

**MANAGEMENT'S DISCUSSION & ANALYSIS**

**PENDER GROWTH FUND INC.**

Three months and six months ended June 30, 2024

**PENDER**

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## INTRODUCTION

This Management's Discussion and Analysis ("MD&A") dated August 22, 2024 presents a review of the unaudited financial results for Pender Growth Fund Inc. ("Pender" or the "Company") for the three months and six months ended June 30, 2024 and assesses factors that may affect future results. The financial condition and results of operations are analyzed and significant factors that affected Pender'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 Pender's unaudited condensed interim financial statements and the notes thereto for the three months and six months ended June 30, 2024 (the "Condensed Interim Financial Statements") and Pender's audited financial statements and the notes thereto for the year ended December 31, 2023 (the "Annual Audited Financial Statements"). All amounts shown in this MD&A are presented in Canadian dollars unless otherwise specified.

The MD&A has been prepared by PenderFund Capital Management Ltd. (the "Manager"). 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 Pender is available on the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca).

### 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 external factors including 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"); geopolitical events, general economic conditions, political and market factors around the world; interest rates and inflation; fiscal and monetary policy; global equity and capital markets; business competition; technological change; changes in government regulations; unexpected judicial or regulatory proceedings. concentration of the investment portfolio, future economic and market conditions, including mergers and acquisitions ("M&A") and initial public offering ("IPO") market conditions, future orderly realization of value and/or transactions involving its existing Portfolio Companies (including public listing or third-party acquisitions of such Portfolio Companies) or potential future Portfolio Companies or other future transactions, achieving returns for shareholders; the Company's investment approach, objectives and strategies, including its focus on specific sectors; the structuring of its 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 inflation, the impact of central bank measures on the economy, the state of M&A markets, geopolitical and other global events; the risks of investing in private and publicly traded securities; the risks inherent in a concentrated portfolio, including the risk of having the portfolio value concentrated in one particular issuer, the risk inherent in large holdings relative to the size of the market for those holdings; risks related to the technology sector, including early-stage companies, industry concentration and the high proportion of companies from this sector in the portfolio; the ability of the Company to source additional investments; the risk inherent in small companies, startups, resource companies and companies in emerging sectors; the ability to dispose of investments in public or private Portfolio Companies rapidly or at favourable prices; and the risk inherent in investing in a fund with a lock up period that may be 10 years or longer, and for which a failure to make a capital call may result in the forfeiture of the entire investment; the availability of an active trading market for the Company's Class C Shares.

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.

### **Business Strategy**

Pender is an investment entity that trades on the TSX Venture Exchange (the "TSXV"). Its objective is to provide its investors with long-term capital appreciation. Pender invests opportunistically in a concentrated portfolio of securities of both public and private companies (each a "Portfolio Company"). In its quest for long-term capital appreciation, the Manager thoroughly evaluates the long-term business prospects of each potential Portfolio Company and works to understand its current value as well as its value over the long-term investment horizon. This long-term focus is a primary factor in Pender's investment strategy, regardless of whether a Portfolio Company is publicly listed or private. Pender may also invest in special situations, for example, using available cash to take advantage of opportunities with attractive internal rates of return. Pender's strategy is to buy securities that it believes are mispriced and that have the potential to compound capital, either through the convergence from current market price to intrinsic value or through the growth of intrinsic value over time, or through a combination of both.

Pender's mandate provides it with the flexibility to invest in securities that it believes to have the highest potential risk-adjusted returns at the time of investment. It is important to note that Pender defines risk as a permanent loss of capital, which differs from volatility risk. This flexible mandate allows Pender to take advantage of market cycles and different security types that it believes may have the potential to benefit its shareholders. Market cycles can provide opportunity as, from time-to-time, different industries, company stages or security types may become out of favour and attractively priced. Pender may invest in both newly established and later-stage businesses across a wide array of industries and security types, depending on the opportunity. Common and preferred equities will make up the majority of Pender's investments, (whether direct investments or indirect investments through investment entities or limited partnership funds). The Company may also make smaller allocations to convertible debt, corporate debt or other securities.

### Non-IFRS Measures

The Company prepares and releases Condensed Interim Financial Statements and Annual Audited Financial Statements in accordance with IFRS Accounting Standards (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 June 30, 2024 and December 31, 2023 is presented in the following table:

Net Assets	June 30, 2024	December 31, 2023
Assets	\$ 114,508,466	\$ 74,683,833
LESS: Liabilities	10,508,982	4,797,655
EQUALS Net Assets	\$ 103,999,484	\$ 69,886,178

#### 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 Company reports net asset value ("NAV") per share monthly. The calculation of Net Assets per Share, as at June 30, 2024 and December 31, 2023 is presented in the following table:

Net Assets per Share	June 30, 2024	December 31, 2023
Assets	\$ 114,508,466	\$ 74,683,833
LESS: Liabilities	10,508,982	4,797,655
EQUALS Net Assets	\$ 103,999,484	\$ 69,886,178
DIVIDED BY Number of Shares Outstanding	7,278,029	7,368,229
EQUALS Net Assets per Share	\$ 14.29	\$ 9.48

#### 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, sales taxes and interest but excluding performance fees, net of fees waived and/or expenses absorbed by the Manager, contingent payments, corporate taxes, commission and other portfolio transaction costs (together, the "MER Costs") that is borne by the Class C 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”) borne by the Class C shareholders. The TER is an annualized percentage calculated by dividing total TER Costs by the average Net Assets.

### **Risk Factors**

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

#### Global Events and External Factors

The nature of the Company’ investing activities exposes it to various risks, including but not limited to broad economic conditions, inflation, central bank measures, geopolitical risks, the state of securities and M&A markets, unexpected judicial or regulatory proceedings, as well as other external factors that are beyond the Company’ control. Future developments in these areas could impact the Company’s results with the full extent of that impact remaining unknown. Applying analytical judgement in developing estimates is complex and as a result, actual results may differ from those estimates and assumptions.

### *Investments*

The Company’s portfolio is materially concentrated in the shares of one publicly listed Portfolio Company, Copperleaf Technologies Inc. (“Copperleaf”). On June 11, 2024 Copperleaf Technologies Inc. entered into a definitive arrangement agreement with Industrial and Financial Systems, IFS AB (“IFS”), pursuant to which IFS has agreed to indirectly acquire all of the issued and outstanding common shares of Copperleaf for \$12.00 in cash per share (the “Copperleaf Transaction”). Copperleaf has since received shareholder approval and the final order from the British Columbia Supreme Court for the arrangement transaction with IFS and has stated that it anticipates the transaction will close in the quarter ending September 30, 2024, subject to customary conditions and certain regulatory approvals. As at June 30, 2024, the Company held 6,739,883 shares of Copperleaf with a value of \$79,867,614, which was 76.8% of the Company’s total shareholders’ equity of \$103,999,484 (December 31, 2023 – 6,889,883 shares with a value of \$41,614,893 which was 59.5% of the Company’s total shareholders’ equity).

Historically, Pender’s investment focus was on early-stage technology companies. 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 Pender in a Portfolio Company. The technology companies in which Pender invests will typically require additional capital, which Pender may not be able to provide, or which may not be available from other sources.

As at June 30, 2024, approximately 87.8% of Pender’s 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. Certain convertible securities may also be subject to interest rate risk.

Private companies, by their nature, will generally lack liquidity and involve a longer-than-usual investment time horizon. The sale of such investments may also be subject to delays and additional costs and may only be possible at substantial discounts. As at June 30, 2024, private companies comprised 12.2% of Pender's investment portfolio. This includes Pender's investment in Pender Technology Inflection Fund II Limited Partnership ("PTIF II"), a limited partnership that invests in a concentrated portfolio of private business-to-business and health-focused technology companies at their inflection point. It may be relatively difficult for Pender to dispose of its investment in any private company rapidly at favourable prices due to 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 Pender may be required to dispose of Portfolio Companies before any returns are realized.

Pender's investment in PTIF II has a minimum ten year term that, with the consent of the LP Advisory Committee, may be extended by up to two additional one-year periods. In the event that the Company does not provide the amount required to be contributed under a capital call, becomes a defaulting partner, and fails to remedy the default within 20 business days, it could forfeit its entire investment in PTIF II.

Pender faces competition from many other capital providers and there can be no assurance that suitable investments will be found. 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 and other factors, and what capital is available may be on terms unfavourable to the existing shareholders of these companies.

Other risks include the high proportion of technology company investments in the portfolio, industry concentration and the relatively small number of investments in the portfolio.

There can be no assurance that the Company will be able to complete divestments of individual Portfolio Companies and/or complete an orderly realization of value, at current values or otherwise. Indirect investments in public and private securities are inherently subject to the risks and uncertainties described above for direct holdings.

#### *Class C Shares*

The Company's Class C Shares are not redeemable. The Class C Shares trade on the TSXV under the ticker "PTF". An active trading market for the Class C Shares may not be available, which may significantly impact the liquidity of those shares. The Net Assets per Share of the Class C Shares fluctuates with the Net Assets per Share of the Company. Even if an active trading market for Class C Shares is available, the market price of such shares may not enable shareholders to dispose of their shares at a reasonable price relative to the Net Assets per Share of the shares.

The risks associated with an investment in Pender are more fully described in its most recent Annual

Information Form, under the heading “Risk Factors”. Reference should also be made to the “Caution Regarding Forward-Looking Statements” section at the beginning of this document.

## Recent Developments

### *Investments*

After a strong start to the year, performance was mixed in the second quarter as equity markets took a breather and digested recent gains. The S&P/TSX Composite Index shed 0.5% and the S&P 500 (CAD) gained 6.0%, while the S&P/TSX Small Cap Index, a measure of Canadian small caps, gained 0.9% and the Russell 2000 Index (CAD) gave up 2.3% in the US.

Interest rate policy from the US Federal Reserve remained in focus during the quarter, with central bank officials signaling an end to interest rate hikes and investor expectations shifting to interest rate cuts in the back half of 2024. Here in Canada, the BoC already made its first move to cut interest rates, with more expected to follow. The slowing economic outlook, combined with moderating inflation data has created the right backdrop for central banks to begin easing.

Canadian venture capital (“VC”) investment activity<sup>1</sup> during the first quarter of 2024 saw nearly \$1.3 billion invested across 128 deals, as activity remained muted compared to the elevated pace of dealflow in 2021 and early 2022. The VC market continues to adjust to higher interest rates and the impact on valuation that has made it challenging for buyers and sellers to agree on price. First quarter activity fell quarter-over-quarter in terms of both dollar value and deal count, but seems to have stabilized around these lower levels with dollar value of deals up slightly year-over-year. The US data showed a consistent decline in private market activity levels, with the first quarter of 2024 having the lowest quarterly deal activity in over five years. Deal value remains subdued compared to 2021 time period, but is more inline with 2019/2020 levels making 2021 appear like the outlier. With the valuation gap that exists between buyers and sellers, exit activity remained subdued in the quarter as owners delay selling or going public to maximize the value of their company.

During the quarter, we continued to work closely with our private Portfolio Companies with the aim of helping them grow and compound their intrinsic value, while supporting them in continuing to optimize their businesses as market conditions evolve. Overall sentiment in public markets remained positive, with equities and risk assets broadly performing well over the period. With inflation continuing to normalize and central banks signaling interest rate cuts in the second half of 2024 we are optimistic that the market for private companies will settle at a new equilibrium and that the companies we own are prepared to manage through a wide range of economic scenarios.

### *Normal Course Issuer Bid*

On February 15, 2024, following the expiry of its Normal Course Issuer Bid (“NCIB”)<sup>2</sup>, the Company renewed its NCIB on the TSXV. Upon renewal, the Company had 7,362,121 shares issued, of which 6,301,883 shares represented its public float. The Company is entitled to purchase up to a maximum of 630,188 shares, representing 10% of its public float, over the one-year period of this NCIB. The NCIB will continue in effect until February 14, 2025, unless terminated earlier in accordance with its terms. The Company intends to continue to repurchase its shares under the NCIB where the shares are trading at a price that is less than what we see as their intrinsic value, to enhance shareholder value.

<sup>1</sup> Canadian Venture Capital & Private Equity Association: Q1 2024 Canadian Venture Capital Market Overview

<sup>2</sup> Further information about the NCIB that expired on February 13, 2024 is available in the Company’s MD&A reports for 2023, available on SEDAR+.



## Outlook

With the general trend in inflation continuing to moderate towards central bank target levels, expectations have shifted to interest rate cuts in the second half of the year. This trend has already become evident in Canada, with the BoC cutting interest rates twice in the second quarter with more expected to come. There is an elevated potential for volatility as market expectations shift after such a strong run in risk assets the past few quarters. We will continue to monitor the macro backdrop and assess their impact on the Company and our Portfolio Companies. Our goal remains to target businesses with the durability and balance sheet strength to weather a variety of economic environments.

For Venture Capital activity, we expect a continuation of weak market conditions, particularly at the later and growth stages. The slow IPO market and M&A environment are indications of this trend, as buyers and sellers are still somewhat disconnected on company valuation. The rally in equities through the first quarter has helped close the gap, as public market valuations expanded although still well off 2021 levels.

We continue to evaluate the potential impact of current global events on each of our Portfolio Companies as part of an ongoing review within our investment process. As part of this analysis, we evaluate each Portfolio Company under various fundamental scenarios to better understand the key drivers of business value creation and their sensitivities in different market environments. We will remain diligent as more information continues to become available and as these companies continue to respond to the challenges and opportunities in the current market.

We are steadfast investors and continue to work closely with certain private Portfolio Companies with the aim of helping them grow their intrinsic value, while seeking an orderly realization of that value to achieve returns for our shareholders.

## Portfolio of Investments

Our portfolio of investments reflects the fact that we are long-term, high-conviction investors while we also try to take advantage of short-term “close-the-discount” opportunities where it makes sense to do so.

During the six months ended June 30, 2024, we purchased a new publicly listed company, Sylogist Ltd., and added to our holdings of existing publicly listed companies Dye & Durham Limited, Kraken Robotics Inc., and Tantalus Systems Holding Inc. During the period, we also divested of our holdings in BuildDirect.com Technologies Inc., Peloton Interactive Inc., and TrueContext Corporation (formerly ProntoForms Corporation), and made partial divestments of our holdings in Copperleaf Technologies Inc., and Zillow Group, Inc.. No new purchases or divestments of private companies during the period.

As at June 30, 2024, our total Portfolio Company holdings represented 109.0% of Net Asset Value, an increase of 4.8% from 104.2% as at December 31, 2023.

Pender’s Net Assets as at June 30, 2024 were made up of securities of publicly listed companies (95.7%), private unlisted companies (13.3%), and cash and other assets net of liabilities (-9.0%).

The table below presents the fair value of investments as at June 30, 2024 and December 31, 2023.

Investments	June 30, 2024	December 31, 2023
Total Investments	\$ 113,381,733	\$ 76,608,425
Less: Deferred gain	-	3,782,289
Net investments	\$ 113,381,733	\$ 72,826,136

For the six months ended June 30, 2024, \$3,782,289 deferred gain was recognized. As at June 30, 2024,

\$32,798,793 of the original deferred gain had been recognized, the remaining balance was \$Nil (December 31, 2023 - \$3,782,289).

The significant trends and events for Pender's Portfolio Companies during the six months ended June 30, 2024, are described in the following sections.

### Significant Equity Investments

In accordance with National Instrument 51-102 of the Canadian Securities Administrators, the Company has determined that it is a significant equity investee in Copperleaf. Accordingly, we are required to disclose the following summary financial information. The summarized financial information provided is for the comparative financial years.

#### Copperleaf Technologies Inc.

Copperleaf provides decision analytics to companies managing critical infrastructure. The company's enterprise software solutions leverage operational and financial data to help its clients make strategic investment decisions about how best to sustain and expand 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.

The company has been fundamentally performing well and announced that it was being acquired by IFS at \$12 per share during the quarter. The deal valued Copperleaf at 7x revenue with a transaction price at a 70% premium a month earlier when the acquisition offer was first submitted. This transaction validates our investment thesis in the company and highlights the discount to intrinsic value that we see in the Canadian public markets.

As at June 30, 2024, the Company held 8.6% of Copperleaf's issued and outstanding shares.

#### Copperleaf Technologies Inc.

(expressed in thousands of Canadian dollars)

Selected Financial Information	June 30, 2024	December 31, 2023
Total assets	\$ 173,235	\$ 169,745
Total liabilities	66,649	64,522
Total shareholder' equity	106,586	105,223
	<b>Six months ended June 30, 2024</b>	<b>Six months ended June 30, 2023</b>
Revenue	\$ 53,031	\$ 38,470
Gross profit	38,232	26,429
Net loss and comprehensive loss for the year	(6,987)	(24,396)

Please also refer to the "Risk Factors" section of this MD&A.

### Private Unlisted Companies

We continue to work with our private Portfolio Companies, with the ongoing aim to help them build their intrinsic value over the long-term and seek an orderly realization of that value to achieve returns for our shareholders.

**Checkfront Bookings Inc. (formerly Checkfront, Inc., “Checkfront”)**

Checkfront develops cloud-based booking management applications and e-commerce platforms for tour providers, accommodation managers and rental businesses in Canada and internationally. The Checkfront platform helps businesses manage their inventories, centralize reservations and process payments. During 2024 the company is executing on integration strategies following a merger in the prior year with Australian tour and activity booking software company, Rezdy, and European tour and activity booking software company, Regiondo. The companies expect that combining forces will benefit their growth prospects and strategic position in the global booking software industry.

**Clarius Mobile Health Corp.**

Clarius Mobile Health Corp. (“Clarius”) is developing and commercializing ultra-portable ultrasound scanners, with mobile applications and cloud solutions. The scanners connect wirelessly to off-the-shelf smartphones and tablets, based on Clarius’ proprietary “ultrasound system-on-chip” technology. This novel technology efficiently utilizes technical resources on the chip, thus allowing high image quality to be maintained in a small form factor. Clarius has a strong position in the ultra-portable ultrasound market, with thousands of devices sold to date, and has surpassed the four million count to-date for high-definition scans, an indication of the emergence of the point-of-care ultrasound industry.

**DistillerSR Inc. (formerly Evidence Partners Inc.)**

DistillerSR Inc. (“DistillerSR”) provides a workflow software solution to automate the data collection, screening and review process for organizations seeking regulatory approvals for healthcare products. DistillerSR has a diversified, global, blue-chip customer base that includes more than 300 medical device and pharmaceutical companies, contract research organizations, as well as universities, governments, and NGOs. The company’s customer base includes 7 of the top 10 international pharmaceutical and medical device companies.

**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. The company is funded by a global syndicate of institutional investors, governments, and technology pioneers.

**Jane Software Inc.**

Jane Software Inc. (“Jane”) is a software company with a platform that is modernizing practice management software. Jane enables physiotherapists, mental health counsellors, chiropractors and other allied health practitioners to run their practices in a digital-first way through features such as online booking, charting, scheduling, secure video and billing. Tens of thousands of healthcare practices globally are running on Jane across more than 60 countries. Jane is profitable, product-led and growing, with 85% of customer growth from either customer referrals or word of mouth. The company has grown a team which is now over 400 employees.

**Traction Complete Technologies Inc.**

Traction Complete Technologies Inc. (“Traction Complete”) is a developer of a suite of revenue operations

solutions to help manage data complexity. Its solutions automate data cleanup, account hierarchies, matching and routing, all of which enhance the native capabilities and functionality of Salesforce. Traction Complete empowers organizations like Asana, Cisco, and DocuSign to simplify, save time, and scale faster.

#### **Traction Rec Technologies Inc.**

Traction Rec Technologies Inc. (“Traction Rec”) is a recreation management software solution built to create meaningful and engaging connections between non-profit community centres and their members. The company launched Y-CRM, a collaboration with YMCA of the USA to expand the roll-out its solution across YMCAs.

#### **Publicly listed Companies**

During the quarter ended June 30, 2024, we continued to be patient, fundamental investors with a focus on acquiring ownership stakes in companies at prices that are below our estimate of intrinsic value. In the following section we discuss those publicly listed investments that were key contributors to or detractors from the performance of our portfolio during the quarter ended June 30, 2024.

For the three months ended June 30, 2024, the key positive publicly listed contributors to the Company’s performance for this quarter were Copperleaf Technologies Inc. (TSX: CPLF) and Sangoma Technologies Corporation (TSX: STC).

On the flip side, the portfolio saw some of its publicly listed holdings incur losses for the three months ended June 30, 2024, with Dye & Durham Limited (TSX: DND) and Tantalus Systems Holding Inc. (TSX: GRID) being some of the key detractors.

Portfolio transactions during the period were made based on our stock selection process. In general, we increased weightings of individual stocks where we determined the price relative to our estimate of intrinsic value had increased, and decreased the weightings of companies that moved closer to our estimates of their intrinsic value or where we found better opportunities. We may liquidate our positions for various reasons, such as when share prices have reached our assessment of fair value, when an acquisition has occurred or where we have changed our investment thesis.

#### **Portfolio Turnover**

The Company’s portfolio turnover was 2.8% during the three months ended June 30, 2024 (June 30, 2023 – 0.2%) and 6.1% during the six months ended June 30, 2024 (June 30, 2023 – 2.6%). 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.

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

As long-term, high-conviction investors, our goal is to create long-term capital appreciation for our shareholders, continuing to build on the Class C Shares’ 20.6% annualized return under IFRS since inception to June 30, 2024.

At Pender, we quantify our investment results in terms of the growth in Net Assets or Net Assets per Share rather than the change in shareholders’ equity or the change in our listed share price. The growth in Net

Assets per Share over time is primarily a result of investment performance. Like many listed investment entities, our shares may trade at prices that may not be indicative of the underlying value of our Net Assets per Share. Further, the share price may change due to factors that are unrelated to our Net Assets per Share.

During the six months ended June 30, 2024, the Company's total shareholders' equity increased by \$34,113,306 (48.8%), from \$69,886,178 at December 31, 2023 to \$103,999,484 as at June 30, 2024. This increase was a result of positive investment performance of \$34,796,261, offset by \$682,955 of shares repurchase made under the NCIB (described in the "Recent Developments" section of this MD&A)

During the three months ended June 30, 2024, Net Assets per Share ranged from \$10.91 to \$14.29, while our closing price per share on the TSXV ranged from a low of \$6.81 to a high of \$10.70 per share, prices representing a discount to Net Assets per Share ranging from 10.21% to 37.06%.

During the six months ended June 30, 2024, Net Assets per Share ranged from \$9.48 to \$14.29, while our closing price per share on the TSXV ranged from a low of \$6.20 to a high of \$10.70 per share, prices representing a discount to Net Assets per Share ranging from 10.21% to 37.06%.

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 C Shares. The sectors in which the Company was invested as at June 30, 2024 are listed under the "Summary of Investment Portfolio" section of this MD&A.

## 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 June 30, 2024, compared to June 30, 2023, and for the three preceding financial years, as well as its financial performance in the six months ended June 30, 2024, compared to the six months ended June 30, 2023. This section should be read together with the Condensed Interim Financial Statements and the Annual Audited Financial Statements.

### Supplemental Data

	June 30, 2024	June 30, 2023	2023	2022	2021
Net Assets (\$000s)	103,999	66,827	69,886	70,239	198,644
Class C Shares Outstanding	7,278,029	7,547,129	7,368,229	7,569,929	7,616,529
Net Assets per Share (\$)	14.29	8.85	9.48	9.28	26.08
Closing Market Price* (\$)	10.31	6.50	6.76	5.65	18.00
Total increase (decrease) from Operations per Share (\$)	4.75	(0.43)	0.14	(16.85)	19.90

\*Market Price: Closing market price on the last trading day of the period as reported on the TSXV.

**Financial Performance**

	2024 Q2 (3 months)	2023 Q2 (3 months)	2024 Q2 (6 months)	2023 Q2 (6 months)
Net realized (loss) gain	\$ (2,670,539)	\$ 552,658	\$ (3,591,718)	\$ (474,738)
Net change in unrealized appreciation (depreciation)	30,132,979	(146,392)	45,120,834	(2,623,705)
Foreign exchange gain (loss)	219	(3,424)	(212)	(5,173)
Dividend income	5,244	-	10,117	-
Interest income (reversal)	16,021	32,551	33,495	(107,353)
<b>Total revenue</b>	<b>27,483,924</b>	<b>435,393</b>	<b>41,572,516</b>	<b>(3,210,969)</b>
Management fees	444,363	161,398	818,289	330,796
Withholding taxes, GST/HST and transactions cost	5,658	47,426	34,112	47,998
Other expenses	138,518	288,403	336,977	524,829
<b>Total operating expenses</b>	<b>588,539</b>	<b>497,227</b>	<b>1,189,378</b>	<b>903,623</b>
<b>Net operating income (loss) before performance fees</b>	<b>26,895,385</b>	<b>(61,834)</b>	<b>40,383,138</b>	<b>(4,114,592)</b>
<b>Other items:</b>				
Performance fees	5,816,067	217,336	7,449,169	(350,624)
Performance fees waived by the Manager	(1,454,017)	(54,334)	(1,862,292)	87,656
Net amount	4,362,050	163,002	5,586,877	(262,968)
Amount of PPI performance fee earned by the Manager attributable to the Company's ownership of PPI shares	-	(302,634)	-	28,058
Total performance fee adjustment	4,362,050	(139,632)	5,586,877	(234,910)
<b>Net income (loss) before income taxes expense (recovery)</b>	<b>22,533,335</b>	<b>77,798</b>	<b>34,796,261</b>	<b>(3,879,682)</b>
Income taxes expense (recovery)				
Deferred	-	36,581	-	(627,842)
Total income taxes expense (recovery)	-	36,581	-	(627,842)
<b>Net income (loss)</b>	<b>\$ 22,533,335</b>	<b>\$ 41,217</b>	<b>\$ 34,796,261</b>	<b>\$ (3,251,840)</b>
Management expense ratio	2.65%	2.66%	2.87%	2.52%
Trading expense ratio	0.03%	0.28%	0.08%	0.14%

**Financial performance for the three months ended June 30, 2024**

Highlights of the Portfolio Companies contributing to Pender's investment performance in the three months ended June 30, 2024 are presented in the "Portfolio of Investments" section of this MD&A.

**(a) Net realized gains and losses**

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 June 30, 2024, the net realized loss on investments was \$2,670,539 (June 30, 2023 – gain \$552,658), primarily due to the loss on divestment of Peloton Interactive Inc., offset by the gain on divestment of TrueContext Corporation.

**(b) Net change in unrealized gains and losses**

The net change in unrealized gains and losses on investments is the result of changes in the value of Portfolio Companies held throughout the period and also as a result of unrealized gains or losses being

reversed out of this category and classified as realized gains or losses upon the sale of Portfolio Companies. The net change in unrealized gains and losses is generally not comparable between periods because the investments that comprise the portfolio generally change each period.

During the three months ended June 30, 2024, the Company's net change in unrealized gains and losses on investments reflected a gain of \$30,132,979 (June 30, 2023 – unrealized loss \$146,392), primarily due to the increase in market prices of publicly listed securities, such as Copperleaf Technologies Inc..

(c) Foreign exchange gains and losses

Pender's financial statements are presented in Canadian dollars, so, to the extent that it holds US dollar-denominated assets and/or liabilities, it is exposed to fluctuations in currency exchange rates, which may result in foreign currency gains and/or losses. During the three months ended June 30, 2024, the Company had a foreign exchange gain of \$219 (June 30, 2023 – foreign exchange loss \$3,424). The Manager believes that the level of the Company's US dollar-denominated assets does not warrant hedging the exposure to fluctuations in exchange rates at this time.

(d) Dividend and interest income

The Company may earn dividends and interest on its investments in securities and on its cash balances. The Company earned dividend and interest income of \$21,265 during the three months ended June 30, 2024 (June 30, 2023 – interest income \$32,551). This was primarily due to quarterly dividend income from Dye & Durham Limited and Sylogist Ltd., bank interest and interest from a private Portfolio Company.

(e) Management Fees

The Company pays the Manager a management fee, which is calculated as a percentage of Net Assets. The fee varies from period to period in proportion to the variance in the average balance of Net Assets used in the calculation of management fees.

Management fee expenses were \$444,363 for the three months ended June 30, 2024, an increase of \$282,965 over the \$161,398 for the three months ended June 30, 2023. This increase in fees was due to the increase of the value of the Net Assets, with the increase in market values described in section (b) above, and with value of the underlying assets of PPI being included in the NAV upon which management fees are based after the amalgamation referred to in the "Transactions between Related Parties" section of this MD&A. Prior to the amalgamation, the Manager received management fees directly from PPI, so the value of PPI was not included in the Company's Net Assets when calculating management fees.

(f) Performance fees

The Manager is entitled to a performance fee in certain circumstances. The performance fee is calculated annually as 20% of any net increase in shareholders' equity above a cumulative annual hurdle rate of 6%, subject to a high water mark. Performance fees are accrued during the year, and the total performance fee for the year as calculated on the last Valuation Date of the year, if any, and becomes payable upon the publication of the Company's annual audited financial statements. The Company did not earn performance fees on the investment performance for the three months ended June 30, 2024, except for the 2021 Unrealized Performance Fee described in (f) (i) below.



*(f) (i) 2021 Unrealized Performance Fee*

In 2021, a performance fee was incurred, part of which arose from an unrealized gain on of the Company's holdings of Copperleaf ("2021 Unrealized Performance Fee"). Payment of this part of the performance fee was voluntarily deferred by the Manager. The remainder of the performance fee incurred that year which was paid to the Manager in April 2022.

The Manager voluntarily agreed that the payment of the 2021 Unrealized Performance Fee would be deferred until the underlying gains were realized, so this fee was not paid upon the publication of the Company's 2021 audited annual financial statements as it otherwise would have been. Instead it was agreed that it would be recalculated based on the market price of Copperleaf at each period end, the accrual and expenses would be adjusted accordingly and quarterly payments would be triggered from time to time as gains were realized. The quarterly payments would be equal to the total recalculated performance fee arising from the realized gain on the Company's holdings of Copperleaf while the weight of this holding exceeded 20% of the Company's shareholders' equity. When the Company's Copperleaf holdings were at or below a 20% weighting, the performance fee on the unrealized appreciation on those remaining holdings would be paid to the Manager. Upon closing of the acquisition of Copperleaf by IFS, described in the investments section under Risk Factors above, this fee would become payable to the Manager. The high water mark would be recalculated and reset accordingly.

During the three months ended June 30, 2024, the Company recorded an increase in the 2021 Unrealized Performance Fee of \$5,816,067 due to the increase in the market price of Copperleaf (June 30, 2023 \$217,336). The Manager agreed to waive part of this performance fee \$1,454,017 (June 30, 2023 - \$54,334), so the net increase in the 2021 Unrealized Performance fee in the quarter was \$4,362,050 (June 30, 2023 - \$163,002).

*(f) (ii) PPI Performance Fee*

Prior to the amalgamation with PPI described in the "Transactions between Related Parties" section of this MD&A, the Manager also earned a performance fee for managing PPI (the "PPI Performance Fee"). Before the PPI Transaction described in the "Transactions between Related Parties" section of this MD&A, PPI had accrued a liability for this performance fee. The Manager had agreed to waive the Company's prorata portion of the PPI performance fee, which was reflected as a receivable from the Manager.

Concurrent with the PPI Transaction, all aspects of the PPI Performance Fee were cancelled: PPI reversed its liability for the PPI Performance Fee payable which, accordingly, increased its net asset value. At the same time, the Company's reversal of the PPI Performance Fee receivable offset the increase value of PPI, for a net effect on the Company's net asset value of \$Nil. During the three months ended June 30, 2024, the amount of the PPI performance fee earned by the Manager attributable to the Company's ownership of PPI shares was \$Nil (June 30, 2023 - \$302,634).

*(f) (iii) Net impact from Uncrystallized Performance Fee*

During the three months ended June 30, 2024, the net impact of the above described in *(f) (i)* and *(f) (ii)*, was a total performance fee adjustment of \$4,362,050 (June 30, 2023 - total performance fee recovery \$139,632).

*(g) Income taxes expense*

During the three months ended June 30, 2024, the Company's income taxes expense was \$Nil (June 30,



2023 – deferred income tax expense \$36,581).

As at June 30, 2024, the Company had capital losses of \$12,718,040 (December 31, 2023 - \$9,058,623) and non-capital losses of \$58,735,694 (December 31, 2023 - \$57,596,346), \$53,797,637 of which are restricted non-capital losses that carried forward from the change of control of PPI that occurred upon the WOF Transaction and cannot be applied against capital gains or business investment income.

Capital losses are available to be carried forward indefinitely. Non-capital losses are available for carry forward to future years up to a maximum of 20 years. The Company's non-capital losses expire as follows:

Expiry year	
2026-2039	\$ 53,797,637
2041	1,993,603
2042	1,805,106
2044	1,139,348
	\$ 58,735,694

No deferred tax assets have been recognized on the statement of financial position because the Company has concluded that it is not probable that the benefit of recognized deferred income tax assets will be realized prior to their expiry.

#### (h) Management Expense Ratio

The MER is an annualized percentage calculated by dividing the total MER Costs by the average Net Assets. This is the MER before performance fees. The MER for the three months ended June 30, 2024 was 2.65%, which was 0.01% lower than the 2.66% MER during the three months ended June 30, 2023.

#### (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 year. The small number of Portfolio Companies and the long-term investment horizon of the Company have resulted in a TER that is relatively low. The TER for the three months ended June 30, 2024 was 0.03% (June 30, 2023 – 0.28%).

### Financial performance for the six months ended June 30, 2024

Highlights of the Portfolio Companies contributing to Pender's investment performance in the six months ended June 30, 2024 are presented in the "Portfolio of Investments" section of this MD&A.

#### (a) Net realized gains and losses

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 six months ended June 30, 2024, the net realized loss on investments was \$3,591,718 (June 30, 2023 – \$474,738), primarily due to the loss on divestment of BuildDirect.com Technologies Inc. and Peloton Interactive Inc., offset by the gain on divestment of TrueContext Corporation and partial divestments of Copperleaf Technologies Inc..

#### (b) Net change in unrealized gains and losses

The net change in unrealized gains and losses on investments is the result of changes in the value of

Portfolio Companies held throughout the period and also as a result of unrealized gains or losses being reversed out of this category and classified as realized gains or losses upon the sale of Portfolio Companies. The net change in unrealized gains and losses is generally not comparable between periods because the investments that comprise the portfolio generally change each period.

During the six months ended June 30, 2024, the Company's net change in unrealized gains and losses on investments reflected a gain of \$45,120,834 (June 30, 2023 – unrealized loss \$2,623,705), primarily due to the increase in market prices of publicly listed securities, such as Copperleaf Technologies Inc., Kraken Robotics Inc., Sangoma Technologies Corporation and Tantalus Systems Holding Inc..

(c) Foreign exchange gains and losses

Pender's financial statements are presented in Canadian dollars, so, to the extent that it holds US dollar-denominated assets and/or liabilities, it is exposed to fluctuations in currency exchange rates, which may result in foreign currency gains and/or losses. During the six months ended June 30, 2024, the Company had a foreign exchange loss of \$212 (June 30, 2023 – \$5,173). The Manager believes that the level of the Company's US dollar-denominated assets does not warrant hedging the exposure to fluctuations in exchange rates at this time.

(d) Dividend and interest income

The Company may earn dividends and interest on its investments in securities and on its cash balances. The Company earned dividend and interest income of \$43,612 during the six months ended June 30, 2024 (June 30, 2023 – interest reversal \$107,353). This was primarily due to quarterly dividend income from Dye & Durham Limited and Sylogist Ltd., bank interest and interest from a private Portfolio Company.

(e) Management Fees

The Company pays the Manager a management fee, which is calculated as a percentage of Net Assets. The fee varies from period to period in proportion to the variance in the average balance of Net Assets used in the calculation of management fees.

Management fee expenses were \$818,289 for the six months ended June 30, 2024, an increase of \$487,493 over the \$330,796 for the six months ended June 30, 2023. This increase in fees was due to the increase of the value of the Net Assets, with the increase in market values described in section (b) above, and with value of the underlying assets of PPI being included in the NAV upon which management fees are based after the amalgamation referred to in the "Transactions between Related Parties" section of this MD&A. Prior to the amalgamation, the manager received management fees directly from PPI, so the value of PPI was not included in the Company's Net Assets when calculating management fees.

(f) Performance fees

The Manager is entitled to a performance fee in certain circumstances. The performance fee is calculated annually as 20% of any net increase in shareholders' equity above a cumulative annual hurdle rate of 6%, subject to a high water mark. Performance fees are accrued during the year, and the total performance fee for the year as calculated on the last Valuation Date of the year, if any, and becomes payable upon the publication of the Company's annual audited financial statements. The Company did not earn performance fees for the six months ended June 30, 2024, except for the 2021 Unrealized Performance Fee described in (f)(i) below.

*(f) (i) 2021 Unrealized Performance Fee*

In 2021, a performance fee was incurred, part of which arose from an unrealized gain on of the Company's holdings of Copperleaf ("2021 Unrealized Performance Fee"). Payment of this part of the performance fee was voluntarily deferred by the Manager. The remainder of the performance fee incurred that year which was paid to the Manager in April 2022.

The Manager voluntarily agreed that the payment of the 2021 Unrealized Performance Fee would be deferred until the underlying gains were realized, so it was not paid upon the publication of the Company's 2021 audited annual financial statements as it otherwise would have been. Instead it was agreed that it would be recalculated based on the market price of Copperleaf at each period end, the accrual and expenses would be adjusted accordingly and quarterly payments would be triggered from time to time as gains were realized. The quarterly payments would be equal to the total recalculated performance fee arising from the realized gain on the Company's holdings of Copperleaf while the weight of this holding exceeded 20% of the Company's shareholders' equity. When the Company's Copperleaf holdings were at or below a 20% weighting, the performance fee on the unrealized appreciation on those remaining holdings would be paid to the Manager. Upon closing of the acquisition of Copperleaf by IFS, described in the investments section under Risk Factors above, this fee would become payable to the Manager. The high water mark would be recalculated and reset accordingly.

During the six months ended June 30, 2024, the Company recorded an increase in the 2021 Unrealized Performance Fee of \$7,449,169 due to the increase in the market price of Copperleaf (June 30, 2023 – reversal \$350,624). The Manager agreed to waive part of this performance fee \$1,862,292 (June 30, 2023 – reversal of \$87,656), so the net increase in the 2021 Unrealized Performance Fee in the six months ended June 30, 2024 was \$ 5,586,877 (June 30, 2023 – reversal of \$ 262,968).

*(f) (ii) PPI Performance Fee*

Prior to the amalgamation with PPI described in the "Transactions between Related Parties" section of this MD&A, the Manager also earned a performance fee for managing PPI (the "PPI Performance Fee"). Before the PPI Transaction described in the "Transactions between Related Parties" section of this MD&A, PPI had accrued a liability for this performance fee. The Manager had agreed to pay the Company its prorata of the PPI performance fee, which was reflected as a receivable from the Manager.

Concurrent with the PPI Transaction, all aspects of the PPI Performance Fee were cancelled: PPI reversed its liability for the PPI Performance Fee payable which, accordingly, increased its net asset value. At the same time, the Company's reversal of its accrual for the PPI Performance Fee receivable offset the increase value of PPI, for a net effect on the Company's net asset value of \$Nil. During the six months ended June 30, 2024, the amount of the PPI performance fee earned by the Manager attributable to the Company's ownership of PPI shares was \$Nil (June 30, 2023 – reversal \$28,058).

*(f) (iii) Net impact from Uncrystallized Performance Fee*

During the six months ended June 30, 2024, the net impact of the above described in (f) (i) and (f) (ii), was a total performance fee adjustment of \$5,586,877 (June 30, 2023 – total performance fee recovery \$234,910).

*(g) Income taxes recovery*

During the six months ended June 30, 2024, the Company's income taxes expense was \$Nil (June 30,

2023 – deferred income tax recovery \$627,842).

As at June 30, 2024, the Company had capital losses of \$12,718,040 (December 31, 2023 - \$9,058,623) and non-capital losses of \$58,735,694 (December 31, 2023 - \$57,596,346), \$53,797,637 of which are restricted non-capital losses that carried forward from the change of control of PPI that occurred upon the WOF Transaction and cannot be applied against capital gains or business investment income.

Capital losses are available to be carried forward indefinitely. Non-capital losses are available for carry forward to future years up to a maximum of 20 years. The Company's non-capital losses expire as follows:

Expiry year	
2026-2039	\$ 53,797,637
2041	1,993,603
2042	1,805,106
2044	1,139,348
	<u>\$ 58,735,694</u>

No deferred tax assets have been recognized on the statement of financial position because the Company has concluded that it is not probable that the benefit of recognized deferred income tax assets will be realized prior to their expiry.

#### (h) Management Expense Ratio

The MER is an annualized percentage calculated by dividing the total MER Costs by the average Net Assets. This is the MER before performance fees. The MER for the six months ended June 30, 2024 was 2.87%, which was 0.35% higher than the 2.52% MER during the six months ended June 30, 2023, primarily due to the increase in the average value of 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 year. The small number of Portfolio Companies and the long-term investment horizon of the Company have resulted in a TER that is relatively low. The TER for the six months ended June 30, 2024 was 0.08% (June 30, 2023 – 0.14%).

### Financial Highlights

	2024 Q2	2023 Q2	2023	2022	2021
Net Assets per Share (Note 1)	(3 months)	(3 months)			
Net Assets per Share (beginning of period)	\$11.16	\$8.85	\$9.28	\$26.08	\$6.11
<b>Increase (decrease) from operations:</b>					
Total revenue	0.00	0.00	0.00	0.04	0.04
Total (expenses) recovery	(0.68)	(0.05)	(1.06)	1.50	(2.18)
Realized (losses) gains	(0.37)	0.07	(1.19)	(1.79)	6.87
Unrealized gains (losses)	4.14	(0.02)	2.39	(16.60)	15.17
<b>Total increase (decrease) from operations</b>	<b>3.09</b>	<b>0.00</b>	<b>0.14</b>	<b>(16.85)</b>	<b>19.90</b>
<b>Net Assets per Share (end of period)</b>	<b>\$14.29</b>	<b>\$8.85</b>	<b>\$9.48</b>	<b>\$9.28</b>	<b>\$26.08</b>
<b>Ratios and Supplemental Data</b>					
Total net asset value (\$000s)	\$103,999	\$66,827	\$69,886	\$70,239	\$198,644
Number of shares outstanding	7,278,029	7,547,129	7,368,229	7,569,929	7,616,529
Closing market price	\$10.31	\$6.50	\$6.76	\$5.65	\$18.00

**Note 1** – 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.

**Financial Condition**

	June 30, 2024	December 31, 2023
<b>Assets</b>		
Cash	\$ 356,456	\$ 1,102,966
Income taxes receivable	546,626	546,626
Divestment proceeds receivable	163,878	177,485
Interest receivable	46,438	21,507
Prepaid expenses	13,335	9,113
Investments	113,381,733	72,826,136
<b>Total assets</b>	<b>114,508,466</b>	<b>74,683,833</b>
<b>Liabilities</b>		
Share repurchase payable	-	25,708
Accounts payable and accrued liabilities	222,731	175,898
Due to related parties	10,286,251	4,596,049
<b>Total liabilities</b>	<b>10,508,982</b>	<b>4,797,655</b>
<b>Shareholders' equity</b>	<b>\$ 103,999,484</b>	<b>\$ 69,886,178</b>

**(a) Investments**

As at June 30, 2024, Pender's total investments of \$113,381,733 were made up of \$99,519,452 of publicly listed companies plus \$13,862,281 of private unlisted companies.

The portfolio breakdown is 87.8% publicly listed company securities and 12.2% private company securities.

The total investments balance increased by \$40,555,597 from \$72,826,136 as at December 31, 2023 to \$113,381,733 as at June 30, 2024 mainly due to the increase in unrealized appreciation as discussed in "Net change in unrealized gains and losses" under the "Financial Performance for the six months ended June 30, 2024" section in this MD&A.

In accordance with IFRS, the \$32,798,793 gain inherent in the difference between the price Pender paid for the shares of PPI and the net value of the underlying assets acquired was treated as a deferred gain and deducted from the value of investments reported in the financial statements. This deferred gain has been recognized and taken into income over time, to the extent applicable as a result of changes in factors that market participants would take into account when pricing the investment, such as a public listing of shares. During the six months ended June 30, 2024, the remainder of that deferred gain, \$3,782,289, was recognized. As at June 30, 2024, the entire \$32,798,793 of the original deferred gain had been recognized, the remaining balance was \$Nil (December 31, 2023 - \$3,782,289).

**(b) Cash**

Pender holds cash balances to pay operating expenses and, from time to time, as a strategic asset class to invest in securities. Cash balances are monitored by the Manager on an ongoing basis. The \$356,456 cash balance as at June 30, 2024 was \$746,510 less than the \$1,102,966 balance as at December 31, 2023. This decrease was primarily a result of share repurchases made under the NCIB.

**(c) Income taxes receivable**

As at June 30, 2024 the income taxes receivable balance was \$546,626 (December 31, 2023 - \$546,626). The income taxes receivable balance was assumed upon the Amalgamation and consists of an income tax refund due to PPI (described in the "Transactions between Related Parties" section of this MD&A).

(d) Divestment proceeds receivable

As at June 30, 2024, the divestment proceeds receivable balance was \$163,878 (December 31, 2023 – \$177,485). It includes escrow proceeds from the partial sale of private Portfolio Companies in prior years, and escrow proceeds receivable assumed upon the Amalgamation.

(e) Interest receivable

As at June 30, 2024 the interest receivable balance was \$46,438 (December 31, 2023 – \$21,507) relating to an interest-bearing investment.

(f) Accounts payable and accrued expenses

The Company's accounts payable and accrued expenses balance represent amounts due to third parties for operating expenses. During the six months ended June 30, 2024, this balance increased by \$46,833 to \$222,731 (December 31, 2023 - \$175,898) related to transactions in the normal course of business.

(g) Due to related parties

As at June 30, 2024, the Company had a balance due to related parties of \$10,286,251 (December 31, 2023 – \$4,596,049), which was due to the Manager. This balance was made up of \$10,075,491 for the 2021 Unrealized Performance Fee (as described in part f (i) of the "Financial performance for the six months ended June 30, 2024"), \$9,920,967 of which was uncrystallized<sup>3</sup> and \$154,524 of which was crystallized and is payable to the Manager, and operating expenses of \$210,760 paid by the Manager on behalf of the Company.

(h) Shareholders' equity

Shareholders' equity represents the equity in the Company owned by the holders of the 7,278,029 Class C common shares outstanding as at June 30, 2024 (December 31, 2023 - 7,368,229). The decrease of 90,200 Class C common shares during the six months June 30, 2024 is the result of the shares repurchased under the NCIB.

### Cash Flows

During the six months June 30, 2024, Pender's cash balance decreased by \$746,510, primarily due to the share repurchases made under the NCIB.

### Shareholder Activity

During the six months ended June 30, 2024, the Company repurchased 90,200 shares under the NCIB, reducing the number of the Company's outstanding shares from 7,368,229 at the prior year end to 7,278,029 as at June 30, 2024.

More information about the formation and history of the Company is available in its most recent Annual Information Form.

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<sup>3</sup> The Company anticipates the crystallization of the remaining 2021 Unrealized Performance fee in the third quarter of 2024.

**SUMMARY OF QUARTERLY RESULTS**

The tables below show information about Pender'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, dividend, interest and securities lending income and operating expenses. A comparison of the information presented from quarter to quarter does not necessarily indicate any meaningful pattern or correlation.

	<b>2024</b>	<b>2024</b>	<b>2023</b>	<b>2023</b>
	<b>Q2</b>	<b>Q1</b>	<b>Q4</b>	<b>Q3</b>
Net realized (loss) gain	\$ (2,670,539)	\$ (921,179)	\$ (8,372,437)	\$ (100,995)
Net change in unrealized gain	30,132,979	14,987,855	13,557,686	7,060,962
Foreign exchange gain (loss)	219	(431)	(147)	3,839
Dividend income	5,244	4,873	-	-
Interest income	16,021	17,474	47,075	45,154
<b>Total revenue</b>	<b>27,483,924</b>	<b>14,088,592</b>	<b>5,233,177</b>	<b>7,008,960</b>
Management fees	444,363	373,926	337,507	219,410
Withholding taxes, GST/HST and transaction costs	5,658	28,454	(2,916)	165,425
Other expenses	138,518	198,459	(38,545)	200,833
<b>Total operating expenses</b>	<b>588,539</b>	<b>600,839</b>	<b>296,046</b>	<b>585,668</b>
<b>Net operating income</b>	<b>26,895,385</b>	<b>13,487,753</b>	<b>4,936,131</b>	<b>6,423,292</b>
<b>Other items:</b>				
Performance fees	5,816,067	1,633,102	743,679	300,661
Performance fees waived by the Manager	(1,454,017)	(408,276)	(185,920)	(75,165)
Net amount	4,362,050	1,224,826	557,759	225,496
Amount of PPI performance fee earned by the Manager attributable to the Company's ownership of PPI shares	-	-	-	7,203,782
Total performance fee adjustment	4,362,050	1,224,826	557,759	7,429,278
<b>Net income (loss) before income taxes expense (recovery)</b>	<b>22,533,335</b>	<b>12,262,927</b>	<b>4,378,372</b>	<b>(1,005,986)</b>
<b>Income taxes expense (recovery)</b>				
Deferred	-	-	-	(908,983)
Total income taxes expense (recovery)	-	-	-	(908,983)
<b>Net income (loss)</b>	<b>\$ 22,533,335</b>	<b>\$ 12,262,927</b>	<b>\$ 4,378,372</b>	<b>\$ (97,003)</b>
<b>Net Assets per Share (beginning of period)</b>	<b>\$ 11.16</b>	<b>\$ 9.48</b>	<b>\$ 8.85</b>	<b>\$ 8.85</b>
<b>Net Assets per Share (end of period)</b>	<b>\$ 14.29</b>	<b>\$ 11.16</b>	<b>\$ 9.48</b>	<b>\$ 8.85</b>

## SUMMARY OF QUARTERLY RESULTS (CONTINUED)

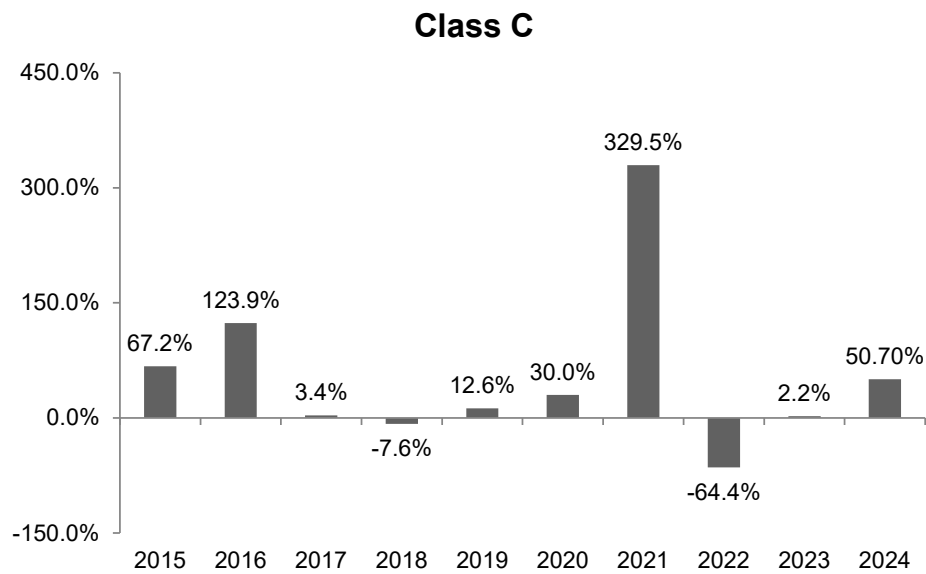
	2023 Q2	2023 Q1	2022 Q4	2022 Q3
Net realized gain (loss)	\$ 552,658	\$ (1,027,396)	\$ (9,191,190)	\$ 2,453,227
Net Change in unrealized loss	(146,392)	(2,477,313)	(635,766)	(9,113,619)
Foreign exchange (loss) gain	(3,424)	(1,749)	6,583	11
Interest income (reversal)	32,551	(139,904)	269,271	5,286
<b>Total revenue</b>	<b>435,393</b>	<b>(3,646,362)</b>	<b>(9,551,102)</b>	<b>(6,655,095)</b>
Management fees	161,398	169,397	166,361	195,014
Withholding taxes, GST/HST and transaction costs	47,426	572	21,603	635
Other expenses	288,403	236,426	171,520	305,135
<b>Total operating expenses</b>	<b>497,227</b>	<b>406,395</b>	<b>359,484</b>	<b>500,784</b>
<b>Net operating loss</b>	<b>(61,834)</b>	<b>(4,052,757)</b>	<b>(9,910,586)</b>	<b>(7,155,879)</b>
<b>Other items:</b>				
Performance fees	217,336	(567,958)	(1,649,826)	3,924,710
Performance fees waived by the Manager	(54,334)	141,990	412,457	(981,178)
Net amount	163,002	(425,968)	(1,237,369)	2,943,532
Amount of PPI performance fee earned by the Manager attributable to the Company's ownership of PPI shares	(302,634)	330,692	1,834,561	(294,045)
Total performance fee adjustment	(139,632)	(95,276)	597,192	2,649,487
<b>Net income (loss) before income taxes expense (recovery)</b>	<b>77,798</b>	<b>(3,957,481)</b>	<b>(10,507,778)</b>	<b>(9,805,366)</b>
<b>Income taxes expense (recovery)</b>				
Current		-	(1,198,544)	(1,792,043)
Deferred	36,581	(664,423)	(333,557)	506,798
Total income taxes expense (recovery)	36,581	(664,423)	(1,532,101)	(1,285,245)
<b>Net Income (loss)</b>	<b>\$ 41,217</b>	<b>\$ (3,293,058)</b>	<b>\$ (8,975,677)</b>	<b>\$ (8,520,121)</b>
<b>Net Assets per Share (beginning of period)</b>	<b>\$ 8.85</b>	<b>\$ 9.28</b>	<b>\$ 10.46</b>	<b>\$ 11.58</b>
<b>Net Assets per Share (end of period)</b>	<b>\$ 8.85</b>	<b>\$ 8.85</b>	<b>\$ 9.28</b>	<b>\$ 10.46</b>



**PAST PERFORMANCE**

To illustrate how the Company’s performance has varied over time, the following bar chart shows performance for the six months ended June 30, 2024 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.

Past performance for Class C Shares of the Company is calculated based on its shareholders’ equity and is not based on its market price on the TSXV. The information presented for the years prior to 2018 relates to the period when the Company was subject to the Investment Funds Regime. Commencing December 31, 2018, the Company became subject to the Corporate Issuer Regime.



**SUMMARY OF INVESTMENT PORTFOLIO**

Pender's largest Portfolio Company holdings as at the end of the period and the major asset classes in which Pender 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.	76.8
Private unlisted companies*	13.3
Tantalus Systems Holding Inc.	4.0
Kraken Robotics Inc.	3.8
Sangoma Technologies Corporation	3.5
Dye & Durham Limited	2.9
Zillow Group, Inc.	1.5
Quorum Information Technologies Inc.	1.2
Sylogist Ltd.	1.2
Pinetree Capital Ltd.	0.8

**Summary of Composition of the Portfolio**

	<b>% OF NET ASSETS</b>
Information Technology	92.3
Health Care	7.1
Technology Hardware and Equipment	4.0
Software and Services	3.3
Real Estate	1.5
Financial services	0.8
<b>TOTAL INVESTMENTS</b>	<b>109.0</b>
Cash	0.3
Other assets less liabilities	(9.3)
<b>TOTAL NET ASSETS</b>	<b>100.0</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/UNITS**

General Fusion Inc.  
Pender Technology Inflection Fund II Limited Partnership

**PREFERRED SHARES**

Catio, Inc.  
Checkfront Bookings Inc., Series 2  
Checkfront Bookings Inc., Series 3  
Clarius Mobile Health Corp., Series A1  
Clarius Mobile Health Corp., Series A2  
DistillerSR Inc.  
General Fusion Inc.  
Jane Software Inc.  
Traction Complete Technologies Inc.  
Traction Rec Technologies Inc.

**Convertible Loans:**

Clarius Mobile Health Corp., 10%, 07/28/2025

**DIVIDEND POLICY**

The Company does not currently intend to pay regular dividends or other distributions but may do so if, as and when determined by the Board of Directors.

**OUTSTANDING SHARE DATA**

As at June 30, 2024 the Company had 7,278,029 Class C Shares outstanding.

**TRANSACTIONS BETWEEN RELATED PARTIES**

As at June 30, 2024, the Manager and directors and officers of the Company held 13.9% of the Company's Class C Shares, directly and/or indirectly. The aggregate investment by the Company's directors and officers in Portfolio Companies did not exceed 1.0% of any Portfolio Company's issued and outstanding shares.

In accordance with the Fourth Amended and Restated Management Agreement dated December 31, 2023, (the "Management Agreement"), Pender pays management fees and performance fees to the Manager for management and portfolio advisory services. The terms of this Management Agreement provide that it shall remain in effect for an initial term ending April 30, 2027 and shall be renewed automatically for a further term of four years unless a vote of shareholders determines otherwise.

The management fee paid to the Manager under the Management Agreement, is 2.50% on the first \$15,000,000 of the value of Net Assets and 1.75% on the value of Net Assets above \$15,000,000. The management fee is calculated and paid monthly. For the six months ended June 30, 2024, the management fees incurred by the Company were \$818,289 (June 30, 2023 - \$330,796).

The Manager recovers from the Company certain operating expenses incurred by it on behalf of the Company.

*Performance fees:*

Pender also pays the Manager a performance fee in certain circumstances, based on achieving certain performance criteria. The performance fee is calculated as 20% of any net increase in the value of Pender's shareholders' equity above a cumulative annual hurdle rate of 6%. The performance fee is calculated on an annual basis and is subject to a high water mark, being the year-end value of Net Assets per Share for the most recent preceding year in which a performance fee was earned. Subject to the accumulation of the hurdle rate in years in which no performance fee is payable and the recalculation discussed in section below regarding 2021 performance fees, the high water mark will not be reset other than to be adjusted in the event of a subdivision or consolidation of the shares. Performance fees are accrued during the year, and the total performance fee, if any, calculated on the last Valuation Date of the year is payable upon the publication of the Company's annual audited financial statements.

In 2021, the Manager voluntarily waived a portion of the performance fee it charged, reducing it from 20% to 15%. The Company did not earn performance fees on the investment performance for the six months ended June 30, 2024 and 2023, except from the 2021 Unrealized Performance Fee as discussed below.

*Performance fees – 2021:*

In 2021, a performance fee was incurred, part of which arose from an unrealized gain on of the Company's holdings of Copperleaf ("2021 Unrealized Performance Fee"). Payment of this part of the performance fee was voluntarily deferred by the Manager. The remainder of the performance fee incurred that year which was paid to the Manager in April 2022.

The Manager voluntarily deferred payment of this 2021 Unrealized Performance Fee until the majority of the underlying gains were realized and it was not paid upon the publication of the Company's audited annual financial statements as it otherwise would have been under the terms of the Management Agreement. Instead the gain and related performance fee are being recalculated as described in detail in part (f) (i) of the "Financial performance for the six months ended June 30, 2024" section of this MD&A.

As at June 30, 2024, the total performance fee payable in this respect was \$10,075,491 (December 31, 2023 - \$4,488,614) of which \$9,920,967 was uncrystallized and \$154,524 was crystallized.

During the six months ended June 30, 2024, the net performance fee increased by \$5,586,877. The components of the changes related to the 2021 Unrealized Performance Fee accrual for the six months ended June 30, 2024 are outlined in the table below:

<b>2021 Unrealized Performance Fee</b>					
<b>For the six months ended June 30, 2024</b>	<b>Balance, beginning of period</b>	<b>Impact of Change in unrealized gain</b>	<b>Realized gain (unpaid)</b>	<b>Realized gain (paid)</b>	<b>Balance, end of period</b>
Performance fees	5,984,818	7,243,138	206,032	-	13,433,988
Fees waived by the Manager	(1,496,204)	(1,810,785)	(51,508)	-	(3,358,497)
<b>Net amount</b>	<b>4,488,614</b>	<b>5,432,353</b>	<b>154,524</b>	<b>-</b>	<b>10,075,491</b>

*Investments:*

On May 28, 2021, the Company completed a transaction (the "WOF Transaction") to acquire the issued and outstanding shares of the Working Opportunities Fund (EVCC) Ltd. ("WOF"), an investment entity. The Company acquired 100% of WOF's Commercialization Series shares and over 97% of WOF's Venture Series shares ("Legacy Shares"), and WOF was renamed Pender Private Investments Inc. ("PPI"). On August 17, 2023, the Company acquired the remaining shares held by PPI's minority shareholders (the "PPI Transaction"). On December 31, 2023, the Company completed an amalgamation of PPI in accordance with a short form amalgamation application (the "Amalgamation") under the Business Corporations Act (British Columbia).

On December 16, 2022, the Company signed a subscription agreement for PTIF II, a related party by virtue of being managed by a wholly owned subsidiary of the Manager, that invests in a concentrated portfolio of business-to-business and health-focused technology companies at their inflection point, via Pender Carry II Limited Partnership.

**LIQUIDITY AND CAPITAL RESOURCES**

As at June 30, 2024, the Company is in a stable liquidity position, with cash of \$356,456 comprising 0.3% of the value of its Net Assets, and investments in publicly traded securities of \$99,519,452 or 95.7% of the value of its Net Assets.

Should the future composition of its portfolio be weighted significantly more toward investments that could not readily be sold, the Company would need to secure credit facilities or issue securities to help meet its liquidity needs. There is no immediate need to rely on these liquidity sources.

**COMMITMENTS AND CONTINGENCIES**

Pender 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 as well as convertible debt 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 that 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, which is prone to changes based on specific events and general

conditions in the financial markets, varies depending on the products and 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) 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.

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

Effective January 1, 2023, the Company adopted Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2). The amendments require the disclosure of 'material', rather than 'significant', accounting policies. Although the amendments did not result in any changes to the accounting policies themselves, they impacted the accounting policy information disclosed in this MDA in certain instances.

#### **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:  
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