MANAGEMENT'S DISCUSSION & ANALYSIS

PENDER GROWTH FUND INC.

Three months ended March 31, 2024

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INTRODUCTION

This Management's Discussion and Analysis ("MD&A") dated May 27, 2024 presents a review of the unaudited financial results for Pender Growth Fund Inc. ("Pender" or the "Company") for the three months ended March 31, 2024 and assesses factors that may affect future results. The financial condition and results of operations are analyzed and significant factors that affected Pender's statements of financial position, statements of comprehensive income, statements of changes in equity and statements of cash flows are discussed.

The MD&A is supplementary information and should be read in conjunction with Pender's unaudited condensed interim financial statements and the notes thereto for the three months ended March 31, 2024 (the "Condensed Interim Financial Statements") and Pender's audited financial statements and the notes thereto for the year ended December 31, 2023 (the "Annual Audited Financial Statements"). All amounts shown in this MD&A are presented in Canadian dollars unless otherwise specified.

The MD&A has been prepared by PenderFund Capital Management Ltd. (the "Manager"). The Board of Directors carries out its responsibility for the review of this disclosure through its Audit Committee, which is made up of three directors, a majority of whom are independent directors. The Audit Committee has reviewed and recommended approval of the MD&A by the Board of Directors. The Board of Directors has approved this disclosure.

Additional information about Pender is available on the SEDAR+ website at www.sedarplus.ca.

Caution Regarding Forward-Looking Statements

This MD&A may contain forward-looking statements about the Company, including its strategy, prospects and further actions. Forward-looking statements include statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as "expects", "anticipates", "intends", "plans", "believes", "estimates", or negative versions thereof and similar expressions.

In addition, any statement made concerning future performance, strategies or prospects and possible future Company action is also a forward-looking statement. Forward-looking statements are based on current expectations and projections about future events and are inherently subject to risks, uncertainties and assumptions about the Company and external factors including economic factors, among other things. Forward-looking statements in this MD&A include, without limitation: statements with respect to the future performance of the Company and the companies in which it invests (each a "Portfolio Company"); the impact of inflation, the impact of central bank measures on the economy, the state of M&A markets, geopolitical and other global events, concentration of the investment portfolio, future economic and market conditions, including mergers and acquisitions ("M&A") and initial public offering ("IPO") market conditions, future orderly realization of value and/or transactions involving its existing Portfolio Companies (including public listing or third-party acquisitions of such Portfolio Companies) or potential future Portfolio Companies or other future transactions, achieving returns for shareholders; the Company's investment approach, objectives and strategies, including its focus on specific sectors; the structuring of its investments and its expectations regarding the performance of certain sectors.

Forward-looking statements are not guarantees of future performance and actual events and results could differ materially from those expressed or implied in any forward-looking statements. While the Manager considers its expectations, assumptions and projections to be reasonable based on information currently available to it, no assurance can be given that its beliefs and assumptions will prove to be correct. Any number of important factors could contribute to these differences, including but not limited to: the risk related to the impact of inflation, the impact of central bank measures on the economy, the state of M&A markets, geopolitical and other global events; the risks of investing in private and publicly traded securities; the risks inherent in a concentrated portfolio, including the risk of having the portfolio value concentrated in one particular issuer, the risk inherent in large holdings relative to the size of the market for those holdings; risks related to the technology sector, including early-stage companies, industry concentration and the high proportion of companies from this sector in the portfolio; the ability of the Company to source additional investments; the risk inherent in small companies, startups, resource companies and companies in emerging sectors; the ability to dispose of investments in public or private Portfolio Companies rapidly or at favourable prices; and the risk inherent in investing in a fund with a lock up period that may be 10 years or longer, and for which a failure to make a capital call may result in the forfeiture of the entire investment; the availability of an active trading market for the Company's Class C Shares; general economic, political and public market factors in North America and internationally; interest and foreign exchange rates; global equity and capital markets; business competition; technological change; changes in government regulations; unexpected judicial or regulatory proceedings.

We stress that the above-mentioned list of important factors is not exhaustive. We encourage you to consider these and other factors carefully before making any investment decisions and we urge you to avoid placing undue reliance on forward-looking statements. Further, except as may be required under applicable law, the Manager has no specific intention of updating any forward-looking statements, whether as a result of new information or future events, or otherwise, prior to the release of the next MD&A.

Business Strategy

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

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

Non-IFRS Measures

The Company prepares and releases Condensed Interim Financial Statements and Annual Audited Financial Statements in accordance with IFRS Accounting Standards (IFRS). In this MD&A, we complement those IFRS disclosures with a number of the key indicators that we use to evaluate the performance and condition of our business. These supplementary key performance indicators include Net Assets, Net Assets per Share, Management Expense Ratio and Trading Expense Ratio. These are not recognized under IFRS nor do they have a standard meaning prescribed by IFRS. We present them to enhance the reader's ability to evaluate the Company. They may not be directly comparable to similar measures used by other companies and readers are cautioned not to view the non-IFRS measures as alternatives to IFRS measures.

Net Assets

The Company uses two financial measures that are individually recognized under IFRS, assets and liabilities, to calculate Net Assets, which is a non-IFRS measure. The calculation of Net Assets as at March 31, 2024 and December 31, 2023 is presented in the following table:

Net Assets	March 31, 2024	December 31, 2023
Assets	$ 88,292,160	$ 74,683,833
LESS: Liabilities	6,326,252	4,797,655
EQUALS Net Assets	$ 81,965,908	$ 69,886,178

Net Assets per Share

The Company uses three financial measures that are individually recognized under IFRS, assets, liabilities and number of shares outstanding, to calculate Net Assets per Share, which is a non-IFRS measure. The Company reports net asset value ("NAV") per share monthly. The calculation of Net Assets per Share, as at March 31, 2024 and December 31, 2023 is presented in the following table:

Net Assets per Share	March 31, 2024	December 31, 2023
Assets	$ 88,292,160	$ 74,683,833
LESS: Liabilities	6,326,252	4,797,655
EQUALS Net Assets	$ 81,965,908	$ 69,886,178
DIVIDED BY Number of Shares Outstanding	7,343,129	7,368,229
EQUALS Net Assets per Share	$ 11.16	$ 9.48

Management Expense Ratio

The Company uses Management Expense Ratio ("MER"), a non-IFRS measure, to represent the total amount of operating expenses, including management fees, sales taxes and interest but excluding performance fees, net of fees waived and/or expenses absorbed by the Manager, contingent payments, corporate taxes, commission and other portfolio transaction costs (together, the "MER Costs") that is borne by the Class C shareholders. The MER is an annualized percentage calculated by dividing total MER Costs by the average Net Assets.

Trading Expense Ratio

The Company uses Trading Expense Ratio ("TER"), a non-IFRS measure, to represent the total amount of commissions and other portfolio transaction costs (the "TER Costs") borne by the Class C shareholders. The TER is an annualized percentage calculated by dividing total TER Costs by the average Net Assets.

Risk Factors

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

Global Events and External Factors

The nature of the Company's investing activities exposes it to various risks, including but not limited to inflation and the impact of central bank measures on the economy, general economic factors, the state of securities' and M&A markets in North America and globally, interest and foreign exchange rates, changes in government regulations, unexpected judicial or regulatory proceedings, business competition, geopolitical and other global events, factors that are beyond the Company's control.

Future developments could impact the Company's results and the full extent of the impact of evolving financial conditions remains unknown. Developing reliable estimates and applying judgment continue to be key to our process to understand the impact of a wide range of economic scenarios on our portfolio companies in periods of elevated uncertainty. Actual results may differ from those estimates and assumptions.

The Company will continue to support its Portfolio Companies, monitor the impacts of global events and reflect the consequences as appropriate in its accounting and reporting.

Investments

The Company's portfolio is materially concentrated in the shares of one publicly listed Portfolio Company, Copperleaf Technologies Inc. ("Copperleaf"). As at March 31, 2024, the Company held 6,739,883 shares of Copperleaf with a value of $48,190,163, which was 58.8% of the Company's total shareholders' equity of $81,965,908 (December 31, 2023 – 6,889,883 shares with a value of $41,614,893 which was 59.5% of the Company's total shareholders' equity). There can be no assurance that the Company will be able to realize the value of this investment.

Historically, Pender's investment focus was on early-stage technology companies. The prospects for success of emerging technology companies are critically dependent on numerous factors that may be difficult to evaluate, especially when they have limited operating histories. Investments in emerging technology companies are inherently risky, and in the case of failed businesses, may result in the total loss of the capital invested by Pender in a Portfolio Company. The technology companies in which Pender invests will typically require additional capital, which Pender may not be able to provide, or which may not be available from other sources.

As at March 31, 2024, approximately 80.7% of Pender's portfolio was comprised of investments in public companies. Public company securities prices are influenced by particular companies' performance outlook, market activity and the larger economic picture. When the economy is expanding, the outlook for many companies will generally be good and the value of their stocks may rise. The opposite may also be true. Usually, the greater the potential reward, the greater the risk.

Where the size of the Company's holding of a particular security is large relative to the market, an orderly realization of value may be relatively difficult for the Company to achieve. Consequently, the sale of such investments may be subject to delay and may only be possible at substantial discounts.

For smaller companies, start-ups, resource companies and companies in emerging sectors, both the risks and potential rewards of investment may be greater than those of larger, more established companies. Likewise, the share prices of such companies may be more volatile than those of larger, more established companies. Further, the products and services offered by technology companies, for example, may become obsolete as science and technology advance. Certain convertible securities may also be subject to interest rate risk.

Private companies, by their nature, will generally lack liquidity and involve a longer-than-usual investment time horizon. The sale of such investments may also be subject to delays and additional costs and may only be possible at substantial discounts. As at March 31, 2024, private companies comprised 19.3% of Pender's investment portfolio. This includes Pender's investment in Pender Technology Inflection Fund II Limited Partnership ("PTIF II"), a limited partnership that invests in a concentrated portfolio of private business to business and health-focused technology companies at their inflection point. It may be relatively difficult for Pender to dispose of its investment in any private company rapidly at favourable prices due to weak M&A markets, adverse market developments or other factors. The sale of such investments may also be subject to delays and additional costs and may only be possible at substantial discounts. Losses are typically realized before gains, and Pender may be required to dispose of Portfolio Companies before any returns are realized.

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

Pender faces competition from many other capital providers and there can be no assurance that suitable investments will be found. Despite the number of sources of private capital, financing for early-stage technology companies remains limited and is subject to pricing and terms that are based on the performance of the investee company and other factors, and what capital is available may be on terms unfavourable to the existing shareholders of these companies.

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

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

Class C Shares

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

The risks associated with an investment in Pender are more fully described in its most recent Annual Information Form, under the heading "Risk Factors". Reference should also be made to the "Caution Regarding Forward-Looking Statements" section at the beginning of this document.

Recent Developments

Investments

The market backdrop was positive in the first quarter, with equity markets higher in a broad-based rally over the period and continuing the rally in risk assets from 2023. The S&P/TSX Composite Index advanced by 6.6%% and the S&P 500 (CAD) gained 13.0%, while small caps also participated with the S&P/TSX Small Cap Index adding 7.9% as a measure of Canadian small caps and the Russell 2000 Index (CAD) gaining 7.5% in the US.

Interest rate policy from the US Federal Reserve remained in focus during the quarter, with central bank officials signaling an end to interest rate hikes and investor expectations shifting to interest rate cuts in 2024. Although the timing and magnitude of interest rate cuts in 2024 remained elusive and has been pushed out to later in 2024, risk assets have responded positively in anticipation of interest rate cuts.

Canadian venture capital ("VC") investment activity[1] during the fourth quarter of 2023 saw nearly $1.4 billion invested across 142 deals, as activity remained muted and slowed year-over-year against the backdrop of higher interest rates and macro concerns about an eventual recession, despite signals of easing toward year end. Deal activity remained well below the record levels of 2021. In terms of deal count, fourth quarter activity fell quarter-over-quarter, although the dollar value invested rose slightly from the prior quarter. In terms of both deal count and dollar value invested, however, both down significantly from the record levels in Q2 2021. The US data showed a consistent decline in private market activity levels, resulting in Q4 2023 having the lowest quarterly deal activity in five years. Deal value remains subdued compared to 2021 time period, but is more inline with 2019/2020 levels. Companies continue to adjust to higher interest rates and company valuations that have compressed against this backdrop. Exit activity also remained subdued in the quarter due to the ongoing market uncertainties and similar phenomenon that have impacted exit multiples. There are, however, some green shoots and signs that buyers and sellers are coming together on price, with 2 acquisitions valued at a combined $6.2b and $8b of total exit value. During the quarter, we continued to work closely with certain of our private Portfolio Companies with the aim of helping them grow and compound their intrinsic value, while supporting them in continuing to optimize their businesses as market conditions evolve. During the first quarter, overall market sentiment in public markets turned positive, with equities and risk assets broadly performing well over the period. With inflation continuing to normalize and central banks signaling interest rate cuts later in 2024 we will remain focused on the fundamentals of the specific companies we own that can withstand a range of economic conditions.

[1] Canadian Venture Capital & Private Equity Association: Q4 2023 Canadian Venture Capital Market Overview

Normal Course Issuer Bid

On February 15, 2024, following the expiry of its Normal Course Issuer Bid ("NCIB")[1], the Company renewed its NCIB on the TSXV. Upon renewal, the Company had 7,362,121 shares issued, of which 6,301,883 shares represented its public float. The Company is entitled to purchase up to a maximum of 630,188 shares, representing 10% of its public float, over the one-year period of this NCIB. The NCIB will continue in effect until February 14, 2025, unless terminated earlier in accordance with its terms. The Company intends to continue to repurchase its shares under the NCIB where the shares are trading at a price that is less than what we see as their intrinsic value, to enhance shareholder value.

Outlook

With the general trend in inflation continuing to slow, central banks are taking the opportunity to pause their rate increase campaigns and signal that the next rate move is likely to be lower. The timing of any interest rate cuts, however remains elusive. With the potential for volatility as the market adjusts to new incoming data, we will continue to monitor these macro events and assess their impact on the Company and our Portfolio Companies. Our goal remains to target businesses with the durability and balance sheet strength to weather a variety of economic environments.

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

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

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

Portfolio of Investments

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

During the three months ended March 31, 2024, we added to our holdings of existing publicly listed company Kraken Robotics Inc., Tantalus Systems Holding Inc. and Dye & Durham Limited. During the period, we also divested our holding of BuildDirect.com Technologies Inc., and divested a part of our Copperleaf Technologies Inc., and Zillow Group, Inc. holdings.

As at March 31, 2024, our Portfolio Company holdings represented 106.4% of Net Asset Value, an increase of 2.2% from 104.2% as at December 31, 2023.

Pender's Net Assets as at March 31, 2024 were made up of securities of publicly listed companies (85.8%),

[1]Further information about the NCIB that expired on February 13, 2024 is available in the Company's MD&A reports for 2023 available on SEDAR+.

private unlisted companies (20.6%), and cash and other assets net of liabilities (-6.4%).

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

Investments	March 31, 2024	December 31, 2023
Total Investments	$ 91,042,319	$ 76,608,425
Less: Deferred gain	3,782,289	3,782,289
Net investments	$ 87,260,030	$ 72,826,136

After recognizing $29,016,504 of the deferred gain in 2023, the Company recognized $Nil in the three months ended March 31, 2024 and the quarter-end balance of the deferred gain was $3,782,289 as shown in the table above.

The significant trends and events for Pender's Portfolio Companies during the three months ended March 31, 2024, are described in the following sections.

Significant Equity Investments

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

Copperleaf Technologies Inc.

Copperleaf provides decision analytics to companies managing critical infrastructure. The company's enterprise software solutions leverage operational and financial data to help its clients make strategic investment decisions about how best to sustain and expand this infrastructure to deliver the highest business value. Copperleaf is based in Vancouver and its solutions are distributed and supported by regional staff and partners worldwide.

In the second quarter of 2024, the company announced impressive Q1 operating results, reporting 32% growth in annual recurring revenue in the quarter, complemented by subscription revenue also growing 32% year-over-year. The company ended the quarter with a record revenue backlog of $145.5 million, up 32% year over year. They continued to execute their growth strategy, with their strategic go-to-market investments accelerating lead generation and adoption in new industries and geographies. As evidence of these investments have gained traction, we are encouraged to the results beginning to show. The company continued to expand in its core sectors, making additional progress in the Transportation, Upstream Oil & Gas, and the globalization of Copperleaf Water sector platform. The company continues to maintain a strong balance sheet, finishing the quarter with cash and short-term investments of $111 million (compared to $116.4 million as at December 31, 2023).We continue to own Copperleaf and believe the shares are significantly undervalued.

As at March 31, 2024, the Company held 9.1% of Copperleaf's issued and outstanding shares.

Copperleaf Technologies Inc.
(expressed in thousands of Canadian dollars)

Selected Financial Information	March 31, 2024	December 31, 2023
Total assets	$ 171,467	$ 169,745
Total liabilities	67,421	64,522
Total shareholder' equity	104,046	105,223

	Three months ended March 31, 2024	Three months ended March 31, 2023
Revenue	$ 25,830	$ 19,966
Gross profit	18,890	13,658
Net loss and comprehensive loss for the year	(2,628)	(11,790)

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

Private Unlisted Companies

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

Checkfront Bookings Inc. (formerly Checkfront, Inc., "Checkfront")

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

Clarius Mobile Health Corp.

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

DistillerSR Inc. (formerly Evidence Partners Inc.)

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

General Fusion Inc.

General Fusion Inc. ("General Fusion") is a research and development stage company with the goal of developing a practical path to commercial fusion power, providing a powerful complement to renewables and a pathway to a zero-emission grid. The company is funded by a global syndicate of institutional investors, governments, and technology pioneers.

Jane Software Inc.

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

Traction Complete Technologies Inc.

Traction Complete Technologies Inc. ("Traction Complete") is a developer of a suite of revenue operations solutions to help manage data complexity. Its solutions automate data cleanup, account hierarchies, matching and routing, all of which enhance the native capabilities and functionality of Salesforce. Traction Complete empowers organizations like Asana, Cisco, and DocuSign to simplify, save time, and scale faster.

Traction Rec Technologies Inc.

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

Publicly listed Companies

During the three months ended March 31, 2024, we continued to be patient, fundamental investors with a focus on acquiring ownership stakes in companies below our estimate of intrinsic value. In the following section we discuss those publicly listed investments that were key contributors to or detractors from the performance of our portfolio during the three months ended March 31, 2024.

The key positive publicly listed contributors to the Company's performance for this quarter were Copperleaf Technologies Inc. (TSX:CPLF) and Tantalus Systems Holding Inc. (TSX:GRID).

On the flip side, the portfolio saw some of its publicly listed holdings incur losses for the three months ended March 31, 2024, with Peloton Interactive, Inc. (NasdaqGS:PTON) and Zillow Group, Inc. (NasdaqGS:ZG) being some of the key detractors.

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

Portfolio Turnover

The Company's portfolio turnover was 2.5% during the three months ended March 31, 2024 (March 31, 2023 – 2.4%). The portfolio turnover rate is calculated based on the lesser of purchases and proceeds of sales of securities during a period as a percentage of the average value of the Company's investments in that period. In general, lower turnover rates may result in lower trading costs.

OVERALL PERFORMANCE AND DISCUSSION OF OPERATIONS

As long-term, high-conviction investors, our goal is to create long-term capital appreciation for our shareholders, continuing to build on the Class C Shares' 18.8% annualized return under IFRS since inception to March 31, 2024.

At Pender, we quantify our investment results in terms of the growth in Net Assets or Net Assets per Share rather than the change in shareholders' equity or the change in our listed share price. The growth in Net Assets per Share over time is primarily a result of investment performance. Like many listed investment entities, our shares may trade at prices that may not be indicative of the underlying value of our Net Assets per Share. Further, the share price may change due to factors that are unrelated to our Net Assets per Share.

During the three months ended March 31, 2024, the Company's total shareholders' equity increased by $12,079,730 (17.3%), from $69,886,178 at December 31, 2023 to $81,965,908 as at March 31, 2024. This increase was a result of positive investment performance of $12,262,927, offset by $183,197 of share repurchases made under the NCIB (described in the "Recent Developments" section of this MD&A)

During the three months ended March 31, 2024, Net Assets per Share ranged from $9.48 to $11.16, while our closing price per share on the TSXV ranged from a low of $6.20 to a high of $7.80 per share, prices representing a discount to Net Assets per Share ranging from 19.75% to 36.21%.

Please refer to the “Financial Performance” and “Financial Condition” sections of this MD&A for additional details and to the “Past Performance” section of this MD&A for the performance of Class C Shares. The sectors in which the Company was invested as at March 31, 2024 are listed under the “Summary of Investment Portfolio” section of this MD&A.

SELECTED FINANCIAL INFORMATION

The following tables present selected key financial information about the Company to provide an understanding of the Company’s financial condition as at March 31, 2024, compared to March 31, 2023, and for the three preceding financial years, as well as its financial performance in the three months ended March 31, 2024, compared to the three months ended March 31, 2023. This section should be read together with the Condensed Interim Financial Statements and the Annual Audited Financial Statements.

Supplemental Data

	2024 Q1	2023 Q1	2023	2022	2021
Net Assets ($000s)	81,966	66,828	69,886	70,239	198,644
Class C Shares Outstanding	7,343,129	7,553,629	7,368,229	7,569,929	7,616,529
Net Assets per Share ($)	11.16	8.85	9.48	9.28	26.08
Closing Market Price* ($)	7.30	7.00	6.76	5.65	18.00
Total increase (decrease) from Operations per Share ($)	1.67	(0.44)	0.14	(16.85)	19.90

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

Financial Performance

		2024 Q1		2023 Q1
Net realized loss	$	(921,179)	$	(1,027,396)
Net change in unrealized gain (loss)		14,987,855		(2,477,313)
Foreign exchange loss		(431)		(1,749)
Dividend income		4,873		-
Interest income (reversal)		17,474		(139,904)
Total revenue		**14,088,592**		**(3,646,362)**
Management fees		373,926		169,397
Withholding taxes, GST/HST and transactions cost		28,454		572
Other expenses		198,459		236,426
Total operating expenses		**600,839**		**406,395**
Net operating income (loss) before performance fees		**13,487,753**		**(4,052,757)**
Other items:				
Performance fees		1,633,102		(567,958)
Performance fees waived by the Manager		(408,276)		141,990
Net amount		1,224,826		(425,968)
Amount of PPI performance fee earned by the Manager attributable to the Company's ownership of PPI shares		-		330,692
Total performance fees adjustment		1,224,826		(95,276)
Net income (loss) before income taxes (recovery)		**12,262,927**		**(3,957,481)**
Income taxes (recovery)				
Deferred		-		(664,423)
Total income taxes (recovery)		-		**(664,423)**
Net income (loss)	**$**	**12,262,927**	**$**	**(3,293,058)**
Management expense ratio		3.13%		2.44%
Trading expense ratio		0.16%		0.00%

Financial performance for the three months ended March 31, 2024

Highlights of the Portfolio Companies contributing to Pender's investment performance in the three months ended March 31, 2024 are presented in the "Portfolio of Investments" section of this MD&A.

(a) Net realized gains and losses

Net realized gains and losses on investments are the result of the sale of Portfolio Companies. They are generally not comparable between periods because the investments that comprise the portfolio generally change each period.

During the three months ended March 31, 2024, the net realized loss on investments was $921,179 (March 31, 2023 – $1,027,396), primarily due to the gain on partial divestments of Copperleaf Technologies Inc. and Tantalus Systems Holding Inc, which were more than offset by the loss on divestment of BuildDirect.com Technologies Inc.

(b) Net change in unrealized gains and losses

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

During the three months ended March 31, 2024, the Company's net change in unrealized gains and losses on investments reflected a gain of $14,987,855 (March 31, 2023 – unrealized loss $2,477,313), primarily due to the increase in market prices of publicly listed securities, such as Copperleaf Technologies Inc., Tantalus Systems Holding Inc., Kraken Robotics Inc., Sangoma Technologies Corporation and TrueContext Corporation.

(c) Foreign exchange gains and losses

Pender's financial statements are presented in Canadian dollars, so, to the extent that it holds US dollar-denominated assets and/or liabilities, it is exposed to fluctuations in currency exchange rates, which may result in foreign currency gains and/or losses. During the three months ended March 31, 2024, the Company had a foreign exchange loss of $431 (March 31, 2023 – $1,749). The Manager believes that the level of the Company's US dollar-denominated assets does not warrant hedging the exposure to fluctuations in exchange rates at this time.

(d) Dividend and interest income

The Company may earn dividends and interest on its investments in securities and on its cash balances. The Company earned dividend and interest income of $22,347 during the three months ended March 31, 2024 (March 31, 2023 – interest reversal $139,904), This was primarily due to quarterly dividend income from Dye & Durham Limited, bank interest and interest from one private Portfolio Company.

(e) Management Fees

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

Management fee expenses were $373,926 for the three months ended March 31, 2024, an increase of $204,529 over the $169,397 for the three months ended March 31, 2023. This increase in fees was due to the increase of the value of the Net Assets, with the value of the underlying assets of PPI being included in the NAV upon which management fees are based after the amalgamation referred to in the "Transactions between Related Parties" section of this MD&A. Prior to the amalgamation, the manager received management fees directly from PPI, so the value of PPI was not included in PGF's NAV when calculating management fees.

(f) Performance fees

The Manager is entitled to a performance fee in certain circumstances. The performance fee is calculated annually as 20% of any net increase in shareholders' equity above an annual hurdle rate of 6%, subject to a high water mark. Performance fees are accrued during the year, and the total performance fee for the year as calculated on the last Valuation Date of the year, if any, and becomes payable upon the publication of the Company's annual audited financial statements. The Company did not earn performance fees for the three months ended March 31, 2024.

(f) (i) 2021 Unrealized Performance Fee

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

The Manager voluntarily agreed that the payment of the 2021 Unrealized Performance Fee would be deferred until the underlying gains were realized, so it was not paid upon the publication of the Company's 2021 audited annual financial statements as it otherwise would have been. Instead it would be recalculated and the accrual and expenses adjusted accordingly, and quarterly payments would be triggered from time to time as gains are realized. The quarterly payments would be equal to the total recalculated performance fee arising from the realized gain on the Company's holdings of Copperleaf while the weight of this holding exceeds 20% of the Company's shareholders' equity. When the Company's Copperleaf holdings are at or below a 20% weighting, the performance fee on the unrealized appreciation on those remaining holdings will be paid to the Manager. The high water mark will be recalculated accordingly.

During the three months ended March 31, 2024, the Company recorded an increase in the 2021 Unrealized Performance Fee of $1,224,826 due to the increase in the market price of Copperleaf (March 31, 2023 – net reversal $425,968).

(f) (ii) PPI Performance Fee

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

Concurrent with the PPI Transaction, all aspects of the PPI Performance Fee were cancelled: PPI reversed its liability for the PPI Performance Fee payable which, accordingly, increased its net asset value. At the same time, the Company's reversal of its accrual for the PPI Performance Fee receivable offset the increase value of PPI, for a net effect on the Company's net asset value of $Nil. During the three months ended March 31, 2024, the amount of PPI performance fee earned by the Manager attributable to the Company's ownership of PPI shares was $Nil (March 31, 2023 - $330,692).

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

During the three months ended March 31, 2024, the net impact of the above described in *(f) (i)* and *(f) (ii)*, was a total performance fee adjustment of $1,224,826 (March 31, 2023 – total performance fee recovery $95,276).

As at March 31, 2024, the high water mark was adjusted to $11.32 (December 31, 2023 - $11.26) reflecting net realized gains on Copperleaf during the year, excluding the impact of the unrealized gains on Copperleaf, which would otherwise have increased the high water mark by $4.63 (December 31, 2023 - $3.67).

(g) Income taxes recovery

During the three months ended March 31, 2024, the deferred income tax recovery was $Nil (March 31, 2023 – income tax recovery $664,423).

As at March 31, 2024, the Company had capital losses of $10,003,524 (December 31, 2023 - $9,055,209) and non-capital losses of $58,693,827 (December 31, 2023 - $58,095,220), $53,797,637 of which are restricted non-capital losses that carried forward from the change of control of PPI that occurred upon the WOF Transaction and cannot be applied against capital gains or business investment income.

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

Expiry year	
2026-2039	$ 53,797,637
2040	452,334
2041	2,017,848
2042	1,827,401
2044	598,607
	$ 58,693,827

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

(h) Management Expense Ratio

The MER is an annualized percentage calculated by dividing the total MER Costs by the average Net Assets. This is the MER before performance fees. The MER for the three months ended March 31, 2024 was 3.13%, which was 0.69% higher than the 2.44% MER during the three months ended March 31, 2023, primarily due to the increase in the average value of Net Assets.

(i) Trading Expense Ratio

The TER is an annualized percentage calculated by dividing the total of all commissions and other portfolio transaction costs by the average Net Assets during the year. The small number of Portfolio Companies and the long-term investment horizon of the Company have resulted in a TER that is relatively low. The TER for the three months ended March 31, 2024 was 0.16% (March 31, 2023 – 0.00%).

Financial Highlights

Net Assets per Share (Note 1)	2024 Q1	2023 Q1	2023	2022	2021
Net Assets per Share (beginning of period)	$9.48	$9.28	$9.28	$26.08	$6.11
Increase (decrease) from operations:					
Total revenue	0.00	(0.02)	0.00	0.04	0.04
Total (expenses) recovery	(0.24)	0.05	(1.06)	1.50	(2.18)
Realized (losses) gains	(0.13)	(0.14)	(1.19)	(1.79)	6.87
Unrealized gains (losses)	2.04	(0.33)	2.39	(16.60)	15.17
Total increase (decrease) from operations	1.67	(0.44)	0.14	(16.85)	19.90
Net Assets per Share (end of period)	$11.16	$8.85	$9.48	$9.28	$26.08
Ratios and Supplemental Data					
Total net asset value ($000s)	$81,966	$66,828	$69,886	$70,239	$198,644
Number of shares outstanding	7,343,129	7,553,629	7,368,229	7,569,929	7,616,529
Closing market price	$7.30	$7.00	$6.76	$5.65	$18.00

Note 1 – Net assets per share is based on the number of shares outstanding at the relevant time. The increase (decrease) from operations per share is based on the weighted-average number of shares outstanding during the period. Therefore, the beginning of period net assets plus the increase (decrease) from operations shown above will not sum to the end of period net assets.

Financial Condition

	March 31, 2024	December 31, 2023
Assets		
Cash	$ 43,266	$ 1,102,966
Receivable for investments sold	262,925	-
Income taxes receivable	546,626	546,626
Divestment proceeds receivable	128,601	177,485
Interest receivable	33,562	21,507
Prepaid expenses	17,150	9,113
Investments	87,260,030	72,826,136
Total assets	88,292,160	74,683,833
Liabilities		
Share repurchase payable	68,963	25,708
Accounts payable and accrued liabilities	176,696	175,898
Due to related parties	6,080,593	4,596,049
Total liabilities	6,326,252	4,797,655
Shareholders' equity	$ 81,965,908	$ 69,886,178

(a) Investments

As at March 31, 2024, Pender's total investments of $87,260,030 were made up of $70,382,973 of publicly listed Portfolio Companies plus $20,659,346 of unlisted Portfolio Companies, less the deferred gain of $3,782,289 described below.

The portfolio breakdown is 80.7% publicly listed company securities and 19.3% private company securities.

The total investments balance increased by $14,433,894 from $72,826,136 as at December 31, 2023 to $87,260,030 as at March 31, 2024 mainly due to the increase in unrealized appreciation as discussed in "Net change in unrealized gains and losses" under the "Financial Performance for the three months ended March 31, 2024" section in this MD&A.

In accordance with IFRS, the gain inherent in the difference between the price Pender paid for the shares of PPI and the net value of the underlying assets acquired was treated as a deferred gain and deducted from the value of investments reported in the financial statements. This deferred gain has been recognized and taken into income to the extent applicable as a result of changes in a factor that market participants would take into account when pricing the investment such as a public listing of shares. For the three months ended March 31, 2024, no deferred gain was recognized. To March 31, 2024 a total of $29,016,504 of the original deferred gain had been recognized and taken into income and the remaining deferred gain was $3,782,289 (December 31, 2023 - $3,782,289).

(b) Cash

Pender holds cash balances to pay operating expenses and, from time to time, as a strategic asset class to invest in securities. Cash balances are monitored by the Manager on an ongoing basis. The $43,266 cash balance as at March 31, 2024 was $1,059,700 less than the $1,102,966 balance as at December 31, 2023. This decrease was primarily a result of net cash used in operating activities (net purchases of investments and operating expenses) and share repurchases made under the NCIB.

(c) Income taxes receivable

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

(d) Divestment proceeds receivable

As at March 31, 2024, the divestment proceeds receivable balance was $128,601 (December 31, 2023 – $177,485). It includes escrow proceeds from the partial sale of a private Portfolio Company in June 2023, and escrow proceeds assumed upon the Amalgamation. As at March 31, 2024, escrow proceeds assumed upon the Amalgamation were written down by $48,884.

(e) Interest receivable

As at March 31, 2024 the interest receivable balance was $33,562 (December 31, 2023 – $21,507) relating to an interest-bearing investment.

(f) Accounts payable and accrued expenses

The Company’s accounts payable and accrued expenses balance represent amounts due to third parties for operating expenses. During the three months ended March 31, 2024, this balance increased by $798 to $176,696 (December 31, 2023 - $175,898) related to transactions in the normal course of business.

(g) Due to related parties

As at March 31, 2024, the Company had a balance due to related parties of $6,080,593 (December 31, 2023 – $4,596,049), which was all due to the Manager. This balance was made up of $5,713,440 for the 2021 Unrealized Performance Fee (as described in part f (i) of the “Financial performance for the three months ended March 31, 2024”), $5,557,625 of which was uncrystallized and $155,815 of which was crystallized and is payable to the Manager now. Also included in the due to related parties balance is $158,693 for a performance fee that was payable by PPI to the Manager at the time of the Amalgamation, which was picked up by the Company upon the PPI Transaction, and paid in May 2024 upon publication of the Company’s audited annual financial statements, and operating expenses of $208,460 paid by the Manager on behalf of the Company.

(h) Shareholders’ equity

Shareholders' equity represents the equity in the Company owned by the holders of the 7,343,129 Class C common shares outstanding as at March 31, 2024 (December 31, 2023 - 7,368,229). The decrease of 25,100 Class C common shares during the three months March 31, 2024 is the result of the shares repurchased under the NCIB.

Cash Flows

During the three months March 31, 2024, Pender's cash balance decreased by $1,059,700, primarily due to the net purchases of investments, operating expenses and share repurchases made under the NCIB.

Shareholder Activity

During the three months ended March 31, 2024, the Company repurchased 25,100 shares under the NCIB, reducing the number of the Company's outstanding shares from 7,368,229 at the prior year end to 7,343,129 as at March 31, 2024.

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

SUMMARY OF QUARTERLY RESULTS

The tables below show information about Pender's financial performance for the most recently completed eight quarters. In each quarter, the net income or loss is a result of realized and unrealized gains and losses on investments, dividend, interest and securities lending income and operating expenses. A comparison of the information presented from quarter to quarter does not necessarily indicate any meaningful pattern or correlation.

	2024 Q1	2023 Q4	2023 Q3	2023 Q2
Net realized (loss) gain	$ (921,179)	$ (8,372,437)	$ (100,995)	$ 552,658
Net change in unrealized gain (loss)	14,987,855	13,557,686	7,060,962	(146,392)
Foreign exchange (loss) gain	(431)	(147)	3,839	(3,424)
Dividend income	4,873	-	-	-
Interest income	17,474	47,075	45,154	32,551
Total revenue	14,088,592	5,233,177	7,008,960	435,393
Management fees	373,926	337,507	219,410	161,398
Withholding taxes, GST/HST and transaction costs	28,454	(2,916)	165,425	47,426
Other expenses	198,459	(38,545)	200,833	288,403
Total operating expenses	600,839	296,046	585,668	497,227
Net operating income (loss)	**13,487,753**	**4,936,131**	**6,423,292**	**(61,834)**
Other items:				
Performance fees	1,633,102	743,679	300,661	217,336
Performance fees waived by the Manager	(408,276)	(185,920)	(75,165)	(54,334)
Net amount	1,224,826	557,759	225,496	163,002
Amount of PPI performance fee earned by the Manager attributable to the Company's ownership of PPI shares	-	-	7,203,782	(302,634)
Total performance fee adjustment	1,224,826	557,759	7,429,278	(139,632)
Net income (loss) before income taxes (recovery)	12,262,927	4,378,372	(1,005,986)	77,798
Income taxes (recovery)				
Deferred	-	-	(908,983)	36,581
Total income taxes (recovery)	-	-	(908,983)	36,581
Net income (loss)	**$ 12,262,927**	**$ 4,378,372**	**$ (97,003)**	**$ 41,217**
Net Assets per Share (beginning of period)	$ 9.48	$ 8.85	$ 8.85	$ 8.85
Net Assets per Share (end of period)	$ 11.16	$ 9.48	$ 8.85	$ 8.85

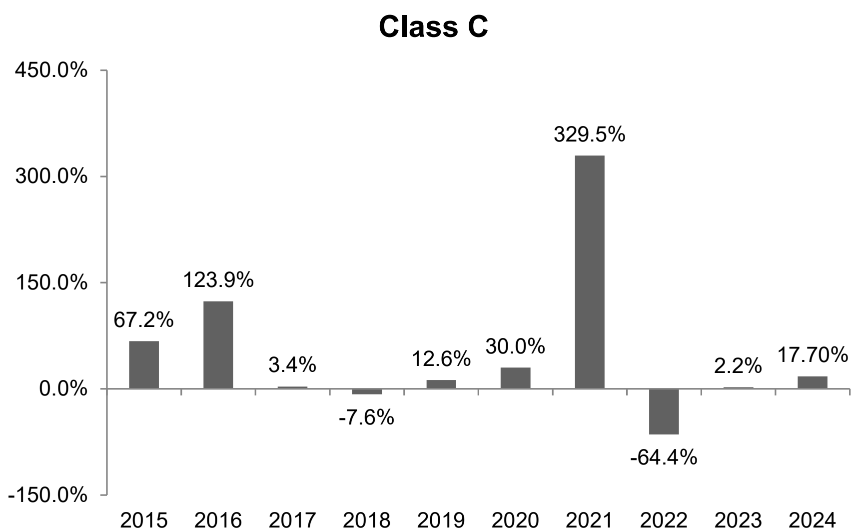
SUMMARY OF QUARTERLY RESULTS (CONTINUED)

	2023 Q1	2022 Q4	2022 Q3	2022 Q2
Net realized (loss) gain	$ (1,027,396)	$ (9,191,190)	$ 2,453,227	$ (3,021,127)
Net Change in unrealized (loss) gain	(2,477,313)	(635,766)	(9,113,619)	(62,414,222)
Foreign exchange (loss) gain	(1,749)	6,583	11	4,761
Interest (reversal) income and securities lending income	(139,904)	269,271	5,286	750
Total revenue	(3,646,362)	(9,551,102)	(6,655,095)	(65,429,838)
Management fees	169,397	166,361	195,014	212,661
Withholding taxes, GST/HST and transaction costs	572	21,603	635	4,434
Other expenses	236,426	171,520	305,135	206,510
Total operating expenses	406,395	359,484	500,784	423,605
Net operating (loss) income	**(4,052,757)**	**(9,910,586)**	**(7,155,879)**	**(65,853,443)**
Other items:				
Performance fees	(567,958)	(1,649,826)	3,924,710	(14,623,714)
Performance fees waived by the Manager	141,990	412,457	(981,178)	3,655,928
Net amount	(425,968)	(1,237,369)	2,943,532	(10,967,786)
Amount of PPI performance fee earned by the Manager attributable to the Company's ownership of PPI shares	330,692	1,834,561	(294,045)	13,270,570
Total performance fee adjustment	(95,276)	597,192	2,649,487	2,302,784
Net (loss) income before income taxes (recovery)	(3,957,481)	(10,507,778)	(9,805,366)	(68,156,227)
Income taxes (recovery)				
Current	-	(1,198,544)	(1,792,043)	(40,539)
Deferred	(664,423)	(333,557)	506,798	(9,594,231)
Total income tax (recovery)	(664,423)	(1,532,101)	(1,285,245)	(9,634,770)
Net (loss) Income	**$ (3,293,058)**	**$ (8,975,677)**	**$ (8,520,121)**	**$ (58,521,457)**
Net Assets per Share (beginning of period)	$ 9.28	$ 10.46	$ 11.58	$ 19.29
Net Assets per Share (end of period)	$ 8.85	$ 9.28	$ 10.46	$ 11.58

PAST PERFORMANCE

To illustrate how the Company's performance has varied over time, the following bar chart shows performance for the three months ended March 31, 2024 and for each of the previous years ended December 31. The bar charts show, in percentage terms, how much an investment made at the beginning of the period would have grown or decreased by the end of the period based on shareholders' equity. The past performance of the Company does not necessarily indicate how it will perform in the future.

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



SUMMARY OF INVESTMENT PORTFOLIO

Pender's largest Portfolio Company holdings as at the end of the period and the major asset classes in which Pender was invested are indicated below. The investment portfolio may change due to ongoing portfolio transactions. Please also refer to the "Schedule of Investment Portfolio" in the Financial Statements.

Summary of Top 25 Holdings

	% OF NET ASSETS
Copperleaf Technologies Inc.	58.8
Private unlisted companies*	20.6
Dye & Durham Limited	4.8
Tantalus Systems Holding Inc.	4.8
Sangoma Technologies Corporation	4.3
Kraken Robotics Inc.	4.0
TrueContext Corporation	4.0
Zillow Group, Inc.	2.0
Quorum Information Technologies Inc.	1.5
Pinetree Capital Ltd.	0.9
Peloton Interactive, Inc.	0.7
BuildDirect.com Technologies Inc.	0.0

Summary of Composition of the Portfolio

	% OF NET ASSETS
Information Technology	81.3
Health Care	7.8
Industrials	4.8
Technology Hardware and Equipment	4.8
Software and Services	4.1
Real Estate	2.0
Financial services	0.9
Consumer Discretionary	0.7
TOTAL INVESTMENTS	**106.4**
Cash	0.1
Other assets less liabilities	(6.5)
TOTAL NET ASSETS	**100.0**

* The value of these companies is disclosed on an aggregate basis due to the nature of private, unlisted companies. Refer to the Financial Statements for more information. The names of these private Portfolio Companies are listed in the table below.

COMMON SHARES/UNITS
General Fusion Inc.
Pender Technology Inflection Fund II Limited Partnership

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

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

DIVIDEND POLICY

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

OUTSTANDING SHARE DATA

As at March 31, 2024 the Company had 7,343,129 Class C Shares outstanding.

TRANSACTIONS BETWEEN RELATED PARTIES

As at March 31, 2024, the Manager and directors and officers of the Company held 13.5% of the Company's Class C Shares, directly and/or indirectly. The aggregate investment by the Company's directors and officers in Portfolio Companies did not exceed 1.0% of any Portfolio Company's issued and outstanding shares**.**

In accordance with the Fourth Amended and Restated Management Agreement dated December 31, 2023, (the "Management Agreement"), Pender pays management fees and performance fees to the Manager for management and portfolio advisory services. The terms of this Management Agreement provide that it shall remain in effect for an initial term ending April 30, 2027 and shall be renewed automatically for a further term of four years unless a vote of shareholders determines otherwise. The Fourth Amended and Restated Management Agreement had no substantive changes, the amendment served to consolidate and incorporate all prior amendments.

The management fee paid to the Manager under the Management Agreement, is 2.50% on the first $15,000,000 of the value of Net Assets and 1.75% on the value of Net Assets above $15,000,000. The management fee is calculated and paid monthly. For the three months ended March 31, 2024, the management fees incurred by the Company were $373,926 (March 31, 2023 - $169,397).

Performance fees:

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

Performance fees are accrued during the year, and the total performance fee, if any, calculated on the last Valuation Date of the year is payable upon the publication of the Company's annual audited financial statements.

In 2021, the Manager voluntarily waived a portion of the performance fee it charged, reducing it from 20% to 15%. The Company did not earn performance fees for the three months ended March 31, 2024.

Performance fees – 2021:

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

The Manager voluntarily deferred payment of this 2021 Unrealized Performance Fee until the majority of the underlying gains were realized and it was not paid upon the publication of the Company's audited annual financial statements as it otherwise would have been under the terms of the Management Agreement. Instead the gain and related performance fee are being recalculated as described in detail in part *(f) (i)* of the "Financial performance for the three months ended March 31, 2024" section of this MD&A.

As at March 31, 2024, the total performance fee payable for the 2021 Unrealized Performance Fee was $5,713,440 (December 31, 2023 - $4,488,614), of which $5,557,625 was uncrystallized and $155,815 was crystallized.

During the three months ended March 31, 2024, the net performance fee increased by $1,224,826 due to the increase in the market price of its holdings of Copperleaf. The components of the changes related to the 2021 Unrealized Performance Fee accrual for the three months ended March 31, 2024 are outlined in the table below:

2021 Unrealized Performance Fee

For the three months ended March 31, 2024	Balance, beginning of period	Impact of Change in unrealized appreciation	Realized gain (unpaid)	Realized gain (paid)	Balance, end of period
Performance fees	5,984,818	1,425,348	207,753	-	7,617,919
Fees waived by the Manager	(1,496,204)	(356,337)	(51,938)	-	(1,904,479)
Net amount	4,488,614	1,069,011	155,815	-	5,713,440

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

Investments:

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

On December 16, 2022, the Company signed a subscription agreement for PTIF II, a related party by virtue of being managed by a wholly owned subsidiary of the Manager, that invests in a concentrated portfolio of business-to-business and health-focused technology companies at their inflection point, via Pender Carry II Limited Partnership. The Company's total committed capital for PTIF II is $12,500,000. As at March 31, 2024, the Company had invested $1,030,575, or 8.24% of its total commitment and its unfunded balance was $11,469,425.

LIQUIDITY AND CAPITAL RESOURCES

As at March 31, 2024, the Company is in a stable liquidity position, with cash of $43,266 comprising 0.1% of the value of its Net Assets, and investments in publicly traded securities of $70,382,973 or 85.8% of the value of its Net Assets.

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

COMMITMENTS AND CONTINGENCIES

Pender may become liable for commitments and contingencies relating to litigation or claims in the normal course of business as a result of investing. The Manager is not aware of any commitments or contingencies, or any current or planned litigation or claims against it.

OFF-BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with IFRS requires the Manager to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized in the period in which the estimates are revised.

The Company may hold financial instruments that are not quoted in an active market, including derivatives. Currently, the Company holds common and preferred shares as well as convertible debt issued by its private Portfolio Companies. Details of these holdings are set forth in the ”Summary of Investment Portfolio” section of this MD&A.

The determination of the fair value of these investments is the area with the Manager’s most significant accounting judgements and estimates in preparing these financial statements.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next reporting period is included in the Notes to the Financial Statements and relates to the determination of fair value of investments with significant unobservable inputs.

The Company uses widely recognized valuation models for determining the fair value of relatively simple financial instruments that are publicly traded, such as debt and equity securities, mutual fund units and warrants that use only observable market data and require little management judgment and estimation. Observable prices and model inputs are usually available in the market for listed debt and equity securities, exchange-traded derivatives, and simple OTC derivatives such as forward foreign currency contacts. The availability of observable market prices and model inputs reduces the need for management judgment and estimation and reduces the uncertainty associated with the determination of fair values. The availability of observable market prices and inputs, which is prone to changes based on specific events and general conditions in the financial markets, varies depending on the products and markets.

For more complex instruments, the Company uses recognized valuation models. Some or all of the significant inputs into these models may not be observable in the market and may be derived from market prices or rates or may be estimated based on assumptions. Valuation models that employ significant unobservable inputs require a higher degree of management judgment and estimation in the determination of fair value.

In determining fair value for instruments for which there is no public market available, the Manager considers: the history and nature of the business; operating results and financial conditions; general economic, industry and market conditions; capital market and transaction market conditions; independent valuations of the business; contractual rights relating to the investment; comparable company trading and transaction multiples, where applicable; and other pertinent considerations. Adjustments to the carrying value of the investments may also be determined by the Manager when there is pervasive and objective evidence of a change in the value of the investment, as indicated by an assessment of the financial condition of the investment based on operational results, forecasts and/or other developments since acquisition.

Significant unobservable inputs are developed as follows:

(i) Revenue multiple:

Revenue multiples are selected from comparable public companies based on geographic location, industry, size, target markets, and other factors that the Manager considers to be reasonable. The traded multiples for the comparable companies are determined by dividing the enterprise value of the Portfolio Company by its revenue.

CHANGES IN ACCOUNTING POLICIES

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

FUTURE CHANGES IN ACCOUNTING POLICIES

The Company has determined there are no IFRS standards that are issued but not yet effective that could materially impact the Company's financial statements.

PENDER

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