

Q&A – August 9, 2023 Shareholder Meeting

A special meeting of shareholders is scheduled for August 9, 2023 at 1:00 p.m. (Vancouver time). At the meeting, shareholders are being asked to consider and vote on an **all-cash acquisition of all outstanding shares**. **Your vote is important.**

What is the transaction I am asked to vote on?

At the meeting you will be asked to consider and vote on the acquisition of your shares by Pender Growth Fund Inc. (“PTF”). The transaction is referred to as the ‘Arrangement’ in the meeting materials. Under the transaction your shares would be acquired for approximately \$6.82 per share which is equal to 100% of net asset value (“NAV”) per share, subject to a range of \$6.48 to \$7.16 as further described in the meeting materials.

How do I vote my shares?

Your vote is important. To vote, enter the control number on your proxy and vote your shares at www.meeting-vote.com. Your control number is found on your proxy, which was mailed to you. If you have any question about the proposed transaction or need assistance with locating your proxy or voting please contact us at:

PenderFund Capital Management Ltd.
Attention: Tony Rautava (trautava@penderfund.com or 604.653.9625)

Can a dealer or an advisor vote a proxy on behalf of a client?

No. Pender Private Investments Inc. previously operated as a mutual fund and maintains the records of its beneficial shareholders, as such proxy voting is completed directly by all shareholders whether shares are held directly or beneficially.

What is the acquisition price per share?

The proposed purchase price under the Arrangement is \$6.82 per share which was equal to 100% of the Net Asset Value per Share as of June 13, 2023. The NAV per Share will be recalculated five Business Days before closing of the Arrangement and the purchase price is subject to a maximum 5% adjustment depending on such calculation, such that the minimum purchase price will be \$6.48 and the maximum purchase price will be \$7.16.

How do I receive my cash?

If the proposed transaction is completed, the cash payments will be paid into the same account where you hold your shares on or about August 17, 2023.

Why is the company proposing this transaction?

The board of directors of Pender Private Investments Inc. established a Special Committee composed of independent directors and considered a number of factors, as set out on page 12 of the Management Information Circular.

Following divestments from the private portfolio, as of the date of the management information circular for the shareholder meeting, the majority of the value of the portfolio is comprised of publicly traded shares of Copperleaf Technologies (TSX:CPLF). PPI is subject to significant administrative expenses to maintain investor accounts and operate as a reporting issuer, which are ultimately borne by shareholders and erode the value of its portfolio. The proposed transaction provides cash to shareholders today.

If have submitted a retraction request how much will I receive?

If you submitted a request for a retraction of your shares at the retraction price of \$2.82 per share, you will receive the greater of \$2.82 per share or the approximate \$6.82 per share, as further described in the meeting materials, if the proposed transaction is completed.