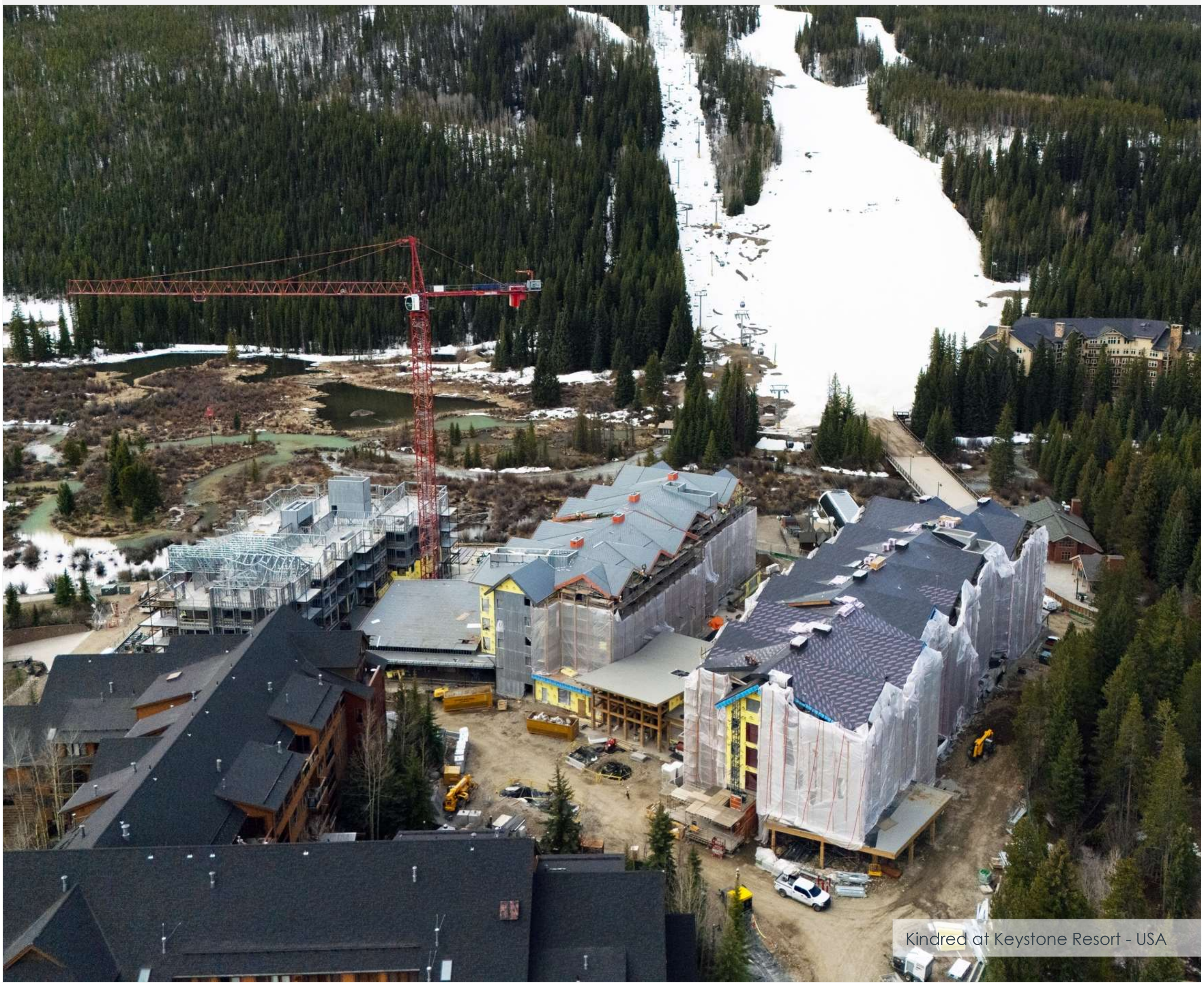
Financial Statements // Expressed in U.S. dollars

Romspen US Mortgage Investment Fund

Nine months ended September 30, 2024

(Unaudited)



Kindred at Keystone Resort - USA

Statement Of Assets And Liabilities (Unaudited)

Expressed in thousands of U.S. dollars, except per unit amounts, unless otherwise noted		September 30, 2024		December 31, 2023
Assets				
Cash and cash equivalents (note 2(b))	$	95	$	291
Investment in TIG Romspen US Master Mortgage LP (note 2(a), 3)		96,140		79,946
Other assets (note 4)		475		539
	$	96,710	$	80,776
Liabilities and Partners' capital				
Liabilities:				
Accounts payable and accrued liabilities	$	24	$	40
Prepaid unit capital		-		150
Distributions payable (note 7)		434		495
Redemptions payable (note 5)		31,156		16,339
		31,614		17,024
Partners' capital (note 5)		65,096		63,752
	$	96,710	$	80,776
Net asset value per unit (note 6)	$	10.00	$	10.00

See accompanying notes to unaudited financial statements.

ROMSPEN

Statement Of Operations (Unaudited)

Expressed in thousands of U.S. dollars, except per unit amounts, unless otherwise noted	**3 months ended September 30, 2024**	3 months ended September 30, 2023	**9 months ended September 30, 2024**	9 months ended September 30, 2023
Investment income (expenses) allocated from TIG Romspen US Master Mortgage LP:				
Mortgage interest	**$ 2,045**	$ 2,086	**$ 6,221**	$ 6,400
Other income	**38**	6	**99**	138
Service fees (note 8(c))	**(262)**	(223)	**(720)**	(683)
Interest	**(356)**	(232)	**(949)**	(510)
Accounting and legal fees	**(21)**	(19)	**(73)**	(58)
Other expenses	**(46)**	(24)	**(109)**	(70)
Total net investment income allocated from TIG Romspen US Master Mortgage LP	**$ 1,398**	$ 1,594	**$ 4,469**	$ 5,217
Partnership Income:				
Other Income	**1**	5	**5**	14
Total Partnership income	**1**	5	**5**	14
Partnership Expenses:				
Service fees (note 8(a))	**60**	50	**162**	160
Accounting and legal fees	**28**	18	**43**	34
Other	**8**	8	**24**	25
Total Partnership expenses	**96**	76	**229**	219
Net investment income	**$ 1,303**	$ 1,523	**$ 4,245**	$ 5,012
Realized and unrealized gain (loss) from in allocated from TIG Romspen US Master Mortgage LP:				
Realized (loss) gain from investments	**(265)**	(2)	**(1,715)**	52
Unrealized gain (loss) from investments	**265**	(41)	**1,715**	(152)
Net loss from investments allocated from TIG Romspen US Master Mortgage LP	**-**	(43)	**-**	(100)
Net Income	**$ 1,303**	$ 1,480	**$ 4,245**	$ 4,912
Net income per unit (note 6)	**$ 0.14**	$ 0.19	**$ 0.50**	$ 0.57
Weighted average number of units issued and outstanding (note 6)	**9,617,646**	7,954,401	**8,662,962**	8,579,451

See accompanying notes to unaudited financial statements.

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Statement Of Changes In Partners' Capital (Unaudited)

Expressed in thousands of U.S. dollars, except per unit amounts, unless otherwise noted		**September 30, 2024**		September 30, 2023
Partners' capital:				
Balance, beginning of year	**$**	**63,752**	$	90,500
Issuance of units (note 5)		**15,210**		787
Reinvestment of distributions (note 5)		**951**		1,598
Redemption of units (note 5)		**-**		(23,603)
Increase in units submitted for redemption		**(14,817)**		(3,972)
Balance, end of period	**$**	**65,096**	$	65,310
Cumulative income:				
Balance, beginning of year	**$**	**31,281**	$	24,880
Net income		**4,245**		4,912
Balance, end of period	**$**	**35,526**	$	29,792
Cumulative distributions to partners:				
Balance, beginning of year	**$**	**(31,281)**	$	(24,880)
Distributions (note 7)		**(4,245)**		(4,912)
Balance, end of period	**$**	**(32,526)**	$	(29,792)
Partners' capital (note 5)	**$**	**65,096**	$	65,310

See accompanying notes to unaudited financial statements.

Statement Of Cash Flows (Unaudited)

Expressed in thousands of U.S. dollars, except per unit amounts, unless otherwise noted	**3 months ended September 30, 2024**	3 months ended September 30, 2023	**9 months ended September 30, 2024**	9 months ended September 30, 2023
Cash and cash equivalents provided by (used in):				
Operations:				
Net Income	**$ 1,303**	$ 1,480	**$ 4,245**	$ 4,912
Change in non-cash operating items:				
Other assets	**(6)**	(2)	**64**	187
Accounts payable and accrued liabilities	**(10)**	2	**(16)**	(28)
Net (investment) redemption in TIG Romspen US Master Mortgage LP (note 3)	**(8,713)**	2,608	**(16,194)**	21,118
	(7,426)	4,088	**(11,901)**	26,189
Financing:				
Increase from issuance of units (note 5)	**8,500**	-	**15,060**	787
Redemption of units (note 5)	**-**	(3,097)	**-**	(23,603)
Distribution to partners	**(1,075)**	(1,044)	**(3,355)**	(3,532)
	7,425	(4,141)	**11,705**	(26,348)
Decrease in cash and cash equivalents	**(1)**	(53)	**(196)**	(159)
Cash and cash equivalents, beginning of year	**96**	174	**291**	280
Cash and cash equivalents, end of period	**$ 95**	$ 121	**$ 95**	$ 121

See accompanying notes to unaudited financial statements.

Romspen US Mortgage Investment Fund LP (the "Partnership") is a limited partnership formed under the laws of province of Ontario on November 7, 2017 and commenced operations on June 15, 2018. The head office of the Partnership is located at 162 Cumberland Street, Suite 300, Toronto, ON M5R 3N5.

The Partnership generally invests its assets through a “master-feeder” structure, conducting its investment and trading activities indirectly through an investment in the TIG Romspen US Mortgage Intermediate LP (the “Intermediate LP”), a flow-through partnership which wholly owns TIG Romspen US Master Mortgage LP (the “Master Fund”). The Master Fund is a limited partnership formed to conduct trading activities on behalf of the Partnership and other entities serviced by Romspen Investment Corporation (“RIC”) or its affiliates. The purpose of the Master Fund is to provide stable and secure cash distributions of income while preserving partners' capital. Service fees are charged at the Partnership and Master Fund level, and profit allocations are made at the Master Fund level. The Partnership is responsible, as an indirect investor in the Master Fund, for its pro-rata share of the Master Fund's operating and overhead expenses. The Master Fund is managed by Romspen US Master Mortgage GP LLC (the “Master General Partner”) and Romspen Investment LP (the “Manager”). The Partnership is managed by Romspen Citadel GP Inc. (the "General Partner") and pursuant to a Capital Raising Agreement, the Partnership is serviced by RIC, a corporation formed in Canada. Investor administration functions are outsourced to a third-party administrator, SS&C Technologies Inc.

As at September 30, 2024, the Partnership owns 19% (2023 – 15%) of the Master Fund via the Intermediate LP. The financial statements of the Master Fund, including the consolidated schedule of investments, which are attached, are an integral part of these financial statements, and should be read in conjunction with the Partnership's financial statements.

These financial statements and accompanying footnotes are presented for the nine months ended September 30, 2024.

1. Basis of presentation

These financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP").

The Partnership follows the accounting and reporting guidance in the Financial Accounting Standards Board's Accounting Standards Codification (“ASC”) Topic 946, Financial Services - Investment Companies.

The financial statements are measured and presented in U.S. dollars; amounts are rounded to the nearest thousand, unless otherwise stated.

Reclassification of comparative figures:

Presentation of certain comparative figures in these financial statements have been reclassified to conform with the presentation in the current year.

2. Significant accounting policies:

A) Fair value of financial instruments

The Partnership records its investment in the Master Fund based on its proportionate share of the net assets of the Master Fund. Valuation of investments held by the Master Fund, including, but not limited to, the valuation techniques used and classification within the fair value hierarchy of investments held, are disclosed in the notes to the Master Fund financial statements. When considering market participant assumption in fair value measurements, a three-level valuation hierarchy is used to distinguish the degree to which the inputs are observable or unobservable:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities that the Partnership is able to access.
- Level 2 – Inputs, other than quoted prices included in Level 1, that are observable either directly or indirectly. These inputs may include (a) quoted prices for similar assets in active markets, (b) quoted prices for identical or similar assets in markets that are not active, (c) inputs other than quoted prices that are observable for the asset, or (d) inputs derived principally from or corroborated by observable market data by correlation or other means.

A) Fair value of financial instruments (continued)

- Level 3 – Inputs that are unobservable and significant to the entire fair value measurement. The availability of valuation techniques and observable inputs can vary from investment to investment and are affected by a wide variety of factors, including the type of investment, whether the investment is new and not yet established in the marketplace, the liquidity of markets, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, determining fair value requires more judgment. Because of the inherent uncertainty of valuation, those estimated values may be materially higher or lower than the values that would have been used had a ready market for the investments existed. Therefore, the degree of judgment exercised by the Partnership in determining fair value is greatest for investments categorized in Level 3. In some circumstances, the inputs used to measure fair value might be categorized within different levels of the fair value hierarchy. In those instances, the fair value measurement is categorized in its entirety in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement.

B) Cash and cash equivalents

Cash, including cash denominated in foreign currencies, represents cash deposits held at financial institutions. Cash equivalents are held for meeting short-term liquidity requirements, rather than for investment purposes. Cash and cash equivalents are held at major financial institutions and are subject to credit risk to the extent those balances exceed applicable Federal Deposit Insurance Corporation or Securities Investor Protection Corporation limitations. At September 30, 2024, the Partnership held no cash equivalents (2023 – nil).

C) Investment income and expenses

The Partnership records its share of the Master Fund's income, expenses, realized and unrealized gains or losses. In addition, the Partnership incurs and accrues its own revenue and expenses.

D) Net income per unit

Net income per unit is computed by dividing net income for the period by the weighted average number of units issued and outstanding during the period.

E) Redemptions payable

During the normal course of business, the Partnership receives redemption requests from the partners. Redemption requests received at September 30, 2024 that are paid in the following period are recognized as liabilities. Redemption notices received for which the dollar amount is not fixed remain in partners' capital until the amount is determined.

F) Prepaid unit capital

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

G) Income Taxes

No provision for federal, state, and local income taxes has been made in the accompanying financial statements, as individual partners are responsible for their proportionate share of the Partnership's taxable income. Interest, dividends, and other income realized by the Partnership from non-Canadian sources and capital gains realized on the sale of securities of non-Canadian issuers may be subject to withholding and other taxes levied by the jurisdiction in which the income is sourced.

The Partnership, and its investment in the Master Fund, which is situated in the Cayman Islands are not subjected to any form of taxation in the Cayman Islands, including income, capital gains and withholding taxes.

Expressed in thousands of U.S. dollars, except per unit amounts, unless otherwise noted

3. Investment in the Master Fund

The following is a summary of the investment in the Master Fund:

	September 30, 2024	September 30, 2023
Investment balance, beginning of year	$ 79,946	$ 100,665
Funding of investment in the Master Fund	16,194	2,494
Redemption of investment in the Master Fund	-	(23,612)
Partnership's share of Master Fund net income	4,469	5,117
Distributions from the Master Fund	(4,469)	(5,117)
Investment balance, end of period	$ 96,140	$ 79,547

4. Other assets

Other assets include an outstanding distribution receivable of $465 (2023 - $516) declared from the Master Fund.

5. Partners' capital

The beneficial interests in the Partnership are represented by a single class of units, which are unlimited in number.

Each limited partner shall make an initial capital contribution in the amount set forth in such partners subscription agreement. The initial capital contribution made by a partner shall not be less than $50,000, except to the extent that the General Partner, in its sole and absolute discretion, accepts a lesser amount. Units are issued and offered based on NAV. As at September 30, 2024, the NAV was $10.00 per unit (2023 - $10.00 per unit).

Each limited partner may generally withdraw all or a portion of the balance in each of its capital accounts maintained for purposes of withdrawals as of the end of each calendar month. If a redemption request occurs within 12 months of the contribution date, then the proceeds in respect of any such early withdrawal will be subject to a withdrawal charge equal to 4% of the amount permitted to be withdrawn. Limited partners seeking a withdrawal must give written notice to the General Partner with a minimum of 30 days' notice. There were no withdrawal charges incurred for nine months ended September 30, 2024. The General Partner, in its sole discretion, may permit withdrawals at other times. As well, the General Partner, in its sole discretion, may waive or reduce other provisions. A partial or complete redemption of units is limited to a set of withdrawal gates as set forth below:

- Lesser of $50,000 or the partners initial capital contribution
- If total withdrawal requests on any withdrawal date exceed 1% of the Master Fund's NAV, the Master General Partner may, in its discretion, limit withdrawals to 1% of NAV

Redemption notices on any given redemption date shall maintain their order of priority until the unit redemption price for such units has been paid in full. Additionally, the General Partner shall be entitled, in its sole discretion, to extend the time for payment or suspend any unit redemptions if, in the reasonable opinion of the General Partner, such payment would be materially prejudicial to the interests of the remaining partners in the Partnership. The General Partner does not hold any units representing the beneficial interest in the Partnership and therefore no income or cash distributions are allocated to the General Partner.

As at September 30, 2024, the Partnership received requests to redeem 3,115,583 units for $31,156 (2023 – 1,438,344 units for $14,383) that is outstanding to be paid at the net asset value.

The Partnership has a distribution reinvestment plan ("DRIP") and direct unit purchase plan for its partners, which allows participants to reinvest their monthly cash distributions in additional units at a unit price equivalent to NAV per unit.

Expressed in thousands of U.S. dollars, except per unit amounts, unless otherwise noted

The following units are issued and outstanding, net of units submitted for redemptions:

	September 30, 2024		September 30, 2023	
	Units	**Amount**	Units	Amount
Balance, beginning of year	**6,375,141**	**$ 63,752**	9,049,975	$ 90,500
New units issued	**1,521,003**	**15,210**	78,706	787
Units issued under DRIP	**95,081**	**951**	159,755	1,598
Units redeemed	**-**	**-**	(2,360,258)	(23,603)
Increase in units submitted for redemption	**(1,481,655)**	**(14,817)**	(397,237)	(3,972)
Balance, end of period	**6,509,570**	**$ 65,096**	6,530,941	$ 65,310

6. Net asset value per unit and net income per unit

Net asset value per unit is calculated as total assets less total liabilities allocable to outstanding units of 6,509,570 as at September 30, 2024 (2023 – 6,530,941).

Net income per unit is computed using the weighted average number of units issued and outstanding of 8,662,962 for the nine months ended September 30, 2024 (2023 – 8,579,451).

7. Distributions

The Partnership makes distributions to the partners monthly on or about the 20th day of each month.

The Partnership agreement indicates that it intends to distribute 100% of the net income of the Partnership to the partners. For the nine months ended September 30, 2024, the Partnership declared distributions of $0.50 per unit (2023 – $0.57 per unit), or a total distribution amount of $4,245 (2023 – $4,912).

8. Related party transactions and balances

Related parties to the Partnership include the directors of the General Partner, the Master Fund, the directors of the Master General Partner, RIC and subsidiaries of RIC. RIC is related to the Partnership by virtue of a common director. As of September 30, 2024, the Partnership had the following significant related party transactions:

A) The directors of the General Partner are also owners of RIC, which is the parent company of the Manager. Under the Capital Raising Agreement, RIC provides capital raising services to the Partnership. RIC receives fees totaling 0.25% per annum (2023 – 0.25% per annum), calculated daily and payable monthly, on the investment in the Master Fund. For the nine months ended September 30, 2024, the total amount was $162 (2023 – $160).

B) The indirect owners of RIC are also investors of the Partnership. For the nine months ended September 30, 2024, the owners of RIC, held 2,852,340 units for $28,523 (2023 – 1,333,732 units for $13,337).

C) The Manager, a subsidiary of RIC, handles all day-to-day affairs of the Master Fund in accordance to the service agreement. The Manager receives service fees from the Master Fund totaling 1% per annum (2023 – 1% per annum), calculated daily and payable monthly, of the principal balance of all mortgage investments (net of syndicated balances) and the fair market value of all other non-mortgage investments of the Master Fund. For the nine months ended September 30, 2024, the total amount of service fees allocated from the Master Fund to the Partnership was $720 (2023 – $683).

9. Financial instrument risk management

The Partnership is exposed in varying degrees to a variety of risks from the use of financial instruments, as well as the activities of the Master Fund (refer to the audited financial statements of the Master Fund for details). The type of risks the Partnership is exposed to, the source of risk exposure and how each is managed is outlined hereafter:

Expressed in thousands of U.S. dollars, except per unit amounts, unless otherwise noted

A) Liquidity risk

Liquidity risk is the risk that the Partnership will not have sufficient cash to meet its obligations as they become due. Partners in the Partnership have the right to withdraw amounts from their capital accounts, subject to certain withdrawal restrictions set out in its limited partnership agreement. The General Partner may suspend or limit withdrawal rights and payment of withdrawal proceeds in certain circumstances.

B) Capital risk management

The Partnership manages capital to attain its objective of providing stable and secure cash distributions while preserving partners' capital, through its investment in the Master Fund. The Partnership intends to distribute its distributable cash to its partners. The Partnership is dependent on the capital risk management of the General Partner of the Master Fund, and the Manager, and growth in the Master Fund's underlying portfolio of mortgage loan investments can only be achieved through the subscription for additional partners' capital by investors in the Master Fund's feeder funds, including the Partnership, and by the Master Fund's usage of available borrowing capacity. The Manager and the General Partner of the Master Fund manage the Master Fund's capital to enable it to continue to meet its investment objectives and manage liquidity.

10. Contingencies

The Partnership, from time to time, may be involved in various claims, legal and tax proceedings and complaints arising in the ordinary course of business. The Partnership is not aware of any pending or threatened proceedings that would have a material adverse effect on the financial condition or future results of the Partnership.

11. Financial highlights

Below is a summary of the Partnership's financial highlights for the nine months ended September 30, 2024, on a per unit basis:

	September 30, 2024	September 30, 2023
Per unit operating performance:		
Net asset value, beginning of year	$ 10.00	$ 10.00
Income from investment operations:		
Net realized and change in unrealized gain on investments	0.50	0.57
Distributions	(0.50)	(0.57)
Net asset value, end of period	$ 10.00	$ 10.00
Total return	5.0%	5.7%
Ratio to average net assets:		
Expenses	0.3%	0.3%
Net investment income	4.9%	5.8%

12. Subsequent events

Subsequent to the quarter end, the fund received requests to redeem 61,308 units for $613.

Consolidated Financial Statements // Expressed in U.S. dollars

TIG Romspen US Master Mortgage LP

Nine months ended September 30, 2024

(Unaudited)

Kindred at Keystone Resort - USA

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Consolidated Statement Of Assets And Liabilities (Unaudited)

Expressed in thousands of U.S. dollars, except per unit amounts, unless otherwise noted	September 30, 2024	December 31, 2023
Assets		
Cash, cash equivalents and restricted cash (note 2 (c))	**$ 7,217**	$ 6,990
Accrued interest receivable	**25,755**	18,092
Mortgage investments, at fair value (note 3)	**579,623**	628,358
Real estate owned, at fair value (note 4)	**70,543**	30,720
Other assets	**4,692**	2,773
	$ 687,830	$ 686,933
Liabilities and Partner's Capital		
Liabilities:		
Mortgage investment syndications (note 3, 9 (d))	**83,700**	89,584
Revolving loan facility (note 5)	**26,922**	30,000
Accounts payable and accrued liabilities	**4,897**	3,808
Due to related party (note 9 (c))	**52,750**	36,500
Distributions payable (note 8)	**2,502**	3,529
Redemptions payable (note 6)	**35,806**	26,886
	206,577	190,307
Partners' capital (note 6)	**481,253**	496,626
	$ 687,830	$ 686,933
Net asset value per unit (note 7)	**$ 10.00**	$ 10.00

See accompanying notes to unaudited consolidated financial statements.

Consolidated Statement Of Operations (Unaudited)

Expressed in thousands of U.S. dollars, except per unit amounts, unless otherwise noted	**3 months ended September 30, 2024**	3 months ended September 30, 2023	**9 months ended September 30, 2024**	9 months ended September 30, 2023
Investment Income:				
Mortgage interest	**$ 11,122**	$ 13,703	**$ 37,744**	$ 39,933
Other	**213**	59	**602**	863
	11,335	13,762	**38,346**	40,796
Expenses:				
Service fees (note 9(a))	**1,449**	1,466	**4,370**	4,263
Interest expense (note 5, 9(c))	**1,977**	1,497	**5,756**	3,185
Accounting and legal fees	**113**	129	**445**	364
Other	**264**	145	**661**	429
	$ 3,803	$ 3,237	**$ 11,232**	$ 8,241
Net investment income	**7,532**	10,525	**27,114**	32,555
Realized (loss) gain from investments	**(1,340)**	-	**(10,405)**	324
Unrealized gain (loss) from investments	**1,340**	(275)	**10,405**	(950)
Net Income	**$ 7,532**	$ 10,250	**$ 27,114**	$ 31,929
Net Income per unit (note 7)	**$ 0.15**	$ 0.20	**$ 0.52**	$ 0.60

See accompanying notes to unaudited consolidated financial statements.

Consolidated Statement Of Changes In Partner's Capital (Unaudited)

Expressed in thousands of U.S. dollars, except per unit amounts, unless otherwise noted

Limited Partner: TIG Romspen US Mortgage Intermediate LP	**September 30, 2024**	September 30, 2023
Balance, beginning of year	**$ 496,626**	$ 544,100
Issuance of units	**20,803**	14,274
Redemption of units	**(27,256)**	(46,468)
Increase in units submitted for redemption	**(8,920)**	(3,039)
Distributions declared for the period	**(27,114)**	(31,929)
Allocation of net income for the period	**27,114**	31,929
Balance, end of period	**$ 481,253**	$ 508,867

See accompanying notes to unaudited consolidated financial statements.

ROMSPEN

Consolidated Statement Of Cash Flows (Unaudited)

Expressed in thousands of U.S. dollars, except per unit amounts, unless otherwise noted	**3 months ended September 30, 2024**	3 months ended September 30, 2023	**9 months ended September 30, 2024**	9 months ended September 30, 2023
Cash, cash equivalents and restricted cash provided by (used in):				
Operations:				
Net Income	**$ 7,532**	$ 10,250	**$ 27,114**	$ 31,929
Adjustments for:				
Funding of mortgage investments	**(11,692)**	(19,544)	**(52,946)**	(82,948)
Discharge of mortgage investments	**8,868**	5,236	**63,449**	65,013
Funding of real estate owned	**(275)**	(4,365)	**(895)**	(4,565)
Discharge of real estate owned	**-**	-	**160**	-
Mortgage syndication liabilities (note 3)	**255**	13,909	**(5,884)**	351
Realized change in fair value of investments	**1,340**	-	**10,405**	-
Unrealized change in fair value of investments	**(1,340)**	275	**(10,405)**	950
Change in non-cash operating items:				
Accrued interest receivable	**(1,363)**	2,815	**(7,763)**	(920)
Other assets	**(841)**	(612)	**(2,674)**	(1,660)
Accounts payable and accrued liabilities	**(827)**	5,171	**1,089**	(2,322)
	1,657	13,135	**21,650**	5,828
Financing:				
Revolving loan facility (note 5)	**(3,078)**	2,500	**(3,078)**	60,000
Proceeds from issuance of units	**8,863**	2,023	**20,803**	14,274
Due to related party (note 9 (c))	**4,250**	-	**16,250**	-
Redemptions	**(9,727)**	(3,096)	**(27,256)**	(46,468)
Distribution to partner	**(7,809)**	(10,279)	**(28,142)**	(32,539)
	(7,501)	(8,852)	**(21,423)**	(4,733)
(Decrease) increase in cash, cash equivalents and restricted cash	**(5,844)**	4,283	**227**	1,095
Cash, cash equivalents and restricted cash, beginning of period	**13,061**	4,920	**6,990**	8,108
Cash, cash equivalents and restricted cash, end of period	**$ 7,217**	$ 9,203	**$ 7,217**	$ 9,203

See accompanying notes to unaudited consolidated financial statements.

Consolidated Schedule Of Investments (Unaudited)

Omitted – please contact Romspen for details.

Consolidated Schedule Of Investments (Unaudited, Continued)

Omitted – please contact Romspen for details.

Consolidated Schedule Of Investments (Unaudited)

Omitted – please contact Romspen for details.

Consolidated Schedule of Investments (Unaudited, Continued)

Omitted – please contact Romspen for details.

TIG Romspen US Master Mortgage LP (the "Master Fund"), is a Cayman Islands exempted partnership formed on December 22, 2017, which commenced operations on June 1, 2018, by exchanging equity units for the net investments of TIG Romspen US Mortgage LP. The Master Fund was registered with the Cayman Islands Monetary Authority ("CIMA") under the Mutual Funds Act (2021 Revision) of the Cayman Islands on July 22, 2020. The Master Fund conducts lending activities in the United States with the sole objective to provide stable and secure cash distributions of income while preserving partner's capital.

The Master Fund is a wholly owned subsidiary of the TIG Romspen US Mortgage Intermediate LP ("Intermediate LP"). The Master Fund's registered office is 89 Nexus Way, Camana Bay, Grand Cayman KY1-9009, Cayman Islands. The Master Fund is managed by Romspen US Master Mortgage GP LLC (the "General Partner") and Romspen Investment LP (the "Manager"). Investor administration functions are outsourced to a third-party administrator, SS&C Technologies Inc. The registered office of the Manager is 162 Cumberland Street, Suite 300, Toronto, ON M5R 3N5.

These consolidated financial statements and footnotes are presented for the nine months ended September 30, 2024.

1. Basis of presentation

These consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP").

The Master Fund is an investment company and follows the accounting and reporting guidance in the Financial Accounting Standards Board's Accounting Standards Codification (ASC) Topic 946, Financial Services – Investment Companies.

The consolidated financial statements are measured and presented in U.S. dollars; amounts are rounded to the nearest thousand, unless otherwise stated.

2. Significant accounting policies

A) Principles of consolidation

The consolidated financial statements include the accounts of the Master Fund and its wholly owned and controlled subsidiaries. The Master Fund consolidates variable interest entities (VIEs) for which it is the primary beneficiary, generally as a result of having the power to direct the activities that most significantly affect the VIE's economic performance and holding variable interests that convey to the Master Fund the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE. The Master Fund consolidates entities that are not VIEs when it has a controlling financial interest as a result of majority voting control. The Master Fund is precluded from consolidating entities that are not investment companies when it is required to measure those entities at fair value in accordance with Topic 946.

The consolidated financial statements include the accounts of the Master Fund and its wholly owned and controlled subsidiary, Romspen (Reomaster II) Holdings Inc. (Delaware) ("Reomaster II"), which in turn holds wholly owned and controlled subsidiaries, RIC Yanni Palms LLC (Texas), RIC Akamai LLC (Hawaii), RIC Lake District LLC (Tennessee) and NB Mural West LLC (Pennsylvania). They are investment companies established for the general purpose of executing specific investment transactions on behalf of the Master Fund. All significant intercompany accounts and transactions have been eliminated in the consolidated financial statements.

B) Fair value of financial instruments

The Master Fund determines fair value based on assumptions that market participants would use in pricing an asset or liability in the principal or most advantageous market. When considering market participant assumption in fair value measurements, a three-level valuation hierarchy is used to distinguish the degree to which the inputs are observable or unobservable:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities that the Master Fund is able to access;
- Level 2 – Inputs, other than quoted prices included in Level 1, that are observable either directly or indirectly. These inputs may include (a) quoted prices for similar assets in active markets, (b) quoted prices for identical or similar assets in markets that are not active, (c) inputs other than quoted prices that are observable for the asset, or (d) inputs derived principally from or corroborated by observable market data by correlation or other means;

- Level 3 – Inputs that are unobservable and significant to the entire fair value measurement. The availability of valuation techniques and observable inputs can vary from investment to investment and are affected by a wide variety of factors, including the type of investment, whether the investment is new and not yet established in the marketplace, the liquidity of markets, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, determining fair value requires more judgment. Because of the inherent uncertainty of valuation, those estimated values may be materially higher or lower than the values that would have been used had a ready market for the investments existed. Therefore, the degree of judgment exercised by the Master Fund in determining fair value is greatest for investments categorized in Level 3. In some circumstances, the inputs used to measure fair value might be categorized within different levels of the fair value hierarchy. In those instances, the fair value measurement is categorized in its entirety in the fair value hierarchy based on the lowest-level input that is significant to the fair value measurement.

C) Cash, cash equivalents and restricted cash

Cash, including cash denominated in foreign currencies, represents cash deposits held at financial institutions. Cash equivalents include short-term highly liquid investments of sufficient credit quality that are readily convertible to known amounts of cash and have original maturities of three months or less. Cash equivalents are carried at cost, plus accrued interest, which approximates fair value. Cash equivalents are held for meeting short-term liquidity requirements, rather than for investment purposes. Cash and cash equivalents are held at major financial institutions and are subject to credit risk to the extent those balances exceed applicable Federal Deposit Insurance Corporation and Securities Investor Protection Corporation limitations. At September 30, 2024, the Master Fund held no cash equivalents (2023 – nil).

Restricted cash represents cash held in reserve on behalf of the holders of the mortgages (the "Borrowers"). This includes standby deposits received from the Borrowers to cover any travel or closing costs prior to closing and cash collected and held in reserve to pay for the Borrowers' expenses to third parties. At September 30, 2024 restricted cash balance was $4,323 (2023 - $1,594) and the liability is included as part of accounts payable and accrued liabilities.

D) Mortgage investments

All mortgages have been designated as fair value through profit and loss ("FVTPL"). Mortgage investments are recorded at fair value, with any changes in fair value reflected in the consolidated Statement of Operations.

In determining fair value of individual mortgages, the Manager considers the length of time the mortgage has been in arrears, the overall financial strength of the Borrowers, and the residual value of the security pledged. Any unrealized changes in the fair value of mortgage investments are recorded in the Master Fund's consolidated Statement of Operations as an unrealized fair value adjustment.

E) Real estate owned

Entities are formed by the Master Fund to obtain legal title of the foreclosed underlying security of defaulted mortgage investments. These investments are accounted for at fair value. Upon foreclosure, the carrying value of the mortgage investment, which comprises principal, interest, enforcement costs, and a fair value adjustment that reflects the fair value of the underlying mortgage security, is derecognized from mortgage investments, and an investment in real estate owned is recognized at fair value.

The fair value of real estate is the amount of consideration that would be agreed upon in an arm's-length transaction between knowledgeable, willing parties under no compulsion to act. Management makes its determination of fair value based on its assessment of the expected exit value of the investment under current market conditions for investments of same or similar terms. The determination of fair value requires management to make estimates and assumptions that affect the values presented, such that actual values in sales transactions may differ from those presented. The valuation hierarchy of real estate owned investments are classified as Level 3, as not all significant inputs are based on observable market data (unobservable inputs). These unobservable inputs reflect the Master Fund's own assumptions of how market participants would price the real estate, and are developed based on the best information available, including management's own data.

The valuation methodologies and inputs used for real estate owned are priced by model-based valuations. The model-based valuations consider Inputs including foreclosure auction winning bid, quotes for sale of a similar property, projected lot sales, projected development expenses, and square footage of the properties. The real estate owned are categorized as Level 3 given their limited marketability, uncertainty regarding timing, lack of observable valuation inputs.

F) Revenue recognition

Interest income is recognized using the effective interest method ("EIM"). The EIM discounts the estimated future cash receipts through the expected life of the loan and mortgage to its carrying amount. Interest income is no longer accrued and interest receivable is written-off when deemed uncollectible.

G) Use of estimates

The preparation of consolidated financial statements in compliance with GAAP requires management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the period. The estimates may include: assumptions regarding local real estate market conditions; interest rates and the availability of credit; cost and terms of financing; the impact of present or future legislation or regulation; prior encumbrances and other factors affecting the mortgage and underlying security of the mortgage investments. Actual results may differ from those estimates.

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

H) Net income per unit

Net income per unit is computed by dividing net income for the period by the weighted average number of units issued and outstanding during the period.

I) Redemptions payable

During the normal course of business, the Master Fund receives unit issuance and redemption requests from the partner. Redemption requests received at September 30, 2024 that are paid in the following period are recognized as liabilities. Redemption notices received for which the dollar amount is not fixed remain in partner's capital until the amount is determined.

J) Income taxes

No provision for federal, state and local income taxes has been made in the consolidated financial statements, as individual partners are responsible for their proportionate share of the Master Fund's taxable income.

The Master Fund is not subject to any form of taxation in the Cayman Islands, including income, capital gains and withholding taxes. The Master Fund may be subject to withholding taxes on dividends and interest income imposed by countries in which it invests.

The Master Fund is required to determine whether its tax positions are more likely than not to be sustained upon examination by the applicable taxing authority, based on the technical merits of the position. Based on its analysis, the Master Fund has determined that it has not incurred any liability for unrecognized tax benefits as of September 30, 2024 (2023 – nil). The Master Fund does not expect that its assessment regarding unrecognized tax benefits will materially change over the next twelve months. However, the Master Fund's conclusions may be subject to review and adjustment at a later date based on factors including, but not limited to, questioning the timing and amount of deductions; the nexus of income among various tax jurisdictions; compliance with U.S. federal, U.S. state, and foreign tax laws; and changes in the administrative practices and precedents of the relevant taxing authorities.

Expressed in thousands of U.S. dollars, except per unit amounts, unless otherwise noted

3. Mortgage investments

All mortgage investments have been classified in Level 3 of the valuation hierarchy.

The following is a reconciliation of the Master Fund's Level 3 investments for which significant unobservable inputs were used to determine fair value at September 30, 2024:

	September 30, 2024	September 30, 2023
Mortgage investments balance, beginning of year	**$ 628,358**	$ 606,052
Funding of mortgage investments	**53,802**	82,948
Discharge of mortgage investments	**(63,449)**	(65,013)
Realized loss in fair value of investments	**(10,405)**	-
Unrealized gain (loss) in fair value of investments	**10,405**	(950)
Non-Cash transfer to real estate owned at fair value (note 4)	**(39,088)**	-
Mortgage investments balance, end of period	**$ 579,623**	$ 623,037

The following table summarizes the valuation methodologies and inputs used for investment categorized in level 3:

Investments		Fair value hierarchy	Fair value	Valuation methodologies	Unobservable inputs
September 30, 2024	**Mortgages overhold**	**Level 3**	**$ 243,469**	**Refer to note (a)**	**Refer to note (a)**
September 30, 2024	**Mortgages**	**Level 3**	**336,154**	**Discounted Cash Flow ("DCF")**	**Discount rates, discounts for lack of marketability**
September 30, 2023	Mortgages overhold	Level 3	265,282	Refer to note (a)	Refer to note (a)
September 30, 2023	Mortgages	Level 3	357,755	Discounted Cash Flow ("DCF")	Discount rates, discounts for lack of marketability

(a) For mortgages which are past due or on a month-to-month arrangement, these are referred to as overhold loans, and these have a fair value of $243,469 as at September 30, 2024 (2023 – $265,282). The valuation methodologies and inputs used for mortgage investments classified as overhold and categorized in Level 3 are priced by brokers/market analysts and third-party appraiser services. The brokers/market analysts provide pricing recommendations based on sales of similar properties and square footage of the properties. The appraisers utilize the income capitalization, cost, and sales comparison approaches for the purposes of valuation, and consider market inputs such as occupancy, improvements, construction timelines, projected property appreciation, inflation rates, square footage of properties, and tax estimates. These loans are categorized as level 3 given their limited marketability, uncertainty regarding timing, and lack of observable valuation inputs.

The following is a summary of the mortgages as of September 30, 2024:

		Number of mortgages	Outstanding principal	Fair value
September 30, 2024	**First mortgages**	**36**	**$ 588,242**	**$ 579,623**
September 30, 2023	First mortgages	47	640,136	623,037

At September 30, 2024 the mortgage investment portfolio carries a weighted average effective interest rate of 11.85% (2023 – 10.99%).

Expressed in thousands of U.S. dollars, except per unit amounts, unless otherwise noted

The following is a summary of the original cost of mortgages segmented by interest rate:

	September 30, 2024	September 30, 2023
Less than 10%	**$ 42,998**	$ 78,291
10.01% - 11.00%	**206,669**	420,901
11.01% - 12.00%	**46,515**	45,216
12.01% - 20.00%	**292,060**	95,728
	$ 588,242	$ 640,136

The following is a summary of the original cost of mortgages segmented by type of mortgage:

	September 30, 2024	September 30, 2023
Pre-Development	**$ 377,489**	$ 347,598
Construction	**106,343**	187,698
Term	**104,410**	104,840
	$ 588,242	$ 640,136

The following is a summary of the outstanding principal of mortgages as at September 30, 2024, segmented by maturity date:

Overhold	**$ 252,088**
2024	**142,252**
2025	**154,647**
2026	**39,255**
	$ 588,242

Included in the overhold category are loans which are past due or on a month-to-month arrangement. Borrowers have the option to repay principal at any time.

The following is a summary of the original cost of mortgages, including mortgage investment syndications segmented by geographic location in the United States of America:

	September 30, 2024	September 30, 2023
Southeast	**$ 289,541**	$ 374,356
Southwest	**142,942**	105,910
Northeast	**61,105**	62,572
Southcentral	**55,470**	60,894
Northwest	**39,184**	36,404
	$ 588,242	$ 640,136

Expressed in thousands of U.S. dollars, except per unit amounts, unless otherwise noted

The Master Fund syndicates portions of its mortgage investments to related and third-party investors, each participating in a prescribed manner per agreement and on an investment-by-investment basis. In these investments, the investors assume some risks associated with specific investment transactions as the Master Fund. Each syndicated mortgage investment has a designated rate of return that the syndicated investors expect to earn from that mortgage investment. The principal balance of mortgage investment syndications at September 30, 2024 totals $83,700 (2023 - $87,044) and carries a weighted average effective interest rate of 11.89% (2023 – 11.22%).

The following Is a summary of the principal balance of mortgage investment syndications segmented by geographic location in the United States of America:

	September 30, 2024	September 30, 2023
Southeast	**$ 47,904**	$ 54,958
Southwest	**15,056**	11,346
Northeast	**10,900**	10,900
Southcentral	**9,840**	9,840
	$ 83,700	$ 87,044

The following is a summary of the principal balance of mortgage investment syndications segmented by the type of mortgage:

	September 30, 2024	September 30, 2023
Pre-Development	**$ 51,300**	$ 46,866
Construction	**16,500**	24,278
Term	**15,900**	15,900
	$ 83,700	$ 87,044

The following is a summary of the principal balance of mortgage investment syndications segmented by maturity date:

Overhold	**$ 29,049**
2024	**33,745**
2025	**20,906**
	$ 83,700

The following is a summary of the advances and discharges of the mortgage investment syndications:

	September 30, 2024	September 30, 2023
Advances of mortgage investment syndications	**$ 478**	$ 17,055
Discharges of mortgage investment syndications	**(6,362)**	(16,704)
	$ (5,884)	$ 351

Expressed in thousands of U.S. dollars, except per unit amounts, unless otherwise noted

4. Real estate owned

Investment in real estate held by the Master Fund is measured at fair value and uses significant unobservable inputs to estimate fair value of these assets at each reporting date. Fair value is the price that would be received to settle an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

	September 30, 2024	September 30, 2023
Real estate owned, beginning of year	**$ 30,720**	$ 22,139
Additional development cost	**895**	4,565
Discharge in real estate owned	**(160)**	-
Non-cash transfer from Mortgage Investments (note 3)	**39,088**	-
Real estate owned, end of period	**$ 70,543**	$ 26,704

In May 2024, the fund foreclosed on a property in Lakeland, Tennessee resulting in a non-cash transfer of $33,688 from Mortgage Investments.

In July 2024, the fund foreclosed on a property in Philadelphia, Pennsylvania resulting in a non-cash transfer of $5,400 from Mortgage Investments.

The fair value of real estate is determined using a variety of methodologies, including comparable market property values, market research data, third-party and in-house appraisals, and discounted cash flow analysis, which would include inputs related to discount rates, future cashflows, liquidity, etc.

The cost of the real estate owned investments is $70,713 (2023 - $28,699).

5. Revolving loan facility

In 2022, the Master Fund obtained a Line of Credit facility with National Bank of Canada with a credit limit of $60,000. The interest rates are either the U.S. Prime interest rate plus 1.5% per annum (2023 – U.S. Prime interest rate plus 1.5% per annum) or the Secured Overnight Financing Rate (SOFR) plus a 2.50% per annum (2023 – SOFR plus a 2.50% per annum). The facility also imposes a standby fee of 0.5% per annum (2023 – 0.5% per annum) on the unutilized portion of the credit limit.

The facility had a balance of $26,922 as at September 30, 2024 (2023 – $60,000). The $15,000 SOFR loan that matured on April 7, 2024 was converted to U.S. Prime plus 1.50% per annum on May 8, 2024. The total interest incurred for the nine months ended September 30, 2024 is $2,268 (2023 - $3,178). During nine months ended at September 30, 2024, drawdowns on the facility were $12,000 (2023 - $74,000) and the repayments were $15,078 (2023 – $14,000).

As at December 31, 2023 and as at September 30, 2024, the Master Fund was not in compliance with certain covenants in its loan facility agreement which resulted in events of default. In particular, one loan exceeded the 15% unitholder equity threshold in the credit agreement. On May 31, 2024, Romspen Mortgage Limited Partnership (“RMLP”) has issued a Letter of Financial Support for the Master Fund to not demand repayment of the indebtedness owing to RMLP and expressed its willingness to continue its financial support of the Master Fund so as to maintain the Master Fund’s existence as a going concern for a period of 12 months from June 16, 2024.

6. Partner’s capital

The beneficial interests in the Master Fund are presented by a single class of units, which are unlimited in number. Partners have a limited right to redeem their units, on a monthly basis, upon a minimum of 30 days’ notice. Partial or complete redemption of units is limited on a monthly basis to a withdrawal gate set at 1% of the net asset value of the Master Fund. The General Partner shall be entitled in its sole discretion to permit withdrawals at other times or waive or reduce other provisions.

Expressed in thousands of U.S. dollars, except per unit amounts, unless otherwise noted

If redemption request occurs prior to 12 months of when the contribution was established, then the proceeds in respect of any such early withdrawal will be subject to a withdrawal charge equal to 4% of the amount permitted to be withdrawn.

Redemption notices on any given redemption date shall maintain their order of priority until the unit redemption price for such units has been paid in full. Additionally, the General Partner shall be entitled in its sole discretion to extend the time for payment or suspend any unit redemptions if, in the reasonable opinion of the General Partner, such payment would be materially prejudicial to the interests of the remaining partners in the Master Fund. The General Partner does not hold any units representing the beneficial interest in the Master Fund and therefore no income or cash distributions are allocated to the General Partner.

As at September 30, 2024 the Master Fund received requests to redeem 3,580,606 units (2023 – 1,561,158) for $35,806 (2023 – $15,612) that is outstanding to be paid at the net asset value.

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

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

The following units are issued and outstanding:

	September 30, 2024		September 30, 2023	
	Units	**Amount**	Units	Amount
Balance, beginning of year	**49,662,529**	**$ 496,626**	54,410,006	$ 544,100
New units issued	**2,080,289**	**20,803**	1,427,422	14,274
Units redeemed	**(2,725,608)**	**(27,256)**	(4,646,784)	(46,468)
Increase in units submitted for redemption	**(891,963)**	**(8,920)**	(303,902)	(3,039)
Balance, end of period	**48,125,247**	**$ 481,253**	50,886,742	$ 508,867

7. Net asset value per unit and net income per unit

Net asset value per unit is calculated as total assets less total liabilities allocable to outstanding units of 48,125,247 as at September 30, 2024 (2023 – 50,886,742).

Net income per unit is computed using the weighted average number of units issued and outstanding of 51,879,142 for the nine months ended September 30, 2024 (2023 – 53,482,268).

8. Distributions

The Master Fund makes distributions to the partners monthly on or about the 15th day of each month. The Master Fund agreement indicates that it intends to distribute 100% of the net income of the Master Fund to the partners (reduced by reserves for contingencies and estimated accrued expenses and liabilities). For the nine months ended September 30, 2024, the Master Fund had a cumulative distribution of $0.52 per unit (2023 – $0.60) and a total of $27,114 (2023 - $31,929) was declared payable to the partners.

9. Related party transactions and balances

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

Other than the transactions disclosed elsewhere in these consolidated financial statements, the Master Fund, RMLP, an indirect partner of the Master Fund and the Manager had the following significant related party transactions:

A) The directors of the General Partner are also owners of the Manager. Under various agreements, the Manager handles all the day-to-day affairs of the Master Fund. The Manager receives service fees totalling 1% per annum, calculated daily and payable monthly, of the principal balance of all mortgage investments (net of syndicated balances) and the fair market value of all other non-mortgage investments. For the nine months ended September 30, 2024, the total amount was $4,370 (2023 - $4,263).

B) The Master Fund's accounts payable and accrued liabilities due to the Manager has a nil balance at September 30, 2024 (2023 – nil).

C) RMLP provides temporary funding to assist in the Master Fund's ability to fund loans. These loans are in priority of equity. These loans are due on demand and bear an interest rate of prime plus 1.25%. On May 31, 2024, Romspen Mortgage Limited Partnership ("RMLP") has issued a Letter of Financial Support for the Master Fund to not demand repayment of the indebtedness owing to RMLP and expressed its willingness to continue its financial support of the Master Fund so as to maintain the Master Fund's existence as a going concern for a period of 12 months from June 16, 2024. As of September 30, 2024, the outstanding balance of the loan is $52,750 (2023 - nil) consisting of total advances of $16,250 (2023 - nil) and repayments of nil balance (2023 - nil). Total interest incurred for the nine months ended September 30, 2024, is $3,488 (2023 - $7).

D) Several of the Master Fund's mortgages are syndicated with RMLP, the Manager, owners of the Manager and officers or directors of the General Partner. The Master Fund ranks equally with, or in priority to, those members of the syndicate as to receipt of principal and income. As of September 30, 2024, $65,628 (2023 – $59,926) of the Master Fund's mortgages are syndicated with the above listed related parties.

E) Romspen US Mortgage Investment Fund (the "Canadian Feeder") is a Canadian limited partnership that invests its assets through a "master-feeder" structure in the Intermediate LP, which wholly owns the Master Fund. As of September 30, 2024, certain of the indirect owners of the Manager held a total of $28,523 (2023 - $13,342) of units in the Canadian Feeder.

10. Financial instrument risk management

The Master Fund is exposed in varying degrees to a variety of risks from the use of financial instruments. The Manager discusses the principal risks of the business on a day-to-day basis and sets the policy framework for the implementation of systems to manage, monitor and mitigate identifiable risks. The Master Fund's risk management objective in relation to these instruments is to protect and minimize volatility to net assets and mitigate financial risks including interest rate risk, credit risk, liquidity risk, market risk, currency risk, capital management risk, and other price risk. The Manager seeks to minimize potential adverse effects of risk by retaining experienced analysts and advisors, monitoring the Master Fund's positions, market events and entering into hedge contracts. The types of risks the Master Fund is exposed to, the source of risk exposure and how each is managed is outlined hereafter:

A) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Manager manages this risk by investing primarily in short-term mortgages. The Master Fund's investment objective is to obtain an acceptable and consistent absolute rate of return that is not related to any market-based interest rate benchmark.

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

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

B) Credit risk

Credit risk is the risk of loss due to counterparty to a financial instrument failing to discharge their obligations. It arises from mortgage investments held. The Master Fund's sole activity is to discharge their obligations and invest in mortgages (note 3) and, therefore, its assets are exposed to credit risk. The Manager manages credit risk by adhering to the investment and operating policies, as set out in the Master Fund's Limited Partnership Agreement.

The Master Fund focuses its investments in the commercial mortgage market segments, which includes development mortgages, construction mortgages, term financing mortgages and residential mortgages. These mortgages generally have the following characteristics:

I) initial terms of 12 to 24 months;

II) loan to value ratios of approximately 65% at time of underwriting;

III) significant at-risk capital and/or additional collateral of property owner; and

IV) full recourse to property owners supported by personal guarantees.

In addition, the Manager regularly reviews and approves each mortgage investment and reviews the overall portfolio to ensure it is adequately diversified.

The Master Fund requires a first or second lien on all mortgage investments entered into, including overhold loans. The collateral underlying the Master Fund's mortgage investments are all real properties including vacant land, in-progress construction projects, and income-producing properties.

C) Liquidity risk

Liquidity risk is the risk that the Master Fund will not have sufficient cash to meet its obligations as they become due. The Master Fund mitigates this risk by monitoring the scheduled mortgage repayments and ensuring that sufficient funds are available in the near term to satisfy all of its obligations. The Master Fund's obligations are primarily those which arise under the Mortgage Management Agreement and its Limited Partnership Agreement. In the current economic climate and capital markets, the lenders may continue to tighten their lending standards which could make it challenging for the Master Fund to obtain financing on favourable terms. Further, there are no assurances that the revolving loan facility will be renewed or that it could be replaced with another lender if not renewed.

If the revolving loan facility is not extended at maturity, mortgage repayments under the Master Fund's investment portfolio would be utilized to repay the revolving loan facility. The Master Fund's mortgages are predominantly short-term in nature, and as such, the continual repayment by borrowers of existing mortgages creates liquidity for ongoing mortgage investments and funding commitments. Currently, a large percentage of the Master Fund's mortgage investments is in overhold (note 3a), which increases liquidity risk for the Master Fund.

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

In addition, if the Master fund does not receive continuing financial support from RMLP or does not raise additional funds, it may not continue as a going concern as described in note 5.

Partners in the Master Fund have the limited right to redeem their units, as described in its offering documents. The General Partner is entitled, in its sole discretion, to extend the time for payment of any redemption if, in their reasonable opinion, such payment would be materially prejudicial to the interests of the remaining partners.

Further, the Master Fund has the ability to reduce distributions if liquidity is required to pay for contingencies, estimated accrued expenses and liabilities.

D) Market risk

Market risk is the risk that the fair value of the collateral securing any of the Master Fund's mortgage investments falls to a level approaching the loan amount. The Manager ensures that it is aware of real estate market conditions in the regions in which the Master Fund operates. Real estate market trends are monitored on an ongoing basis and the Master Fund's lending practices and policies are adjusted, when necessary.

E) Capital risk management

The Master Fund manages capital to attain its objective of providing stable and secure cash distributions while preserving partners' capital. The Master Fund intends to distribute distributable cash to its partners. The Master Fund is dependent on the capital risk management of the General Partner and the Manager, and growth in the Master Fund's underlying portfolio of mortgage loan investments can only be achieved through the subscription for additional partnership capital by investors in the Master Fund's feeder funds, and by the Master Fund's usage of available borrowing capacity. The Manager and the General Partner manage the Master Fund's capital to enable it to continue to meet its investment objectives and manage liquidity.

F) Other price risk

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

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

The Manager and General Partner adheres to specified investment constraints in relation to asset class and diversification, thus minimizing exposure to other price risk.

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

11. Commitments and contingencies

Pursuant to certain lending agreements, the Master Fund is committed to fund additional loan advances. The unfunded loan commitments under the existing lending agreements at September 30, 2024 were $152,096 (2023 - $318,613).

The Master Fund, from time to time, may be involved in various claims, legal and tax proceedings and complaints arising in the ordinary course of business. The Master Fund is not aware of any pending or threatened proceedings that would have a material adverse effect on the financial condition or future results of the Master Fund.

Expressed in thousands of U.S. dollars, except per unit amounts, unless otherwise noted

12. Financial highlights

Below is a summary of the Master Fund's financial highlights for the nine months ended September 30, 2024, on a per unit basis:

	September 30, 2024	September 30, 2023
Per unit operating performance:		
Net asset value, beginning of year	**$ 10.00**	$ 10.00
Income from investment operations:		
Net realized and changed in unrealized gain on Investments	**0.52**	0.60
Distributions	**(0.52)**	(0.60)
Net asset value, end of period	**$ 10.00**	$ 10.00

	September 30, 2024	September 30, 2023
Total Return	**5.2%**	6.0%
Ratio to average net assets:		
Expenses	**2.2%**	1.5%
Net investment income	**5.2%**	6.1%

13. Subsequent Events

The revolving loan facility, which was due to mature on November 10, 2024 was repaid in full on October 23, 2024. The repayment of the facility was funded by a combination of loan repayments from borrowers and an increase in the due to related party loan. At October 23, 2024 the related party loan amounted to $77,750.

Subsequent to the quarter end, 88,157 units for $882 were redeemed. The Master Fund has also issued additional 10,000 units for $100.