

GrowthWorks Canadian Fund Ltd. FAQ's

1. What has happened with GrowthWorks Canadian Fund?

On October 1, 2013, GrowthWorks Canadian Fund Ltd ("the Fund") sought and obtained an Initial Order (the "Initial Order") under the Companies' Creditors Arrangement Act ("the CCAA") from the Ontario Superior Court of Justice. The Applicants sought and were granted a stay of proceedings and other relief provided under the CCAA. Pursuant to the Initial Order, FTI Consulting ("FTI" or the "Monitor") has been appointed Monitor.

2. Why did the Fund file for creditor protection under the CCAA?

The Fund is a labour sponsored venture capital fund that has a diversified portfolio (the "Venture Portfolio") of investments in small and medium sized Canadian businesses. The Fund invests funds raised from its Class A shareholders, who are retail investors.

The Fund is insolvent because a \$20 million payment obligation to Roseway Capital S.a.r.l ("Roseway") pursuant to a Participation Agreement, along with certain related obligations, became due on September 30, 2013, which the Fund was unable to pay.

The Fund does not have access to short-term financing. Its only source of liquidity is the proceeds realized upon disposition of assets in the Venture Portfolio. However, a significant portion of the Fund's investments are illiquid securities of private companies and a forced sale of such investment assets, prior to an appropriate exit opportunity arising, generally results in depressed values and portfolio losses.

The Initial Order provides for a court supervised process for the ongoing management of the Fund, including the disposition of the Fund's portfolio investments and the refinancing of the Fund's secured payment obligations to their only secured creditor Roseway under the Participation Agreement between the Fund and Roseway dated May 28, 2010. The CCAA process is designed to achieve an orderly disposition, with a goal to preserve value for creditors and investors.

3. What funds are affected by the filing?

Only the Canadian Fund has filed for court protection under the CCAA. The CCAA filing does not impact any of the other GrowthWorks investment funds.

4. What does this mean for me and the money I have invested in the Fund?

Canadian Fund redemptions have been frozen since 2012 and will continue to remain frozen throughout the CCAA process. You do not have to submit a claim in the claims

process to preserve your rights as a shareholder. For further information, please access the Monitor's website at: <http://cfcanada.fticonsulting.com/gcfl>

5. When can I expect to see these proceedings resolved?

At this point in time, it is unclear how long these proceedings will continue. Timing is uncertain and any potential realization may take years. The Company obtained an initial stay of proceedings to October 1, 2013. The Company has applied and been granted multiple extensions of the Stay of Proceedings, the most recent extension is to November 30, 2014. All further updates on stay extensions can be found on the <http://cfcanada.fticonsulting.com/gcfl>

6. Who is currently managing the fund?

The Fund has appointed C. Ian Ross as the Interim Chief Executive Officer. Mr. Ross and the Board of Directors are currently managing the Fund.

7. How can I stay up to date with the proceedings?

For the most current information on GrowthWorks Canadian Fund and the CCAA Proceedings, please refer to the Monitor's website at <http://cfcanada.fticonsulting.com/gcfl>. You can also contact the Monitor either by email at at.growthworkscanadianfundltd@fticonsulting.com or by telephone at 416-649-8087 or toll free at 1-855-431-3185.

8. When will redemptions be processed?

At this point in time, it is uncertain if/ when redemptions will resume. To the extent circumstances change and/or additional information is available, an update will be posted on the Monitor's website at: <http://cfcanada.fticonsulting.com/gcfl>

9. What happens to my redemption request submitted before the filing?

There is no change in the status of redemption requests submitted prior to the CCAA Filing. Any requests previously sent to the Fund will remain on file. The Fund will continue to accept requests; however, redemptions will remain frozen at this time.

10. Can I complete an additional Redemption Request form? Where can I find a copy of the Redemption Request form?

There is no change in the status of redemption requests submitted prior to the CCAA Filing. The Fund will continue to accept requests; however, redemptions will remain frozen at this time.

Should you still wish to complete an additional Redemption Request Form, you may return the completed version to the Monitor. Copies of the form can be found in the Shareholder Section on the Monitor's website at:

<http://cfcanada.fticonsulting.com/gcfl/ShareholderInformation.htm>

11. Where can I find information relating to the Claims Procedure?

Details and copies of Proof of Claim forms relating to the Claims Procedure can be found on the Monitor's website under the Claims Procedure section. All claims were due on the **Claims Bar Date being March 6, 2014**. Any claims not received by the Claims Bar Date are forever barred and extinguished.

<http://cfcanada.fticonsulting.com/gcfl/Claims%20Procedure.htm>

12. What is the deadline in order to submit a Proof of Claim?

The Claims Bar Date was Thursday, March 6, 2014 at 5:00pm ET. Creditor claims, that were not submitted by the Claims Bar Date are forever barred and extinguished.

13. Does the Claims Bar Date apply to Unit holders?

The Claims Bar Date set out in the Claims Procedure Order does not apply to unit holders/shareholders. Unit holder/shareholder claims are not impacted by the Claims Procedure and they do not have to file a claim to preserve their rights as unit holders/shareholders.

14. How can I convert my RRSP to RIF?

To the extent you have any administrative changes, please send a request in writing to the Monitor. The Monitor is keeping track of all account changes and/or changes to personal information that are being provided via email or Fax:

[Email: growthworkscanadianfundltd@fticonsulting.com](mailto:growthworkscanadianfundltd@fticonsulting.com)

Fax: 416-649-8101

15. What if the account holder has passed away and surviving account holder would like a transfer in kind from the estate account?

To the extent you have administrative changes, please send your request to the Monitor. The Monitor is keeping track of all account changes and/or changes to personal information that are being provided via email or Fax:

[Email: growthworkscanadianfundltd@fticonsulting.com](mailto:growthworkscanadianfundltd@fticonsulting.com)

Fax: 416-649-8101

16. Where can I find a copy of my statement?

To the extent you are looking for a copy of your statement showing your holdings, please refer to the last statement you would have received from Growthworks Canadian Fund Ltd. and/or please follow-up with your broker for further details of your holdings.

17. Where are my outstanding units being held?

There is no change in respect of where units are being held. Please follow-up with your broker for further details of your holdings

18. Where would I get information on current situation?

For updated information on the circumstances surrounding the initial CCAA filing and the current situation, please refer to copies of the initial motion materials filed by the Fund and copies of reports filed with the Court and by the Monitor:

<http://cfcanada.fticonsulting.com/GCFL/motions.htm>

<http://cfcanada.fticonsulting.com/GCFL/reports.htm>

19. Will there be any money left for distribution to Shareholders/Unit holders?

At this point in time, it is not possible to know what amounts, if any, will be available for distribution to shareholders. Please refer to Monitor's website for updates:

<http://cfcanada.fticonsulting.com/gcf>