In the month of November, 2022, shares of Copperleaf were trading below \$3.50 per share, significantly below their September 30, 2022 closing price of \$6.28 per share.

There can be no assurance that the Company will be able to realize the value of this investment.

Historically, the Company’s investment focus was on information technologies, life sciences and clean technology companies, including companies in the development stage. The prospects for success of emerging technology companies are critically dependent on numerous factors that may be difficult to evaluate, especially when they have limited operating histories. Investments in emerging technology companies are inherently risky, and in the case of failed businesses, may result in the total loss of the capital invested by the Company in a Portfolio Company. The technology companies in which the Company is invested will typically require additional capital, which the Company’s Divestment Objective does not enable it to provide, and which may not be available from other sources.



Private companies, by their nature, will generally lack liquidity and involve a longer-than-usual investment time horizon. As at September 30, 2022, private companies comprised 18.3% of the Company's investment portfolio. It may be relatively difficult for the Company to dispose of its investment in a private company rapidly and at favourable prices in the event of weak M&A markets, adverse market developments or other factors. The sale of such investments may also be subject to delays and additional costs and may only be possible at substantial discounts. Losses are typically realized before gains, and the Company may be required to dispose of private Portfolio Companies before any returns are realized.

Despite the number of sources of private capital, financing for early-stage technology companies remains limited and is subject to pricing and terms that are based on the performance of the investee company, among other factors, and what is available may be on terms unfavourable to existing shareholders of these companies.

As at September 30, 2022, approximately 81.7% of the Company's investment portfolio was comprised of investments in public companies. Public company securities prices are influenced by particular companies' performance outlook, market activity and the larger economic picture. When the economy is expanding, the outlook for many companies will generally be good and the value of their stocks may rise. The opposite may also be true. Usually, the greater the potential reward, the greater the risk. Where the size of the Company's holding of a particular security is large relative to the market, an orderly realization of value may be relatively difficult for the Company to achieve. Consequently, the sale of such investments may be subject to delay and may only be possible at substantial discounts.

For smaller companies, start-ups, resource companies and companies in emerging sectors, both the risks and potential rewards of investment may be greater than those of larger, more established companies. Likewise, the share prices of such companies may be more volatile than those of larger, more established companies. Further, the products and services offered by technology companies, for example, may become obsolete as science and technology advance.

Other risks include the high proportion of technology company investments in the portfolio, industry concentration, the relatively small number of investments in the portfolio, and the high proportion of the total Legacy Series' portfolio value that is concentrated in the shares of one publicly listed Portfolio Company, Copperleaf Technologies Inc.

There can be no assurance that the Company will be able to complete divestments of individual Portfolio Companies generally and/or complete an orderly realization of value (at current values or otherwise), therefore there can be no assurance that any further Divestment Redemptions of Legacy Shares, as defined in the special rights and restrictions attached to the Legacy Shares, will occur.

Refer to the "Recent Developments" section of this MD&A for details on the WOF Transaction and shares of the Company following closing.

## **Recent Developments**

### ***The WOF Transaction***

Effective May 28, 2021, the Company completed the WOF Transaction under a plan of arrangement which resulted in 100% of the Company's Commercialization Series shares and 97% of its Venture Series shares being acquired from the Company's shareholders by PTF, a public company listed on the TSXV under the symbol PTF. Currently, PTF holds 98% of the Company as a result of transactions subsequent to May 28, 2021. Please refer to related disclosures regarding the WOF Transaction in the "Reporting Regime",



“Business Strategy” and “Risk Factors” sections of this MD&A as well as the documents relating to the WOF Transaction available on SEDAR.

The Company and PTF are both managed by the Manager. To address this inherent conflict of interest, the WOF Transaction was subject to the approval of the Company’s IRC and the special committee of the WOF board of directors engaged an independent financial advisor who provided a fairness opinion that the WOF Transaction was fair from a financial point of view to Company shareholders.

As part of the WOF Transaction, the Company distributed the excess cash of each Series to its shareholders as a dividend just prior to closing. PTF acquired all of the remaining outstanding Commercialization Series shares, being Commercialization Shares (series 2), in exchange for a cash payment equal to \$508,096, which represented 75% of the BuildDirect.com Technologies Inc. subscription receipt financing price. Further, PTF purchased 97% of the Company’s Venture Series shares, for a total cash purchase price of \$25,316,232, 50% was paid on closing with the remaining 50% paid on November 25, 2021.

Further, the Balanced Shares (series 2) were renamed “Legacy Shares” and each outstanding Balanced Share (series 1) was exchanged for 1.18 Legacy Shares. Approximately 3% of Venture Series Shareholders opted to continue to hold their Legacy Shares and maintain their pro rata participating position in the Legacy portfolio.

Those Venture Series shareholders that sold their shares (the “Exiting Shareholder”) were issued shares from a new class designated as “Exit Venture Shares” without par value, with no maximum number and with special rights and restrictions attached to them. The Exiting Shareholders received a cash payment equal to 43.5% of the net asset value per Venture Series share on the day prior to the date of the Arrangement Agreement, adjusted based upon the per share NAV of the Venture Series portfolio as at the end of the business day immediately prior to May 28, 2021: the price for Balanced Shares (series 1) was \$1.7977 and for Balanced Shares (series 2) was \$1.5157.

The Exiting Shareholders had a limited and conditional right to an additional cash payment from the Company based on a percentage share of the net gains over carrying values at the Effective Date, from divestment activity in the Venture Series portfolio before May 18, 2022. Specifically, (a) if a divestment completed on or before November 18, 2021, Exiting Shareholders would receive their pro rata portion of 60% of the net gain; (b) if a divestment completed on or before February 18, 2022, Exiting Shareholders would receive their pro rata portion of 45% of the net gain; and (c) if a letter of intent, term sheet or binding agreement for a divestment was entered into on or before February 18, 2022 and such divestment subsequently completed by May 18, 2022, Exiting Shareholders would receive their pro rata entitlement of 20% of the net gain.

Because there was no letter of intent, term sheet or binding agreement for a divestment entered into after November 18, 2021 and before February 18, 2022, which was the final period during which an additional exit payment could have been triggered, the right to any additional cash payment ceased and the Exit Venture Shares were redeemed automatically effective May 20, 2022.

On October 13, 2021, in accordance with the Legacy Share rights, a portion of the Company’s Legacy Shares were redeemed. The redemption was triggered by the Company’s divestment of two of its portfolio investments. Accordingly, the Company redeemed approximately 58.49% of the Legacy Shares on a pro rata basis at a redemption price of approximately \$6.4705 per share, with a total value of \$65,026,367. As a result of this redemption, the Exiting Shareholders became entitled to receive an additional cash payment

of \$1.2661 per share, or total value of \$21,136,513, and this was paid by PTF effective October 13, 2021.

Under the Transaction, Legacy shareholders were required to make an election and to ensure the account in which their shares were held was eligible to continue to hold the shares. Shareholders who did not hold their Legacy Shares in an eligible account by June 10, 2022, reverted back to receiving the applicable cash consideration under the Transaction. Following the June 10, 2022 deadline, 10,440 ineligible Legacy Shares were redeemed for a total payment of \$59,297. All shares were purchased by PTF, bringing its ownership of the Company to 98%.

On August 19, 2022, in accordance with the Legacy Share rights, a portion of the Company's Legacy Shares were redeemed. The redemption was triggered by the full divestment of one portfolio company, the partial divestments of two portfolio companies and the partial receipt of escrow proceeds. Accordingly, the Company redeemed approximately 7.04% of the outstanding Legacy Shares on a pro rata basis at a redemption price of approximately \$8.2573 per share, with a total value of \$4,112,710. After the pro rata redemption 6,579,039 Legacy Shares were outstanding.

### **Other Recent Developments**

#### *Investments*

The third quarter of 2022 was volatile for public equity markets. The quarter began with a rally in risk assets, only to give way to pessimism brought on by continued interest rate hikes from central banks to fight persistently high inflation. The rapid pace of interest rate increases caused concerns regarding the outlook for economic growth and the rising potential of a recession, creating volatility in equities as these developments were digested and added uncertainty. In the US, the S&P 500 index (in Canadian dollars) finished the quarter near the lows of the year and was down 16.9% year-to-date as at September 30, 2022. The weakness was also seen in Technology companies, with the S&P/TSX Capped Information Technology Index finishing the quarter down 42.1% year to date in 2022.

Canadian venture capital ("VC") investment activity<sup>1</sup> during the second quarter of 2022 saw \$1.65B invested across 182 deals, as activity normalized from 2021's peak. In terms of deal count, second quarter activity slowed for the fourth consecutive quarter-over-quarter decline. US data showed a similar trend with a decline in private market activity levels as companies adjust to the evolving macroeconomic environment and public market slowdown.

Exit activity in the first half of 2022 saw a significant decline in M&A activity and no IPOs. VC activity can expect a continuation of deteriorating market conditions, particularly at the later and growth stages, as tougher market conditions make it more difficult for companies to grow and seek exit opportunities.

During the third quarter of 2022, we continued to work closely with certain private Portfolio Companies with the aim of helping them develop and maintain their intrinsic value, while they seek an orderly realization of that value. Where necessary, we also supported them in optimizing their business in connection with the changing market environment as well as the challenges and opportunities brought on by global events.

---

<sup>1</sup>Canadian Venture Capital & Private Equity Association: Q2 2022 Canadian Venture Capital Market Overview

## Outlook

The quarter saw a continuation of the market challenges that started 2022. Geopolitical uncertainty, persistent inflation and rising interest rates have all contributed to a slower economic growth outlook. The economy has yet to slow materially as evidenced by record low unemployment, giving central banks some latitude to continue ratcheting up interest rates. Investors have continued to focus on these macro variables and the growing concern that a recession is needed to cool inflation and slow aggregate demand. This has weighed on equities and multiples have compressed, with the expectations that the slowing macro environment will lead to an earnings recession. We will continue to monitor these global events and assess their impacts on the Company and our Portfolio Companies over time.

We have evaluated the potential impact of current global events on each of our Portfolio Companies. As part of our analysis, we also evaluate each private Portfolio Company under various fundamental scenarios. We will remain diligent as more information continues to become available as these companies continue to respond to the challenges and opportunities in the current market.

## PORTFOLIO OF INVESTMENTS

During the nine months ended September 30, 2022, in keeping with our Divestment Objective, there were no new investments in Portfolio Companies.

We are pleased to see certain private technology companies from within our portfolio having the opportunity to go public. On August 8, 2022, D-Wave Systems Inc. (“D-Wave”) announced the completion of its previously announced intention to list on the New York Stock Exchange following a business combination with DPCM Capital, Inc. and D-Wave Systems Inc., as a publicly traded special purpose acquisition company (“SPAC”) named D-Wave Quantum Inc. under the symbol QBTS. The Company’s shares of D-Wave are subject to a lock-up period<sup>4</sup>. There is no guarantee that the value of D-Wave shares will be realized after the expiration of the lock-up period.

Significant trends and events for the Company’s Portfolio Companies in the nine months ended September 30, 2022 are described in this section.

### Significant Equity Investments

#### *Copperleaf Technologies Inc.*

Copperleaf provides decision analytics to companies managing critical infrastructure. Its enterprise software solutions leverage operational and financial data to help its clients make strategic investment decisions about how best to sustain and expend this infrastructure to deliver the highest business value. Copperleaf is based in Vancouver and its solutions are distributed and supported by regional staff and partners worldwide.

In the fourth quarter of 2021, Copperleaf completed an IPO with its common shares trading on the TSX under the symbol “CPLF”. In the third quarter of 2022, the company announced its operating results for the second quarter of 2022, reporting 26% annual recurring revenue growth over the last twelve months. supported by steady momentum with their partners and an active pipeline of sales opportunities.

---

<sup>4</sup> The lock-up period is the lesser of (A) six months following the closing and (B) the date on which the last reported sale price of the QBTS equals or exceeds U\$12.00 per share for any twenty trading days within any thirty consecutive trading day period commencing after the ninetieth day following the closing

Copperleaf's solution is being used to manage an estimated \$2.6 trillion of infrastructure across multiple industry sectors, including energy, water, transportation, and government, in more than 24 countries.

As at September 30, 2022, the Company held 9.47% of Copperleaf's issued and outstanding shares.

#### **Copperleaf Technologies Inc.**

<b>Selected Financial Information</b>	<b>September 30, 2022</b>		<b>December 31, 2021</b>		
Total Assets	\$	178,368,443	\$	206,042,380	
Total Liabilities		44,702,793		51,024,372	
Total Shareholders' Equity		133,665,650		155,018,008	
		<b>Nine months ended September 30, 2022</b>		<b>Nine months ended September 30, 2021</b>	
Revenue	\$	54,214,516	\$	47,485,285	
Gross profit		40,189,799		37,624,075	
Net loss and comprehensive loss for the period		(25,832,903)		(6,674,784)	

Please also refer to the "Risk Factors" and "Overall Performance" sections of this MD&A.

#### **Other Investments**

##### ***D-Wave Quantum Inc.***

D-Wave is a leader in quantum computing systems, software, and services - developing and delivering quantum computing systems, software and services worldwide, and the only provider building both annealing and gate-model quantum computers.

On August 8, 2022, D-Wave announced the completion of its previously announced intention to list on the New York Stock Exchange following a business combination with DPCM Capital, Inc. and D-Wave Systems Inc., as a publicly traded SPAC named D-Wave Quantum Inc. under the symbol QBTS. The Company's shares of D-Wave are subject to a lock-up period<sup>5</sup>. There is no guarantee that the value of D-Wave shares will be realized after the expiration of the lock-up period.

##### ***General Fusion Inc.***

General Fusion Inc. ("General Fusion") is a research and development stage company with the goal of developing a practical path to commercial fusion power, providing a powerful complement to renewables and a pathway to a zero-emission grid. General Fusion continues to work towards the deployment of its power-plant scale Fusion Demonstration Plant to be built at an England-based campus of the UK Atomic Energy Authority. This initiative is intended to verify whether General Fusion's technology can create fusion conditions in a practical and cost-effective manner at power plant relevant scales potentially leading to the subsequent design of a commercial fusion pilot plant. Building its fusion demonstration plant positions the company on a course to potentially bring clean fusion energy onto the world's energy systems by the early 2030s. During the third quarter of 2022 the company announced the appointment of Greg Twinney as CEO, following two years of serving as CFO, to lead the company as it transitions from research and development

<sup>5</sup> The lock-up period is the lesser of (A) six months following the closing and (B) the date on which the last reported sale price of the QBTS equals or exceeds U\$12.00 per share for any twenty trading days within any thirty consecutive trading day period commencing after the ninetieth day following the closing

to technology demonstration to support commercialization efforts.

### **Portfolio Turnover**

The Company's portfolio turnover was Nil during the nine months ended September 30, 2022 (September 30, 2021 - Nil). The portfolio turnover rate is calculated based on the lesser of purchases and proceeds of sales of securities during a period as a percentage of the average value of the Company's investments in that period. In general, lower turnover rates may result in lower trading costs and may reduce realized capital gains and losses.

### **OVERALL PERFORMANCE AND DISCUSSION OF OPERATIONS**

In 2021, Copperleaf, a Portfolio Company was publicly listed and at December 31, 2021 its closing price was \$23.85 per share, resulting in a substantial unrealized gain under IFRS. That unrealized gain was a major factor in the 2021 increase in the Company's shareholders' equity, which went from \$61.3 million at the beginning of 2021 to \$156.1 million at December 31, 2021.

During the first three quarters of 2022, Copperleaf's trading price declined from \$23.85 per share at December 31, 2021 to \$6.28 per share at September 30, 2022. This \$17.57 per share decrease resulted in a large reversal of the unrealized appreciation that had been recorded on the Company's holdings of Copperleaf in 2021, which was a major factor in the \$102,848,935 (65.87%) decrease in the Company's total shareholders' equity which went from \$156,142,566 at December 31, 2021 to \$53,293,631 at September 30, 2022.

During the nine months ended September 30, 2022, Net Assets per Share for Legacy Shares decreased to \$8.06 per share, from \$21.83 as at December 31, 2021, while Net Assets per Share for Commercialization Shares (series 2) decreased to \$0.28 per share, from \$0.48 as at December 31, 2021.

There were no discontinued operations during the nine months ended September 30, 2022 and 2021.

Please refer to the "Financial Performance" and "Financial Condition" sections of this MD&A for additional details and to the "Past Performance" section of this MD&A for the performance of Class A Shares.

**SELECTED FINANCIAL INFORMATION**

The following tables present selected key financial information about the Company to provide an understanding of the Company's financial condition as at September 30, 2022 compared to September 30, 2021, and for the three preceding financial years, as well as its financial performance in the nine months ended September 30, 2022, compared to the nine months ended September 30, 2021. This section should be read together with the Condensed Interim Financial Statements and the Annual Audited Financial Statements.

	<b>Supplemental Data</b>				
	<b>2022 Q3</b>	<b>2021 Q3</b>	<b>2021</b>	<b>2020</b>	<b>2019</b>
Venture Series – Balanced Shares (series 1) & Legacy Shares Net Assets (\$000s)	53,018	169,131	155,657	59,923	62,829
Balanced Shares (series 1) Shares Outstanding	-	-	-	4,013,041	4,013,041
Legacy Shares Outstanding	6,579,039	17,181,143	7,131,477	12,421,473	12,421,473
Exit Venture Shares Outstanding	-	16,694,554	166,946	-	-
Balanced Shares (series 1) Net Assets per Share (\$)	-	-	-	4.14	4.33
Legacy Shares Net Assets per Share (\$)	8.06	9.84	21.83	3.49	3.66
Balanced Shares (series 1) Total increase (decrease) from operations per Share (\$)	-	(0.01)	(0.01)	(0.19)	(1.44)
Legacy Shares Total increase (decrease) from operations per Share (\$)	(13.90)	7.49	11.85	(0.17)	(1.42)

	<b>Supplemental Data</b>				
	<b>2022 Q3</b>	<b>2021 Q3</b>	<b>2021</b>	<b>2020</b>	<b>2019</b>
Commercialization Shares (series 2) Net Assets (\$000s)	276	292	486	1,379	9,371
Commercialization Shares (series 2) Shares Outstanding	1,002,555	1,002,555	1,002,555	1,002,555	1,423,581
Commercialization Shares (series 2) Net Assets per Share (\$)	0.28	0.29	0.48	1.38	6.58
Commercialization Shares (series 2) Total increase (decrease) from operations per Share (\$)	(0.21)	(0.46)	(0.26)	0.45	(2.34)

## Financial Performance

	2022 Q3 (3 months)	2021 Q3 (3 months)	2022 Q1, Q2 & Q3 (9 months)	2021 Q1, Q2 & Q3 (9 months)
Net realized gain (loss)	\$ 4,012,876	\$ 9,919,356	4,963,496	5,776,300
Net change in unrealized (depreciation) appreciation of investments	(757,766)	103,558,174	(127,817,915)	129,622,817
Foreign exchange gain	56,549	9	77,319	-
Interest - bonds, deposits and other investments	13,838	-	17,661	1,258
<b>Total revenue</b>	<b>3,325,497</b>	<b>113,477,539</b>	<b>(122,759,439)</b>	<b>135,400,375</b>
Management and administration fees net of management fee waivers	144,974	609,115	491,812	1,140,687
Other expenses	5,186	(10,740)	15,556	1,062,915
<b>Total operating expenses net of management fee waivers</b>	<b>150,160</b>	<b>598,375</b>	<b>507,368</b>	<b>2,203,602</b>
<b>Total operating income (loss)</b>	<b>3,175,337</b>	<b>112,879,164</b>	<b>(123,266,807)</b>	<b>133,196,773</b>
<b>Other items:</b>				
Legacy performance fee adjustment	455,797	24,364,634	(24,559,072)	24,364,634
<b>Net income (loss) before income tax expense (recovery)</b>	<b>2,719,540</b>	<b>88,514,530</b>	<b>(98,707,735)</b>	<b>108,832,139</b>
<b>Income tax expense (recovery):</b>				
Current	111,613	-	177,775	-
Deferred	-	-	(623,937)	-
<b>Net income (loss)</b>	<b>\$ 2,607,927</b>	<b>88,514,530</b>	<b>(98,261,573)</b>	<b>108,832,139</b>
Management expense ratio	1.10%	2.81%	0.80%	4.23%
Trading expense ratio	0.00%	0.00%	0.00%	0.00%

### Financial performance for the three months ended September 30, 2022

Highlights of the factors contributing to the Company's investment performance in the three months ended September 30, 2022, are presented in the "Portfolio of Investments" section of this MD&A.

#### (a) Net realized gain (loss)

Net realized gains and losses on investments are the result of the sale of Portfolio Companies. They are generally not comparable between periods because the investments that comprise the portfolio generally change each period.

During the three months ended September 30, 2022, the net realized gain on investments was \$4,012,876 (September 30, 2021 – gain of \$9,919,356), which primarily related to the sale of Copperleaf shares and proceeds received from escrowed divestment proceeds that exceeded the amounts previously recorded as receivable.

#### (b) Net change in unrealized appreciation (depreciation) of investments

The net change in unrealized appreciation and/or depreciation of investments is the result of changes in the value of Portfolio Companies held throughout the period and is also adjusted upon the sale of Portfolio Companies when the unrealized appreciation or depreciation becomes recategorized as a realized gain or loss. Net unrealized appreciation and depreciation is generally not comparable between periods because the investments that give rise to these gains and losses generally change each period.

During the three months ended September 30, 2022, the net change in unrealized on investments reflected a loss of \$757,766 (September 30, 2021 – gain of \$103,558,174), primarily due to the fact that the trading price of the Company's most material holding, Copperleaf, decreased from \$6.40 at June 30, 2022 to \$6.28 per share at September 30, 2022.



The Canadian dollar depreciated against the US dollar in the three months ended September 30, 2022, resulting in an unrealized appreciation on the conversion for financial reporting purposes of the carrying value of US dollar-denominated investments and divestment proceeds receivable to Canadian dollars.

(c) Interest income

As reported in the financial statements, interest from bonds, deposits and other investments was \$13,838 during the three months ended September 30, 2022. This increase from the \$Nil amount recorded for the three months ended September 30, 2021 was due to fluctuations in cash held during the period and the increase in interest rates.

(d) Management fees

The Company pays the Manager a management fee, which is calculated as a percentage of Net Assets. Prior to the Effective Date of the WOF Transaction, the management fee was 1.5% and the Company paid all of its operating expenses directly. The new management fee agreement that came into effect on May 28, 2021, the Effective Date of the WOF Transaction, revised the management fee to an all-in rate of 2.5%, with the Manager paying the operating expenses of the Company, except for director fees and transaction expenses, including the Company's WOF Transaction expenses up to \$50,000 relating to the Legacy Shares transaction expenses. It should be noted that the management fee is not retroactively adjusted for changes or adjustments, if any, to Net Assets that are made under IFRS for reporting purposes. The Manager, may, at its discretion, reduce or waive management or administration fees and reimburse the Company for any expenses.

For the three months ended September 30, 2022, the management fee expense was \$424,514, which was \$184,601 lower than the expense of \$609,115 in the comparable three-month period in 2021. This decrease was due to the fact that Net Assets were lower in the third quarter of 2022. Further, the Manager waived \$279,540 (September 30, 2021 - Nil) of the management fee expense in the third quarter, reducing the net management fee expense incurred by the Company to \$144,974.

(e) Performance fees and other expenses

The Management Agreement provides that the Manager is entitled to a performance fee equal to 20% of the net divestment proceeds in excess of Effective Date NAV of the Legacy Shares, after net divestment proceeds equal to the Effective Date NAV have been disbursed to Legacy Shareholders.

Because net divestment proceeds equal to the Effective Date NAV were disbursed to Legacy Shareholders during 2021, performance fees are being accrued, however, they are not payable until a divestment occurs, at which time the performance fee payable will be recalculated based on the final Net Divestment Proceeds and will be paid to the Manager.

In the three months ended September 30, 2022, the Company recorded a crystallized performance fee of \$1,071,019 (September 30, 2021 - \$2,146,262) partially offset by the reversal of previously accrued performance fees due to a partial decrease in the unrealized appreciation of Copperleaf, due to the decline in its closing share price, resulting in net performance fees of \$455,797 (September 30, 2021 - \$24,364,634). The crystallized performance fee was earned on the full divestment of one Portfolio Company, the partial divestments of two Portfolio Companies and the partial receipt of escrow proceeds. Other expenses during the period were \$5,186 related to directors' fees, which, under the new management agreement, are paid by the Company.

(f) Current income tax expense

During the three months ended September 30, 2022 the Company recorded a current income tax expense of \$111,613 (September 30, 2021 - \$Nil) for additional taxes owed for the fiscal year ended December 31, 2021 based on the Company's filed tax return.

(g) Management Expense Ratio

The MER is an annualized percentage calculated by dividing the total MER Costs by the average Net Assets. The MER for the three months ended September 30, 2022 was 1.10%, which was 1.71% lower than the 2.81% MER for the three months September 30, 2021. This decrease in MER occurred because the Manager waived a portion of the management fees during the three months ended September 30, 2022.

The performance fees and/or performance fee reversal are not included in MER Costs. During the three months ended September 30, 2022, performance fees were 0.84% (not annualized) of average Net Assets.

(h) Trading Expense Ratio

The TER is an annualized percentage calculated by dividing the total of all commissions and other portfolio transaction costs by the average Net Assets during the period. The small number of Portfolio Companies and the limited number of transactions resulted in a TER for the three months ended September 30, 2022 that is Nil (September 30, 2021 - Nil).

**Financial performance for the nine months ended September 30, 2022**

Highlights of the factors contributing to the Company's investment performance in the nine months ended September 30, 2022, are presented in the "Portfolio of Investments" section of this MD&A.

(a) Net realized gain (loss)

Net realized gains and losses on investments are the result of the sale of Portfolio Companies. They are generally not comparable between periods because the investments that comprise the portfolio generally change each period.

During the nine months ended September 30, 2022, the net realized gain on investments were \$4,963,496 (September 30, 2021 – gain \$5,776,300), which primarily related to the sale of Copperleaf shares and proceeds received that exceeded the divestment proceeds receivable.

(b) Net change in unrealized appreciation (depreciation) of investments

The net change in unrealized appreciation and/or depreciation of investments is the result of changes in the value of Portfolio Companies held throughout the period and is also adjusted upon the sale of Portfolio Companies when the unrealized appreciation or depreciation becomes recategorized as a realized gain or loss. Net unrealized appreciation and depreciation is generally not comparable between periods because the investments that give rise to these gains and losses generally change each period.

During the nine months ended September 30, 2022, the net change in unrealized on investments reflected a loss of \$127,817,915 (September 30, 2021 – gain of \$129,622,817), primarily due to the fact that the trading price of the Company's most material holding, Copperleaf, decreased from \$23.85 at December 31, 2021 to \$6.28 per share at September 30, 2022.

The Canadian dollar depreciated against the US dollar in the nine months ended September 30, 2022, resulting in an unrealized appreciation on the conversion for financial reporting purposes of the carrying value of US dollar-denominated investments and divestment proceeds receivable to Canadian dollars.

(c) Interest income

As reported in the financial statements, interest from bonds, deposits and other investments was \$17,661 during the nine months ended September 30, 2022. This increase from the \$1,258 amount recorded for the nine months ended September 30, 2021 was due to fluctuations in cash held during the period and the increase of interest rates.

(d) Management fees

The Company pays the Manager a management fee, which is calculated as a percentage of Net Assets. Prior to the Effective Date of the WOF Transaction, the management fee was 1.5% and the Company paid all of its operating expenses directly. The new management fee agreement that came into effect on May 28, 2021, the Effective Date of the WOF Transaction, revised the management fee to an all-in rate of 2.5%, with the Manager paying the operating expenses of the Company, except for director fees and transaction expenses, including the Company's WOF Transaction expenses up to \$50,000 relating to the Legacy Shares transaction expenses. It should be noted that the management fee is not retroactively adjusted for changes or adjustments, if any, to Net Assets that are made under IFRS for reporting purposes. The Manager, may, at its discretion, reduce or waive management or administration fees and reimburse the Company for any expenses.

Overall, for the nine months ended September 30, 2022, management fee expense was \$1,823,579, which was \$682,892 higher than the expense of \$1,140,687 in the comparable nine-month period in 2021. This increase reflected the management fee increase described above and the fact that Net Assets were higher over the 2022 reporting period. However, the Manager waived \$1,331,767 (September 30, 2021 - Nil) of the management fee expense, reducing the net management fee expense to \$491,812, and the net management fee expense incurred by the Company was \$648,875 lower than the management fee expense in the comparable nine-month period in 2021.

(e) Performance fees and other expenses

The Management Agreement provides that the Manager is entitled to a performance fee equal to 20% of the net divestment proceeds in excess of Effective Date NAV of the Legacy Shares, after net divestment proceeds equal to the Effective Date NAV have been disbursed to Legacy Shareholders.

Because net divestment proceeds equal to the Effective Date NAV were disbursed to Legacy Shareholders during 2021, performance fees are being accrued, however, they are not payable until a divestment occurs, at which time the performance fee payable will be recalculated based on the final Net Divestment Proceeds and will be paid to the Manager.

Due to a partial reversal of the unrealized appreciation of Copperleaf due to a decrease in its closing share price, partially offset by a crystallized performance fee of \$1,071,019 (September 30, 2021 - \$2,146,262) in the nine months ended September 30, 2022, the Company recorded a net reversal of previously accrued performance fees of \$24,559,072 (September 30, 2021 – accrued performance fees of \$24,364,634). The crystallized performance fee was earned on the full divestment of one Portfolio Company, the partial divestments of two Portfolio Companies and the partial receipt of escrow proceeds. Other expenses during the period were \$15,556 related to directors' fees, which, under the new management agreement, are paid

by the Company.

(f) Current income tax expense

During the nine months ended September 30, 2022 the Company recorded a current income tax expense of \$177,775 (September 30, 2021 - \$Nil) for additional taxes owed for the fiscal year ended December 31, 2021 based on the Company's filed tax return.

(g) Deferred income tax recovery

The Company has accrued a deferred income tax recovery of \$623,937 (December 31, 2021 - \$Nil). The deferred income tax recovery is a decrease of the deferred income tax liability of \$623,937 accrued as at December 31, 2021.

(h) Management Expense Ratio

The MER is an annualized percentage calculated by dividing the total MER Costs by the average Net Assets. The MER for the nine months ended September 30, 2022 was 0.80%, which was 3.43% lower than the 4.23% MER for the nine months September 30, 2021. This decrease in MER occurred because the Manager waived a portion of the management fees during the nine months ended September 30, 2022.

The performance fees and/or performance fee reversal are not included in MER Costs. During the nine months ended September 30, 2022 performance fee reversal was (28.88)% (not annualized) of average Net Assets.

(i) Trading Expense Ratio

The TER is an annualized percentage calculated by dividing the total of all commissions and other portfolio transaction costs by the average Net Assets during the period. The small number of Portfolio Companies and the limited number of transactions resulted in a TER for the nine months ended September 30, 2022 that is Nil (September 30, 2021 - Nil).

## Financial Highlights

<i>Legacy Shares (formerly Balanced Series 2)</i>					
<i>Net Assets per share <sup>(1)</sup></i>					
	2022 Q3 (3 months)	2021 Q3 (3 months)	2021	2020	2019
<b>Net Assets per share, beginning of period <sup>(2)</sup></b>	<b>\$7.70</b>	<b>\$4.68</b>	<b>\$3.49</b>	<b>\$3.66</b>	<b>\$5.07</b>
<b>Increase (decrease) from operations:</b>					
Total revenue	-	-	-	-	-
Total expenses and amortization [excluding distributions]	(\$0.10)	(\$1.71)	(\$2.95)	(\$0.11)	(\$0.17)
Realized gains (losses) for the year	\$0.58	\$0.68	\$3.61	\$0.04	\$0.00
Unrealized gains (losses) for the year	(\$0.10)	\$7.11	\$11.19	(\$0.10)	(\$1.25)
<b>Total increase (decrease) from operations <sup>(2)</sup></b>	<b>\$0.38</b>	<b>\$6.08</b>	<b>\$11.85</b>	<b>(\$0.17)</b>	<b>(\$1.42)</b>
<b>Distributions:</b>					
From net investment income (excluding dividends)	-	-	-	-	-
From dividends	-	-	-	-	-
From capital gains	-	-	-	-	-
Return of capital <sup>(7)</sup>	-	-	-	-	-
<b>Total annual distributions</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Assets per share at end of period <sup>(1)(2)</sup></b>	<b>\$8.06</b>	<b>\$9.84</b>	<b>\$21.83</b>	<b>\$3.49</b>	<b>\$3.66</b>

<i>Ratios and Supplemental Data</i>					
Total Pricing NAV (000's) <sup>(3)</sup>	\$53,018	\$111,490	\$155,657	\$41,219	\$62,221
Number of shares outstanding (000's) <sup>(3)</sup>	6,579	17,181	7,131	12,421	12,421
Operating management expense ratio <sup>(4)</sup>	1.09%	2.80%	1.73%	3.08%	3.31%
Amortization of share issue commissions and fees	0.00%	0.00%	0.00%	0.00%	0.04%
Financing fees	-	-	-	-	-
Management fee waivers	2.05%	-	1.76%	-	-
Total MER before waivers or absorptions	3.14%	2.80%	3.49%	3.08%	3.35%
Trading expense ratio <sup>(5)</sup>	0.00%	0.00%	0.00%	0.00%	0.00%
Portfolio turnover rate <sup>(6)</sup>	0.00%	0.00%	0.00%	0.00%	0.00%
<b>Pricing NAV per share at end of period</b>	<b>\$8.06</b>	<b>\$6.49</b>	<b>\$21.83</b>	<b>\$3.32</b>	<b>\$5.01</b>

<i>05 Commercialization Shares</i>					
<i>Net Assets per share <sup>(1)</sup></i>					
	2022 Q3 (3 months)	2021 Q3 (3 months)	2021	2020	2019
<b>Net Assets per share, beginning of period <sup>(2)</sup></b>	<b>\$0.27</b>	<b>\$0.49</b>	<b>\$1.38</b>	<b>\$6.58</b>	<b>\$9.11</b>
<b>Increase (decrease) from operations:</b>					
Total revenue	-	-	-	\$0.06	\$0.17
Total expenses and amortization [excluding distributions]	\$0.00	(\$0.01)	(\$0.25)	(\$0.23)	(\$0.34)
Realized losses for the year	-	-	(\$0.58)	(\$2.49)	(\$0.04)
Unrealized gains (losses) for the year	\$0.01	(\$0.19)	\$0.57	\$3.11	(\$2.14)
<b>Total increase (decrease) from operations <sup>(2)</sup></b>	<b>\$0.01</b>	<b>(\$0.20)</b>	<b>(\$0.26)</b>	<b>\$0.45</b>	<b>(\$2.35)</b>
<b>Distributions:</b>					
From net investment income (excluding dividends)	-	-	-	-	-
From dividends	-	-	-	-	-
From capital gains	-	-	-	-	-
Return of capital <sup>(7)</sup>	-	-	(\$0.63)	(\$5.49)	-
<b>Total annual distributions</b>	<b>-</b>	<b>-</b>	<b>(\$0.63)</b>	<b>(\$5.49)</b>	<b>-</b>
<b>Net Assets per share at end of period <sup>(1)(2)</sup></b>	<b>\$0.28</b>	<b>\$0.29</b>	<b>\$0.48</b>	<b>\$1.38</b>	<b>\$6.58</b>

<i>Ratios and Supplemental Data</i>					
Total Pricing NAV (000's) <sup>(3)</sup>	\$276	\$292	\$486	\$1,266	\$12,082
Number of shares outstanding (000's) <sup>(3)</sup>	1,003	1,003	1,003	1,003	1,424
Operating management expense ratio <sup>(8)</sup>	4.56%	5.25%	34.29%	4.70%	3.86%
Amortization of share issue commissions and fees	0.00%	0.00%	0.62%	0.82%	0.72%
Earned IPA	0.00%	0.00%	0.00%	0.00%	0.00%
Conditional IPA	0.00%	0.00%	0.00%	(3.35)%	(0.16)%
Management fee waivers	1.90%	0.00%	0.62%	0.00%	0.00%
Total MER before waivers or absorptions	6.46%	5.25%	35.53%	2.17%	4.42%
Trading expense ratio <sup>(5)</sup>	0.00%	0.00%	0.00%	0.00%	0.00%
Portfolio turnover rate <sup>(6)</sup>	0.00%	0.00%	0.00%	0.00%	0.00%
<b>Pricing NAV per share at end of period</b>	<b>\$0.28</b>	<b>\$0.29</b>	<b>\$0.48</b>	<b>\$1.26</b>	<b>\$8.49</b>

## Notes:

(1) This information is derived from the unaudited interim and audited annual financial statements. Total shareholders' equity which is calculated using IFRS for financial reporting purposes may be different from the net asset value per share reported from time to time or, for prior periods, from the weekly pricing net asset value. Commencing upon the May 28, 2021 Effective Date of the WOF Transaction, net asset value is calculated each month-end and reported quarterly. It is also calculated from time to time as required under the terms of the WOF Transaction. Prior to that, the Company used a weekly calculation of pricing NAV ("Pricing NAV"), that included the unamortized balance of up-front sales commissions paid by the Company, as the price for purchasing, redeeming or switching shares of the Company, as and if applicable. In this MD&A, we use "NAV" to refer to the metric in effect, either the net asset value or the Pricing NAV, during the applicable period and/or at the applicable period end being presented. A reconciliation of Shareholders' Equity to NAV is included in the notes to the financial statements for the applicable periods. As at December 31, 2019 an adjustment was made to Net Assets, for financial reporting purposes including this table. Refer to "Recent Developments" section in the MD&A for the year ended December 31, 2019, on SEDAR, for further details.

(2) Net assets per share is based on the number of shares outstanding at the relevant time. The increase (decrease) from operations per share is based on the weighted-average number of shares outstanding during the period. Therefore, the beginning of period net assets plus the increase (decrease) from operations shown above will not sum to the end of period net assets.

(3) This information is provided as at December 31 of the year shown.

(4) Under the new Management Agreement that took effect May 28, 2021, the Company pays the Manager a fee of 1/12<sup>th</sup> of 2.50% of NAV for all series of shares of the Company at each month end. The Company will pay director fees and transaction expenses, including the Company's WOF Transaction expenses up to \$50,000 relating to the Legacy Shares, and the Manager pays the Company's operating expenses. Under the Original Management Agreement that took effect on March 1, 2019 the Company paid the Manager a fee of 1.50% of Pricing NAV and the Company paid its own operating expenses. Operating management expense ratio ("MER") means the total MER for the Series before taking into account amortization of share issue commissions, where applicable. Total MER is based on total expenses (excluding distributions, commissions and other portfolio transaction costs) for the stated period and is expressed as an annualized percentage of Net Assets during the applicable period.

(5) The trading expense ratio ("TER") represents total commissions and other portfolio transaction costs expressed as an annualized percentage of Net Assets during the applicable period.

(6) A Series' portfolio turnover rate indicates how actively the Series' portfolio advisor manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Series buying and selling all of the securities in its portfolio once in the course of the period. While the portfolio turnover rate is not necessarily related to performance, in general, lower turnover rates result in lower trading costs and may reduce realized capital gains and losses. This rate is a blended rate of the turnover of the venture and non-venture investments, where applicable. Due to the nature of non-venture investments, in particular the bond and deposits portfolio, the turnover associated with these investments may be significantly higher than the turnover of the venture investments.

(7) As set out in the “Dividend Policy” section of the MD&A reports for the periods indicated, the Series paid a dividend in conjunction with the closing of the WOF Transaction in 2021. The Commercialization Series paid two dividends during the year 2020. The dividend policies in effect prior to the Effective Date of the WOF Transaction are as described in the December 31, 2020 annual audited financial statements. Refer to “Distributions of Dividend Payments” section in the Commercialization Series MRFP for the year ended December 31, 2020, on SEDAR, for further details.

(8) Operating management expense ratio (“MER”) means the total MER for the Series before taking into account amortization of share issue commissions and fees, Earned IPA dividends and Conditional IPA dividends with respect to the Initial Manager. The Manager is not entitled to any IPA dividends. Earned IPA dividends reflects the Initial Manager’s participating interest in gains and income realized on successful exits from the Company’s venture investments. Conditional IPA dividends were not an amount actually paid or payable; rather, were an estimate of the IPA dividends that would be payable if the Company’s entire venture portfolio was disposed of at the period end and this line reflects the change in the estimate from the previous period. Under the rights attached to the IPA Shares, certain amounts were to be accrued as at the date of termination of the Initial Manager as the contracted manager of the Company in certain circumstances which accrued amounts shall only be paid on the sale of the relevant portfolio investment. As at December 31, 2020 the Series has accrued a Contingent IPA dividend, in connection with the Initial Manager ceasing to be the Company’s manager, of \$322,849 (December 31, 2019: \$497,448). On March 5, 2021, the Company settled the amount owing to the Initial Manager with total consideration comprising cash in the amount of \$322,849 and certain securities in the portfolio as well as other non-monetary consideration and redeemed and cancelled the IPA Shares. Total MER is based on total expenses excluding distributions, commissions, performance fees and other portfolio transaction costs (together, the “MER Costs”) that is borne by the Class A shareholders for the stated period. The MER is expressed as an annualized percentage of Net Assets as applicable during the period.

### Financial Condition

	September 30 2022	December 31 2021
<b>Assets</b>		
Cash	\$ 3,613,876	\$ 4,355,991
Receivable for investments sold	-	-
Accounts receivable	4,763	-
Divestment proceeds receivable	802,732	1,036,356
Venture investments	58,582,153	186,988,686
<b>Total assets</b>	<b>63,003,524</b>	<b>192,381,033</b>
<b>Liabilities</b>		
Other accounts payable and accrued liabilities	5,186	157,495
Due to related parties	9,590,150	34,966,619
Share redemptions payable	48,405	53,183
Dividends payable	66,152	68,382
Current income taxes payable	-	368,851
Deferred income tax liability	-	623,937
<b>Total liabilities</b>	<b>9,709,893</b>	<b>36,238,467</b>
<b>Shareholders’ equity</b>	<b>\$ 53,293,631</b>	<b>\$ 156,142,566</b>

#### (a) Venture investments

As at September 30, 2022, the Company’s Venture investments of \$58,582,153 were comprised of publicly listed Portfolio Companies valued at \$47,833,274 and private, unlisted Portfolio Companies valued at \$10,748,879. The decrease of \$128,406,533 from the investments balance of \$186,988,686 at December 31, 2021 is primarily due to the decrease in traded value of the shares of Copperleaf. Please refer to the “Recent Developments” section of this MD&A as well as the “Portfolio of Investments” section for a discussion of certain Portfolio Companies and significant factors that affected them in the three months ended September 30, 2022.

#### (b) Cash

Cash balances are monitored by the Manager. The \$3,613,876 cash balance as at September 30, 2022 was \$742,115 lower than the \$4,355,991 balance at December 31, 2021. This decrease in cash was



primarily due to a pro rata redemption in accordance with special rights and restrictions attached to the Legacy Shares in addition to the payment of expenses, partially offset by Portfolio Company divestments and the receipt of escrow proceeds. The Company is required to hold 4%-5% of Net Divestment Proceeds in a "Legacy Reserve" to fund annual shareholder redemption requests. As at September 30, 2022, \$3,119,153 of cash was held in the Legacy Reserve.

(c) Accounts receivable

As at September 30, 2022 the accounts receivable balance of \$4,763 (December 31, 2021 – Nil) relates to withholding taxes paid on the behalf of clients and refundable withholding tax amounts. The withholding taxes paid on the behalf of clients are recorded as a 'fee' attached to the account going forward, which the Company would seek to collect upon a liquidity event.

(d) Divestment proceeds receivable

As at September 30, 2022 the divestment proceeds receivable balance of \$802,732 (December 31, 2021 - \$1,036,356) represents receivables from private Portfolio Companies divested in the prior year. The \$233,624 decrease in the balance is as a result of receipt of escrow proceeds partially offset by the increase in carrying value of US dollar-denominated divestment proceeds receivable. The Canadian dollar depreciated against the US dollar in the nine months ended September 30, 2022, resulting in an increase in US dollar-denominated divestment proceeds receivable on the conversion of carrying values for financial reporting purposes.

(e) Due to related parties

As at September 30, 2022, the Company had a net balance due to related parties of \$9,590,150 (December 31, 2021 - \$34,966,619), all of which is due to the Manager, comprising \$9,508,761 (December 31, 2021 - \$35,138,850 ) in respect of accrued uncrystallized performance fees payable, in addition to \$81,389 due to the Manager (December 31, 2021 \$172,231 due from the Manager) in respect of management fees. During the nine months ended September 30, 2022 the balance decreased by \$25,376,469 from the December 31, 2021 balance of \$34,966,619, mainly due to the reversal of the performance fee accrual for the period. Please refer to the detailed information about performance fees and their recognition, in particular relating to the partial reversal of unrealized gains on Copperleaf, in the "Financial performance in the nine months ended September 30, 2022" section of this MD&A.

(f) Accounts payable and accrued expenses

The Company has accrued an accounts payable and accrued expenses balance of \$5,186 at September 30, 2022 (December 31, 2021 - \$157,495) for directors' fees.

(g) Dividends payable

The Company has dividends payable of \$66,152 as at September 30, 2022 (December 31, 2021 - \$68,382) for previously declared dividend payments uncollected by shareholders.

(h) Share redemption payable

The Company has share redemptions payable of \$48,405 as at September 30, 2022 (December 31, 2021 - \$53,183) for redemption payments uncollected by shareholders.

(i) Income tax

The Company has accrued current income taxes payable of \$Nil (December 31, 2021 - \$368,851), and deferred income tax liability of \$Nil (December 31, 2021 - \$623,937) relating to its estimate of taxable income.

(j) Shareholders' equity

Shareholders' equity represents the equity in the Company owned by the holders of the 6,579,039 Legacy Shares (formerly Balanced Shares (series 2)) outstanding as at September 30, 2022 (December 31, 2021 - 7,131,477) and 1,002,555 Commercialization Shares (series 2) outstanding as at September 30, 2022 (December 31, 2021 - 1,002,555). The Exit Venture Shares were redeemed automatically effective May 20, 2022, for no consideration. Please refer to the "Recent Developments" section of this MD&A for more information.

### Cash Flows

For the nine months ended September 30, 2022, the Company's cash balance decreased by \$742,115, primarily due to the pro rata redemption in accordance with special rights and restrictions attached to the Legacy Shares in addition to the payment of expenses, partially offset by Portfolio Company divestments and the receipt of escrow proceeds.

### Shareholder Activity

Effective May 28, 2021, the Company completed the WOF Transaction, under which 100% of the Commercialization Series shares and 97% of the Venture Series shares were acquired from shareholders by PTF for cash consideration. Under the WOF Transaction, the Venture Series Balanced Shares (series 2) were renamed "Legacy Shares" and each outstanding Venture Series Balanced Share (series 1) was exchanged for 1.18 Legacy Shares. Those Exiting Venture Series shareholders that sold their shares were issued shares from a new class designated as "Exit Venture Shares" without par value, with no maximum number and with special rights and restrictions attached. The remaining 3% of the shareholders of that series elected to continue to hold Legacy Shares.

The rights and restrictions attached to certain Class A Shares were revised upon the Effective Date of the WOF Transaction. The Legacy Share rights provide, among other things, that the holders of Legacy Shares are entitled to the pro rata redemption of their shares upon a divestment in the portfolio, with 4%-5% being held in reserve to fund annual shareholder redemption requests, under the Legacy Share holders' annual limited redemption right which entitles them to request redemption of their Legacy Shares at 40% of the net asset value per Legacy Share during the 60-day period following publication of the audited financial statements. These redemption requests will be processed on a pro-rata basis. PTF does not have this annual redemption right. The Legacy Reserve amount was \$3,119,153 as at September 30, 2022 (December 31 - \$3,422,441).

The current designated retraction period for redemption of Legacy Shares commenced on April 8, 2022 until June 6, 2022. On June 17, 2022, 54,368 Class A Legacy shares were redeemed under the annual limited redemption right, at 40% of the NAV per Legacy Share in effect on December 31, 2021 for a total redemption proceeds of \$474,652. In certain circumstances, PTF will have the right to trigger the redemption by the Company of some or all of its Legacy Shares at a redemption price equal to 50% of the net asset value per Legacy Share at the immediately preceding December 31<sup>st</sup>.

The rights of the Exit Venture Shares were established upon the Effective Date of the WOF Transaction and entitled each former Venture Series shareholder that took the default option and sold their shares under the transaction to receive 50% of the purchase price for their shares on closing with the remaining 50% payable as soon as practicable after the date that is six months after the Effective Date.

Because there was no letter of intent, term sheet or binding agreement for a divestment entered into after November 18, 2021 and before February 18, 2022, which was the final period during which an additional exit payment could have been triggered, the right to any additional cash payment ceased and the Exit Venture Shares were redeemed automatically effective May 20, 2022 for no consideration.

Under the Transaction, Legacy shareholders were required to make an election and ensure the account where their shares were held was eligible to continue to hold the shares. Shareholders who did not hold their Legacy Shares in an eligible account by June 10, 2022 ("Deadline"), had their Legacy Shares redeemed in exchange for the applicable cash consideration under the Transaction. Following the June 10, 2022 deadline, 10,440 ineligible Legacy Shares were redeemed for a total payment of \$59,297. All shares were purchased by PTF, bringing its ownership of the Company to 98%.

The rights of the Commercialization Shares (series 2) remained unchanged.

The rights of the Legacy Shares, the Exit Venture Shares and the Commercialization Shares (series 2) are as described in the Company's Notice of Articles filed on SEDAR. For further information about historical share rights and restrictions of the Company prior to the WOF Transaction, please refer to the previously filed continuous disclosure documents for WOF available on SEDAR.

## **SUMMARY OF QUARTERLY RESULTS**

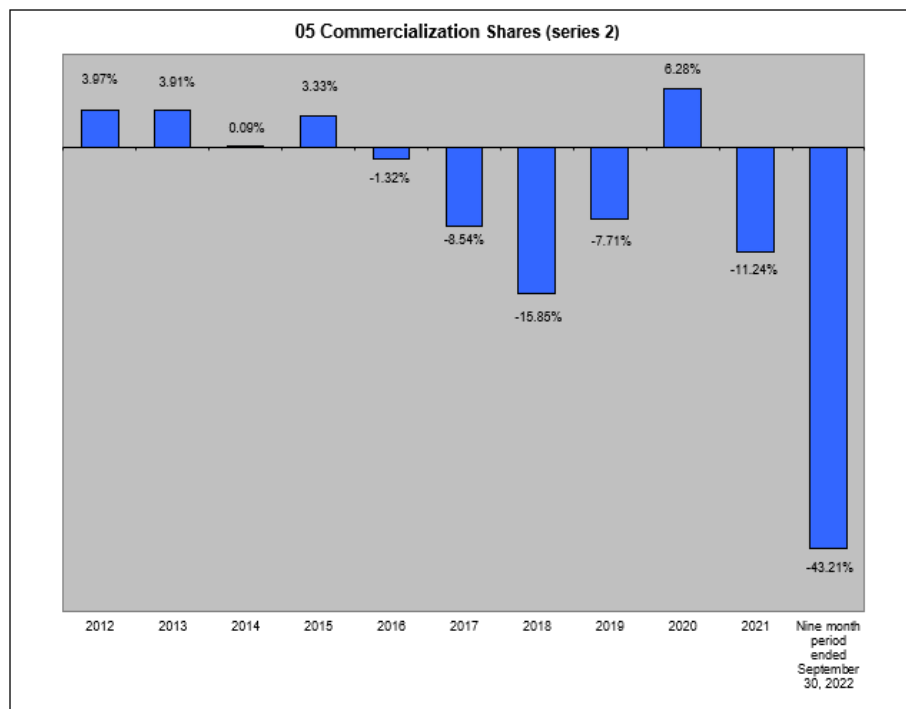
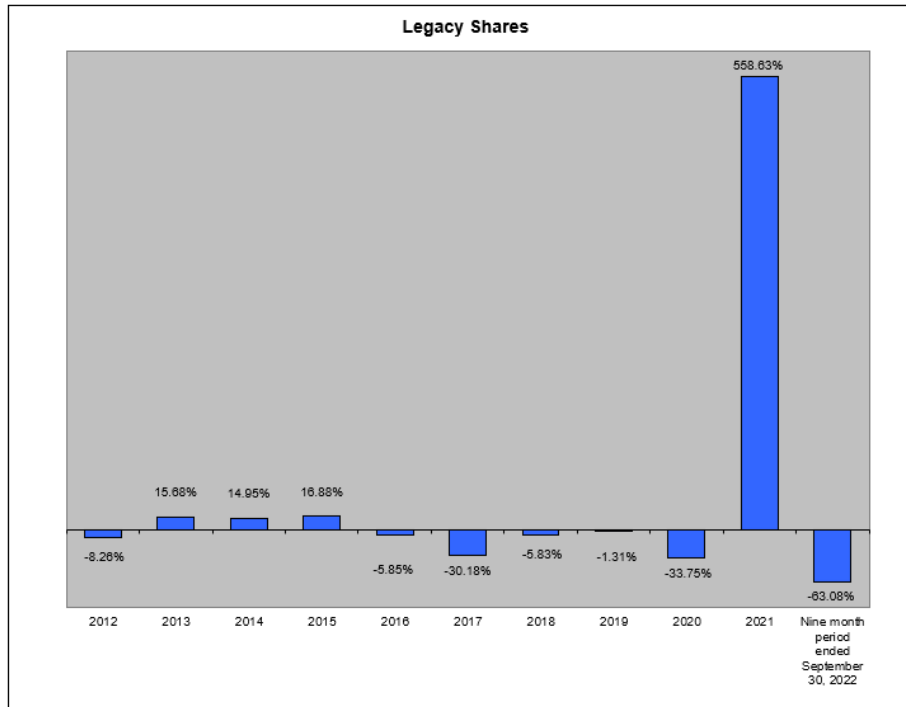
The tables below show information about the Company's financial performance for the most recently completed eight quarters. In each quarter, the net income or loss is a result of realized and unrealized gains and losses on investments, interest income and operating expenses. A comparison of the information presented from quarter-to-quarter does not necessarily indicate any meaningful pattern or correlation.

	2022 Q3	2022 Q2	2022 Q1	2021 Q4
Net realized gain	\$ 4,012,876	\$ 950,620	\$ -	\$ 42,671,381
Net change in unrealized (depreciation) appreciation	(757,766)	(69,877,686)	(57,182,463)	22,906,889
Foreign exchange gain (loss)	56,549	36,261	(15,491)	(90,636)
Interest income	13,838	3,719	104	-
<b>Total revenue</b>	<b>3,325,497</b>	<b>(68,887,086)</b>	<b>(57,197,850)</b>	<b>65,487,634</b>
Management fees (net of waivers)	(144,974)	(149,045)	(197,793)	(180,882)
Other expenses	(5,186)	(5,186)	(5,184)	9,779
<b>Total operating expenses net of management fee waivers</b>	<b>(150,160)</b>	<b>(154,231)</b>	<b>(202,977)</b>	<b>(171,103)</b>
<b>Net operating income (loss)</b>	<b>3,175,337</b>	<b>(69,041,317)</b>	<b>(57,400,827)</b>	<b>65,658,737</b>
<b>Other items:</b>				
Performance fee adjustment/expense	(455,797)	13,739,928	11,274,941	(12,920,479)
<b>Net income (loss) before income taxes</b>	<b>2,719,540</b>	<b>(55,301,389)</b>	<b>(46,125,886)</b>	<b>52,738,258</b>
<b>Income tax (expense) recovery:</b>				
Current	(111,613)	(66,162)	-	(368,851)
Deferred	-	-	623,937	(623,937)
<b>Net income (loss)</b>	<b>\$ 2,607,927</b>	<b>\$ (55,367,551)</b>	<b>\$ (45,501,949)</b>	<b>\$ 51,745,470</b>
<b>Net Assets per Share (beginning of period)</b>				
Balanced Shares (series 1)	\$ -	\$ -	\$ -	\$ -
Legacy Shares (frmly Balanced Shares series 2)	\$ 7.70	\$ 15.46	\$ 21.83	\$ 9.84
Exit Venture Shares	\$ -	\$ -	\$ -	\$ -
Commercialization Shares (series 2)	\$ 0.27	\$ 0.38	\$ 0.48	\$ 0.29
<b>Net Assets per Share (end of period)</b>				
Balanced Shares (series 1)	\$ -	\$ -	\$ -	\$ -
Legacy Shares (frmly Balanced Shares series 2)	\$ 8.06	\$ 7.70	\$ 15.46	\$ 21.83
Exit Venture Shares	\$ -	\$ -	\$ -	\$ -
Commercialization Shares (series 2)	\$ 0.28	\$ 0.27	\$ 0.38	\$ 0.48

	2021 Q3	2021 Q2	2021 Q1	2020 Q4
Net realized gain (loss)	\$ 9,919,356	\$ -	\$ (4,143,055)	\$ (1,202,988)
Net change in unrealized appreciation	103,558,174	19,204,911	6,859,732	4,344,110
Net change in conditional incentive participation dividend	-	-	-	174,599
Interest income	9	494	754	1,309
<b>Total revenue</b>	<b>113,477,539</b>	<b>19,205,405</b>	<b>2,717,431</b>	<b>3,317,030</b>
Management fees (net of waivers)	609,115	295,963	235,609	234,101
Other expenses	(10,740)	790,841	282,810	238,426
<b>Total operating expenses net of management fee waivers</b>	<b>598,375</b>	<b>1,086,804</b>	<b>518,419</b>	<b>472,527</b>
<b>Net operating income (loss)</b>	<b>112,879,164</b>	<b>18,118,601</b>	<b>2,199,012</b>	<b>2,844,503</b>
Performance fee adjustment/expense	(24,364,633)	-	-	-
<b>Net income (loss) before income taxes</b>	<b>88,514,531</b>	<b>18,118,601</b>	<b>2,199,012</b>	<b>2,844,503</b>
<b>Income tax (expense) recovery:</b>				
<b>Net income (loss)</b>	<b>\$ 88,514,531</b>	<b>\$ 18,118,601</b>	<b>2,199,012</b>	<b>2,844,503</b>
<b>Net Assets per Share (beginning of period)</b>				
Balanced Shares (series 1)	\$ -	\$ 4.27	\$ 4.14	\$ 4.01
Legacy Shares (frmly Balanced Shares series 2)	\$ 4.68	\$ 3.63	\$ 3.49	\$ 3.35
Exit Venture Shares	\$ -	\$ -	\$ -	\$ -
Commercialization Shares (series 2)	\$ 0.49	\$ 1.32	\$ 1.38	\$ 2.39
<b>Net Assets per Share (end of period)</b>				
Balanced Shares (series 1)	\$ -	\$ -	\$ 4.27	\$ 4.14
Legacy Shares (frmly Balanced Shares series 2)	\$ 9.84	\$ 4.68	\$ 3.63	\$ 3.49
Exit Venture Shares	\$ -	\$ -	\$ -	\$ -
Commercialization Shares (series 2)	\$ 0.29	\$ 0.49	\$ 1.32	\$ 1.38

**PAST PERFORMANCE**

To illustrate how the Company’s performance has varied over time, the following bar chart shows performance for the nine months ended September 30, 2022 and for each of the previous years ended December 31. The bar charts show, in percentage terms, how much an investment made at the beginning of the period would have grown or decreased by the end of the period based on shareholders’ equity. The past performance of the Company does not necessarily indicate how it will perform in the future.



**SUMMARY OF INVESTMENT PORTFOLIO**

The Company's largest Portfolio Company holdings as at the end of the period in which the Company was invested are indicated below. The investment portfolio may change due to ongoing portfolio transactions. Please also refer to the "Schedule of Investment Portfolio" in the Financial Statements.

**Summary of Top 25 Holdings**

	<b>% OF NET ASSETS</b>
CopperLeaf Technologies Inc.	78.4
Private unlisted companies*	20.2
D-Wave Quantum Inc.	11.2
BuildDirect.com Technologies Inc.	0.1
	<b>109.9</b>

\* The value of these companies is disclosed on an aggregate basis due to the nature of private unlisted companies. Refer to the Financial Statements for more information. The names of these private Portfolio Companies are listed in the table below.

**COMMON SHARES**

1150818 B.C. Ltd.  
 Bootup Labs (VCC) Inc.  
 General Fusion Inc.  
 Highline, Canada AcceleratorCo Inc.  
 Methylation Sciences Inc.

**PREFERRED SHARES (VARIOUS SERIES)**

4300092 Canada Inc.  
 Cooledge Lighting Inc.  
 Envysion Holdings L.P.  
 General Fusion Inc.  
 Highline, Canada AcceleratorCo Inc.  
 Methylation Sciences Inc.  
 Switch Materials Inc.

**WARRANTS**

ArborGen Inc.  
 Switch Materials Inc.

**DIVIDEND POLICY**

Prior to the Effective Date, the Company declared a dividend to distribute all available cash to shareholders, less a reserve to cover remaining commitments attributable to that series. In this way, shareholders received full value for the pre-WOF Transaction cash assets in the portfolio. These dividends were in addition to the adjusted purchase price per share under the WOF Transaction and were \$0.0055 per Balanced Share (series 1), \$0.0047 per Balanced Share (series 2) and \$0.6286 per Commercialization Series share.

Holders of Legacy Shares will be entitled to receive 95%-96% of the Net Divestment Proceeds (as defined in the Legacy Share rights and restrictions) from the former Venture Series portfolio, with 4%-5% being held in reserve to fund annual shareholder redemption requests.

Net Divestment Proceeds will be distributed by way of pro rata redemption of Legacy Shares at NAV per Legacy Share. Once total Net Divestment Proceeds equal the Effective Date NAV of the Legacy Shares have been disbursed to Legacy Shareholders, 80% of any additional Net Divestment Proceeds will be distributed to the holders of Legacy Shares, with the remaining 20% of the proceeds paid to the Manager as a performance fee.

Please refer to the continuous disclosure documents of WOF available on SEDAR for information about the dividend policy history of the Company prior to the WOF Transaction.

**OUTSTANDING SHARE DATA**

As at September 30, 2022, the Company had 6,579,039 Legacy Shares and 1,002,555 Commercialization Shares (series 2) outstanding.

**TRANSACTIONS BETWEEN RELATED PARTIES**

As at September 30, 2022, directors and officers of the Company held, directly or indirectly, less than 1% (December 31, 2021 – less than 1%) of the Company's Shares. Additionally, as at September 30, 2022, the Manager and directors and officers of PTF indirectly hold an interest in the Company through their direct and/or indirect investment in 10% of PTF's Class C Shares. The aggregate investment by the Company's directors and officers in all Portfolio Companies did not exceed 1.0% of the any Portfolio Company's issued and outstanding shares.

Effective May 28, 2021, under the WOF Transaction, PTF, a company managed by the Manager, acquired 100% of the Company's issued and outstanding Commercialization Series shares and 97% of the Venture Series shares from shareholders of the Company. Under the Arrangement Agreement, PTF paid 100% of the \$508,096 total purchase price for the Commercialization Series shares on closing. Further, PTF paid 50% of the \$25,316,232 total purchase price for the Venture Series shares, or \$12,665,099 on closing, while the remaining 50% of their purchase price was paid on November 25, 2021. Please refer to the "Business Strategy" and "Recent Developments" sections of this MD&A for more information. As at September 30, 2022, PTF holds 98% of the Company as a result of transactions subsequent to May 28, 2021.

Under the original management agreement (the "Original Management Agreement") between the Company and the Manager, the Company paid an annual management fee of 1.50% of the Pricing NAV of all series of shares of the Company and the Company paid operating expenses set out in an annual budget approved



by the Board and any expenditure by the Company that was more than \$10,000 and not included in the annual budget was required to be approved by the Board.

On the Effective Date of the WOF Transaction, the Company entered into an amended and restated management agreement (the "Management Agreement"), under which the Company pays management fees and, in certain circumstances, performance fees to the Manager for management and portfolio advisory services. Under the Management Agreement, the annual management fee payable is 2.50% of NAV for all series of shares of the Company, the Company will pay director fees and transaction expenses, including the Company's WOF Transaction expenses up to \$50,000 relating to the Legacy Shares, and the Manager will pay the Company's operating expenses. The management fee is calculated and accrued monthly in the accounting records of PPI and paid only when there is a divestment and in the case of the Legacy Shares, when there is a distribution by way of redemption in accordance with the special rights and restrictions attached to the Legacy Shares. For the nine months ended September 30, 2022 the Company accrued management fees of \$1,823,579. The Manager has agreed to waive \$1,331,767 of the management fee, reducing the net management fee expense to \$491,812.

Once Net Divestment Proceeds equal to the Effective Date NAV of the Legacy Shares have been disbursed to Legacy Shareholders, 80% of any additional Net Divestment Proceeds will be distributed to the holders of Legacy Shares, with the remaining 20% of the proceeds paid to the Manager as a performance fee. During the nine months ended September 30, 2022, due to a negative change in the unrealized appreciation of Copperleaf, the Company recorded a net reversal of performance fees accrued in 2021 of \$24,559,072 (September 30, 2021 – performance fee accrual of 24,364,634). Performance fees are accrued but not payable until a divestment occurs, at which time the performance fee payable is recalculated based on the final Net Divestment Proceeds. The full divestment of one Portfolio Company, the partial divestments of two Portfolio Companies and the partial receipt of escrow proceeds resulted in a crystallized performance fees payment of \$1,071,019 during the nine months ended September 30, 2022.

On October 13, 2021, a portion of the Company's Legacy Shares were redeemed on a pro rata basis at NAV, in accordance with the special rights and restrictions attached to such shares, as a result of the divestments of two portfolio investments. The Company redeemed approximately 58.49% of the Legacy Shares, on a pro rata basis, at a redemption price of approximately \$6.4705 per share, for total value of \$65,026,367. After the pro rata redemption, 7,131,477 Legacy Shares were outstanding.

A portion of the redemption proceeds received by PTF were used by PTF to satisfy the additional cash payment to the Exiting Shareholders (as further described in the "Recent Developments" section of this MD&A). The Exiting Shareholders became entitled to receive an additional cash payment of \$1.2661 per share, or total value of \$21,136,513, which was paid by PTF effective October 13, 2021.

Under the Transaction, to continue to hold Legacy Shares, shareholders were required to make an election and ensure the account where their shares were held was eligible to continue to hold the shares. Shareholders who hold their Legacy Shares in an eligible account by June 10, 2022, had their Legacy Shares redeemed in exchange for the applicable cash consideration under the Transaction. Following the June 10, 2022 deadline, 10,440 ineligible Legacy Shares were redeemed for a total payment of \$59,297. All shares were purchased by PTF, bringing its ownership of the Company to 98%.

On August 19, 2022, in accordance with the Legacy Share rights, a portion of the Company's Legacy Shares were redeemed. The redemption was triggered by the full divestment of one Portfolio Company, the partial divestments of two Portfolio Companies and the partial receipt of escrow proceeds. Accordingly, the Company redeemed approximately 7.04% of the outstanding Legacy Shares on a pro rata basis at a

redemption price of approximately \$8.2573 per share, with a total value of \$4,112,710. After the pro rata redemption, 6,579,039 Legacy Shares were outstanding.

## LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2022, the Company's liquidity position, cash of \$3,613,876, represented 6.8% of the value of its Net Assets. As at September 30, 2022, cash included a Legacy Reserve in the amount of \$3,119,153, held to fund annual redemption requests of Legacy shareholders (other than PTF) in accordance with the Legacy Series share rights. In accordance with special rights and restrictions attached to the Legacy Shares the Company completed a pro rata redemption on August 19, 2022. The redemption was triggered by the full divestment of one Portfolio Company, the partial divestments of two Portfolio Companies and the partial receipt of escrow proceeds. Accordingly, the Company redeemed approximately 7.04% of the outstanding Legacy Shares on a pro rata basis at a redemption price of approximately \$8.2573 per share, with a total value of \$4,112,710.

The Company's primary source of liquidity at present is the sale and/or repayment of investments. As at September 30, 2022, the Company has limited available liquidity because a significant percentage of net cash proceeds generated by the sale of an investment is required to be used to redeem Legacy Shares, as described in the "Recent Developments" section of this MD&A. No capital is expected to become available from the issuance of shares as the Company is not in distribution.

Despite our focus on developing and closing out exit opportunities, as the venture investments are generally minority positions in private companies, and with the compounding effect of COVID-19 as described the "Recent Developments" section, the timing and ability to effect realization of exits is largely beyond the control of the Company, and therefore, difficult to predict. There can be no assurance that the Company will be able to complete divestments of individual portfolio companies generally and/or complete an orderly realization of value (at current values or otherwise).

The primary factors that draw on the Company's available capital are its liabilities and operating expenses. Operating expenses include management fees and, in certain circumstances, performance fees, director fees and transaction expenses, including the Company's WOF Transaction expenses up to \$50,000 relating to the Legacy Shares. Commencing on the Effective Date of the WOF Transaction described in the "Recent Developments" section of this MD&A, the Manager pays the Company's operating expenses. The management fee is calculated and accrued monthly in the accounting records of PPI and paid only when there is a divestment and, in the case of the Legacy Shares, when there is a distribution by way of redemption in accordance with the special rights and restrictions attached to the Legacy Shares.

Once Net Divestment Proceeds equal to the Effective Date NAV of the Legacy Shares have been disbursed to Legacy Shareholders, 80% of any additional Net Divestment Proceeds will be distributed to the holders of Legacy Shares, with the remaining 20% of the proceeds paid to the Manager as a performance fee. Performance fees are accrued but not payable until a divestment occurs, at which time the performance fee payable will be recalculated based on the final Net Divestment Proceeds and will be paid to the Manager. During the nine months ended September 30, 2022, due to a negative change in the unrealized appreciation of Copperleaf, partially offset by a crystallized performance fee of \$1,071,019 (September 30, 2021 - \$2,146,262), the Company recorded a net reversal of previously accrued performance fees of \$24,559,072 (September 30, 2021 - accrued performance fees of \$24,364,634). The crystallized performance fee was earned on the full divestment of one Portfolio Company, the partial divestments of two Portfolio Companies and the partial receipt of escrow proceeds.

The Company manages liquidity by regularly measuring and estimating cash available and cash required, with the goal of ensuring sufficient liquid assets are on hand to fund the Company's expenses while working toward exit opportunities for its remaining investments.

### **COMMITMENTS AND CONTINGENCIES**

The Company may become liable for commitments and contingencies relating to litigation or claims in the normal course of business as a result of investing. The Manager is not aware of any commitments or contingencies, or any current or planned litigation or claims against it.

### **OFF-BALANCE SHEET ARRANGEMENTS**

There are no off-balance sheet arrangements.

### **CRITICAL ACCOUNTING ESTIMATES**

The preparation of financial statements in conformity with IFRS requires the Manager to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized in the period in which the estimates are revised.

The Company may hold financial instruments that are not quoted in an active market, including derivatives. Currently, the Company holds common and preferred shares issued by its private Portfolio Companies. Details of these holdings are set forth in the "Summary of Investment Portfolio" section of this MD&A.

The determination of the fair value of these investments is the area with the Manager's most significant accounting judgements and estimates in preparing these financial statements.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next reporting period is included in the Notes to the Financial Statements and relates to the determination of fair value of investments with significant unobservable inputs.

The Company uses widely recognized valuation models for determining the fair value of relatively simple financial instruments which are publicly traded, such as debt and equity securities, mutual fund units and warrants that use only observable market data and require little management judgment and estimation. Observable prices and model inputs are usually available in the market for listed debt and equity securities, exchange-traded derivatives, and simple OTC derivatives such as forward foreign currency contracts. The availability of observable market prices and model inputs reduces the need for management judgment and estimation, and reduces the uncertainty associated with the determination of fair values. The availability of observable market prices and inputs varies depending on the products and markets and is prone to changes based on specific events and general conditions in the financial markets.

For more complex instruments, the Company uses recognized valuation models. Some or all of the significant inputs into these models may not be observable in the market and may be derived from market prices or rates or may be estimated based on assumptions. Valuation models that employ significant unobservable inputs require a higher degree of management judgment and estimation in the determination of fair value.

In determining fair value for instruments for which there is no public market available, the Manager considers: the history and nature of the business; operating results and financial conditions; general economic, industry and market conditions; capital market and transaction market conditions; independent valuations of the business; contractual rights relating to the investment; comparable company trading and transaction multiples, where applicable and other pertinent considerations. Adjustments to the carrying value of the investments may also be determined by the Manager when there is pervasive and objective evidence of a change in the value of the investment, as indicated by an assessment of the financial condition of the investment based on operational results, forecasts and/or other developments since acquisition.

Significant unobservable inputs are developed as follows:

(i) Enterprise value:

Enterprise Value represents the amount that market participants would pay when purchasing the Portfolio Company. The Manager determines this value based on comparable arm's length transactions in shares of the applicable comparable entity, on revenue multiples, or on other valuation methods as appropriate.

(ii) Revenue multiple:

Revenue multiples are selected from comparable public companies based on geographic location, industry, size, target markets, and other factors that the Manager considers to be reasonable. The traded multiples for the comparable companies are determined by dividing the enterprise value of the Portfolio Company by its revenue and may be further discounted for considerations such as the lack of marketability and other differences between the comparable peer group and the specific Portfolio Company.

#### **CHANGES IN ACCOUNTING POLICIES**

The Company has determined there were no changes in accounting policy for the nine months ended September 30, 2022.

#### **FUTURE CHANGES IN ACCOUNTING POLICIES**

The Company has determined there are no IFRS standards that are issued but not yet effective that could materially impact the Company's financial statements.

# PENDER

MANAGED BY:  
**PENDERFUND CAPITAL MANAGEMENT LTD.**

1830 –1066 West Hastings St.  
Vancouver BC V6E 3X2

TELEPHONE      604 688-1511  
FACSIMILE      604 563-3199  
TOLL FREE      1 866 377-4743

**[www.penderfund.com](http://www.penderfund.com)**