April 2020

# AIP Convertible Private Debt Fund LP





Effective January 22, 2020, AIP Global Macro Fund LP name changed to AIP Convertible Private Debt Fund LP. AIP Asset Management has entered into an agreement with Ninepoint Partners LP ("Ninepoint") pursuant to which Ninepoint will distribute the Class A and Class F Non-Voting Common Shares offered hereunder for AIP Convertible Private Debt Fund LP (the "Fund")

### Presentation Agenda

- About Ninepoint Partners
- Firm Overview: AIP Asset Management
- AIP Convertible Private Debt Fund LP\*
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## Ninepoint Partners Firm Overview

### Firm Overview: Ninepoint Partners<sup>+</sup>

- Ninepoint Partners manages unique alternative investment solutions that strive to offer investors the benefits of better diversification. We target investment strategies that are uncorrelated from traditional asset classes, with the goal of lowering overall portfolio risk.
- As a team, we have a long track-record of managing alternative income, real asset and alternative core strategies.
- Ninepoint Partners, a wholly owned subsidiary of Ninepoint Financial Group, has ~75 employees and \$6.4\* billion in assets under management, including institutional contracts.

\*Includes: Ninepoint Partners, AUM of \$3.5B as at December 31, 2019; Ninepoint Institutional, institutional contracts of \$2.9B as at December 31, 2019; all Canadian currency

<sup>†</sup> Effective August 1, 2017, Ninepoint Partners LP purchased Canadian diversified assets, including actively managed hedge and mutual funds, from Sprott Asset Management

About AIP Asset Management

### Firm Overview: AIP Investment Management ("AIP")

- Founded in 2013, AIP Asset Management has gained a reputation for its innovative approach to private debt investing, and strives to protect the principal investment while gaining upside market exposure to small cap companies.
- At the 2019 Canadian Hedge Fund Awards program, AIP Convertible Private Debt Fund LP (formerly AIP Macro Fund LP), took home all three awards (1, 3- & 5-year Return)<sup>1</sup> in the Private Debt category.
- In 2019 AIP was nominated for HFM US Performance Awards in the Event Driven and Credit categories. AIP won the Best Macro Hedge Fund in Canada Award in 2017 (Hedgeweek Global Awards)<sup>3</sup>, and the management team was nominated for the E&Y Entrepreneurs of the Year in 2014 and received the Sustainable Development Goals (SDGs) Recognition Award (2017) – UN Association in Canada, Toronto Branch
- Investment philosophy that integrates research and due diligence on all factors of the decision making process; understanding the client, managing risk, minimize fees and taxes, uphold the highest standards of ethics and build trust.

#### 12th Annual Canadian Hedge Fund Awards and Conference





Sustainable Development Goals (SDGs) Recognition Award (2017)

2 https://www.acq-intl.com/awards/hedge-fund-awards/

3 https://www.hedgeweek.com/2017/03/03/249180/hedgeweek-global-awards-2017-winners

### **Principal Biographies**



**Jay Bala, CFA** is the CEO and Senior Portfolio Manager of AIP Asset Management. Jay previously worked as an Associate Portfolio Manager with Kingsmont Investment Management and Third Eye Capital as an Investment Analyst. Jay holds a Bachelor of Commerce from the University of Toronto and is a CFA charter holder. In 2014, Jay was a nominee for the Ernst & Young Entrepreneur of the Year Award.



Alex Kanayev, MBA, CPA, ICD.D is a co-founder & Chairman of AIP Asset Management and a Member of the Advisory Board. He sits on the board of several companies and is Managing Partner at AIP Private Capital. Previously, he worked as Senior Vice President at Third Eye Capital and was Portfolio Manager at BMO Financial Group. Alex received his MBA from Schulich School of Business at York University and is a CPA charter holder and has an ICD.D designation from the Institute of Corporate Directors. In 2014, Alex was a nominee for the Ernst & Young Entrepreneur of the Year Award.



**Karl Lohwater, JD, LLM (Taxation)** is the CCO of AIP Asset Management. Previously, Karl was General Counsel of two of the world's largest actuarial and human resources consulting firms, Towers Perrin (now Willis Towers Watson) and Buck Consultants (now Buck Global). He was also the President, CCO, and Financial and Operations Principal of broker-dealer subsidiaries of Mellon Financial Corporation (now Bank of New York Mellon). Karl received his J.D. from Columbia University Law School and LLM (Taxation) from New York University Law School



**Karim Mecklai** is the Vice President of business development at AIP Asset Management. Previously, Karim worked at Portfolio Strategies Securities Inc. (PSSI), B2B Bank, Beacon Wealth Management, Dundee Wealth and Assante Wealth Management. During his time at Assante, Karim was registered as a Regional Vice President (RVP) for Central Canada region. Karim holds a Bachelor of Arts in Economics from the University of British Columbia.

### **Quality Infrastructure**

### **CREDIT COMMITTEE**



AIP Convertible Private Debt Fund LP\*

\*Effective January 22, 2020, AIP Global Macro Fund LP name changed to AIP Convertible Private Debt Fund LP

AIP Asset Management (the "Administrator") has retained Ninepoint Partners LP ("Ninepoint"), to provide exempt market dealer, distribution and marketing services on an exclusive basis with respect to the offering of the Class A Shares and the Class F Shares for AIP Convertible Private Debt Fund LP (the "Fund").

### AIP Convertible Private Debt Fund LP

Provide access to senior secured convertible asset based loans to public North American small cap companies with a focus on generating superior risk-adjusted returns and capital protection

#### **Overview:**

- Top down industry analysis used to identify favorable sectors based on present macro themes
- Senior secured convertible loans with the ability to convert to publicly traded common shares at a discount
- Generate synergies and value by assisting borrowers on growth and acquisition plans

#### **Capital Protection:**

- Fully supported by sufficient collateral and senior liens on critical assets of the borrower with a preference for self liquidating collateral
- Disciplined underwriting and monitoring process to ensure capital protection
- Additional loan security including corporate/personal guarantees, confession of judgement and blocked accounts.

### Equity Upside & Downside Protection:

- Convertible loans allow for investors to
  - Participate on upside to growing industries in rising markets
  - Protect their principal and receive interest on loans in falling markets
- Bonus equity, warrants and revenue participation



Typical Loan Characteristics*			
Average LTV** ~50%			
Average Term	12 – 18 months with ability to renew		
Structure	Equity convertible with bonus shares/warrants or royalties		
Amortizing Term Loan	Bullet, fixed payment or excess cash flow sweep		
Typical Loan Size	\$1mm - \$10mm		

\*For illustrative purposes only. \*\*Loan to enterprise value †After the first twelve months

### **Convertible Private Debt Focus**

- Convertible Debt is a type of short term lending instrument that gives the investor an option to convert their investment to equity at a prespecified price
- Has the benefit of capturing upside market potential while maintaining the principal protection properties of debt
- Senior secured convertible debt has target rates of 9% to 12% per annum (at individual investment level)
- With a Macro focus, AIP targets attractive, growing sectors for prospective transactions



1.	Identify sectors that are based on present macro themes and target debt financing.
2.	Identify companies in attractive sectors that require short term financing, then screen for companies with attractive prospects for success, strong management teams and utilize assets to secure debt.
3.	Negotiate loan terms without limitation securing loans, with assets and taking a lien on the borrower's bank accounts. Loans required are either convertible to shares or an additional royalty and equity warrant is needed.
4.	Monitor companies we have lent money to until exit. Monitoring is pro-active with periodic discussions with management, site visits and field examinations if required.
5.	Convert loans to shares and sell, or stay in loans and collect interest, depending on the environment and the market performance of the borrower. Under liquidity constraints, the loans can be converted to shares and sold in the open market.

### Market Opportunity

The sub \$100 mm market cap space is often overlooked by larger investors and has been a lucrative niche for AIP. Our strategy of growing these companies through acquisitions/mergers/growth financing is a repeatable process and we have perfected our investment strategy over the last 5 years.

### 1. Focus on publicly listed companies sub \$100 million market capitalization

- These markets are not efficient and these companies have higher growth rates
- Lack of capital, limited investment banking relationships and limited equity research coverage
- AIP funding allows these companies to quickly grow through acquisitions, mergers and growth financing
- Once these companies are bigger than \$100 mm market cap, they get greater liquidity, more IB and research
- AIP alpha generated by the following: helping with M&A, capital market expertise, increased liquidity since they are a larger company which may result in higher share prices.
- Large Potential Market over 20,000 publicly listed companies with market cap less than \$100 million
- 3. Private Debt (Senior Secured Convertible Debt) into public companies
  - This strategy is a minor change to the current private debt model in that we invest predominantly in smaller cap public companies
  - Private debt good downside protection but limited upside
  - Equity good upside potential but limited downside protection
  - AIP strategy downside protection with upside participation

### **AIP Investment Strategy**

Pursuing Opportunities				
Principal Protection	Credit availability is tied directly to valuable assets			
Inefficient Market	Directly originated loans with customized structure and terms			
Promising Firms	Strong business models with strong committed management teams			

Mitigating Risk				
Collateral Risk	Senior-level overcollateralization; cash dominion			
Liquidity Risk	Publicly traded stocks, visible collateral values, marketable securities, and short duration			
Execution Risk	Rigorous due diligence, active monitoring, and operational input; structured to optimize risk/return			

### **Typical Loan Structure**

#### Senior secured revolving and term credit facilities

- Privately-negotiated, senior secured debt intended to convert to common shares at discount
- 1st lien secured by critical business assets, with preference for selfliquidating collateral
- Target average LTV/EV of <50% with dynamic borrowing base to ensure constant coverage
- Cash dominion and outside guarantees, including personal guarantees

#### All-seasons financing

• Working capital, refinancing, capital expenditures, mergers and acquisitions, bridge, turnaround, debtor-in-possession, and exit financing

#### Short-to-medium term maturities

- 12-18 months committed term with renewals
- Bullet, balloon, fixed payment, or excess cash flow sweep amortization

#### **Contractual Returns**

- Cash interest that is generally floating with floor, or high fixed rate on term debt
- Fees for closing, amendment, standby, renewal, and waivers

#### **Contingent returns**

- Bonus equity, revenue participation, or other conditional benefits for alignment
- Incremental upside and positive optionality on borrowers' success

### Loan Origination and Financing Process



Strictly private and confidential. For accredited investors only.

### **Risk Management**

<ul> <li>Management and key stakeholder meetings</li> </ul>
Multiple site visits and field audits
Asset appraisals by industry experts
Market and competitive analysists
Stress testing and liquidation analysis
Background checks
<ul> <li>Senior priority lien on critical assets with full control of invested debt</li> <li>Overcollateralization throughout loan term</li> <li>Dominion over borrower cash and key bank accounts</li> </ul>
<ul> <li>Monthly borrowing base and collateral monitoring</li> <li>Monthly reporting package and risk rating refresh</li> <li>Periodic site visits and field exams</li> <li>Periodic refresh of asset appraisals by industry experts</li> </ul>

### AIP Convertible Private Debt Fund LP

Please refer to Offering Memorandum for full terms and conditions of the Offering.

Management Fees	Class A: 2.00% Class F: 1.00%
Performance Fees <sup>1</sup>	20% of return over the High Water Mark
Redemptions <sup>2</sup>	Monthly (180 days notice)
Subscription	Open
Distributions	No Distributions
Minimum Investment	\$25,000
Minimum Hold	24 months (5% penalty for early redemption in year 1, 1% penalty for early redemption in year 2)
Legal Counsel	AUM Law
Auditor	KPMG
Administrator	DataCore Fund Services Inc. (current) and SS&C starting July 2019
Custodian	Laurentian Bank

1. A performance fee will be paid quarterly on the last business day of each calendar quarter (each a "Performance Valuation Date"). The performance fee will be equal to 20% of the increase in the net asset value of each Unit (the "Net Asset Value per Unit") from the previous High Water Mark for such Unit. The "High Water Mark" for a Unit issued more than 12 months before the Performance Valuation Date is the highest Net Asset Value per Unit on each of the four previous Performance Valuation Dates. The "High Water Mark" for a Unit issued less than 12 months before the Performance Valuation Date is the highest Value per Unit on the date of issuance of the Unit and on each subsequent Performance Valuation Date, if any, prior to the Performance Valuation Date on which the Performance Amount is to be paid.

2. If during any three-month period, the Manager has received from one or more Unitholders an acceptable Redemption Notice to redeem in aggregate 10%

16 or more of the outstanding Units, the Manager may, in its discretion, choose to redeem such Units in equal Unit amounts over a period of up to 12 months

# Performance & Positioning

### AIP Convertible Private Debt Fund LP\*\* Fund Performance (%)\*

As of March 31, 2020

	JAN	FEB	MAR	APR	MAY	JUN	JUL	AUG	SEP	ОСТ	NOV	DEC	YTD
2020	0.76	0.55	0.97										2.29
2019	1.07	0.92	1.96	1.15	3.30	0.63	0.62	1.10	0.05	1.96	1.07	2.89	18.15
2018	5.41	-0.46	0.52	1.49	4.28	7.19	4.57	10.70	-0.34	-2.40	1.56	-6.41	28.07
2017	3.26	-0.41	0.53	0.64	1.36	-0.18	-2.88	-0.09	1.99	8.53	9.36	-1.99	21.20
2016	33.20	-0.60	1.90	3.60	-2.30	1.50	2.50	2.40	0.10	1.00	3.40	-3.82	46.28
2015	4.70	2.30	5.00	-1.50	0.80	2.30	2.50	3.60	4.20	3.60	0.80	34.12	77.04
2014	6.60	6.90	5.00	0.70	2.80	0.50	0.40	6.50	2.70	10.60	2.40	5.16	62.18

\*Class A

\*\*Effective January 22, 2020, AIP Global Macro Fund LP name changed to AIP Convertible Private Debt Fund LP

The indicated rates of return are the historical annual compounded total returns including changes in share value and reinvestment of all dividends. Please refer to the Disclaimer for additional information.

### Fund Return Attribution for Convertible Transactions

**Cumulative Fund Return Attribution** 



Average based on returns from 2014 to 2018

### Impact of adding AIP to the Traditional Portfolio

Using the optimal portfolio instead of the traditional increases annual returns by an average of 13.4%, with a slightly lower standard deviation, while downside risk falls from 7.01% to 5.54% for the 5 years ended December 31, 2018.



Return Comparison: Traditional Portfolio vs. Portfolios with Various Allocations to AIP

Traditional portfolio is defined as 60% Equity and 40% Bonds. The S&P 500 was used for equity allocations and the Core Canadian Universe Bond Index ETF was used for the bond allocation. It was assumed that all private debt allocations have been made to AIP's hedge fund. Allocations to AIP's hedge fund were made by decreasing equity and bond allocations pro rata. Calculations use 5 years of data for the period ending December 31, 2018.

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### **Optimal Allocation Statistics**

Allocation	5% AIP Allocation	13% AIP Allocation	20% AIP Allocation
Annual excess return in (\$)	\$500	\$1,300	\$2,000
Annual excess return (%)	5.20%	13.40%	20.50%
Decrease (Increase) Volatility	0.68	0.05	(1.32)
Decrease in downside risk	0.77	1.47	1.81
Decrease in max drawdown	1.98	4.15	4.18
Correlation with traditional portfolio	0.95	0.74	0.56

A 13% allocation (Optimal), also results in reduced volatility, with lower annualized downside risk and a lower maximum drawdown

# Impact of allocating funds to Private Debt on risk and returns

#### Allocation **5% AIP** 13 % AIP (Optimal) 20% AIP **Traditional Portfolio** 89.03 130.09 165.59 63.03 **Total Return Standard Deviation** 8.91 9.54 10.91 9.59 (Annualized) **Downside Risk** 6.24 5.54 5.20 7.01 (Annualized) VaR (Ex-Post) -0.58 -0.93 -0.82 -0.68 **Sharpe Ratio** 1.44 1.83 1.93 1.00 Maximum Drawdown -9.52 -7.35 -7.32 -11.50 Maximum Drawdown 79.00 79.00 84.00 79.00 Length Semi-variance 8.90 7.07 10.02 7.74 (Annualized) Sortino Ratio Vs. 1.44 2.25 2.98 0.95 **Risk Free**

#### 5 Year/ Return Analysis for the Period Ending December 31, 2018

Traditional portfolio is defined as 60% Equity and 40% Bonds. The S&P 500 was used for equity allocations and the Core Canadian Universe Bond Index ETF was used for the bond allocation. It was assumed that all private debt allocations have been made to AIP's hedge fund. Allocations to AIP's hedge fund were made by decreasing equity and bond allocations pro rata. Calculations use 5 years of data for the period ending December 31, 2018.

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### Sample Investments

Industry	Wellness and CBD
Location	Quebec
Loan Type	Revolving acquisition line with conversion features
Currency	CAD
Issue Date	June 7, 2017
Term	24 months, subject to semi- annual reviews
Security	Accounts Receivable, PP&E, Pledged Shares, Confession of Judgement
Seniority	1st
Finance Covenants	EBITDA, Revenue, Market Cap
Realized Return*	75.79%
Unrealized Return*	87.18%

#### **Borrower Overview:**

• Focus in developing e-brands and technologies in the health an wellness sector, specifically nutraceuticals and sports nutrition.

#### **Capital Protection:**

• Corporate guarantee, Pledge of Management Shares, Confession of Judgement

#### **Transaction Description**

- Senior Secured Line of Credit up to \$5mm to fund an acquisition
- Coupon 12 month US LIBOR + 8%, closing fees, Discounted Notes convertible to equity at \$0.15, Bonus 7.5mm warrants struck at \$0.20 cashless exercise

#### **Rationale:**

- Proven and committed management team and board of directors
- Significant upside potential due to high industry growth and market appetite in health and wellness space
- Limited downside risk to principal: senior secured lender with multiple exit plans

\*As of May 14, 2019

This information is presented solely for illustrative purposes.

Industry	Technology
Location	British Columbia
Loan Type	Operating line with conversion features
Currency	CAD
Issue Date	June 2016
Term	24 months, subject to semi- annual reviews
Security	Accounts Receivable, PP&E, IP, Blocked Accounts
Seniority	1st
Finance Covenants	EBITDA, Revenue, Market Cap
Realized Return*	180.30%
Unrealized Return*	3.33%

#### **Borrower Overview:**

 Develops IoT, AI applications to collect, store, monitor and analyze data for water, electrical utilities, oil and gas, and mining companies.

#### **Capital Protection:**

• Corporate guarantee, Pledge of Management Shares, Personal guarantees from insiders

#### **Transaction Description**

- Senior Secured Line of Credit up to \$2mm
- Coupon 10% per annum, closing fees, Discounted Notes convertible to equity at \$0.15, Royalty 3.5% of gross revenue, 2mm bonus shares, conversion option at \$0.45

#### **Rationale:**

- Proven and committed management team and board of directors
- Significant upside potential if management is able to execute expansion to U.S. with government contracts
- Limited downside risk to principal: senior secured lender with multiple exit plans

\*As of August 31, 2018

This information is presented solely for illustrative purposes.

Industry	Technology
Location	United States
Loan Type	Tranched Senior Secured Convertible Facility
Currency	USD
Issue Date	May 2017
Term	24 months, subject to semi- annual reviews, extendible
Security	Company equity, Corporate guarantee, Personal Guarantee
Seniority	1st
Finance Covenants	EBITDA, Revenue, Market Cap
Realized Return*	93.2%
Unrealized Return*	136.8%

#### **Borrower Overview:**

• Offers complete solutions for increasing connectivity, operational efficiency, revenue enhancement and cost efficiency for businesses of all sizes

#### **Capital Protection:**

• Corporate Guarantee, GSA, locked shares, confession of judgement

#### **Transaction Description**

- Senior Secured Line of Credit up to \$5mm
- Coupon 12 month Libor plus 8%, closing fees, convertible to equity

#### **Rationale:**

- Proven and committed management team and board of directors
- Significant upside potential due to large contracts in pipeline, potential up-listing, and M&A potential
- Limited downside risk to principal: senior secured lender with multiple exit plans

\*As of June 29, 2018

This information is presented solely for illustrative purposes.

Industry	Mining
Location	Australia
Loan Type	Tranched Senior Secured Convertible Facility
Currency	CAD
Issue Date	September 2018
Term	24 months, subject to semi- annual reviews, extendible
Security	PP&E, IP, Corporate Guarantee, GSA, Notarial Bond
Seniority	1st
Finance Covenants	EBITDA, Revenue, Market Cap
Realized Return*	23.0%
Unrealized Return*	50.0%

\*As of April15, 2020

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This information is presented solely for illustrative purposes.

#### **Borrower Overview:**

• Emerging lithium development company focused on building a large scale mining operation in close proximity to existing deposits.

#### **Capital Protection:**

• Corporate Guarantee, GSA, locked shares, Notarial Bond, blocked accounts confession of judgement

#### **Transaction Description**

- Senior secured convertible facility up to \$10mm
- Coupon 12% with a 20% discount to face value, Closing fees, convertible to equity

#### **Rationale:**

- Proven and committed management team and board of directors
- Significant upside potential due to M&A prospects and potential additional offtake agreements
- Industry has high growth potential with multiple tailwinds
- Projects are located in a mining friendly jurisdiction, and are suitable for advanced processing methods
- Limited downside risk to principal: senior secured lender with multiple exit plans

# Appendix

### Awards and Recognition

### **International Awards**

- Best Macro Hedge Fund Canada (2017) Hedgeweek Global Awards 2017
- Best Macro Hedge Fund Canada (2015) Acquisition International Hedge Fund Awards
- Global Award for Excellence Investing in Special Situations (2014) Alternative Investment Awards

### Canada and North America Awards

- Canadian Hedge Fund Awards (2019), AIP Convertible Private Debt Fund LP (formerly AIP Macro Fund LP), took home all three awards (1, 3- & 5-year Return) in the Private Debt category
- Sustainable Development Goals (SDGs) Recognition Award (2017) UN Association in Canada, Toronto Branch
- Portfolio Management firm of the year (2015) ACQ Global Awards
- Investment Fund Portfolio Manager of the Year, Jay Bala (2015) ACQ Global Awards
- Private Investment Firm of the Year (Emerging Markets) (2015) ACQ Global Awards
- Macro Hedge Fund of the Year (2015) ACQ Global Awards
- Portfolio Management Firm of the Year (2014), ACQ Global Awards
- E&Y Ontario, Entrepreneur of the Year (2014)
- Best Emerging Market Focused Private Investment Firm North America (2014) Alternative Investment Awards
- Financial Services (2014) Business Excellence Awards

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### Disclaimer

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This presentation contains forward-looking statements which reflect the current expectations of management regarding future growth, results of operations, performance and business prospects and opportunities. Wherever possible, words such as "may", "would", "could", "will", "anticipate", "believe", "plan", "expect", "intend", "estimate", and similar expressions have been used to identify these forward-looking statements. These statements reflect management's current beliefs with respect to future events and are based on information currently available to management. Forward-looking statements involve significant known and unknown risks, uncertainties and assumptions. Many factors could cause actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance or achievements could vary materially from those expressed or implied by the forward-looking statements. Although the forward-looking statements contained in this document. These factors should be considered carefully and undue reliance should not be placed on these forward-looking statements. Although the forward-looking statement currently believes to be reasonable assumptions, there is no assurance that actual results, performance or achievements will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this presentation and Ninepoint Partners LP does not assume any obligation to update or revise.

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