

2016 Annual Financial Statements

Year ended December 31, 2016



VENTURELINK
FUNDS

VentureLink Innovation Fund Inc.

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VENTURELINK INNOVATION FUND INC.

Financial Statements

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Management's Responsibility For Financial Reporting

The accompanying financial statements have been prepared by VL Advisors Inc., the Manager and Investment Advisor of the Fund, and approved by the Board of Directors of the Fund. The Manager and Investment Advisor is responsible for the information and representations contained in these financial statements and other sections of this report. VL Advisors Inc., maintains appropriate processes to ensure that relevant and reliable financial information is produced. The financial statements have been prepared in accordance with International Financial Reporting Standards and include certain amounts that are based on estimates and judgments. The significant accounting policies which management believes are appropriate for the Fund are described in Note 2 to the financial statements.

PricewaterhouseCoopers LLP is the external auditor of the Fund. They have audited the financial statements in accordance with Canadian generally accepted auditing standards to enable them to express to the shareholders their opinion on the financial statements. Their report is set out on the following page.



W. James Whitaker
Chief Executive Officer
VL Advisors Inc.



Geoff Horton
Chief Financial Officer
VL Advisors Inc.

Toronto, Canada
March 9, 2017

Independent Auditor's Report

To the Shareholders of:
VentureLink Innovation Fund Inc.
(the "Fund")

We have audited the accompanying financial statements of the Fund, which comprise the statements of financial position as at December 31, 2016 and 2015 and the statements of comprehensive income, changes in net assets attributable to holders of redeemable shares and cash flows for the years ended December 31, 2016 and 2015 and the related notes, which comprise a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal controls as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on the financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Fund as at December 31, 2016 and 2015 and its financial performance and its cash flows for the years ended December 31, 2016 and 2015 in accordance with International Financial Reporting Standards.

PricewaterhouseCoopers LLP

Chartered Professional Accountants, Licensed Public Accountants
Toronto, Ontario
March 9, 2017

VENTURELINK INNOVATION FUND INC.

Financial Statements

Statements of Financial Position (in \$000's except for per share amounts and shares outstanding)

| | as at December 31, 2016 | as at December 31, 2015 |
|---|-------------------------|-------------------------|
| Assets | | |
| Current assets | | |
| Investments* | 58,037 | 76,207 |
| Cash | 13,805 | 6,646 |
| Interest receivable | 67 | 101 |
| | <u>71,909</u> | <u>82,954</u> |
| Liabilities | | |
| Current liabilities | | |
| Payable for share redemptions | - | 56 |
| Due to underlying funds (Note 5) | 12,434 | 12,067 |
| Performance fees payable (Note 6) | 4,520 | 3,630 |
| Administration fees payable | - | 176 |
| Management and investment advisory fees payable | - | 589 |
| Class P shares (Note 4) | - | - |
| Accrued liabilities | 747 | 735 |
| | <u>17,701</u> | <u>17,253</u> |
| Net assets attributable to holders of redeemable shares | <u>54,208</u> | <u>65,701</u> |
| *Investments at cost | <u>71,833</u> | <u>91,907</u> |
| Net assets attributable to holders of redeemable shares per class: | | |
| Class A, Series I shares | 5,876 | 6,431 |
| Class A, Series II shares | 3,654 | 4,034 |
| Class A, Series III shares | 30,111 | 36,874 |
| Class A, Series IV shares | 13,858 | 17,462 |
| Class A, Series VI shares | 709 | 900 |
| Net assets attributable to holders of redeemable shares per share: | | |
| Class A, Series I shares | 8.37 | 8.07 |
| Class A, Series II shares | 8.07 | 7.82 |
| Class A, Series III shares | 7.53 | 7.38 |
| Class A, Series IV shares | 7.50 | 7.35 |
| Class A, Series VI shares | 7.64 | 7.47 |
| Number of redeemable shares outstanding: | | |
| Class A, Series I shares | 702,051 | 796,668 |
| Class A, Series II shares | 452,866 | 515,544 |
| Class A, Series III shares | 4,000,083 | 4,996,697 |
| Class A, Series IV shares | 1,848,856 | 2,374,846 |
| Class A, Series VI shares | 92,749 | 120,439 |

Approved by the Board of Directors:



Geoff Horton
CFO



James Whitaker
CEO

The accompanying notes are an integral part of these financial statements.

VENTURELINK INNOVATION FUND INC.

Financial Statements

Statements of Comprehensive Income (in \$000's except for per share amounts and number of shares)

| | for the years ended December 31 | |
|--|---------------------------------|----------------|
| | 2016 | 2015 |
| Income | | |
| Net gain (loss) on investments | | |
| Interest for distribution purposes | 943 | 1,660 |
| Placement and participation fees | - | 205 |
| Net realized gain (loss) on sale of investments | 4,811 | 5,132 |
| Change in unrealized appreciation (depreciation) in value of investments | 1,904 | (7,027) |
| Total net gain (loss) on investments | 7,658 | (30) |
| Total other income | (111) | (4) |
| Total income, net | 7,547 | (34) |
| Expenses | | |
| Management and investment advisory fees (Note 6) | 1,745 | 2,072 |
| Performance fees (Note 6) | 1,186 | 615 |
| Shareholders administration fees (Note 6) | 656 | 842 |
| Sponsor's fees (Note 6) | 144 | 188 |
| Board of directors fees | 117 | 179 |
| Independent review committee fees | 27 | 36 |
| Distribution service fees | 700 | 925 |
| Audit fees | 161 | 224 |
| Legal fees | 10 | 54 |
| Dividend expense related to Class P shares | 567 | 429 |
| Commissions and other portfolio transaction costs | 6 | 6 |
| Harmonized sales tax | 600 | 573 |
| Total expenses | 5,919 | 6,143 |
| Increase (decrease) in net assets attributable to holders of redeemable shares | 1,628 | (6,177) |
| Increase (decrease) in net assets attributable to holders of redeemable shares per class: | | |
| Class A, Series I shares | 237 | (504) |
| Class A, Series II shares | 127 | (333) |
| Class A, Series III shares | 844 | (3,540) |
| Class A, Series IV shares | 397 | (1,718) |
| Class A, Series VI shares | 23 | (82) |
| Increase (decrease) in net assets attributable to holders of redeemable shares per share: | | |
| Class A, Series I shares | 0.32 | (0.56) |
| Class A, Series II shares | 0.27 | (0.60) |
| Class A, Series III shares | 0.19 | (0.65) |
| Class A, Series IV shares | 0.20 | (0.65) |
| Class A, Series VI shares | 0.23 | (0.64) |
| Weighted average number of shares: | | |
| Class A, Series I shares | 728,927 | 898,449 |
| Class A, Series II shares | 470,746 | 561,298 |
| Class A, Series III shares | 4,233,549 | 5,423,889 |
| Class A, Series IV shares | 1,964,864 | 2,625,638 |
| Class A, Series VI shares | 98,028 | 128,941 |

The accompanying notes are an integral part of these financial statements.

VENTURELINK INNOVATION FUND INC.

Financial Statements

Statements of Changes in Net Assets Attributable to Holders of Redeemable Shares (in \$000's)

| for the years ended December 31 | Fund | | Class A, Series I | | Class A, Series II | |
|---|----------|----------|-------------------|---------|--------------------|---------|
| | 2016 | 2015 | 2016 | 2015 | 2016 | 2015 |
| Net assets attributable to holders of redeemable shares at the beginning of year | 65,701 | 89,115 | 6,431 | 8,935 | 4,034 | 5,295 |
| Increase (decrease) in net assets attributable to holders of redeemable shares | 1,628 | (6,177) | 237 | (504) | 127 | (333) |
| Dividends to holders of redeemable shares | | | | | | |
| From net investment income | - | - | - | - | - | - |
| From net realized gains | - | - | - | - | - | - |
| Return of capital | - | - | - | - | - | - |
| Total dividends to holders of redeemable shares | - | - | - | - | - | - |
| Redeemable share transactions | | | | | | |
| Proceeds from redeemable shares issued | - | - | - | - | - | - |
| Redemption of redeemable shares | (13,121) | (17,237) | (792) | (2,000) | (507) | (928) |
| Net increase (decrease) from redeemable share transactions | (13,121) | (17,237) | (792) | (2,000) | (507) | (928) |
| Net increase (decrease) in net assets attributable to holders of redeemable shares | (11,493) | (23,414) | (555) | (2,504) | (380) | (1,261) |
| Net assets attributable to holders of redeemable shares at the end of year | 54,208 | 65,701 | 5,876 | 6,431 | 3,654 | 4,034 |

| for the years ended December 31 | Class A, Series III | | Class A, Series IV | | Class A, Series VI | |
|---|---------------------|----------|--------------------|---------|--------------------|-------|
| | 2016 | 2015 | 2016 | 2015 | 2016 | 2015 |
| Net assets attributable to holders of redeemable shares at the beginning of year | 36,874 | 49,854 | 17,462 | 23,948 | 900 | 1,083 |
| Increase (decrease) in net assets attributable to holders of redeemable shares | 844 | (3,540) | 397 | (1,718) | 23 | (82) |
| Dividends to holders of redeemable shares | | | | | | |
| From net investment income | - | - | - | - | - | - |
| From net realized gains | - | - | - | - | - | - |
| Return of capital | - | - | - | - | - | - |
| Total dividends to holders of redeemable shares | - | - | - | - | - | - |
| Redeemable share transactions | | | | | | |
| Proceeds from redeemable shares issued | - | - | - | - | - | - |
| Redemption of redeemable shares | (7,607) | (9,440) | (4,001) | (4,768) | (214) | (101) |
| Net increase (decrease) from redeemable share transactions | (7,607) | (9,440) | (4,001) | (4,768) | (214) | (101) |
| Net increase (decrease) in net assets attributable to holders of redeemable shares | (6,763) | (12,980) | (3,604) | (6,486) | (191) | (183) |
| Net assets attributable to holders of redeemable shares at the end of year | 30,111 | 36,874 | 13,858 | 17,462 | 709 | 900 |

The accompanying notes are an integral part of these financial statements.

VENTURELINK INNOVATION FUND INC.

Financial Statements

Statements of Cash Flows (in \$000's)

| | for the years ended December 31 | |
|--|---------------------------------|-----------------|
| | 2016 | 2015 |
| Cash flows from (used in) operating activities | | |
| Increase (decrease) in net assets attributable to holders of redeemable shares | 1,628 | (6,177) |
| Adjustments for: | | |
| Net realized (gain) loss on sale of investments | (4,811) | (5,132) |
| Commissions and other portfolio transaction costs | 6 | 6 |
| Change in unrealized (appreciation) depreciation in value of investments | (1,904) | 7,027 |
| Proceeds from sale and maturity of investments | 25,179 | 25,427 |
| Purchase of investments | (300) | (1,439) |
| Net change in non-cash balances related to operations | 538 | 1,383 |
| Net cash from (used in) operating activities | 20,336 | 21,095 |
| Cash flows from (used in) financing activities | | |
| Amounts paid on redemption of redeemable shares | (13,177) | (17,229) |
| Net cash from (used in) financing activities | (13,177) | (17,229) |
| Net increase (decrease) in cash | 7,159 | 3,866 |
| Cash (bank overdraft), beginning of year | 6,646 | 2,780 |
| Cash (bank overdraft), end of year | 13,805 | 6,646 |
| Supplementary Information: | | |
| Dividends received* | - | - |
| Interest received, net of withholding tax* | 978 | 1,846 |

*Included in operating activities.

The accompanying notes are an integral part of these financial statements.

VENTURELINK INNOVATION FUND INC.

Schedule of Investment Portfolio

Schedule of Investment Portfolio as at December 31, 2016

| Par Value/Number of Shares/Units | Description | Maturity Date/ Expiration Date/ Exercise Date | Average Cost (in \$000's) | Fair Value (in \$000's) |
|--|--|---|---------------------------------|-------------------------------|
| Venture Investments (107.1%) | | | | |
| Financial Services (6.4%) | | | | |
| 948,658 | Coventree Inc., common shares | | 2,034 | |
| 1,261,363 | DCR Strategies Inc., common shares | | - | |
| 4,000,000 | DCR Strategies Inc., loan | March 31, 2017 | 4,000 | |
| 3,750,000 | Marquest Asset Management Inc., debenture | May 31, 2018 | 2,813 | |
| 60 | Wellington General Partnership Corp. | | - | |
| 11,500 | WF Fund III Limited Partnership | | 580 | |
| | | | 9,427 | 3,456 |
| Biotechnology (0.7%) | | | | |
| 190,165 | Performance Plants Inc., common shares | | - | |
| 500,000 | Performance Plants Inc., loan | May 31, 2017 | 500 | |
| | | | 500 | 375 |
| Information Technology and Communications (75.5%) | | | | |
| 2,500,000 | Brandimensions Inc., debenture | April 10, 2017 | 2,500 | |
| 698,509 | Embotics Corp., Class B-2, preferred shares | | 2,500 | |
| 3,000,000 | eSentire Inc., Class A, preferred shares | | 1,183 | |
| 4,040,264 | eSentire Inc., Class B, preferred shares | | 1,523 | |
| 833,333 | Futurestate IT Inc., Class A, preferred shares | | 250 | |
| 373,883 | MMB Research Inc., Class B, preferred shares | | 841 | |
| 874,422 | MMB Research Inc., Class A, preferred shares | | 1,000 | |
| 332 | Panorama Software Inc., common shares | | - | |
| 916,668 | Peraso Technologies Inc., Class A, preferred shares | | 917 | |
| 6,489,130 | Peraso Technologies Inc., Class B, preferred shares | | 6,488 | |
| 8,651,507 | Pitchpoint Solutions Inc., common shares | | 2,300 | |
| 9,208,117 | SCI Ltd., common shares | | 5,160 | |
| 779,390 | SCI Ltd., Series A, preferred shares | | 5,000 | |
| 116,908 | SCI Ltd., Series A warrants | October 9, 2017 | - | |
| 302,105 | SCI Ltd., warrants | October 15, 2017 | - | |
| 28,447,428 | Sidense Corp., common shares | | 1,875 | |
| 24,337,816 | Sidense Corp., Class AA, preferred shares | | 2,612 | |
| 4,306,632 | Sidense Corp., Class AA, Series 3, preferred shares | | 500 | |
| 3,229,974 | Sidense Corp., preferred share warrants | December 22, 2019 | - | |
| 429,592 | Smart Energy Instruments Inc., Class A, preferred shares | | 1,650 | |
| 80,784 | Smart Energy Instruments Inc., Class B, preferred shares | | 358 | |
| 33,333 | Smart Energy Instruments Inc., common shares | | - | |
| 333,333 | Smart Energy Instruments Inc., convertible debenture | June 30, 2017 | 420 | |
| 13,334 | Smart Energy Instruments Inc., warrants | April 1, 2020 | - | |
| 5,681,473 | Upsight Inc., common shares | | 739 | |
| 4,750,000 | WireE Holdings International Inc., convertible debenture | March 13, 2018 | 4,750 | |
| | | | 42,566 | 40,920 |
| Services and Others (0.3%) | | | | |
| 450 | Investigative Research Group Inc., common shares | | - | |
| 1,647,638 | Investigative Research Group Inc., debenture | March 31, 2017 | 1,648 | |

A portion of the Fund's venture investment portfolio is in the form of debt investments with interest rates ranging from 0% to 10%. Percentages shown in brackets relate investments at fair value to net assets attributable to holders of redeemable shares of the Fund.

VENTURELINK INNOVATION FUND INC.

Schedule of Investment Portfolio

Schedule of Investment Portfolio as at December 31, 2016 (cont'd)

| Par Value/Number of Shares/Units | Description | Average Cost (in \$000's) | Fair Value (in \$000's) |
|-------------------------------------|---|---------------------------------|-------------------------------|
| | | 1,648 | 145 |
| | Underlying Funds (24.2%) | | |
| 365,000 | Brighter Future CSBIF(I) Funds Inc. (see Schedule A) | 7,453 | |
| 365,000 | Brighter Future CSBIF(II) Funds Inc. (see Schedule B) | 7,293 | |
| 430,000 | Diversified Balanced CSBIF(I) Fund Inc. (see Schedule C) | 1,471 | |
| 430,000 | Diversified Balanced CSBIF(II) Fund Inc. (see Schedule D) | 1,475 | |
| | | 17,692 | 13,141 |
| | Total Venture Investments | 71,833 | 58,037 |
| | Total Investments (107.1%) | 71,833 | 58,037 |
| | Other Net Assets (Liabilities) (-7.1%) | | (3,829) |
| | Net Assets Attributable to Holders of Redeemable Shares (100.0%) | | 54,208 |

Percentages shown in brackets relate investments at fair value to net assets attributable to holders of redeemable shares of the Fund.

VENTURELINK INNOVATION FUND INC.

Schedule of Investment Portfolio

Schedule of Investment Portfolio as at December 31, 2016 (cont'd)

Schedule A

Brighter Future CSBIF(I) Fund Inc.

| Description | Fair Value (in \$000's) |
|---|----------------------------|
| Other Net Assets (Liabilities) (100.0%) | 5,647 |
| Net Assets Attributable to Holders of Redeemable Shares (100.0%) | 5,647 |

Schedule B

Brighter Future CSBIF(II) Fund Inc.

| Description | Fair Value (in \$000's) |
|---|----------------------------|
| Other Net Assets (Liabilities) (100.0%) | 5,508 |
| Net Assets Attributable to Holders of Redeemable Shares (100.0%) | 5,508 |

Schedule C

Diversified Balanced CSBIF(I) Fund Inc.

| Number of Shares/Units | Description | Maturity Date/ Expiration Date/ Exercise Date | Average Cost (in \$000's) | Fair Value (in \$000's) |
|---------------------------|---|---|---------------------------------|-------------------------------|
| | Venture Investments (33.2%) | | | |
| | Information Technology (33.2%) | | | |
| 826,003 | SCI Ltd., common shares | | 850 | |
| 7,651 | SCI Ltd., warrants | October 15, 2017 | - | |
| | Total Venture Investments | | 850 | 330 |
| | Total Investments (33.2%) | | 850 | 330 |
| | Other Net Assets (Liabilities) (66.8%) | | | 663 |
| | Net Assets Attributable to Holders of Redeemable Shares (100.0%) | | | 993 |

Percentages shown in brackets relate investments at fair value to net assets attributable to holders of redeemable shares of the Fund.

VENTURELINK INNOVATION FUND INC.

Schedule of Investment Portfolio

Schedule of Investment Portfolio as at December 31, 2016 (cont'd)

Schedule D

Diversified Balanced CSBIF(II) Fund Inc.

| Number of Shares/Units | Description | Maturity Date/ Expiration Date/ Exercise Date | Average Cost (in \$000's) | Fair Value (in \$000's) |
|---|-------------------------|---|---------------------------------|-------------------------------|
| Venture Investments (33.2%) | | | | |
| Information Technology (33.2%) | | | | |
| 826,003 | SCI Ltd., common shares | | 850 | |
| 7,651 | SCI Ltd., warrants | October 15, 2017 | - | |
| | | | 850 | 330 |
| Total Venture Investments | | | 850 | 330 |
| Total Investments (33.2%) | | | 850 | 330 |
| Other Net Assets (Liabilities) (66.8%) | | | | 663 |
| Net Assets Attributable to Holders of Redeemable Shares (100.0%) | | | | 993 |

Percentages shown in brackets relate investments at fair value to net assets attributable to holders of redeemable shares of the Fund.

VENTURELINK INNOVATION FUND INC.

Fund Specific Notes to Financial Statements

(a) Financial Instruments by Category

The following tables present the carrying amounts of the Fund's financial instruments by category:

as at December 31, 2016

| | Held for Trading (in \$000's) | Financial Assets/ Liabilities as FVTPL Designated at Inception (in \$000's) | Total (in \$000's) | Financial Assets/ Liabilities at Amortized Cost (in \$000's) | Total (in\$000's) |
|---|-------------------------------------|--|-----------------------|---|----------------------|
| Assets | | | | | |
| Investments | - | 58,037 | 58,037 | - | 58,037 |
| Cash | - | - | - | 13,805 | 13,805 |
| Interest receivable | - | - | - | 67 | 67 |
| | - | 58,037 | 58,037 | 13,872 | 71,909 |
| Liabilities | | | | | |
| Payable for share redemptions | - | - | - | - | - |
| Due to underlying funds | - | - | - | 12,434 | 12,434 |
| Performance fees payable | - | - | - | 4,520 | 4,520 |
| Administration fees payable | - | - | - | - | - |
| Management and investment advisory fees payable | - | - | - | - | - |
| Class P shares | - | - | - | - | - |
| Accrued liabilities | - | - | - | 747 | 747 |
| | - | - | - | 17,701 | 17,701 |

as at December 31, 2015

| | Held for Trading (in \$000's) | Financial Assets/ Liabilities as FVTPL Designated at Inception (in \$000's) | Total (in \$000's) | Financial Assets/ Liabilities at Amortized Cost (in \$000's) | Total (in\$000's) |
|---|-------------------------------------|--|-----------------------|---|----------------------|
| Assets | | | | | |
| Investments | - | 76,207 | 76,207 | - | 76,207 |
| Cash | - | - | - | 6,646 | 6,646 |
| Interest receivable | - | - | - | 101 | 101 |
| | - | 76,207 | 76,207 | 6,747 | 82,954 |
| Liabilities | | | | | |
| Payable for share redemptions | - | - | - | 56 | 56 |
| Due to underlying funds | - | - | - | 12,067 | 12,067 |
| Performance fees payable | - | - | - | 3,630 | 3,630 |
| Administration fees payable | - | - | - | 176 | 176 |
| Management and investment advisory fees payable | - | - | - | 589 | 589 |
| Class P shares | - | - | - | - | - |
| Accrued liabilities | - | - | - | 735 | 735 |
| | - | - | - | 17,253 | 17,253 |

The accompanying notes are an integral part of these financial statements.

VENTURELINK INNOVATION FUND INC.

Fund Specific Notes to Financial Statements

(b) Net Gain (Loss) on Financial Instruments

The following table presents the net gain (loss) on financial instruments at FVTPL by category.

| | For the year ended December 31, 2016 | For the year ended December 31, 2015 |
|---|---|---|
| Held for trading | - | - |
| Designated at fair value through profit or loss | 7,658 | (30) |
| Total | 7,658 | (30) |

(c) Unconsolidated Subsidiaries, Associates and Structured Entities

Information about the Fund's interest in unconsolidated subsidiaries, associates, unconsolidated structured entities and related ownership percentage is as follows:

| Name | Relationship | December 31, 2016 (%) | December 31, 2015 (%) |
|--|--------------|-----------------------------|-----------------------------|
| Brighter Future CSBIF(I) Funds Inc. | Subsidiary | 100 | 100 |
| Brighter Future CSBIF(II) Funds Inc. | Subsidiary | 100 | 100 |
| Diversified Balanced CSBIF(I) Fund Inc. | Subsidiary | 100 | 100 |
| Diversified Balanced CSBIF(II) Fund Inc. | Subsidiary | 100 | 100 |
| SCI Ltd. | Subsidiary | 51 | 52 |
| Aimetis Corp. | Associate | n/a | 18 |
| Embotics Corp. | Associate | 1 | 19 |
| eSentire Inc. | Associate | 10 | 22 |
| Investigative Research Group Inc. | Associate | 45 | 45 |
| Koprash Inc. | Associate | n/a | 45 |
| MMB Research Inc. | Associate | 13 | 13 |
| Peraso Technologies Inc. | Associate | 12 | 15 |
| Pitchpoint Solutions Inc. | Associate | 28 | 28 |
| Sidense Corp. | Associate | 28 | 28 |
| Smart Energy Instruments Inc. | Associate | 12 | 15 |

All of the companies listed above are incorporated in Canada and have their principal place of business in Canada.

The Fund has an interest of less than 1% (2015 - 1%) in an unconsolidated structured entity, WF Fund III Limited Partnership.

The Fund has provided a guarantee in favour of MMB Research Inc. for the amount of up to \$250,000 for an operating credit facility. Should the guarantee be drawn, the amount would be recorded as a follow-on investment.

VENTURELINK INNOVATION FUND INC.

Fund Specific Notes to Financial Statements

(d) Redeemable Share Transactions

for the years ended December 31

| | Class A, Series I | | Class A, Series II | | Class A, Series III | |
|---|-------------------|----------------|--------------------|----------------|---------------------|------------------|
| | 2016 | 2015 | 2016 | 2015 | 2016 | 2015 |
| Number of redeemable shares at the beginning of year | 796,668 | 1,034,979 | 515,544 | 629,151 | 4,996,697 | 6,212,785 |
| Redeemable shares issued for cash | - | - | - | - | - | - |
| Redeemable shares redeemed | (94,617) | (238,311) | (62,678) | (113,607) | (996,614) | (1,216,088) |
| Number of redeemable shares at the end of year | 702,051 | 796,668 | 452,866 | 515,544 | 4,000,083 | 4,996,697 |

| | Class A, Series IV | | Class A, Series VI | |
|---|--------------------|------------------|--------------------|----------------|
| | 2016 | 2015 | 2016 | 2015 |
| Number of redeemable shares at the beginning of year | 2,374,846 | 2,993,337 | 120,439 | 133,573 |
| Redeemable shares issued for cash | - | - | - | - |
| Redeemable shares redeemed | (525,990) | (618,491) | (27,690) | (13,134) |
| Number of redeemable shares at the end of year | 1,848,856 | 2,374,846 | 92,749 | 120,439 |

(e) Financial Instruments Risks (Note 9)

Venture Portfolio Breakdown* as at December 31, 2016

| Industry Sector | Number of Companies | Cost (in \$000's) | Fair Value (in \$000's) | % of Cost | % of Fair Value |
|---|---------------------|-------------------|-------------------------|-----------|-----------------|
| Financial Services | 4 | 9,427 | 3,456 | 17.4 | 7.7 |
| Biotechnology | 1 | 500 | 375 | 0.9 | 0.8 |
| Information Technology and Communications | 12 | 42,566 | 40,920 | 78.7 | 91.2 |
| Services and Others | 1 | 1,648 | 145 | 3.0 | 0.3 |
| | 18 | 54,141 | 44,896 | 100.0 | 100.0 |

Venture Portfolio Breakdown* as at December 31, 2015

| Industry Sector | Number of Companies | Cost (in \$000's) | Fair Value (in \$000's) | % of Cost | % of Fair Value |
|---|---------------------|-------------------|-------------------------|-----------|-----------------|
| Financial Services | 5 | 16,902 | 12,160 | 22.8 | 19.3 |
| Biotechnology | 1 | 500 | 375 | 0.7 | 0.6 |
| Information Technology and Communications | 14 | 48,695 | 45,457 | 65.6 | 72.1 |
| Services and Others | 3 | 8,118 | 5,069 | 10.9 | 8.0 |
| | 23 | 74,215 | 63,061 | 100.0 | 100.0 |

*Includes directly held venture investments. Excludes investments in Underlying Funds.

The accompanying notes are an integral part of these financial statements.

VENTURELINK INNOVATION FUND INC.

Fund Specific Notes to Financial Statements

(e) Financial Instruments Risks (Note 9) (cont'd)

The Fund generally maintains a portfolio of venture investments and eligible reserves.

At at December 31, 2016 and 2015, the investments of the Fund consisted of the following:

| as at December 31, 2016 | Fair Value (in \$000's) | (%) |
|--------------------------------|------------------------------------|--------------|
| Private Debt Investments | 5,325 | 9.2 |
| Private Equity Investments | 39,571 | 68.2 |
| Underlying Funds | 13,141 | 22.6 |
| Total | 58,037 | 100.0 |

| as at December 31, 2015 | Fair Value (in \$000's) | (%) |
|--------------------------------|------------------------------------|--------------|
| Private Debt Investments | 20,236 | 26.6 |
| Private Equity Investments | 42,825 | 56.2 |
| Underlying Funds | 13,146 | 17.2 |
| Total | 76,207 | 100.0 |

Other Price Risk

The Fund is exposed to other price risk through its holdings in private equity investments. All equity investments present a risk of loss of capital; the maximum risk for equity investments is equal to their fair value. The value for each investment is influenced by the outlook of the issuer and by general economic and political conditions, as well as industry and market trends.

As at December 31, 2016, had the fair value of the private equity investments increased or decreased by 10% (December 31, 2015 - 10%), with all other variables held constant, net assets attributable to holders of redeemable shares would have increased or decreased, respectively, by approximately \$3,957,000 (December 31, 2015 - \$4,282,000). In practice, the actual results may differ materially.

In addition, the Fund is indirectly exposed to other price risk on equity investments of the underlying funds totalling approximately \$660,000 (December 31, 2015 - \$660,000).

Interest Rate Risk

The tables below summarize the Fund's exposure to interest rate risk. They include the assets and liabilities of the Fund at fair values, categorized by the contractual maturity date.

| as at December 31, 2016 | Less than 1 Year (in \$000's) | 1 - 3 Years (in \$000's) | 3 - 5 Years (in \$000's) | Greater than 5 Years (in \$000's) | Total (in \$000's) |
|--------------------------------|--|---|---|--|-------------------------------|
| Interest Rate Exposure | 16,825 | 2,305 | - | - | 19,130 |

| as at December 31, 2015 | Less than 1 Year (in \$000's) | 1 - 3 Years (in \$000's) | 3 - 5 Years (in \$000's) | Greater than 5 Years (in \$000's) | Total (in \$000's) |
|--------------------------------|--|---|---|--|-------------------------------|
| Interest Rate Exposure | 10,512 | 10,832 | - | - | 21,344 |

As at December 31, 2016, had the prevailing interest rates increased or decreased by 1% (December 31, 2015 - 1%), assuming a parallel shift in the yield curve, with all other variables held constant, net assets attributable to holders of redeemable shares of the Fund would have decreased or increased, respectively, by approximately \$6,000 (December 31, 2015 - \$193,000). In practice, the actual results may differ from this analysis and the difference may be material.

At at December 31, 2016 and 2015, there were no debt instruments held by the underlying funds.

The accompanying notes are an integral part of these financial statements.

VENTURELINK INNOVATION FUND INC.

Fund Specific Notes to Financial Statements

(e) Financial Instruments Risks (Note 9) (cont'd)

Liquidity Risk

The liquidity of the Fund's holdings of private investments is low as there is no active market for these investments. The Fund is in the process of winding down its portfolio of investments and is managing its liquidity in order to facilitate the orderly wind up of the Fund and the maximum distribution to its shareholders. As required by its governing legislation, the Fund's venture portfolio consists largely of illiquid venture investments. In most cases the optimal approach to realizing venture investments is to hold the investments until liquidity is provided by way of an en-bloc sale of the business or an initial public offering by the venture company. The timing of realizations is dependent upon (i) aligning the objectives of the shareholders of a particular investment (of which the Fund is typically one of several) and (ii) the market conditions for sale transactions and/or initial public offerings for companies similar to the particular venture company.

After considering the timing of the optimal realization for each of its venture investments and the investment horizon for each of its shareholders, the Fund has identified 2018 or 2019 as its target for the realization of 100% of the venture investments of the Fund.

As part of its plan to manage Fund liquidity until such time as the Fund realizes upon its venture investments, effective August 11, 2016, the Fund capped redemptions for 2016 at 20% of the net asset value of the Fund as of December 31, 2015. The Fund's prospectus provides the Fund with the discretion to halt redemptions in a given financial year once redemptions have reached an aggregate value of 20% of the net asset value of the Fund on the last day of the preceding financial year.

As of the date of these financial statements, redemptions in 2017 have not reached the level where redemptions may be capped. The Fund will cap redemptions in 2017 when the redemption threshold is reached and may cap redemptions in future years in order to manage its investment realization and liquidity plans (see note 11).

The financial liabilities of the Fund mature in less than three months with the exception of accrued performance fees. The maturity of performance fees is uncertain and is dependent upon realizations of venture investments.

Currency Risk

At at December 31, 2016 and 2015, the Fund did not hold any financial investments or derivatives denominated in foreign currency.

Credit Risk

The Fund holds a portion of its investment portfolio in private debt investments. The private debt investments are typically high yielding, relatively high risk debt investments that are unrated.

The Fund was invested in debt securities with the following credit ratings, as per tables below.

as at December 31, 2016

| Credit Rating* | Net Assets (%) |
|----------------|----------------|
| Not Rated | 9.8 |
| Total | 9.8 |

as at December 31, 2015

| Credit Rating* | Net Assets (%) |
|----------------|----------------|
| Not Rated | 30.8 |
| Total | 30.8 |

*Credit ratings are obtained from Dominion Bond Rating Services.

As at December 31, 2016 and 2015, there were no debt instruments held by the underlying funds.

The accompanying notes are an integral part of these financial statements.

VENTURELINK INNOVATION FUND INC.

Fund Specific Notes to Financial Statements

(f) Fair Value Hierarchy

The tables below summarize the inputs used by the Fund in valuing the Fund's investments and derivatives carried at fair value.

Long Positions at fair value as at December 31, 2016

| | Level 1 (in \$000's) | Level 2 (in \$000's) | Level 3 (in \$000's) | Total (in \$000's) |
|----------------------|-------------------------|-------------------------|-------------------------|-----------------------|
| Equities Investments | - | - | 39,571 | 39,571 |
| Debt Investments | - | - | 5,325 | 5,325 |
| Underlying Funds | - | - | 13,141 | 13,141 |
| Total | - | - | 58,037 | 58,037 |

Long Positions at fair value as at December 31, 2015

| | Level 1 (in \$000's) | Level 2 (in \$000's) | Level 3 (in \$000's) | Total (in \$000's) |
|----------------------|-------------------------|-------------------------|-------------------------|-----------------------|
| Equities Investments | - | - | 42,825 | 42,825 |
| Debt Investments | - | - | 20,236 | 20,236 |
| Underlying Funds | - | - | 13,146 | 13,146 |
| Total | - | - | 76,207 | 76,207 |

Fair Value Measurements Using Level 3 Inputs

The tables below summarize the movement in Level 3 financial instruments at fair value using unobservable inputs.

for the year ended December 31, 2016

| | Balance at Dec. 31, 2015 (in \$000's) | Purchases (in \$000's) | Sales (in \$000's) | Transfers In (in \$000's) | Transfers (Out) (in \$000's) | Realized Gain (Loss) (in \$000's) | Unrealized Gain (Loss)* (in \$000's) | Balance at Dec. 31, 2016 (in \$000's) |
|-------------------------------|---|---------------------------|-----------------------|---------------------------------|------------------------------------|---|--|---|
| Long Positions/Assets: | | | | | | | | |
| Equities Investments | 42,825 | 1,039 | (10,280) | - | - | 4,114 | 1,873 | 39,571 |
| Debt Investments | 20,236 | 100 | (13,820) | - | - | (1,225) | 34 | 5,325 |
| Underlying Funds | 13,146 | - | - | - | - | - | (5) | 13,141 |
| Total | 76,207 | 1,139 | (24,100) | - | - | 2,889 | 1,902 | 58,037 |

*Change in unrealized gain (loss) related to investments held at December 31, 2016 was \$959,000.

for the year ended December 31, 2015

| | Balance at Dec. 31, 2014 (in \$000's) | Purchases (in \$000's) | Sales (in \$000's) | Transfers In (in \$000's) | Transfers (Out) (in \$000's) | Realized Gain (Loss) (in \$000's) | Unrealized Gain (Loss)** (in \$000's) | Balance at Dec. 31, 2015 (in \$000's) |
|-------------------------------|---|---------------------------|-----------------------|---------------------------------|------------------------------------|---|---|---|
| Long Positions/Assets: | | | | | | | | |
| Equities Investments | 40,046 | 725 | (978) | - | - | 978 | 2,054 | 42,825 |
| Debt Investments | 30,025 | 1,261 | (6,774) | - | - | (822) | (3,454) | 20,236 |
| Underlying Funds | 13,403 | - | - | - | - | - | (257) | 13,146 |
| Total | 83,474 | 1,986 | (7,752) | - | - | 156 | (1,657) | 76,207 |

**Change in unrealized gain (loss) related to investments held at December 31, 2015 was (\$2,800,000).

The fair value of each level 3 investment is generally related to the underlying value and/or creditworthiness of a small to medium sized privately held business. Management reviews a number of applicable valuation techniques for each investment depending on a number of factors including: stage of business; the period since the last third party financing; the ability to compare the businesses to similar publicly held companies; the reliability of future cash flow projections; and disclosed information related to transactions involving similar businesses.

The accompanying notes are an integral part of these financial statements.

VENTURELINK INNOVATION FUND INC.

Fund Specific Notes to Financial Statements

(f) Fair Value Hierarchy (cont'd)

Fair Value Measurements Using Level 3 Inputs (cont'd)

The tables below summarize the significant unobservable inputs used in the fair value measurement of Level 3 financial instruments.

For the purpose of these tables, debt investments that are current with respect to principal and interest are described as performing and debt investments that are not current are described as non-performing. With respect to equity investments, those investments that are expected to require significant further investment to reach cash flow break-even are classified as early stage and other equity investments are classified as later stage.

as at December 31, 2016

| Description | Fair Value (in \$000's) | Valuation Technique | Unobservable Inputs | Weighted Average Input | Reasonable Possible Shift +/- (Absolute Value/%) | Change in Valuation +/- |
|---------------------|----------------------------|------------------------------|---------------------------|------------------------------|--|----------------------------|
| Performing debt | 2,500 | Discounted cash flow | Discounted rate | 10.0% | 1.0% | 6/(6) |
| Non-performing debt | 2,825 | Estimated realized value | Expected impairment | 79.4% | 5.0% | 685/(685) |
| Early stage equity | 10,895 | Discounted cash flow | Exit revenue multiple | 5.7 | 1.0 | 2,660/(2,660) |
| | | | Discounted rate | 23.0% | 5.0% | 759/(840) |
| Later stage equity | 28,676 | Comparable trading multiples | Revenue multiple | 2.1 | 0.5 | 7,680/(7,680) |
| Underlying Funds | 13,141 | Net asset value per share | Net asset value per share | n/a | 5.0% | 657/(657) |

as at December 31, 2015

| Description | Fair Value (in \$000's) | Valuation Technique | Unobservable Inputs | Weighted Average Input | Reasonable Possible Shift +/- (Absolute Value/%) | Change in Valuation +/- |
|---------------------|----------------------------|------------------------------|---------------------------|------------------------------|--|----------------------------|
| Performing debt | 18,715 | Discounted cash flow | Discounted rate | 11.4% | 1.0% | 193/(190) |
| Non-performing debt | 1,520 | Estimated realized value | Expected impairment | 88.7% | 5.0% | 672/(672) |
| Early stage equity | 13,227 | Discounted cash flow | Exit revenue multiple | 3.9 | 1.0 | 2,977/(2,977) |
| | | | Discounted rate | 32.0% | 5.0% | 983/(1,095) |
| Later stage equity | 29,599 | Comparable trading multiples | Revenue multiple | 2.5 | 0.5 | 7,646/(7,646) |
| Underlying Funds | 13,146 | Net asset value per share | Net asset value per share | n/a | 5.0% | 657/(657) |

The accompanying notes are an integral part of these financial statements.

VENTURELINK INNOVATION FUND INC.

Notes to the Financial Statements

1. CORPORATE STATUS AND ACTIVITIES

VentureLink Innovation Fund Inc. (the "Fund") was created by articles of amalgamation pursuant to the CBCA on September 10, 2010 from the amalgamation of VentureLink Balanced Fund Inc., VentureLink Brighter Future Fund Inc., VentureLink Diversified Income Fund Inc. and VentureLink Financial Services Innovation Fund Inc. The Fund is registered as a labour sponsored venture capital corporation under the Income Tax Act (Canada), as amended (the "Federal Tax Act") and as a labour sponsored investment fund corporation under the Community Small Business Investment Funds Act (Ontario), as amended (the "Ontario Act"). The address of the Fund's registered office is 3 Church Street, Suite 602, Toronto, Ontario M5E 1M2. These financial statements were authorized for issue by VL Advisors Inc. (the "Manager") on March 9, 2017.

| Fund Name | Inception date of Series I | Inception date of Series II | Inception date of Series III | Inception date of Series IV | Inception date of Series VI |
|----------------------------------|----------------------------|-----------------------------|------------------------------|-----------------------------|-----------------------------|
| VentureLink Innovation Fund Inc. | Sept. 10, 2010 | Sept. 10, 2010 | Sept. 10, 2010 | Sept. 10, 2010 | Sept. 10, 2010 |

The Fund's objective is to realize long-term capital appreciation by making debt and equity investments in a diversified portfolio of small and medium size Ontario businesses.

The Fund ceased to be open for new subscriptions effective October 2012. The Fund will continue to manage liquidity in order to facilitate an orderly wind-up of the Fund in 2019. This plan may change in the event federal and provincial tax credits are reinstated.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as published by the International Accounting Standards Board ("IASB").

a. Financial instruments

The Fund recognizes financial instruments at fair value upon initial recognition, inclusive of transaction costs in the case of financial instruments measured at amortized cost. Regular way purchases and sales of financial assets are recognized at their trade date. The Fund's investments and derivative assets and liabilities are measured at fair value through profit or loss ("FVTPL"). The Fund's obligations for net assets attributable to holders of redeemable shares are presented at the redemption amount. All other financial assets and liabilities are measured at amortized cost, which approximates their fair value. Under this method, financial assets and liabilities reflect the amount required to be received or paid, discounted, when appropriate, at the contract's effective interest rate.

b. Valuation of investments

At the financial reporting date, listed securities are valued based on the last traded market price where the last traded price falls within the day's bid-ask spread. In circumstances where the last traded price is not within the bid-ask spread, the Manager determines the point within the bid-ask spread that is most representative of fair value based on the existing market conditions. Unlisted securities are valued based on price quotations from recognized investment dealers, or failing that, their fair value is determined by the Manager on the basis of the latest reported information available. Fixed income securities, debentures and other debt instruments including short-term investments, are valued at the quotation from recognized investment dealers. Underlying Funds are valued on each business day at their net asset value as reported by the Underlying Funds' manager.

Venture investments for which no quoted market value exists, or venture investments in restricted securities, are recorded at estimated fair value. The fair values of investments are determined using the appropriate valuation methodology after considering: the history and nature of the business; operating results and financial conditions; the general economic, industry and market conditions; capital market and transaction market conditions; independent valuations of the business; contractual rights relating to the investment; public market comparable transactions and results multiples, where applicable and other pertinent considerations.

The process of valuing venture investments for which no published market or market observable factors exist is subject to inherent uncertainties and the resulting values may differ from values which would have been used had a ready market existed for those investments. These differences could be material to the fair value of venture investments.

c. Financial assets and liabilities at fair value

The Fund carries its investments in equity, fixed income securities, and derivatives as financial assets or financial liabilities at fair value through profit or loss. This category has two sub-categories: financial assets or financial liabilities held for trading and those designated at fair value through profit or loss at inception.

Financial assets and financial liabilities held for trading

A financial asset or financial liability is classified as held for trading ("HFT") if it is acquired or incurred principally for the purpose of selling or repurchasing in the near term or if on initial recognition is part of a portfolio of identifiable financial investments that are managed together and for which there is evidence of a recent actual pattern of short-term profit taking. The Fund's derivative instruments are categorized as HFT.

Financial assets and financial liabilities designated at fair value through profit or loss at inception

Financial assets and financial liabilities designated at fair value through profit or loss ("FVTPL") at inception are financial instruments that are not classified as HFT but are managed, and their performance is evaluated on a fair value basis in accordance with the Fund's documented investment strategy. The Fund's investments excluding derivative instruments are designated as FVTPL.

d. Subsidiaries, associates, joint ventures and structured entities

Subsidiaries are entities, including investments in other investment entities, over which a Fund has control. A Fund controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity, and has the ability to affect those returns through its power over the entity. Associates and joint ventures are investments over which a Fund has significant influence or joint control. A structured entity is an entity that has been designed so that voting or similar rights are not the dominant factors in deciding, who controls the entity, or when voting rights relate to administrative tasks only and the relevant activities are directed by means of contractual arrangements.

Investments that are held as part of the Fund's investment portfolio are carried on the Statements of Financial Position at fair value even though the Fund may have control or significant influence over those companies. As the Fund meets the definition of an Investment Entity under IFRS 10, investments in subsidiaries are required to be carried at fair value in accordance with IFRS 10, "Consolidation". IAS 28, "Investment in Associates" allows investments in associates that are held by Investment Entities to be recognized and measured at fair value through profit and loss and to be accounted for in accordance with IAS 9 and IFRS 13, with changes in fair value recognized in the Statements of Comprehensive Income in the period of change. Investments in unconsolidated structured entities have been designated at fair value through profit or loss.

e. Foreign currency translation

The Fund's subscriptions and redemptions are denominated in Canadian dollars, which is also the Fund's functional and presentation currency. Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates that transactions occur. Assets and liabilities denominated in a foreign currency are translated into the functional currency using the exchange rate prevailing at the measurement date. Foreign exchange gains and losses relating to cash, if any, are presented as "Foreign exchange gain (loss) on cash" and those relating to other financial assets and liabilities are presented within "Net realized gain (loss) on sale of investments" and "Changes in unrealized appreciation (depreciation) in value of investments" in the Statements of Comprehensive Income.

f. Commissions and other portfolio transaction costs

Transaction costs, such as brokerage commissions, incurred in the purchase and sale of securities, are included in "Commissions and other portfolio transaction costs" in the Statements of Comprehensive Income.

g. Cost of investments

Cost of investments represents the amount paid for each security, and is determined on an average cost basis excluding commissions and transactions costs and amortization premiums or discounts on fixed income securities (with the exception of zero coupon bonds).

h. Investment transactions and income recognition

Investment transactions relating to private venture investments are accounted for on the closing date of the transaction, or in case of a series of funding tranches, the dates on which funds are advanced. Realized and unrealized gains and losses from venture investment transactions are calculated on an average cost basis. Regular way purchases and sales are accounted for on the trade date for financial reporting purposes and any unrealized and realized gains and losses on such transactions are calculated on an average cost basis.

The interest for distribution purposes shown in the Statements of Comprehensive Income represents the coupon interest received by the Fund and is accounted for on an accrual basis. The Fund does not amortize premiums paid or discounts received on the purchase of fixed income securities except for zero coupon bonds which are amortized on a straight line basis.

Dividends and distributions from investments are recognized on the ex-dividend/ex-distribution date.

Fees and commission income are recognized as income over the year in which the related service is rendered.

i. Placement and participation fees

Placement and participation fees include all fees received by the Fund from venture investments that are not interest, dividends or capital in nature. Examples of these fees include royalty income, profit participation and commitment fees. Such income is recorded on an accrual basis.

j. Income and expense allocation

Expenses directly attributable to a Series of Class A shares are charged to that Series of Class A shares. Other income and expenses, and gains and losses, are allocated to each Series proportionately based upon the relative total net asset value of each Series of Class A shares.

k. Increase (decrease) in net assets attributable to holders of redeemable shares

Increase (decrease) in net assets attributable to holders of redeemable shares per series of Class A share in the Statements of Comprehensive Income is calculated by dividing the increase (decrease) in net assets attributable to holder of redeemable shares per series by the weighted average number of shares outstanding for each relevant series of Class A during the year.

I. Accounting standards issued but not yet adopted

IFRS 9, Financial Instruments ("IFRS")

The final version of IFRS 9, *Financial Instruments* was issued by IASB in July 2014 and will replace IAS 39 *Financial Instruments: Recognition and Measurement*. IFRS 9 introduces a model for classification and measurement, a single, forward-looking "expected loss" impairment model and a substantially reformed approach to hedge accounting. The new single, principle-based approach for determining the classification of financial assets is driven by cash flow characteristics and the business model in which an asset is held. The new model also results in a single impairment model being applied to all financial instruments, which will require more timely recognition of expected credit losses. It also includes changes in respect of own credit risk in measuring liabilities elected to be measured at fair value, so that gains caused by the deterioration of an entity's own credit risk on such liabilities are no longer recognized in profit or loss. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, however it is available for early adoption. In addition, the own credit changes can be early applied in isolation without otherwise changing the accounting for financial instruments. The Fund is in the process of assessing the impact of IFRS 9.

3. CRITICAL JUDGMENTS AND ESTIMATES

The preparation of financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities at the reporting date and the reported amounts of income and expenses during the reporting year. The following discusses the most significant accounting judgments and estimates that the Fund has made in preparing the financial statements:

Fair value measurement of investments and derivatives not quoted in active market

The Fund holds financial instruments that are not quoted in active markets, such as unlisted securities, venture investments or venture investments in restricted securities. Unlisted securities are valued based on price quotations from recognized investment dealers, or failing that, their fair value is determined by the Manager on the basis of the latest reported information available. Venture investments for which no quoted market value exists, or venture investments in restricted securities, are recorded at estimated fair value. The fair values of investments are determined using the appropriate valuation methodology after considering: the history and nature of the business; operating results and financial conditions; the general economic, industry and market conditions; capital market and transaction market conditions; independent valuations of the business; contractual rights relating to the investment; public market comparable transactions and results multiples, where applicable and other pertinent considerations.

The process of valuing venture investments for which no published market or market observable factors exist is subject to inherent uncertainties and the resulting values may differ from values which would have been used had a ready market existed for those investments. These differences could be material to the fair value of venture investments.

Classification and measurement of investments and application of the fair value option

In classifying and measuring financial instruments held by the Fund, the Manager is required to make significant judgments about whether or not the business of the Fund is to invest on a total return basis for the purpose of applying the fair value option for the financial assets under IAS 39 *Financial Instruments: Recognition and Measurement*. The most significant judgments made include the determination that certain investments are held for trading and that the fair value option can be applied to those which are not.

4. REDEEMABLE SHARES

Authorized

Unlimited Class A shares, issuable in series, discretionary dividend entitlement, voting, restrictions on transfer and redemption, entitled to elect one or two of the directors.

Unlimited Class B shares, issuable only to the Sponsor, no dividend entitlement, voting, entitled to elect the remaining directors.

Unlimited Class P shares, issuable in series, discretionary dividend entitlement, non-voting. The 1,200,000 (December 31, 2015 - 1,200,000) issued and outstanding Class P Shares are held by VL Holdings LP, the 100% shareholder of the Manager and Investment Advisor.

The Class P shares have been recorded as a liability of the Fund and the payment of dividends, if any, will be recorded as a dividend expense.

Redemption of Class A shares

A shareholder may redeem all or part of the Class A shares held at the NAV per Class A share subject to certain redemption restrictions, the withholding of any amount required to be withheld and the deduction of the redemption fees.

For Class A shares, Series I and Class A shares, Series III, a redemption fee is charged in the amount of up to 10% of the original issue price calculated as 1.25% of the original issue price times the number of years or part years remaining until the eighth anniversary date of issue.

VENTURELINK INNOVATION FUND INC.

Notes to the Financial Statements (cont'd)

For Class A shares, Series II and Class A shares, Series IV, a redemption fee is charged in the amount of up to 6% of the original issue price calculated as 0.75% of the original issue price times the number of years or part years remaining until the eighth anniversary date of issue.

No redemption fees are applicable to Class A shares, Series VI.

The Class A shares do not meet the strict criteria contained in IAS 32 (Amendment), "Financial Instruments: Presentation", to be classified as equity as there are multiple series of shares with non-identical features. Accordingly, the shares are classified as a financial liability.

5. DUE TO UNDERLYING FUNDS

The amounts payable by the Fund to the each of the Underlying Funds as at December 31, 2016 and December 31, 2015 are as follows:

| | Dec. 31, 2016 (in \$000's) | Dec. 31, 2015 (in \$000's) |
|--|----------------------------------|----------------------------------|
| Brighter Future CSBIF (I) Fund Inc | 5,633 | 5,363 |
| Brighter Future CSBIF (II) Fund Inc. | 5,493 | 5,493 |
| Diversified Balanced CSBIF (I) Fund Inc. | 653 | 604 |
| Diversified Balanced CSBIF (I) Fund Inc. | 655 | 607 |
| | 12,434 | 12,067 |

6. FEES AND EXPENSES

The Fund has contracted with the following parties for services as follows:

Sponsor – The Canadian Federal Pilots Association (the "Sponsor") is the sponsor of the Fund. Under the terms of the Sponsor Agreement ("the Agreement") the Sponsor is entitled to receive from the Fund an annual fee of 0.25% of the NAV of the Fund.

Manager and Investment Advisor - VL Advisors Inc., the Manager and Investment Manager of the Fund, provides key management personnel to the Fund. Under the terms of Management and Investment Advisory Agreement, VL Advisors Inc., is entitled to receive from the Fund an annual fee of 3.25% of the NAV of the Fund plus two-thirds of any service fee payment related to Class A shares, Series I and II and all of any service fee payments related to Class A shares, Series III, IV and VI. Under the terms of the Agreement, management and investment advisory fees may be charged to the Fund or the Underlying Funds. Management and investment advisory fees charged to the Underlying Funds during the year were approximately nil (December 31, 2015 - \$499,000).

Administrator – CI Investments Inc. acts as registrar, transfer agent and administrator of the Fund. Under the terms of the Fund Administrator Agreement, the administrator is entitled to receive from the Fund an annual fee of 0.90% of the NAV of the Fund. The Fund paid fees of approximately \$518,000 (December 31, 2015 - \$678,000) to the Administrator during the year.

In addition to the services provided under the Fund Administrator Agreement, the Fund is responsible for its own administrative expenses including audit and legal fees, and all other costs and fees imposed by statute or regulation, such as fees related to the establishment and operation of the Independent Review Committee and expenses incurred by providing services in relation to reporting and making distributions to shareholders.

Performance Bonus Plan

The performance bonus plan ("Performance Bonus Plan") retains historical performance and performance fee calculations from the predecessor Funds. The plan consists of four parts:

Performance Bonus – Historical VentureLink Financial Services Innovation Fund Inc. investments and new investments ("Continuing Plan")

The Manager and Investment Advisor, ("VL Advisors") will be entitled to a performance bonus (the "Performance Bonus" or "Performance Fee") based on realized gains and cumulative performance of the Continuing Plan Investments. Before any Performance Bonus is paid by the Fund on realization of a Continuing Plan Investment, the Continuing Plan Portfolio must have:

- (i) earned sufficient income to generate a return on eligible investments in excess of a cumulative annualized threshold return of 6%. The income on eligible investments includes realized and unrealized investment gains and realized and unrealized losses earned and incurred since inception.
- (ii) earned income from the eligible investment which provides a cumulative investment return at an average annual rate in excess of 6% since the date of the investment; and
- (iii) fully recouped an amount equal to all principal invested in the eligible investment.

VENTURELINK INNOVATION FUND INC.

Notes to the Financial Statements (cont'd)

Subject to all of the above, the Performance Bonus will be an amount equal to the lesser of (i) 20% of all income earned from the eligible investment and (ii) the portion of that amount that does not reduce returns on the Continuing Plan Portfolio below a Cumulative Annualized Threshold Return of 6%.

Performance Bonus – Investments of predecessor Fund, VentureLink Diversified Income Fund Inc. (the “DI Fund”)

VL Advisors will be entitled to a Performance Bonus based on realized gains and cumulative performance of the DI Fund Investments. Before any Performance Bonus is paid by the Fund on realization of a DI Fund Investment, the DI Fund Portfolio must have:

- (i) earned sufficient income to generate a return on eligible investments in excess of a cumulative annualized threshold return of 6%. The income on eligible investments includes realized and unrealized investment gains and realized and unrealized losses earned and incurred since inception.
- (ii) earned income from the eligible investment which provides a cumulative investment return at an average annual rate in excess of 6% since the date of the investment; and
- (iii) fully recouped an amount equal to all principal invested in the eligible investment.

Subject to all of the above, the Performance Bonus will be an amount equal to the lesser of (i) 20% of all income earned from the eligible investment and (ii) the portion of that amount that does not reduce returns on the DI Fund Portfolio below a Cumulative Annualized Threshold Return of 6%.

Performance Bonus – Investments of the Underlying Funds owned by the Fund (the “CSBIFs”)

VL Advisors will be entitled to half of the Performance Bonus, with the other half payable to the sponsoring universities involved in sponsoring the CSBIF, based on realized gains and cumulative performance of the CSBIFs’ Investments. Before any Performance Bonus is paid by the Fund on realization of a CSBIF Investment, a CSBIF Portfolio must have:

- (i) earned sufficient income to generate a return on eligible investments in excess of a cumulative annualized threshold return of 6%. The income on eligible investments includes realized and unrealized investment gains and realized and unrealized losses earned and incurred since inception.
- (ii) earned income from the eligible investment which provides a cumulative investment return at an average annual rate in excess of 6% since the date of the investment; and
- (iii) fully recouped an amount equal to all principal invested in the eligible investment.

Subject to all of the above, the Performance Bonus will be an amount equal to the lesser of (i) 20% of all income earned from the eligible investment and (ii) the portion of that amount that does not reduce returns on a CSBIF Portfolio below a Cumulative Annualized Threshold Return of 6%.

Performance Bonus – Investments of the predecessor Fund, VentureLink Brighter Future Inc. (the “BF Fund”)

VL Advisors will be entitled to a Performance Bonus based on the realized gains and cumulative performance of the BF Fund Investments. The Performance Bonus will consist of two parts as follows:

The first part pays VL Advisors a 5% bonus on proceeds in excess of the fair value of an eligible investment as at July 31, 2006 plus the threshold rate of return. Before the 5% performance bonus is paid by the Fund on the realization of an eligible investment, the BF Fund Portfolio must have:

- (i) earned sufficient income to generate a rate of return on eligible investments in excess of a cumulative annualized threshold return of 6% since July 31, 2006. The income on eligible investments includes realized and unrealized investment gains and losses earned and incurred since July 31, 2006;
- (ii) earned income from the eligible investment which provides a cumulative investment return at an average annual rate in excess of 6% since July 31, 2006; and
- (iii) fully recouped an amount equal to all principal invested in the eligible investment.

Subject to all of the above, the Performance Bonus will be an amount equal to the lesser of: (i) 5% of proceeds (realized gains and income) less the greater of the carrying value on July 31, 2006 plus 6% per annum and original cost; and (ii) the portion of the amount in section (i) immediately above that does not reduce returns on the BF Fund Portfolio since July 31, 2006 below a cumulative annualized threshold return of 6%.

The second part pays VL Advisors a 10% performance bonus on proceeds over the original cost of the investment. Before the 10% performance bonus can be paid, the BF Fund Portfolio must have:

- (i) earned sufficient income to generate a rate of return on eligible investments in excess of original cost of the portfolio plus a cumulative annualized threshold return of 6% since July 31, 2006. The income on eligible investments includes realized and unrealized investment gains and losses earned and incurred since July 31, 2006; and
- (ii) fully recouped an amount equal to all principal invested in the eligible investment.

Subject to all of the above, the Performance Bonus will be an amount equal to the lesser of: (i) 10% of all income earned from the eligible investment and (ii) the portion of the amount in section (i) immediately above that does not reduce returns on the BF Fund Portfolio since July 31, 2006 below original cost, plus a cumulative annualized threshold return of 6%.

The Effective Date for the Performance Bonus Plan is July 22, 2010.

VENTURELINK INNOVATION FUND INC.

Notes to the Financial Statements (cont'd)

Instead of paying a Performance Bonus as a fee, the Fund, subject to Board approval, may allocate income equal to the Performance Bonus to the Class P Shares and declare dividends on the Class P Shares. The amount of the dividends would be equal to the Performance Bonus that otherwise would have been paid to VL Advisors as a fee. Since the Class P Shares represent a method of satisfying the Performance Fee obligation in the Fund, they are classified as liability on the Statement of Financial Position and Class P Shares dividends paid are classified as dividend expense.

Amounts related to performance fees included in the Statements of Comprehensive Income and Financial Position are as follow.

| (in \$000's) | Expenses / (Recovery) | | Accrued Performance Fees | | Performance Fees Paid | |
|----------------------------------|-----------------------|------|--------------------------|-------|-----------------------|------|
| | 2016 | 2015 | 2016 | 2015 | 2016 | 2015 |
| VentureLink Innovation Fund Inc. | 1,186 | 615 | 4,520 | 3,630 | 296 | 62 |

In addition to these amounts above, Class P dividends of \$567,000 (December 31, 2015 - \$429,000) were declared and paid by the Fund during the year.

The performance fees are calculated and accrued on a daily basis for eligible investments based on cash invested, proceeds realized and the current fair value of each investment. The performance fees are not paid to the Manager and Investment Advisor until an eligible investment, which meets the criteria specified above, is sold.

7. TAXATION

Under the Federal Tax Act, no income taxes are payable by the Fund on dividends received from Canadian corporations, and income taxes payable on capital gains will be fully refundable on a formula basis when shares of the Fund are redeemed or capital gains dividends are paid or deemed to be paid by the Fund to its shareholders. As a result of the capital gains refund mechanism, the Fund recovers any Canadian income taxes paid with respect of its capital gains. Interest income and foreign dividends, net of applicable expenses, are taxed at full corporate rates applicable for mutual fund corporations, however, tax deductible operating expenses of the Fund are expected to exceed interest income and foreign dividend income for all future periods. As a result, the Corporation does not record any provision for income taxes. Since the Fund does not record income taxes, the tax benefit of capital and non-capital losses has not been reflected in the Statements of Financial Position as a deferred income tax asset.

The Federal Tax Act and the Ontario Act set minimum levels of qualifying venture investments for the Fund. If the minimum level of qualifying venture investments is not met under each statute, the Fund will be subject to defined taxes and penalties.

The tax amounts reflected in these financial statements are based on management's best estimate of the amounts that will ultimately be assessed. This determination is based on numerous factors such as the pace at which the Fund makes qualifying venture investments, the amount of share capital raised and redeemed, and the net income and the undistributed net realized gains (losses) on sales of investments by the Fund. Should there be an assessment that differs from the estimates made by management of the Fund, material adjustments to the tax amounts may be required.

As of December 31, 2016, the Fund has approximately \$32,100,000 of unused capital losses which have no expiry and the following non-capital losses:

| Year of expiry: | Non-capital loss carried forward: (in \$000's) |
|-----------------|---|
| 2024 | 210 |
| 2025 | 3,925 |
| 2026 | 3,742 |
| 2027 | 4,587 |
| 2028 | 8,388 |
| 2029 | 3,459 |
| 2030 | 1,342 |
| 2032 | 2,396 |
| 2034 | 4,163 |
| 2036 | 4,408 |
| | <u>36,620</u> |

VENTURELINK INNOVATION FUND INC.

Notes to the Financial Statements (cont'd)

8. BROKERAGE AND OTHER COMMISSIONS

Brokerage commissions paid for security transactions during the years ended were as follows:

| (in \$000's) | 2016 | 2015 |
|----------------------------------|-------------|-------------|
| VentureLink Innovation Fund Inc. | 6 | 6 |

The Manager may have received research services for commissions paid to certain dealers, otherwise known as soft dollars. For the years ended December 31, 2016 and 2015, there were no soft dollar commissions paid by the Fund.

9. FINANCIAL INSTRUMENTS RISKS

Risk Management

The Fund is exposed to a variety of financial instruments risks: credit risk, liquidity risk and market risk (including other price risk, interest rate risk and currency risk). The level of risk to which the Fund is exposed depends on the investment objective and the type of investments the Fund holds.

The value of the investments within the portfolio can fluctuate daily as a result of changes in prevailing interest rates, economic and market conditions and company specific news related to investments held by Fund. The Manager of the Fund may minimize potential adverse effects of these risks on the Fund's performance by, but not limited to, regular monitoring of the Fund's positions and market events, diversification of the investment portfolio by asset type, sector, term to maturity within the constraints of the stated objectives, and through the usage of derivatives to hedge certain risk exposures.

The Fund invests in units of underlying funds and is indirectly exposed to the financial instruments risks mentioned above. To minimize the potential adverse effects of those risks the Manager on regular basis, but not limited to, reviews the Underlying Funds' investment mandate, returns, assets, investment management process, risk levels and overall fit of the Underlying Funds within Fund's stated objectives.

Credit Risk

Credit risk is the risk that a security issuer or counterparty to a financial instrument will fail to meet its financial obligations. The fair value of a debt instrument includes consideration of the credit worthiness of the debt issuer. The carrying amount of debt instruments as presented on the Schedule of Investment Portfolio represents the maximum credit risk exposure of the Fund.

The significant cash balance as disclosed in the Statements of Financial Position is maintained by the custodian RBC Investor Services Trust. The Fund Administrator monitors the credit worthiness of the custodian on a regular basis.

Liquidity Risk

Liquidity risk is the risk that the Fund may not be able to settle or meet its obligations, on time or at a reasonable price. The Fund is exposed to daily cash redemptions subject to an annual maximum of 20% of the net asset value of the Fund. The Fund manages liquidity risk by holding a portion of its portfolio in liquid reserves and cash. In addition, the Fund matches the expected duration of its investments with the expected redemption horizon of shareholders.

Other Price Risk

Other price risk is the risk that the value of financial instruments will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or currency risk). The value of each investment is influenced by the outlook of the issuer and by general economic and political conditions, as well as industry and market trends. All securities present a risk of loss of capital.

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

Interest Rate Risk

Interest rate risk is the risk that the fair value of interest-bearing investments will fluctuate due to changes in prevailing levels of market interest rates. As a result, the value of cash balances and debt securities will be affected by changes in applicable interest rates. If interest rates fall, the fair value of existing debt securities may increase. Alternatively, if interest rates rise, the yield of existing debt securities decrease which may then lead to a decrease in their fair value. The magnitude of the change will generally be greater for long-term debt securities than for short-term debt securities.

Interest rate risk also applies to convertible securities. The fair value of these securities varies inversely with interest rates, similar to other debt securities. However, since they may be converted into common shares, convertible securities are generally less affected by interest rate fluctuations than other debt securities.

Currency Risk

Currency risk arises from financial instruments that are denominated in a currency other than Canadian dollars, the functional and presentation currency of the Fund. As a result, the Fund may be exposed to the risk that the value of securities denominated in other currencies will fluctuate due to changes in exchange rates. Equities traded in foreign markets are also exposed to currency risk as the prices denominated in foreign currencies are converted to the Fund's functional currency to determine their fair value.

Fair Value Hierarchy

The Fund's policy is to recognize transfers into and out of the fair value hierarchy levels as of the date of the event or change in circumstances giving rise to the transfer.

The Fund is required to classify financial instruments measured at fair value using a fair value hierarchy. Investments whose values are based on quoted market prices in active markets are classified as Level 1. This level may include publicly traded equities, exchange traded and retail mutual funds, exchange traded warrants, futures contracts, traded options, American depositary receipts ("ADRs") and Global depositary receipts ("GDRs").

Financial instruments that trade in markets that are not considered to be active but are valued based on quoted market prices, dealer quotations or alternative pricing sources supported by observable inputs are classified as Level 2. These may include fixed income securities, mortgage backed securities ("MBS"), short-term instruments, non-traded warrants, over-the-counter options, structured notes of indexed securities, foreign currency forward contracts and swap instruments.

Investments classified as Level 3 have significant unobservable inputs. Level 3 instruments may include private equities, private term loans, private equity funds and certain derivatives. As observable prices are not available for these securities, the Fund may use a variety of valuation techniques to derive their fair value.

Details of the Fund's exposure to financial instruments risks including fair value hierarchy classifications are provided in the Fund Specific Notes to Financial Statements.

10. CAPITAL MANAGEMENT

The Fund considers its capital to be its net assets attributable to holders of redeemable shares. The Fund does not pay monthly dividends and is managed for total return objectives only.

In any fiscal year, the Fund will not be required to redeem class A shares having an aggregate redemption value exceeding 20% of the net asset value of the Fund as of the last day or the preceding financial period.

11. SUBSEQUENT EVENT

For the period subsequent to December 31, 2016 through to March 3, 2017, the Fund has received redemption requests for Class A shares of approximately \$10,100,000. For the 2017 year, based on 20% of the net asset value of the Fund as of December 31, 2016, the Fund may cap redemptions at approximately \$10,840,000.

VENTURELINK INNOVATION FUND INC.

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