

Romspen Mortgage Investment Fund

Period ending September 30, 2024



Aston at Gateway Apartments - USA



Romspen Mortgage Investment Fund (RMIF) has a long-term track record of mortgage investing and oversees \$2.9 billion of assets, specializing in strategic short-term commercial mortgages in Canada and US.

The Fund's investment mandate is capital preservation, strong absolute returns, and performance consistency. It strives to deliver positive returns to unitholders regardless of the geopolitical or economic climate, or the performance of equity or fixed-income markets and other major asset classes.

The Fund primarily invests in short-term, first mortgage loans secured by a diversified pool of real estate assets across North America. Our mortgages are typically unconventional, complex, and illiquid by nature, yet they achieve long-term, generally uncorrelated performance while maintaining capital stability. The Fund's balance sheet is managed conservatively, avoiding structural leverage to enhance returns. The merits of our approach to mortgage investing, bolstered by strict adherence to risk management, long-term thinking, quality service, and superior execution, are evidenced by the Fund's unbroken positive track record since inception.

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Trustees' Letter

Dear Fellow Unitholders:

The Fund's financial performance for the third quarter of 2024 and our outlook for the near future are highlighted below. Unitholder distributions for the quarter, though in line with last year, continue to be lower than the Fund's historical baseline, and the quarter also saw a net loss due to an increased loan loss provision, interest expense and unfavourable currency movements.

Comparative Performance

The compounded net return for the first nine months of 2024 was 1.9% versus 2.7% a year ago. In comparison, the FTSE Canada Short-Term Overall Bond Index™ ("FTSE-STBI"), and the S&P/TSX Composite Index ("S&P/TSX") returned 5.0% and 17.2% respectively on a year-to-date basis. For the 12-month period ended September 30, 2024, the Fund's compounded net return to unitholders was -1.1%, whereas FTSE-STBI and the S&P/TSX returned 9.3% and 26.7% respectively.

Financial Highlights

For the third quarter of 2024, the Fund incurred net loss of \$2.8 million or -\$0.01 per unit compared to \$33.6 million or net earnings of \$0.12 per unit a year ago. Earnings were 108% lower mainly due to reduced revenue of \$35.9 million and an increase in interest expense of \$5.6 million and increased realized loss of \$1.8 million. Distributions were \$17.1 million (\$0.06 per unit) and the compounded net loss to unitholders was -0.1% in the third quarter, compared to \$17.0 million (\$0.06 per unit) and 1.2% a year ago. The Fund had net debt (term credit facility less cash) of \$107.9 million compared to net revolver (revolving loan facility less cash) of \$107.8 million a year ago.

At September 30, 2024, the net portfolio was \$2.6 billion (113 mortgages and investments), a decrease of 2.0% compared to the third quarter of 2023. Unitholders' capital totalled \$2.7 billion, same as last year. The Fund's portfolio and earnings remain well diversified by property type, geography, size and currency. Canadian mortgages comprised 44% of the Fund, increase from 43% last year, with the majority concentrated in Ontario (24%) and British Columbia (12%). US mortgages represented 56% of the Fund, comprised of 62 US mortgages across 21 states with the largest concentrations in California (21%), Florida (10%) and Texas (9%).

The weighted average interest rate of the portfolio was 9.2% in September 30, 2024 compared to 8.7% a year ago. The weighted

average interest rate on performing loans was 12.3% (2023 - 10.4%). The total loss provision at quarter end increased to \$252.0 million (\$0.89 per unit), of which \$100.3 million was provided against Accrued Interest Receivables, from \$161.2 million (\$0.57 per unit) a year ago, and continues to provide a solid margin of safety.

Net Asset Value ("NAV") at September 30, 2024, was \$9.37 per unit, compared to last year at \$9.72 per unit. At quarter end, approximately 66% (2023 - 71%) of the Fund's US dollar exposure is hedged by the borrowers directly, or by forward contracts.

As a percentage of the overall portfolio, loans under review were higher than the Fund's typical historic range at 39% compared to 25% last year, and reflect the continued slowdown and price uncertainty in real estate markets. As we emphasize, loans under review are a feature of the financing niche in which the Fund operates, and may not necessarily result in a loss of principal beyond the provision for losses. Nevertheless, reducing the number of loans under review remains a key priority. Owned assets make up 15% of the portfolio compared to 16% last year.

Financial Presentation

In accordance with International Financial Reporting Standards, the Fund's financial statements are unconsolidated, which provides limited insight into the actual performance of the mortgage loan portfolio. To provide useful, transparent and comparable information, a set of combined financial statements has been included in the Management's Discussion and Analysis ("MD&A", pp. 6-14). We suggest that these financial statements in the MD&A be used as the primary reference point.

Outlook

Recent central bank easing in both Canada and the US could begin to have a salutary effect on many real estate sectors and real estate credit markets as we head into 2025, though the impacts of rate moderation typically have a significant lag time, and, in the US, the longer end of the bond yield curve seemed unimpressed, even though inflation numbers are trending lower. Still, sentiment indicators and surveys among real estate market participants do evidence a more optimistic mood, an acceptance of higher financing costs over the medium term as "here to stay", and a consequential view that asset prices may finally be finding an equilibrium in this new environment and that transaction activity will increase next year.

In the all-important housing sector, CMHC forecasts that it will not be until 2025-2026 that lower rates, milder construction cost growth and increased government incentives to both consumers and developers make more projects (both single-and multi-family) viable. Persistent affordability issues and immigration will continue to buoy the multi-family rental market, while an overhang in new condominium inventory in many cities may contribute to fewer new projects being developed. In the US, single-family housing continues to be the most popular choice among developers, with the central Florida, Texas metro, Charlotte, Atlanta and central California sub-markets continuing their dominance. In the US, there is also increasing interest in alternative sectors such as student housing, life sciences, specialized industrial (such as cold storage), and data centres, while brick and mortar retail is seeing demand for experiential, restaurant and "quasi-medical" tenants.

While the Fund continues to offer certain sponsors loan-term extensions and other accommodations, we are also seeing a moderate increase in real estate asset sales, loan repayments and refinancings, at least compared to earlier in the year. Consequently, there has been a slight improvement in the Fund's liquidity profile, which solidifies our ability to fund existing construction loan commitments on several high-quality projects moving toward completion, continue our activities in monetizing REO assets, and which could generate some moderate loan origination activity in the latter part of the year (with a view to increasing unitholder distributions), while at the same time recognizing our commitment to address the unitholder liquidity logjam.

And while we have made progress on certain of our large mortgage loan workouts, the resolution of which could lead to renewed redemption payments, the timing of the receipt of realization proceeds remains uncertain, due to borrower-initiated litigation, transaction complexity and lingering deal hesitancy. Be assured that we continue to devote significant resources and time to these efforts.

We look forward to keeping you updated on our progress in returning the Fund to its historical footings, and thank you for your understanding, support and patience.

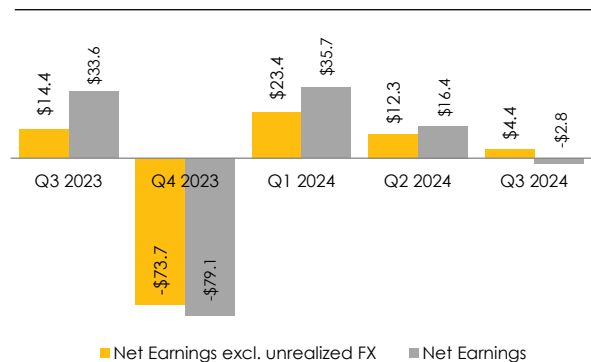
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Trustees of the Fund, November 7, 2024

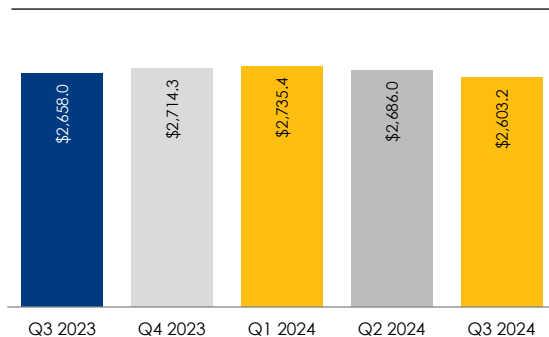
ROMSPEN MORTGAGE INVESTMENT FUND - 2024 HIGHLIGHTS

Key Metrics

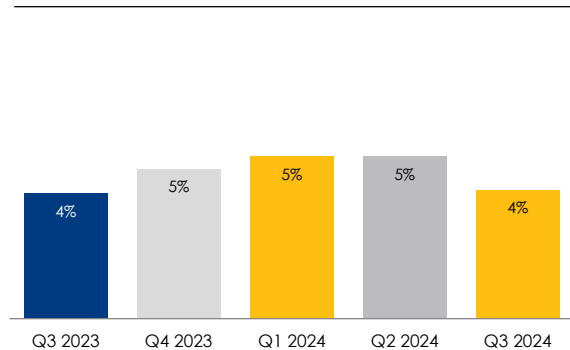
Net Earnings (Loss) (\$millions)



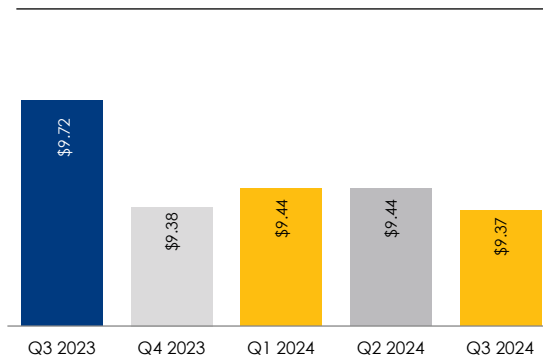
Net Investment Portfolio (\$millions)



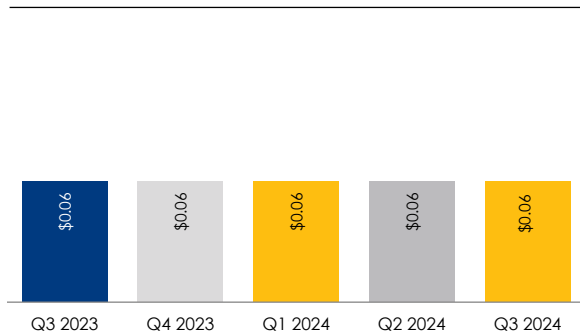
Net Leverage (% of net investment portfolio)



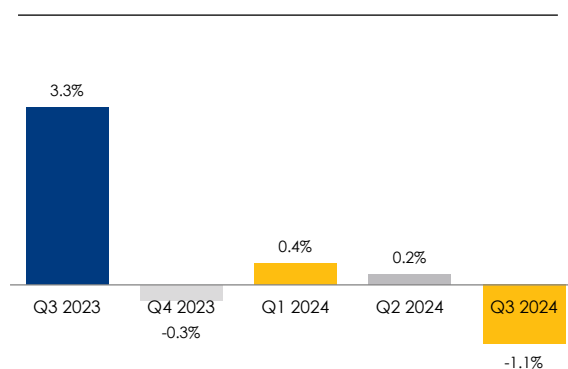
Net Asset Value (\$/unit)



Unitholder Distributions (\$/unit)



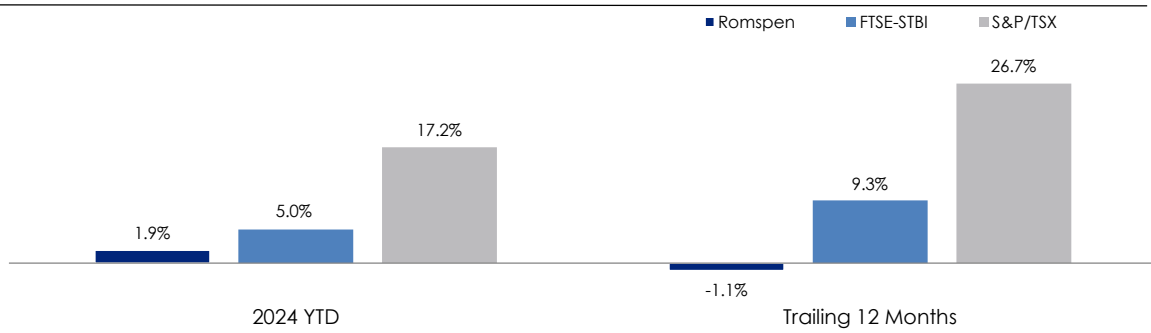
Unitholder Return ¹



¹ The indicated are historical trailing 12 month compounded net returns, after deducting management fees and expenses payable by the Fund, and include changes in unit value and assume the reinvestment of all distributions. They do not take into account any applicable sales, redemption, or distribution charges, or income taxes payable by any unitholder, that would have reduced returns.

Comparative Performance

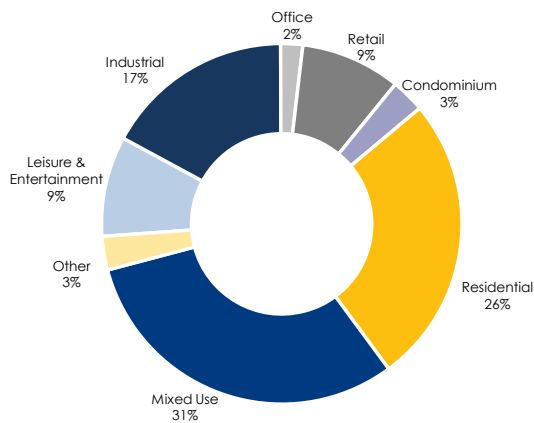
Romspen returns are net¹; comparative benchmarks are gross returns.



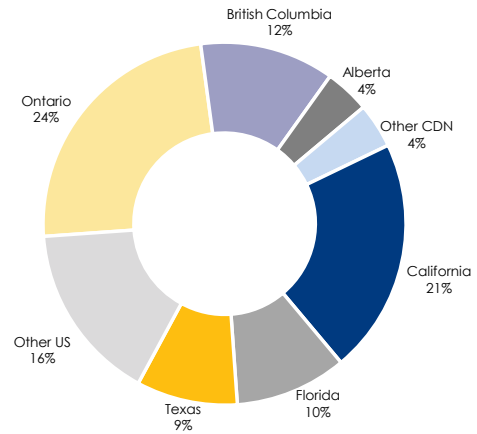
¹ The indicated rates of return are historical annual compounded returns, after deducting management fees and expenses payable by the Fund, and include changes in unit value and assume the reinvestment of all distributions. They do not take into account any applicable sales, redemption, or distribution charges, or income taxes payable by any unitholder, that would have reduced returns. Romspen returns are net; comparative benchmarks are gross returns.

Investment Portfolio Profile

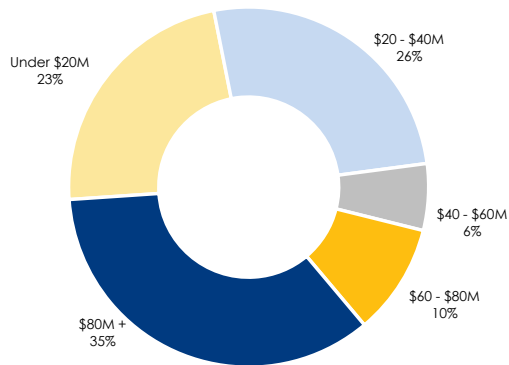
By Type



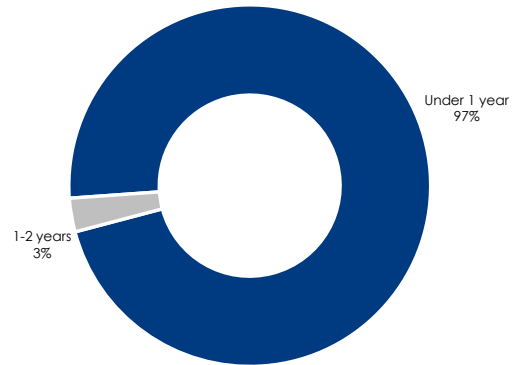
By Geography



By Amount



By Maturity



Management's Discussion & Analysis

Responsibility of Management

This Management's Discussion and Analysis ("MD&A") for Romspen Mortgage Investment Fund (the "Fund") should be read in conjunction with the unaudited financial statements and notes thereto for the quarter ended September 30, 2024 included herein and the audited financial statements and MD&A for the year ended December 31, 2023. Investment in the Fund is subject to certain risks and uncertainties described in the Fund's Offering Memorandum, which should be read in conjunction with this MD&A. These documents are available on the Fund's website at: www.romspen.com.

Management is responsible for the information disclosed in this MD&A. The Fund has in place appropriate procedures, systems and controls to ensure such information is materially complete and reliable. In addition, the Fund's trustees have reviewed and approved the MD&A and the financial statements for the quarter ended September 30, 2024.

This MD&A contains certain forward-looking statements and non-IFRS financial measures; see "Forward-Looking Statements" and "Non-IFRS Financial Measures".

Forward-Looking Statements

From time to time, the Fund makes written and verbal forward-looking statements. These are included in its quarterly and annual MD&A, Fund presentations and other Fund communications. Forward-looking statements include, but are not limited to, business objectives and targets, strategies, operations, anticipated financial results, and the outlook for the Fund, its industry and the Canadian economy. These statements regarding future performance are "financial outlooks" within the meaning of National Instrument 52-102. Forward-looking statements are typically identified by words such as "believe", "expect", "anticipate", "estimate", "plan", "may" and "could" or other similar expressions. By their very nature, these statements require management to make assumptions and are subject to inherent risks and uncertainties, general and specific, which may cause actual results to differ materially from the expectations expressed in the forward-looking statements. These risks and uncertainties include, but are not limited to, global capital markets activity, changes in government monetary and economic policies, changes in interest rates, changes in foreign exchange rates, inflation levels and general economic conditions, legislative and regulatory developments, disruptions resulting from the outbreak of pandemics, competition and technological change.

The preceding list of possible factors is not exhaustive. These and other factors should be considered carefully, and readers are cautioned not to place undue reliance on these forward-looking statements. The Fund does not undertake to update any forward-looking statements, whether written or verbal, that may be made from time to time by it or on its behalf except as required by securities laws.

Non-IFRS Financial Measures

This MD&A contains certain non-IFRS financial measures. A non-IFRS financial measure is defined as a numerical measure of the Fund's historical or future financial performance, financial position or cash flows that excludes amounts, or is subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measure calculated and presented in accordance with IFRS in the financial statements or includes amounts, or is subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measure so calculated and presented. Non-IFRS financial measures disclosed herein are meant to provide additional information and insight regarding the historical operating results and financial position of the Fund. These measures are not in accordance with, or a substitute for, IFRS and may be different from, or inconsistent with, non-IFRS financial measures used by others.

Introduction

The Fund is an unincorporated closed-end investment trust established under the laws of the Province of Ontario pursuant to a trust indenture dated May 20, 2005. The Fund is a non-bank lender providing and investing primarily in short-term and medium-term commercial mortgages. The Fund is the sole limited partner in Romspen Mortgage Limited Partnership (the "Partnership") and conducts its lending activities primarily through the Partnership. The objective of the Fund is to provide stable and secure cash distributions of income while preserving equity.

Romspen Investment Corporation ("Romspen") is the Fund Manager and acts as the primary loan originator, underwriter and syndicator for the Partnership. Romspen also acts as administrator of the Fund's affairs. Romspen and its principals, through predecessor companies, have been in the business of mortgage origination, servicing and syndication since 1966.

The Fund commenced operations on January 16, 2006, and raised \$158.9 million pursuant to the Exchange Offering, whereby Romspen's investors exchanged their syndicated mortgage interests for units of the Fund, and \$15.3 million pursuant to the Unit

Offering described in its Offering Memorandum dated March 15, 2005.

On June 22, 2007, federal legislation came into force that altered the tax regime for specified investment flow-through trusts or partnerships ("SIFT") (the "SIFT Rules"). Under the SIFT Rules, certain distributions from a SIFT are no longer deductible in computing a SIFT's taxable income and a SIFT is subject to tax on such distributions at a rate that is substantially equivalent to the general corporate tax rate. Distributions paid by a SIFT as returns of capital are not subject to the tax. As its units are not listed on a stock exchange or other public market, the Fund is not subject to the SIFT tax regime.

The Offering Memorandum, financial statements and additional information on the Fund are available and updated regularly on the Fund's website at: www.romspen.com. Unitholders who would like further information may also contact the Investor Relations department of the Fund at: 416-966-1100.

Portfolio

As of September 30, 2024, the Fund's mortgage and investment portfolio (the "Portfolio"), net of fair value provisions, was \$2.6 billion, compared to \$2.7 billion a year ago. The Portfolio included 113 mortgages and investments, compared to 139 at the same time last year.

Approximately 96% of the Portfolio was invested in first mortgages at September 30, 2024 (2023 — 96%). The weighted average interest rate of the mortgage loans in the Portfolio was 9.2% compared to 8.7% a year ago. The weighted average interest rate on performing loans was 12.3% (2023 - 10.4%).

The Portfolio continues to consist mainly of short-term mortgages to third parties and mortgages to the Fund's subsidiaries. Approximately 97% of the Portfolio's investments mature within one year (2023 — 97%) and 100% mature within two years (2023 — 99%). In addition, all our mortgages are open for repayment prior to maturity. The short-term nature of the Fund's portfolio permits opportunities to continually evolve in response to changes in the real estate and credit markets. The Fund Manager believes this flexibility is far more important in our market niche than securing long-term fixed interest rates.

As of September 30, 2024, approximately 24% of the Fund's investments were in Ontario (2023 - 22%). Approximately 16% of the Portfolio was invested in Western Canada, 4% in other provinces

and 56% in the US. The Fund Manager believes this broad level of North American diversification brings greater stability to the Fund's performance by reducing dependency on the economic activity and cycles in any given geographic region.

Total fair value provisions as of September 30, 2024, were \$252.0 million, of which \$100.3 million was provided against the Accrued Interest Receivables. The remaining fair value provisions of \$151.7 million represent 7.1% of the original cost of the Fund's investment in mortgages and subsidiaries. Total fair value provisions represent \$0.89 per unit outstanding as at September 30, 2024. During the nine months of 2024, the Fund realized \$13.4 million of losses in the Portfolio. The establishment of the fair value provision is based on facts and interpretation of circumstances relating to the Fund's portfolio. Thus, it is a complex and dynamic process influenced by many factors. The provision relies on the judgment and opinions of individuals regarding historical trends, prevailing legal, economic and regulatory trends, and expectations of future developments. The process of determining the provision involves a risk that the actual outcome will deviate, perhaps substantially, from the best estimates made. The fair value provision will continue to be reviewed by the Fund Manager and the Fund's trustees on a regular basis and, if appropriate, will be adjusted.

Financial Presentation

In an effort to continue to provide valuable, transparent and comparable information, a set of non-IFRS combined financial statements is provided in the following pages, consistent with past reporting practices. It is highly recommended that the following unaudited financial statements in the MD&A continue to be used as the primary reference point.

Non-IFRS financial information

Combined Balance Sheet

September 30, 2024, with comparative information for 2023

Below is the combined balance sheet of the Fund and its wholly owned subsidiary, Romspen Mortgage Limited Partnership:

(In thousands of dollars, unless otherwise noted)	September 30, 2024	December 31, 2023	September 30, 2023
Assets			
Cash	\$ 117,066	\$ 25,298	\$ 45,517
Accrued interest receivable	164,229	138,460	231,854
Mortgage investments	1,611,307	1,688,074	1,682,284
Investment in subsidiaries	380,279	424,293	395,908
Investment in TIG Romspen US Master Mortgage LP	617,593	584,209	549,301
Foreign exchange forward contracts	-	10,251	-
Other assets	55,425	35,840	33,564
	\$ 2,945,899	\$ 2,906,425	\$ 2,938,428
Liabilities and Unitholder's Equity			
Revolving loan facility	\$ -	\$ 153,300	\$ 153,300
Term credit facility	225,000	-	-
Mortgage investment syndications	39,241	85,003	-
Account payable and accrued liabilities	7,383	5,548	5,728
Foreign exchange forward contracts	1,333	-	25,024
Distributions payable	5,747	5,692	5,685
	278,704	249,543	189,737
Unit submitted for redemption	614,443	509,907	422,239
Unitholder's equity	2,052,752	2,146,975	2,326,452
	\$ 2,945,899	\$ 2,906,425	\$ 2,938,428

Non-IFRS financial information

Combined Statement of Earnings

Nine months ended September 30, 2024, with comparative information for 2023

Below is the combined statement of earnings of the Fund and its wholly owned subsidiary, Romspen Mortgage Limited Partnership:

(In thousands of dollars, except per unit amounts, unless otherwise noted)	3 months ended Sep 30, 2024	3 months ended Sep 30, 2023	9 months ended Sep 30, 2024	9 months ended Sep 30, 2023
Revenue				
Mortgage interest	\$ 21,356	\$ 39,100	\$ 74,485	\$ 100,261
Income from Investment in TIG Romspen US Master Mortgage LP	7,978	10,584	28,542	32,734
Other	5,157	197	9,657	761
(Loss) gain on foreign exchange	(9,826)	10,691	2,789	829
	24,665	60,572	115,473	134,585
Expenses				
Management fees	5,513	5,655	16,511	17,370
Interest	9,282	3,648	22,899	13,436
Change in fair value of mortgage investments and investment in subsidiaries	9,891	17,012	10,068	27,672
Realized loss on mortgage investments	1,882	118	13,398	810
Other (gains) losses	(103)	(279)	442	(338)
Audit fees	179	120	618	369
Legal fees	51	-	76	81
Other	819	739	2,265	2,974
	27,514	27,013	66,277	62,374
Net (loss) earnings	\$ (2,849)	\$ 33,559	\$ 49,196	\$ 72,211
Net (loss) earnings per unit	\$ (0.01)	\$ 0.12	\$ 0.17	\$ 0.26
Weighted average number of units issued and outstanding	284,450,638	282,701,678	284,016,537	281,935,257

Non-IFRS financial information

Combined Statement of Changes in Unitholders' Equity

Nine months ended September 30, 2024, with comparative information for 2023

Below is the combined statement of changes in unitholders' equity of the Fund and its wholly owned subsidiary, Romspen Mortgage Limited Partnership:

(In thousands of dollars, except per unit amounts, unless otherwise noted)	September 30, 2024	December 31, 2023	September 30, 2023
Unit capital			
Balance, beginning of year	\$ 2,334,363	\$ 2,587,305	\$ 2,587,305
Issuance of units	12,240	28,403	24,137
Increase in units submitted for redemption	(104,536)	(281,345)	(193,677)
Balance, end of period	\$ 2,242,067	\$ 2,334,363	\$ 2,417,765
Cumulative earnings			
Balance, beginning of year	\$ 1,661,940	\$ 1,668,815	\$ 1,668,815
Net earnings (loss)	49,196	(6,875)	72,211
Balance, end of period	\$ 1,711,136	\$ 1,661,940	\$ 1,741,026
Cumulative distributions to unitholders			
Balance, beginning of year	\$ (1,849,328)	\$ (1,753,450)	\$ (1,753,450)
Distributions to unitholders	(51,123)	(95,878)	(78,889)
Balance, end of period	\$ (1,900,451)	\$ (1,849,328)	\$ (1,832,339)
Unitholders' equity	\$ 2,052,752	\$ 2,146,975	\$ 2,326,452
Units issued and outstanding, excluding units submitted for redemption	218,913,600	228,879,648	239,371,452

Non-IFRS financial information

Combined Statement of Cash Flows

Nine months ended September 30, 2024, with comparative information for 2023

Below is the combined statement of cash flows of the Fund and its wholly owned subsidiary, Romspen Mortgage Limited Partnership:

(In thousands of dollars, unless otherwise noted)	3 months ended Sep 30, 2024	3 months ended Sep 30, 2023	9 months ended Sep 30, 2024	9 months ended Sep 30, 2023
Cash provided by (used in):				
Operations				
Net (loss) earnings	\$ (2,849)	\$ 33,559	\$ 49,196	\$ 72,211
Items not affecting cash:				
Amortization of revolving and term loan facility financing costs	947	173	2,074	374
Change in fair value of mortgage investments and investment in subsidiaries	9,891	17,012	10,068	27,672
Income (loss) from investment in TIG Romspen US Master Mortgage LP	325	(95)	1,005	506
Realized loss on mortgage investments	1,882	118	13,398	810
Unrealized gain on foreign exchange	7,249	(19,220)	(9,094)	(44,456)
Amortization of discount	-	-	-	(213)
Other (gains) losses	(103)	(279)	442	(338)
Change in non-cash operating items:				
Accrued interest receivable	(5,861)	(9,010)	(25,275)	(18,339)
Other assets	31,218	(1,281)	(22,058)	(6,908)
Accounts payable and accrued liabilities	(48,321)	692	(44,690)	(1,400)
	(5,622)	21,669	(24,934)	29,919
Financing				
Proceeds from issuance of units	16	(19)	172	710
Distributions paid to unitholders	(13,088)	(14,629)	(39,000)	(61,189)
Change in revolving loan facility	-	(4,200)	(153,300)	(102,727)
Change in term credit facility	-	-	225,000	-
	(13,072)	(18,848)	32,872	(163,206)
Investments				
Funding of mortgage investments	(115,515)	(75,311)	(193,880)	(243,508)
Discharge of mortgage investments	178,043	85,585	283,933	384,675
Net (funding) discharge of investment in subsidiaries	(2,183)	2,003	15,659	13,496
Net funding of investment in TIG Romspen US Master Mortgage LP	(5,767)	-	(21,882)	21,555
	54,578	12,277	83,830	176,218
Increase in cash	35,884	15,098	91,768	42,931
Cash, beginning of period	81,182	30,419	25,298	2,586
Cash, end of period	\$ 117,066	\$ 45,517	\$ 117,066	\$ 45,517

Investment in Subsidiaries

The controlled subsidiaries acquire control of properties in order to complete development and dispose of the property with the goal of maximizing return to investors, which may involve, but not specifically require, the advancement of additional funds. These subsidiaries are not consolidated by the Fund and are summarized as follows:

(In thousands of dollars)

Name	Ownership	Description	Location	September 30, 2024
Guild	100%	Office complex	CA	\$ 26,503
Aspen Lakes	100%	Residential development	CA	3,116
Almonte	50%	Retail plaza	CA	6,026
Liberty Ridge	100%	Residential subdivision	CA	68,808
Planetwide	100%	Land for residential development	CA	4,808
Royal Oaks	100%	Residential subdivision	CA	15,908
Haldimand	100%	Landfill	CA	29,971
High Street	100%	Commercial/Residential Land for industrial development	CA	18,604
Egreen	100%		CA	3,917
Carolina Golf	100%	Golf courses	US	11,364
LE Ranch	100%	Residential Land for residential development	US	18,153
Big Nob	100%	Land for residential development	CA	3,792
Midland	100%	Land for residential development	CA	5,477
Kettle Creek	100%	Land for residential development	CA	13,416
Langford Lake	100%	Land for residential development	CA	41,541
Ponderosa	80%	Land for residential development	CA	32,864
Drought	100%	Land for residential development	CA	11,676
Northern Premier	100%	Land for industrial development	CA	10,448
Hampton Circle	100%	Residential construction	CA	2,341
Southpoint Landing	100%	Residential	CA	1,799
RIC Hampton Inc.	100%	Commercial	CA	8,743
Environmaster	100%	Environment and recycling	CA	25,133
Kawartha Downs	100%	Leisure and entertainment	CA	29,992
Nisku	100%	Industrial predevelopment	CA	17,745
				\$ 412,145
		Fair value adjustment		(31,866)
				\$ 380,279

Controlled subsidiaries that are owned by the General Partner of the Fund and not directly by the Partnership are classified as related party mortgage investments. Similar to investments in subsidiaries, these related party subsidiaries acquire control of properties in order to complete development and dispose of the property with the goal of maximising the return to investors, which may involve, but

not specifically require, the advancement of additional funds from the Fund. As of September 30, 2024, there are sixteen (2023 – fifteen) mortgage investments to related party subsidiaries with a fair value of \$495,961 (2023 - \$581,973). Further details regarding related party mortgage investments can be found in Note 8 of the interim financial statements.

Income Statement Highlights

Total revenues for the quarter ended September 30, 2024 were \$24.7 million compared to \$60.6 million in the previous year.

Net losses for the quarter were \$2.8 million compared to net earnings of \$33.6 million for the same period last year. The basic weighted average loss per unit for the year were \$0.01 per unit compared to basic weighted average earnings per unit of \$0.12 last year.

For the quarter ended September 30, 2024, the Fund distributed \$17.1 million or \$0.06 per unit, same as last year. The simple and compounded net returns to unitholders for the three-month period ended September 30, 2024 were -0.1% and -0.1% respectively.

Provision for losses on the Portfolio value increased by \$9.9 million in the third quarter of 2024. During the same period, the Fund realized losses of \$1.9 million on one investment. Management and other fees payable to the Fund Manager and other general and administrative expenses of the Fund were \$6.6 million for the quarter ended September 30, 2024 compared to \$6.5 million for the quarter ended September 30, 2023.

Balance Sheet Highlights

Total assets as of September 30, 2024 were \$2.9 billion, same as last year. In accordance with IFRS, mortgages that are provided to owned subsidiary companies holding foreclosed properties have been reclassified from mortgage investments to investment in subsidiaries. Total assets are comprised primarily of mortgages recorded at fair market value, investment in subsidiaries and accrued interest receivable.

Total liabilities excluding units submitted for redemption as of September 30, 2024 were \$278.7 million compared to \$189.7 million a year earlier. Liabilities at the end of the quarter were comprised mainly of \$225.0 million term credit facility and \$39.2 million in mortgage investment syndications. Borrowings from the term credit

facility, together with net cash proceeds of the Unit Offering, are used to fund additions to the Portfolio. At September 30, 2024, the net debt (term credit facility less unrestricted cash) was \$107.9 million (4.1% of the net book value of the Portfolio) compared to \$107.8 million net revolver (4.1% of the net portfolio) a year ago.

Unitholders' equity plus units submitted for redemption as at September 30, 2024 totalled \$2.7 billion, same as last year. There was a total of 284,591,537 units outstanding on September 30, 2024 compared to 282,854,724 on September 30, 2023. There are no options or other commitments to issue additional units.

Liquidity and Capital Resources

Pursuant to the trust indenture, 100% of the Fund's net taxable earnings are intended to be distributed to unitholders. This means that growth in the Portfolio can only be achieved by raising additional unitholder equity and utilizing available borrowing capacity. Pursuant to the Fund's investment policies, the Fund may borrow up to 35% of the book value of mortgages held by the Fund. As of September 30, 2024, borrowings totaled approximately 8.6% of the book value of investments held by the Fund, compared to 5.8% as at September 30, 2023.

During the nine months ended September 30, 2024, the Fund's proceeds of issuance of units was \$12.2 million, compared to \$24.1 million same period in 2023.

The Fund's mortgages are largely short-term in nature, with the result that continual repayment by borrowers of existing mortgages creates liquidity for new mortgage investments.

Related Party Transactions

Romspen acts as the mortgage manager for the Partnership and administrator for the Fund. The trustees of the Fund are directors of Romspen. In return for its mortgage origination and capital raising services, Romspen receives a fee equal to 1% per annum, calculated daily and paid monthly, of the total of all mortgage investments plus the fair value of any non-mortgage investments.

Romspen also receives all lender, broker, origination, commitment, renewal, extension, discharge, participation, and other administrative fees charged to borrowers.

In addition, the Partnership has granted to Romspen the option to purchase any mortgage investment held by the Partnership for a

purchase price equal to the principal amount of such mortgage plus any accrued interest.

From time to time, the Partnership may invest in mortgage loans made to borrowers who are related to Romspen or the trustees of the Fund. The Partnership may also invest in mortgages that are syndicated among Romspen, the Fund's trustees, or related parties. These related party transactions are further discussed in the notes to the accompanying financial statements.

Risk Management

The Fund is exposed to various risks related to its financial instruments in the normal course of business. The Fund Manager and trustees have put in place various procedures and safeguards to mitigate these risks in order to ensure the preservation of capital as well as the achievement of acceptable and consistent rates of return.

Outlook

As the trustees of the Fund note in their letter, we may be seeing the beginning of a thaw in commercial real estate market transaction activity, as developers, investors and lenders begin to adjust to the new rate environment and as inflation seems to have been brought under control. Improving transaction volume should bolster borrowers' efforts to attract capital and sell or refinance completed projects, enabling them to pay down their loans, thereby generating liquidity for the Fund.

As we have reiterated in previous quarters, the Fund will focus on deploying its available liquidity towards existing committed advances on construction and development projects, with a view to bringing those assets to completion and sale, and on completing, stabilizing, and selling properties acquired in mortgage enforcements. Some moderate new loan origination may occur during the balance of 2025. At the same time, management is actively looking for ways to resume unitholder redemption payments.

We have developed a strategy for managing the Fund's challenges and setting the stage for a return to stability in the near future, have assembled the team of professionals to execute the strategy, and provided them with the resources to enable them to succeed.

Financial Statements

ROMSPEN MORTGAGE INVESTMENT FUND

Nine months ended September 30, 2024 (Unaudited)

Interim Unconsolidated Statement Of Financial Position (Unaudited)

September 30, 2024, with comparative information for 2023

(In thousands of dollars, except per unit amounts, unless otherwise noted)

	September 30, 2024	December 31, 2023
Assets		
Cash	\$ 159	\$ 111
Investment in Romspen Mortgage Limited Partnership at fair value through profit or loss (note 3)	2,673,587	2,663,234
	\$ 2,673,746	\$ 2,663,345
Liabilities and Net Assets Attributable to Unitholders and Unitholders' Equity		
Liabilities:		
Accounts payable and accrued liabilities	804	771
Unitholders' distributions payable	5,747	5,692
	6,551	6,463
Net assets attributable to unitholders	2,667,195	2,656,882
	\$ 2,667,195	\$ 2,656,882
Net assets attributable to unitholders represented by:		
Fund unitholders (note 4)	\$ 2,242,067	\$ 2,334,363
Fund units submitted for redemption (note 4)	495,513	390,034
Run-Off Pool unitholders (note 4)	118,930	119,873
Cumulative earnings	1,711,136	1,661,940
Cumulative distributions	(1,900,451)	(1,849,328)
	\$ 2,667,195	\$ 2,656,882
Net asset value per Fund unit (note 5)	\$ 9.38	\$ 9.38
Net asset value per Run-Off Pool unit (note 5)	\$ 9.27	\$ 9.34

Commitments and contingent liabilities (note 9)

See accompanying notes to financial statements.

Interim Unconsolidated Statement Of Net Income And Comprehensive Income (Unaudited)

Nine months ended September 30, 2024, with comparative information for 2023

(In thousands of dollars, except per unit amounts, unless otherwise noted)	3 Months ended September 30, 2024	3 Months ended September 30, 2023	9 Months ended September 30, 2024	9 Months ended September 30, 2023
Income from investment in Romspen Mortgage Limited Partnership:				
Distributions from Romspen Mortgage Limited Partnership	\$ 13,116	\$ 11,788	\$ 39,055	\$ 55,462
Unrealized (depreciation) appreciation in net assets of Romspen Mortgage Limited Partnership (note 3)	(13,612)	24,100	17,282	23,949
	(496)	35,888	56,337	79,411
Expenses:				
Management fees (note 8 (a))	1,820	1,866	5,449	5,732
Audit fees	179	120	618	369
Legal fees and other	354	343	1,074	1,099
	2,353	2,329	7,141	7,200
Net (loss) income and comprehensive (loss) income	\$ (2,849)	\$ 33,559	\$ 49,196	\$ 72,211
Net (loss) income and comprehensive (loss) income per Fund unit (note 5)	\$ (0.01)	\$ 0.12	\$ 0.18	\$ 0.26
Net (loss) income and comprehensive income per Run-Off Pool unit (note 5)	\$ (0.04)	\$ 0.11	\$ 0.11	\$ 0.23
Weighted average number of Fund units issued and outstanding (note 5)	271,616,137	269,867,176	271,182,036	269,100,888
Weighted average number of Run-Off Pool units issued and outstanding (note 5)	12,834,502	12,834,502	12,834,502	12,834,369

See accompanying notes to financial statements.

Interim Unconsolidated Statement Of Changes In Net Assets Attributable To Unitholders ⁽¹⁾ (Unaudited)

Nine months ended September 30, 2024, with comparative information for 2023

(In thousands of dollars, except per unit amounts, unless otherwise noted)	September 30, 2024	September 30, 2023
Fund unit capital:		
Balance, beginning of year	\$ 2,334,363	\$ 2,587,305
Issuance of units (note 4)	12,240	24,137
Increase in units submitted for redemption	(104,536)	(184,069)
Conversion to Run-Off Pool units (note 4 (d))	-	(9,608)
Balance, end of period	\$ 2,242,067	\$ 2,417,765
Fund units submitted for redemption, end of period	\$ 495,513	\$ 297,875
Run-Off Pool unit capital:		
Balance, beginning of year	\$ 119,873	\$115,345
Conversion from units	-	9,608
Fair market value adjustment	943	(589)
Balance, end of period	\$ 118,930	\$ 124,364
Cumulative earnings to all unitholders:		
Balance, beginning of year	\$ 1,661,940	\$ 1,668,815
Net income and comprehensive income	49,196	72,211
Balance, end of period	\$ 1,711,136	\$ 1,741,026
Cumulative distributions to all unitholders:		
Balance, beginning of year	\$ (1,849,328)	\$ (1,753,450)
Distributions to unitholders (note 6) ¹	(51,123)	(78,889)
Balance, end of period	\$ (1,900,451)	\$ (1,832,339)
Net assets attributable to unitholders	\$ 2,667,195	2,748,691
Units issued and outstanding:		
Fund units	218,913,600	239,371,452
Fund units submitted for redemption	52,843,435	30,648,770
Run-Off Pool units	12,834,502	12,834,502
Total units issued and outstanding	284,591,537	282,854,724

See accompanying notes to financial statements.

¹Included in total distributions is amount for Run-Off Pool unitholders of \$2,310 (September 2023 - \$3,594).

Interim Unconsolidated Statement Of Cash Flows (Unaudited)

Nine months ended September 30, 2024, with comparative information for 2023

(In thousands of dollars)	3 Months ended September 30, 2024	3 Months ended September 30, 2023	9 Months ended September 30, 2024	9 Months ended September 30, 2023
Cash provided by (used in):				
Operations:				
Net (loss) income and comprehensive (loss) income	\$ (2,849)	\$ 33,559	\$ 49,196	\$ 72,211
Items not affecting cash:				
Unrealized depreciation (appreciation) in net assets of Romspen Mortgage Limited Partnership (note 3)	13,612	(24,100)	(17,282)	(23,949)
Change in non-cash operating items:				
Accounts payable, accrued liabilities and other assets	90	173	33	(261)
	10,853	9,632	31,947	48,001
Financing:				
Proceeds from issuance of Fund units (note 4)	16	(19)	172	710
Distribution to unitholders (note 6)	(13,088)	(14,629)	(39,000)	(61,189)
	(13,072)	(14,648)	(38,828)	(60,479)
Investments:				
Net redemption of investment in Romspen Mortgage Limited Partnership (note 3)	2,247	4,833	6,929	12,239
	2,247	4,833	6,929	12,239
Increase (decrease) in cash	28	(183)	48	(239)
Cash, beginning of period	131	244	111	300
Cash, end of period	\$ 159	\$ 61	\$ 159	\$ 61

See accompanying notes to financial statements.

Romspen Mortgage Investment Fund (the "Fund") is an unincorporated closed-end investment trust established under the laws of the Province of Ontario, pursuant to a trust indenture dated as at May 20, 2005. The Fund is the sole limited partner in the Romspen Mortgage Limited Partnership (the "Partnership") and conducts its lending activities primarily through the Partnership. The Partnership's investments include mortgage investments, investment in subsidiaries and investment in TIG Romspen US Master Mortgage LP ("USMLP"). The objective of the Fund is to provide stable and secure cash distributions of income, while preserving net assets attributable to unitholders. The Fund's registered office is 162 Cumberland Street, Suite 300, Toronto, ON M5R 3N5.

As of September 30, 2024, the Partnership indirectly owns 77.73% (2023 – 76.63%) of USMLP. Romspen Investment Corporation ("Romspen") is the Fund's mortgage manager and acts as the primary loan originator, underwriter and syndicator for the Partnership.

The Fund commenced operations on January 16, 2006.

These financial statements and accompanying notes have been authorized for issue by the trustees of the Fund (the "Trustees") on November 7, 2024.

1. Basis of presentation

These financial statements have been prepared in accordance with IFRS Accounting Standards and using accounting policies disclosed therein.

The financial statements are measured and presented in Canadian dollars ("CAD"); amounts are rounded to the nearest thousand, unless otherwise stated. The financial statements have been prepared on a historical cost basis, except for financial assets and financial liabilities at fair value through profit or loss ("FVTPL") which are presented at fair value.

The Fund accounts for its investment in the Partnership at FVTPL. The results of operations and the financial position of the Partnership are provided separately in note 3.

2. Material accounting policies

A) Use of estimates

In preparing these financial statements management has made judgments, estimates, and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Information about assumptions and estimation uncertainties at September 30, 2024 that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities in the next financial period, is included in note 3.

B) Judgment

Judgment has been made in applying accounting policy regarding accounting for Fund's investment in the Partnership. Although the Fund owns 99.99% of the Partnership, management has determined that the Fund has no control over the Partnership, as there is no strong linkage between the power that the Fund has over the Partnership and the Fund's variability in returns from the Partnership. The Fund accounts for its investment in the Partnership at fair value.

C) Net income and comprehensive income per unit

Net income and comprehensive income per unit are computed by dividing net income and comprehensive income for the period earned by unit types described in note 4 by the respective weighted average number of units issued and outstanding during the year.

D) Prepaid unit capital

Prepaid unit capital consists of subscription amounts received in advance of the unit issuance date.

2. Material accounting policies (continued):

E) Units

Under IAS 32, Financial Instruments - Presentation ("IAS 32"), puttable instruments, such as the units, are generally classified as financial liabilities unless the exemption criteria are met for equity classification. In 2021, the fund units met the exemption criteria under IAS 32 for equity classification.

In 2022, the Fund introduced Run-off Pool units described in note 4(ii)(d), which results in the Fund not meeting the exemption criteria under IAS 32. Therefore, all classes of fund units are classified as financial liabilities and presented as net assets attributable to unitholders. This presentation does not alter the underlying economic interest of the unitholders in the net assets and net operating results attributable to unitholders.

F) Financial assets and financial liabilities

Financial assets and financial liabilities at FVTPL are initially measured at fair value, with transaction costs recognized in profit or loss. Financial assets and financial liabilities not at FVTPL are initially measured at fair value plus transaction costs that are directly attributable to their acquisition or issue. Other financial assets and financial liabilities are recognized on the date on which they are originated.

Financial assets are derecognized when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all the risks and rewards of ownership are transferred or in which the Partnership neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. A liability is derecognized when its contractual obligations are discharged, cancelled, or expired.

Financial assets and liabilities	Classification
Cash	Amortized cost
Investment in the Partnership	FVTPL
Accounts payable	Amortized cost
Prepaid unit capital	Amortized cost
Unitholders' distributions payable	Amortized cost

3. Supplemental information regarding Partnership at FVTPL

The Fund owns 99.99% of the Partnership's non-voting units and accounts for its investment in the Partnership at fair value. The Partnership is not consolidated by the Fund.

Schedule of the Fund's investment in the Partnership:

	September 30, 2024	September 30, 2023
Investment balance, beginning of year	\$ 2,663,234	\$ 2,743,106
Net redemption of investment in the Partnership	(6,929)	(12,239)
Unrealized appreciation in net assets of the Partnership	17,282	23,949
Investment balance, end of period	\$ 2,673,587	\$ 2,754,816

The Partnership's statements of financial position and results of operations prepared on a fair value basis are provided below:

Statement of non-consolidated financial position on a fair value basis:

	September 30, 2024	December 31, 2023
Assets		
Cash	\$ 116,907	\$ 25,187
Accrued interest receivable (note 3(a)(v))	164,229	138,460
Mortgage investments (note 3(b))	1,611,307	1,688,074
Investment in subsidiaries (note 3(c))	380,279	424,293
Investment in USMLP (note 3(d))	617,593	584,209
Other assets	55,425	35,840
Foreign exchange forward contracts (note 3(g))	-	10,251
	2,945,740	\$ 2,906,314
Liabilities and Unitholders' Capital		
Liabilities:		
Revolving loan facility (note 3(e))	\$ -	\$ 153,300
Term credit facility (note 3(f))	225,000	-
Mortgage investment syndication (note 3(b))	39,241	85,003
Accounts payable and accrued liabilities	6,579	4,777
Foreign exchange forward contracts (note 3(g))	1,333	-
	272,153	243,080
Fair value of net assets attributable to unitholders of the Partnership	2,673,587	2,663,234
	\$ 2,945,740	\$ 2,906,314

Notes To Financial Statements

Nine months ended September 30, 2024

(In thousands of dollars, except per unit amounts, unless otherwise noted)



3. Supplemental information regarding Partnership at FVTPL (continued):

Statement of non-consolidated comprehensive income on a fair value basis:

	9 months ended September 30, 2024	9 months ended September 30, 2023
Revenue		
Mortgage interest	\$ 74,485	\$ 100,261
Income from Investment in USMLP (note 3(d))	28,542	32,734
Other	9,657	761
Foreign exchange gain (note 3(g))	2,789	829
	115,473	134,585
Expenses		
Management fees (note 8(b))	11,062	11,638
Interest	22,899	13,436
Change in fair value of accrued interest receivable, mortgage investments and investment in subsidiaries	10,068	27,672
Realized loss on mortgage investments	13,398	810
Other losses (gains)	442	(338)
Legal fees and other	1,267	1,956
	59,136	55,174
Comprehensive income	\$ 56,337	\$ 79,411

A) Basis of presentation and measurement for the Partnership

I) Mortgage investments

All mortgages have been accounted at FVTPL. Mortgage investments are recorded at fair value reflected in the Partnership's statement of comprehensive income.

In determining fair value of individual mortgages, management considers the length of time the mortgage has been in arrears, the overall financial strength of the borrowers and the residual value of the security pledged. Any unrealized changes in the fair value of mortgage investments are recorded in the Partnership's statement of comprehensive income as an unrealized fair value adjustment.

II) Investment in subsidiaries

Entities are formed by the Partnership to obtain legal title of the foreclosed underlying security of defaulted mortgage investments. The assets, liabilities, revenues and expenses of these entities are not reflected in the non-consolidated financial statements of the Partnership, but rather the Partnership chooses to account for such investment in subsidiaries at fair value. Upon foreclosure, the

carrying value of the mortgage investment, which comprises principal, accrued interest, enforcement costs and a fair value adjustment that reflects the fair value of the underlying mortgage security, is derecognized from mortgage investments and an investment in subsidiary is recognized at fair value. At each reporting date, the Partnership uses management's best estimates to determine fair value of the subsidiaries (note 3(c)).

III) Investment in USMLP

The Partnership indirectly owns 77.73% of USMLP as at September 30, 2024 (2023 – 76.63%) through Romspen Liberty LP ("Liberty LP"). The Partnership does not consolidate USMLP or Liberty LP and accounts for its investment in USMLP at FVTPL.

The fair value of the Partnership's investment in USMLP is the amount of net assets attributable to the unitholders of USMLP.

IV) Interest income

Interest income, funding and participation fees are recognized separately from the fair value changes. Income is not recognized for interest deemed to be uncollectible.

V) Accrued interest receivable:

Included in change in fair value of mortgage investments, accrued interest receivable, and investments in subsidiaries is a fair value adjustment of \$100,293 (2023 - nil) representing accrued interest that is not expected to be collectible.

VI) Use of estimates

The mortgage investments are recorded in the Partnership's statement of financial position at fair value. The estimates may include: assumptions regarding local real estate market conditions; interest rates and the availability of credit; cost and terms of financing; the impact of present or future legislation or regulation; prior encumbrances and other factors affecting the mortgage and underlying security of the mortgage investments. Actual results may differ from those estimates.

3. Supplemental information regarding Partnership at FVTPL (continued):

These assumptions are limited by the availability of reliable comparable data, economic uncertainty, ongoing geopolitical concerns and the uncertainty of predictions concerning future events. Credit markets, equity markets and consumer spending are factors in the uncertainty inherent in such estimates and assumptions. Accordingly, by their nature, estimates of fair value are subjective and do not necessarily result in precise determinations. Should the underlying assumptions change, the estimated fair value could change by a material amount.

VII) Foreign currency translation

Foreign exchange gains and losses on the receipts of payments on mortgage investments and all unrealized foreign exchange gains and losses on each item within the statement of financial position are included in foreign exchange gain/loss on the Partnership's statement of comprehensive income.

VIII) Financial assets and financial liabilities

The Partnership's designations are as follows:

- A)** Mortgage investments and accrued interest receivable are designated as FVTPL, categorized into Level 3 of the fair value hierarchy.
- B)** Investment in subsidiaries and USMLP are designated as FVTPL and categorized into Level 3 of the fair value hierarchy.
- C)** Other assets, revolving loan facility, accounts payable and accrued liabilities, prepaid unit capital, unitholders' distributions payable and units submitted for redemption are measured at fair value, which approximates amortized cost.

Financial assets classified as FVTPL are carried at fair value on the financial statement of financial position. The net realized and unrealized gains and losses from fair value changes and foreign exchange differences, excluding interest, are recorded in the Partnership's statement of comprehensive income and statement of cash flows.

B) Mortgage investments (excluding investment in subsidiaries)

The following is a summary of the mortgages:

		Sep 30, 2024	Sep 30, 2023	
	Number of mortgages	Original cost	Fair Value	Fair Value
First mortgages	52	\$ 1,678,798	\$ 1,558,912	\$ 1,627,389
Second mortgages	1	52,395	52,395	54,895
		\$ 1,731,193	\$ 1,611,307	\$ 1,682,284

A reconciliation of the mortgage investments is as follows:

	Sep 30, 2024	Sep 30, 2023
Investments balance, beginning of year	\$ 1,688,074	\$ 1,850,150
Funding of mortgage investments	193,880	243,508
Discharge of mortgage investments	(283,933)	(384,675)
Loss in the value of investments	(2,003)	(21,443)
Realized loss on investments	(1,890)	(481)
Amortization of discount	-	213
Foreign currency adjustment on investments	17,179	(4,988)
Investments balance, end of period	\$ 1,611,307	\$ 1,682,284

Credit risk arises from the possibility that mortgagors may be unable to fulfill their obligations. In accordance with the Fund's policies, the Partnership mitigates this risk by ensuring that its mix of mortgages is diversified and by limited exposure to any one mortgagor or property.

As part of the assessment of fair value, management of the Fund routinely reviews each mortgage for impairment to determine whether or not a mortgage should be recorded at its estimated realizable value.

The mortgage investments portfolio bears interest at a weighted average rate of 9.67% (2023 – 8.96%).

Principal repayments based on contractual maturity dates are as follows:

	\$
Overhold	1,088,257
2024	269,112
2025	373,824
	\$ 1,731,193

Included in the overhold category are loans which are past due (considered in default) or on a month-to-month arrangement. Borrowers have the option to repay principal at any time prior to the maturity date.

3. Supplemental information regarding Partnership at FVTPL (continued):

The Fund syndicates portions of its mortgage investments to third party investors, each participating in a prescribed manner per agreement and on an investment-by-investment basis. In these investments, the investors assume some risks associated with specific investment transactions as the Fund. The principal balance of mortgage investment syndications at September 30, 2024 totals \$39,241 (2023 - nil), and carries a weighted average effective interest rate of 10.3%.

C) Investment in subsidiaries

	September 30, 2024	September 30, 2023
Investment in subsidiaries at cost	\$ 412,145	\$ 455,302
Fair value adjustment	(31,866)	(59,394)
	\$ 380,279	\$ 395,908

The Fund's investment in subsidiaries is measured at fair value using Level 3 unobservable inputs. As a result, the investment in subsidiaries has been classified in Level 3 of the valuation hierarchy.

A reconciliation of investment in subsidiaries is as follows:

	September 30, 2024	September 30, 2023
Investment balance, beginning of year	\$ 424,293	\$ 410,602
Funding in investments	10,039	18,796
Sale of investments	(25,698)	(32,292)
Net unrealized loss in the fair value of investments	(8,065)	(6,229)
Realized loss on investments	(11,508)	(329)
Foreign currency adjustment on investments	(8,782)	5,360
Investment balance, end of period	\$ 380,279	\$ 395,908

The fair value of the Partnership's investment in subsidiaries is generally determined using a variety of methodologies, including comparable market property values, market research data, third-party and in-house appraisals, and discounted cash flow analysis, which would include inputs related to discount rates, capitalization rates, future cashflows and liquidity assumptions.

D) The Partnership's Investment in USMLP at FVTPL

USMLP was formed on December 22, 2017 to conduct lending activities in the United States with the sole objective to provide stable and secure cash distributions of income, while preserving partners' equity. USMLP is managed by Romspen US Master Mortgage GP LLC and Romspen.

As at September 30, 2024, the Partnership indirectly owns 77.73% (2023 – 76.63%) of USMLP, through Liberty LP.

Schedule of investment in USMLP:

	September 30, 2024	September 30, 2023
Investment balance, beginning of year	\$ 584,209	\$ 571,088
Net funding (divestment) of investment in USMLP	-	(21,555)
Loan to USMLP	21,882	-
Partnership's share in USMLP net income	28,542	32,734
Dividend received from USMLP	(29,547)	(33,240)
Foreign currency adjustment on investment	12,507	274
Investment balance, end of period	\$ 617,593	\$ 549,301

USMLP is not consolidated by the Partnership and its statements of financial position and results of operations at 100% are provided as follows:

Statement of non-consolidated financial position:

	September 30, 2024	December 31, 2023
Assets		
Cash and restricted cash	\$ 9,761	\$ 9,257
Accrued interest	34,834	23,959
Mortgage investments, at fair value	783,940	832,134
Real estate owned, at fair value	95,409	40,682
Other assets	6,346	3,673
	\$ 930,290	\$ 909,705
Liabilities and Unitholders' Capital		
Liabilities:		
Mortgage investment syndication ⁽ⁱ⁾	\$ 113,204	\$ 118,636
Accounts payable and accrued liabilities	6,624	5,043
Revolving loan facility	36,412	39,729
Due to the Partnership	71,344	48,337
Distributions Payable	3,384	4,673
Redemption Payable	48,428	35,605
	279,396	252,023
Fair value of net assets attributable to unitholders of USMLP	650,894	657,682
	\$ 930,290	\$ 909,705

⁽ⁱ⁾ Of this amount, \$41,042, equivalent to \$30,345 USD (2023 - \$41,199, equivalent to \$30,345 USD) is included in the Partnership's mortgage investments.

Notes To Financial Statements

Nine months ended September 30, 2024

(In thousands of dollars, except per unit amounts, unless otherwise noted)



3. Supplemental information regarding Partnership at FVTPL

(continued):

Statement of non-consolidated comprehensive income:

	9 months ended September 30, 2024	9 months ended September 30, 2023
Investment Income:		
Mortgage interest	\$ 51,313	\$ 53,720
Other	819	1,161
	52,132	54,881
Expenses:		
Service fees (note 8(c))	5,941	5,735
Interest	7,825	4,285
Accounting and legal fees	606	490
Other	898	575
	15,270	11,085
Net investment income	\$ 36,862	\$ 43,796
Realized (loss)/gain from investments	(14,144)	435
Unrealized gain/(loss) from investments	14,144	(1,279)
Net Income	\$ 36,862	\$ 42,952

The Partnership provides funding to assist in USMLP's ability to fund loans. These loans bear an interest rate of US prime plus 1.25%. As of September 30, 2024, a balance of \$71,344 (2023 - \$nil), equivalent of \$52,750 USD (2023 - \$nil), is outstanding and included in the investment balance. During the nine-month period ended September 30, 2024, the Partnership recognized \$4,747, equivalent of \$3,489 USD (2023 - \$10, equivalent of \$7 USD) towards interest income from these temporary loans.

During the nine months ending September 30, 2023, the Partnership has obtained temporary loans from USMLP. These bear an interest rate of US prime plus 2.00%. As of September 30, 2024, a balance of nil (2023 - nil), is outstanding towards these temporary loans. During the nine-month period ended September 30, 2024, the Partnership incurred nil (2023 - \$1,088) of interest expense on these temporary loans.

At September 30, 2024, USMLP was not in compliance with certain covenants in its revolving loan facility credit agreement which resulted in an event of default. In particular, one loan exceeded the 15% unitholder equity threshold in the credit agreement (by approximately 4%). On May 31, 2024, the Partnership has issued Letter of Financial Support for USMLP to not demand payment of the indebtedness owing to the Partnership and expressed its willingness to continue its financial support of USMLP so as to maintain USMLP's existence as a going concern for a period of 12 month from the date of USMLP's financial statements issuance date of June 16, 2024.

The fair value of the mortgage investments portfolio is the amount of consideration that would be agreed upon in an arm's-length transaction between knowledgeable, willing parties under no compulsion to act. As there is no quoted price in an active market for these mortgages, Romspen makes its determination of fair value based on the assessment of the current lending market for investments of same or similar terms. Typically, the fair value of mortgages approximates their carrying values given the mortgage and loan investments consist of short-term loans that are repayable at the option of the borrower without yield maintenance or penalties. When collection of the principal amount of a mortgage or loan is no longer reasonably assured, the fair value of the investment is adjusted to the fair value of the underlying security.

The fair value of the Partnership's total investments is as follows:

	September 30, 2024	December 31, 2023
Mortgage investments, at cost	\$ 1,731,193	\$ 1,816,982
Investment in subsidiaries, at cost	412,145	448,093
Accrued interest receivable, at cost	264,522	238,752
Investment in USMLP	617,593	584,209
Unrealized fair value adjustment	(252,045)	(253,000)
	\$ 2,773,408	\$ 2,835,036
Mortgage investments	\$ 1,611,307	\$ 1,688,074
Investment in subsidiaries	380,279	424,293
Accrued interest receivable	164,229	138,460
Investment in USMLP	617,593	584,209
	\$ 2,773,408	\$ 2,835,036

The fair values of cash, accrued interest receivable, revolving loan facility, term credit facility and accounts payable and accrued liabilities approximate their carrying values due to their short-term maturities.

Romspen regularly reviews significant unobservable inputs and valuation adjustments and will use market observable data when available. When third-party appraisals are used to measure fair values of its investment in subsidiaries, the Fund will assess the assumptions used to support the fair value in these appraisals.

3. Supplemental information regarding Partnership at FVTPL

(continued):

E) Revolving loan facility

The Partnership obtained a revolving loan facility ("Facility") on July 16, 2012 which was most recently amended on May 16, 2024 to a maximum amount of \$150,000 (2023 - \$217,500), including borrowing of equivalent amount denominated in USD. The maximum amount is subject to an additional drawing threshold based on a borrowing base calculation using eligible mortgage investments determined by the loan facility agreement. At September 30, 2024, the outstanding amount was \$nil (2023 - \$153,300).

The interest rates are either the Prime interest rate plus 1.75% per annum (2023 - Prime interest rate plus 1.50% per annum) or the CORRA plus 2.75% per annum, increased by 0.2954% or 0.32138% per annum, if and as applicable (2023 - Banker Acceptance Fee Rate plus 2.50%) per annum or the Secured Overnight Financing Rate plus 2.75%, increased by 0.10% or 0.15% or 0.25% per annum, if and as applicable (2023 - Secured Overnight Financing rate plus 2.50%) per annum. The Facility also imposes a Letter of Credit Fee rate of 2.75% (2023 - 2.50%) per annum and a Standby Fee Rate of 0.6875% (2023 - 0.625%) per annum on the unutilized portion of the credit limit.

The minimum and maximum amounts drawn under the Facility for the nine-month period ended September 30, 2024 were \$nil and \$153,300 respectively (2023 - \$153,300 and \$273,120). The loan is secured by all assets of the Partnership and a pledge of all Partnership units held by the Fund. The Facility matures on April 16, 2025. The costs associated with the renewal of the Facility are amortized over one-year term and have been included in other assets of \$468 (2023 - \$421), net of accumulated amortization of \$295 (2023 - \$865).

F) Term credit facility

On May 16, 2024, the Partnership obtained a \$225,000 term credit facility ("Term Credit Facility"), comprising of Tranche A Term Facility ("Tranche A") with a principal amount of \$50,000 and Tranche B Term Facility ("Tranche B") with a principal amount of \$175,000. The interest rates are bank prime rate (with a floor of 6.0%) ("Prime Rate")

plus 4.60% per annum and Prime Rate plus 4.75% per annum for Tranche A and Tranche B respectively. Tranche A is repayable on May 16, 2025, and its maturity date may be extended once for a one-year period at the request of the Partnership upon written notice to the lender on or before May 16, 2025. Tranche B is repayable on May 16, 2028. The credit agreement for the Term Credit Facility contains certain restrictions on the uses of funds drawn down from the facility.

The costs associated with the Term Credit Facility are amortized over one-year term (Tranche A) or four-year term (Tranche B) and have been included in other assets of \$921 (2023 - \$nil) for Tranche A and \$4,952 (2023 - \$nil) for Tranche B, net of accumulated amortization of \$658 (2023 - \$nil) for Tranche A and \$576 (2023 - \$nil) for Tranche B.

G) Foreign exchange forward contracts

The foreign exchange forward contracts are used to hedge the Fund's exposure to loans denominated in USD and are classified at FVTPL. The following table sets out the fair values and the notional amount of foreign exchange forward contract derivative assets and liabilities held by the Partnership as at September 30, 2024 and 2023.

Foreign exchange loss on forward contracts as at September 30, 2024:

	Currency received to be delivered in USD (CAD)	Fair value at foreign exchange	Unrealized Loss
September 30, 2024	\$ 1,011,148	\$ 1,012,481	\$ (1,333)
September 30, 2023	\$ 1,063,987	\$ 1,089,011	\$ (25,024)

The Partnership's foreign exchange gain (loss) in the statement of comprehensive income includes an unrealized foreign exchange gain of \$9,094 (2023 - \$44,456) and a realized foreign exchange loss of \$6,305 (2023 - \$43,627).

The unrealized foreign exchange gains (losses) on forward contracts are included in the Partnership's unrealized foreign exchange gain.

The realized foreign exchange gains (losses) include realized foreign exchange losses of \$19,229 (2023 - \$50,160) on forward contracts, which are offset by gain in assets classified at FVTPL.

4. Net assets attributable to unitholders

i) The following table represents total units (Fund units and Run-Off Pool units) that are issued and outstanding:

	September 30, 2024		September 30, 2023	
	Units	Amount	Units	Amount
Balance, beginning of year	283,293,999	\$ 2,844,270	280,363,913	\$ 2,815,662
New fund units issued	34,356	172	73,928	710
New fund units issued under distribution reinvestment plan	1,263,182	12,068	2,416,883	23,427
Net issuance of Fund units	1,297,538	12,240	2,490,811	24,137
Balance, end of period	284,591,537	\$ 2,856,510	282,854,724	\$ 2,839,799

Total units of 284,591,537 include 52,843,435 Fund units submitted for redemption and 12,834,502 Run-Off Pool units as reconciled below:

	September 30, 2024		September 30, 2023	
	Units	Amount	Units	Amount
Balance, beginning of year	41,579,849	\$ 390,034	11,614,581	\$ 113,217
Net increase in units submitted for redemption	11,263,586	104,536	20,021,115	193,677
Transfer to Run-Off Pool units	-	-	(986,926)	(9,608)
Decrease in fair value	-	943	-	589
Balance in units submitted for redemption, end of period	52,843,435	495,513	30,648,770	297,875
Balance in Run-Off Pool units, end of period	12,834,502	118,930	12,834,502	124,364
Balance, end of period	65,677,937	\$ 614,443	43,483,272	\$ 422,239

During the normal course of business, the Fund receives unit issuance and redemption requests from the investors. In the period ended September 30, 2024, the Fund received requests for redemption of 11,263,586 units (2023 – 20,021,115) and redeemed nil units, same as last year in accordance with its policies.

The Fund continues to issue new units and receive redemption requests, which will be processed in accordance with the policies mentioned below.

II) Distribution reinvestment plan and direct unit purchase plan

The Fund has a distribution reinvestment plan and direct unit purchase plan for its unitholders, which allows participants to reinvest their monthly cash distributions in additional units at a unit price equivalent to the net asset value ("NAV") per unit.

The beneficial interests in the Fund are represented by the Fund's regular class of units, which are unlimited in number ("Fund units"), and Run-off Pool units described in note 4(d). Each Fund unit carries a single vote at any meeting of unitholders and carries the right to participate pro-rata in any distributions. Unitholders have a limited

right to redeem their units, on a monthly basis, upon a minimum of 30 days' notice. Partial or complete redemption of units is limited on a monthly basis to 1% of the aggregate fair market value of units outstanding on the valuation date immediately preceding the said redemption date. Redemption notices on any given redemption date shall maintain their order of priority until the unit redemption price for such units has been paid in full.

The Trustees have the right in their absolute and unfettered discretion to extend the time for payment of the unitholder redemption price for tendered units if such payment would be materially prejudicial to the interests of the remaining unitholders in the Fund. On November 8, 2022, the Trustees exercised this discretion and extended the payment of unit redemption prices. On September 30, 2024, the payment of unit redemption prices remains extended.

4. Net assets attributable to unitholders (continued):

In the extraordinary circumstance where the number of units properly tendered for redemption ("Tendered Units") by unitholders ("Tendering Unitholders") on any given redemption date exceeds 3% of the total number of units outstanding on such redemption date, the Trustees are entitled in their sole discretion to modify or suspend unitholder redemption rights. Specifically, if the extraordinary circumstance referenced above occurs, the Trustees are entitled, in their sole discretion, to implement one of the following measures:

A) Discounted redemption

The Trustees shall give notice to Tendering Unitholders that their Tendered Units shall be redeemed on the next redemption date at a redemption price discounted by a discount factor to be determined by the Trustees in their sole discretion, acting reasonably. In determining the discount factor, the Trustees may consider such factors as market prices for similar investments that are traded on a stock exchange in Canada, the variation inherent in any estimates used in the calculation of the fair market value of the Tendered Units to be redeemed, the liquidity reasonably available to the Fund and general economic conditions in Canada. Unitholders may choose to retract their redemption request upon receiving notice from the Trustees of a discounted redemption; however, unitholders who retract will be prohibited from redeeming the Tendered Units to which their retraction applies for a period of up to 12 months following the date the discounted redemptions are processed.

B) Temporary suspension of redemptions

The Trustees shall give notice to all unitholders that normal course redemption rights are suspended for a period of up to six months. Issuance of a suspension notice by Trustees will have the effect of cancelling all pending redemption requests. At the end of the suspension period, the Trustees may call a special meeting of unitholders to approve an extension of the suspension period, failing which normal course redemptions will resume.

C) Units submitted for redemption

As of September 30, 2024, unitholders representing approximately 52,843,435 (2023 – 30,648,770) units have requested redemptions of their units, the redemption of which is subject to the above

restrictions. These units, however, continue to have the same rights and no priority over the remaining units. Units submitted for redemption are redeemed at NAV.

On September 30, 2024, the unit redemptions remain suspended.

D) Run-Off Pool redemption

On September 26, 2022, the Trustees, pursuant to Section 5.25(h)(ii) of the Fund's declaration of trust, elected to redeem units tendered for redemption by way of an in-kind distribution of a special class of units ("Run-Off Pool Units"), and provided notice to tendering unitholders that all or some their tendered units would, subject to confirmation by the unitholder, be so redeemed. The Run-Off Pool Units represent a proportionate share of each asset and liability from which the Fund's net asset value is derived. As the assets attributable to the Run-Off Pool Units are converted to cash (e.g. from mortgage loan repayments, mortgage loan sales, or other proceeds of realization from underlying mortgage collateral), such proceeds, net of attributable liabilities and net of reasonable reserves, to the extent they are made available to the Fund, will be paid to holders of Run-Off Pool Units as a redemption of Run-Off Pool Units, on a quarterly basis. Assets attributable to the Run-Off Pool Units may periodically be purchased for the benefit of the main Fund at fair market value to the extent surplus capital is available. Holders of Run-Off Pool Units will be entitled to distributions of interest and any other income generated by the assets attributable to the Run-Off Pool Units in the same manner as unitholders are entitled to such distributions generated on the balance of the Fund's assets. Additionally, if the net asset value of the Run-Off Pool Units in the aggregate is determined to be less than \$100 million, the Trustees have the right to redeem all outstanding Run-Off Pool Units in cash, at a redemption discount of up to 12% of the net asset value of the Run-Off Pool Units.

4. Net assets attributable to unitholders (continued):

On January 1, 2023, the Trustees, pursuant to section 3.3 of the Fund's declaration of trust, authorized the decision to permit the participation, reduction, and withdrawal of certain unitholder's units in the Run-Off Pool. As a result, a net total of 986,926 units in the amount of \$9,608 were redeemed by way of an in-kind distribution of Run-Off Pool Units based on the December 31, 2022 NAV. These units are amalgamated and will be treated in the same manner as the Run-Off Pool Units from September 26, 2022.

5. NAV per unit and net income and comprehensive income per unit

As at September 30, 2024, NAV per Fund unit is calculated as total assets less total liabilities, including units submitted for redemption, allocable to outstanding Fund units of 271,757,035 (2023 – 270,020,222). NAV per Run-off Pool unit is calculated total assets less total liabilities, allocable to outstanding Run-off Pool units of 12,834,502 (2023 – 12,834,502).

For the nine-month period ending September 30, 2024, net income and comprehensive income per Fund unit have been computed using the weighted average number of Fund units issued and outstanding of 271,182,036 (2023 – 269,100,888).

For the nine-month period ending September 30, 2024, net income and comprehensive income per Run-Off Pool unit have been computed using the weighted average number of Run-Off Pool units issued and outstanding of 12,834,502 (2023 – 12,834,369).

6. Distributions

The Fund makes distributions to the unitholders (Fund units and Run-off Pool Units) monthly on or about the 15th day of each month. The Fund's trust indenture indicates that the Fund intends to distribute 100% of the net earnings of the Fund, determined in accordance with the Income Tax Act (Canada), to the unitholders. For the nine months period ended September 30, 2024, the Fund declared distributions of \$0.18 (2023 - \$0.28) per unit and a total of \$51,123 (2023 - \$78,889) was distributed to all the unitholders.

7. Income taxes

The Fund is taxed as a mutual fund trust for income tax purposes. Pursuant to the trust indenture, the Fund intends to distribute 100% of its income for income tax purposes each year to such an extent that it will not be liable for income tax under the Income Tax Act (Canada). Therefore, no provision for income taxes is required on earnings of the Fund.

On June 22, 2007, legislation relating to the federal income taxation of a specified investment flow-through trust or partnership ("SIFT") received royal assent (the "SIFT Rules").

Under the SIFT Rules, certain distributions from a SIFT will no longer be deductible in computing a SIFT's taxable income and a SIFT will be subject to income taxes on such distributions at a rate that is substantially equivalent to the general tax rate applicable to a Canadian corporation. Distributions paid by a SIFT as returns of capital will not be subject to income taxes.

The Fund is not subject to the SIFT tax regime as its units are not listed or traded on a stock exchange or other public market. Accordingly, the Fund has not recorded a provision for income taxes or future income tax assets or liabilities in respect of the SIFT Rules.

8. Related party transactions and balances

Transactions with related parties are in the normal course of business and are recorded at the exchange amount, which is the amount of consideration established and agreed to by the related parties and which represents fair market value.

Other than the transactions disclosed elsewhere in these financial statements, the Fund and the Partnership had the following significant related party transactions:

A) Two of the trustees of the Fund are indirect owners of Romspen. Under the Mortgage Origination and Capital Raising Agreement, Romspen provides capital raising services to the Fund. Romspen receives fees totalling 0.33% per annum, calculated daily and payable monthly, of the principal balance of all mortgage investments and the fair market value of all other non-mortgage investments of the Partnership. For the nine months ended September 30, 2024, the total amount was \$5,449 (2023 – \$5,732).

8. Related party transactions and balances (continued):

B) Under the Mortgage Origination and Capital Raising Agreement, Romspen provides mortgage origination services to the Partnership. Romspen receives fees totalling 0.67% per annum, calculated daily and payable monthly, of the principal balance of all mortgage investments and the fair market value of all other non-mortgage investments of the Partnership. For the nine months ended September 30, 2024, this amount was \$11,062 (2023 – \$11,638).

C) Under the Mortgage Origination and Capital Raising Agreement, Romspen provides mortgage origination services to USMLP. Romspen receives fees totalling 1% per annum, calculated daily and payable monthly, of the principal balance of all mortgage investments and the fair market value of all other non-mortgage investments of USMLP. For the 9 months ended September 30, 2024, this amount was \$5,941 (2023 – \$5,735).

D) Romspen and related entities also receive certain fees directly from the borrower, generated from the Partnership's mortgage investments as follows: all lender, broker, origination, commitment, renewal, extension, discharge, participation, insufficient funds and administration fees generated on the mortgages. For the nine months ended September 30, 2024, this amount was \$14,766 (2023 – \$11,064).

E) The Partnership's mortgages may be syndicated with other investors, which may include Romspen, members of management of Romspen and officers or Trustees of the Fund. The Partnership will rank equally with, or in priority to, such other investors or participants as to receipt of principal and income. Employees and directors of Romspen, along with related parties, are also permitted to invest in the Fund.

F) As at September 30, 2024, the Partnership had one (2023 – one) investment outstanding with an original cost of \$42,814 (2023 – \$41,686), including accrued interest of \$3,907 (2023 – nil) and fair value of \$42,814 (2023 – \$35,381) due from mortgagors and investments in which members of management of Romspen own non-controlling equity interests.

G) Included in the Fund and the Partnership's accounts payable and accrued liabilities is an amount of \$20 payable to Romspen (2023 – \$55).

H) As at September 30, 2024, the Partnership has sixteen (2023 – fifteen) mortgage investments with entities that are owned by a subsidiary of Romspen ("Romspen Subsidiary") following the completion of the enforcement foreclosure on behalf of the Partnership. The weighted average rate for these mortgages is 4.9% (2023 – 3.27%).

During the nine months September 30, 2024, Romspen Subsidiary foreclosed and assumed two mortgages (2023 - two) on behalf of the Partnership.

As at September 30, 2024, the cost of the mortgage investments with Romspen Subsidiary is \$661,101 (2023 - \$606,547), and the fair value is \$495,961 (2023 - \$581,973). For the nine months period ended September 30, 2024, the Partnership recognized interest income of \$1,197 (2023 - \$4,518) from these investments.

9. Commitments and contingent liabilities

A) In the event that management agreements are terminated, the various management agreements between the Fund, the Partnership and Romspen contain provisions for the payment of termination fees of an amount equal to 2% of the fair market value of the Partnership's assets under management on the date on which the termination notice is received, in addition to any other amounts owing by the Partnership or the Fund. These amounts will be satisfied by the payment of cash, interests in mortgages or in such combination thereof as determined by the mortgage manager. These agreements continue in force until terminated in accordance with their provisions.

B) The Partnership has granted an irrevocable option to Romspen to purchase, at any time, any or all Partnership mortgages at a purchase price equal to the principal amount of such mortgage plus accrued interest.

C) In certain situations, subsidiaries utilize financing from external sources. In such cases the Partnership will extend guarantees to the subsidiaries as support for these debts. As of September 30, 2024, there were \$43,060 of guarantees outstanding (2023 – \$49,243).

D) The Partnership has letters of credit and guarantees outstanding at September 30, 2024 of \$20,669 (2023 – \$24,344).

10. Fair values of financial instruments

IFRS 13 - Fair Value Measurement, establishes enhanced disclosure requirement for fair value measurements of financial instruments and liquidity risks. A three-level valuation hierarchy is used for disclosure of financial instruments measured at fair value based upon the degree to which the inputs used to value an asset or liability as of the measurement date are observable:

- Level 1 – quoted (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fund

The Fund's investment in the Partnership has been classified in Level 2 of the hierarchy.

The fair value of the investment in the Partnership is the amount of net assets attributable to unitholders of the Partnership. The Fund routinely redeems and issues the redeemable Partnership units at the amount equal to the proportionate share of net assets of the Partnership at the time of redemption. Accordingly, the carrying amount of net assets attributable to unitholders of the Partnership approximates their fair value.

The fair values of cash, other assets, accounts payable and accrued liabilities, units submitted for redemption, unitholders' distributions payable and prepaid unit capital approximate their carrying values due to their short-term maturities.

Partnership

The partnership's mortgage investments and investment in subsidiaries are classified as Level 3 and investment in USMLP is classified as Level 2 of the hierarchy.

11. Financial instrument risk management

The Fund is exposed in varying degrees to a variety of risks from its use of financial instruments. The Trustees and Romspen discuss the principal risks of the business on a day-to-day basis. The Trustees set the policy framework for the implementation of systems to manage,

monitor and mitigate identifiable risks. The Fund's risk management objective in relation to these instruments is to protect and minimize volatility to net assets and mitigate financial risks, including credit risk, liquidity risk, market risk (including interest rate risk and currency risk) and capital management risk.

Romspen seeks to minimize potential adverse effects of risk by retaining experienced analysts and advisors, monitoring the Partnership's positions, market events and entering into hedge contracts. The types of risks the Fund is exposed to, the source of risk exposure and how each is managed is outlined hereafter:

A) Credit risk

Credit risk is the risk of loss due to a counterparty to a financial instrument failing to discharge their obligations.

Fund

The Fund is exposed to credit risk through its investment in the Partnership.

Partnership

- i) Credit risk arises from mortgage investments held, from investment in subsidiaries, from investment in USMLP and also from foreign exchange forward contracts. The Partnership's sole activity is investing in mortgages (note 3) and, therefore, its assets are exposed to credit risk. Any instability in the real estate sector and adverse change in economic conditions in Canada and the US could result in declines in the value of real property securing its mortgage investments. Romspen manages credit risk by adhering to the investment and operating policies set out in its Offering Memorandum. This includes the following policies:
 - ii) no more than 20% of the Fund's capital may be invested in subordinate mortgages; and
 - iii) no more than 10% of the Fund's capital may be invested in any single mortgage or to any single borrower.

11. Financial instrument risk management (continued):

The Partnership focuses its investments in the commercial mortgage market segments described in its Offering Memorandum, which includes development mortgages, construction mortgages, term financing mortgages and residential mortgages.

These mortgages generally have the following characteristics:

- i) initial terms of 12 to 24 months;
- ii) loan to value ratios of approximately 65% at time of underwriting;
- iii) significant at-risk capital and/or additional collateral of property owner; and
- iv) full recourse to property owners supported by personal guarantees.

In addition, the Fund's Trustees meet regularly to review and approve each mortgage investments and to review the overall portfolio to ensure it is adequately diversified.

As at September 30, 2024, there are four mortgage investments issued to a single borrower ("Borrower") for \$172,358 (2023 - \$172,358) in principal and \$156,567 (2023 - \$155,198) in accrued interest, for a combined indebtedness of \$328,924 (2023 - \$327,556) at cost. The total mortgage investments and accrued interest with the Borrower is recorded at a fair value of \$264,219 (2023 - \$327,556). Total principal outstanding accounts for 6.5% (2023 - 6.3%) of the funds capital. The principal and interest receivable accounts for 18.5% (2023 - 17.1%) of the Partnership's combined mortgage investment and accrued interest receivable balance at fair value (excluding investment in USMLP).

In addition, there is a mortgage investment issued to a single borrower ("Borrower") for \$240,274 (2023 - \$166,455) in principal and \$22,047 (2023 - \$2,418) in accrued interest, for a combined indebtedness of \$262,322 (2023 - \$168,873) at cost. The total mortgage investments and accrued interest with the Borrower is recorded at a fair value of \$262,322 (2023 - \$168,873). Total principal outstanding accounts for 9.0% (2023 - 6.1%) of the funds capital. The principal and interest receivable accounts for 14.8% (2023 - 8.8%) of the Partnership's combined mortgage investment and accrued interest receivable balance at fair value (excluding investment in USMLP).

Romspen manages counterparty credit risk on foreign exchange forward contracts by dealing with counterparties with high credit ratings.

B) Liquidity risk

Liquidity risk is the risk that the Fund or the Partnership will not have sufficient cash to meet its obligations as they become due.

Fund

Unitholders in the Fund have the limited right to redeem their units in the Fund, as described in its Offering Memorandum and paragraph 5.25 of the Fund's Declaration of Trust. The Trustees are entitled, in their sole discretion, to extend the time for payment of any unitholder redemption if, in their reasonable opinion, such payment would be materially prejudicial to the interests of the remaining unitholders.

The Fund is obliged to pay management fees to Romspen, which are funded out of interest income earned from the Partnership.

Partnership

The Partnership mitigates this risk by monitoring its scheduled mortgage repayments and ensuring that sufficient funds are available in the near term to satisfy all of its obligations. The Partnership's obligations are primarily those which arise under the revolving loan facility, the Mortgage Management Agreement and its Declaration of Trust. In the current economic climate and capital markets, the lenders may continue to tighten their lending standards, which could make it challenging for the Partnership to obtain financing on favourable terms, or to obtain financing at all.

11. Financial instrument risk management (continued):

The credit agreement for the Partnership's revolving loan facility (note 3(e)) was amended and restated on May 16, 2024, and included an extension of the maturity date to April 16, 2025 (note 13). In the current economic climate and credit market conditions, there are no assurances that the revolving loan facility will be renewed or that it could be replaced with another lender or lenders if not renewed. If it is not renewed at maturity, repayments from the Partnership's mortgage investment portfolio would be used to repay the revolving loan facility. The Partnership's mortgages are predominantly short-term in nature, and as such, the continual repayment by borrowers of existing mortgage investments creates liquidity for ongoing mortgage investments and funding commitments. In the current economic environment, a large portion of the Partnership's mortgage investments is in overhold (note 3b), which results in an increased liquidity risk for the Partnership.

If the Partnership is unable to continue to have access to its revolving loan facility, the size of the Partnership's investment portfolio will decrease and the income historically generated through holding a larger portfolio by utilizing leverage will not be earned.

There are limitations in the availability of funds under the revolving loan facility (note 3(e)).

The Partnership is not obliged to invest in any mortgages originated by Romspen and, therefore, has no future funding obligations in respect of the Romspen's mortgage commitments. The Fund is obliged to pay management fees to Romspen, which are funded out of interest income earned from the Partnership.

C) Market risk

Market risk is the risk that changes in market prices – such as interest rates, foreign exchange rates, equity prices and credit spreads – will affect income or fair value of financial instruments.

Fund

The Fund is exposed to market risk through its investment in the Partnership.

Partnership

Market risk arises on the fair value of the collateral securing any of the Partnership's mortgage investments. Romspen monitors real estate market conditions in the regions in which it operates. Real estate market trends are monitored on an ongoing basis and Romspen's lending practices and policies are adjusted when necessary.

I) Interest rate risk: Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Fund manages this risk by investing primarily in short-term mortgages. The Partnership's investment objective is to obtain an acceptable and consistent absolute rate of return that is not related to any market-based interest rate benchmark.

As a result, the credit characteristics of the mortgages will evolve such that in periods of higher market interest rates, the mortgages will be those with narrower credit spreads, and vice versa in periods of lower market interest rates compared to other benchmark interest rates.

The majority of the Partnership's investments are in fixed rate, short-term mortgages. The Partnership generally holds all of its mortgages to maturity. There is no secondary market for the Partnership's mortgages and in syndication transactions; these mortgages are generally traded at face value without regard to changes in market interest rates.

The Partnership's debt under the revolving loan facility (note 3(e)) bears interest at the interest rates indicated in note 3(e).

As at September 30, 2024, if interest rates on the revolving loan facility had been 100 basis points lower or higher, with all other variables held constant, net earnings for the year would be affected with a total increase or decrease of \$554 (2023 – \$1,531). Similarly, it would be \$845 (2023 - \$nil) for term credit facility. Romspen monitors the financial markets and can adjust the pricing of renewals and new loans when it deems it appropriate.

11. Financial instrument risk management (continued):

II) Currency risk: Currency risk is the risk that the fair value or future cash flows of the Partnership's portfolio will fluctuate based on changes in foreign currency exchange rates. Approximately \$1,533,837 (2023 - \$1,612,948), or 56% (2023 - 57%) of the total Partnership's investments at September 30, 2024, are denominated in USD and secured primarily by charges on real estate located in United States; consequently, the Fund is subject to currency fluctuations that may impact its financial position and results. Romspen reduces currency risk on mortgages by having the Partnership enter into foreign exchange forward contracts; by including mortgage contract terms whereby the borrower is responsible for foreign exchange losses; and by funding part of the mortgages with a USD loan facility.

A weakening of the Canadian dollar against the US dollar by 5% would have resulted in an increase in NAV of \$0.08 per unit (2023 - \$0.08 per unit), assuming all other variables, including interest rates, remain constant. A strengthening would have resulted in an equal but opposite effect. The Partnership uses foreign exchange forward contracts to manage its exposure to foreign currency risks.

D) Capital risk management

The Fund manages capital to attain its objective of providing stable and secure cash distributions of income while preserving unitholders' equity. The Fund defines capital as being capital raised by issuing Fund units. The Fund intends to distribute its taxable income to unitholders, with the result that growth in the portfolio can only be achieved through the raising of additional equity capital and by utilizing the Partnership's available borrowing capacity.

The Fund raises equity capital on a monthly basis during periods where Romspen projects a greater volume of investment opportunities than the Fund's near-term capital would be sufficient to fund. In the event the Fund may have surplus equity capital, the Trustees of the Fund have the right to redeem units held by unitholders or to declare a return of capital distribution.

The Partnership may borrow up to 35% of the book value of its mortgages. The primary purpose of the borrowing strategy is to ensure that the Fund's unitholders' capital is fully invested. The secondary purpose is to obtain a spread between the interest rates payable under its mortgage investments and its borrowings. As of

September 30, 2024, the Partnership's borrowings totalled 9% (2023 – revolver of 6%) of the book value of its total investments and the Fund was in compliance with all covenants under its term credit facility and revolving loan facility.

E) Other price risk

Other price risk is the risk that the fair value of investments will fluctuate as a result of changes in market prices (other than those arising from currency risk or interest rate risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in a market.

Unexpected volatility or illiquidity could occur due to legal, political, regulatory, economic or other developments, such as public health emergencies, including an epidemic or pandemic, natural disasters, war and related geopolitical risks, and may impair Romspen's ability to carry out the objectives of the Fund or cause the Fund to incur losses. Neither the duration nor the ultimate effect of any such market conditions, nor the degree to which such conditions may worsen can be predicted.

Romspen adheres to specified investment constraints in relation to asset class and diversification, thus minimizing exposure to other price risk.

Other assets and liabilities are monetary items that are short-term in nature and not subject to other price risk.

12. Comparative information

Certain comparative information has been reclassified to conform with the financial statement presentation adopted in the current year.

Trustees & Management

Romspen is led by six managing partners, each with extensive finance and real estate experience, supported by over 70 professionals dedicated to all facets of our business. The trustees and the management team are collectively the largest non-institutional investor in the Fund. This alignment is essential to preserving capital and generating strong consistent returns for the Fund's unitholders.

Romspen Mortgage Investment Fund

Sheldon Esbin

Trustee

Mark Hilson

Trustee

Arthur Resnick

Trustee

Wesley Roitman*

Trustee

Romspen Investment Corporation

Wesley Roitman

Managing General Partner

Blake Cassidy*

Managing Partner

Mary Gianfriddo*

Managing Partner

Derek Jenkin

Managing Partner

Peter Oelbaum

Managing Partner

Richard Weldon

Managing Partner

Joel Mickelson

Corporate Counsel

Brent Forrest

President, Romspen Development Group

Hugo Domingues

Interim Vice President, Finance

*Denotes director of Romspen Investment Corporation

Unitholder Information

Units

The Fund units represent a beneficial ownership interest in the Romspen Mortgage Investment Fund. The Fund is a closed-end investment trust and is the sole limited partner in the Romspen Mortgage Limited Partnership.

Distributions

Distributions on Fund units are payable on or about the 15th day of each month. The Fund intends to distribute its taxable earnings each year to unitholders.

Distribution Reinvestment Plan

The distribution reinvestment plan provides unitholders a means to reinvest cash distributions in additional units of the Fund. To participate, registered unitholders should contact Romspen or their investment dealer.

Marketing Contact

Requests for the Fund's annual report, quarterly reports, or other corporate communications should be directed to:

Lauren Cooper, Director, Marketing & Corporate Communications
laurencooper@romspen.com
Romspen Mortgage Investment Fund
Suite 300, 162 Cumberland Street
Toronto, Ontario M5R 3N5
647-884-0346

Duplicate Communication

Registered holders of Romspen units may receive more than one copy of shareholder mailings. Every effort is made to avoid duplication, but when units are registered under different names and/or addresses, multiple mailings result. Unitholders who receive, but do not require, more than one mailing for the same ownership are requested to contact Investor Relations and arrangements will be made to combine the accounts for mailing purposes.

Auditors

KPMG LLP

Legal Counsel

Gardiner Roberts LLP

Website

www.romspen.com