



ANNUAL INFORMATION FORM

Pender Growth Fund Inc.

For the year ended December 31, 2018

March 19, 2019

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PRELIMINARY NOTES

Introduction

This annual information form (the "**AIF**") contains information about Pender Growth Fund Inc. (the "**Company**"). The Company is managed by PenderFund Capital Management Ltd. (the "**Manager**").

Date of Information

Unless otherwise indicated, all information contained in this annual information form ("**AIF**") of the Company is as of December 31, 2018.

Currency

All dollar amounts in this AIF are expressed in Canadian dollars unless otherwise indicated. References to "US\$" means United States dollars.

Financial Information

The Company's financial results are prepared and reported in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("**IFRS**") and are presented in Canadian dollars.

Non-IFRS Financial Measures

This AIF contains references to "net assets" ("**Net Assets**"), "net assets per share" ("**Net Assets per Share**") and "net asset value" ("**Net Asset Value**"), which are non-IFRS financial measures. The terms Net Assets, Net Asset Value and Net Assets per Share do not have any standardized meaning according to IFRS and therefore may not be comparable to similar measures presented by other companies. Management believes that these measures can provide information useful to the Company's shareholders in understanding the Company's performance, facilitate the comparison of results of its ongoing operations, and assist in the evaluation of the Company's business relative to its peers.

FORWARD-LOOKING STATEMENTS

Certain information contained in this AIF constitutes forward-looking information, which is information relating to possible events, conditions or results of operations of the Company, which are based on assumptions about future economic conditions and courses of action and which are inherently uncertain. All information other than statements of historical fact may be forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "target", "intend", "could", "might", "should", "believe", and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. Forward-looking information in this AIF includes, but is not limited to, statements with respect to: the future performance of its Portfolio Companies and the Company's investment approach, objectives and strategy, including its focus on specific sectors; the structuring of its investments and its plans to manage its investments; the Company's financial performance; and its expectations regarding the performance of certain sectors.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking

information. The Company believes that the expectations reflected in the forward-looking information are reasonable but no assurance can be given that these expectations will prove to be correct. Some of the risks and other factors which could cause results to differ materially from those expressed in forward-looking information contained in this AIF include, but are not limited to: the nature of the Company's investments, the available opportunities and competition for its investments, the concentration of its investments in certain industries and sectors, the Company's dependence on its Manager, risks affecting the Company's investments, political and economic conditions, investments by the Company in private issuers which have illiquid securities, management of the growth of the Company, and other risks and factors referenced in this AIF under the heading "Risk Factors".

Although the Company has attempted to identify important factors that could cause actual events or results to differ materially from those described in forward-looking information, there may be other factors that cause events or results to differ from those intended, anticipated or estimated. Readers are cautioned that the foregoing list of risks and factors is not exhaustive. The forward-looking information contained in this AIF is provided as at the date of this AIF, based upon the opinions and estimates of management and information available to management as at the date of this AIF, and the Company undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by law. Readers are cautioned not to place undue reliance on forward-looking information contained in this AIF.

CORPORATE STRUCTURE

Name, Address and Incorporation

The head office of the Company and the Manager is located at 1640 – 1066 West Hastings Street, Vancouver, BC, V6E 3X1.

The Company was incorporated under the *Company Act* (the "**Company Act**") which was the predecessor legislation to the *Business Corporations Act* (British Columbia) ("**BCBCA**") on March 7, 1994 under the name of FutureFund Capital (VCC) Corporation and was registered as a venture capital corporation ("**VCC**") under the *Small Business Venture Capital Act* (the "**SBVCA**") on July 8, 1994. The Company changed its name from FutureFund Capital (VCC) Corporation to Pender Growth Fund (VCC) Inc. on August 15, 2003. On August 10, 2005 the Company transitioned under the BCBCA and has been governed by the BCBCA since that date.

On May 10, 2006, the Company amended its Articles to amend the redemption provisions of the rights and restrictions attached to its shares. On July 22, 2010, the Company altered its authorized share structure by creating three new classes of shares, the Class B Convertible Non-Participating Common Shares ("**Class B Shares**"), Class C Participating Common Shares ("**Class C Shares**") and Class R Senior Participating Redeemable Convertible Preference Shares ("**Class R Shares**"), and to attach special rights and restrictions to these new classes of shares and add conversion rights to its existing Class A Common Shares ("**Class A Shares**"). Following this amendment, all existing Class A Shares were either redeemed or converted into Class B, Class C and Class R Shares, as provided for in the Articles.

The Class C Shares commenced trading on the TSX Venture Exchange (the "**TSXV**") on August 23, 2010 under the ticker symbol "PTF".

On November 1, 2016 the Company amended its Articles to delete the Series 1 and Series 2 Class A Shares of the Company, vary the special rights and restrictions attached to the Class B Shares, Class R Shares and Class C Shares and adopt a new form of Articles. This alteration occurred concurrently

with the Company's name change to "Pender Growth Fund Inc." and its de-registration under the SBVCA. Prior to this de-registration, the Company had been limited to making investments in "Eligible Small Businesses" which are businesses that are (i) are corporations, (ii) together with their affiliates have no more than 100 employees, (iii) pay at least 75% of their wages and salaries to employees who regularly report to work at operations in British Columbia) and (iv) are substantially engaged in British Columbia in one or more of the businesses specified in the SBVCA or prescribed by regulation.

As a result of its de-registration under the SBVCA, the Company is no longer restricted to making investments solely in Eligible Small Businesses.

On December 5, 2016, all outstanding Class B Shares were converted into the equivalent number of Class R Shares and Class C Shares. Immediately following this conversion, all Class R Shares were redeemed. As at the date of this AIF, there were no Class B Shares or Class R Shares issued and outstanding. As a result, the only outstanding shares of the Company are the Class C Shares. For readability, the Class C Shares may also be referred to as "Shares" in this AIF.

On May 23, 2018, at the annual general meeting of shareholders of the Company, the shareholders authorized the transition of the Company from the Canadian securities regulatory regime for investment funds to the regulatory regime for reporting issuers that are not investment funds (the "**Corporate Issuer Regime**"). For additional information on the Company's transition to the Corporate Issuer Regime, see the Company's management information circular dated April 18, 2018.

On June 22, 2018, the Company announced the resignation of Kelvin Kwong as Chief Financial Officer of the Company and the appointment of Gina Jones as Chief Financial Officer of the Company.

Effective December 31, 2018, the Company began reporting under the Corporate Issuer Regime.

The Company has an 80% equity interest in One45 Software Incorporated ("**One45**"), a British Columbia company, which is considered a subsidiary of the Company. In accordance with IFRS, the Company is not required to consolidate the One45 financial statements with the Company's financial statements.

GENERAL DEVELOPMENT OF THE BUSINESS

Three Year History

On August 22, 2016, the Company announced that one of its portfolio companies, QHR Corporation ("**QHR**") had entered into an agreement to be acquired by Loblaws Companies Limited at a price of \$3.10 per share. As a result of the sale, in October 2016, the Company received net proceeds of approximately \$8,100,000. The Company utilized part of the proceeds of this sale to redeem all of its outstanding Class R Shares in December 2016.

As described above, prior to October 27, 2016, the Company was restricted to investments in "Eligible Small Businesses" as defined in the SBVCA. The Company de-registered from the SBVCA on October 27, 2016 and, as a result, no longer has this investment restriction.

On November 30, 2016, the Company announced that IWG Technologies Inc. ("**IWG**"), one of its portfolio companies, had entered into an agreement to be acquired. The acquisition completed in January 2017 and resulted in proceeds of approximately \$1,400,000 to the Company.

On June 2, 2017, the Company announced an adjustment to the values of two of its significant private

investments and the consequent increase in the Net Assets of the Company.

On March 7, 2019 the Company and the Manager entered into an amendment to the Management Agreement in order to ensure the Company's current investment policy was reflected in the Management Agreement. A detailed description of the Management Agreement and the fees payable to the Manager thereunder is contained in this AIF under the heading "*Information Regarding the Manager*".

On March 11, 2019, the Company announced that it would calculate the Company's Net Assets on a monthly basis, rather than on a weekly basis. A description of the Company's valuation procedures is set out under the heading "Calculation of the Value of Net Assets".

DESCRIPTION OF THE BUSINESS

General

The Company is a publicly-listed diversified holding company focused on holding interests in businesses (each, a "**Portfolio Company**") principally in the technology sector with the objective of achieving long-term capital appreciation for its investors. As the Company relies on the Manager for management and operational services, the Company has no employees.

Investment Strategies and Oversight

The Company invests opportunistically in the securities of both public and private companies. In seeking long-term capital appreciation, the Manager, on behalf of the Company, thoroughly evaluates the business prospects of each Portfolio Company over a long-term investment horizon. Regardless of whether a Portfolio Company is publicly-listed or privately-held, a long-term focus will remain paramount to the Manager's investment strategy on behalf of the Company.

The Company's investment mandate provides the Manager with flexibility to select investments for the Company in securities that it deems to have the highest risk adjusted returns at the time of investment. It is important to note that the Manager defines risk as a permanent loss of capital, which differs from volatility risk. This flexible mandate allows the Company to take advantage of market cycles and different security types for the benefit of its shareholders. Market cycles can provide opportunity as different industries, company stages or security types may become out of favour and attractively priced. As such, the Company may invest in both newly established and later-stage businesses across a wide array of industries and security types dependant on opportunity. The majority of the Company's investments will be in common equity or preferred equity securities, which may be supplemented by smaller allocations to convertible debt or corporate debt. The Company will primarily invest in Canadian domiciled businesses but may invest globally dependant on opportunity. The Company's investment policy contains the following restrictions:

- The cost of any single investment or issuer (other than treasury bills and other debt instruments guaranteed by a sovereign nation, state or province) will be no more than 20% of the value of the Company's Net Assets at the time of investment.
- No more than 10% of the value of the Company's Net Assets will be invested in derivative instruments.

- No more than 20% of the Company's Net Assets will be borrowed for the purpose of leveraged investing.
- The Company will not sell a security short if the aggregate market value of all securities sold short by the Company exceeds 20% of the Company's Net Assets.

When analysing a prospective investment, the Manager will evaluate numerous qualitative and quantitative factors, including: competitive forces, management alignment and track record, capital efficiency, growth prospects and balance sheet strength. All things being equal, the Manager prefers to invest in businesses with a strong competitive advantage, aligned management, capital efficient business model, resilient balance sheet and strong growth prospects. However, the Manager will not invest in businesses at any cost. An important aspect of the Manager's investment process is to underwrite investments at sensible valuations for the long-term benefit of the Company's shareholders. The risk of any one qualitative or quantitative factor will be analysed in comparison to the price and instrument structure of a prospective investment. This may manifest in the Company investing at what the Manager deems highly attractive valuations but in Portfolio Companies with higher risk profiles or those with reasonable valuations and lower risk profiles. Again, market cycles may change the overall pricing environment and may therefore affect the types of businesses in which the Company invests during any particular time period.

With respect to the Company's involvement with its Portfolio Companies, the Manager will invest both actively and passively, dependant on situation. Often, a principal or affiliate of the Manager will take a director seat in a Portfolio Company to oversee and aide in growth, governance and strategic discussions. However, for some investments the Company will take a passive role, with no direct involvement by the Manager's principals or affiliates. Regardless of direct involvement, the Manager will continuously monitor its investments and receive regular updates with a frequency determined by the risk of each Portfolio Company, and at the time of any material change in a Portfolio Company. Through this continuous oversight process, new information may change the original thesis of any particular investment, and as such, the Manager may further invest or divest (a portion or all) of any investment at any time

As of December 31, 2018, the Company had investments in a total of eight (8) Portfolio Companies consisting of five (5) privately-held companies and three (3) publicly-listed companies.

The Company is not a mutual fund or an investment fund for securities law purposes and the rules designed to protect investors who purchase securities of mutual funds or investment funds, such as rules directed at ensuring liquidity and diversification of investments, and certain other investment restrictions and practices applicable to mutual funds or investment funds, do not apply to the Company.

Portfolio Companies

Private unlisted investments comprise approximately 90% of the Company's Net Asset Value. These five investments are described below. The remaining 10% of the Company's portfolio is comprised of investments in three public companies – Espial Group Inc., Redline Communications Group Inc. and ProntoForms Corporation.

One45 Software

The Company's largest investment is in common shares of One45, a software-as-a-service ("**SaaS**") provider of scheduling software to medical and other healthcare professional schools. The Company

first invested in One45 in 2011, when it acquired its interest from a public technology company that was looking to divest of its non-core assets. Since this time, One 45 has grown revenue over 300% through further US market penetration, increased cross selling and product improvements. One45 has not sacrificed fiscal conservatism for growth, and it remains profitable.

The Company's investment in One45 represents a significant investment concentration, at over 40% of the Company's total portfolio. David Barr, the Company's Chief Executive Officer, is the Chairman of the board of directors of One45.

BasicGov Systems Inc.

The Company holds common shares and convertible debentures in BasicGov Systems Inc. ("**BasicGov**"), a SaaS-based company offering modules for licensing, inspection, planning, permitting, code enforcement, fund accounting, and payment/billing management, to municipalities as well as provincial and state governments. The directors and officers of the Manager directly or indirectly own approximately 3% of the outstanding shares of BasicGov Systems Inc. Since the date of the Company's investment BasicGov has continued to grow revenues at a favourable pace, however BasicGov has experienced challenges in its goal of maintaining consistent profitability.

The Company's investment in BasicGov represents a significant investment for the Company, at over 10% of the Company's total portfolio. Maria Pacella, Senior Vice President, Private Equity of the Manager, is a director of BasicGov.

D-Wave Systems Inc.

The Company holds Class B Convertible and Class C Convertible preferred shares in D-Wave Systems Inc. ("**D-Wave**"), a leader in the development and commercialization of quantum computing systems. D-Wave has been developing products since 1999 and has attracted investments from major US venture capital groups and contracts from a number of major US defense and technology companies. The Company first invested in D-Wave in 2006. D-Wave raised a total of \$21 million in new capital in 2016 at a significant increase in value. In 2017, D-Wave closed a US\$30 million convertible debenture financing, allowing it to accelerate research and development spending on its next generation processor.

During 2018, D-Wave received substantial funding from private and public sources to continue its development efforts. The Public Sector Pension Investment Board (PSP Investments) invested additional funds in the amount of \$20 million, based on D-Wave having met key technology and business milestones set out in its original funding agreement with PSP Investments. D-Wave also received \$10 million from Sustainable Development Technology Canada (SDTC) for the development of its next generation processor system.

The Company's investment in D-Wave represents a material investment for the Company, at over 20% of the Company's total Net Asset Value.

Navarik Corp.

The Company holds common shares of Navarik Corp. ("**Navarik**"), an on-demand software service provider to the petroleum supply and trading industry. The Navarik platform standardizes and processes trading and supply operational information. Navarik has provided software for cargo inspection, vessel vetting, claims, demurrage, and agency management to various oil-producing companies. The Company first invested in Navarik in June 2008.

Tantalus Systems Corp.

The Company holds Class D Convertible preferred shares in Tantalus Systems Corp. ("**Tantalus**"). Tantalus provides Smart Grid communications technology that enables electric, gas and water utilities to optimize the use of resources by automating monitoring and control processes, improving operational efficiency, and delivering the information utilities and consumers need to manage energy intelligently and cost-effectively.

The Company first invested in Tantalus in 2000, providing capital for its growth efforts. In 2018, Tantalus met budgeted revenue and generated positive EBITDA. Tantalus continues to advance a number of strategic initiatives to deliver additional value to customers and to integrate their communications module into other metering platforms.

Maria Pacella, Senior Vice President, Private Equity of the Manager, holds an observer position on the board of directors of Tantalus.

Calculation of the Value of Net Assets

Historically the Company has determined the value of the Company's Net Assets (also referred to as the Net Asset Value) at the close of business of each Friday. Effective March 31, 2019, the Company will determine the Net Asset Value at the close of business on the last day of each month or such other time as the Manager determines appropriate ("**Valuation Date**"). On each Valuation Date, the Manager determines and calculates the total value of the Company's Net Assets, being the value of all assets of the Company, less all liabilities as at such time.

For these purposes, the assets of the Company are deemed to include:

- (a) all cash or its equivalent on hand, on deposit or on call, including any interest accrued thereon;
- (b) all bills, demand notes and accounts receivable;
- (c) all shares, debt obligations, subscription rights and other securities owned or contracted for by the Company;
- (d) all stock and cash dividends and cash distributions to be received by the Company and not yet received by it but declared to security holders of record on a date on or before that time;
- (e) all interest accrued on any fixed interest-bearing securities owned by the Company which is included in the quoted price; and
- (f) all other property of every kind and nature including prepaid expenses and derivative instruments and assets posted as margin for securities sold short.

The liabilities of the Company are deemed to include:

- (a) all bills, notes and accounts payable;
- (b) all expenses incurred or payable by the Company, including, but not limited to, management fees, administration fees, performance fees and amounts to be reimbursed to the Manager;

- (c) all contractual obligations for the payment of money or property, including the amount of any unpaid distribution declared upon the Class C Shares and payable to shareholders of record of the Company prior to the Valuation Date;
- (d) all allowances authorized or approved by the Manager for taxes (if any) or contingencies; and
- (e) all other liabilities of the Company of whatsoever kind and nature, including securities sold short, except liabilities represented by outstanding Class C Shares of the Company and the balance of any undistributed income or capital gains.

In determining the Company's liabilities, the Manager may estimate expenses of a regular or recurring nature in advance, and may accrue the same into one or more valuation periods. Any such accrual is binding and conclusive on all shareholders, irrespective of whether such accrual subsequently proves to have been incorrect in amount (in which case any adjustments shall be made in the valuation period when such error is recognized).

In determining the value of the Company's Net Assets, the following valuation principles apply:

- (a) the value of any security which is listed on any recognized exchange shall be determined by the closing sale price at the applicable time on the Valuation Date or, if there is no sale price, the average between the closing bid and the closing ask price on the day on which the value of the Company's Net Assets is being determined; and
- (b) the value of any security or other asset for which a market quotation is not readily available shall be its fair value as determined by the Manager provided however that if it is determined that the value of any security for which a market quotation is not readily available would change the value of the Company's Net Assets in excess of five percent (5%), such valuation must be approved by the board of directors of the Company (the "**Board**").

The Board reviews and approves the value of the Company's Net Assets as determined by the Manager, at least quarterly and on any Valuation Date on which the value of the Company's Net Assets as initially determined by the Manager has, as a result of changes to the valuation of investments for which no public market exists, changed by more than 5% since the value of the Company's Net Assets was last determined.

The Company holds a number of Portfolio Companies that are private companies. The Company believes it would be prejudicial to these companies if the Company were to disclose the individual valuations of these investments. Previously, the Company provided an independent review (the "**Independent Review**") prepared in accordance with Section 8.2 of National Instrument 81-106 to assess whether or not the fair value of the Company's investments was, in all material respects, reasonable. Qualified chartered business valuers within the valuations practice of KPMG LLP, the Company's independent auditor, performed this review as at December 31, 2017 and concluded that the fair value of the Company's investments was, in all material respects, reasonable. Following its transition to the Corporate Issuer Regime, the Company is no longer required to prepare and provide the Independent Review although it may, in its discretion, choose to have an Independent Review prepared.

DIVIDENDS AND DISTRIBUTIONS

Subject to the rights of holders of Class B Shares, if any are issued and outstanding, the holders of Class C Shares are entitled to receive dividends if, as and when declared by the Board, and rank equally with respect to priority and payment of dividends. All dividends which the Board may determine to declare and pay in respect of outstanding shares of a class will be paid in equal amounts per share of such class without preference or distinction between shares of such class.

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.

DESCRIPTION OF SECURITIES OF THE COMPANY

The Company has authorized the following classes of shares:

- Class B Shares
- Class C Shares
- Class R Shares

As at the date of this AIF, there were no Class B Shares or Class R Shares issued and outstanding.

The information set forth in this section and the discussion of certain of these rights and restrictions that follows are qualified in their entirety by reference to the rights and restrictions of such shares set forth in the Articles of the Company.

Class C Shares

Each Class C Share ranks equally with all other Class C Shares with respect to dissolution, liquidation or winding-up of the Company and payment of dividends. The holders of Class C Shares are entitled to one vote for each share of record on all matters to be voted on by such holders and are entitled to receive pro rata such dividends as may be declared by the Board out of funds legally available therefor and to receive, pro rata, the remaining property of the Company on liquidation, dissolution or winding up of the Company, subject to the prior right of holders of Class R Shares to receive an amount up to the redemption value of such Class R Shares. The holders of Class C Shares have no redemption, retraction, purchase, pre-emptive or conversion rights. The rights attaching to the Class C Shares can only be modified by the affirmative vote of at least two-thirds of the votes cast at a meeting of shareholders called for that purpose.

Class B Shares

Each Class B Share ranks equally with all other Class B Shares with respect to dissolution, liquidation or winding-up of the Company and payment of dividends. The holders of Class B Shares are entitled to five votes for each share of record on all matters to be voted on by such holders. The Class B Shares are not entitled to receive the remaining property of the Company on liquidation, dissolution or winding up of the Company, and before any such dissolution or winding up the Class B Shares will automatically be converted into Class C Shares and Class R Shares at the applicable conversion ratio and on the terms set out in the Articles, thus entitling the holders to participate in any such distribution as Class C Shareholders and Class R Shareholders. The holders of Class B Shares and the Company each have certain rights to convert the Class B Shares into Class R Shares and Class C Shares at the

applicable conversion ratio and on the terms set out in the Articles. The rights attaching to the Class B Shares can only be modified by the affirmative vote of at least two-thirds of the votes cast at a meeting of shareholders called for that purpose.

Class R Shares

Each Class R Share ranks equally with all other Class R Shares with respect to dissolution, liquidation or winding-up of the Company and payment of dividends. The holders of Class R Shares are entitled to four votes for each share of record on all matters to be voted on by such holders. The holders of the Class R Shares are entitled to receive, pro rata, the remaining property of the Company on liquidation, dissolution or winding up of the Company in preference and priority to the Class C Shares, up to the redemption value of such shares. The holders of Class R Shares and the Company each have certain rights to convert the Class R Shares into Class C Shares at the applicable conversion ratio and on the terms set out in the Articles. The rights attaching to the Class R Shares can only be modified by the affirmative vote of at least two-thirds of the votes cast at a meeting of shareholders called for that purpose.

MARKET FOR SECURITIES

The Class C Shares are listed and posted for trading on the TSXV under the trading symbol "PTF". The following table sets forth the high and low trading prices and trading volume of the Class C Shares as reported by the TSXV for the periods indicated:

Period	High (C\$)	Low (C\$)	Volume
December 2018	3.25	3.01	21,279
November 2018	3.80	3.11	23,050
October 2018	4.05	3.67	33,512
September 2018	4.25	3.81	44,638
August 2018	4.19	4.00	13,991
July 2018	4.25	4.00	16,875
June 2018	4.16	3.85	102,172
May 2018	4.39	4.11	65,572
April 2018	4.72	4.30	28,576
March 2018	4.64	4.35	46,050
February 2018	4.53	4.20	41,815
January 2018	4.75	4.32	60,322

ESCROWED SECURITIES

To the knowledge of the Company, no securities of the Company are in escrow or subject to a contractual restriction on resale.

DIRECTORS AND OFFICERS

Name, Occupation and Security Holding

The following table sets forth the name, municipality of residence, office and principal occupation and Class C shareholdings of each of the directors and officers of the Company.

Name, Place of Residence and Positions Held with the Company	Principal Occupation or Employment During the Past Five Years	Director/ Officer Since	Number of Voting Shares Beneficially Owned or Controlled as at December 31, 2018
DAVID BARR ⁽¹⁾ North Vancouver, BC Director and Chief Executive Officer	Chief Executive Officer of the Company since November 2006; Director of the Manager since December 2007; President and Chief Executive Officer of the Manager since April 2016; Co-Chief Investment Officer of the Manager from April 2016 to April 2017; and Chief Investment Officer of the Manager from April 2009 to April 2016.	June 2015	243,469 Class C Shares
GINA JONES, CPA, CA, CF, ICD.D ⁽¹⁾ Vancouver, BC Chief Financial Officer and Corporate Secretary	Chief Financial Officer of the Company and Chief Financial Officer and Corporate Secretary of the Manager since June 2018; Chief Financial Officer of the Working Opportunity Fund (EVCC) Ltd. since March, 2019; Chief Compliance Officer of the Manager from July 2017; Chief Operating Officer of the Manager from June 2017 to June 2018; Chief Financial Officer and Chief Operating Officer, Salman Partners Inc., September 2014 to September, 2016; and Chief Financial Officer of Woodstone Capital Inc. June 1997 to August 2014.	June 2018	5,000 Class C Shares
KELLY EDMISON ⁽¹⁾⁽²⁾ Vancouver, BC Chairman	Director and Chairman of the board of directors of the Company and of the Manager since June 2009; President, Chief Executive Officer and Director of Pender Financial Group Corporation from February 2002 to December 2016; and President and Chief Executive Officer of the Manager from December 2007 to April 2016.	May 2003	298,092 Class C Shares
IAN D. POWER ⁽²⁾ Langley, BC Director	Independent consultant in corporate finance and accounting since 1993.	March 1994	10,000 Class C Shares
WENDY PORTER ⁽²⁾ West Vancouver, BC Director	Consultant with Focused Management Solutions Inc. from 2004 to present.	May 2006	40,000 Class C Shares

Notes:

- (1) Mr. Barr, Mr. Edmison and Ms. Jones are also directors and officers of the Manager.
(2) Member of the Audit Committee and Corporate Governance and Nominating Committee of the Company.

As a group, the directors and officers of the Company beneficially own, control or direct 596,561 Class C Shares, representing approximately 14.4% of the total outstanding Class C Shares. The term of office of each director of the Company expires at the next annual general meeting of the Company's shareholders.

Biographies of Directors and Executive Officers

David Barr, Chief Executive Officer and Director

Mr. Barr was appointed President and Chief Executive Officer of the Manager in April 2016. He is the portfolio manager of a number of investment funds also managed by the Manager. Mr. Barr is also a director and shareholder of the Manager. Mr. Barr served as Co-Chief Investment from April 2016 to April 2017, served as Chief Investment Officer of the Manager from April 2009 to April 2016, and served as Chief Financial Officer from November 2005 until April 2009. Mr. Barr was appointed Corporate Secretary on November 8, 2006, having joined the Manager as an Investment Manager in 2003.

Mr. Barr holds a Bachelor of Science Degree from the University of British Columbia and a Masters of Business Administration from Schulich School of Business at York University. Mr. Barr is a CFA charterholder and a member of the CFA Institute. Mr. Barr is a registered Portfolio Manager in British Columbia and a past president of CFA Society Vancouver.

Gina Jones, Chief Financial Officer and Corporate Secretary

Ms. Jones is the Chief Financial Officer and Corporate Secretary of the Company and the Chief Financial Officer and Chief Compliance Officer of the Manager. Ms. Jones joined the Manager as Chief Operating Officer in June 2017 and assumed the role of Chief Compliance Officer in July 2017. In June 2018, Ms. Jones became the Company's Chief Financial Officer and Corporate Secretary and the Manager's Chief Financial Officer.

Previously, Ms. Jones was the Chief Operating Officer and Chief Financial Officer of an independent brokerage firm in Vancouver, as well as Chief Financial Officer of its US subsidiary. Prior to that, Ms. Jones was CFO at two Vancouver investment dealers. Ms. Jones holds a Bachelor of Commerce degree from UBC, articulated with PricewaterhouseCoopers LLP, and is a CPA, CA, CF, a Chartered Professional Accountant with Corporate Finance specialty designation. She holds the ICD.D designation from the Institute of Corporate Directors.

Kelly Edmison, Director

Mr. Edmison founded the Manager in 2003 and is currently a shareholder, director and Chairman of the board of directors of the Manager. He was a commercial lawyer for over 20 years, practicing in Calgary, Hong Kong and Vancouver. For much of that time he was focused on representing private and public BC-based technology companies. For the last 17 years he has been a director or officer of a number of public and private companies in a variety of sectors, including technology, products and services, and healthcare with a particular focus on software. The public companies included eDispatch.com (telematics), ALI Technologies (medical software), Carmanah Technologies (solar powered lighting) and QHR Technologies (electronic medical records) and private companies included Icron Technologies (communication hardware), ActiveState Software (open source software) and Monexa Technologies (payment services). Mr. Edmison is currently on the boards of the Company and of BSM Technologies Inc. (previously, BSM Wireless). He holds a BA in Economics from the University of Toronto and a law degree from Queen's University.

Wendy Porter, Director

Ms. Porter became a director of the Company in May 2006. Ms. Porter currently provides consulting and contract services in the areas of strategy, compensation, electronic payments and financial services for national and international clients. From 2002 to 2004, Ms. Porter was the President of Vital Merchant Services of Sacramento, California. Ms. Porter held several senior positions with the Bank of Montreal from 1986 to 2000 and with Moneris Solutions (a joint venture of the Merchant Services Divisions of the Royal Bank of Canada and the Bank of Montreal) during 2000 and 2001. Ms. Porter assists various technology companies with strategic matters and currently serves on the board of directors of the Vancouver Sun Children's Fund. Ms. Porter holds an MBA degree from the Schulich Business School at York University.

Ian Power, Director

Mr. Power became a director of the Company in March 1994. Mr. Power was the Chief Financial Officer of Strand Capital Corporation, a real estate development finance company focused on the Western United States, from 2002 to 2007. Mr. Power also spent several years in public accounting before joining Norsat International Inc. where he rose to the position of Chief Financial Officer before departing in 1993 to become an independent consultant in corporate finance and accounting. Mr. Power graduated from the University of British Columbia in 1977 and qualified for his Chartered Accountant designation in 1979.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the Company, no director or executive officer of the Company nor a shareholder holding a sufficient number of Common Shares to materially affect the control of the Company, nor a personal holding company of any of them,

- (a) is, at the date of this AIF or has been within the 10 years before the date of this AIF, a director or executive officer of any company (including the Company), that while that person was acting in that capacity,
 - (i) was the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
 - (ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities registration, for a period of more than 30 consecutive days; or
 - (iii) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement, or compromise with creditors, or had a receiver, receiver manager, or trustee appointed to hold its assets; or
- (b) has, within the 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or comprise with creditors, or had a receiver,

receiver manager or trustee appointed to hold the assets of the director, officer or shareholder.

To the knowledge of the Company, no director or executive officer of the Company, nor a shareholder holding a sufficient number of common shares of the Company to affect materially the control of the Company, nor a personal holding company of any of them, has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors and officers of the Company holding positions as directors or officers of other companies. Conflicts, if any, will be subject to the procedures and remedies under the BCBCA.

The Manager currently provides management services to other investment funds and the services of the Manager are not exclusive to the Company. The Manager may provide similar services to other parties, including venture capital funds, mutual funds or investment funds engaged in a similar business to that of the Company. The Company is of the view that the other activities of the Manager will not be considered to be a conflict of interest or breach of fiduciary duty with respect to the management of the Company provided that the Manager fulfills its duties of care and does not contravene the investment objectives or restrictions set out in the Management Agreement.

AUDIT COMMITTEE INFORMATION

Pursuant to the provisions of National Instrument 52-110 Audit Committees (“**NI 52-110**”) the Company is required to provide the following disclosure with respect to its Audit Committee.

Audit Committee Mandate

The text of the Audit Committee’s Charter is attached as Appendix “A” to this AIF.

Composition of the Audit Committee

The Company’s audit committee consists of Kelly Edmison, Ian D. Power and Wendy Porter. Ian D. Power and Wendy Porter are independent of the Company. Kelly Edmison is a director and shareholder of the Manager and is, therefore, not considered to be independent of the Company. Ian D. Power is the Chairman of the Audit Committee.

Relevant Education and Experience

Each member of the Audit Committee has considerable experience participating in the management of private and/or publicly traded companies and has the ability to read and understand financial statements that present the breadth and level of complexity of accounting issues that would generally be expected to be raised by the Company’s financial statements. See “Biographies of Directors and Executive Officers” for additional information on each the Audit Committee members’ education and experience.

Each Audit Committee member has had extensive experience reviewing financial statements. Each member has an understanding of the Company's business and has an appreciation for the relevant accounting principles for that business.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on:

- (a) the exemption in section 2.4 (*De Minimis Non-Audit Services*) of NI 52-110;
- (b) the exemption in subsection 6.1.1(4) (*Circumstances Affecting the Business or Operations of the Venture Issuer*) of NI 52-110;
- (c) the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*) of NI 52-110;
- (d) the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*) of NI 52-110; or
- (e) an exemption from NI 52-110 in whole or in part, granted under Part 8 of NI 52-110.

Audit Committee Oversight

For the year ended December 31, 2018, the Board adopted all recommendations by the Audit Committee with respect to the nomination and compensation of the external auditor.

Pre-Approval Policy and Procedures

The Audit Committee has adopted specific policies for the engagement of non-audit services to be provided to the Company by the external auditor which require the auditor to submit to the Audit Committee a proposal for services to be provided and cost estimates for approval.

External Auditor Service Fees

The following table sets forth the fees paid by the Company and its subsidiaries to KPMG LLP for services rendered in the years ended December 31, 2018 and December 31, 2017:

Category	Year ended December 31, 2018	Year ended December 31, 2017
Audit Fees ⁽¹⁾	\$44,497	\$43,146
Audit Related Fees ⁽²⁾	-	-
Tax Fees ⁽³⁾	\$3,342	\$3,258
All Other Fees ⁽⁴⁾	-	-
Total.....	\$47,839	\$46,404

Notes:

(1) "Audit fees" include aggregate fees billed by the Company's external auditor in each of the last two fiscal years for audit fees.

(2) "Audit related fees" include the aggregate fees billed in each of the last two fiscal years for assurance and related services by the Company's external auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under "Audit fees" above. The services provided include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

- (3) "Tax fees" include the aggregate fees billed in each of the last two fiscal years for professional services rendered by the Company's external auditor for tax compliance, tax advice and tax planning. The services provided include tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All other fees" include the aggregate fees billed in each of the last two fiscal years for products and services provided by the Company's external auditor, other than "Audit fees", "Audit related fees" and "Tax fees" above.

INFORMATION REGARDING THE MANAGER

The Manager

Under a management agreement between the Manager and the Company (the "**Management Agreement**"), the Manager is responsible for directing the affairs and managing the business of the Company, administering or arranging for the administration of the day-to-day operations of the Company, including investment decisions, execution of investment orders, maintaining records, financial reporting, voting of portfolio securities and custodial arrangements.

The Management Agreement was amended and restated on May 1, 2017 to, among other things, reset the High Water Mark (as defined below) in respect of the Performance Fee (as defined below) which is more fully described under the heading "*Performance Fee*". The Management Agreement was further updated on March 7, 2019 to incorporate changes resulting from the transition to the Corporate Issuer Regime and, specifically, to remove reference to certain investment restrictions which were required under the regulatory regime for investment funds but are not required under the Corporate Issuer Regime.

Officers and Directors of the Manager

The name, municipality of residence, office, and principal occupation within the preceding five years of each of the current directors, executive officers and key personnel of the Manager who are not also directors or executive officers of the Company are set out below:

Name, Place of Residence and Positions Held with the Company	Principal Occupation or Employment During the Past Five Years	Director/ Officer Since	Number of Voting Shares Beneficially Owned or Controlled as at December 31, 2018
DONALD CAMPBELL, LLB Director Winnipeg, MB	Partner of Canadian Compliance & Regulatory Law, specializing in securities law and regulatory compliance since 2003.	Since April 2009	Nil
FELIX NARHI, CFA Chief Investment Officer, Director North Vancouver, BC	Chief Investment Officer of the Manager since April 2017, Director of the Manager since October 2017 and Portfolio Manager of the Manager since August 2013; Co-Chief Investment Officer of the Manager from April 2016 to April 2017.	Since July 2013	Nil
MARIA PACELLA, CFA Senior VP, Private Equity and Portfolio	President and CEO, director of Working Opportunity Fund since March 2019; Senior Vice President, Private Equity since May 2017; Portfolio Manager since May 2017; Acting CFO/VP Strategic Initiatives,	Since January 2017	Nil

Name, Place of Residence and Positions Held with the Company	Principal Occupation or Employment During the Past Five Years	Director/ Officer Since	Number of Voting Shares Beneficially Owned or Controlled as at December 31, 2018
Manager Vancouver, BC	Terramera, Inc. 2013-Feb 2016; VP, Beedie Capital Inc. June 2012- July 2013.		

Donald Campbell, Director

Mr. Campbell has been a member of the board of the Manager since 2009 and provides ongoing regulatory advice to the Manager. He is also the Secretary of the Manager's Independent Review Committee. Mr. Campbell has been practicing law in Winnipeg since 1990. From 2002 to 2003 he was the National Director of Compliance for IQON Financial Inc, a 400-advisor mutual fund dealer based in Winnipeg and was Legal Counsel - Compliance with Assante Asset Management Ltd. from 2000 to 2002. Mr. Campbell's firm, Canadian Compliance & Regulatory Law, is an affiliate member of the Portfolio Management Association of Canada. Mr. Campbell has a law degree from the University of Manitoba and his firm, Canadian Compliance & Regulatory Law, is an affiliate member of the Portfolio Management Association of Canada.

Felix Narhi, Chief Investment Officer and Director

Mr. Narhi is Chief Investment Officer of the Manager. He was Co-Chief Investment Officer in April 2016 until April 2017 when he took over the role fully. He joined the Manager in July 2013 as portfolio manager of the Pender US All Cap Equity Fund and co-manager of the Pender Value Fund and Pender Strategic Growth and Income Fund. Prior to joining the Manager, Mr. Narhi spent nine years at Odlum Brown Limited, an independent and value-oriented investment firm in Vancouver. As a Director and Senior Equity Analyst, Mr. Narhi contributed thought leadership and primarily US investment equity ideas to the its Model Portfolio, a concentrated equity portfolio that has outpaced the North American benchmarks since its inception in 1994. Mr. Narhi holds a Bachelor of Commerce degree from the University of British Columbia. He is a CFA charterholder and is a member of the CFA Institute.

Maria Pacella, Senior VP, Private Equity and Portfolio Manager

Ms. Pacella is the SVP Private Equity and Portfolio Manager of the Pender Technology Inflection Fund LP1, having joined the Manager in 2017. She has experience in venture capital and in key investment management positions, including with GrowthWorks Capital for 11 years. She has also worked at several early stage technology companies in key operational and strategic roles. Before that she worked for Deutsche Bank Securities providing M & A advisory services for financial and technology companies. Ms. Pacella is currently a director on the board of Clarius Mobile Health and BasicGov and an observer on the board of Tantalus Systems. She is also on the SFU Beedie School of Business Advisory Board. She holds a BBA from Simon Fraser University, is a CFA charterholder and a past President of CFA Society Vancouver.

Duties of the Manager

Under the Management Agreement between the Company and the Manager, the Manager is responsible for directing the affairs and managing the business of the Company, administering or arranging for the administration of the day-to-day operations of the Company, including investment

decisions, execution of investment orders, sales of shares, maintaining records, Company reporting, voting of portfolio securities and custodial arrangements. The Manager's investment decisions are subject to the oversight of the Board. The Management Agreement also sets forth the fees payable to the Manager as described in this AIF.

The Manager's appointment continues to April 30, 2023 at which time the agreement is automatically renewed for additional four year terms unless the shareholders of the Company resolve by special resolution, at a meeting called for such purpose, to terminate the Management Agreement. The Management Agreement shall be terminated immediately following the occurrence of any of the following: (a) the Manager has been declared bankrupt or insolvent or has entered into liquidation or is winding-up, (b) the Manager makes a general assignment for the benefit of creditors or otherwise acknowledges its insolvency, (c) the Manager is in material default of its obligations under the Management Agreement and such default is not remedied within 120 days of receipt of notice of such material default from the Company, or (d) the assets of the Manager have become subject to seizure or confiscation by any public or governmental authority.

Brokerage Arrangements

The Manager makes decisions regarding the execution of portfolio transactions with respect to the cash and cash equivalent portions of the Company, including, when applicable, the selection of markets, brokers and the negotiation of commissions. If and when effecting such portfolio transactions, the Manager places brokerage business with investment dealers and brokers on the basis of the best price and service. To the extent that the execution offered by more than one dealer or broker is comparable, the Manager may, in its discretion, determine to effect transactions with the dealers and brokers who provide research, statistical and other similar services to the Company or to the Manager at transaction prices which reflect those services.

Custodian

The custodian of the Company's investments is CIBC Mellon Trust Company of 320 Bay Street P.O. Box 1, Toronto, ON, M5H 4A6.

Risk Management

The Manager uses various measures to assess risk in the Company, including mark-to-market security valuation, fair value accounting and weekly reconciliations of cash and investments. The Manager monitors compliance of the Company's portfolio with the Company's investment policy on an ongoing basis. The Company is priced on a monthly basis which ensures that the Company's performance accurately reflects market movements.

Management Fee

The Manager administers the Company and manages the Company's portfolio of assets, including provision of investment analysis and recommendations, making investment and divestiture decisions and making brokerage arrangements.

The Company pays to the Manager a fee (the "**Management Fee**") equal to:

- (a) 1/12 of 2.50% (or 2.50% per annum) of the value of the Company's Net Assets, calculated on the last Valuation Day in that month up to a maximum value of Net Assets of the Company of \$50,000,000; and

- (b) 1/12 of 2.00% (or 2.00% per annum) of the value of the Company's Net Assets, calculated on the last Valuation Day in that month on the amount by which the value of the Company's Net Assets exceeds \$50,000,000.

Performance Fee

The Manager is entitled to a performance bonus in certain circumstances, based on achieving certain performance criteria set out in the Management Agreement (the "**Performance Fee**"). Performance Fees will be calculated on the last Valuation Date of each year (the "**Determination Date**") and will be payable each year upon the publication of the Company's audited annual financial statements.

The Performance Fee in any given year is equal to 20% of the net increase, if any, in the Net Asset value per Share in excess of the High Water Mark (as defined below), before taking into account the accrual of any Performance Fee, and after deduction of an annual return threshold of 6% (the "**Hurdle Rate**"). The Hurdle Rate shall accumulate in any years in which the Performance Fee is not payable.

The "High Water Mark" means the Net Asset Value per Share on the most recent Determination Date on which it was determined a Performance Fee was payable. Upon execution of the current Management Agreement, the initial High Water Mark was set as the Net Asset Value per Share as at December 31, 2016. Subject to the accumulation of the Hurdle Rate in years in which the Performance Fee is not payable, the Management Agreement provides that the High Water Mark will not otherwise be reset but will be adjusted in the event of a subdivision or consolidation of the Shares. No Performance Fee was paid to the Manager in respect of the years ended December 31, 2018 or December 31, 2017. Accordingly, the current High Water Mark is the Net Asset Value per Share as at December 31, 2016.

Operating Expenses

In addition to the Management Fee and Performance Fee, the Company is responsible for its operating costs which may include: sales and marketing costs, legal fees, custody fees, audit fees, transfer agency fees and directors' fees among other costs. Certain of these costs may be incurred by the Manager and reimbursed by the Company.

Remuneration of Directors and Officers

Under the terms of the Management Agreement any directors, officers or employees of the Manager who are also officers of the Company are paid by the Manager for serving in such capacity and do not receive any remuneration directly from the Company.

CORPORATE GOVERNANCE DISCLOSURE

For the year-ended December 31, 2017, the Company was not subject to the Corporate Issuer Regime. Accordingly, its management information circular for the shareholders meeting of the Company held on May 23, 2018 did not contain disclosure required pursuant to National Instrument 58-101- *Disclosure of Corporate Governance Practices*. As a result, the Company is including this disclosure in the AIF.

Board of Directors

The Board has responsibility for the stewardship of the Company including responsibility for strategic planning, identification of the principal risks of the Company's business and implementation of

appropriate systems to manage these risks and the integrity of the Company's internal control and management information systems.

The Board is currently composed of four directors being David Barr, Kelly Edmison, Wendy Porter and Ian Power. The Board considers Wendy Porter and Ian Power to be "independent" as defined in applicable securities laws. David Barr is not considered to be independent, due to his role as the President and Chief Executive of the Company and a shareholder and director of the Manager. Mr. Edmison is also a director and shareholder of the Manager and is not considered independent.

Directorships

None of the directors of the Company are directors of other reporting issuers, except that Mr. Edmison is currently a director of BSM Technologies Inc. and Mr. Power is a director of Vigil Health Solutions Inc.

Ethical Business Conduct

The Board is responsible for ensuring the Company's directors and officers act in accordance with applicable laws and observe the highest standards in their business relationships. The Board has adopted a Code of Business Conduct and Ethics (the "Code") applicable to all of its directors, officers and employees.

The Code has been developed to communicate to directors, officers and employees standards for business conduct in the use of the Company, resources and assets, and to identify and clarify proper conduct in areas of potential conflict of interest. The Code is designed to deter wrongdoing and promote (a) honest and ethical conduct; (b) compliance with laws, rules and regulations; (c) prompt internal reporting of Code violations; and (d) accountability for adherence to the Code. The Board must also comply with the conflict of interest provisions of the Business Corporations Act (British Columbia), as well as the relevant securities regulatory instruments, to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

Nomination of Directors

The Corporate Governance and Nominating Committee is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of Shareholders. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, must show support for the Company's mission and strategic objectives, and a willingness to serve.

Compensation

The officers of the Company do not receive compensation directly from the Company and are instead remunerated by the Manager. The Board as a whole determines compensation for the Board. David Barr and Kelly Edmison are not considered independent and do not receive compensation from the Company in their capacity as directors. Wendy Porter and Ian Power, each of whom is considered independent, each receive \$2,500 per quarter for their services. In addition, each independent director receives \$500 per directors' meeting.

The negotiations and determination of fees payable to the Manager are decided by the independent Board members.

Other Board Committees

In addition to the Audit Committee, the Company has a Corporate Governance and Nominating Committee.

Assessment

The Corporate Governance and Nominating Committee performs an informal annual evaluation of the Board, which generally compares the performance of the Board with the requirements of the Mandate of the Board of Directors. In addition, their effectiveness is subjectively measured on an ongoing basis by each director based on their assessment of the performance of the Board, its committees or the individual directors compared to their expectation of performance. In doing so, the contributions of an individual director are informally monitored by the other Board members, bearing in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

PRINCIPAL HOLDERS OF SECURITIES

As at December 31, 2018, to the knowledge of the Manager, no person beneficially owns, directly or indirectly, or exercises control or direction over 10% or more of the voting rights attached to, more than 10% of the shares of any class of the Company.

The following table sets out the persons or companies who own, directly or indirectly, or exercise control or direction over, more than 10% of any class of voting securities of the Manager as at December 31, 2018:

Name	Designation of Securities	Type of Ownership	Percentage of Outstanding Shares
Garibaldi Venture Partners Ltd ¹	Common Shares	Beneficial	30%
Arbutus Family Holdings Ltd ²	Common Shares	Beneficial	22%
408198 BC Ltd ³	Common Shares	Beneficial	22%
Felix Narhi	Common Shares	Direct	10%

Notes:

1. Garibaldi Ventures Partners Ltd is 100% owned by David Barr.
2. Arbutus Family Holdings Ltd is 100% owned by Kelly Edmison.
3. 408198 BC Ltd is 100% owned by William Rand.

As of December 31, 2018, the directors and officers of the Company and the Manager hold, directly or indirectly, in aggregate: (a) 14.4% of all outstanding Class C Shares; (b) 62% of the outstanding shares of the Manager; and (c) less than 1% of the equity securities of any person or company that provides services to the Company or the Manager. No person or company that provides services to the Company or the Manager in relation to the Company is an affiliated entity of the Manager.

LEGAL AND REGULATORY ACTIONS

Legal Proceedings

The Company is not aware of any actual or pending material legal proceedings to which the Company or the Manager is or is likely to be party or of which any of its business or property is or is likely to be subject.

Regulatory Actions

No penalties or sanctions were imposed against the Company by a court relating to securities legislation or by a securities regulatory authority during the year ended December 31, 2018.

No penalties or sanctions were imposed by a court or regulatory body against the Company that would likely be considered important to a reasonable investor in making an investment decision.

The Company did not enter into any settlement agreements before a court relating to securities legislation or with a securities regulatory authority during the year ended December 31, 2018.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director, executive officer, person holding in excess of 10 percent of any class of securities of the Company, or any associate or affiliate of any such person has, within the three most recently completed financial years of the Company or the current year had, directly or indirectly, any material interest in any transaction which materially affected the Company or has, directly or indirectly, any material interest in any proposed transaction which would materially affect the Company,

TRANSFER AGENTS AND REGISTRAR

AST Trust Company (Canada) ("**AST**") is the registrar, dividend disbursing agent and transfer agent of the Class C Shares. AST's register of transfers for the Class C Shares is located at Suite 1600, 1066 West Hastings Street, Vancouver, BC V6E 3X1.

INTEREST OF EXPERTS

KPMG LLP, the auditor of the Company, is independent within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia.

RISK FACTORS

An investment in the Company is considered highly speculative in nature, carrying significant risks and should be undertaken only by investors who have sufficient financial resources to enable them to assume such risks and who have no need for immediate liquidity of their investment. Persons who cannot afford the loss of their entire investment should not purchase shares of the Company, and an investment in the Company should not constitute a major portion of an individual's portfolio.

There can be no assurance that an investment in the Company will earn a specified rate of return or any return in the short or long term. Investors should consider the following risk factors before purchasing shares of the Company.

Risks Relating to Company

An investment in the Company may be deemed speculative and is not intended as a complete investment program. Investing in shares should be considered only by persons financially able to maintain their investment and who can bear the risk of loss associated with an investment in the Company. Investors should review closely the investment objective, strategies and restrictions to be utilized by the Company as outlined herein.

Liquidity Risk for Investments

The Company's investments include Portfolio Companies whose securities are not publicly traded. Consequently, it may be relatively difficult for the Company to dispose of its investment in a Portfolio Company rapidly at favourable prices in connection with 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.

Liquidity Risk for Class C Shares

The Class C Shares are not redeemable. The Net Assets per Share of the Class C Shares fluctuates with the value of the Company's Net Assets, which could adversely affect the ability of a holder of the Class C Shares to dispose of them. While the Class C Shares trade on the TSX-V, an active trading market for the Class C Shares may not be available which would significantly impact the liquidity of such shares. Even if an active trading market for the 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.

Concentration Risk

The Company's portfolio consists of a relatively small number of Portfolio Companies. Currently One45 comprises over 40% of the Company's portfolio, D-Wave comprises over 20% of the Company's portfolio, and BasicGov comprises over 10% of the Company's portfolio, in each case by Net Asset Value. As a result, the Company would be substantially adversely affected by the unfavourable performance of any of these investments.

No Assurance of Objective or Return

There is no guarantee that the Company will be able to achieve its investment objective, or that the Company will earn a positive return or maintain or grow its Net Asset Value per share.

Lack of Investment Diversification

The Company does not have any specific limits on holdings in Portfolio Companies in any one industry or investee entity size and is currently focused on emerging technology companies. Accordingly, the Company's portfolio may be more susceptible to fluctuations in value resulting from adverse economic conditions affecting this industry than would be the case if the Company were required to maintain wide diversification.

Emerging Technology Risk

The Company invests primarily in emerging technology companies. The prospects for success of emerging technology companies depend critically on a number of factors which, given the limited

operating histories of some of them, may be difficult to evaluate. Investments in emerging technology companies are inherently risky, and in the case of failed businesses, may result in the total loss of capital invested in a Portfolio Company by the Company. The technology companies in which the Company invests will typically require additional capital, which the Company may not be able to provide or which may not be available from other sources.

Not a Mutual Fund or Investment Fund

The Company is not a mutual fund or an investment fund. The rules designed to protect investors who purchase securities of mutual funds or investment funds do not apply to the Company, and the Company is not subject to investment restrictions applicable to mutual funds or investment funds.

Trading Price of the Shares Relative to the Value of Net Assets

Securities of certain stock exchange listed companies in Canada have traded at a discount from the value of their net assets. This risk associated with securities of a listed corporation is a risk separate and distinct from the risk that the value of the Company's Net Assets may decrease. The Company cannot predict whether the Shares will trade at a discount from, a premium to, or at the value of the Company's Net Assets.

The market price of the Shares will likely be affected by macroeconomic developments around the world and market perceptions of the attractiveness of various economies, industries or companies.

The market price of the Shares at any given point in time may not accurately reflect the Company's long-term value. The market price of the Shares is determined by, among other things, the relative demand and supply of the Shares in the market, the Company's investment performance and investor perception of the Company's overall attractiveness as an investment as compared with other investment alternatives.

Reliance on the Manager

The Company relies upon the good faith and expertise of the Manager in providing investment advice and other services. If for any reason the Manager is unable or unwilling to provide investment advice to the Company, there could be significant adverse consequences to the Company.

The Company relies on the ability of the Manager to actively manage the Company's assets pursuant to the Management Agreement. The Manager will make the investment decisions in respect of the portfolio upon which the success of the Company will depend significantly. No assurance can be given that the approach utilized by the Manager in respect of the portfolio will prove successful.

Reliance on Key Personnel

The Company and the Manager depend, to a great extent, on the services of a limited number of individuals in connection with the services provided to the Company. The loss of such services or the loss of some key individuals could impair the ability of the Company and/or the Manager to perform its management and administrative activities on behalf of the Company.

Available Opportunities and Competition for Investments

The success of the Company's operations will depend upon, among other things: (i) the availability of appropriate investment opportunities; (ii) its ability to identify, select, acquire, grow and exit those

investments; and (iii) its ability to generate funds for future investments. The Company can expect to encounter competition from other entities having investment objectives similar to its own, including institutional investors and strategic investors. These groups may compete for the same investments as the Company, may be better capitalized, have more personnel, have a longer operating history and have different return targets than the Company. As a result, the Company may not be able to compete successfully for investments. In addition, competition for investments may lead to the price of such investments increasing which may further limit the Company's ability to generate desired returns.

There can be no assurance that there will be a sufficient number of suitable investment opportunities available to the Company or that such investments can be made within a reasonable period of time. There can be no assurance that the Company will be able to identify suitable investment opportunities, acquire them at a reasonable cost or achieve an appropriate rate of return. Identifying attractive opportunities is difficult, highly competitive and involves a high degree of uncertainty. Potential portfolio returns will be diminished to the extent that the Company is unable to find and make a sufficient number of investments.

Performance Fee

The payment of the Performance Fee to the Manager may create an incentive for it to cause the Company to make investments that are riskier or more speculative than if there were no Performance Fee. Since the Performance Fee payable under the Management Agreement is calculated on a basis that includes unrealized appreciation of the Company's Net Assets, the fee may be greater than if it were based solely on realized gains. In addition, the ordinary income of the Company (including dividends and interest received) is included in the calculation of the fee.

No Dividends

The Class C Shares are entitled to receive dividends at the discretion of the Board. However, the Company does not anticipate declaring any dividends on the Class C Shares for the foreseeable future. The Board may consider paying dividends on the Class C Shares in the future when operational circumstances, including earnings, cash flow, financial and legal requirements and business considerations, permit.

Expenses Ultimately Borne by the Shareholders

Fees and expenses borne by the Company will directly or indirectly impact the Net Assets per Share of the Class C Shares.

Future Dilution

Where, in the opinion of the Board and the Manager, additional capital is necessary or desirable to carry on the investment activities of the Company, the Company may create and issue additional Shares at a price and otherwise on terms and conditions determined by the Board and the Manager as provided for in the constating documents of the Company. Depending on the price at which such additional securities of the Company are offered for sale, the issuance of such additional securities could result in a dilution to existing Shareholders. In creating and issuing additional securities of the Company, the Board and the Manager will comply with the requirements of applicable securities legislation and will act in the best interests of the Company and its Shareholders.

Conflicts of Interest

The Manager provides management services to other investment entities, which may invest in securities similar to the portfolio of the Company. The Manager has a fiduciary duty to each of these clients (including the Company) and will need to balance any competing interests. Circumstances (including with respect to future corporate opportunities) may arise that may be resolved in a manner that is unfavourable to the Company.

Equity Risk

The Company invests in public and private companies and the value of the Company will increase or decrease with the value of such assets. The Company's valuation process for its Portfolio Companies is based on inherent uncertainties and the resulting values may differ from values that would have been used had a liquid market existed for the investments.

Investments in Portfolio Companies made by the Company will generally lack liquidity and involve a longer than usual investment commitment. Losses are typically realized before gains, and the Company may be required to dispose of investments before any returns are received therefrom.

Investments in Private Issuers

Portfolio Companies whose securities are not publicly traded are not subject to the disclosure and other investor protection requirements that would be applicable if their securities were publicly traded. The Company's portfolio consists of securities issued by privately held Portfolio Companies. There is generally little or no publicly available information about such companies and the Company must rely on the diligence of the Manager to obtain the information necessary for its decision to invest in them. There can be no assurance that the diligence efforts of the Manager will uncover all material information about the privately held business necessary for the Company to make a fully informed investment decision.

Valuation of the Company's investments

The Net Asset Value per Share will vary directly with the market value and return of the investment portfolio of the Company. The Company's valuation of its investment portfolio may involve uncertainties and judgmental determinations and, if such valuations should prove to be incorrect, the value of the Company's Net Assets and its shares could be adversely affected. Independent pricing information may not at times be available regarding certain of the Company's investments, particularly where securities are not publicly traded. Valuation determinations will be made in good faith in accordance with the valuation principles established by the Company from time to time.

The Company may from time to time hold Portfolio Company investments that by their very nature may be difficult to value accurately. To the extent that the value assigned by the Company to any such investment differs from the actual value, the Net Assets per Share may be understated or overstated, as the case may be. In light of the foregoing, there is a risk that if an investor sells all or part of its Shares while the Company holds such investments, it may realize an amount less than it might have if the actual value of such investments was higher than the value designated by the Company. Further, there is risk that a new shareholder (or an existing shareholder who makes an additional investment) could pay more than it might otherwise if the actual value of such investments is lower than the value designated by the Company.

Shareholder activism

From time to time, the Company invests in issuers with features that the Manager believes depress the fundamental value of the issuer and its securities. In those circumstances, the Company will take a position in that issuer, sometimes a material position, and may initiate or work with other key shareholders in initiating corporate change. Although the Manager will act prudently and in accordance with applicable laws, such shareholder activism opens the Manager, and possibly the Company and other funds and managed accounts on whose behalf it is acting, to certain risks, including the risk of litigation by existing management or other shareholders, the risk that trading in such issuers' securities may become suspended, and the risk that the Company's investment in such issuers will be treated as part of a larger control block and subject to statutory restrictions on liquidity.

Due Diligence

The due diligence process that the Company undertakes in connection with investments may not reveal all facts that may be relevant in connection with an investment. Before making investments, the Company conducts due diligence that it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence, the Company may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence process to varying degrees depending on the type of investment. Nevertheless, when conducting due diligence and making an assessment regarding an investment, the Company relies on the resources available to it, including information provided by the target of the investment and, in some circumstances, third-party investigations. The due diligence investigation that the Company will carry out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Moreover, such an investigation will not necessarily result in the investment being successful.

Portfolio Company Operating Losses

The Company may have limited information about the financial performance and profitability of some of our Portfolio Companies. Many of the Company's portfolio companies are currently experiencing operating losses. There can be no assurance when or if such companies will operate at a profit.

Non-Controlling Interests

The Company's investments includes debt instruments and equity securities of Portfolio Companies that it does not control. These instruments and securities may be acquired in the secondary market or through purchases of securities from the issuer. These investments are subject to the risk that the Portfolio Company may make business, financial or management decisions with which the Company does not agree, or that the majority stakeholders or the management of the company may take risks or otherwise act in a manner that does not serve the Company's interests. If any of the foregoing were to occur, the values of the Company's respective investments could decrease and its financial condition, results of operations and cash flow could suffer as a result.

Intellectual Property

The industry in which the Company currently primarily invests has many participants that own, or claim to own, proprietary intellectual property. Some of the issuers that the Company invests in may become subject to claims from third parties claiming that the issuers have infringed on intellectual property rights. Determination of the rights to intellectual property is very complex, and costly litigation may be

required to establish if an issuer has violated the intellectual property rights of others. As a result of such claims, some of the Company's investments could be subject to losses arising from issuers being subject to product injunctions, awards for damages and third party litigation costs, requirements to license intellectual property, legal expenses, diversion of managements' time and attention, and other costs.

Cyber security risk

The Company is exposed to cyber security risk, which is the risk of harm, loss and liability resulting from a failure or breach of an organization's information technology systems. In general, cyber security risks can result from deliberate attacks or unintentional events and may arise from external or internal sources. Cyber security risks include, but are not limited to, third-parties gaining unauthorized access to digital systems (e.g. through "hacking" or malicious software coding) for the purpose of misappropriating assets or sensitive information, corrupting data, damaging equipment or systems, or causing operational disruption. Cyber security risks may also include denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users). Cyber security risks have the ability to negatively impact the Company and the Shareholders by, among other things, disrupting and impacting the Company or Manager's business operations, disrupting and impacting business operations of Portfolio Companies and impeding trading by or in the Company. Cyber security risks can result in significant financial losses and cause violations of applicable privacy and other laws.

The Manager has established business continuity plans and risk management systems to address cyber security risks. There are inherent limitations in such plans and systems, including the possibility that certain risks have not been identified or appropriately protected against. Furthermore, the Company cannot control the cyber security plans and systems put in place by its service providers, the businesses it invests in or any other third party whose operations may affect the Company or its Shareholders. However, the Company does ensure that any service providers deemed critical to the Company's functions have proper security measures and controls in place.

Changes in Legislation and Administrative Policy

There can be no assurance that certain laws applicable to the Company, including income tax laws, will not be changed in a manner which could adversely affect the value of the Company. In addition, there can be no assurance that the administrative policies and assessing practices of the Canadian Revenue Agency will not be changed in a manner which adversely affects the Shareholders. The Company may also be affected by changes in regulatory requirements, customs, duties or other taxes in Canada or foreign jurisdictions. Such changes could, depending on their nature, benefit or adversely affect the Company.

Enforcement of Rights

The Company's assets may be held in accounts by custodians or pledged to creditors of the Company as per applicable law in jurisdictions outside of Canada so that there can be no assurance that judgments obtained in Canadian courts will be enforceable in any of those jurisdictions. It is possible that events such as the expropriation, confiscatory taxation or nationalization of foreign bank deposits or other assets may occur, which may result in the Company being unable to enforce its legal rights or protect its investments.

Legal principles relating to corporate affairs and the validity of corporate procedures, directors' fiduciary duties and liabilities and shareholders' rights may differ from those that may apply in other

jurisdictions. Shareholders' rights under foreign law may not be as extensive as those that exist under the laws of Canada. The Company may therefore have more difficulty asserting its rights as a shareholder of a foreign company in which it invests than it would as a shareholder of a comparable Canadian company.

Leverage Risk

The Company may borrow additional capital to invest in existing Portfolio Companies for the purpose of enhancing the potential returns of the Company. The risk to Shareholders may increase if the securities purchased with borrowed money decline in value. While the use of leverage can increase the rate of return, it can also increase the magnitude of loss in unprofitable positions beyond the loss which would have occurred if there had been no borrowings. The interest expense and other costs incurred in connection with such borrowing may not be recovered by appreciation in the securities purchased or carried. Leveraging will thus tend to magnify the losses or gains from investment activities.

There can be no assurance that the borrowing strategy employed by the Company will enhance returns, and it may, in fact, reduce returns.

Risks Relating to the Portfolio Companies and Their Operations

The Company's three largest investments, One45, BasicGov and D-Wave (together, the "**Significant Investees**") are subject to certain risks which are described below.

Need for Future Financings

The Significant Investees' capital requirements will depend on many factors. If they experience unanticipated cash requirements they may need to seek additional sources of financing, which may not be available on favorable terms, if at all. Future financings could dilute the Company's interests in a Significant Investee. In the event a Significant Investee does not succeed in raising additional funds on acceptable terms, it may be forced to discontinue product development and/or commercialization, reduce or forego sales and marketing efforts, forego attractive business opportunities or discontinue operations.

Personnel

Each Significant Investee's ability to recruit and retain personnel is crucial to its ability to develop market, sell and support its products and services.

Each Significant Investee depends on the services of its key technical, sales, marketing and management personnel. The loss of any of these key persons could have a material adverse effect on such Significant Investee's results of operations and financial condition. Each Significant Investee's success is also highly dependent on its continuing ability to identify, hire, train, motivate and retain highly qualified technical, sales, marketing and management personnel. Competition for such personnel can be intense, and the Company cannot provide assurance that it will be able to attract or retain highly qualified technical, sales, marketing and management personnel in the future. A Significant Investee's inability to attract and retain the necessary technical, sales, marketing and management personnel may have a material adverse effect on its future growth and profitability. It may be necessary for the Significant Investees to increase the level of compensation paid to existing or new employees and contractors to a degree that its operating expenses could be materially increased.

Competition

Each Significant Investee experiences and will continue to experience intense competition from other organizations with more established sales and marketing presence, more advanced technology and technical services and greater financial resources. Competitors may announce new products, services or enhancements that better meet the needs of customers or changing industry standards. Furthermore, additional competitors may enter the market and competition may intensify. Increased competition may cause price reductions, reduced gross margins and loss of market share, any of which could have a material adverse effect on a Significant Investee's business, results of operation and financial condition.

Additional SaaS Risks

Each of One45 and BasicGov are SaaS companies and are subject to the additional risks described below.

Changing Technology

The markets for these Significant Investees' products are characterized by rapidly changing technology, evolving industry standards and increasingly sophisticated customer requirements. The introduction of products embodying new technology and the emergence of new industry standards can render the Significant Investees' existing products obsolete and unmarketable and can exert price pressures on existing products. It is critical to the success of the Significant Investees that they are able to anticipate and react quickly to changes in technology or in industry standards and to successfully develop and introduce new, enhanced and competitive products on a timely basis. There can be no assurance that the Significant Investees will successfully develop new products or enhance and improve their existing products, that new products and enhanced and improved existing products will achieve market acceptance or that the introduction of new products or enhanced existing products by others will not render their products obsolete. The Significant Investees' inability to develop products that are competitive in technology and price and that meet end-user needs could have a material adverse effect on such Significant Investee's business, financial condition or results of operations.

Dependence on Market Growth

There can be no assurance that the market for these Significant Investees' existing software will continue to grow, that customers will continue to adopt the Significant Investees' software or that the Significant Investees will be successful in establishing markets for their new products. If the various markets in which the Significant Investees' products are offered fail to grow, or grow more slowly than they currently anticipate, or if the Significant Investees' are unable to establish markets for their new products, their businesses, operating results and financial condition could be materially adversely affected.

Niche Markets

Each of these Significant Investees' services are attempting to create a niche in the industry and may not achieve or sustain market acceptance. To address these risks, a Significant Investee must, among other things, appeal to consumers; implement and successfully execute its business and marketing strategy; implement and upgrade the technology and systems that it uses to serve its information and subscriber bases and process client and customer transactions and payments; respond to competitive developments; and attract, retain, and motivate qualified personnel. The Company cannot assure that

the Significant Investees will successfully address these risks, and failure to do so could have a negative impact on their business, operating results and financial condition.

Additional Development Company Risks

One of the Significant Investees, D-Wave, is a development stage company in the field of quantum computing systems and has not yet commercialized its technology. Additional risk factors applicable to D-Wave are set out below.

Commercialization

D-Wave may not be able to achieve commercialization of its products on the timetable it anticipates, or at all. D-Wave has no experience developing products on a commercial basis. The Company can not guarantee that D-Wave will be able to develop commercially viable products, commercial volume manufacturing processes, or commercially viable sales volume.

Successful Execution of Business Plan and Operating Losses

D-Wave may not be able to successfully execute its business plan. The execution of its business plan is based on numerous assumptions and includes many challenges. Significant cost overruns on programs or significantly higher costs than expected may result in certain research and development activities being delayed or terminated, resulting in changes or delays in achieving commercialization.

D-Wave cannot predict with certainty future revenues or results from operations. D-Wave has experienced operating losses and negative operating cash flows since inception and anticipates that operating expenses will continue to exceed funds received from revenues in the next year. The Company has no assurance that sufficient financing will be available to D-Wave to continue in operation for the foreseeable future. Ongoing operations are dependent on D-Wave's ability to obtain debt and equity financing or to generate profitable operations in the future. Please also refer to "*Need for Future Financings*", above.

MATERIAL CONTRACTS

The Company's only material contract is the Management Agreement between the Manager and the Company, pursuant to which the Manager agreed to direct the affairs and manage the business of the Company. See "*Responsibility over Company Operations*" for a description of the Manager's duties and responsibilities.

A copy of the Management Agreement (i the amendment dated March 7, 2019) is available on SEDAR and may also be inspected at the head office of the Manager during ordinary business hours.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on SEDAR at www.sedar.com. Additional information, including directors' and officers' remuneration, indebtedness and principal holders of the Company's securities is contained in the Company's management information circular for its annual meeting of shareholders held on May 23, 2018. Further information is also provided in the Company's financial statements and MD&A for its financial year ended December 31, 2018.

SCHEDULE A

Audit Committee Charter

A. PURPOSE

The purpose of the Audit Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Pender Growth Fund Inc. (the “Company”) in fulfilling its statutory responsibilities. The Committee shall review the quarterly and annual financial statements and related financial reporting and disclosure of the Company, oversee the accounting and financial reporting systems and processes of the Company, ensure there is an effective system of internal financial controls in operation, review the Company’s compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information and oversee the performance of the Company’s independent auditors. The Committee shall also perform the duties as described in Section C “Duties and Responsibilities” below.

B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board.
2. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee the majority of whom are affirmatively confirmed as independent by the Board. In addition, a majority of them must satisfy the independence requirements applicable to members of audit committees under National Instrument 52-110 – Audit Committees of certain of the Canadian Securities Administrators and the requirements of any other applicable legislation of stock exchange rules, subject to any exemptions or relief that may be granted from such requirements. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
3. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.
4. Each member of the Committee shall have the ability to read and understand a set of financial statements that present a breadth and level of complexity of the issues that can be reasonably be expected to be raised by the Company’s financial statements.
5. A member of the Committee may accept a compensatory fee from the Company only in his or her capacity as a member of the Committee, the Board or Board committee. A member of the Committee may not, other than in his or her capacity as a member of the Committee, the Board or other Board committee, accept consulting, advisory or other compensatory fee from the Company, and may not be an affiliated person of the Company or subsidiary thereof.
6. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other. The Committee shall have access to such officers and employees of the company and to the company’s external auditors, and to such information respecting the company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
7. Members shall serve one year terms and may serve consecutive terms. No member of the Committee may serve on the audit committee of more than three other public companies at the

same time as being a member of the Committee, unless the Board has determined that such simultaneous service would not impair the ability of such member to effectively serve the Committee.

8. Meetings of the Committee shall be conducted as follows:
 - (a) The Committee shall meet at least as often each year as the company is required under applicable securities laws to prepare and file financial statements at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
 - (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee in which a matter related to the audit of the financial statements of the Company is to be discussed and shall be entitled to attend such meetings, subject to the determination by the Committee to exclude them from all or any part of the meeting to the extent permitted under applicable law;
 - (c) management representatives may be invited to attend all meetings except private sessions with the external auditors;
 - (d) the Committee may invite to a meeting any officers or employees of the Company, legal counsel, advisors and other persons it considers necessary or desirable in order to carry out its responsibilities;
 - (e) a written resolution signed by all Committee members entitled to vote on the resolution at a meeting of the Committee is as valid as one passed by at a Committee meeting;
9. The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the COMPANY as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

C. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee shall be as follows:

1. Review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval. As part of this process, perform a self-assessment of the Committee's performance of its duties.
2. Assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly consolidated financial statements and related financial disclosure.
3. To establish and maintain a direct line of communication with the Company's internal and external auditors and assess their performance; to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and to report regularly to the Board on the fulfilment of its duties and responsibilities.

4. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:
 - (a) to recommend to the Board a firm of external auditors to be engaged by the Company and to verify the independence of such external auditors;
 - (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
 - (c) review the audit plan of the external auditors prior to the commencement of the audit and ensure that no restrictions are placed on the scope of their review and examination of the Company's accounts;
 - (d) to review with the external auditors, upon completion of their audit:
 - (i) contents of their report;
 - (ii) scope and quality of the audit work performed;
 - (iii) adequacy of the Company's financial and auditing personnel;
 - (iv) co-operation received from the Company's personnel during the audit;
 - (v) internal resources used;
 - (vi) significant transactions outside of the normal business of the Company;
 - (vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
 - (viii) the non-audit services provided by the external auditors;
 - (e) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles; and
 - (f) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.
5. The duties and responsibilities of the Committee as they relate to the Company's internal auditors are to:
 - (a) periodically review the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department;
 - (b) review and approve the internal audit plan; and
 - (c) review significant internal audit findings and recommendations, and management's response thereto.
6. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:

- (a) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
 - (b) review compliance under the Company's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;
 - (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and
 - (d) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.
7. The Committee is also charged with the responsibility to:
- (a) review and approve the Company's quarterly financial statements, the notes thereto, the management discussion and analysis (MD&A) and related press releases of the Company and report to the Board with respect thereto;
 - (b) review and approve the Company's annual financial statements, the notes thereto, the management discussion and analysis (MD&A) and related press releases of the Company following the examination thereof by auditor and report to the Board with respect there to;
 - (c) review and approve the planned scope of the examination of the annual financial statements and all related audit activities by the auditor of the Company, including expected audit fees;
 - (d) review and approve any prospectus and annual information form and report to the Board with respect there to;
 - (e) review and approve the accounting principles and practices to be applied and followed by the Company during the fiscal year and any significant changes from those applied and followed during the previous year;
 - (f) review the adequacy of the systems of internal accounting and audit policies, practices and controls established by the Company, and discuss with the auditor the results of its reviews and reports;
 - (g) review all litigation and claims involving or against the Company which could materially adversely affect its financial position and which the auditor or any officer of the Company may refer to the Committee;
 - (h) approve the Company's Disclosure Policy and review and assess the adequacy of the policy on an annual basis;
 - (i) review and approve all related party transactions as defined by the rules of the applicable regulatory authorities;

- (j) review the status of taxation matters of the company, the short term investment strategies respecting the cash balance of the Company, the hedging strategies of the Company, the adequacy of all insurance policies maintained by the Company and the Company's reserves with respect to environmental, health and safety matters;
- (k) conduct or undertake such other duties as may be required from time to time by applicable regulatory authorities, including the TSX Venture Exchange or any other stock exchange.
- (l) review regulatory filings and decisions as they relate to the Company's consolidated financial statements;
- (m) review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
- (n) review and report on the integrity of the Company's consolidated financial statements;
- (o) review the minutes of any audit committee meeting of subsidiary companies;
- (p) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements;
- (q) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and
- (r) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board of Directors following each annual general meeting of shareholders.

The Chairman of the Committee will ensure minutes of the proceedings of all meetings of the Committee are maintained and available to the Board when requested. The Chairman of the Committee will ensure that the Corporate Secretary is provided with a copy of all minutes.

D. OTHER

The Committee will review and adopt annually a procedure through which employees and others can confidentially and anonymously inform the Committee regarding any concerns about the Company's accounting, internal accounting controls or auditing matters.

Ensure that no individual who is, or in the past three years has been, affiliated with or employed by a present or former auditor of the Company or an affiliate, is hired by the Company as a senior officer until at least three years after the end of either the affiliation or the auditing relationship unless compliance with the TSX Venture Exchange and the requirements of such other securities exchange or quotations system or regulatory agency as may from time to time apply to the Company is confirmed.

Ensure that management does not engage the auditors for any services which the Committee does not provide prior written approval.



Pender Growth Fund Inc.

Managed by:

PenderFund Capital Management Ltd.

1640 – 1066 West Hastings St.

Vancouver BC V6E 3X1

1-866-377-4743